

Mastering Minuting - Top Tips





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Walter Clark

PARTNER, CORPORATE -
BURNES PAULL

t +44 (0)131 473 6195

e walter.clark@burnesspaull.com



Gary Gray

HEAD OF GOVERNANCE &
COMPANY SECRETARIAL -
BURNES PAULL

t +44 (0)131 473 6103

e gary.gray@burnesspaull.com

Introduction

MASTERING MINUTING

Like the famous Swiss army knife, company secretaries need to be practical, precise and versatile. And that's just the tip of the iceberg.

Company secretaries play a crucial role in the governance of organisations by guiding the board and wider leadership team, and their expertise is also called upon across a hugely diverse range of corporate activities on a daily basis. For many governance professionals, minuting meetings is one aspect of their responsibilities, and not in every case their favourite activity! Although not always understood, there is huge skill in minuting meetings properly, and while the topics covered in a meeting will vary wildly depending on the type of business, there's very much a commonality in terms of the practical issues encountered by those taking the minutes.

Recognising this, we hosted a series of "Minuting Masterclasses" in our offices, bringing together the company secretarial community to share knowledge and their minuting top tips. The panel discussion format enabled people to learn from others who are also at the coal face of minuting challenges, and we've aimed to bring together here some key practical hints and tips from those sessions. Many will be familiar to you from your own experiences, hopefully giving you reassurance that you are not alone! We hope you will also find some new pointers or ways of looking at minuting which help you in a practical way.

Feedback is welcomed and we are also looking to host similar discussion sessions in the future, so please get in touch with us if you would like to get involved and you will be more than welcome.

All the best

Walter & Gary

BURNES PAULL GOVERNANCE & COMPANY SECRETARIAL TEAM

Minuting Top-tips: Part 1

PRACTICAL BASICS

Although some of these top tips may seem to state the obvious, participants at the masterclasses shared brutal war stories where their laptops had malfunctioned or similar practical disasters had been encountered/survived! Getting the basics in order will let you focus on the meeting itself, rather than worrying about technical issues.

Top Tips

- A major recommendation from the masterclasses is that the minutes are taken by typing these in the meeting, rather than taking minutes by hand;
- Make sure you have a back up should your primary approach require to change;
- Bring multiple pens;
- Charge your laptop fully;
- Bring your laptop charger;
- Even if you are planning to type up the minutes, bring a notebook & pen as a back up; and
- Print out the agenda in case your method changes and you are not able to access an electronic copy.



Minuting Top-tips: Part 2

PRIOR TO THE MEETING

There are various steps which can be taken by the company secretary in advance of the meeting, which will assist greatly with the minuting of the meeting itself.

Top Tips

- Together with the Chair, decide what kind of record needs to be created in view of the purpose of the meeting. Are there any specific operational requirements related to the group or committee, any policy and/or legal requirements that need to be adhered to, and will minutes be sent to external regulators, for example;
- Agree a protocol with the chair, and if appropriate the Chief Executive, on the process for the approval of the minutes: who reviews the first draft; and who then reviews it and when and if the draft is sent to the other members of the board;
- If appropriate, talk to attendees before the meeting on any relevant agenda items;
- With important items for approval, drafting the resolution and making it part of the board paper is advisable;
- Ensure the meeting space is suitable for the meeting being held, with sufficient space for attendees - quiet, comfortable, and free of interruptions;
- If appropriate, confirm roles and responsibilities of those in attendance, such as chair, minutes, actions required and timing of agenda items;
- Read the minutes from the previous meeting and the board papers for the current meeting - this will allow you to recall decisions taken; who was allocated with action points; and any outstanding matters to be reported back to the board;

- Remember that minutes serve several purposes:
 - They are a record of a group's decisions and actions;
 - They are a reminder of who was given assignments;
 - They are evidence of deadlines;
 - They are evidence of directors' actions and should be able to be relied upon should there ever be an issue regarding the discharge of their duties; and
 - They are a benefit for people who are absent when decisions are made.
- Ensure all meetings have an agenda agreed and circulated in advance within the requisite timescales required by the board;
- Be familiar with the content of the meeting and the agenda;
 - If you do not understand the content, it is more likely that you will misunderstand what is being said and your notes will reflect this.
- Prepare a template with the agenda items set out so you can type your minutes directly under each heading, ensuring that accurate notes are taken of the order in which the major items were discussed, should this vary from the agenda order;
- Pre-populate the agenda with attendees / download the attendance list;
- Be familiar with the attendees of the meeting so that the minutes are accurate, and speakers are correctly attributed for their contribution;
- Consider using a seating chart for in-person meetings - this will be especially helpful if not all the attendees are known to you;
- Know everyone's position (in addition to their names, you should also know before the meeting begins the positions of the attendees) - The less you must write during the meeting, the easier the task will be;
- Be aware of any reasonable adjustments for anyone requiring them at the meeting venue and during the meeting itself;
- In an ideal scenario, the person taking the minutes will not be a board director, allowing them to focus on the minutes. However, if you are asked to take the minutes and you have participation status it is strongly advised that you pre-write any questions you have prior to the meeting as you will already have your hands full writing down what others are saying; and

- Always make sure you are in good time for the meeting, with all papers ready and/or laptop set up, agenda available, clear where you will be sitting and mobile switched off/on silent.



“

When preparing to minute a meeting and you don't know the people in attendance, ask the Chairperson, in advance, to invite everyone present to introduce themselves at the start of the meeting.

”

Shirley MacGillivray - DEPUTY SECRETARY, SCOTMID CO-OPERATIVE



“

Bring a list of expected attendees to the meeting with you so you can tick them off as they arrive - saves you writing or typing them in the meeting.

”

Clare McFayden - SENIOR ASSISTANT COMPANY SECRETARY, AEGON UK PLC

Minuting Top-tips: Part 3

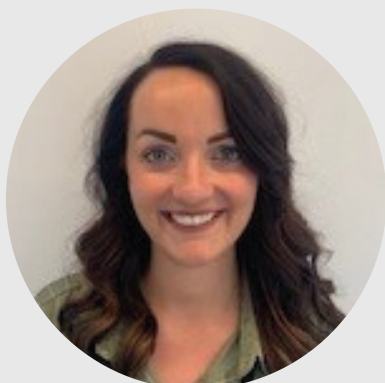
CREATING A TEMPLATE

It's important to choose a format that works for you, and the organisation. Remember that minutes may be reviewed by external parties, so the format adopted needs to be clear.

Top Tips

- A minute template should ideally include the following, either pre-populated for the specific meeting, or having a field in the template which can be populated once details are known:
 - The type of meeting (daily, weekly, monthly, etc.);
 - The purpose of the meeting;
 - The date, time, and location of meeting;
 - The name of who called the meeting to order, which will usually be the Chair;
 - The name of the Chair or facilitator, if different from the person above;
 - The names of those directors present as well as any non-director who is in attendance;
 - A section to record that a quorum was or was not present;
 - A section to deal with the approval of previous meetings' minutes;
 - A section to review any action points or matters arising from the previous minutes;
 - If the action has been completed prior to this meeting, do not bother writing

- it out again – instead, add a line at the top of the action section that says all other actions were completed or are no longer relevant;
- Include all proposals that are made and names of those who made them;
 - Include a summary of any reports that are made to the board;
 - Any resolutions that are voted on should be recorded and the outcome noted in the minutes;
 - Put in actions such as “it was agreed that” or “resolved” or “noted” in bold and capitals – the convention adopted may depend on the preference of the Chair;
 - Each agenda item should have a heading in the minutes;
 - Where a paper is being presented for a specific agenda item it may be helpful to begin the narrative for that section with who is presenting it to the Board/Committee and what they are looking for from the meeting: Noting/ Discussion/Approval. If a summary or key points of the paper is provided this may assist in providing context for discussions;
 - Details regarding the next meeting (date, time, location) should be included in the minutes;
 - The time the meeting ended should be recorded;
 - The name of the person who took the minutes and the date they were taken should be noted on the draft minutes;
 - The name of the person who approved the minutes and the date of approval should be recorded on the minutes – this should be the person who was Chair of the meeting;
 - If appropriate, include an action summary table as well as a decision log; and
 - Importantly, do not forget to schedule breaks in the meeting for all parties involved.
- Fill out standard information before to minimise writing time in the meeting.



“

If you have presenters to manage, joining and leaving part way through the meeting, and you intend to take notes by typing in a template, add prompts to your template to remind you to coordinate/contact upcoming presenters at a suitable point (remembering to remove these from the draft minutes).

”

Natalie Gracey - ASSISTANT COMPANY SECRETARY,
ARTEMIS INVESTMENT MANAGEMENT LLP



“

Preparation is key. Having a template minute prepared in advance will help you to focus on the key issues, decisions and actions during the meeting.

”

Amanda Wright - GENERAL COUNSEL & COMPANY SECRETARY, CHESNARA PLC

Minuting Top-tips: Part 4

DURING THE MEETING

The company secretary can take various steps during the course of the meeting, which will aid in the preparation of the minutes and recording of the matters discussed.

Top Tips

- Sit next to the Chair during the meeting. This should assist you in clearly hearing everyone speak during the meeting as they address the Chair;
- If for some reason you cannot sit by the Chair, try and sit directly opposite the Chair, and don't be afraid to explain to others why it is important that you do so. Avoid being pushed to the end of the table, and if necessary, agree with the Chair prior to the meeting where you will be sitting;
- If it is not possible to have a list of attendees prior to the meeting, and the meeting is face to face, pass around an attendance sheet to allow you to record who is present and note their location around the board table;
- Take note of who is present (which will only be directors), who is in attendance (anyone present who is not a director), who is missing, who arrives late and who leaves early;
- Apologies in meeting minutes are notifications from attendees to let you know that they cannot come to the meeting, and these should be noted accordingly;
- Write objectively - the minutes must be neutral and not express preference of anyone present who is not a director;
- Write the minutes in past tense, as they will be circulated after the meeting has

concluded;

- Number every paragraph and sub-paragraph and remember to accurately show the order in which things were discussed;
- Put in actions such as “it was agreed that” or “resolved” or “noted” in bold and capitals – the convention adopted may depend on the preference of the Chair;
- The board act from a position of collective responsibility and so proposals for consideration and decision should be made by the Chair and resolved by the board as a whole;
- There may be occasions when subsidiary motions are made to postpone taking a vote – this must also be indicated in the minutes;
- Miss a line between paragraphs for ease of reading;
- Make sure to spell peoples names correctly, particularly if there are people with very similar names, to ensure that contributions are attributed correctly;
- Listen with care:
 - Focus on key issues, actions, and decisions and not on irrelevant comments that might be interesting but have little to do with what is under discussion by the group;
 - You should not find yourself constantly making notes at breakneck speed. If you do, take a few seconds to compose yourself and tune into the important matters;
 - It may seem advisable to write everything, but it is often the case that when you are too busy focusing on the words and getting everything down you will miss the message and things will get lost in translation;
 - Use symbols throughout the notes so that highlights of the meeting can be identified quickly; some suggestions are: a tick for when something is agreed, a decision is made; a star/asterisk for a key point made; an ‘A’ in a circle for an action;
 - Do not panic if you do not understand what is being talked about. It may be helpful to ‘listen in a block’;
 - Stop writing for a bit and listen to what is being said. Once you have a grasp on what is being said, write down the message that you believe the

speaker was trying to impart. This should ideally be expressed in a few sentences.

- Summarise the discussion; and
 - If you are still struggling to identify what you should be writing, it may be that you have not done enough preparation.
- Actively listen throughout, even when not taking notes;
 - Do not be afraid to ask someone to repeat something if you miss it. It is better to seek clarification than to include a misstatement;
 - Use the minutes to confirm the decisions that were taken in the meeting – such as any project change requests that were approved or rejected, or budget decisions;
 - The recorder of the minutes must be accurate in presenting the facts of a meeting as once approved, the minutes become official documents;
 - Review open actions at the end of the meeting; and
 - Keep to any time limits on agenda items - it is also as important to end on time, as it is to start on time. Keeping to the time-limit aids in the clarity of the discussion.



“

As Secretary, you may need to speak to a paper or report on a matter. If you have prepared for this, minute taking is usually easily possible. If necessary, try and agree with another attendee that they will make a brief note of your report to assist you with minuting.

”

David Elston - LEGAL CONSULTANT, AIKEN ELSTON LIMITED



Minuting Top-tips: Part 5

TIPS FOR MINUTE TAKING REMOTELY

Many board meetings continue to be held via electronic means, rather than in person. There will be different factors to consider in the preparation and minuting of a meeting held electronically or remotely, than one which is in person.

Top Tips

- Crucially, your space must be quiet and free from distraction;
- If you are working from home and there are others present, let them know you have meetings to attend and so not to disturb you;
- Background noise may not usually distract you but when taking minutes, you need to be able to clearly hear the other members during the call;
- This applies to taking minutes remotely from the office as well;
- A comfortable workspace is crucial as you will need to be fully focused for the entire meeting;
- Also, you need to have the confidence to ask someone to repeat themselves if you miss what they say, or if your internet connection drops out during the call;
- As this meeting is not in person, asking for clarification is key when you are unsure of anything; and
- So long as you consult with your colleagues and keep these tips in mind, taking minutes remotely can be as effective as if done in person.



“

Always check that you can access the link. Particularly if it's not a link or software you use regularly. Ensure that you don't have any IT issues that could interrupt. For example, that there are no software updates required.

”

Anne-Marie Hallett - DEPUTY COMPANY SECRETARY, INVESIS UK LIMITED

Minuting Top-tips: Part 6

AFTER THE MEETING

The bulk of your work on the minutes will be in their drafting after the meeting. There are various actions you can take to help you draft your minutes for onward review by the Chair thereafter.

Top Tips

- Define abbreviations if used so that anyone can make sense of the document post-meeting;
- It may be helpful to quickly compile an informal email note of the meeting to circulate internally, this means everyone has an immediate memo of the meeting and the actions (this also speeds up writing the minutes too, and keeps them focused, as you already have a structure with all of the most important points from the meeting that you just need to be fleshed out);
- Write up the full minutes directly after the meeting;
- Even if your chosen method during the meeting was pen & paper, always type up the final minutes;
- Block out adequate time after meeting for this purpose as the more time passes, the more chance of you forgetting important items that you heard but did not write down;

- The final wording must be clear for the benefit of others;
- Clearly identify each document presented and discussed;
- During the meeting you will have been writing quickly, possibly including information not strictly necessary. During your write-up try and summarise when possible and synthesise the information which may result in some information that can be eliminated altogether;
- It is important to show the rationale for decisions made by the board, which should demonstrate that directors have exercised due care, skill and diligence, independent judgement and the raft of s172 requirements;
- Re-structure your minutes if the order of discussed items is different from the proposed agenda order (and which may have been noted in your template minutes pre meeting);
- Always go for brevity. When proof-reading your first draft, always check - is it necessary to include this? In the final minutes it may be useful to underline to highlight agreement, decision or noting;
- Remember that minutes might become disclosable to regulators, lawyers, police and third parties. Inadvertent derogatory comments can cause embarrassment or even reputational damage, even if true. Confidentiality may mean that some points should not be in the minutes, but managed elsewhere, e.g., potential restructuring/redundancies;
- Proof-read your minutes with care before seeking approval from the meeting's Chair or facilitator, prior to circulation to the board for their collective approval;
- Many board/committee meetings have a number of attendees who are not directors or committee members. Whilst it may make sense to check certain points from the meeting, it is not their role to review or comment on the minutes (including any contribution they have made);
- Where the minutes are lengthy, and provided confidentiality is assured, consider asking someone to proof-read them before passing to the Chair/CEO. This does not need to be someone who attended the meeting but someone who can spot typos, inconsistencies, query abbreviations, and so on;
- The timescale for having minutes circulated will vary between organisations, but ideally you should get the minutes out in the shortest period possible for the company to allow sufficient time for review, revision and comment from the Chair;

- Make sure to send the minutes to those who were not able to attend;
- If the meeting is confidential mark the minutes as such and limit circulation to authorised individuals only;
- Once approved, minutes should be stored together with the agenda and documents for the relevant meeting in the company minute book, which is a statutory register required under the Companies Act 2006; and
- Once the official minutes have been approved, the notes should be destroyed unless there are legal requirements to retain them.



“

Allow yourself at least double the amount of time the meeting took to then draft the minutes.

”

Fiona Mason - COMPANY SECRETARY, MURGITROYD GROUP LIMITED



Minuting Top-tips: Part 7

WHAT NOT TO INCLUDE

As with many meetings, there will be discussions held which are not appropriate for the minutes, and similarly, a suitable approach should be determined to capture discussion without any unnecessary content.

Top Tips

- Avoid directly quoting individuals – it sufficient to include details of any question or response and which individual asked or responded without needing to quote them directly;
- Remember with executive-style minutes, only actions are recorded in the formal record;
- Do not include unsubstantiated or subjective information or opinions;
- While it is acceptable to identify individuals acting in the professional capacity, the use of a passive voice to summarise points made is recommended, for example:
 - “It was moved, seconded and carried that...”
 - “In the discussion about X the following points were raised...”
 - “Proponents of the resolution elaborated on the rationale and, in response to a question, gave assurances that...”
- It is not generally advised to take audio or video recordings of meetings however if a recording is made, it should be retained only until an approved summary is

prepared and then destroyed to avoid being considered as part of the record of the meeting, however it is important to remember that a business judgement rule applied by the courts will not criticise a board for making a decision in good faith. Even if it turns out to be the wrong decision, what is important is to demonstrate the board's rationale and demonstrate that directors' have adequately discharged their duties.



“

We always have to remember the multiple purpose of Minutes. One of those is that sometimes it is important for directors to be able to rely upon Minutes to demonstrate that they have properly discharged their directors' duties. The rationale for decisions is therefore important as it should indicate the consideration of s172 requirements and that directors are considering matters with due care and skill.

”

Sheelagh Duffield - LEGAL & CORPORATE GOVERNANCE CONSULTANT,
SAVENDIE LIMITED

ABERDEEN

2 Marischal Square,
Broad Street
AB10 1DQ

+44 (0)1224 621 621

EDINBURGH

50 Lothian Road,
Edinburgh,
United Kingdom,
EH3 9WJ

+44 (0)131 473 6000

GLASGOW

2 Atlantic Square,
31 York Street
Glasgow,
G2 8AS

+44 (0)141 248 4933

 Burness Paull

burnesspaull.com @BurnessPaullLLP