

Basic Sample of Board of Directors Meeting Minutes

Written by [Carter McNamara, MBA, PhD, Authenticity Consulting, LLC](#). Copyright 1997-2008.
Adapted from the [Field Guide to Developing and Operating Your Nonprofit Board of Directors](#).

Description of Minutes (a sample report of minutes is included later in this document)

The following sample agenda represents typical format and content of a board meeting minutes report. This sample should be customized to the particular culture and purpose of the organization. Note that board meeting minutes are very important. Minutes are considered legal documents by the auditors, IRS and courts, and they represent the actions of the board. Many assert that if it's not in the minutes, it didn't happen.

There is no standardized level of content and format for board minutes. In courts, as important as what you did is that you were reasonable when you did it. Therefore, sufficient information should be included to describe how board members reasonably came to reasonable decisions.

Include the name of the organization, date and time of meeting, who called it to order, who attended and if there a quorum, all motions made, any conflicts of interest or abstainments from voting, when the meeting ended and who developed the minutes.

The secretary of the board usually takes minutes during meetings. Written minutes are distributed to board members before each meeting for member's review. Minutes for the previous meeting should be reviewed right away in the next meeting. Any changes should be amended to the minutes and a new version submitted before the next meeting where the new version is reviewed to be accepted. Minutes should be retained in a manual and shared with all board members.

Madison Area Youth
Soccer Association

Sample of Board Meeting Minutes

Name of Organization

(Board Meeting Minutes: Month Day, Year)

(time and location)

Board Members:

Present: Bhata Bhattacharia, Jon White Bear, Douglas Carver, Elizabeth Drucker, Pat Kyumoto, Jack Porter, Mary Rifkin and Leslie Zevon

Absent: Melissa Johnson

Quorum present? Yes

Others Present:

Exec. Director: Sheila Swanson

Other: Susan Johns, Consulting Accountant

Proceedings:

- *Meeting called to order* at 7:00 p.m. by Chair, Elizabeth Drucker
- (Last month's) meeting minutes were amended and approved

· *Chief Executive's Report:*

- Recommends that if we not able to find a new facility by the end of this month, the organization should stay where in the current location over the winter. After brief discussion, Board agreed.
- Staff member, Jackson Browne, and Swanson attended the National Practitioner's Network meeting in Atlanta last month and gave a brief extemporaneous presentation. Both are invited back next year to give a longer

presentation about our organization. After brief discussion, Board congratulated Swanson and asked her to pass on their congratulations to Browne as well.

- Drucker asserts that our organization must ensure its name is associated with whatever materials are distributed at that practitioner's meeting next year. The organization should generate revenues where possible from the materials, too.

- Swanson mentioned that staff member, Sheila Anderson's husband is ill and in the hospital. MOTION to send a gift to Anderson's husband, expressing the organization's sympathy and support; seconded and passed.

· *Finance Committee report* provided by Chair, Elizabeth Drucker:

- Drucker explained that consultant, Susan Johns, reviewed the organization's bookkeeping procedures and found them to be satisfactory, in preparation for the upcoming yearly financial audit. Funds recommends that our company ensure the auditor provides a management letter along with the audit financial report.

· - Drucker reviewed highlights, trends and issues from the balance sheet, income statement and cash flow statement. Issues include that high accounts receivables require Finance Committee attention to policies and procedures to ensure our organization receives more payments on time. After brief discussion of the issues and suggestions about how to ensure receiving payments on time, MOTION to accept financial statements; seconded and passed.

· *Board Development Committee's report* provided by Chair, Douglas Carver:

- Carver reminded the Board of the scheduled retreat coming up in three months, and provided a drafted retreat schedule for board review. MOTION to accept the retreat agenda; seconded and passed.

- Carver presented members with a draft of the reworded By-laws paragraph that would allow members to conduct actions over electronic mail. Carver suggested review and a resolution to change the By-laws accordingly. Kyumoto suggested that Swanson first seek legal counsel to verify if the proposed change is consistent with state statute. Swanson agreed to accept this action and notify members of the outcome in the next Board meeting.

· *Other business:*

- Porter noted that he was working with staff member, Jacob Smith, to help develop an information management systems plan, and that two weeks ago he (Porter) had mailed members three resumes from consultants to help with the plan. In the mailing, Porter asked members for their opinions to help select a consultant. Porter asked members for their opinions. (NOTE: Zevon noted that she was also a computer consultant and was concerned about conflict of interest in her Board role regarding this selection, and asked to be ABSTAINED from this selection. Members agreed.) The majority of members agreed on Lease-or-Buy Consultants. MOTION to use Lease-or-Buy Consultants; seconded and passed.

- Swanson announced that she had recently hired a new secretary, Karla Writewell.

· *Assessment of the Meeting:*

- Kyumoto noted that the past three meetings have run over the intended two-hour time slot by half an hour. He asked members to be more mindful and focused during discussions, and suggested that the Board Development Chair take an action to identify solutions to this issue. Chair, Carver, agreed.

· Meeting adjourned at 9:30 p.m.

· Minutes submitted by Secretary, Bhata Bhattacharia.