

Board & Committee Meeting Minutes Best Practices: Before the Meeting

This is the first of a series of three blogs about board minutes. Keeping accurate, concise minutes of the meetings of your board and board committees is one of the more important responsibilities of a corporate secretary. Minutes have long been important to help protect a board from claims of fiduciary duty failures, and the recent focus on board oversight duties—in litigation as well as SEC rulemaking—have brought them back to center stage once again.

Here are some practices to consider in your minute-taking routine before the board or committee meeting:

1. Prepare a skeleton of the minutes ahead of time using the meeting agenda:
 - With the structure of minutes in place in advance, you will be able to take notes during the meeting without having to worry about the non-substantive technicalities.
 - Include the preamble section in the skeleton minutes for use as a checklist at the start of the meeting—review attendees against the list of directors and invited guests, confirm that a quorum is present, and confirm the meeting's start time
 - Be ready to adjust the skeleton minutes on the fly, reordering, adding or removing topics so that the final version is true to what actually transpired.
2. Draft and circulate in advance of the meeting proposed resolutions for actions to be taken at the meeting. Draft resolutions should be distributed to board members with the final meeting agenda and other meeting materials.

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