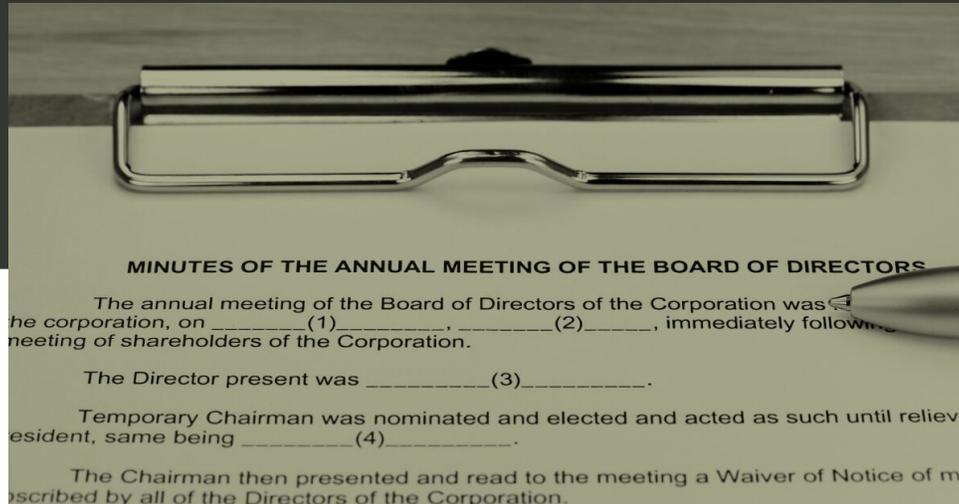


# Help with Charity Board Meeting Minutes

06.27.19 | Linda J. Rosenthal, JD



"It's not surprising that nonprofit board meeting minutes are often either overlooked or under-utilized," according to the helpful folks over at [Wild Apricot](#).

There's too much to do in any organization, large or small, to focus on minute-taking and this duty may be brushed aside as a quaint formality or custom from a bygone era. And, of course, taking minutes is intimidating because the document to be produced from the notes during the meeting is an official record, evidence of what did or did not happen at an *official* meeting of the organization.

But they *are* important – and legally required – so the apricots (yes, they call themselves "apricots") collected some of the best minutes-preparation aids and templates currently available online and free of charge. See "[13 Meeting Minutes Templates to Help You Ace Your Nonprofit Board Meeting](#)" (May 21, 2019). It's not a one-size-fits-all matter; the best choice for a particular organization depends on "many factors such as the information you want to capture, and your aesthetic preferences."

That's why, several years ago, we wrote four blog posts in a few months' time on the subject. One could say we were obsessed with the topic back then, but that term rightfully should be limited to YouTube videos titled: "Why I am obsessed with the new long-wearing lipsticks from Maybelline."

## **Minutes Are Vital Records**

Our introductory post back in 2014 was intended to be a guilt trip to jolt you into awareness of this otherwise snooze-worthy issue.

"Admit it. You've done it," we wrote to open [Breach of Fiduciary Duty by Ogling the Doughnuts](#) (October 8, 2014), "The corporate secretary is asking for approval of the minutes from the last meeting. But you're busy deciding between the maple-glazed doughnuts and the chocolate-topped ones. So is everyone else around the conference table."

Writing board-meeting minutes is much more than “mere note-taking.” Nonprofit corporations can act only through the board of directors so minutes are vital records of the history of the organization; they are “presumed to be correct and are **considered legal evidence** of the facts they report.”

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***Well-kept corporate minutes serve as a record** of corporate decisions, reflect director dissent where appropriate, offer guidance for future board action, serve as a valuable source of contemporaneous evidence in regulatory or judicial proceedings and reduce misunderstanding as to the intent of the board. Corporate minutes can document compliance by board and committee members with their fiduciary obligations.*

Minutes should be prepared carefully and “with an **awareness of third parties.**” They may be read by outsiders who were not at the meetings, but are trying to understand – after-the-fact – what occurred.” And if IRS agents or state charity regulators come knocking at your door, they *will* ask to see your corporate minutes. ***When the Revenue Agent Comes Calling: Document Retention*** (September 26, 2016).

#### **More About Minutes**

Next up: ***Fun Facts about Corporate Minutes*** (October 24, 2014). Key takeaway: Even we don’t think minutes are fun, but they are key records of your organization’s history that should be drafted carefully and consistently. That’s why templates are so helpful; we offer drafting tips and links to templates available online at that time.

In ***Nonprofit Corporate Minutes: What Not to Do*** (October 27, 2017), we offer six ways to fail Nonprofit Minutes 101.

In ***Just One More Thing About Meetings and Minutes*** (November 24, 2014), we give you the low-down on motions and resolutions: what each one is and how to draft them.

#### **Conclusion**

Don’t be surprised if you see an additional post or two on this sleepy subject coming up soon.

By the way, the Maybelline lipsticks are good for the price, but they have a weird, limited color selection (so you may have to buy more than one and mix them) and they last fairly long but are so drying you need to buy one of their glosses, too. So now with 2 lipsticks and 1 gloss, the price is suddenly not that great....