

Keeping Legally Sound Minutes

Education board members and principals often ask questions about keeping minutes: "How do we best keep minutes?" "What should be in the minutes?" "Who should have access?"

Theories abound. Some persons advise recording everything that transpires in a meeting. Others advise writing as little as possible. Still others suggest a compromise between the two positions. One reality is ever-present, however. What is written becomes a legal record and can be used both for and against the institution. Developing a planned, orderly, consistent approach to taking and keeping minutes is imperative.

Does state law govern Catholic education board meetings?

Catholic education boards govern private, not-for-profit, 501 (c) (3) organizations. As such, generally they are not subject to the same regulations as public organizations. Therefore, in the majority of cases, so-called sunshine laws requiring that meetings and the records of meetings be open to public scrutiny do not apply.

What are minutes?

Minutes are the written, legal record of actions taken at an official meeting of an official body. *Robert's Rules of Order*, the bible for meeting process, states that the following should be included in minutes:

1. The name of the organization (school board, parish council, parents' organization, etc.)
2. The date of the meeting
3. The place of the meeting (particularly if the meeting is held at a place other than the customary meeting place)
4. Presence of the regular presiding officer (president, principal, chair) and recording secretary or their substitutes
5. Names of members present and absent
6. Approval of the minutes of the last scheduled meeting

(If the minutes are corrected, the corrections should be made in writing on the written minutes presented to the body for approval; new, corrected minutes should not be generated.)

7. Officers' and committee reports (The notation that a report was given is generally sufficient; the report also can be included as an attachment to the minutes.)
8. All motions including
 - a) the name of the person who made the motion,
 - b) the fact that the motion had a second (the name of the second is not absolutely required),
 - c) the complete text of the motion
9. The vote on the motion
 - a) the number of votes for and against, and
 - b) if a roll call vote is taken, the names of those voting for and against are documented
10. Any appeals or points of order taken (not an ordinary occurrence)
11. The beginning and ending times of the meeting

How detailed should the minutes be?

Conventional wisdom suggests that less, rather than more, is the acceptable norm. In preparing for this article, the author consulted a number of colleagues who are attorneys practicing in the not-for-profit arena. To a person, the advice given was, "Say as little as

continued on page 8



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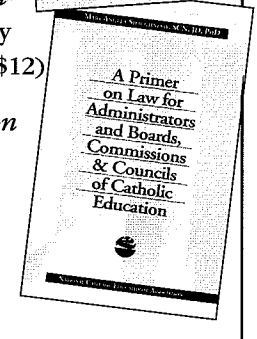
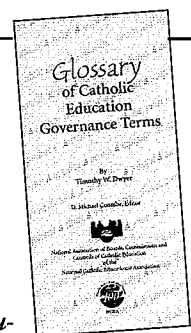
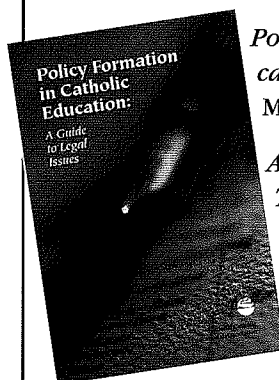
These books can be useful to your board/council and committees:

A Primer on Law for Administrators and Boards, Commissions & Councils of Catholic Education by Mary Angela Shaughnessy, SCN (\$13)

Policy Formation in Catholic Education: A Guide to Legal Issues by Mary Angela Shaughnessy, SCN (\$12)

A Glossary of Catholic Education Terms by Timothy Dwyer (\$5)

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Shaughnessy

continued from page 5

possible. Accurately record actions taken. Do not document discussion or who said what. Anything you write can be used against you in a court of law, especially when taken out of context.”

How should executive session meetings be documented?

An executive session occurs when the board determines that it will meet in a confidential session with only the members and guests (such as attorneys) invited for a specific reason. A wise course of action is only to record actions taken (motions passed). Much confidential information is often shared in executive sessions, such as personnel and financial information. The information and the discussion surrounding it should not be recorded in the minutes. Additionally, if legal counsel is present at an executive session, the attorney-client privilege may be lost if legal advice and discussion are recorded in the minutes.

Who should have access to minutes?

To a great extent, the answer to this question should be determined at the local level. Many parishes routinely publish the minutes of the parish council, for example, in the parish bulletin. Some schools post the minutes of their board meetings on the school's Web site.

Members of the board receive copies of the minutes. Policy should determine who else has access. A board might keep separate records of executive session meetings and not allow access to those records to anyone other than board members.

Some Do's and Don'ts for Keeping Minutes

1. Do record only what must be recorded.
2. Don't document discussion.
3. Do record the names of those making motions or, if a roll call vote is taken, who voted for and against a particular motion.
4. Do follow the rule, "Whatever is written should be specific, behaviorally oriented and verifiable." Example: "Mr. Jones made the following motion, "The salary for beginning teachers with no experience will be \$24,000 for the '04-'05 school year. After being seconded, the motion passed unanimously."
5. Do enact a policy governing access to minutes.
6. Keep an accurate, complete set of official minutes in a safe, secure place.

If officers make sure that all boards, commissions, councils and their subcommittees follow this practical advice, important actions will be documented and the potential for problems will be reduced. ■

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