**MATTERS TO CONSIDER WHEN PREPARING MINUTES OF MEETINGS**

***A template document, Minutes of Meeting, is below that can be used to review your current minutes against or to use as a template for future Board /Committee meeting minutes.***

As disclosed in the document from the Governance Institute of Australia (GIA) which can be sourced at <https://1drv.ms/b/s!AqUkOTQDHlzOitwDtUqBJV7oNrkJag?e=ZsKLPT>, the attendees should be dissected to show the appointed/elected board/committee members, then the apologies from these appointed/elected board/committee members, followed by the names and positions (or other descriptive words) of others in attendance that are not board/committee members, e.g. Joe Smith – CEO, Mary Brown – HR Consultant, Mike Bee – External Tax Accountant.

The minutes should reflect the times when a person joined or left the meeting and whether the person was attending via some other electronic means, e.g. Mary Brown – HR Consultant (via Zoom).

When declaring interests, reference can be made to the ‘Disclosure of Interests Register” which should be tabled at each meeting for reference as and when required. The Chair of the meeting should peruse the register against any items on the agenda before or at this time to ensure that the conflicts, if any, are dealt with appropriately.

It would be appropriate to include at the top of the agenda the recognition of any resignations from the board/committee. Further, the disclosure of any new appointments (moved, seconded and carried) should be included in the minutes. These new appointees can then participate as voting members from this time on in the meeting if in attendance.

Board/committee members should be reminded on a periodical basis that what is discussed in the meeting stays within the meeting especially when matters that are sensitive, contentious and/or have received less than 100% of support when the motion has been put. As in the GIA document a resolution that has been ‘carried’ is the “collective will” of the board/committee.

The following sentence is reiterated from the GIA document “***It is important that the minutes reflect the fact that the directors (committee members) turned their mind to the issues contained on the agenda, acted in good faith, for a proper purpose and in the absence of a material personal interest, and came to a rational decision which was reasonable for each of them to reach, in light of their own skills and experience and in light of circumstances known to the company (association) at the time***”.

A subcommittee is assigned specific tasks or areas to manage and/or report upon by the Board/Committee. The subcommittee normally can only make recommendations to the Board/Committee as it is the authority of the Board/Committee to make all final and binding resolutions.

***All the best in preparing great minutes.***

**Minutes of Meetings**

We noted that the minutes of the meetings should be reviewed to ensure that they are complete and accurately reflect the proceedings at the meeting. Having complete and accurate minutes is of benefit when reflecting upon the decisions of the committee to gain an insight into the key points considered prior to making the decision. Further, if the association is involved in a matter where the minutes may be used or called upon to substantiate the action taken or lack of action taken by the board/committee then having well prepared minutes will be of benefit.

In our experience of reading the minutes of many entities we have noted that the following are not always disclosed in the minutes of meetings:

* Name and position of each board member in attendance or an apology for the meeting;
* Name of any other person/s attending the meeting and the duration that they were in attendance;
* Declaration of any known, perceived or actual conflicts of interest by board members;
* Adoption of last meetings minutes including the date of that meeting;
* Comments on the business arising from the minutes of the previous meeting;
* Appointment of directors/committee members, acceptance of resignations from board members;
* Appointment of CEO/General Manager, acceptance of resignations from CEO/General Manager;
* Adoption of gaming machine reports (Forms 42, 61 & 75B) and the month being adopted;
* Commentary on the issues and risks of the agenda topic and the resolution;
* Authorisation to change the bank account signatories;
* Page numbering to avoid doubt that the minutes are complete (e.g. Page 2 of 4);
* Action list with reference, action required, responsible person named and due date; and
* Signature of the Chair confirming that the minutes are an accurate record of the meeting.

Further, when electronically filing the minutes a suggested naming convention is "meeting type year-month-day", e.g. "AGM Minutes 2020-09-23" or "Board/Committee Meeting 2020-10-15" as this convention allows for the minutes in the folder to be in a chronological order by type of meeting.

Furthermore, after the minutes have been adopted at a subsequent meeting the minutes should be signed by the Chair, scanned as a PDF document and then filed using the above mentioned filing convention thus minimising the risk of the minutes being altered after they have been adopted.

We recommend that you review your minutes against the above points and other matters listed in the template and that 'best practice' minutes are always prepared and then reviewed carefully by all directors/committee members before they are adopted as true and correct at the next board/committee meeting.

**XYZ LIMITED or ABC INC**

**MINUTES OF THE BOARD / COMMITTEE MEETING**

**HELD AT (ENTER VENUE)**

**On 1st February 2020**

**PRESENT:**

**Chair / President**

**Deputy Chair / Vice President**

**Secretary**

**Treasurer**

**Director / Committee Member**

**Director / Committee Member**

**Director / Committee Member**

**Non Elected People in Attendance:**

**General Manager**

**Financial Controller**

The Chair / President opened the meeting at 6.00 pm.

1. **APOLOGIES**

None

1. **DECLARATIONS OF INTEREST**

The Secretary has a standing declaration of interest in the printing contract.

The Disclosure of Interests Register was tabled and reviewed by the Chair for any potential conflicts with the listed agenda items.

1. **RECOGNITION OF RESIGNATIONS FROM THE BOARD / COMMITTEE AND APPOINTMENTS MADE BY THE BOARD / COMMITTEE**

Enter details as required.

If a CEO / General Manager has resigned, is being removed or being appointed then this should be recorded here.

1. **MINUTES OF THE PREVIOUS MEETING HELD ON (enter the date of the meeting minutes being adopted, there could be multiple dates)**

Move that the Minutes of the previous meeting have been read by all attendees and are to be received.

Moved by:

Seconded by:

Motion Carried / Not Carried

**Amendments to the Previous Minutes**

* Enter details of the first amendment
* Enter details of the second amendment
* Enter details of the third amendment
* There were no amendments to the previous minutes

**Requiring no further changes the President moves that the Minutes of the previous meeting be adopted as a true record of the meeting.**

Moved by:

Seconded by:

Motion Carried / Not Carried

**MATTERS ARISING FROM THE PREVIOUS MINUTES**

* Matter One:
* Description of matter arising and action taken / to be taken.
* Matter Two:
* Description of matter arising and action taken / to be taken.
* Matter Three:
* Description of matter arising and action taken / to be taken.
* Matter Four:
* Description of matter arising and action taken / to be taken.

**Move that the Matters Arising from the Previous Minutes be Noted.**

Moved by:

Seconded by:

Motion Carried / Not Carried

1. **NEW MATTERS OF IMPORTANCE TO BE DEALT WITH**

* Matter One:
* Description of matter and action taken / to be taken.
* Matter Two:
* Description of matter and action taken / to be taken.
* Matter Three:
* Description of matter and action taken / to be taken.
* Matter Four:
* Description of matter and action taken / to be taken.

***(Any matter requiring a motion to be inserted before the next matter being discussed)***

Move that the Matters of Importance have been appropriately dealt with and/or appropriate action taken and/or scheduled to be taken.

Moved by:

Seconded by:

Motion Carried / Not Carried

1. **FINANCE COMMITTEE REPORT**

Move that the Finance Report has been read by all attendees and are to be received.

Moved by:

Seconded by:

Motion Carried / Not Carried

**MATTERS ARISING FROM THE FINANCE COMMITTEE REPORT**

* Matter One:
* Description of matter arising and action taken / to be taken.
* Matter Two:
* Description of matter arising and action taken / to be taken.
* Matter Three:
* Description of matter arising and action taken / to be taken.

***(Any matter requiring a motion to be inserted before the next matter being discussed)***

Move to accept the Finance Committee Report.

Moved by:

Seconded by:

Motion Carried / Not Carried

1. **GENERAL MANAGERS REPORT**

Move that the General Managers Report has been read by all attendees and are to be received.

Moved by:

Seconded by:

Motion Carried / Not Carried

**MATTERS ARISING FROM THE GENERAL MANAGERS REPORT**

* Matter One:
* Description of matter arising and action taken / to be taken.
* Matter Two:
* Description of matter arising and action taken / to be taken.
* Matter Three:
* Description of matter arising and action taken / to be taken.

***(Any matter requiring a motion to be inserted before the next matter being discussed)***

Move to accept General Managers Report.

Moved by:

Seconded by:

Motion Carried / Not Carried

1. **SUBCOMMITTEE REPORT**

Moved that the Sub Committee report has been read by all attendees and are to be received.

Moved by:

Seconded by:

Motion Carried / Not Carried

**MATTERS ARISING FROM THE SUBCOMMITTEE REPORT**

* Matter One:
* Description of matter arising and action taken / to be taken.
* Matter Two:
* Description of matter arising and action taken / to be taken.
* Matter Three:
* Description of matter arising and action taken / to be taken.

***(Any matter requiring a motion to be inserted before the next matter being discussed)***

Move to accept the Subcommittee Report.

Moved by:

Seconded by:

Motion Carried / Not Carried

1. **ABC SUBCOMMITTEE REPORT**

Moved that the Subcommittee report has been read by all attendees and are to be received.

Moved by:

Seconded by:

Motion Carried / Not Carried

**MATTERS ARISING FROM THE SUBCOMMITTEE REPORT**

* Matter One:
* Description of matter arising and action taken / to be taken.
* Matter Two:
* Description of matter arising and action taken / to be taken.
* Matter Three:
* Description of matter arising and action taken / to be taken.

***(Any matter requiring a motion to be inserted before the next matter being discussed)***

Move to accept the Subcommittee Report.

Moved by:

Seconded by:

Motion Carried / Not Carried

1. **XYZ SU COMMITTEE REPORT**

Moved that the Subcommittee report has been read by all attendees and are to be received.

Moved by:

Seconded by:

Motion Carried / Not Carried

**MATTERS ARISING FROM THE SUBCOMMITTEE REPORT**

* Matter One:
* Description of matter arising and action taken / to be taken.
* Matter Two:
* Description of matter arising and action taken / to be taken.
* Matter Three:
* Description of matter arising and action taken / to be taken.

***(Any matter requiring a motion to be inserted before the next matter being discussed)***

Move to accept the Subcommittee Report.

Moved by:

Seconded by:

Motion Carried / Not Carried

1. **MNP SUBCOMMITTEE REPORT**

Moved that the Subcommittee report has been read by all attendees and are to be received.

Moved by:

Seconded by:

Motion Carried / Not Carried

**MATTERS ARISING FROM THE SUBCOMMITTEE REPORT**

* Matter One:
* Description of matter arising and action taken / to be taken.
* Matter Two:
* Description of matter arising and action taken / to be taken.
* Matter Three:
* Description of matter arising and action taken / to be taken.

***(Any matter requiring a motion to be inserted before the next matter being discussed)***

Move to accept the Subcommittee Report.

Moved by:

Seconded by:

Motion Carried / Not Carried

1. **GENERAL BUSINESS**

**Matters Raised**

* Matter One:
* Description of matter arising and action taken / to be taken.
* Matter Two:
* Description of matter arising and action taken / to be taken.
* Matter Three:
* Description of matter arising and action taken / to be taken.

***(Any matter requiring a motion to be inserted before the next matter being discussed)***

Move that the Matters raised in General business have been appropriately dealt with and/or appropriate action taken and/or scheduled to be taken.

Moved by:

Seconded by:

Motion Carried / Not Carried

**CONFIRMATION OF FUTURE MEETINGS:**

**Committee Meeting:**

**Finance Meeting:**

**Subcommittee Meeting:**

**Subcommittee Meeting:**

**Subcommittee Meeting:**

**Subcommittee Meeting:**

**The meeting closed at ENTER TIME.**

**CONFIRMED AS A TRUE AND CORRECT RECORD.**

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**CHAIR / PRESIDENT DATE**

**MATTERS ARISING FROM THE MINUTES OR OUTSTANDING FROM PREVIOUS MINUTES**

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| **Date of**  **Meeting &**  **Minute Ref.** | **Matter to be Actioned:** | **Person**  **Responsible**  **For action:** | **Date to be**  **Actioned**  **By:** | **Date**  **All Action**  **Completed:** |
| 01/01/10-5.1 | Book conference room for Strategic Planning Day | Mary Jones | 14/01/20 |  |
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| **Date of**  **Meeting &**  **Minute Ref.** | **Record of Matters Completed**  **since the last Meeting** | **Person**  **Responsible**  **For action:** | **Date to be**  **Actioned**  **By:** | **Date**  **All Action**  **Completed:** |
| 15/11/09-5.2.3 | Draft Strategic Plan | Joe Smith | COMPLETED | 25/12/19 |
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