



Governance Toolkit
Module 5 – Best Practice Board and Committee Minutes
Video Transcript

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00:00:00:00 INTRODUCTION

Hello, everyone. Sylvia Groves, president of Governance Studio here. Welcome to today's session, Module Five of the Governance Toolkit on best practice minutes.

The session today is brought to you by CUES, in collaboration with Stabilization Central Credit Union and Governance Studio.

This is a really packed session. We're going to be covering some highlights of training and workshops that normally take me around seven hours to present, and we're going to do it all in 90 minutes. So, I'm going to give you the really high level of important stuff.

00:00:44:06 MINUTES FOUNDATIONS: PURPOSE AND FUNDAMENTALS

Let's get started. We're first off going to talk about the purpose and fundamentals of minutes—why they're so important, why we do them at all.

The purpose is threefold. First off, they're legally required. Whatever statute your credit union is incorporated under is going to have some requirement to keep minutes. It doesn't always tell us what they're supposed to be about, or what's supposed to be included, but there will be a requirement to make sure that they are done.

Those minutes preserve a record for us. They also provide a very powerful form of evidence, should there ever be a court proceeding or some kind of litigation.

They provide what's referred to as prima facie evidence. Prima facie evidence is really just a term for, on-the-face-of-it evidence—evidence that the court accepts as being true and absolute, unless the other side on the litigation can prove that there's reason to believe those minutes aren't, in fact, true.

We'll come back to this a little bit later. I sometimes also talk about having one true, full set of minutes. We'll touch on that also as we go through.

Minutes provide powerful protection. They help to prove that our board and our directors have been duly diligent. They've followed proper process when they've made decisions. That's referred to as business judgment.

Provided that our minutes help to show that the board made a reasonable decision in the best interests of the organization, in a way that a reasonably prudent person would have made that decision, then those minutes are very strong protection for the board and the individual directors, as well as the organization, and often the management team.

It's kind of like a suit of armor. We sometimes have references in minutes to advisors like an outside auditor. Directors on the board are allowed to rely on some advice from those types of advisors.

Minutes also, really importantly, need to set out some good information if there are conflicts of interest. They also need to set out the results of votes, including whether or not there were directors who dissented or who abstained. We'll talk about some of those things later, as we go through.

So, regulations are the foundation of the requirement for minutes. Our governing law, whatever statute our credit union is set up under, is going to have that requirement to maintain minutes. Additional documents that we have, including our articles, or our certificate of incorporation, and our rules or bylaws, will also contain information that will impact the kinds of things that we want to make sure are in our minutes.

For example, quite often our rules or our bylaws will have a lot of meeting requirements. How much time in advance do we have to give notice? What is our specific quorum? Those are things that will then be incorporated into the minutes to help show that the meeting was properly held.

We're going to talk about some fundamentals of minutes. I refer to them as the three A's, or Triple A.

The first fundamental is that minutes really need to be accurate. They set out that a meeting occurred. They set out who attended, and they set out what happened, what decisions were made. But it's critical that they be accurate.

It's critical that they don't, for example, include a resolution that everybody intended to pass, but didn't get passed for whatever reason. Maybe the meeting needed to end. People were catching flights. Whatever the case may be—they had to go, to pick somebody up, whatever—and the meeting ended a little bit abruptly and a resolution didn't get passed.

That can be really a dangerous thing. It's not like a slippery slope. It's a slippery cliff. If you were ever to be in litigation, a litigator can say, "Have your minutes ever included something that didn't happen?" If you're on the stand under oath, and you know that you've sometimes passed resolutions that didn't actually get properly passed during the meeting, you have no option but to say, yes.

That calls into question not just the set of minutes that that happened in, but all sets of minutes. The court looks at those minutes very differently, instead of believing that they are true and complete and accurate. So, accuracy is really critical to minutes.

The second fundamental is about making sure that they're accessible. What I mean by accessible is that they're readable, that they're clear, they're concise, they're in plain language. This has a ton of benefits.

First off, it encourages directors to read them and make sure that there are the required things. Or, if there's something missing, it gets brought into the minutes as needed.

The last fundamental is, [that they are] all the same. That's not to say that they're identical. That is to talk about consistency—consistency in terms of style and formatting, but most importantly, consistency in the types of content and the level of detail that we're going to include in the minutes. We'll talk about those things in a fair amount of detail very shortly.

00:07:35:16 PLAIN LANGUAGE

So, plain language, we're going to touch on again here. We did talk about this in Module One in the board communications session. If you haven't had an opportunity to review that, I'm going to make sure I cover off some of those key concepts here as well. But I'm going to move through them fairly quickly.

Plain language is defined as, clear wording, structure, and design. The audience, a lot of times this is our board, can first off, find what they need in the minutes. When they find it, they can understand what's written there. Then, they can use that information, so they can go, “Okay, now I know we made this decision. I remember what happened, and we can think about whether we want to make a different decision now,” as an example.

It's more than just the words. It's really also about the structure and design. We'll talk about that a little bit as well.

Some keys to plain language include using short, clear sentences where we can—like 20 words or less.

Using everyday words. For example, rather than using the word, “utilize,” we use the word, “use.” What is a simpler word that means the same thing?

We try to keep our communication quite direct and focused. There is a tendency in board minutes to use very formal language. That formal language is often very much longer than if we were using plain language in direct communication, so we want to be direct as much as we can. I'll talk about that a little more in just a moment.

I will add one other thing here. Another key to plain language is not just short sentences, but short paragraphs. It's a lot about that visual. If we see a page to read that's one or two long paragraphs, it's rather daunting. So, when we can keep our paragraphs short, as well, that helps invite the reader to read.

When it comes to minutes, it's really important to think about the organization, the flow of the information. I have seen some organizations that do it in the order that the agenda was set at the beginning of the meeting. That doesn't always reflect the chronological order of what happened during the meeting.

Because we are sometimes keeping track of someone who's had to leave for part of the meeting and come back in—and when did that occur and what did they miss—I strongly recommend using the chronological order. There is no requirement for the board to make all of its decisions and do all of its work in the order that the agenda was set.

It is important that they do all the things they said were going to be done, but they don't have to necessarily do them in order. So, I prefer using chronological order for the minutes.

Short sentences, I mentioned earlier—one idea, maybe three pieces of data. I'm saying 30 words or less here, but ideally, we're moving that down toward the 20 or less side.

An example might be, if you were noting that the financial officer for the credit union made a presentation on the financial statements, and they noted three pieces of data. Maybe they noted that the current amount on deposit was there, our current loan balance was this, and our overall membership is that—whatever three pieces of data. That makes a good sentence. You don't want to go much more than that in a single sentence.

We can also use active voice as opposed to passive voice. We have a tendency, in minutes especially, to be very passive. We say that a presentation was made by this member of management to the board, instead of saying, “The financial officer presented the financial statements, noting that...” Right?

We want to be very action oriented. “Who is doing the thing” is the person, or the item, that is identified first in the sentence.

A really funny, quick example here is, it's passive to say, “The mat was sat on by the cat. The report was received by the board.”

It's active to say, “The cat sat on the mat.” Or, “The board received the report.” Right? So it's really about, oftentimes, turning around what we are saying to make it more active.

There are some really good resources for this. I will, make sure that we touch on those throughout the session.

Okay, common language. We need to be clear and concise, so short, punchy, direct sentences.

We need to avoid legal terminology and archaic words. “The board does and hereby approves these resolutions.” The “hereby” doesn't need to be in there. “Heretofore,” “aforesaid,” those kinds of terms we want to avoid.

We want to avoid very technical language that relates to a particular area. For example, legalese. We all know that one. But even accountant-ese, these days, cybersecurity-ese, IT-ese, even compensation-ese. Right? We want to be putting together sentences that make sense to someone who isn't an expert in the particular area being talked about.

We also want to define all our TLAs. I know all of you know what TLAs are. Or, maybe you don't. TLAs are three letter acronyms. We get very used to using them within our own credit union. We know what they mean. We see them every day as members of management. But our board is coming in three, four, or five times a year, and they may or may not remember all of the TLAs that relate to our particular credit union.

[It's] really important that when we're doing minutes, we define those. Also, so that people can find out what that means, if they're looking back maybe 5 or 10 years from now.

Where possible, we want to say things only once. So, not repeating all kinds of information. Just simply having it in the minutes one time.

When it comes to design, there are a lot of things that we can do in minutes to make them much easier to read. We can use headings. But just so you know, when we use headings that are in all capitals, they're actually harder to read.

They're okay if it's only two or three words. But if we're getting into that big heading at the top of our minutes, and it's all caps, it's a lot harder to read. So, people just don't bother reading. We need to think about whether we want to adjust that.

We can use tables sometimes. If we're doing say, appointment of officers, we can have the officer's name and the title to which they're being appointed, just in a very simple two column table.

We can use whitespace. It's okay to leave blank lines. In fact, I use white space, and I leave blank lines before and after a resolution. What that does is, it makes it super easy for me to flip through a set of minutes, even from ten years ago, and find the five or six resolutions that might have been passed during that meeting—even if the minutes are ten pages long.

Think about how you can make the minutes more useful—easier to understand, easy for internal personnel to use, and easier for the board and others who may be looking at them to use as well.

It's helpful, often within an organization, to decide on some rules of thumb, standard operating procedures, or even format standards, [such as] how big are our margins going to be? Then, don't mess with them. Don't make them smaller. It's actually better to be half a page longer and have more line spacing and whitespace to make it easier to read.

What's our font going to be? What is the font size that we are going to use as default? You sometimes might have a slightly smaller font size in tables, but otherwise your minutes should be a fairly consistent font size for the major chunks of text.

For line spacing, I love the idea of going under the little line spacing icon in Word, and there's usually an option set out there for 1.15 line spacing. All that does is leave just a little bit more space between two rows of text, making it a little bit easier to read. It feels lighter, less imposing, and easier to manage for the reader.

Then, I usually like to see an organization have at least two levels of headings. So, there's a heading for the main agenda item, and then, if there are specific items underneath that.

Maybe it's, "The Quarterly Financials." It might be, "Presentation of the Financials." Then there might be another heading for, "Report of the Auditor." There might be another heading for, "Approval of the Financials," or whatever makes sense for the credit union, in that case.

All right. Length is all about Goldilocks. We all remember the story of Goldilocks and how she decided once she got into the Three Bears' house, she didn't want it too hot or too cold. She wanted it just right. That's really what we're looking for in minutes.

Minutes should not be verbatim. They should not be the back and forth that occurred. They should not identify every speaker.

On the other hand, they also should not be bare bones and say the board met and approved A, B, C, D and E, and they're a one pager, and they're done. That does not show the court that the board used any business judgment, that they were duly diligent, or that they satisfied their duty of care.

So, we want to make sure we're getting that just right. I've got a couple of ideas for you to be thinking about. We need to identify the key areas of discussion, rather than the details. Or another way of saying that is, the minutes can reflect what the board and management talked about, but not what they said.

For example, "The board discussed competitive risk, emerging technology, and staffing requirements that could impact the project. They challenged the assumptions management had for increasing members."

That's talking about the things that the board might have been talking about when making a decision on a project, but it's not going into what they said. It's not, "They asked a question and they got this answer back."

We want to make sure that we're striking a good balance between satisfying the regulator and protecting the credit union and the directors in any potential litigation. There's always a potential in the future, at some point, for a litigation. So, we really want to be keeping that in mind as we are doing the minutes. We're really looking to get that just-right—that we're showing that the board was duly diligent.

Again, that business judgment rule is important. Getting that right balance of length is important because we are demonstrating that the directors acted in the way they were required to. They satisfied their fiduciary duty and their duty of care.

We're demonstrating that they were diligent. If they were diligent, the court is not going to hold the directors liable for a decision that turned out not to be great for the organization, for the credit union, years down the road, right?

They did the reasonable things. They got materials in advance from the management team. They got a presentation from the management team. They asked the management team questions, and they discussed various issues that were of concern to them. Sometimes a regulator, especially in financial industries, might be wanting to be sure that the board, from time to time, is challenging management.

If there's something that rises to that, I would indicate that in [the] minutes: “The board challenged management's assumptions that membership was going to grow by 30% over the next year.”

There might be a time where there are some pretty difficult questions being asked by the board, and that can be characterized as a challenge. Again, we're wanting to make sure that we get that really important information set out in the minutes that occurred during the meeting, in order to say, “Business judgment should apply. The board made a good decision given the information available, which was reasonable at that time.”

So again, demonstrating due diligence can be done by referencing a report that was provided in advance, a presentation by management, or both of those things. Maybe there's a bit of a summarization of questions or discussions by topic, indicating that after they did those things, and they had some engagement—they had some time as a board to discuss what management presented to them—that they then made their decision by properly passing a resolution.

So, we can demonstrate in the minutes how due diligence occurred. That is really valuable. That's the real key *heart* of the kinds of information that we want to be including, especially on critical decision items from the board.

00:24:44:11 WHAT TO PUT IN: INFORMATION TO INCLUDE IN MINUTES

Okay. I'm going to switch gears here and go into a little bit more detail on key items to put in, information we ought to be including in the minutes. A lot of times, some of this information we don't actually include in the minutes, simply because historically, the organization hasn't included it in the minutes.

We tend to do minutes in an organization similar to the way they've always been done. This is an opportunity to have a fresh look at your credit union minutes and go, “Hey, are there things that we should be doing, things we should be adding, things we should be taking out? Because we now understand what best practices are, and we're not just following what we've historically done.”

Okay. So, this set up—and by this set up, I mean typically there's that little paragraph. Often, it's a heading style at the top I mentioned earlier. Sometimes it's in all caps. You might not want to have it in all caps anymore, but top center of a lot of sets of minutes is really kind of a set up. “This is a

meeting of the board of directors. It's being held on this date, at this time, in this place, or by video conference, or hybrid.”

I like to make sure that we've got the length of the meeting in there: It's starting now. When did it end? And then, whether it's an in-person meeting or not.

We're just setting up some key information. Don't forget to do this.

The reason that so many of these little detail things get included is because I want to give any court looking at this in the future, a lovely little package that says, “This was the kind of meeting we were doing. We did it the right way. It was duly constituted. The decisions we made were good decisions. There was good discussion by the board.”

I want to wrap everything up in a nice little package. Rather than just putting it on letterhead and—whether or not you're referring to the date, time and place—make sure that you're doing some of these key setup things, as well.

I like to include who attended and who attended what. If someone attended in person, or by video, or virtually, I would indicate, at least on one of those two groups, that they were attending by whichever way. So, who attended.

I also include “absent” or “regrets.” If I have a board of 12 in my credit union, and I do up the minutes, I do a lot of double checks. I will go through, and I'll just literally—I won't read the names—I'll count the number of directors that were there and the ones who were absent, [or] regrets. It better be 12. If it's not, I know I'm missing someone.

So, it's a great double check. It also makes it much clearer for anybody looking back at who was on the board at that time, right? They don't have to go, “Well, it shows seven people here, but I think they have nine people on their board. So, who was missing?” Make it easy to follow the bouncing ball and know exactly who was on the board, who was there, who wasn't.

As far as comings and goings are concerned, I don't worry about things like a director stepping away from the table to grab a coffee [and then] coming back a couple of minutes later. But, if somebody is going to leave and be out of the room, or out of the meeting for significant discussion, or for the passing of a resolution, I'm going to want to make sure I'm indicating when they came into the meeting and when they left.

Most of the time, the comings and goings tend to be around when members of management joined the meeting and when they left the meeting. But sometimes, it's directors, as well.

Some organizations determine that they're going to put timing for each item. “We started this item at 9:02, and we ended it at 9:07.” I'm not a big fan of that. You can consider [doing] that if it's something that there's a strong preference for in your credit union. But typically, what I do around the time of the meeting is, “When did the meeting, overall, start? And, when did it end?”

Provided I don't hold a five-minute board meeting that makes ten critical decisions, it's probably fine. That timing is really to help the court understand that the directors had the opportunity to have conversations about things that they made decisions on. So, I sometimes see that. Not sure if I recommend that in all cases, at all.

I like to include a first paragraph that sets out some of the legalities. Again, a lot of times we just leave this out of the minutes because it seems redundant. But I want that set of minutes to be able to stand up in the first instance all by itself, and then to be backed up by other things later.

I want to know, who was the chair of the meeting? Is it the appropriate chair? Or was it somebody serving because the chair was away? Who was the secretary, or the recording secretary for the meeting?

Did we have a quorum? Did we have enough directors present to make decisions during the meeting? Right? I want to make sure I've set all of these details out.

If we have a residency requirement for our credit union, [which is] not super common, but it may say, we want X number percentage of residents of the state in which this credit union does most of its business. I would include any residency requirement.

I would mention that notice of the meeting was duly given. And, if it wasn't. So, if my rules or bylaws say that I have to give at least one week notice, and I only gave three days, then I'm going to look at having some language around, "Did we do a waiver? Have we gotten waivers from all of the directors for short notice of the meeting?"

I'm going to make sure all of those i's are dotted and t's are crossed just to be able to say, we've got a meeting that's duly constituted to conduct business.

Previous minutes. Now, I know if you've been in the strategy forward session, a lot of times this is actually moving later on in the minutes. I'm kind of going through them in a chronological order here. But the standard used to be that that would be the first item on a lot of agendas. If that's not, if it's at the end, this just goes at the end.

So, previous minutes, are we approving them? Are there some changes being made that we're going to approve? Is perhaps it going to be a number of items to change, and the chair is going to be authorized to decide that, "Yes, in fact, these are the minutes, and I'm satisfied with these"?

Or are we going to just defer approval and not approve them till a later date, if there were a lot of changes or some need to rework the minutes?

So, briefing materials. You heard me say just a couple minutes ago that the minutes are going to be the first thing, but they're going to have other things that support them.

There's a concept of briefing materials. It's really more than just the board package that goes in advance of the meeting. There might not be anything other than that board package that went to the credit union directors. It might only be that board package.

But if there was anything else that came in afterwards... Maybe they got sent a package seven days in advance, and then maybe there were a couple of updates because some final numbers came in. Or there were some corrections, and so they might have gotten some more information a couple of days later.

Maybe something got brought into the boardroom specifically only at the boardroom. I'm going to put together a whole packet of that information that says, "The board got this on this day, and then they got this on this day, and they got this on this day."

These altogether are the briefing materials that were provided to the board in relation to this particular meeting. I like to just throw a corporate secretary certificate on top of that saying, "I certify that this is the information."

What that helps us do is identify, for example, if there was a huge contract that the board had to approve—maybe something to do with a major project or financial item. How do I identify the actual document that the board approved? We can do it through the use of the briefing materials, and saying, "Oh, it's item 17 in the briefing materials."

We can also decide that we may occasionally attach certain items to the minutes. It's not ideal to attach everything to the minutes. There's much too much information. It makes the minutes too unwieldy. It makes people not want to read, because there are all of these attachments, and it seems like a very long number of pages.

Occasionally, we might attach things. For example, a case where I might attach something, and how I would do it, would be that we are opening a bank account. I know that sounds weird for a credit union, but we're opening a bank account—just go with me on this—with a bank. And that bank, of course, requires that you pass their resolution, which is a very densely worded, tiny print kind of document.

I would probably say in minutes that the resolutions attached as schedule A, being the resolutions provided by the bank, are hereby approved. So, in the minutes, it's very brief, and then there's an attachment.

Maybe the bank account isn't the best example. Maybe it's a real estate transaction, right? Maybe it's a lease or a purchase, and there might be some required resolutions by the third party, so they want it specifically their way. That's the kind of thing I might attach.

Minutes should also contain important discussions. I'm kind of making this category of actions. To me, actions are anything important that doesn't rise to a resolution—that we didn't actually have a resolution for.

So, if we have some important discussions. An example might be that a board is going to be asked to approve a project, but they're not being asked to approve it at this meeting. We're giving them all the background and the reason why we're doing this new project that's going to update our systems, and how long it's going to take. Then we're actually going to finalize our recommendations and ask the board to approve it at the next meeting. But because it's a lot to digest, we're presenting some of the general information to the board at this point.

That's a really important discussion. I want to make sure that we've got some information in the minutes about what was talked about. So, those are important discussions.

If we defer an item, if we decide that we're not going to deal with an item that was on the agenda, please make sure we make some reference to that in the minutes.

We don't want to miss things from the agenda. We don't have to do them in the same order, but we don't want to completely miss them. So, if we are intentionally not going to do something, let's make sure that that is appropriately recorded in the minutes.

Then, requests are something where we need to apply judgment. If I have a director that says, "Oh yeah, financial officer, you mentioned this article. That sounds really interesting. Could you send that to me?"

I might actually make a note in my own notes, while I'm doing notes from the meeting. But I'm not going to include that in the minutes. On the other hand, if there was discussion between directors and management, and it comes to the point when the board chair says, "Okay, I think we're all in agreement here. Management, we want you to provide us with a report on XYZ."

That type of a request, where the management team is doing something in response to a request from the board or from a committee, that type of request I would definitely include in minutes.

Resolutions and motions. Whether you refer to them as "resolutions" in your credit union, or you refer to them as "motions," all the same. That's basically the same thing, just different words for it.

I always make sure there's a proper resolution done for things that are legally required. I mentioned earlier that our statute—from every statute I've read throughout North America—is going to say, "If we want to change our name, we are going to have to have resolution or approval of the board."

These are key words in a statute for, "We need a resolution." It's legally required. I'm definitely going to cover that off.

Another thing that I'm going to make sure there are resolutions or motions around are things that are material to the credit union. There's typically a legal definition that talks about the value of the item under consideration and the value as it relates to the organization. So, like 20% of total assets.

If you're approving some project, that would definitely be a material project that you would want the board to approve. That can be difficult to understand and think about on any given day. It could be a little bit different number.

Something that can be a useful proxy for materiality is where your external auditor is saying, "We're going to review all contracts over x dollar value."

That "x dollar value for the whole coming year" can be a pretty good point to say, "You know what? There's nothing specific that says that we have to approve this. That is over that dollar value. So, we're going to say we want a board resolution in order to approve it."

If it hasn't been approved through the budget already, that would be the way I would handle that.

Another thing are important approvals that don't have a specific requirement in law. Likely, they've got some reference in your mandates or terms of reference.

That might be the annual budget. I'm not aware of a specific legal requirement to approve an annual budget. It's an important approval. Maybe we're thinking about when is going to be the date and place of our annual meeting. I would put that into the "important approvals" type category. If we are doing specific approval authorities for our executive officer, I would put that into important approvals.

So, there might not be any legal requirement. It might not be a material amount, but it's something really important to the organization, to the credit union.

The last category where I'm looking for motions or resolutions, is to satisfy third parties. Maybe we are partnering with some organization on an initiative, and their board wants to feel comfortable that we are committed to it. Of course, our credit union board is going to want to know that their board has approved it as well. So, we're each approving each other.

Sometimes it might be a government requirement. If we're looking to register in a particular jurisdiction, they may want proof that the board has, in fact, authorized the organization to do business in that jurisdiction. That's another example.

Then when we get to these resolutions, we need to think about voting results. Directors can vote in favor of things, or they can vote against things. Most of the time, the decisions that get made by the board are unanimous. That's very common that that happens.

That's nice to have, but it's not a requirement. What's more important is having consensus. Consensus doesn't mean that everybody is jumping up and down, excited. "This is perfect. Great. Wonderful. I love it."

It's more about: "You know what? If I think about the long-term best interests of the organization, yeah, I can see how this might be the direction we want to go. Not my idea of what would be an ideal solution, but I can live with it."

A lot of times, directors are really acting on that idea of consensus, rather than super being in favor of it. But this idea of being *against* is really important. A director dissent, “I’m against this resolution,” must be recorded in the minutes.

So, if they refuse to have their name recorded in the minutes, it doesn't count. We don't have any indication that they voted against it. It's all in favor.

If they record their name in the minutes, they're saying very specifically, “I am not voting for this. I'm against it. I want that noted in the minutes. You're going to put that in the minutes with my name beside it, that I have dissented to this.”

That's the only way they can dissent. They cannot dissent and not have it recorded in the minutes with their name.

Sometimes, directors will abstain. There are times it's appropriate and times that it's not.

Sometimes directors don't like a decision, but they don't want to vote against it. So, they decide that they're going to abstain. If they abstain, again, their name has to be recorded in the minutes. If they don't have their name recorded in the minutes, it counts as a vote for the initiative.

The only time it's really appropriate to do abstentions is if a person is conflicted. I would be very clear in the minutes, this person had a conflict of interest and abstained from voting.

Or perhaps they weren't present at the meeting that minutes are being approved for, so they don't want to approve them, because they don't really know what happened there. That can be an appropriate case.

It's *not* appropriate for directors to decide they want to abstain just because they don't want to make the decision. That does happen sometimes.

What they're really doing in that case, they're telling the court, “I'm abstaining because I didn't want to do my job, my fiduciary duty, as a trustee in a trusted position to make decisions on behalf of the credit union. I decided I didn't want to make a decision today on this.”

Sometimes we're counseling our directors, helping them to understand a little bit how things work in the minutes. So [these are] really important little bits around voting and abstentions here.

In-camera sessions. Now you might be familiar with the term, “in-camera,” or you might not. It basically means, in private or secret, but in private sessions.

Sometimes, they're also referred to as “executive sessions” or “non-executive sessions.” The terminology can be very different. But typically, there is a session where the executive officer may be present. Maybe an internal auditor only is present in that executive session.

It can be with an external consultant. Often an audit committee will meet with the external auditors without any members of management in the room, so that they can check in with the external auditor and say, “Hey, were you pressured by the management team to provide a clean report when you really have some concerns about it?”

The last type of in-camera session is one that has directors only, or perhaps even independent directors only. If you have independence requirements for that session, it will be an independent directors-only session.

These types of sessions will sometimes happen at the beginning of a meeting. I caution you always—you can see “beginning” here and “near the end” here—hold these sessions within the bounds of a duly called meeting.

The meeting was called to order. Then we had an in-camera session. Before we terminate the meeting at the end, that's when we have the in-camera session. We don't terminate the meeting, and then have the in-camera session, because sometimes there might be decisions that come out of these sessions.

So going back, those directors-only sessions typically will happen near the beginning. Sometimes, that's the chair wanting to just have a quick chat with the directors. You know, “Is there anything that we really want to focus this meeting on? Are there places we want to be challenging management about this item?” Whatever the case may be.

Near the end, it's best practice to have one session with the executive officer present. Say, “Hey, how are things going? Do you have concerns with any of your team members?” Whatever that discussion is like.

Then, [have] one with the directors or independent directors only, and the executive officers [have] left the room. There, you talk about the executive officer and say, “Hey, do we have concerns about this person? Do we think they're being supported by the team? Do we think they're not managing appropriately?”

Ideally afterwards, after the meeting is terminated, the chair goes down the hallway and talks to the executive officer about anything they need to talk to them about that came out in the Independent or directors-only session. That's typically how that works.

“During” only happens if something very critical is going on. Maybe there's a potential conflict of interest that needs to be determined before the board can move on to a particular item. Or there might be a critical issue with a member of management, and there may be some discussions and decisions around that.

So, we're always trying to include these in the minutes. I'll talk a little bit about what kind of information to include.

If there are any decisions that your credit union is required to make, or makes during those in-camera sessions—maybe you're required to do CEO compensation in a directors-only or independent directors-only session—you're going to do that in-camera, and you're going to make sure that information then gets reflected into the minutes.

Or, if for some reason, there's a need to terminate the executive officer, that will also absolutely need to be minuted.

Some organizations decide that they're going to put a very brief description of some of the other discussions that occurred in the in-camera session. This is a double-edged sword. I really want you to think critically about it, because if you're saying for three or four meetings that the board discussed CEO performance, a good litigator will turn around and say, “Well, you were discussing performance. If you have to discuss it all the time, you must have been worried about it, and yet you didn't get rid of the CEO. Then something terrible happened that seems to be the cause of the CEO and board. It's all your fault.”

Or you might be talking about, “How did the meeting go? Or, “Are we going to do anything differently next meeting?”

Again, I think it can be a little bit of putting yourself at risk by putting too much information in these in-camera session minutes. Typically, I will simply say that, “Following the session, the chair advised that there was nothing to be noted in the minutes.” Or, “The following decisions have been made...”

So, I leave it at decisions, or that they are just dealing with those conversations internally.

Lastly, I want to point out the difference between “adjournment” and “termination.” It used to be like 60-plus percent of organizations were using “adjournment” when they really meant “termination.” They are two completely different things.

“Adjournment” means it's being continued later, at some later time and date. So, if you adjourned your last meeting, and you've got another meeting scheduled, that meeting is actually still kind of going on, which is weird.

“Adjournment” is for the times when you're meeting, [and] you get to 5:30 in the afternoon, and go, “Nope, we're going to continue tomorrow, anyway. So, we're just going to adjourn now, and we're going to finish these two or three items in addition to our other work tomorrow.”

So, you're “adjourning,” restarting the same meeting. Otherwise, if you're planning on having a meeting now, completing it, and then having a brand-new meeting three months from now for the next quarter, ideally, you are “terminating” the meeting.

If you don't like the word “termination” for whatever reason, you can find other language that works for your credit union, [such as,] “The board agreed that the meeting was “closed” or “completed.” But “termination” is the most common language.

00:54:13:08 WHAT TO LEAVE OUT: INFORMATION TO EXCLUDE FROM MINUTES

Okay. I'm going to talk a little bit now about things to leave out of minutes. Some of these might surprise you.

This one ideally won't surprise you. We've talked a lot about the Goldilocks principle. We don't want transcripts. We don't want word for word. We don't want what was said.

We want what was talked about. So, we want to be more at a higher level.

00:58:21:04 - 00:58:47:10

And of course, we want the level of detail needed to support the business judgment rule—that idea of what was received by the board, what was presented to the board. What did the board discuss with management? What did they discuss among themselves? Did they challenge management on anything? And then, they made their decision after that.

00:58:47:10 - 00:58:58:01

Again, we want to set out all of those pieces of due diligence within the minutes.

00:58:58:03 - 00:59:42:10

Opinions are another area that can be quite difficult to actually put into practice in minutes. We have a tendency to use editorial language. Or, executive officers are likely to say, “Oh, sales were great last quarter. We were up 40% over last year,” as opposed to saying just factually, as we would want to say in minutes, “Sales were up 40%.” Because we don't know if “up 40% over last year” is really great.

It might be great for us. But what if all our competitors' sales were up 80%, and we're actually falling behind?

Wherever we're presenting information, we want to be presenting factual pieces of information, not editorializing, not talking about how something was fantastic or terrible, etc.

A lot of organizations will have an exception to the rule, where they might decide they're passing a resolution, or they're recognizing a director in the minutes for their past service.

01:00:20:21 - 01:00:47:29

I think that that's mostly okay. But sometimes, we're going to find out later that maybe that director has something come out about them that is not so good, that they are not such a great, wonderful person that we said in the minutes. Now it makes it look like we have poor judgment in hindsight.

01:00:47:29 - 01:01:14:10

I prefer those kinds of things—including congratulating management—those kinds of things go outside of the minutes. Did they happen? Yes. Are they right to include in the minutes? No.

01:01:14:12 - 01:01:44:22

There are number of formalities that we tend historically to have included in minutes, or included more in minutes than is necessary. There is no requirement that I know of in any statute—although perhaps the bylaws or rules for your organization say something different, it's unlikely. I've very rarely seen that, but it's a good thing to check on.

01:01:44:24 - 01:02:18:00

But we don't have to approve the agenda. Can there be a discussion about the agenda? Can items be moved around at the beginning of the meeting? Absolutely.

Do we need a mover and seconder and a resolution to pass the new agenda? Not required at all.

We also are not required by law or statute—but again, check bylaws and rules in case there's a difference—to record the names of movers and seconders. Again, I don't like naming names in the minutes, with the exception of people making presentations.

Members of management, or even directors who are reporting as the chair of a committee, I will say, “This person, chair of this committee, reported on...” and I will identify a director there. But movers and seconders are a place where litigators can go and say, “Look, you moved [that] this item be passed. You must have been more in favor of it than everyone else on the board.”

So, they try to paint a target on directors when they've moved or seconded things. A better way of doing that is just to indicate the motion duly made and seconded. “It was resolved that...” and go on with whatever the decision was that was made.

01:03:17:10 - 01:03:42:09

So, we don't have to record the names of movers and seconders. We also don't have to provide detailed legal references. I would be very likely to say something like, “There was a quorum for the meeting as set out in the bylaws,” as opposed to saying, “The meeting had a quorum as set out in section 2.9 of bylaw number one, passed on whatever day.”

01:03:42:10 - 01:03:58:02

Right? We don't have to go into that level of detail. We want to make it so that we're not having to fact check all kinds of details all the time in those minutes.

01:03:58:04 - 01:04:22:17

Embellishments. This is going back to that idea of passing resolutions because everybody intended to have it passed, and let's just pass it. Or sometimes a member of management will come and say, "Hey, can you please include this sentence about this in this particular presentation?"

I would be like, "I don't have any reference to that. I don't remember hearing that."

"I know, but it's something that we need to include."

And it's like, "Well, did you actually say that during your presentation?"

"Well, no, but it's really important, and it should be reflected in the minutes."

It goes back to that idea of accuracy, right? We have to explain to that person that I can't include something in the minutes that didn't happen in the meeting.

01:04:47:09 - 01:05:15:05

Now ideally, likely, it's already in the briefing package. It's in the materials that were provided to the board in advance. And if the board didn't question it, then that's just what happened. So, we have to explain to people and help them understand that we can't put things in the minutes that did not happen.

01:05:15:08 - 01:05:41:18

The way we can fix a missed resolution, we have a couple of things. We can do a resolution in writing. We can do a meeting. We can call a quick meeting.

In a meeting, I just want to remind people that majority rules. So, a decision can be made, typically with 51%. Again, your rules or bylaws are going to set that out. But most often, normal things are 50% of the directors, plus one, are going to make the decision.

If we do a resolution in writing to correct and capture a resolution that is missed, we have to get 100% of the directors to sign that resolution in writing. So, we have a lower bar, if we do it in a meeting, but there's typically more arranging.

We need 100% of directors if we're doing it in writing, including these days, even conflicted directors. And, from what I've seen from law firms doing that, they will say that this person is conflicted, but signing in accordance with whatever the section of the act is that says 100% of directors have to sign.

So, it's making sure that they're not getting into trouble on their conflict, but still having 100% of directors signing.

01:06:44:14 - 01:07:08:09

Sometimes you can circulate those through your board portal. It might even have some signing features in it. So, if you've got a board portal, the directors might be able to sign those resolutions within that.

You can do it electronically through things like DocuSign. I don't recommend you do it by email voting. There are a couple of reasons for this.

01:07:08:11 - 01:07:37:23

In order for my minute book to be complete, I have to have the signatures or responses from everyone. Now I've got this pile of emails that are part of my minute book, and sometimes the directors are adding extraneous details, or discussion, or complete other matters that I don't want to have included in the minute book. So, I don't recommend we do those by email voting.

01:07:37:25 - 01:07:52:16

I would just do a resolution in writing and circulate that. That might get circulated by email, but not with the voting option in emails.

01:07:52:19 - 01:08:30:22

Okay, this is a new little piece that I have just recently added here, because it's a question that is coming up fairly frequently, and that is about minutes and AI. Artificial intelligence can be really helpful for summarizing discussions, but it's not a good idea for minutes. There are a number of issues around this. Some of that is around information security.

01:08:30:24 - 01:09:07:11

We don't know where it's going out to. We don't necessarily know what's happening with it. If we're a very large organization, large credit union, and we have some internally managed major agreement with a huge service provider AI system that we're going to use within our operations, that's probably a different case. But to go and get something like Otter or Loop to summarize information is really not a good idea.

01:09:07:11 - 01:09:54:16

It is probably not getting the right information. It's not built necessarily to demonstrate due diligence. It doesn't have in place our understanding of context. So, we need be really careful about these things.

At the end of the day, we have to be able to judge the writing and how it was done. It is us as the corporate secretary, our recording secretary, and the directors and the members of management, who are going to be on the stand in court defending those decisions and actions in minutes.

01:09:54:19 - 01:10:19:05

It's not going to be AI. So, we have to be really careful about that.

Will this change over time? Yeah, likely it will. It might change a lot over time. But at the moment, [it's] not a good idea.

You can consider, if you've drafted something, saying, “Hey, I've got this big, long sentence, and it's terrible. There's nothing identifying about the company in it.” I'm going to put that sentence into Microsoft's Copilot, and I'm going to say, “Can you help me simplify the wording?” Right?

Definitely think about whether it can help you, from time to time, simplify some things. But at the end of the day, it is our names, reputations, and our potential liability—ourselves, our directors, our credit union, and our members of management—so we have to be really diligent about that.

01:06: 39:07 POST MEETING: MINUTES MATTERS AFTER THE MEETING

So, after the meeting, we're going to talk about a few minutes matters that come up. We might have some follow ups to do, making sure that people know what resolutions were passed.

If they are waiting on starting a project, to know that the project was approved. How do we have a process for doing those follow ups?

What is our process for doing the minutes themselves and getting feedback on those?

If we record minutes or meetings in any way, how are we dealing with those records? What kind of records retention are we doing? And how are we managing records, as well?

So, lots of things to think about there that are in reference to the minutes.

For follow ups, I like to see organizations doing a debrief meeting, led by the governance professional, or the board support person, maybe the executive officer, just saying, “Hey, okay. Is everybody on the same page here with the committees and the board? We came to these decisions. These are our carry forward, or action items, that we're going to keep track of and make sure that they get handled at some point in the future, at an appropriate time.”

We're going to communicate the decisions that we've made. Sometimes, there's a need to provide a certified copy of particular portions or particular resolutions passed. So, sometimes that will be the case as well.

We do go into a lot more detail on the carry forward or action item tracking in Module Four, the strategy forward agendas sessions. So, if you're looking for some more detail around that, it is included in that module.

When we go to draft the minutes, again, there's typically more than just drafting. It's preparing a draft, then reviewing as needed with members of management or particular people who have expertise.

Maybe [that's] someone in our accounting group on the information around the financial statements, if we're not certain that we've got a good summary. Then maybe it also is going to the executive officer for a review or any input, before it goes to the chair of the committee or board for review.

Then, we may be getting comments back, and we have to understand how we're going to incorporate those comments or make some decisions. Sometimes, we have people commenting that are providing some wordsmithing that is maybe not particularly helpful. Other times, we get people who are providing some really important comments that need to be put in and making sure that we have the documentation that we need.

If we have made reference to an agreement that was approved by the board, is it attached? Is it in our briefing materials package? And do we have a reference in the minutes? Those types of issues?

A lot of organizations will set up a pre-approval process to make it clear as to who is doing what if there are timelines, if there are commitments to the board. So, we're going to draft the minutes within a certain number of days. The person drafting is going to check with internal experts as needed, and the executive officer is going to have a review of it.

Then, it's going to go to the chair, and then comments that are received are going to be incorporated. The chair is going to make sure that they're comfortable with that. Then, we're distributing it to the other directors.

Ideally, this distributing to other directors is well in advance of the next meeting, especially if we're only doing quarterly meetings. The sooner we get them the minutes, the more likely they are to remember what has happened and be able to give any appropriate comments.

It can be helpful to make sure the directors understand this process and understand that the chair has already approved what is contained in the minutes from their perspective. So, are there changes that they really think have to be made, or are they just asking for things that they'd like to see reworded?

Sometimes, having the approval process set out can help them to understand that the minutes have been appropriately prepared and are not necessarily in need of wordsmithing, but would benefit if there was something that everyone missed that they are aware of that needs to be included.

Approvals. Formal approval typically occurs at the next meeting. We have a May meeting, and the minutes get done up and sent out. Then whenever our next meeting is, if it's in July, that's when the minutes actually get approved by the board. At that time, I get the minutes signed off.

Again, you can do this electronically. You can do it physically. I like to have a physical copy that's signed, and I like to have it signed by both the chair and the recording secretary, because those two people are the ones most responsible for the content of those minutes.

One was there entirely to record what happened in the meeting and put it into an appropriate minutes format. The other was the chair of the meeting, paying attention to everything as it was going on. So, they are the people who are in the best position to sign off on that meeting.

Then, if we are brought to litigation at a later date, it's really clear who has approved [the minutes] and that these are people who were intimately involved in the preparation of those minutes and the meeting itself.

Usually that happens as soon as the formal approval is done. Then we have to make sure that we're getting it into a minute book, and any electronic backup of that minute book we have, if we have a physical minute book.

More than just your board and directors have a right to see the minutes. This is a question here. But I'm going to go down and let you know the answers.

So typically, members do not have the right to see board minutes. Again, there could be something in your rules or bylaws that say different. You would have to look and see, but not normally. It's possible that your members do, so please do check your bylaws and rules.

Your directors have the right to see board minutes. A tax authority has the right to see board minutes for a board, and in fact, committee minutes and all minutes for the period of time that they are reviewing.

So, if your tax authority is reviewing 2022, then they get to see minutes from 2022. They don't get to see the whole minute book. They only get to see minutes from 2022.

Journalists *absolutely do not* have a right to see board minutes, ever.

Your auditors, provided that they're your auditor, or they're the audit authority. If you've got a financial regulator that has an audit authority, so they're an authority, or they're your own internal and/or external auditors, *absolutely*.

Employees. Unless your employees are members, and you've checked in your rules, and the rules say that members are allowed to see the board minutes, which is unusual. I'll stress that, again. Your employees are not authorized. They do not have a right to see the board minutes.

Some employees will definitely see them. The executive officer, other executives, whoever was preparing the minutes, even if they're not a corporate secretary for your credit union.

Litigators will only have a right to see board minutes in discovery. So, there will be some very specific limitations on what they can and cannot see, but litigators will have the right.

They will also have the right to see any drafts of your minutes, any back-and-forth emails about your minutes, etc. So, it's really important that once your minutes are finalized and signed off on...I make sure that my records retention policy says at that point in time, I delete all of the previous versions, all

of the draft versions, any handwritten physical notes that I have. I also remind members of management and members of the board to do the same.

I think way back at the beginning, I mentioned something about one true set of minutes. I do not want litigators in discovery seeing all of these handwritten notes, which may or may not mean what they literally say, right?

Somebody can realize that they've forgotten to pick up their kids and write onto some board materials that are backup to the minutes, "Drat." And it's not about the project that's being presented on that page.

Or "Ugh." It's not about the project that's being presented on that page, and there was nothing that they needed to do or say in the meeting differently from what they did. But a litigator is going to decide that that, of course, means that they thought that was a bad idea, and they didn't bring it up.

So, really important to make sure that that's understood within your organization, within your board—one true set of minutes. So, the fewer versions and back and forth I have at the end of the day, the better. My one true set of minutes.

And, as a right to see, a regulator that regulates my industry, that regulates credit unions, or that regulates any financial institutions in my jurisdiction, may have a right and will have a right to review board minutes.

So, [it's] really important, not everybody gets to see board minutes, and we need to know who can see them, and when they can see them.

Cleaning up the meeting records. Again, we want to get rid of electronic versions. We should have some understanding of how our IT department does backups and how we can do deletions from those. We want to, as I mentioned, get rid of our notes, our drafts, and if we took a recording of the meeting, get rid of that as well.

My concern around recordings, especially those done via the computer, through Zoom, or Microsoft Teams, or whatever we might be using, is I don't know where they're kept. I don't know how long they're kept for. I don't know that I can delete them, and they're immediately deleted. I don't have control over them. So, I don't like to see organized actions using recordings.

It also tends to push us towards having even wordier minutes, because we're going to not only go through the meeting, but we're going to listen to the meeting, and then we're going to capture all kinds of things we missed when we were taking our initial notes, and there's going to be a lot of work around that.

So, we need to control access to who can see it. We talked about those board meetings earlier and who can have copies. Very rarely do we give out copies, but sometimes we will provide copies—or, if we keep them electronically, access to the electronic version—to people like our auditors or tax authority on a limited basis. So, identified minutes that they get to review.

Records retention. Ideally, we have developed a policy that covers corporate documents, because they are different than things like tax and financial documents. So, tax documents, you'll have a set period of time—typically seven, maybe ten years, depending on your jurisdiction—that an organization has to keep those records for. Our documents for our credit union, though, our bylaws, our incorporation, that stays for as long as we exist, plus an extra 7 to 10 years.

So, we never get rid of that information. We don't get rid of old minutes. We don't get rid of old board packages. Those get maintained. But we do want to have a policy that says once the minutes are final, we get rid of all notes, and we tell management and the board to get rid of all their notes, right?

We want to have that written as a policy, and make sure it's communicated to the management and directors, and make sure the policy is being followed and enforced as well.

01:21:25:10 TOP PRACTICE TIPS

Okay. I'm going to share with you some top practice tips that you may find very helpful. Some of them you might even find a little bit annoying.

So, skeleton minutes. If you're not familiar with skeleton minutes, and if you haven't used them before, I recommend that you try them. You might want to use them two or three times before you decide you don't like them or you do like them.

I set these up as a Word document, and basically, I'm doing the minutes, a version of the minutes, without all of the discussion items. I'm still going to have my opening details, the time it started. I'll have a blank for the time it ended. I'll put in who I think is going to be there, right? And then I can move regrets to the “regrets” column. The members of management I think that are going to be there, that initial information about who acted as the board chair and secretary, all of that stuff is going to be populated. Then all of my agenda items are going to be populated as sections.

If I know we're going to be asking for a resolution to approve the financial status, I'm going to populate that in. If it doesn't happen, I'll take it out.

I go ahead, and I put all of this information in. I might even have some standard opening information. “The financial officer reviewed the financial statements with the board.” Then noting that...and I might even know some of the things that might, or are likely to be, noted. Then, I'm just going to leave myself some blank space.

So, after the package goes out, the board package goes out, I prepare my skeleton minutes. The day of the board meeting, I open a version of that, and I save it as, “with notes.” Then I just take my minutes in that skeleton, ideally getting stuff in the right section at the right time. But if not, I can clean that up later.

Then, what I'm left with, when it comes time to actually prepare the minutes from that document is, instead of writing and creating a document that's the whole minutes, all I'm doing is going through,

piece by piece, and editing down my notes to a nice level of detail that supports the business judgment rule in each of the sections. I've already got resolutions in there. I've got all kinds of stuff.

So, I prefer that. I never used them for years and years, then I used them a few years ago with a particular engagement that I had. It's much easier. It's much faster for me. And I write minutes quite quickly, but it's because I've been doing it forever.

I write them quite quickly, but it's still much faster for me to edit a set of skeleton minutes down, than it is to write minutes from written notes, or from a separate document, and then pull them all into a document that I'm calling my minutes. So, skeleton minutes can be a real help and can help speed it up, make it easier to do.

Number three. "Say what?", I call this. I know almost every board has one director that finds every single typo. It can be a big frustration for those of us who prepare the minutes. I used to recommend reading it aloud, because we tend to stumble or notice errors when we read something out loud that our brain automatically fixes when we are reading silently.

But now, Word has this lovely "read aloud" function in it. I don't even have to strain my voice reading it aloud. I can simply have Word start reading it. I like to look away and not follow along in the document. If I hear something weird, I just hit my pause button, and I go look. Oftentimes, I will find a typo there.

Obviously, if there's an actual wrong word or something, that will be really clear. But sometimes, it will just sound weird, and I think, "That really needs to be reworded." That can be a really helpful way to get more accurate minutes.

Changing your format of minutes. If you take away from this, we're putting too much detail, which is the most common problem I see with minutes, 100% most common problem, too much detail. You decide we're going to reduce the detail. Write a quick memo. Throw it at the front of the minute book or in a file called minutes, or in your standard operating procedures around minutes. Throw it in there.

That says we learned about best practices in minute writing. We realized we were putting too much detail and too much naming persons that ask questions and setting out the exact question and the exact answer. So, we are changing it to be more general and cover the things that were talked about, as opposed to the things that were said.

Whatever, however, you want to word that, put that as a memo. If a litigator ever comes in and says, "Hey, your minutes used to be 20 pages long. Now, all of a sudden, they change to ten pages long. Why did you start leaving all of this information out? What were you doing? What are you trying to hide?"

It's like, "No, we're not hiding anything. We did a best practice review, and we determined that our minutes were having too much detail in them. We wanted to make sure that they were appropriately showing the discussions that the board had. So, we did this, right?"

Just give yourself some backup about any changes that you decide to make, based on today's session.

This last one: Time is of the essence. Write the minutes, draft the minutes as soon as you possibly can. I know that's super annoying, but I will, even within two or three days, have a less good memory of what was said than I do the day after.

So, make an agreement with other members of the management team today. The day after the meeting is minute-writing day. "I'm going to be closed in, closed off doing that, and I will come out from time to time if you need me. Otherwise, please do not disturb me."

The sooner you can possibly do it, the easier and faster it is for you to write them. So, it is actually worth pushing them and setting up a system so that you can get them done as soon as possible—ideally, the next day after the meetings.

01:29:16:01 WRAP UP: TOOLKIT CONTENTS

We have a quick wrap up here. I'm going to talk to you a little bit about the toolkit contents. In addition to this webinar recording, we've got a quick reference guide of about 20 pages or so that goes over a lot of the stuff included in the webinar. That is a quick, flip-through guide for you.

Oh, sorry. That's the guidebook. The quick reference guide is a two-pager. That one's really wonderful for maybe taking a quick look at just before you go to write minutes. It's got some good reminders in it. And then, of course, the guidebook has got more detail that you can flip through.

There is a board minutes format in Word. Again, this is not the be-all, end-all, but it does contain some of the formats that I typically use, some of the wordings that I typically use, and that can be a great starting point for your skeleton minutes, if you like. There's also a committee minutes format in Word as well.

As a bonus, there's a gift certificate toward the purchase of AAA+ Minutes, which is the book that I wrote on writing minutes, because when I learned to write minutes, there was no book to guide me at all. That is another resource that you can consider. So, AAA+ Minutes, you can get that at Governance Studio, dot CA, slash shop.

There's a gift certificate number here for a discount on the book itself. The book goes into a lot of detail about pretty much everything that we talked about today, and maybe some other things that I don't have in the session. It is something that you can have as a reference as well.

There are some other resources here that I've provided that you can take a look at. Not included on this list is, plainlanguage.gov. That gets referred to in the board communication session in Module One.

Plainlanguage.gov is a website of the US government that is about plain language. It's got some great exercises that you can work through, if you're wanting to make your minutes more plain language and wanting to understand and have some practice at doing that.

So, that's a really good one. And then there are some additional resources here as well for you.

01: 32:06:22 CLOSING & CONTACT DETAILS

Today's session has been brought to you by CUES, in collaboration with Stabilization Central Credit Union, and my organization, Governance Studio.

I'd like to thank you all for your time and attention today. If you still haven't had a chance to sign up for a Fiercely Practical Governance newsletter with lots of little tidbits that come to you on a regular basis, there is a link there.

If you do have questions following this session, please do feel free to reach out to me, via my email or phone if you wish.

This is Module Number Five. It's the last module at the moment in the Governance Toolkit series. So, thank you all very much. And I very much appreciate, as I said, your time and attention.

I hope you find this really helpful. See you soon. Bye for now.

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