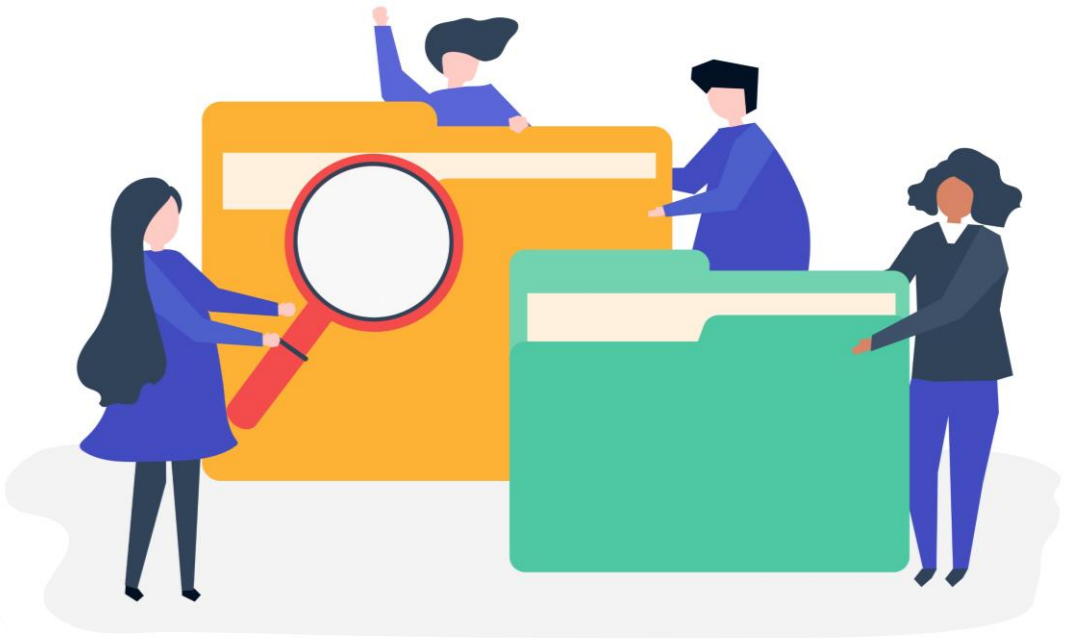
Effective Board Meeting Minutes + Resolutions

Jonathan Cohen, Esq
Staff Attorney, CAPLAW

Caroline Kelley, Esq
Staff Attorney, CAPLAW

Maribeth Schneber-Rhemrev
Director, Organizational Capacity Building, NCAP



CAPLAW
Community Action Program Legal Services, Inc

This presentation was created by the National Association of Community Action Agencies – Community Action Partnership, in the performance of the U.S. Department of Health and Human Services, Administration for Children and Families, Office of Community Services Grant Number, 90ET0469. Any opinion, findings, and conclusions, or recommendations expressed in this material are those of the author(s) and do not necessarily reflect the views of the U.S. Department of Health and Human Services, Administration for Children and Families.

Helping People. Changing Lives.
community Action PARTNERSHIP
AMERICA'S POVERTY FIGHTING NETWORK



The Promise Of Community Action

Community Action changes people's lives, embodies the spirit of hope, improves communities, and makes America a better place to live. We care about the entire community and we are dedicated to helping people help themselves and each other.

Helping People. Changing Lives.
community Action PARTNERSHIP
AMERICA'S POVERTY FIGHTING NETWORK

Land Acknowledgement

- Go to https://native-land.ca/ and enter your address in the search box on the left of the screen

- **“This meeting is being held on the traditional lands of the _____ People, and I pay my respect to elders both past and present, who have stewarded this land throughout the generations.”**

  – Please take a moment to consider the many legacies of violence, displacement, migration, and settlement that bring us together here today.

Agenda

- General Considerations
  - Purpose
  - Format/style
  - Content
  - Timing
  - Retention
- Board Meeting Minutes
- Board Resolutions



Board Minutes vs. Board Resolutions

- **Board minutes**
  - Written, chronological record of board meeting
  - Record of attendance
  - Description of key items presented and discussed

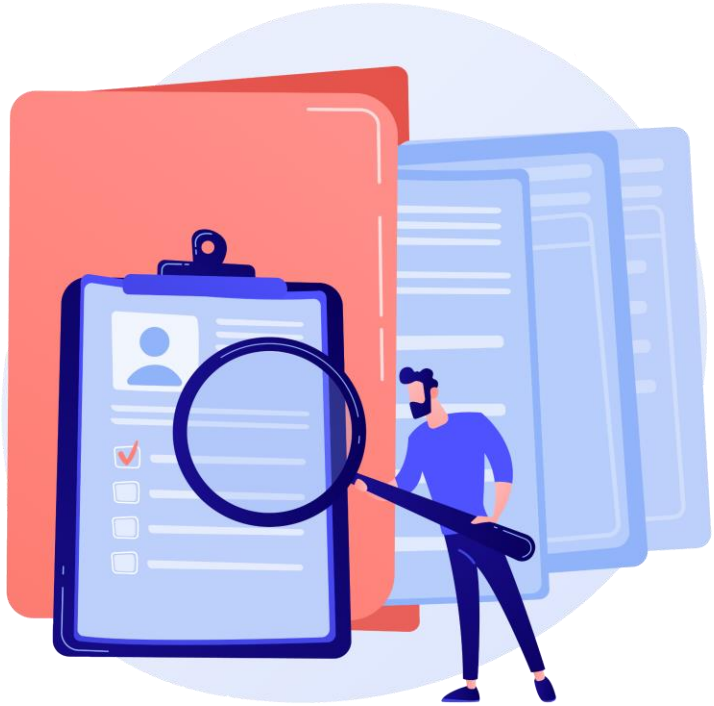
- **Board resolutions**
  - Text of official board actions and votes taken at a board meeting
  - Typically incorporated into minutes
  - Sometimes also kept separately as a reference

Examples…

- **Board minutes**
  - "The meeting was called to order at 8:30am…"
  - "Cindy asked why the accounts receivable was lower than it was this quarter last year."

- **Board resolutions**
  - "The board voted unanimously to approve the appointment of the new Executive Director."
  - "The board voted to approve the FY22-23 budget."

Purpose: Why Minutes & Resolutions Matter



- **Official board record**
  - Evidence of fulfilling fiduciary duties
  - Compliance with legal + funding requirements
  - Evidence in legal proceedings

Purpose: Why Minutes & Resolutions Matter

- **Reflection of governance capability + capacity**
  - Board operations
  - Board engagement
  - Ability to fulfill oversight function



Let's talk about capacity . . .

- A CAA's capacity for compliance – and for excellence – is a function of how well it executes fundamental activities. An effective Board is central to this.
- CAA capacity can be thought of as occurring on a spectrum:



Let's talk about capacity . . .

Organizational Standards

We often think of them as "requirements" (and they are), but the better way to think of the Org Standards are baseline benchmarks. For example (this is NOT a comprehensive list)…

Category 5: Board Governance	Category 7: Human Resources Management	Category 8: Financial Operations and Oversight
• Democratic selection process • Board members receive bylaws every 2 years • Board meets according to bylaws • Board training • Programmatic reports	• Personnel policies approved by Board within 5 years • Board performance approval of CEO • Board review of CEO compensation • Board approval of whisteblower policy	• Agency responds to audit findings flagged by Board • Audit presentation to Board • Audit received by Board (motion of acceptance) • 990 shared with Board • Financial reports to Board at each meeting • Budget/policies approval by Board

Let's talk about capacity . . .

Institutionalizing Practices & Process

Going from "checking the box" to making it a habit

"Conscious competence" → "Unconscious competence"



Let's talk about capacity . . .

Excellence

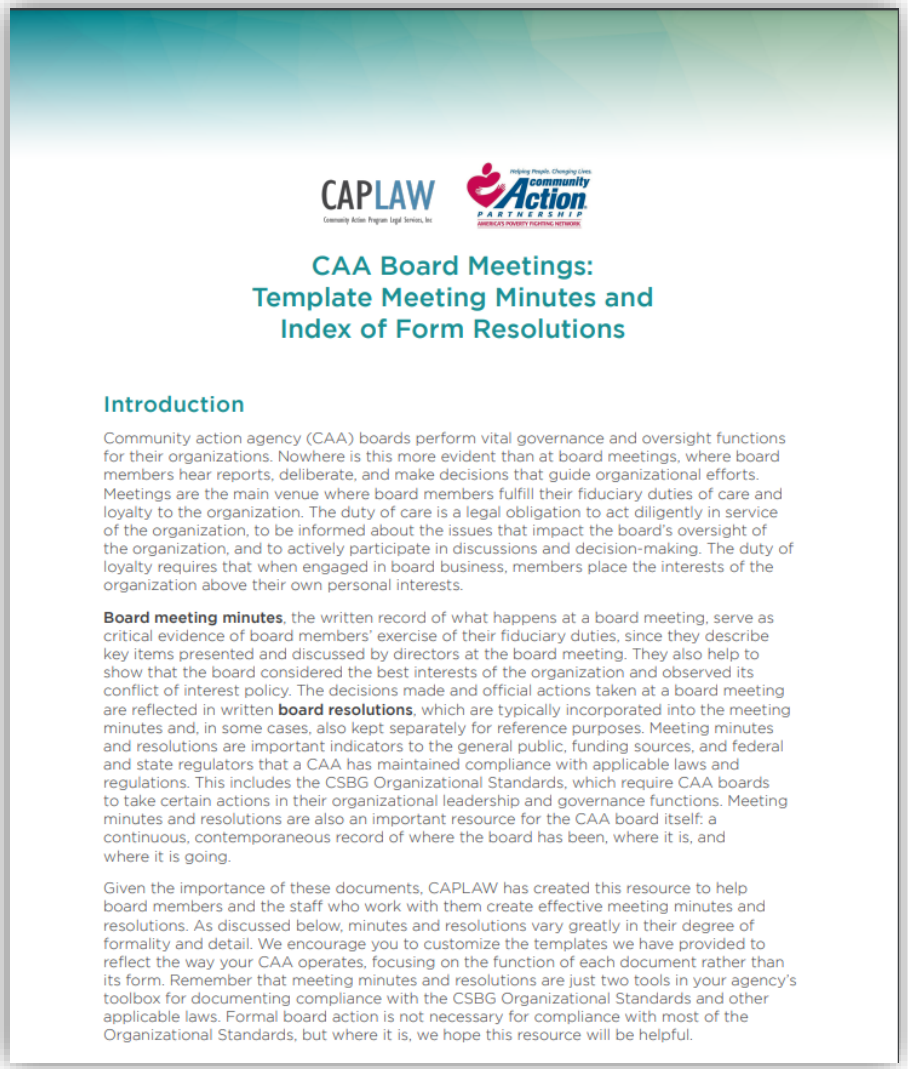
A CAA that is operating at a "best in class" level can easily demonstrate this in its Board minutes.



New!

Template Meeting Minutes and Index of Form Resolutions Resource

- **2-part template**:
  - Board meeting minutes
  - Catalog of board resolutions



CAPLAW

Community Action Program Legal Services, Inc

Helping People. Changing Lives. Community Action PARTNERSHIP AMERICA'S POVERTY FIGHTING NETWORK

Meeting Minutes Template

Executive Director Performance and Compensation Review

The board then proceeded to consider the executive director's annual performance and compensation review. Upon motion duly made and seconded, the board voted to enter into executive session for the purpose of discussing the executive director's performance and compensation review [provide any procedures or details about entering into executive session as may be required under state nonprofit and/or open meetings law, as applicable], and all non-board members ([NAMES]) left the meeting at [TIME].[18]

At [TIME], the board concluded the executive session. [NAMES] returned to the board meeting at this time.[19]

> [Use these resolutions to approve the Executive Director's performance review and new compensation from the Catalog of Form Resolutions, Sections (IV)(A) and (IV)(B).]

[18] Public CAAs and private nonprofit CAAs in some states are subject to state open meetings laws that require meetings of the board to be open to the public. Depending on the state, this may include committee meetings as well as executive sessions at which decisions about the organization are made. CAPLAW recommends working with an attorney licensed in your CAAs state to determine if and how these laws may apply to your board meetings.

Catalogue of Form Resolutions

(E) Changing the Location of the Principal Office

Upon motion duly made and seconded, the board
VOTED: to designate [ADDRESS] as the new principal office of [CAA] for the conduct of business and provision of services as of the date hereof.

(F) Designating Additional Offices

Upon motion duly made and seconded, the board

VOTED: to designate the locations listed below as additional offices of [CAA]:
[ADDRESS]
[ADDRESS]

(IV) Appointing and reviewing the Executive Director

(A) Appointing the Executive Director

Upon motion duly made and seconded, the board

VOTED: to appoint [NAME] to the office of Executive Director, subject to the provisions of [SECTION] of the Bylaws, commencing on [DATE].

Format/Style

- **Level of detail**
  - Adopt a style that can be maintained
  - Useful as a reference for outside and future readers

- **Way of organizing content**
  - Typically, will mirror board meeting agenda

Key is to maintain consistency

Content

- **Content will vary, but minutes should always contain:**
  - Meeting date, time, location
  - Meeting type (e.g., special or regular)
  - Name of each attendee (board members or guests)
  - Departures and re-entries of attendees
  - Presence of a quorum
  - Discussion of board matters
  - Actions taken by the board

Timing/Responsibility

- Minutes should be taken **contemporaneously** with board and committee meetings
  - Form 990 asks whether board takes contemporaneous minutes
  - No penalty, but IRS scrutiny

- Who is **responsible**?
  - Someone who understands the substance of the discussion
  - Designate board member(s), typically Clerk/Secretary
  - Provide training (e.g., Assistant Clerk/Secretary officer position)

Retention

- IRS: Board minutes must be kept **permanently**

- Must be available for inspection by:
  - IRS
  - Funding sources
  - Members of the public (if CAA is subject to state open meetings laws)

Tips for Taking Minutes

- Use a **meeting minutes template**
- Clearly indicates when a board action has been taken
  - "**VOTED**" or "**RESOLVED**"
- Document the presence of a **quorum**
- Know **what vote is required** for certain actions (e.g., majority, supermajority)
- **Record votes**
  - Against a motion
  - Recusals from discussion and abstentions from voting



Board Meeting Minutes + Resolutions

Hypothetical

Created Vignesh Nandha Kumar from the Noun Project

CAPLAW
Community Action Program Legal Services, Inc

Helping People. Changing Lives.
Community Action
PARTNERSHIP
AMERICA'S POVERTY FIGHTING NETWORK

Questions?



Contact Us!

Jonathan Cohen, Esq
Staff Attorney, CAPLAW
jonathan.cohen@caplaw.org

Caroline Kelley, Esq
Staff Attorney, CAPLAW
caroline.kelley@caplaw.org

Maribeth Schneber-Rhemrev, CCAP, PMP, NCRT
Director, Organizational Capacity Building, NCAP
mschneberrhemrev@communityactionpartnership.com



This presentation was created by the National Association of Community Action Agencies – Community Action Partnership, in the performance of the U.S. Department of Health and Human Services, Administration for Children and Families, Office of Community Services Grant Number, 90ET0469. Any opinion, findings, and conclusions, or recommendations expressed in this material are those of the author(s) and do not necessarily reflect the views of the U.S. Department of Health and Human Services, Administration for Children and Families.

CAPLAW
Community Action Program Legal Services, Inc

Helping People. Changing Lives.
community Action PARTNERSHIP
AMERICA'S POVERTY FIGHTING NETWORK