

Board Meeting Minutes

by Charles Schuetz, Executive Director

Glossary

Director of Mission Effectiveness:

The Director of Mission Effectiveness works for the Corporation for the Sponsored Ministries in the Office for Sponsored Ministries. The DME functions as the liaison between the Sponsor and the Board of Directors and, together with the Executive Director, is responsible for monitoring the implementation of the *Guidelines for Sponsorship* in each of the sponsored ministries.

Mission Effectiveness:

This term refers to the level of achievement of the desired outcomes of activities and initiatives in the sponsored ministry which further the local mission, the mission of the Sisters and the charism of the Sisters.

Mission Effectiveness Facilitator:

The MEF is a person in each ministry appointed by the Administrator to model and promote the values of the Sisters in the ministry in the actions, programs and activities of the ministry with a view to creating the CSJ environment.

Often the minutes of meetings receive a cursory overview and a perfunctory acceptance at the next meeting. However, the minutes of board meetings are one of the most important records of a board's activities. Minutes are not only a necessary legal document, but they can also be used for other purposes, such as for reference, to provide board history, for legal review, and as an orientation tool. Minutes are a link to an organization's past, so it is important to make sure they include all the necessary information. In the September 2000 issue of *The Bridge* we drew upon an article from *Board Member* to provide some insights into what board minutes should contain.

Include the basics. The most important items to include are the name of the organization; the date and time of the meeting; board members in attendance, excused and absent; existence of a quorum; motions made and by whom; brief account of any debate; voting results; names of abstainers and dissenters included if members prefer to be named; reports and documents introduced; future action steps; time when meeting adjourns; signature of the secretary and the chair.

Don't provide too much detail. Minutes should not be a verbatim account of the meeting. They should record the decisions made and the actions taken. If there is a debate or discussion of note, only record the major points for and against the issue being discussed. Entire documents should not be incorporated into the minutes. If a document is essential to the understanding of a specific decision making process, the document should be referenced in the minutes as attached and then a copy of the document attached to the minutes. Members must be able to have meaningful discussions without having to worry about individual liability, so names or direct quotations should not be recorded in the minutes. At the same time, the minutes should provide enough

information to be a useful resource, so make sure minutes are not too skimpy. Include enough detail to clearly explain what decisions were made and why they were made so that board policy and formal decisions can be reviewed in context.

Record information that could be helpful during a legal review. Since minutes are a legal record of a meeting, they can be used in court if questions of legal liability arise. If minutes provide the right information, they can be a valuable resource for the organization during a legal review. Any actions or questions around a specific legal issue should be included, with appropriate detail provided. For example, if a board member discloses a potential conflict of interest at a meeting, it should be noted along with the action that the board member took to allay the conflict. Individual members who disagree with a board action and are concerned about personal liability should be sure to have their dissent noted in the minutes.

Circulate the minutes after the meeting. After a meeting the minutes should be circulated to the board prior to the next meeting. Members should review the minutes for mistakes, inaccuracies or missing information before approving them. Any corrections should be addressed at the next meeting and the changes should be voted on and properly incorporated into the official minutes.

Maintaining the record. The approved minutes are to be signed by the secretary and the chair and are to be properly archived at the business address of the institution. The archives of minutes should be organized and easy to locate and readily available on site for auditing purposes. The protocol for archiving the minutes in our system of sponsored ministries requires also that a copy of the approved minutes and all documents cited for reference in the minutes be sent to the Office of Sponsored Ministries in Brighton. This copy will be maintained in the archives of the Corporation for the Sponsored Ministries of the Sisters of Saint Joseph of Boston.