

Effective Minute Taking

ROB ROBSON
PHILIP DAVIS



The Governance
Institute

First published 2012

ICSA Publishing Limited
Saffron House,
6–10 Kirby Street,
London EC1N 8TS

© ICSA Publishing Limited, 2018

The right of Globe Associates UK Ltd to be identified as author of this Work has been asserted by them in accordance with sections 77 and 78 of the Copyright, Designs and Patents Act 1988.

All rights reserved. No part of this publication may be reproduced, stored in a retrieval system, or transmitted, in any form, or by any means, electronic, mechanical, photocopying, recording or otherwise, without prior permission, in writing, from the publisher.

Typeset by Paul Barrett Book Production, Cambridge

British Cataloguing in Publication Data
A catalogue record for this book is available from the British Library.

ISBN 978-1-86072-730-6

Contents

- Preface v
About the authors vi
How to use this book vii
- 1 The purpose of minutes and the legal requirements 1**
What are minutes? 1
What is the purpose of minutes? 2
The minutes as an accurate record:
guiding principles 6
Summary 10
- 2 The role of the minute-taker and its challenges 11**
The role of the minute-taker 11
The challenges of the minute-taking
role 12
The dual role: taking notes and contributing
in the same meeting 19
Summary 20
- 3 Meetings: Types, purpose and structure 21**
Types of meeting 21
Effective and ineffective meetings 24
Meeting structure 26
The issue of formality 28
Summary 30
- 4 Understanding the role of the chairperson 31**
Overview of the role 31
The effective chairperson 32
Summary 39
- 5 Developing a strategy for effective note-taking 41**
The importance of a strategic
approach 41
Developing your strategy: A step-by-step
guide 43
Summary 50
- 6 The agenda 51**
Benefits of a good agenda 51
Constructing a good agenda 52
Inclusion of timings 55
Any other business 56
Circulating the agenda 61
Summary 61
- 7 The importance of personal preparation 62**
General administrative arrangements 62
Personal preparation 65
Summary 69

8 Effective note-taking 70

- Deciding on an approach to note-taking 71
- An alternative approach 71
- The 'learn' technique 72
- Summary 84

9 Transforming notes into minutes 85

- Techniques for streamlining the notes 85
- Choosing the appropriate style of minutes 92
- Summarising 94
- Developing your minute-writing toolkit 97
- Reference material 100
- Summary 100

10 Structure, style and layout 101

- The heading 102
- Listing the attendees 104
- Apologies for absence 106
- Declarations of Interest 108
- Minutes of the previous meeting 109
- Matters arising 111
- The main agenda items 112
- Any other business 117
- Date of next meeting 117
- Numbering of the minutes 117
- Proofreading the minutes 118
- Circulating the minutes 119
- Filing the minutes 120
- Summary 120

11 Technology and the minute-taking process 122

- The laptop 123
- Recording devices 125
- The use of smartpens 126
- The impact of technology on the management of meetings 127
- Summary 129

12 Communication skills and the minute-taker 130

- The '3Vs' of communication 130
- Understanding and evaluating the messages being communicated by others 132
- Considering the effectiveness of your own communication 133
- Active listening 135
- Summary 138

13 Personal qualities of the proactive minute-taker 139

- Assertiveness 139
- Emotional intelligence 143
- Summary 144

14 Personal skills development 145

- The INFER memory aid 145
- A personal development plan 147
- Practice exercises for note-taking 149
- Summary 150

- Final thoughts 151
- Appendix 1: Troubleshooter 152
- Appendix 2: Checklists 163
- Index 169

Preface

Picture the scene: everyone is sitting around the table waiting for the meeting to commence. The chairperson then utters those immortal words: 'Right, who's taking the minutes?' Eyes move upwards, downwards, sideways – anywhere but in the direction of the chairperson – while the mind of each attendee works overtime to manufacture a watertight defence as to why they cannot possibly be the 'privileged' one!

Does the scenario sound a little familiar? The reality is that 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. In addition, minute-takers face an uphill struggle in executing their role due to the perceptions of others. Where minute-taking is seen as a low-status administrative function which just about 'anybody with half a brain' can undertake, minute-takers will lack credibility and often fail to receive the level of support necessary to be truly effective in the role. Even when the role is perceived positively by others and undertaken by senior professionals, it will still present challenges: taking minutes is the bane of many a company secretary's life!

The truth is that minute-taking is a highly important function in any organisation. Successful minute-taking requires a professional approach and the application of a broad range of personal, interpersonal and administrative skills. The reasons why people shy away from minute-taking responsibilities, or why existing incumbents become frustrated with the role are many and varied. For example, some problems may relate to a corporate culture that fosters low-status perceptions about the person fulfilling the role. In such an environment, levels of support may be inadequate and provision of appropriate training and development non-existent. Other problems may relate to the poor running of meetings including ineffective leadership and indistinct objectives. Self-confidence issues and a lack of assertiveness on the part of the minute-taker can also play a part. Some minute-takers may lack the necessary skills due to inadequate training – or no training at all – whereas others may possess the skills, but be applying them in the *wrong way* and experiencing frustration and stress as a result.

So, are these multifarious problems insurmountable? Are minute-takers forever consigned to finding zero job satisfaction in the role? By no means! With the requisite *knowledge*, the correct *skills* and the right *attitude*, minute-takers can be empowered to tackle problems head on. Such an approach will, in time, eliminate many negative issues and minimise others, resulting in greater effectiveness and a more enriching personal experience.

Are *you* a disillusioned minute-taker? If so, you are warmly encouraged to rise to the challenge!

About the authors

This book has been written by the team at TMF Training, a group of personal and organisational development trainers with a passion for helping organisations to unlock the potential of their people. They present tailored solutions on a variety of topics in both management skills and personal skills.

TMF has been working closely with ICSA for the past ten years in providing a series of 'open' personal development one-day courses including Effective Minute Taking. For full details see www.icsatraining.co.uk

Rob Robson is a Chartered Secretary and Principal Lecturer at the University of Greenwich Business School.

Philip Davis is a director of TMF Training, for whom he develops and delivers a range of management workshops and training programmes.

The publishers would like to acknowledge the work of Archana Singh Karki who contributed to the first edition of this book.

How to use this book

The aim of the book

Effective Minute Taking is a comprehensive – yet accessible – volume, which aims to provide practical guidelines for overcoming most of the problems faced by minute takers and achieving accuracy in the minute-taking process. That process includes not just the note-taking phase and the writing up of the final minutes, but *all* the activities surrounding these key phases which are essential for a successful outcome. An area often overlooked in connection with the minute-taker's role is the need for effective *interpersonal* skills; this book includes practical tips regarding the development of these essential skills.

The book has been written primarily for people who are currently required to take minutes as part of their role and want an opportunity to reassess their minute-taking skills, those new to their roles with little experience of minute taking at meetings, and those who expect to be called upon to take minutes in the near future. So, if you are one of the above, then this book has been written especially for you! That said, the material will also be of general interest to chairpersons and other participants in meetings. For example, Chapter 4 deals exclusively with the role of the chairperson. This chapter has been written to help minute takers develop a deeper understanding of this role, to help them manage the minute-taker/chairperson relationship. However, the detailed checklist provided will be of benefit to anyone who is required to chair a meeting. So, if you are a minute-taker, please share this information with all the people who chair the meetings you minute; better still, encourage them to read the book!

It is not the purpose of this book to delve *deeply* into law and procedure of meetings in either the private or public sectors. Although *some* references are made and may be quite specific (e.g. references to the Companies Act); the book is primarily a *skills development* manual. As such, it is hoped that minute-takers working in all forms of organisation (in both the private and public sectors) will benefit from the practically oriented material and be able to apply the points made to their own situation. The recurring theme throughout the book is the encouragement to adopt a *proactive* approach towards the minute-taking role, with a view to sharpening existing skills sets and building the confidence to embrace new ideas.

Structure of the book

Following this introduction, the first four chapters address topics which provide context for the minute-taking process. These include the purpose of minutes, the purpose and structure of meetings, the role of the minute-taker and the role of the chairperson. The next six chapters chart the logical development of the minute-taking process, from initial strategy development through to the production of a set of minutes in their final form. The next four chapters examine associated topics including the use of technology and the development of interpersonal skills. Appendix 1 then deals with a selection of frequently asked questions and Appendix 2 provides a series of comprehensive reminder checklists. An overview of these chapters is provided below:

CHAPTER 1

The purpose of minutes and the legal requirements

This chapter highlights and discusses the various practical reasons why minutes are kept, including the specific legal requirements for companies. The discussion draws on both case law and statute to emphasise the critically important *evidential* nature of minutes. As the book is designed to appeal to a broad readership, it incorporates practical and legal issues relating to both the private and public sectors.

CHAPTER 2

The role of the minute-taker and its challenges

Anecdotal evidence suggests that the role of the minute-taker varies considerably from organisation to organisation. In some, the role is fairly narrowly defined, consisting primarily of taking notes at the meeting and writing up the final minutes. In others, the role is much broader, forming part of the company secretarial role and encompassing many additional administrative and organisational responsibilities.

This chapter explores the challenges minute-takers face, whether these be *organisational* (factors in the organisation environment) or *personal* (issues personal to the minute-taker). Among the issues examined is the challenge of having to take notes and contribute at the same meeting. The chapter places emphasis on the need for a proactive stance in order to maximise the effectiveness of the role.

CHAPTER 3

Meetings: types, purpose and structure

This chapter examines the various types of meeting at which minute-takers are required to take notes (e.g. board meetings, AGMs, committee meetings, consultative groups, project teams, management briefings etc).

Some of the areas discussed are: meeting structure, the level of formality or informality and the reasons why some meetings tend to be more effective than others. The purpose of the chapter is to provide readers with an idea of the minute-taking requirements with respect to each type of meeting and the challenges which are likely to be faced

CHAPTER 4

Understanding the role of the chairperson

If a meeting is going to run smoothly, an effective chairperson is essential. If the chairperson is ineffective, the job of the minute-taker can become needlessly complicated. In such a situation it may be difficult to follow the discussions and to isolate key decisions and actions. Minute-takers need an understanding of how the duties of a chairperson *should* be carried out. This will enable them to act with insight when managing the minute-taker/chairperson relationship.

The role of the chairperson is examined in respect of three separate phases: *careful planning* (before the meeting), *capability* (during the meeting) and *critical evaluation* (after the meeting).

CHAPTER 5

Developing a strategy for effective note-taking

Effective note-takers prepare well. This chapter discusses all the important areas including the need to have a full understanding of the nature and requirements of *each* meeting, including the meeting 'cycle' and identification of the unique challenges inherent in each meeting.

Minute-takers are encouraged to develop a specific strategy for each meeting involving all necessary activities which need to be carried out before, during and after the meeting and a useful tool is introduced: the 'minute-taking strategy map'.

CHAPTER 6

The agenda

Although the agenda forms the framework for the meeting, the 'quality' of this document varies considerably across and within organisations. This chapter discusses the practical value of taking the time to construct a well thought-out agenda, including the allocation of appropriate timings and the establishment of clear objectives.

Consideration is also given to the much used/much abused 'any other business' section, including an examination of its real purpose, the reasons why it tends to be misused and suggestions for managing it more effectively.

CHAPTER 7

The importance of personal preparation

For many minute-takers, the note-taking phase induces an element of fear and anxiety. Even when conditions are as favourable as they can be, the task still demands high levels of concentration and mental awareness. However, there are many things – things often overlooked – that a note-taker can do in order to aid concentration and make the overall experience more manageable and less stressful. This chapter provides some practical tips.

CHAPTER 8*Effective note-taking*

The research and preparation discussed in the previous chapters (if undertaken) allows the note-taker to enter the meeting room with a degree of confidence. However, specific skills now need to be applied during the note-taking process. In this chapter the skills for effective note-taking are discussed in detail.

The topics featured include: understanding what needs to be included in the notes, creating a note-taking template, how to capture the main thrust of the speaker's argument, how to avoid writing long sentences whilst still capturing the key points, the use of alternative note-taking techniques such as visual recording and making effective use of abbreviations and 'personalised' shorthand.

CHAPTER 9*Transforming the notes into minutes*

This chapter focuses on techniques for developing the set of notes taken during the meeting into the final set of written minutes, including the use of mind-mapping. Consideration is also given to appropriate writing style and use of grammar; a checklist of useful words, terms and phrases is also provided.

CHAPTER 10*Structure, style and layout*

This chapter uses a number of examples to illustrate how the final set of minutes should be structured and set out. Explanations are given as to what should and what should not be included under each key heading.

Examples of numbering systems and ways to record background information, decisions and actions are also provided. Throughout the chapter, examples are given in relation to the different types of meeting, in order to provide a comprehensive overview.

CHAPTER 11*Technology and the minute-taking process*

The technological revolution has touched many aspects of people's lives both professional and personal, so it seems appropriate to consider the role technology does/could play in the overall minute-taking process.

Technology is discussed in terms of its impact on the ways meetings are conducted, the taking of notes, the preparation of the minutes and archiving. This chapter is designed not simply to describe the methods but also to raise questions and prompt the reader to critically evaluate the potential advantages and disadvantages of using technology in the minute-taking process.

CHAPTER 12

Communication skills and the minute-taker

In this chapter, an examination is made of the '3 Vs' of communication (visual, verbal and vocal) and their importance to the minute-taker. First, in terms of achieving a greater understanding of contributors' comments and second, to help raise awareness of the minute-taker's own communication style – particularly important in managing relationships with the chairperson and meeting participants, in interactions either before, during or after the meeting.

The second part of the chapter is devoted to listening skills. Information is given regarding the different forms of listening and practical tips are given to assist the reader in developing more effective listening skills.

CHAPTER 13

Personal qualities of the proactive minute-taker

Throughout the book, the theme of the proactive minute-taker is to the fore. A key area in which minute-takers need to be proactive is in the development of personal qualities which will enhance their status in the eyes of others.

Areas such as developing assertiveness, building credibility, acquiring self-confidence and displaying emotional intelligence are discussed. Reasons are given as to why these areas are important and relevant to the minute-taker and practical tips for self-development are provided.

CHAPTER 14

Personal skills development

Apart from the personal qualities mentioned above, the minute-taker needs to take seriously the ongoing need for skills development, particularly with regard to note-taking. The book features many suggestions to help note-takers move away from writing too much and to acquire a more succinct form of note-taking.

However, 'old habits die hard' and success in genuinely embedding new skills sets is strongly correlated to continued practice. Therefore, this chapter describes a series of useful practice exercises to help readers embed these skills more fully.

APPENDIX 1

Troubleshooter

Appendix 1 is devoted to answering a range of frequently asked questions about the minute-taking process. For example, questions such as the following will be answered in this appendix: 'What can I do if the chairperson or other contributors change the contents of my minutes, thereby affecting their accuracy?' 'Is it ever necessary to record a contribution word-for-word, where brevity in minute-writing is the accepted norm?' 'What should I do if asked to change the minutes after they have been signed by the chairperson?' 'If an argument breaks out, should I minute it?'

APPENDIX 2

Checklists

The final part of the book provides three detailed checklists. These are designed as reminder tools for the minute-taker to ensure all essential activities have been undertaken. The checklists are presented as a series of questions and cover:

- Issues to be considered *before* the meeting
- Issues to be considered *during* the meeting
- Issues to be considered *after* the meeting.

How to make the most of the book

As with any book, there is some value in reading it from cover to cover. In this case, a full read-through would provide you with a comprehensive overview of the entire minute-taking process. So, if you have the staying power, go for it! The greater value of course comes from a deeper consideration of the material of particular relevance to you and your role and reflecting on how you can apply it.

The chapter breakdown in the previous section provides you with a helpful guide as to how the book is structured. This will help you to be selective when deciding which chapters to investigate more fully. The earlier chapters discuss topics such as the purpose of minutes, the different types of meetings and their structure and the role of the minute-taker. If you are very new to minute-taking or have yet to begin, these chapters will be worth considering in detail before moving on to the 'how-to' topics in subsequent chapters. If you are a more experienced minute-taker, the chapters devoted to the stages of the minute-taking process will provide you with the opportunity to reassess your minute-taking skills. If you are rather timid by nature and suffer from self-confidence issues then the chapter on the personal qualities of the minute-taker will be of particular help to you. So, there is something for everyone; simply choose the sections that will benefit you the most.

If the information is to help you in a meaningful way, it needs to be of *practical* value. The book is full of practical tips and examples that will help you to apply what you learn. Many of the layout and template examples are included in the chapter text itself rather than in the appendices. This approach keeps all the information relating to a topic in 'one place' thus making it easier to appreciate the link between theory and practice. Many of the chapters include specific text features; for example:

Stop and Think

In many of the chapters you will find a 'Stop and Think' box. This is a feature designed to encourage reflection on the subject matter before reading on; it is often accompanied by a practical exercise. The practical exercises can be undertaken there and then or at another convenient time. You are warmly encouraged to complete the exercises because they are useful tools to help you reflect on a particular situation and then make personal application. For example, in

Chapter 5 on developing a strategy for effective note-taking, there is an exercise which invites you to reflect on one of the meetings you minute and to jot down all the problems and challenges you face at that meeting and how you might overcome them.

Checklists

In most aspects of life, a checklist is a really useful reminder tool to ensure things get done, whether that is planning for a holiday, doing the weekly shop, managing the daily tasks at work or revising for an exam; the applications are endless! For the minute-taker, with an array of tasks and activities to perform, checklists can prove invaluable. Throughout the book, checklists are a regular feature. For example, Appendix 2 provides a series of reminder checklists covering the entire minute-taking process. In other chapters, the lists may take the form of practical tips or a series of review questions on a particular topic. Sometimes a checklist forms the basis for an entire chapter such as in Chapter 5 where a step-by-step planning process is described. As a minute-taker you are unlikely to apply all of the practical suggestions in this book in one go! Therefore, these checklists can act as a set of reminder tools as you develop in the role.

Case studies

Several of the chapters include a mini case study. These are based on the real-life experiences of minute-takers. They are used to illustrate the benefits of applying suggestions made in the text or, in some cases, to highlight difficulties that can occur when the minute-taker lacks confidence or is ignorant of the best course of action. The salient issues are then discussed in the text and the key learning points highlighted.

ICSA good practice

The ICSA has recently published a guidance document with regard to effective minute taking. This guidance is the product of ICSA's discussions with experienced minute takers, from both corporate and not-for-profit sectors. It therefore provides an up to date assessment of market practice and of some of the pitfalls that can face those taking minutes of meetings. Throughout the book, extracts from the guidance document have been included where good practice in particular areas is advised.

1

The purpose of minutes and the legal requirements

This chapter examines the purpose of minutes and why they are kept. There are many types of organisations and groups that keep minutes: large and small, public and private, profit-making and not-for-profit, incorporated and unincorporated. Many different types of meeting, both formal and informal, are also conducted within organisations. Notwithstanding these differences, minutes have a number of purposes which are generally applicable.

What are minutes?

So, what exactly are minutes? A simple definition would be: short notes from a meeting. Some examples of more expansive definitions are as follows:

- A written record of the main points discussed at a meeting.
- A written record of the main points discussed at a meeting including background information, decisions reached and actions agreed.
- A summary of the meeting, detailing decisions and actions.
- The official record of the meeting.
- A record of decisions taken at a meeting.
- An historical record of a meeting highlighting decisions taken and any actions agreed.
- A short written record from a meeting detailing its proceedings.

STOP AND THINK

Following on from the above definitions, take a few minutes to complete the following exercise before reading on:

Think about meetings in your organisation where minutes are taken. Then on a piece of paper note down answers to the following questions:

- (a) What different purposes do the minutes have? Do the purposes vary depending on the nature of the meeting?
- (b) Are there any specific legal requirements regarding the minutes taken at these meetings?



What is the purpose of minutes?

How did you get on? You probably concluded that minutes have various purposes and were able to identify a number of them. You may also have concluded – when thinking about the variety of meeting types in your organisation – that minutes are not always required. For example, an informal discussion between colleagues would be unlikely to require any notes, let alone a formal set of minutes! Even where a meeting is held regularly, a full set of minutes may not be necessary; sometimes a short list of key action points will be sufficient, depending on the purpose of the meeting. So, what purpose do minutes have and why are they kept?

Minutes provide evidence of decisions taken

This is really the primary purpose of keeping minutes. It has been said that ‘the strongest memory is weaker than the palest ink’. Distortion, confusion and reinterpretations can often occur when memory alone is relied upon – and there are times, of course, when people would rather not be reminded of realities obscured by selective memory. However, once something is put down in writing – in even the palest ink – it is very hard to dispute. This principle is particularly important in the world of business. Minutes provide the crucial evidential record of a meeting’s proceedings. For this reason, the Companies Act 2006 requires that minutes be kept of general meetings and meetings of directors. Why is this so important? Well, it may be readily accepted that directors should not be negligent in the execution of their duties and responsibilities, but if a duty of care has not been exercised, how can that negligence be proven? An accurate, permanent, record of the key decisions taken can provide the needed evidence. The power of a set of minutes as an evidential tool is well illustrated in case law; for example, in *Municipal Mutual Insurance v Harrop* (1998) the directors claimed that a particular decision had not been taken. However, the decision had been recorded in the minutes and the directors had confirmed the minutes as accurate. They were legally bound by the decision.

The minutes, signed by the chairperson of that meeting, or of a subsequent meeting, are *prima facie* evidence of the proceedings of the meeting (*Re Indian Zoedone Co* (1884)). Notwithstanding the presumption that the minutes are accurate, it is possible to challenge their accuracy. During legal proceedings, evidence may be admitted to show that the minutes do not reflect an accurate record.

Regarding local authority meetings in the public sector – where there is a legal requirement for minutes to be kept – the same principle applies. In their law and practice manual: *Knowles on Local Authority Meetings*, Deborah Upton and Stephen Taylor state: ‘Minutes that have been drawn up and entered in the minute book and signed at the same or next following meeting by the person presiding, i.e. at the meeting at which confirmation takes place, are *prima facie* good evidence of the proceedings: the law prescribes that any minute purporting to be so signed “shall be received in evidence without further proof”.’ However, in terms of challenging the accuracy of the minutes: ‘it is open to anyone who wishes to do so, for good reason, to try to prove in court that the minutes are not a true record of what took place at the meeting. But the onus of proof to the contrary is on the person challenging the signed minute’.

So, minutes have power! If minutes are admissible as evidence in a court of law, then due care should be taken to ensure that they represent an accurate record. This begs the question: Is there an established and accepted format for recording the minutes? The answer is: not really and requirements will vary depending on the nature of the organisation, the particular type of meeting and the minute-taking procedure and standards specified in an organisation's governing document. For example, regarding council minutes, *Knowles on Local Authority Meetings* states:

Council minutes can take whatever form is preferred by the individual authority or relevant officer concerned. There are certain general principles governing the drafting of minutes that should be observed ... but the principles are flexible and what matters primarily is that the minutes record clearly and concisely all decisions taken at the meeting and of the other proceedings as is necessary to give reasons to the decision-making.

Andrew Hamer in *The ICOSA Meetings and Minutes Handbook* states:

Because the primary purpose of the minutes and records is to provide evidence of the decisions taken, it is essential that they accurately record those decisions. As a rule of thumb, this means they should contain sufficient information to enable a person who did not attend to ascertain what decisions were taken.

The minutes are the official record of the meeting and constitute evidence of the proceedings. They provide proof that the meeting actually happened, discussions took place and certain decisions were reached. In line with this, the clear principle emerging from the above quotations is that the accurate recording of *decisions* is essential. The amount of background detail recorded in relation to those decisions is a matter for personal judgement and may be influenced both by internal conventions and by the nature of the meeting in question. For example, the minutes of a joint consultative committee comprising both management and employee representatives, would likely be more comprehensive in terms of background narrative than, say, the minutes of a board meeting.

In light of this, it is clear that a professional approach needs to be taken in the production of minutes. Minute-taking should be based on an agreed set of standards and principles and these are discussed a little further on in the chapter. This section has addressed the evidential nature of minutes and some broad, high-level legal requirements in terms of minute-taking. However, there are a number of *specific* questions on legal matters which minute-takers often ask regarding minute-taking procedures; some of these will be addressed in Appendix 1.



ICSA GOOD PRACTICE

The purpose of meeting minutes

The purpose of minutes 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 and the requirements of any regulator and on the working practices of the chairman, the board and the company secretary. As a minimum, however, we would expect minutes to include the key points of discussion, decisions made and, where appropriate, the reasons for them and agreed actions, including a record of any delegated authority to act on behalf of the company. The minutes should be clear, concise and free from any ambiguity as they will serve as a source of contemporaneous evidence in any judicial or regulatory proceedings.

Minutes may also be used to demonstrate that the directors have fulfilled their statutory duties, in particular by evidencing appropriate challenge in order to hold the executive to account and by showing that issues of risk and both shareholder and stakeholder impact have been properly considered.

A charity or public sector organisation may focus more on ensuring there is clear accountability visible through the minutes, in some cases having consideration of the fact that the minutes will be in the public domain. Alternatively, a regulated financial services company is more likely to focus on providing evidence of robust decision making; demonstrating that directors undertook their duties and responsibilities in accordance with both statutory and regulatory requirements and gave matters, particularly those relating to risk, appropriate consideration.



ICSA GOOD PRACTICE

Legal and regulatory framework

It is therefore important that consideration is given when preparing the minutes of board meetings to what may be appropriate or necessary, depending on the nature of the business and the circumstances, to demonstrate that the board members have observed their responsibilities to the company and complied with their legal and regulatory duties.

Board meetings are an internal matter and therefore the conduct of board meetings is governed by the organisation's constitutional documents. For example, every company must conduct its board meetings in accordance with its articles of association. Companies are free to set their own articles but many companies that have adopted new articles since 1 October 2009 will have included the provisions set out in the Model Articles prescribed by the Act in their articles. Companies with articles adopted before 1 October 2009 are likely to have included the provisions set out in Table A of the Companies Act 1985.

In other sectors, there is even less statutory prescription, although we were told that some regulators, notably the Financial Conduct Authority (FCA) and NHS Improvement (formerly Monitor), the sector regulator, have sought evidence of challenge in board minutes.

ICSA GOOD PRACTICE continued



There is considerable sectoral variation and each sector is likely to have its own code of governance or other standards, of which boards should be aware and for which they should have regard:

- Financial Services companies will need to be aware of the regulatory requirements and expectations of the FCA and Prudential Regulation Authority (PRA), including in relation to Solvency II, together with the implications of the Senior Managers Regime (SMR) and Senior Insurance Managers Regime (SIMR).
- Many companies will be affected by section 49 of the Pensions Act 1995 (setting out requirements for trustees) and the Occupational Pension Schemes Regulations 1996 (SI 1996/1715 Reg 3).
- Listed companies will need to pay attention to provision A.4.3 of the UK Corporate Governance Code.
- Charities have the joint Charity Commission and ICSA guidance CC48 on charities and meetings and guidance from the Office of the Scottish Charity Regulator (OSCR), whilst academy trusts also need to bear in mind guidance from the Department for Education and the Education Funding Agency.
- For universities, the Higher Education Code of Governance should be reviewed.
- Local government entities will need to have regard to the Local Government Act 1972(6).
- Public sector organisations are also subject to the Freedom of Information Act 2000.
- In local authorities, it is normal practice for committee minutes to be used to report their activities to the full council rather than by separate report. This can create tensions between the need to record the decisions of the meeting and the need for the full council to understand the background to those decisions.
- In the NHS there is scrutiny from NHS Improvement, the sector regulator, and the Care Quality Commission and NHS England, with focus on standing orders and conflicts of interest. All of their meetings are held in public, although some sections can be in private.

Minutes provide a point of reference for those unable to attend

Realistically, not every member of a group will be able to attend every single meeting held. The availability of the written minutes allows members who were unable to attend to acquire an overview of the entire proceedings and to ascertain the key decisions taken. This is more effective than relying solely on a *verbal* update from an attendee, which may not necessarily cover all the key points.

Of course, minutes may be intended for a broader readership than just the attendees of the meeting. Some minutes may be available for public inspection. On occasions it may be the intention to circulate minutes to a wider employee group; for example, the minutes of a joint consultative committee may be freely accessible to all management and staff within the organisation. Another example would be the findings of a project team or working group charged with investigating a particular issue of interest to all employees such as a review of health and safety standards or staff restaurant facilities. In these examples, the minutes would highlight the key issues, allowing the recipients to consider the salient points and to offer feedback.

Minutes provide a prompt to action

The minutes record all the actions arising from the decisions taken and the people responsible for carrying out those actions. Of course, an 'action' is really a *promise* to act; a commitment made to the entire group regarding the intended action. There is always the possibility of procrastination, particularly if the action has been agreed to reluctantly. Even where genuine enthusiasm to act exists, time can pass and other tasks may take precedence. Therefore, minutes are a useful reminder because they highlight all the promises made and their timescales for completion. This helps participants to focus on their obligations, knowing that they will have to report back to the entire group.

Minutes provide an aide-memoire at the following meeting

This is often achieved through the 'matters arising' section. This part of the meeting involves brief progress updates with regard to the agreed actions from the previous meeting. Therefore, the minutes create a link between the two meetings. The minutes from the previous meeting provide the basis for members to review all the issues and agreed actions ahead of time and come to the meeting prepared to inform the group of actions taken and/or progress made.

Minutes can also help in the formulation of agenda items for the next meeting. This can happen in two ways. First, the minutes may record some matters that were adjourned, or issues which clearly require further discussion. Second, a review of the previous minutes by each participant, may serve to stimulate thinking, leading to the generation of ideas for discussion topics.

Minutes provide a comprehensive historical record

Minutes provide a chronological record of the development of an organisation through the documentation of its decision-making processes. This historical record provides detail about the decisions taken and when and why they were taken. In this sense, it could be said that minutes help to promote good governance. The fact that many parts of this historical record will be accessible to a range of stakeholders, both internal and external, reminds those responsible for directing and controlling the affairs of the organisation of the need to conduct their dealings in an accountable, ethical and transparent manner. This record, of course, will not 'paint the perfect picture', it will reveal the high points and the low points, the successes and the failures, the good decisions and the poor decisions. When viewed in this way, minutes can be used to facilitate periodic critical reviews of strategy and operations and provide an opportunity to learn from past mistakes.

The minutes as an accurate record: guiding principles

If minutes are to reflect a truly accurate record then there must be a set of guiding principles which govern their production.

STOP AND THINK

The previous sections have highlighted the importance of the evidential nature of minutes; hence the need for an accurate record. Take a few minutes to complete the following exercise before reading on.

Imagine that a person with no experience of minute-taking approaches you and asks for your advice on how to produce a professional and accurate set of minutes:

- (a) What key principles would you highlight?
- (b) What reasons would you give to underscore the importance of each of the principles highlighted?

You were probably able to identify a number of guiding principles underpinning the production of an accurate set of minutes. However, as an aid to retention, consider the following: You may be familiar with expressions such as the 'four Ps', 'the seven Ps' or the 'four Cs'; all versions of the marketing business tool known as the 'marketing mix'. But have you heard of the 'minute-taking mix'? Yes, a framework just for minute-takers comprised of 'the eight Cs'!

The eight Cs is a simple, easy-to-remember framework which provides eight guiding principles for the production of an accurate set of minutes. The key points are summarised in the table below, following which a more detailed explanation is provided for each one.

Table 1.1: The minute-taking mix (the eight Cs)

Guiding principle	Key points
Concise	Short and succinct; emphasis on decisions
Complete	All key elements of the meeting recorded
Consistent	Uniform approach to structure and style
Clear	Unambiguous; accessible; readable
Compliant	Observing set standards and conventions
Clean	Objective and 'clutter-free'
Correct	Accurate information; accurate writing
Coherent	Logical development of material

Guiding principle 1: conciseness

As a general rule, minutes should be short and succinct. A minute-taker is not a novelist! Even the most eloquent set of minutes will struggle to get a reading if they are too long. Information overload needs to be avoided. The aim is to exclude all unnecessary detail – however interesting or entertaining it may be – and focus on the key points of the discussion and the decisions.

Of course, the level of detail required may vary depending on the nature of the meeting; some meetings will require more background narrative than others. That said, the general principle still holds true for any meeting: minutes should be as concise as possible.

Guiding principle 2: completeness

Minutes need to be concise, but not at the expense of completeness. All key elements of the meeting must be recorded. The key parts of the discussion (to the appropriate level of detail), the decisions and the actions all need to be recorded; no important details should be omitted. Also, the minutes need to present a *balanced* picture in terms of the content for each agenda item. For example, if the discussion time on two of the agenda items was of similar duration, then the minutes will appear disjointed if the discussion for one of the agenda items is recorded in great detail and the other is noticeably brief by comparison.

Care also needs to be exercised to ensure that all the necessary layout details are included. For example, for a board meeting, the actual day of the meeting may be optional, but the date of the meeting is not!

Guiding principle 3: consistency

It is important to maintain consistency in terms of structure and style. Because minutes form an historical record, consistency in presentation over time helps preserve a professional image and makes it easier to compare 'like with like'. It is also important to maintain consistency *within* each set of minutes. Areas to consider are:

- Paragraph structure and length
- Use of tenses
- Sentence structures
 - Format and layout
 - Font type and size.

Guiding principle 4: clarity

In a clear set of minutes, the discussion sections are succinct and to the point, the decisions stand out and the actions are clearly identified. Achieving clarity can be a challenge; recording a discussion which constitutes a 'miniature version' of the meeting is far from easy. Minutes often lose clarity because the salient points are under-emphasised and/or less important parts of the discussion are developed in too much detail. The discussion must focus on the key points that 'frame' the decisions and actions. Even when the key points *are* highlighted, a lack of clarity may result due to vague descriptions, ambiguous phrasing, poor choice of words and unexplained technical terms and jargon.

Clarity is also impeded by poor grammatical construction and poor punctuation. At best, poor punctuation can make a sentence difficult to read; at worst, the entire meaning of the message may be lost!

It is also important to consider the needs of the readership. What may be clear for one group of people in terms of format, style and language, may be very unclear for another group. If minutes are to be genuinely accessible, it is imperative that consideration is given to the target audience.

Guiding principle 5: compliance

The minutes should comply with existing conventions and agreed standards regarding format and content. An organisation may have certain specific standards which are to be applied to the production of minutes for all meetings held within that organisation. Other standards may be specific to certain types of meeting. In any event it is important that these standards are observed. For many meetings, the primary driver may be the personal preferences of the chairperson. In such cases, there may be some latitude for the minute-taker to negotiate an agreed style and approach.

Guiding principle 6: clutter free

A 'clean' set of minutes is a 'clutter-free' set of minutes. Some inexperienced minute-takers aim to provide a step-by-step account of the proceedings. This is bad practice and results in information overload; the final document ends up looking more like a copy of *War and Peace* than a concise summary of events! However, it is not just the amount of information which clutters up a set of minutes; it is the manner in which the narrative is written. The key is to maintain *objectivity*. There is no need to record the intensity of the discussion (e.g. 'AJC made a strong emotional appeal for a revised approach') or the petty quarrels between participants.

Also, the language used in the minutes must never cause offence to the reader. It should go without saying that there is no place for the use of 'bad language' but any phrase which has the potential to shock or to make the reader feel uncomfortable must be avoided. There is also no place for the *opinions* of the minute-taker. This increases the level of subjectivity and decreases the level of professionalism. A set of minutes is not a university assignment requiring critical analysis on the part of the author!

Guiding principle 7: correctness

It is important that minutes do not contain inaccuracies. Some meetings are harder to minute than others in this regard, particularly when many facts and figures are featured in the discussion. The recording of incorrect dates, incorrect figures and incorrect names are common errors. Sometimes the error is attributable to spelling inaccuracies; at other times completely the wrong name is recorded (e.g. the name of an action taker).

A careful check should be made prior to the distribution of both the draft and final minutes. There is no justification for adopting a lackadaisical attitude due to the 'catch-all' facility of the 'Minutes of the last meeting' item. If every time this item is discussed, corrections are highlighted, there is something wrong!

Guiding principle 8: coherence

If the minutes are to stand as an accurate record of the meeting, then there needs to be some logic applied to the way the material is presented. The meeting is clearly structured around the agenda items and the minutes should reflect this. This may sound obvious, but the problem is that discussion within agenda items often veers wildly off point. Sections of the discussion which appear to have been concluded are suddenly re-opened. Even when an agenda item has been concluded, someone may return to it later in the meeting. So, the *notes* from the meeting may look a little disjointed due to the haphazard nature of the discussion. The essential point is that the *written minutes* should be logically organised around the agenda items irrespective of the order of discussion at the meeting.



ICSA GOOD PRACTICE

Style of writing

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 a 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.

Summary

This chapter has addressed the basic question: What are minutes? Various definitions have been provided and the reasons why minutes are kept have been examined – a key reason being that they provide evidence of the decisions taken. It was also noted that, apart from providing an evidential record for legal purposes, minutes carry practical value from a business perspective. Clearly documented action points can help participants to avoid procrastination. Those unable to attend can refer to a clear record of what took place. The minutes also provide a chronological record of business activity.

The need for minutes to constitute an accurate record of the proceedings was highlighted and the key elements essential in achieving accuracy were discussed using the framework of the eight Cs.

Applying the eight Cs and achieving accuracy can present quite a challenge! For you, the minute-taker, there is much work to do before those completed minutes are finally circulated. There are a wide range of tasks to be executed prior to the meeting. Then there is the demanding note-taking process at the meeting itself, followed by the transformation of those notes into the final minutes. The next chapter discusses the role of the minute-taker in detail and addresses some common challenges.