



Board Minutes Policy

Purpose

This written board minutes policy is intended to provide clarity, guidance and structure to the proper recording of board minutes. Board meeting minutes can serve as a necessary legal document, but they are also a practical means of conveying information about what action(s) was taken at a board meeting. Meeting minutes will be retained “permanently” per the Document Retention, Storage and Destruction Policy.

This policy was adopted on April 3rd, 2020 by the Executive Committee of the Board of Directors of the Friends of T.C. Steele, Inc. “*Friends*”, a nonprofit 501c3 corporation established under the laws of the State of Indiana, on the 16th day of August 1991.

I. Basic elements for “*Friends*” minutes will include;

1. Name of the organization
2. Date and time of meeting
3. Board members in attendance, excused, and absent
4. Existence of a quorum
5. Motions made and by whom
6. Brief account of any debate
7. Voting results
8. Names of abstainers and dissenters
9. Reports and documents introduced
10. Future action steps
11. Time meeting ends
12. Signature of secretary and chair

II. Content

- a) The minutes will provide enough information so that minutes will be a useful resource. Someone looking at the minutes should be able to understand what decisions were made and the basic reasons why.
- b) Minutes are a legal record of a meeting. They can be used in court if questions of legal liability around a program or policy arise; therefore, they should be an accurate reflection of what occurred at a meeting, and should not raise questions about the legality of actions.
- c) Robert’s Rules of Order will be used by the board during meetings for parliamentary procedure reference.



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III. Corrections and Distribution (draft)

- a) The recording and distribution of the board minutes is the responsibility of the board secretary; this includes both draft minutes and final minutes that have been approved by the board.
- b) The draft board minutes will be distributed to board members electronically using "Friends" MS Outlook 365 (tcsteele.org) domain by the secretary.
- c) Board Minutes will be distributed to the board of directors no more than (3) working days after the board meeting.
- d) Board members will respond to draft minutes with any corrections or input within (2) working days upon receipt. This ensures the board meeting draft minutes and final minutes are completed within (1) business week after the board meeting.

IV. Final Minutes Approval & Storage

- a) Board secretary will provide final board minutes for approval in the board packet (1) week prior to the board meeting.
 - b) The president will call for a motion to approve the prior board meeting minutes at the beginning of the board meeting after opening remarks.
 - c) Final board minutes with note of "approved" clearly written on the document will be signed by the board chair and secretary, scanned and posted to SharePoint by the secretary no later than (1) day following the meeting.
 - d) Final board minutes will be stored on SharePoint and will become a "permanent" document per "Friend's Document Retention, Storage and Destruction Policy."
 - e) Board minutes are not public and are for internal use only.
 - f) Board minutes should generally be 1-3 pages, depending on meeting topic/action(s).
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Addendum:

I. Use of Gavel in Board Meetings

- a) The gavel is a symbol of authority, to be used to keep orderly procedure.
- b) According to parliamentary it matters how many taps of the gavel the presiding officer uses; each number has a meaning.
- c) There are (3) distinct possibilities when a presiding officer taps the gavel identified below; noting there is also the use of a series of rapid taps, that are used to restore order to the meeting.

One Tap

- a) 1 tap announces the result of a vote, to get attention, or to indicate to the members that they should be seated, and 1 tap ends meeting.
- b) There are three possibilities when a president taps the gavel one time.
 - a. It tells the members to be seated.
 - b. It is used after the president announces the results of the vote on a motion or item of business.
 - i. The members then know it is time to move on to another topic.
 - c. The president also taps the gavel once after announcing the meeting is adjourned.
- c) In all cases, it's a quick way to get the attention of the meeting's participants.

Two Taps

- a) 2 taps calls the meeting to order, e.g. *"The meeting will come to order"*

Three Taps

When the president taps the gavel 3 times, it instructs the members to stand up in unison on the third tap. It may be used before the Pledge of Allegiance is recited, for example; Indicates to all members that they should rise/stand.

Series of Taps

- a) Restores order in the meeting.

Reference: Boardsource by permission

This policy is reviewed by the Board of Directors annually