

EO GOVERNANCE COMMITTEE
RECOMMENDATION FOR BEST PRACTICES
MEETING MINUTES

The Governance Committee of EO, reflecting the desire for increased transparency, and upon review of Memoranda of legal counsel and publicly sourced documents from experts in non-profit meeting minutes, as well as our own knowledge and experience produce these recommendations best practices for meeting minutes:

- The meeting minutes should include the date, the start and end time, who was present (and who was absent), determination of quorum, issues discussed, exact wording of the motions voted on, participation of advisors, and approval of the minutes from the previous meeting.
- No minutes should be made of a closed Executive Session. But any decisions taken (where the vote carried the motion) in Executive Session should appear in the public minutes of the regular meeting.
- Executive Session should be confined to conversations about Board Members, or staff; confidential personnel matters where Members or employees have a legal expectation of privacy; or other highly confidential matters at the Board Chair's discretion (or upon vote of the Board).
- Best practice is to have the paid CEO/Chapter Admin/Staffer and/or Legal Counsel present at all Board Meetings, including Executive Session.
- Major decisions should be taken after live meetings following due consideration. Reserve unanimous written consent for minor decisions.
- The minutes are not supposed to be transcripts of a meeting, and such practice is highly discouraged; instead, the minutes should communicate to the reader that the Board engaged in due care in considering an issue with thoughtful review and discussion.
- If a Board Member leaves the meeting before its end, the departure should be recorded in the minutes, especially if it affects the presence or absence of a quorum.
- A vote of the Board of Directors should be described as unanimous, or passed or not passed by the number of ayes, nays, and abstentions. The vote of any individual director should not be recorded, except that the votes of directors who voted against, or abstained from a motion, may be recorded in the minutes upon request by that director.
- Do not record who moved, who seconded, or attributing comments to any particular director.
- Do use language like, "following robust debate", "after a lengthy discussion", or "following much deliberation" as appropriate.
- Do include any written documentation (without any hand written notes) submitted to the Board for its consideration, such as white papers or recommendations from committees or other internal or external experts. In the case of a verbal presentation, the name of the presenter should be noted with a brief summary of the presentation, subject to other best practices in this memo.
- There may be instances which may be wise for the Board to draft and approve a written resolution as opposed to just a "yes" or no" vote. Any delegation by the Board to write such a resolution, or for any other reason, should be reflected in the minutes. The names of the Directors of the delegation should be recorded in the minutes.

- Minutes should maintain a neutral tone. Minutes are not a forum or channel to indoctrinate anyone or to advance a position of some sort. For avoidance of doubt, the minutes should not contain rationale, accolades, judgments, criticisms or opinions. Try to avoid characterizations and adjectives.
- Draft minutes immediately after the meeting by someone present at the meeting that is not a director. The minute-taker should be a regular attendee at meetings so that he or she is aware of the context of the discussions.
- Try to follow the same format or style of minutes for each meeting. A sudden change or inconsistency in formatting or level of detail could raise unnecessary suspicions as to why the routine was not followed with respect to a particular meeting.
- The minutes should be the only official record of the meeting. There should be no other permanent record than the minutes. Do not tape record meetings. Notes taken by the Directors for their own use are discoverable in litigation. Such notes should be discarded as soon as possible because they are usually more extensive and subjective than the actual minutes produced.
- Any discussions with attorneys may be privileged (not discoverable) so the minutes should avoid detail and describe the topic only in the most general terms. The minutes should not reflect any advice provided by any attorney. The participation of advisors (legal, financial, accounting, tax, compensation consultants or other professionals) and whether the Board relied upon the advisor's report, advice or opinion should be included but without too many details.
- It is very difficult for a minute-taker to keep a good and accurate record of Board proceedings without some advance preparation. Consider drafting and circulating proposed resolutions for anticipated actions to the Board before the meeting. The minute-taker may also consider using a checklist or template to record the key information so that the minutes automatically follow a consistent format.
- Every legal entity of EO has an obligation to keep a copy of the minutes in its principal office.
- Minutes of Regional Councils, Committees, and Task Forces should also follow these best practices, with two exceptions. First, that such bodies are not fiduciaries of a separate legal entity and therefore have no obligation to keep copies of their minutes on file. Second, that investigatory bodies such as Governance have a need to keep their minutes confidential as a matter of legal work product.
- After the author has consulted with the Board Chair in their creation, draft meeting minutes should be published simultaneously to all Directors for their review as soon after the meeting as possible while the meeting is still fresh in their minds.
- Once approved by the Board, the minutes of the Board meeting should be made available to all Members.