

MEETING MINUTES & SECRETARY ***(from Robert's Rules)***

Organizations need a minimum of two officers to conduct a meeting and keep the organization together: the president and the secretary. Many people think that the president is the most important member of the organization. Others argue that the secretary is because this officer is responsible for keeping all the organization's records, preparing the agenda, handling correspondence, sending notices of meetings to members, taking and recording the minutes, and performing other administrative duties assigned by the organization.

In general, the secretary is responsible for:

- Keeping all the organization's records (including committee reports) on file and maintaining an up-to-date list of all the members.
- Notifying members of their election to office or appointment to committees and furnishing them with the proper documents.
- Notifying members of election or appointment as a delegate at a convention and furnishing them with credentials.
- Signing all the minutes and other certified acts of the organization, unless the bylaws specify differently.
- Maintaining the organization's official documents, including the bylaws, rules of order, standing rules, correspondence, and minutes. The secretary keeps the bylaws and other governing documents up-to-date with any changes made through the amendment process.
- Mailing members a notice for each forthcoming meeting.
- Taking minutes at all business and board meetings, handling the correspondence, and preparing the agenda for the meetings (unless the president prefers to do this). The secretary must know how to call a meeting to order if the president and vice president are absent and know how to preside until the assembly elects a temporary chairman.



- Bringing to each meeting the minutes book, bylaws, rules, membership list, a list of committees and their membership, the agenda, records, ballots, and any other necessary supplies.

If the secretary or any of the officers have duties other than those listed in the adopted parliamentary authority, the bylaws or standing rules should contain the additional duties.

MEETING MINUTES

The question most frequently asked by someone who has just been elected or appointed to the office of secretary is, "What do I put in the minutes?" If a person asks enough parliamentarians, reads enough books on the subject, and consults various parliamentary authorities, he or she will find many viewpoints on this subject. The answer is to follow the recommendations of the organization's parliamentary authority and the organization's wishes regarding the contents of the minutes. If the secretary is recording minutes for a legislative body, for example, a city government, state codes may govern the content of the minutes.

The minutes should contain a record of what is done, not what is said. Minutes do not contain interjected personal comments or someone's opinion about what has happened. The assembly is responsible for approving and correcting the minutes. What the assembly approves is considered the final wording of the minutes. If someone finds a mistake in the minutes at any later time, the secretary can correct it by bringing it to the assembly's attention. This is done by making the motion to amend something previously adopted, or the chair can assume the motion and take the vote by general consent. The presiding officer, together with the secretary, often reviews the minutes for accuracy and wording before the secretary puts them into final form. However, the president should not insist on a particular wording merely to make himself or herself look good or to change the outcome of decisions made.

Suppose the minutes are published when meetings of government bodies are sent to all members. The minutes should contain a list of speakers on each side of the question, with an abstract text of each address. Also, committee reports and their action are printed in full. Recording such meetings is wise.

When writing the minutes, a good technique is to write so that anyone reading the minutes can visualize what was done at the meeting. Write the minutes as soon as possible after the meeting while it is fresh in your mind. See Appendix C for an example of good meeting minutes.



THE STRUCTURE OF THE MINUTES

The secretary may ask, "Why do I need a thorough knowledge of parliamentary procedure simply to take the minutes?" If the secretary does not understand, for example, the ranking of motions or other key procedures, the minutes will not be accurate. For example, all adopted secondary motions - subsidiary, privileged, and incidental - must be recorded in the minutes. (The secretary who has a thorough knowledge of parliamentary procedure can also be of great help to the presiding officer when there is no parliamentarian present.) The following sections explain the contents of each part of the minutes.



THE OPENING PARAGRAPH

The opening paragraph includes the following items:

- Call to order:
 - The name of the organization, the date and time, the place of the meeting if different from the usual, and the kind of meeting - regular, special, or adjourned.
 - The fact that the regular presiding officer and the secretary were present - or the names of their substitutes.
 - The roll call (if required by the rules of order): those who are present and those absent, and whether any member comes late or leaves early. In board minutes, naming those present and those absent is always a good idea.
- Approval of the minutes of previous meeting(s):

What action was taken on the minutes of the previous meeting (approved as read or corrected). The secretary should record corrections in the minutes of both meetings, that is in the minutes where the mistake was found, and in the minutes of the meeting where they were read.

For example, the minutes for a meeting on August 3 read: "The minutes of the meeting on July 3 were corrected to read 'the balance in the treasury is \$500.' The minutes were approved as corrected."

The secretary then corrects the minutes for July 3 by drawing a line through the mistake, writing above the mistake "\$500," and initialing it.

THE BODY OF THE MINUTES

The following items are included in the body of the minutes, with or without headings:

- Reports of officers and committees: The fact that the reports of officers, boards, and standing and special committees were given, and what action was taken, if any. Occasionally, secretaries will include a brief summary of the committee reports, if they give information about the year's work. Some minutes give the entire treasurer's report, and some just give beginning and ending balances. Members should decide how much of the treasurer's report they want in the minutes. If the members receive a copy of the treasurer's report, perhaps only the beginning balance, total income, total expenditures, and the ending balance need to go into the minutes.
- Special orders - election of officers: When nominations and elections are being recorded, the names presented by the nominating committee are recorded first, and then the names of those nominated from the floor. In reporting the vote, the secretary includes the tellers' committee report - a record of all the candidates and how many votes each received - in the minutes. The chair's declaration of each member elected is then

recorded. (For an example of a teller's report and how the president handles it, see Chapter 12, "Election by Ballot Vote" and "Teller's Sheet and Report.") The number of votes each nominee received is also recorded in the minutes, as well as a statement of the term of office.

Here's an example of problems that arise when details are left out of the minutes. An organization elected board members for a three-year term. It elected two board members in odd years, and three members in even years. Some board members moved and left the organization, which created vacancies that had to be filled. Because the organization didn't record in the minutes which members were elected at which time, the members didn't know if they were electing members to fill a full three-year term or a shorter remaining term. The lesson here is obviously to be specific in recording elections in the minutes.

- Unfinished business: The minutes should include unfinished business only if there was unfinished business on the agenda. The minutes should state what action was taken on business that carried over from the previous meeting.
- New Business:
 - o The name of the maker of a motion but not the person who seconds it - unless doing so is customary or the group desires it.
 - o The final wording of all main motions (with amendments incorporated) and all motions that bring a question back before the assembly. Also, what happened to each motion - whether it was adopted, lost, or temporarily disposed of. If a motion was withdrawn, is not recorded. (However, if a motion has been postponed to another meeting and then withdrawn, note this fact in the minutes so that there is some record of the disposition of the motion.)

If a motion was laid on the table and not taken from the table at the same meeting, record this fact in the minutes. Also, the motions to postpone and refer to a committee should be included in the minutes, if they were adopted.

Note: When an assembly adopts a motion that is of a continuing nature (for example, changing the time of the meeting, buying plaques for outgoing officers, giving money to an organization on a yearly basis, having a yearly dance, or setting a function at a certain time), such motions should also be recorded in a notebook of standing rules. These motions are ongoing and can be rescinded or amended only by previous notice and a majority vote, or by a two-thirds vote without notice. They are easier to find if kept in a separate document because the secretary does not have to go through all the minutes to find the original motion. These motions are numbered when put in the standing rules.



- o Secondary motions that are adopted. If the motion to recess is adopted, the minutes should state what time the members recessed and what time the meeting was called back to order.
- Program and announcements: The following items are grouped together in separate paragraphs and come at the end of the minutes:
 - o Speaker: The name of the guest speaker and the program, if there is one. Make no effort to summarize points given by the speaker.
 - o Previous notice: All previous notice of motions and their content. For example, if someone gives previous notice to rescind or amend a previous action, the minutes should record that "Member X gave previous notice that, at the next meeting, she will rescind . . . (include here the approximate wording of what the member proposes to rescind)." See "Rescind and Amend Something Previously Adopted" in Chapter 10.
 - o Announcements: Any important announcements, such as the chair announces that the time and the location of the next meeting will differ from the norm.

OTHER IMPORTANT ITEMS TO INCLUDE

These items are included in the minutes as they occur:

- The results of a counted or a balloted vote. If a counted vote is ordered or if a ballot vote is taken during the meeting, the votes on each side should be recorded in the minutes. However, the votes are not recorded if the organization has a rule or tradition that they are not. If a roll call vote is taken, record the names of those voting on each side and those answering "present."
- The fact that the assembly has gone into a committee of the whole or quasi committee of the whole, and its report. For further information, see "Committee (or Quasi-Committee) of the Whole" in Chapter 7.
- All points of order and the chair's ruling. Also recorded are all appeals and whether they were sustained or lost.

ADJOURNMENT AND SIGNATURE OF THE SECRETARY

The last paragraph of the minutes contains the hour of adjournment. The last item on the minutes is the signature and title of the person who took the minutes. The president signs if customary or desired by the assembly. (The person signing can omit the traditional phrase "respectfully submitted.")



APPROVAL OF AND CORRECTIONS TO THE MINUTES

The minutes of the previous meeting are read immediately after the call to order and the opening ceremonies. (If an assembly meets quarterly, the minutes of an annual meeting are approved at the next regular meeting or by a committee appointed to approve the minutes.)

The minutes are usually approved by general consent, and they can be approved as read or as corrected. Minutes may be corrected whenever an error is found, regardless of the time that has elapsed. To correct the minutes after they have been approved requires a two-thirds vote, unless previous notice has been given.

Nothing is ever erased from the minutes. Corrections are made in the margin. (If the minutes are double-spaced, the secretary can write the correction above the incorrect information.) When material is expunged, a line is drawn through the words that are to be expunged. Crossed out material should still be readable.

When minutes are approved, the word "approved" and the secretary's initials and date of the approval are written next to the signature of the secretary. Alternatively, a line can be provided at the bottom of the page that says "approval date." For an example of minutes in finished form, see Appendix C.

FINALIZED FORM OF THE MINUTES

These days, very few secretaries write the minutes by hand in a bound ledger book with numbered pages. The pen has given way to the computer, so organizations need to find ways to keep their minutes on consecutively numbered pages, and have them bound yearly.

When writing the minutes, each subject is a separate paragraph. Some parliamentarians recommend putting headings at the top of each new paragraph. Examples include "Reports of Officers and Committees," "Reports," "Unfinished Business," "New Business," and so on. Some secretaries leave a wide margin and then put a short summary of the paragraph in the margin. Doing this enables those looking at the minutes months or years later to easily find the item for which they are searching. However, you choose to construct the minutes, be consistent.

Having the minutes carefully reviewed for accuracy, spelling, and grammar before putting them in their final form is a good idea.

CARRYING OUT THE ACTIONS IN THE MINUTES

Often the members of an organization adopt motions that require someone to do something. For example, they may refer a motion to a committee to investigate and report back at the next meeting. Or they may vote to buy a computer and indicate that the finance committee should buy it. The secretary is responsible for taking this information from the minutes and giving it to the proper people. A motion to refer to a committee should be typed out and given to the committee chairman with the proper instructions. If the finance committee is to buy a computer,



the secretary gives the exact motion that was adopted to that committee. The secretary must be diligent in seeing that the assembly's wishes are carried out.