

**MINUTES OF A MEETING OF THE
BOARD OF DIRECTORS OF
[COMPANY NAME]**

[Date of Meeting]

A *[regular / special]* meeting of the board of directors (the “**Board**”) of **[COMPANY NAME]**, a *[State] [corporation]* (the “**Company**”), was held on *[Date]* at *[Time, Time Zone]*, *[in person at [Location] / by video conference via [Platform] / by telephone]*, pursuant to notice given in accordance with the Company’s bylaws¹.

Directors Present: [Names of directors present]

Directors Absent: [Names of directors absent]

Also Present: [Names and titles of officers and other attendees]

Counsel Present: [Name(s) of counsel attending]

Call to Order. *[Name]*, *[Chair of the Board / Chief Executive Officer]*, called the meeting to order at *[Start Time]*, and *[Name]*, *[Secretary / Acting Secretary]*, recorded the minutes. A quorum of directors was present, and the meeting was duly convened to conduct business.²

Approval of Prior Minutes. The Secretary presented to the Board the minutes of the *[Date of Previous Meeting]* meeting of the Board for approval. On motion duly made, seconded, and unanimously adopted, the Board approved the minutes as presented.³

CEO Report. *[Name]*, Chief Executive Officer, reviewed the agenda and welcomed the directors. *[Name]* discussed the current status of the Company, including *[product / hiring / fundraising / customer / KPI highlights]*, by reference to materials previously distributed to the Board. Questions were asked and discussion ensued.⁴

Financial Review. *[Name]*, *[Chief Financial Officer / Head of Finance]*, reviewed the Company’s financial results for *[period]*, current cash position, monthly burn, and runway against the operating plan, by

¹**Drafting tip: meeting type.** Specify whether this is a *regular* or *special* meeting and whether it was held in person, telephonically, or by video conference (for example, “via Zoom Video Conferencing”). If hybrid, identify who attended in person and who attended remotely. Confirm that notice was given in accordance with the company’s bylaws (or that notice was waived).

²**Quorum.** Confirm the quorum requirement under the bylaws before the meeting begins. For most Delaware C-corps the default is a majority of directors then in office. Note any director who joins or leaves mid-meeting and the time of arrival or departure.

³**Approving prior minutes.** Once approved, minutes cannot be changed without further board action (other than ministerial fixes like typos). Catch errors before the vote.

⁴**Drafting substantive items.** Minutes should not be a verbatim transcript. For each item, capture (i) who presented, (ii) a brief, objective description of the discussion, (iii) reference to any materials previously distributed, and (iv) the action taken or vote result, including any abstentions or conflicts. Do not include directors’ personal opinions.

reference to the financial materials previously distributed to the Board.⁵ Discussion ensued regarding *[hiring plan / pipeline / forecast revisions]*.

Approval of Equity Grants. *[Name]* presented to the Board a schedule of proposed equity grants to employees, consultants, and advisors of the Company, in the form of stock options to be granted under the Company's *[Year]* Equity Incentive Plan, as set forth on **Exhibit A** attached hereto.⁶ On motion duly made, seconded, and unanimously adopted, the Board approved the equity grants as presented.

Other Business. *[Describe any additional matters considered, for example approval of an SBA financing, hiring of senior officers, customer agreement above signing thresholds, or 409A valuation acceptance. Use a separate paragraph for each substantive item, following the same who-presented / discussion / action pattern.]*

Executive Session. At *[Time]*, management and other non-director attendees were excused, and the Board met in executive session. The executive session ended, and management rejoined the meeting at *[Time]*.⁷ *[Optional summary, kept high-level: e.g., "The Board discussed CEO performance and compensation".]*

Counsel Update. Counsel provided the Board with an update on *[high-level topic, e.g., "pending IP matter" or "corporate housekeeping in connection with the upcoming financing"]*.⁸ *[Optional: include only if relevant; delete this section if no counsel update was given.]*

Meeting Conduct. The Secretary confirmed that no audio or video recording was taken and that no AI note-taking or transcription tool was used during the meeting.⁹ *[Optional. Delete this section if the company already addresses this in its meeting protocol.]*

Next Meeting. The Board confirmed that the next regular meeting is scheduled for *[Date]* at *[Time]*, *[in person at [Location] / by video conference via [Platform]]*. Any concerns about the timing should be submitted to the Secretary.

⁵**Exhibits become part of the record.** A document referenced as "attached hereto as **Exhibit A**" is incorporated into the permanent minute book and may be produced to underwriters, stockholders inspecting books and records, or litigants in discovery. If the board reviewed a document but should not include it in the official record (for example, a sensitive financial deck), describe it as "previously distributed to the directors" instead of attaching it.

⁶**Option grants exhibit.** List each grantee, grant date, number of shares, exercise price (with the basis for fair market value, for example the most recent 409A valuation date), vesting commencement date, and vesting schedule. Note whether each grant is an ISO or NSO and confirm available pool capacity before the board acts.

⁷**Executive session.** Record the start and end times, who attended (and who was excused), and a high-level description of the topics discussed. Detailed substance is generally omitted to preserve confidentiality. If a separate secretary takes notes during executive session, that should be a deliberate decision.

⁸**Legal advice and privilege.** If counsel provides legal advice during the meeting, note the subject matter at a high level (for example, "counsel advised the board on fiduciary considerations relating to the proposed financing"). Do not summarize the substance of the advice in the minutes; detailed descriptions can waive attorney-client privilege.

⁹**AI note-takers and recordings.** Do not allow AI assistants, transcription bots, or audio or video recording in board meetings unless the board has adopted a clear policy. These tools create risks of inaccurate summaries, third-party data claims, privilege waiver, and breaches of executive session confidentiality. The minutes should be the single official record.

Adjournment. There being no further business to come before the meeting, the meeting was adjourned at *[Time]*.¹⁰

Respectfully submitted,

*[Name], [Secretary / Acting Secretary]*¹¹

¹⁰**Adjournment and follow-ups.** Track any director requests for follow-up information in a separate work file, not in the minutes. Collect all paper materials and personal notes from directors at the end of the meeting for destruction under the company's document retention policy.

¹¹**Signature.** Only the person who acted as secretary of the meeting being recorded should sign. Mark all drafts "DRAFT" until the board approves the final version at a later meeting. Once signed, destroy all earlier drafts, director notes, and correspondence about the drafts, consistent with the company's record retention policy.

EXHIBIT A
Schedule of Equity Grants

[Insert table of approved grants: Grantee | Grant Date | Number of Shares | Exercise Price | Vesting Commencement Date | Vesting Schedule | ISO/NSO. Confirm available pool capacity and 409A valuation date before circulating.]