Board Minutes Policy

The keeping of board meeting minutes is one of the responsibilities of our being a legally incorporated organization. They provide information to board members not present at meetings, background information on the conduct of meetings to new directors and on action items between meetings. Board minutes also serve as a legal record and should a decision to challenge should only be at the board level.

The Board Secretary, acting secretary or recording secretary will, upon taking up the post, be instructed on the board's minute practices.

The format and content of the minutes of board meetings will strive to be consistent from meeting to meeting. Meeting minutes should not normally exceed four pages and can often be two.

Minutes will be considered unapproved until the next regular meeting. When any corrections or additions are needed, they shall be noted and recorded. Minutes will be kept in "draft" form until approved by the Board of Directors.

Draft minutes shall be completed and provided to members of the Board of Directors within one week (seven days) of the board meeting.

In making and keeping a record of its meetings, the board will strive to follow the following practices:

- Meeting minutes will indicate on the first page:
    - The date and time of the meeting
    - Who, by name, was in attendance, including the executive director, other staff and invited guests
    - Board members unable to attend but who sent their regrets
    - Board members not present
    - Where the meeting is held if not in the usual place of business
    - Whether all or some participants participated virtually or by conference call
- The minutes of regular and special board meetings shall:
    - Record the discussion and deliberation following the order established by the agenda
    - Treat the approval of the agenda, the minutes of the previous meeting or the acceptance of any reports simply as "approved" or "accepted". No record of a

motion is necessary.
    - Accurately report the wording of a motion when made, and the fact that it was seconded. When voted on, the minutes shall indicate that the motion was passed or defeated and if passed, if it was passed unanimously.
    - Meeting minutes will not indicate how specific individuals voted unless a one or more of the directors present wish to go on record.
    - Not report confidential information (such as matters that would normally be included in personnel records) but will report that such discussions took place and the nature of the subject matter addressed. Where what is to be recorded is unclear, the chair or the secretary shall seek direction from the board.
    - Seek to reflect the options considered when matters of significance are being considered. In trying to capture the thoroughness of the discussion, it may be useful to record the pros and cons considered by the board.
    - On important decision items (the adoption of a new policy, approval of the budget or bank loan, etc.) care will be taken to record the name or text of the policy approved ("the following policy was approved...") or, if not a policy, the wording of the decision ("the Board agreed to the following action:"). The secretary may ask the board for direction. Documents approved may be appended to the minutes.

- The minutes shall, in a consistent fashion, highlight action items. Policy decisions should be copied to the policy manual or file along with the date of the decision.

Signature:

Lucas J. Herring

Board President
May 15th, 2025