



# Board Meeting Minutes Tip Sheet

Corporate law grants ultimate authority for managing a corporation's affairs to its board of directors. The board of directors has primary responsibility for the fulfillment of the organization's mission and is legally accountable for the organization's operations.

Minutes of governing body meetings are a record of the decisions and actions taken by a governing body in the course of fulfilling its legal responsibilities or fiduciary duties.

In for-profit corporations the board of directors is accountable to, and act on behalf of, its shareholders. In contrast, a nonprofit corporation's board of directors are trustees who act on behalf of the public, which includes the organization's stakeholders, service recipients, funders, the community, government, and taxpayers.

Following is a list of elements commonly included in the governing body minutes of nonprofit organizations:

- Name of the organization
- Name of board committee (if a committee meeting and not a meeting of the full board)
- Date of board / board committee meeting
- Time / location of the Meeting
- Board members present
- Board members absent
- Whether or not a quorum was present
- Others who may be present
- Approval of minutes of last meeting
- Agenda for the meeting
- List / copies of written materials provided for the meeting
- Highlights of committee reports
- Summary of discussions
- Decisions made / Resolutions adopted
- Agenda items for next meeting
- Time meeting adjourned
- Name of person taking minutes

Sources:

BoardSource <http://www.boardsource.org>

Free Complete Toolkit for Boards <http://www.managementhelp.org/boards/boards.htm>

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