

Frequently Asked Questions About Meeting Minutes Requirements

Part of a series of MANP documents created to enhance understanding of the rules and regulations governing Maine's nonprofit organizations.

Purpose

To provide a summary of the federal, state and local regulations pertaining to minute-taking by Maine nonprofit corporations

Note: This FAQ is provided solely for informational purposes, and no one should rely on it as legal advice. You are strongly encouraged to consult a qualified attorney for advice on any particular situation.

Introduction

MANP often fields questions about nonprofit meeting minute requirements. These questions range from, "Are minutes required?" to "Should our minutes be reviewed to an attorney?" In an attempt to provide a comprehensive summary of the rules and regulations, we contracted with *Robert H. Levin, Attorney at Law* (www.roblevin.net), to draft this whitepaper.

FAQs

Are meeting minutes required for our Nonprofit Corporation?

Yes, under the Maine Nonprofit Corporations Act, minutes must be maintained for every meeting of the members, the Board, and any committee that has the same authority of the Board, such as the Executive Committee. (Even if not required for other committees, minutes will be invaluable as the institutional memory of that committee.) All approved minutes should be kept in a safe place (preferably fire-proof), just like other important documents.

Why is it important to approve minutes?

To make sure the discussion and decisions are accurately recorded, minutes must be approved. This process gives the Board an opportunity to correct any errors or indiscretions. Furthermore, only "approved" minutes carry any legal weight.

What should we include in our minutes? How detailed should they be?

There is no standardized level of content and format for minutes. As a legal matter, your minutes should contain enough information to show that the Board reasonably came to reasonable decisions. As a practical matter, your minutes should be detailed enough to serve as the organization's institutional memory. Some minutes are much too detailed, containing every person's words as recorded verbatim. Other minutes contain only a vague description of the subject matter that was discussed. It's best to find a happy medium between these two extremes. Proper minutes will include: the date, time and location of the meeting; board members in attendance and absent; motions made and by whom; a brief account of any debate; voting results; names of abstainers and dissenters; reports and documents introduced; future action steps (highlighted in bold or placed at the beginning of the minutes), and the signature of the Secretary. It's also important to have the minutes reflect that a quorum was reached, as any decisions made in the absence of a quorum are vulnerable to legal challenge. Furthermore, some organizations record important decisions in the form of Resolutions and keep these in a separate binder for easy access.

How do we keep track of confidential information without disclosing it in our minutes?

Any discussion involving confidential or sensitive information (such as personnel matters, pending transactions, or potential lawsuits) may be discussed in Executive Session, which is a confidential portion of the meeting. Confidential "Notes" of the Executive Session discussion should be recorded and maintained, but in a separate document from the minutes, clearly marked as confidential and distributed only to those involved in the discussion. Any decisions made in Executive Session (e.g., the termination of an employee) may be recorded in the regular meeting minutes, as appropriate.

Who should record our minutes?

Although it is the legal requirement of the Clerk or Secretary to record and maintain custody of meeting minutes, the task of taking the minutes can be delegated to anyone. For staffed organizations, the office manager (or other clerical position) often will take minutes. The person taking minutes should not be central to the discussion at hand, or else he will be compromised by having to do two important tasks at once.

Should our minutes be reviewed by an attorney?

Legal review of minutes is not required and can be expensive. However, if a particularly thorny issue is being discussed (whether in Executive Session or not), an organization might want to run its minutes by an attorney, along with sufficient background information so the attorney knows your concerns. Larger nonprofits and more conservative organizations routinely have their minutes reviewed by legal counsel.

Are we required to share our minutes with any interested member of the public?

For details on what disclosure requirements apply to Maine nonprofit corporations, see our white paper on [FAQs About Disclosure Requirements + Board Meetings](#).