

Minute writing – an underestimated skill?



It's easy to assume that minute-taking is a simple and straight-forward task which can be undertaken by just about anyone. However, minute-taking is actually a very important job which is too often overlooked and undervalued. Additionally, expectations of what a 'good set of minutes' should include are varied or unclear. The Chartered Institute of Governance ("CGI") has produced a comprehensive [guidance](#) note on minute-taking which provides detailed background information as well as some practical advice on how to improve this task and its outcomes.

Minutes are not a word-for-word (verbatim) transcript of every discussion during a directors' meeting, but should be a detailed, impartial and balanced summary of the key points, decisions and actions which were discussed and agreed. The main purpose of minutes is to provide formal evidence of which decisions were taken and how the directors came to make those decisions. It is vital that the minutes also accurately capture any proposed resolutions, challenge and information supporting the decision-making process to evidence that full consideration was given to each matter.

Following on from that, minutes can be used as a practical tool to feed into action trackers to ensure that Board decisions are communicated out into the business

as appropriate, and that actions are progressed or implemented as required. This, in turn, supports and underpins the Board's effectiveness through ensuring that its decisions have the desired impact on the business.

It is important to remember that minutes will need to be written in such a way that they can be shared with Board members, and, as required, with any regulators, auditors and even potential investors or other third parties such as banks, or for some organisations, with the public.

Minutes can also be used to evidence directors' attendance at meetings and their compliance with their statutory duties such as declaring any interests in proposed transactions or arrangements. Furthermore, directors who were unable to attend the meeting in question should be able to use the minutes to clearly understand what was discussed and decided.

Whilst the actual content of the minutes will vary depending on the company, the sector and the regulatory requirements, the following matters should be recorded for every meeting:

- the date, time and location of the meeting;
- the names of directors and other attendees at the meeting;
- any apologies;
- quorum requirements and confirmation these were complied with;
- declaration of directors' interests;
- approval of previous minutes and matters arising;
- matters discussed; and
- the decision(s) made.

In order for a minute-taker to be able to take useful and accurate minutes, they need a number of key skills such as the ability to listen and understand the discussions being held so that the pertinent points can be identified and summarised. It is also important that the minute-taker is able to produce minutes which are clear, concise and coherent without any spelling or punctuation mistakes. Many companies have regular or multiple meetings and thus it is key that a clear process and timetable is established to ensure that minutes are drafted in a timely manner, reviewed by the appropriate individual(s) and then finalised ahead of the next meeting where formal approval is sought.

For any business it would be advisable to undertake a regular review of the process for minute production, including who takes the minutes, how they are written, who reviews them and whether minute content or the overall process could be improved. This could, for example, be included in an annual review of the Board and Committee governance arrangements or as a stand-alone exercise to improve or review the Board's effectiveness and the impact of its decisions.

If you have any questions or would like to discuss your minute production process, please get in touch with one of our directors:

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