

Are Summary Minutes Right for Your Nonprofit Board?

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Over the years Jurassic Parliament has been a strong supporter of “action minutes.” We agree with Robert’s Rules of Order that the fundamental purpose of minutes is to record official actions taken by a governing body. Minutes are a legal record and document what the body has done. This is true for elected councils, appointed committees, nonprofit boards, neighborhood groups and other kinds of “assembly,” to use the jargon term, in our society.

We would like to propose, however, that for nonprofit boards, “summary minutes” may also be useful. Like action minutes, summary minutes are brief and concise. Like action minutes, they contain a record of actions taken. However, summary minutes also include a record of the main points of discussion.

This is appropriate because oversight bodies wish to see evidence that a nonprofit board has exercised proper due diligence. A board has legal, financial and moral responsibility for the organization it leads. If questions arise about the legality or propriety of an organization’s actions, it can be important to determine how much the board of directors knew about those actions, and when they knew it.

Deciding to adopt summary minutes means that the secretary of the board will have to extract key points from the discussion and list them briefly. This is harder, in some ways, than noting individual remarks as they are spoken. Nevertheless it is important NOT to record individual remarks nor to attribute what is said to specific individuals.

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It is a mistake for ordinary nonprofit boards to record “who said what to whom,” for several reasons. First and most important, people won’t speak freely when their words are being recorded—yet open and free discussion of issues is essential for good decision making. Second, attributing remarks to individuals might expose them and the organization to liability which they certainly do not need. Third, detailed minutes make it harder to find key decisions in past records, since they are buried in a thicket of verbiage. Finally, preparing “verbatim minutes” or “detailed minutes” demands a serious investment of time for the secretary. It also makes it likely that the board will waste its own precious time in adjusting, modifying and correcting the record—to no purpose other than satisfying the ego of the individuals whose remarks are recorded.

The focus of minutes should always remain on the actions taken. We suggest that adding brief summaries of the points of discussion can be good insurance for the board of directors and help protect them if questions about their actions arise in future.

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