



The ABCs of minute taking

Enhanced minute taking through technology and improved preparation



This white paper has been produced in collaboration with ICSA: The Governance Institute.

Minute taking is a highly important function in any organisation. People frequently find themselves called upon to take minutes, with little guidance on how they are expected to produce an accurate record of what took place. Ambiguous agreements, a vague agenda, interruptions and a poor chairperson are just some of the factors that can make this a daunting task.

The role of the minute taker can vary from organisation to organisation. The common view is that it involves attending the meeting, taking the notes and then typing up the final minutes. While these activities are central to the role, there are many others that may fall under the purview of the minute taker. Many of these will relate to administrative tasks to be carried out before, during and after the meeting.

Successful minute taking requires a professional approach and the application of a broad range of skills. In this white paper, we will uncover some tips and tricks and help you build a toolkit so that you can be prepared and take more effective minutes.

WHAT ARE MINUTES?

Minutes are the written record of the business transacted at a meeting and of the decisions reached. They are the permanent record of the proceedings. Good minute taking is a deceptively difficult and time-consuming task. It is far more than an administrative formality.

Although there is no statutory format for minute writing, minutes should be clear, concise and free from ambiguity. All relevant dates and figures should be stated (for example, by stating monetary or other limits) and should not be left ill-defined. Minutes must be impartial.

No alterations should be made to minutes, except to correct obvious errors. This should be done before signature, with the alterations being initialled by the chairman. Once signed, minutes may not be altered and any subsequent revisions should be dealt with by amending minutes at a subsequent meeting.



Diligent

THE PURPOSE OF MINUTE TAKING

The purpose of minute taking is to provide an accurate, impartial and balanced internal record of the business transacted at a meeting. The degree of detail recorded will depend, to a large extent, on the needs of the organisation, the sector in which it operates, the requirements of any regulator and the working practices of the chairman, the board and the company secretary.

At a minimum, minutes should include the key points of discussion, decisions made and, where appropriate, the reasons for them and the agreed actions, including a record of any authority delegated to act on behalf of the company. Distortion, confusion and reinterpretation can often occur when memory alone is relied upon and this is why a professional approach needs to be taken in the production of minutes.

Minutes must be:

- Objective
- Clear
- Concise
- Complete

Minutes should be written:

- Impersonally
- In the past tense

Minutes should contain:

- The name of the company (incl. company number)
- The type of meeting
- The day and place of meeting
- Those present or in attendance and apologies received
- Details of relevant discussion
- The full terms of resolutions adopted



EFFECTIVE MINUTE TAKER

Key skills of a good minute taker include being able to:

- Listen to multiple voices at the same time and capture both their arguments and their tone
- Summarise an argument accurately and record decisions taken and action points on which to follow up
- Identify which parts of the discussion are material and which should be recorded
- Have the confidence to ask for clarification
- Have the confidence to stand firm when someone asks them to deviate from what they believe to be an accurate record.

It is not easy to take minutes while participating fully in a meeting.

THE IMPORTANCE OF WRITING STYLE

Minutes need to be written in such a way that someone who was not present at the meeting can follow the decisions that were made. Minutes can also form part of an external audit and regulatory review and may also be used in legal proceedings.

When writing minutes, it is important to remember that a formal, permanent record is being created, which will comprise part of the 'corporate memory'. Minutes should give an accurate, balanced, impartial and objective record of the meeting, but they should also be reasonably concise. The importance of accuracy should not be underestimated, as the minutes of a meeting become the definitive record of what happened at that meeting and who attended. Courts will rely on them as being conclusive evidence unless proved otherwise. Exactly how minutes are written will be a matter of style and practice for the organisation.

Historically, the convention has been that:

- Minutes should be written in the past tense and in the conditional mood for future actions, i.e. using 'would' and 'should', rather than 'will' and 'shall'.
- The board has collective responsibility for its decisions; therefore, the naming of individuals should be avoided wherever possible, although this is not the rule in some specific sectors.
- Minutes should be sequentially numbered for ease of reference.

DEVELOPING THE ULTIMATE MINUTE TAKING TOOLKIT

An effective minute taker needs to think ahead and be prepared. The importance of preparation is critical to the quality of the final minutes. Developing your own toolkit with everything you need for the meeting will ensure the quality and accuracy of the final minutes.

Useful words and phrases:

When you write, you are constantly making choices about the correct words and phrases to use. Click the links below to download lists of useful words and phrases that you can use to create your own list and add to your minute-taking toolkit.

Useful Words & Phrases List

DOWNLOAD

If you aren't using a minute-taking application or a board portal you will find it beneficial to prepare a master template for each of the meetings for which you take minutes. This will give you a clearly defined structure and layout at the outset. All the correct headings will be in place and some of the information will remain the same for each meeting. You will need to make adjustments and updates and you will still have to create your summary of the discussion for each of the agenda items. Having the structure in place will make you feel that you've made some progress even before you start.

Here are three detailed checklists to help ensure that all essential activities have been undertaken before, during and after the meeting.

Minute Taker's Checklist

DOWNLOAD

What reference material do I need?

Ensure that your toolkit is equipped with all the necessary reference material. The appropriate reference material will ensure that you are well prepared and able to refer to it when needed.

Reference material checklist:

- Your original notes from the meeting
- Your structured notes
- The minutes of the previous meeting
- Your checklist of useful words
- Your checklist of useful phrases
- The list denoting the meanings of all the abbreviations, symbols and personalised shorthand phrases used in the note-taking process
- All the documents that were circulated with the agenda
- Any notes regarding verbal reports given at the meeting
- Any other information which you deem to be helpful

THE IMPORTANCE OF A MINUTE-TAKING TEMPLATE

If your meetings are run via a board portal, using your reference material is much easier, as you can access it at the click of a button. Board portals provide a range of governance features, including secure document libraries that allow you to securely store and view reference material, such as meeting papers, archived minutes, induction documentation, policies and legislation.

The Useful Words & Phrases List and the Minute Taker's Checklist has been reproduced from *Effective Minute Taking* with permission from authors Rob Robson, Philip Davis and Archana Singh Karki (ICSA Publishing Ltd, 2012), www.icsa.org.uk/shop/books/effective-minute-taking

The book provides practical guidelines for overcoming the problems faced by minute takers and achieving accuracy in the minute taking process, with checklists, further reading, useful contacts and boxed sections highlighting hints, tips and exercises. This book encourages you to take a proactive approach to minute taking, allowing you to sharpen your skill set and build up the confidence you need to embrace new ideas.

MINUTES MADE EASIER WITH DILIGENT BOARDS

Board portal technology, such as Diligent Boards, has become the norm for many boards, meaning meeting organisers are already entering all of their meeting details into their chosen platform. Meeting organisers no longer have to replicate information in separate minute-taking documents. Instead, they can import their minutes into the secure board portal, including a participants list and the meeting agenda.

Minute takers can then take notes within the application during the meeting, linking to specific agenda and action items. After the meeting, you can organise your notes into minutes and link to each agenda item, assign actions and distribute materials securely through the application.

Diligent Boards can save countless hours per meeting, by streamlining these processes and not requiring you to jump in and out of different programs. With minutes holding some of an organisation's most confidential information, it's no wonder minute takers are turning to this secure and collaborative solution.

Unleashing the value of information. Securely.

Diligent helps the world's leading organisations to unleash the power of information and collaboration—securely—by equipping their boards and management teams to make better decisions. Over 12,000 clients in more than 90 countries rely on Diligent for immediate access to their most time-sensitive and confidential information, along with the tools to review, discuss and collaborate on it with key decision-makers. Diligent Boards expedites and simplifies how board materials are produced and delivered via iPads, Windows devices, Android devices and web browsers. At the same time, Diligent Boards delivers practical advantages like cutting production costs, supporting sustainability goals and saving administrative and IT time for leaders around the world.

Join the leaders. Get Diligent.

Institute of Chartered Secretaries and Administrators

ICSA is the professional body for governance. With 125 years of experience, the ICSA works with regulators and policy makers to champion high standards of governance and provide qualifications, training and guidance.

For the latest guidance on minute taking, together with tips on best practice and details of relevant courses and publications, please visit: www.icsa.org.uk/minutetaking

ICSA: The Governance Institute

For more information
or to request a demo,
please contact us:

Tel: 1 800 106 454
Email: info@diligent.com
Visit: diligent.com/au



'Diligent' is a trademark of Diligent Corporation, registered in the US Patent and Trademark Office. 'Diligent Boards', 'Diligent D&O', 'Diligent Evaluations', 'Diligent Messenger' and the Diligent logo are trademarks of Diligent Corporation. All third-party trademarks are the property of their respective owners. ©2017 Diligent Corporation. All rights reserved.