Preparation of Minutes

6.01 What Is A Minute?

The word “minute” has been used since the 14th century to mean a summary of the proceedings of an assembly or committee. Today, minutes serve as a record of the resolutions and ancillary matters of incorporated association meetings. They can be inspected by members and the Office of Fair Trading, and used in Court as evidence. It is important that they are accurate and kept in a safe place for future reference.

The actual form of minutes varies substantially, depending on the type and activity of an organisation. There are some matters which are specified by the law and other matters which are just good practice.

Experienced secretaries write up the first draft of the minutes as soon as possible after the meeting. Their memory is fresh and the task is done in less time than leaving it for any period of time. Another good habit of experienced secretaries is to send an “action list” as soon as possible to those responsible for implementing decisions. An action list is a short memo containing tasks that the meeting decided to delegate to particular individuals. An example can be found at the end of this section.

6.02 What Are The Provisions In The Act, Regulations And Rules?

The Associations Incorporation Act refers to ‘minutes’ in two places. Section 57B deals with a member inspecting the minutes of a general meeting of association members. The Regulations require that if the model rules are not adopted, then clauses similar to model clauses 26 and 41 must be included in the association’s own rules. (Clauses 6 and 7 of Part 1 of Schedule 3 of the Regulations).

Model rule clauses are:

Clause 26(1) & (2)

“The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting and general meeting are entered in a minute book.”

“To ensure the accuracy of the minutes recorded under subsection (1) – the minutes of each management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy.

Clause 41 - Minutes of general meetings:

(1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.
(2) To ensure the accuracy of the minutes—
   (a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
   (b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a
general meeting or annual general meeting, verifying their accuracy.
(3) If asked by a member of the association, the secretary must, within 28 days after the request is made—
   (a) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
   (b) give the member copies of the minutes of the meeting.
(4) The association may require the member to pay the reasonable costs of providing copies of the minutes.

Model and clause 17(b) restates the new 2007 act provision in Section 69A requiring the secretary to keep "minutes of each meeting".

Section 12 and Schedule 5 Section 5 of the Regulations to the Associations Incorporation Act requires that all expenditure of the association be minuted. The section states:

   “the association’s management committee must -
   (i) approve or ratify the association’s expenditure; and
   (ii) ensure the approval or ratification is recorded in the management committee’s minute book;”

Further Section 9(1)(g) of the regulations require the association to keep a minute book of the management committee.

6.03 What Is A Minute Book?

Minutes are required to be entered into a “book”. Until recently, this meant that the minute book had to be a securely bound book with sequentially numbered pages. The minutes were handwritten into the book. This guarded against fraud or tampering with the minutes. Some small associations still have handwritten minute books.

Larger associations where the secretary has access to a computer and photocopier tend to use other means of creating and storing minutes. Some produce their minutes by computer, print them out and then paste them securely into a sequentially numbered official minute book. This has been an acceptable practice for commercial companies for some time.

Keeping minutes in a loose leaf binder is susceptible to abuse and special care needs to be taken in order to satisfy a court and the Office of Fair Trading that the minutes have been kept in a secure manner. Unless special precautions are taken, the tampering or substitution of minutes is relatively easy. The following procedures are examples of how to make looseleaf minutes secure:

- Each page of the minutes should be consecutively numbered;
- Each page should be signed by the chairperson on confirmation of the minutes;
- Each meeting should be numbered sequentially, for example “The Minutes of the 35th meeting of the ....”; and
- Each separate minute item should have a sequential number, for example 35.01 or 1/98.

It is likely that minutes kept solely as computer records do not comply with the Associations Incorporation Act, as the Act by inference requires “a book” to contain the minutes. The definition of “book” would have to be extended by the legislation to include records kept on a computer.
6.04 What Goes In The Minutes?

The rules of all associations should require “full and accurate minutes of all questions, matters, resolutions and other proceedings” of an incorporated association’s meeting be accurately recorded (model rules clause 41). This would include at the very minimum:

- name of the incorporated association and body meeting (eg. management committee, general meeting);
- date, place, opening and closing time and type of the meeting;
- name of chair;
- record of those present or reference to a separate attendance register;
- confirmation of previous minutes;
- record of any motions, resolutions and amendments and their fate (passed, rejected, lapsed or adjourned, etc);
- management committee minutes must approve or ratify all the association’s expenditure;
- procedural motions such as adjournments, personal explanations; and
- signature of chairperson.

The secretary is required to “accurately” record motions moved at the particular meeting. This means that the exact wording of the motion should appear in the minutes. If it comes to light that there is a defect in the resolution, this will have to be the subject of an amending resolution at a subsequent meeting. It is not within the power of a secretary to alter the motion to correct the error once the minutes have been confirmed.

Secretaries are commonly put under pressure at meetings where motions are verbally proposed in the heat of debate without considered thought. A secretary would be wise to write down the motion and read it back to the meeting before it is put to the vote. This allows any corrections to be made before voting on the motion. It also gives the secretary a chance to draft the motion to conform with the conventions of minutes. A technique used by some secretaries is to write the motion down on an overhead transparency, board or flip chart and show it to the meeting during the debate. Other secretaries require motions to be handed to them in writing by the proposer before the vote is taken. Some use tape recorders to assist them to accurately write up summaries of the debate at a later stage. Digital smart pens are also quite inexpensive and record audio and sync this to written notes which can be stored digitally on a computer. The use of an audio recorder will not assist in converting a rambling verbal motion into a concise and unambiguous one, as this needs to be done at the actual meeting. Paragraph 6.05.1 below gives some specific guidelines on drafting motions.

Once the legal requirements have been satisfied it is up to the association to decide what other material should be included in the minutes. Other matters which may be considered as good secretarial practice are:

- The names of movers and seconders of motions;
- Method of vote (show of hands, voices, secret ballot), and the numbers of votes for, against and abstentions;
- The details of any proxy;
- Apologies;
- Those in attendance at the meeting who were not members;
- Documents or reports tabled;
- Short summary of the debate on motions;
- Details of next meeting;
- Cross referencing to previous minutes or policies of the organisation; and
- List of tasks arising from the minutes.
Some different styles of minute formats from the simple to the complex are contained at the end of this section.

It is also increasingly important to keep an accurate record of papers and materials circulated to management committee members in preparation for a meeting or sub-committee meeting. These materials may become important for a defense of a committee’s actions in legal proceeding or more routinely as corporate knowledge for the deliberations of future management committees.

6.04.1 Drafting the Content

The format and written style of minutes vary considerably between associations. Some minutes are very condensed and precise, merely recording the bare minimum of information. Other minutes include “blow by blow” summaries of the debate. In exceptional circumstances the minutes will include a transcript of all that was said at a meeting. After the bare minimum of material has been recorded, it is a decision of the meeting as to what form the minutes take.

Despite this diversity as to the form of minutes, there are some commonly accepted drafting conventions for minutes. They are:

1. **Use simple sentences and simple words.**

   For example,

   Mr U.B. Snodgrass extrapolated that this fine sporting institution’s solar matt 500 water heating appliance with the white duco slimline control panel was performing consistently below its engineered benchmarks.

   Could be:

   Mr U.B. Snodgrass reported that the Club’s hot water system was in need of urgent repair.

2. **Use active voice rather than passive voice.**

   In the ‘active’ voice, the subject of the sentence performs the action stated by the verb. In the ‘passive’ voice, the subject of the sentence is acted upon. While there is a place for passive voice in sentence construction generally, the passive voice is slightly more difficult for a reader to comprehend because it is wordier, and, by running counter to the usual word order of a sentence, forces the reader to restructure the sentence to process its meaning.

   For example,

   Active voice: The secretary used a computer to write the minutes. 
   Passive voice: A computer was used by the secretary to write this book.

   But, use the passive voice in minutes when you want to soften an unpleasant message, where an “actor” is unknown or where you want to shift the reader’s attention away from the “actor” to certain other information.

   For example,

   Complaints were put in the suggestion box.
3. *Use only one tense.*

   In minutes usually the past tense is best.

   For example,

   Mr U.B. Little reported that he had...
   The Committee considered that the hot water system...

4. *Avoid terms such as “he said” or “she stated” unless their actual words are quoted.*

5. *Avoid personal descriptors.*

   For example.

   “The Chairman announced happily...”
   “The Treasurer meanly said...”
   “The Club representative slammed the report.”

6. *Particular attention needs to be paid to the recording of motions and resolutions which are discussed below at paragraph 6.05.*

7. *Particular attention needs to be paid to defamation and confidential matters which are discussed below at paragraph 6.06.*

6.05  **Motions And Resolutions**

The words "motion" and "resolution" are often incorrectly interchanged as having the same meaning. A motion is a proposal put before a meeting in order that something be done or that an issue be decided on. **Thus a motion is a proposed resolution.**

   For example, a member may move a motion "that the minutes for this meeting include the association's funds statement for last financial year". At this stage the motion has only been proposed or "moved".

A resolution, on the other hand, is a motion which is approved of or passed by the meeting. Thus a resolution is the result of a motion or an amended motion put before, and approved by, the meeting. Once the resolution is passed the meeting has made a legally binding decision. **Thus a resolution is an approved motion.**

   For example, the XYZ Club calls a general meeting at which a motion is put forward by a member "that this meeting approve the lodgment of a zoning application for the association's Club House with the Brisbane City Council". If this motion of the meeting is approved, it becomes a resolution firm and binding on XYZ club and its members unless rescinded. The resolution will be recorded in the club's minutes.

Motions are of two basic kinds. Substantive motions deal with the meeting's opinion on an issue or decide that something be done (as in the example above). The second kind of motion is called a subsidiary or procedural motion. These motions deal with the conduct of the meeting itself rather than with the content of various proposals. For example, a procedural motion might be put to the meeting that the meeting be adjourned or that the previous meeting's minutes be approved.

The minutes should record motions and resolutions, whether substantive or procedural.
6.05.1 Drafting motions

There is not much a secretary can do about the wording of a motion once it has become a resolution of the meeting. However, most secretaries are able to influence the form of the motion without causing any ill feeling in a meeting. If a motion is proposed verbally from the floor of a meeting, the secretary will record the motion in writing and at the same time include the usual conventions of drafting. A secretary should seize an opportunity to read back the motion to the meeting before it is voted upon and check that their drafting amendments are acceptable.

The accepted rules of drafting for motions are:

1. The motion should commence with the word "that" — E.g. "that the treasurer’s recommendation be adopted".

2. The verb "be" is to be used in the phrasing of the motion rather than the words "is" or "use". For example, the motion worded:

"That the newspaper release is adopted"
should read:
"That the newspaper release be adopted".

3. The motion is always to be expressed positively as one sentence so that a yes vote from the members results in the proposal being approved of or supported. A motion reading

"That the doors be not shut during the meeting"
should read
"That the doors be open during the meeting".

4. A composite motion should be carefully constructed to allow the chairperson to split the motion so that each of its parts may be dealt with separately by the meeting. Thus a poorly worded motion such as,

"That in addition to any other motions proposed that this meeting resolve to thank the Members of the Town Hall including Mrs T. Bag for providing the refreshments and Mr B. Room for making the accommodation available and that this meeting instructs the Secretary to send letters of thanks to Mrs T. Bag and Mr B. Room with a copy to be sent to their supervisor Mr S. Visor".

might read

"That the meeting
(a) register its appreciation in writing thanking
   (i) the Town Hall members generally,
   (ii) Mrs T. Bag for providing the refreshments, and
   (iii) Mr B. Room for making the accommodation available; and
(b) send a copy of (a) above to Mr S. Visor.

5. The motion must comply with the rules of the association, be within the ambit of the association's activities, and be relevant to the meeting, particularly where the meeting has been called for a specific purpose.

6.06 Difficult Meetings, Defamation And Confidential Matters
Sometimes meetings get heated and the participants resort to behaviour that leaves a lot to be desired with personal attacks, walk outs, threats and inappropriate remarks. In many instances the chair may require that such remarks are withdrawn and not recorded. In other cases it may be enough just to record “a vigorous discussion ensued” rather than a blow by blow account. It is appropriate to record, “Imma Walker left the meeting at 9.30pm” rather than “Imma Walker threw his papers at the Chair and then stomped off threatening to return with his lawyer, or better still with the club’s front row forwards.”

In such difficult situations one might consider asking the chair for assistance in drafting the minutes and falling back on the adage, “if in doubt, leave it out”. The minutes will have to be approved by the next meeting and if it is considered necessary to include more detail it can be done at that point.

During the life of an incorporated association there will be a time when the secretary is faced with the dilemma of how to deal with confidential or defamatory matters in the minutes.

Generally, a defamatory statement may be described as one which exposes the defamed person to hatred, contempt, ridicule, or which tends to lower the aggrieved person in the estimation of other people or which injures him or her in their profession or calling or which causes him or her to be shunned or avoided. Truth is not necessarily a defence. There can be defences where the communicated is privileged. In certain circumstances where the meeting is only of members and the statement was made in discharging a legal, moral or social duty, to a person who had an interest in receiving it for the protection of the common interest, then there may be privilege. It is a complex legal area and the best course is to seek legal assistance.

In most cases, a chairperson should challenge defamatory statements and have them withdrawn, so they would not be recorded in the minutes. If a resolution is defamatory, then legal advice should be sought and followed before the minutes are published.

It is sometimes necessary to minute materials, but for them to remain in confidence. In many organisations, there is a constitutional procedure which permits them to meet “in camera”, “in confidence” or to “close the meeting”. This procedure permits confidential parts of the meeting to be restricted to members and for the minutes to be kept in a special “confidential” minute book which is open only to special persons for special purposes. Such confidential minutes would be confirmed by another “in camera” meeting. This may also be a way of dealing with potentially defamatory material, but on that issue legal assistance should be sought.

As noted earlier, the provisions of the model rules require that the rules of an association contain the provision Clause 41 that:

“the secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting and general meeting are entered in a minute book.”

This provision may prove to be difficult for many associations. A secretary is obliged to record all matters in the minutes and is further obliged [Clause 41] to disclose them to a financial member on request. This can create potential problems in a sensitive social welfare organisation such as a refuge or a child care organisation. Ideally, the rules of the association should provide for confidential minutes in appropriate circumstances.

6.07 How Are The Minutes Verified?

Incorporated associations are required to have the chairperson of the meeting or the
chairperson of the next succeeding meeting verifying their accuracy. It is unusual for a chairperson to verify the minutes of a meeting at the same meeting because of the time usually required to prepare minutes. It is also unusual for the chairperson to sign the minutes before they are confirmed by the meeting, because any alterations will then require a formal resolution.

The draft minutes are usually circulated before the next meeting, often with the agenda and notice of meeting. This allows for the meeting to query the draft minutes before the chairperson signs them. Alterations can be made at this stage without a formal resolution. Alterations can only go to the accuracy of the minutes, not that the present meeting disagrees with the decision of the previous meeting. If there is a substantive disagreement, then this should be a separate motion in later business to overturn the previous decision. The chairperson usually verifies the minutes after the minutes have been confirmed as a true and correct record by the succeeding meeting.

It does not matter that since the last meeting the chairperson or the members of the meeting have changed. If there is no direct knowledge of what happened at the meeting under consideration, then inquiries can be made of those who were at the meeting. Minutes can be confirmed as long as there are reasonable grounds for believing their accuracy.

6.08 Action Lists

An action list is prepared by the secretary as soon as possible after the meeting and sent to the individuals or sub committees who have been given tasks by the meeting. It provides a prompt for such persons to get on with their tasks.

6.08.1 Simple Action List

(Here a person’s responsibilities arising from the meeting are summarised.)

Action List for Mr Gunna Doo

Management Committee held 7 January, 20xx

1. Contact our lawyers Messrs Sue, Grabbit and Runne about wording a special resolution to alter the association’s rules.

2. Confirm that Mr X Ray will lead the strategic planning sub-committee on 2 February, 20xx.

3. Arrange a date for the strategic planning sub-committee to meet before the next management committee meeting.

6.08.2 Formal Action List

(Here are the actual resolutions and any summarised debate from the draft minutes is included.)

Action List for Mr Gunna Doo

Management Committee held 7 January, 20xx

Minute 30.2 Resolved that Mr Gunna Doo instruct our lawyers Messrs, Sue, Grabbit
and Runne to vet and comment on the form of the proposed special resolution (minute 30.1).

Mr S. Petic raised issues about the exact wording of the resolution. The secretary suggested that given the importance of the resolution that the association’s solicitor be asked to vet the wording. Mr Gunna Doo offered to do this.

6.09 Simple Form Minutes Example

(for loose leaf minute book)

Minutes of the 30th Management Committee Meeting of the XYZ Club Inc.

The minutes of the management committee held at 1 Street, Suburb, City at 7pm on 7 January, 20xx.

30.1 Present: Ms UR Happy
            Mr Imma Happy (chair)
            Mr YRU Silly
            Ms T Bag (secretary)
            Mr X Ray

30.2 Open: The Chairperson opened the meeting at 7pm.

30.3 Apologies: Mr Imma Late

30.4 Minutes:

The minutes of the previous meeting held on 4 January, 20XX were read and confirmed as a true and correct record of the meeting.

OR

The minutes of the previous meeting held on 4 January, 20XX were taken as read, having been circulated and confirmed as a true and correct record of the meeting.

OR

The minutes of the previous meeting held on 4 January, 20XX were taken as read, having been circulated and after amendment to minute number 29.2, were confirmed as a true and correct record of the meeting.

30.5 Expenditure

Resolved that the invoice for a widget from Widget Supplies Limited in the sum of $50 be approved for payment by the Treasurer.

30.6 Next Meeting

Resolved that the next meeting of the Management Committee be held at 1 Street, Suburb, City at 7pm on 7 February, 20xx.
30.7 Close

The Chairperson declared the meeting closed at 7.30 pm.

Signed as a correct record.

Chairperson __________________________________ Date ________________________

6.10 More Elaborate Minutes Example

Minutes of the Sixth General Meeting of the XYZ Club Inc. at 7pm on 18 January 20xx

Circulation: All members, senior staff and the Australian XYZ Club Inc.

<table>
<thead>
<tr>
<th>No.</th>
<th>Item</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>36.1</td>
<td>Open</td>
<td>The Chairperson opened the meeting at 7pm welcoming members and Mr S Bag MLA, the local Member of Parliament.</td>
</tr>
<tr>
<td>36.2</td>
<td>Apologies</td>
<td>The Chairperson accepted apologies from: Mr Imma Late</td>
</tr>
<tr>
<td>36.3</td>
<td>Present</td>
<td>The attendance book was signed by 90 members who were in attendance.</td>
</tr>
<tr>
<td>36.4</td>
<td>Proxies</td>
<td>The secretary reported that 15 valid proxies had been received.</td>
</tr>
<tr>
<td>36.5</td>
<td>Minutes</td>
<td>The minutes of the previous Annual General Meeting held on 4 January 20xx were taken as read, having been circulated and confirmed a true and correct record of the meeting.</td>
</tr>
<tr>
<td>36.6</td>
<td>Car</td>
<td>Resolved that a car be purchased by the Club for not more than $20,000 for use of the President.</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Moved: Mr Imma Slow</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Seconded: Ms T Bag</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Carried: Unanimously</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Mr Slow spoke of the need for the President to represent the Club at various functions across Queensland. He noted that this purchase would save the Club having to pay the President a travelling allowance. Ms Bag, the treasurer seconded the motion, advising that her estimation was that the club would save at least $10,000 a year in travelling costs. Mr S Bag MLA suggest that the association consider a application to the Gambling Community Benefit fund.</td>
</tr>
<tr>
<td>36.7</td>
<td>Motorcycle</td>
<td>That a motorcycle be purchased by the Club for not more than $500 for use by the secretary.</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Moved: Mr Imma Slow</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Seconded: Ms T Bag</td>
</tr>
<tr>
<td>No.</td>
<td>Item</td>
<td>Comments</td>
</tr>
<tr>
<td>-----</td>
<td>-------</td>
<td>----------</td>
</tr>
<tr>
<td></td>
<td></td>
<td>That the figure $500 be replaced by the figure $1,000.</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Moved: Mr YRU Silly</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Seconded: Ms B Cycle</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Carried: 240 votes for, 20 against</td>
</tr>
</tbody>
</table>

36.7 Motorcycle  
That the word “motorcycle” be replaced by the word “scooter”.  
Foreshadowed by Mrs EZ Ryder contingent upon the amendment being lost. As the amendment was carried, the foreshadowed amendment lapsed.  
Resolved that a motorcycle be purchased by the Club for not more than $1,000 for use by the secretary.  
Carried: Unanimously

36.8 Close  
The Chairperson declared the meeting closed at 9pm.  
Signed as a correct record

Chairperson ___________________________ Date ________________

*Place chair’s initial at the end of each page of minutes, except the final page where the chair’s full signature and date would appear.