

Meeting Minutes: Lessons from the Field

By **Kayla Wagner**, Senior Editor, *The Governance Institute*

Carefully crafting meeting minutes is a critical piece of supporting hospital and health system boards. Meeting minutes provide an accurate and official record of governance proceedings. This record is essential to proving that board members are discharging their fiduciary duties with good faith and being diligent and attentive when making decisions and executing their oversight responsibilities.

While there is no one-size-fits-all approach to minute-taking, this article provides some best practices gathered from governance support professionals at The Governance Institute's member hospitals and health systems. Governance support professionals should work with general counsel to ensure they have a calculated approach to creating minutes. If done properly, meeting minutes can ultimately reduce the potential legal exposure for board members, which is important given the intense regulatory environment that exists in the healthcare industry and the increasing focus on director accountability.

Always be prepared:

- **Read the meeting materials ahead of time.** Boardroom discussions are often detailed and robust, and the pace of conversation can make it challenging to zero in on the right details. Knowing and understanding what will be covered in the meeting makes it much easier to follow along with the discussion and summarize key points.
- **Request presentations in advance.** Receiving these materials beforehand will allow you to know exactly what will be presented to the board and review them to make sure they meet any set guidelines. This will also give you a chance to highlight what is important before the presentation even takes place.
- **Have the tools you need.** Just as you ensure that board members have the right tools for the meeting, also make sure that you have what you need (e.g., extra writing pads and pens for handwritten minutes, a laptop or phone to keep a record of time, a charger for any electronic devices, knowledge of how to

manage a hybrid meeting where some members attend in person and others join virtually,¹ etc.).

- **Have the meeting packet in front of you during meetings** so that you can follow along and see all documents as they are discussed.

Include fundamental details:

- **Note the meeting date, time, duration, and location.**
- **List all participants**, separating board members from invited staff, advisors, and guests, and those absent. It is generally helpful to jot down attendance as people arrive, and include whether they are joining the meeting in person or virtually. Other items that are good to indicate are who the voting members are and if anyone leaves early.
- **Include the names and titles of all individuals making specific presentations.**
- **Add the nature of the meeting** (i.e., whether it is a regular or special meeting).
- **State whether a quorum is present**, if it is not clear from the list of attendees.
- **Note any handouts, documents, and other materials that were introduced or relied upon by the board.** There is no need to reiterate information contained in these materials in the minutes.
- **Highlight main items of discussion.** This may be satisfied by attaching a copy of the agenda and noting any deviation from it. There is no need to include *every* topic discussed. For example, you do not necessarily need to record specific comments or questions asked, unless they are a significant part of the discussion.
- **Emphasize confirmation of all action taken**, including adoption of resolutions. Here it is best to include factors that were material to the decision; the consideration of advantages, disadvantages, and alternatives; and whether the action is to be approved by the board or forwarded for more information.
- **Record conflicts, dissents, and abstentions.** Minutes should reflect those directors who refrain from voting or participating in the discussion due to identified conflicts of interest, as it is vitally important to establish the disinterested nature of any board action. In addition, the current liability environment suggests accommodating the interests of individual directors who wish their dissenting vote or abstention be reflected for the record.

1 Marian Jennings, “[Practical Tips for Better Hybrid Board Meetings](#),” Governance Notes, The Governance Institute, September 2021.

“I keep a spreadsheet of decisions made by the board and its committees. This minimizes the need to hunt through old minutes searching for when something was approved.”

— Amelia Gulkis, Network Board Administrator, *The University of Vermont Health Network*

→ A Note for Governance Support Staff at Public Hospitals

If you are supporting a public hospital board, your board most likely must comply with the state’s open meeting laws. Minutes for these boards may have certain requirements. Ensure that you are familiar with and following these guidelines. Public hospital board meetings are also a permanent record, so when writing the minutes, consider whether someone reading them 10 or 20 years from now would clearly understand what the meeting was about.

Be clear and concise, sufficiently detailed:

- As mentioned above, **the details of the discussions and conversations should be summarized.** There is no need to transcribe the entire meeting. Whether or not to practice long-form or short-form minutes is up for debate. There is no best practice here, and state corporation codes typically do not address the amount of detail that should be contained in the minutes.² But, take time to think through what method will work best for your board and committees and why.
- **Format meeting notes to follow the agenda,** which should have been sent out at least one week before the meeting so board members come prepared.
- **Have a consistent format that is used for the minutes of all boards and committees within an organization.** To ensure this happens, governance support staff can:
 - » Create a meeting minutes template that all governance support professionals throughout the organization utilize.
 - » Distribute a style guide with minute guidelines for all board support staff to follow.

2 Michael Peregrine, “[The Basic Principles of Corporate Minute Taking](#),” Governance Notes, August 2015.

- **Draft meeting minutes directly after the meeting**, as soon as you can, while the information is still fresh.
- **Write with the mindset that the minutes are being reviewed several years in the future by someone unfamiliar with the organization.** Therefore, be specific (e.g., spell out acronyms and abbreviations, identify staff members by title, etc.) and ensure minutes are clear and easy to understand.
- **Always take time to proofread and spell-check the minutes.**
- **Note any follow-up that needs to happen** and ensure these items are taken care of in a timely manner.

“During the meeting, our board will ask staff for information that may not be readily available and will need to be sent after the meeting. I make a star with a red pen in my handwritten minutes next to the requests for information, so they are easy to spot. Then I reiterate the follow-up requests at the end of the meeting. I also write all follow-up requests on a separate writing pad, so they are all in one place.”

—Melanie Talbot, Chief Governance Officer and Board Clerk, Maricopa County Special Health Care District Board of Directors, *Valleywise Health*

→ Are Minutes for Executive Sessions Necessary?

It is generally unnecessary to take detailed minutes of executive sessions, unless there is an important executive action taken, as long as some written record is kept confirming the session was held, its participants, and the date, time, location, and duration of the meeting.

Properly handle meeting records and follow-up:

- **Ensure that meeting minutes are promptly reviewed and approved by the board.** It is best to do this as close to the meeting as possible. Also, be sure to discourage excessive editing by management or the board to avoid any suggestion of a lack of integrity in the minutes.

- **Handwritten or typed meeting notes should be deleted as soon as the minutes are final and approved.** Also, discourage board members from taking their own notes. Directors may wish to take notes regarding the meeting so they can refer to them when reviewing the draft minutes, but there are liability risks associated with such practice. Ideally, the final minutes approved by the board (and materials incorporated by reference) should be the only record of the board or committee meeting.
- **Keep meeting minutes for a time period equal to the longest statute of limitations applicable to hospital operations** (usually five years but can be a specific state law question). When purging outdated records, as with anything, be sure to dispose of them safely by shredding the files. Archiving these records in electronic storage will simplify file maintenance.³

Governance support professionals should have a solid process in place that ensures they are effectively putting together meeting minutes, working with the board to ensure minutes are complete and accurate, and carefully storing these documents so that they are easy to access and sort through if needed. Well-prepared minutes will provide evidence of the thoughtful and deliberate fiduciary actions the board has taken to help the organization fulfill and advance its mission. This can create a lifeline for the board should any legal questions arise.

The Governance Institute thanks its [Governance Support Editorial Board](#) members for sharing their knowledge and experience for this article.



3 [Governance Support: A Behind the Scenes Guide to Ensure Your Board is Prepared, 2nd Edition, Elements of Governance](#), The Governance Institute, November 2017.