

**THE CONTENT OF MINUTES**  
by William J. Puette, Ph.D., CP, PRP  
Honolulu, HI, October 2009

The answer to the question of what the minutes of an organization should contain will be different depending upon what type of organization or society it is.

Most organized groups are governed by a constitution and or bylaws, which usually will establish a “parliamentary authority.” The two most common being *Robert's Rules of Order Newly Revised* (RONR) and *The Standard Code of Parliamentary Procedure* (TSC). The group’s secretary should follow the authority specified.

Exceptions to the rules laid out in the parliamentary authority may be required by law for legislative or quasi legislative bodies, boards, commissions, councils, etc. (established by law).

In Hawai‘i, for example, see Section 9 the Hawai‘i Sunshine Law (HRS, Chapter 92):

**HRS §92-9**

Covers: “any agency, board, commission, authority, or committee of the State or its political subdivisions which is created by constitution, statute, rule, or executive order, to have supervision, control, jurisdiction or advisory power over specific matters and which is required to conduct meetings and to take official actions.”

Requires: “the written minutes shall give a true reflection of the matters discussed at the meeting and the views of the participants. The minutes shall include, but need not be limited to:

- (1) The date, time and place of the meeting;
- (2) The members of the board recorded as either present or absent;
- (3) The substance of all matters proposed, discussed, or decided; and a record, by individual member, or any votes taken; and
- (4) Any other information that any member of the board requests be included or reflected in the minutes.”

For ordinary non-legislative groups, societies, or organizations, particularly those that specifically provide in their constitution and or bylaws that *Robert's Rules of Order Newly Revised* is the parliamentary authority, the minutes should be “a record of what was done at the meeting, not what was said by the members.”

**FIRST PARAGRAPH:**

1. The kind of meeting (regular, special, adjourned regular or adjourned special);
2. The name of the society or the assembly;
3. The date and time of the meeting. If the meeting is not held in the same place each time, include the location;
4. The full name and title of who presided and who took the minutes (if the secretary is absent, a secretary pro tern should be elected);
5. Whether the minutes of the previous meeting were approved as read or corrected (and the date of that meeting if it was other than a regular business meeting). If more than one set of minutes is being presented for approval, they are processed by order of date, with the oldest set being approved first.(see form, RONR, p. 454, l. 34-35)

**“Quorum.** It should be noted that TSC (*The Standard Code of Parliamentary Procedure*, 4<sup>th</sup> ed.), pp. 200-201, specifies that the minutes should include the fact that a quorum is present. *Demeter's Manual of Parliamentary Law and Procedure*, p. 23, calls the presence of a quorum an ‘essential point for inclusion’.” -from *The Complete Minutes Manual*, 2<sup>nd</sup> Ed. American Institute of Parliamentarians, Education Department, p. 3.

#### BODY OF MINUTES:

The body of the minutes should contain a separate paragraph for each subject matter, giving, in the case of all-important motions, the name of the mover, and showing:

6. All main motions or motions to bring a main question again before the assembly - except, normally, any that were withdrawn (see RONR, p. 452 footnote for exceptions) stating:
  - a. the wording in which each motion was adopted or otherwise disposed of (with the facts as to whether the motion may have been debated or amended before disposition being mentioned only parenthetically); and
  - b. the disposition of the motion, including -if it was temporarily disposed of (RONR, pp. 88, 329-30) - any primary and secondary amendments and all adhering secondary motions that were then pending;
7. Secondary motions that were not lost or withdrawn, in cases where it is necessary to record them for completeness or clarity -for example, motions to Recess or to Fix the Time to Which to Adjourn (among the privileged motions), or motions to Suspend the Rules or grant a Request to Be Excused from a Duty (among the incidental motions), generally only alluding to the adoption of such motions, however, as ". . . the matter having been advanced in the agenda on motion of ...", or " ... a ballot vote having been ordered, the tellers ..." (RONR, p. 453);
8. All notices of motions; (RONR, pp. 116-118); and
9. All substantial points of order and appeals, whether sustained or lost, together with the reasons given by the chair for his or her ruling. These are recorded at the point in the meeting at which they occur or in connection with the motion to which they apply.

#### LAST PARAGRAPH:

10. The hour and manner of adjournment, whether by general consent or motion.

RONR (10<sup>th</sup> ed.): pp 453-454:

#### **Additional rules and practices relating to the content of the minutes are the following:**

- The name of the seconder of a motion should not be entered in the minutes unless ordered by the assembly.
- When a count has been ordered or the vote is by ballot, the number of votes on each side should be entered; and when the voting is by roll call, the names of those voting on each side and those answering "Present" should be entered. If members fail to respond on a roll-call [page 454] vote, enough of their names should be recorded as present to reflect that a quorum was present at the time of the vote. If the chair voted, no special mention of this fact is made in the minutes.
- The proceedings of a committee of the whole, or a quasi committee of the whole, should not be entered in the minutes, but the fact that the assembly went into committee of the whole (or into quasi committee) and the committee report should be recorded (see 52).
- When a question is considered informally, the same information should be recorded as under the regular rules, since the only informality in the proceedings is in the debate.

- When a committee report is of great importance or should be recorded to show the legislative history of a measure, the assembly can order it "to be entered in the minutes," in which case the secretary copies it in full in the minutes.
- The name and subject of a guest speaker can be given, but no effort should be made to summarize his remarks.

**THE SIGNATURE.** Minutes should be signed by the secretary and can also be signed, if the assembly wishes, by the president. The words Respectfully submitted - although occasionally used - represent an older practice that is not essential in signing the minutes. (*Robert's Rules of Order Newly Revised*, 10<sup>th</sup> ed [RONR], pp. 453-454)

**FORM OF THE MINUTES.** The principles stated above are illustrated in the following model form for minutes (*Robert's Rules of Order Newly Revised*, 10<sup>th</sup> ed, pp. 454-456):

The regular monthly meeting of the L.M. Society was held on Thursday, January 4, 20\_\_, at 8:30 P.M., at the Society's building, the President being in the chair and the Secretary being present. The minutes of the last meeting were read and approved as corrected.

The Treasurer reported the receipt of a bill from the Downs Construction Company in the amount of \$5,000 for the improvements recently made in the Society's building. The question put by the chair "that the bill be paid" was adopted.

Mr. Johnson, reporting on behalf of the Membership Committee, moved "that John R. Brown be admitted to membership in the Society." The motion was adopted after debate.

The report of the Program Committee was received and placed on file.

The special committee that was appointed to investigate and report on suitable parking facilities near the Society's building reported, through its chairman, Mrs. Smith, a resolution, which, after debate and amendment, was adopted as follows: "Resolved, That . . . [its exact words immediately before being acted upon, incorporating all amendments]."

The resolution relating to the use of the Society's library by nonmembers, which was postponed from the last meeting, was then taken up. This motion and a pending amendment were laid on the table after the chair announced that the guest speaker had received a phone message which would require his early departure.

The President introduced the guest speaker, Mr. James F. Mitchell, whose subject was \_\_\_\_\_.

At the conclusion of Mr. Mitchell's talk, the resolution relating to the use of the Society's library by nonmembers was taken from the table. After amendment and further debate, the resolution was adopted as follows: "Resolved, That . . . [its exact wording immediately before being finally voted on]."

Mr. Gordon moved "that the Society undertake the establishment of a summer camp for boys on its lakefront property." Mrs. Thomas moved to amend [page 456] this motion by inserting the word "underprivileged" before "boys." On motion of Mr. Dorsey, the motion to establish the camp, with the pending amendment, was referred to a committee of three to be appointed by the chair with instructions to report at the next meeting. The chair appointed Messrs. Flynn, Dorsey, and Fine to the committee.

The meeting adjourned at 10:05 P.M.

Margaret Duffy, Secretary

“Model Minutes” (*The Standard Code of Parliamentary Procedure*, 4<sup>th</sup> ed.): pp. 255-258

THE LOUISVILLE DENTAL SOCIETY, INC.

|  |  |                         |  |                |          |                  |              |  |                |                   |              |  |          |               |  |          |          |                            |  |             |       |             |     |                    |              |  |                |  |          |           |               |                  |  |              |         |
|--|--|-------------------------|--|----------------|----------|------------------|--------------|--|----------------|-------------------|--------------|--|----------|---------------|--|----------|----------|----------------------------|--|-------------|-------|-------------|-----|--------------------|--------------|--|----------------|--|----------|-----------|---------------|------------------|--|--------------|---------|
| <b>Call to Order</b>                                       | The regular meeting of the Louisville Dental Society, Inc. Was called to order on Wednesday, September 12, 2001, at 7:30 P.M. in the auditorium of the Medical Arts Building by President A.B. Coxwell. A quorum was present.  |                         |  |                |          |                  |              |  |                |                   |              |  |          |               |  |          |          |                            |  |             |       |             |     |                    |              |  |                |  |          |           |               |                  |  |              |         |
| <b>Minutes</b><br><i>Correction</i><br><br><i>Approval</i> | The minutes of the August 12 meeting were read by the secretary, John Atkinson. Frank Jordan called attention to an error in omitting the name of James Skaggs from the Dento-Legal Committee. The correction was made, and the minutes were approved  |                         |  |                |          |                  |              |  |                |                   |              |  |          |               |  |          |          |                            |  |             |       |             |     |                    |              |  |                |  |          |           |               |                  |  |              |         |
| <b>Reports</b><br><i>President</i>                         | President Coxwell reported that a two-day Leadership Institute was planned for January 16-18, to be held at the Audobon Country Club. He asked all members to reserve the date. <i>Good Committee Techniques</i> is the subject.   |                         |  |                |          |                  |              |  |                |                   |              |  |          |               |  |          |          |                            |  |             |       |             |     |                    |              |  |                |  |          |           |               |                  |  |              |         |
| <i>Treasurer</i>   | <p>J.L. Walker, Sr. Treasurer, gave the following summary of collections and expenditures from July 1, 2000, to June 30, 2001:</p> <p style="text-align: center;">Treasurer’s Report</p> <p>Receipts, 2000-2001</p> <table style="margin-left: 40px;"> <tr> <td>A.D.A, K.D.A. and Local</td> <td></td> </tr> <tr> <td>    Dues 400 @ 100</td> <td style="text-align: right;">\$40,000</td> </tr> <tr> <td>Bank Budget Plan</td> <td style="text-align: right;"><u>1,500</u></td> </tr> <tr> <td></td> <td style="text-align: right;">TOTAL \$41,500</td> </tr> </table> <p>Balance on Hand,</p> <table style="margin-left: 40px;"> <tr> <td>July 1, 2000 Plan</td> <td style="text-align: right;"><u>1,500</u></td> </tr> <tr> <td></td> <td style="text-align: right;">\$45,000</td> </tr> </table> <p>Disbursements</p> <table style="margin-left: 40px;"> <tr> <td>A.D.A., K.D.A</td> <td></td> </tr> <tr> <td>    400 @ 80</td> <td style="text-align: right;">\$40,000</td> </tr> <tr> <td>National Children’s Dental</td> <td></td> </tr> <tr> <td>    Health Week</td> <td style="text-align: right;">2,000</td> </tr> <tr> <td>    Brown Hotel</td> <td style="text-align: right;">100</td> </tr> <tr> <td>    Clinicians Expense</td> <td style="text-align: right;"><u>4,000</u></td> </tr> <tr> <td></td> <td style="text-align: right;">TOTAL \$38,100</td> </tr> </table> <p>Receipts on Hand</p> <table style="margin-left: 40px;"> <tr> <td></td> <td style="text-align: right;">\$45,000</td> </tr> <tr> <td>Disbursed</td> <td style="text-align: right;"><u>38,100</u></td> </tr> <tr> <td>Balance on Hand,</td> <td></td> </tr> <tr> <td>    July 1, 2001</td> <td style="text-align: right;">\$6,900</td> </tr> </table> | A.D.A, K.D.A. and Local |  | Dues 400 @ 100 | \$40,000 | Bank Budget Plan | <u>1,500</u> |  | TOTAL \$41,500 | July 1, 2000 Plan | <u>1,500</u> |  | \$45,000 | A.D.A., K.D.A |  | 400 @ 80 | \$40,000 | National Children’s Dental |  | Health Week | 2,000 | Brown Hotel | 100 | Clinicians Expense | <u>4,000</u> |  | TOTAL \$38,100 |  | \$45,000 | Disbursed | <u>38,100</u> | Balance on Hand, |  | July 1, 2001 | \$6,900 |
| A.D.A, K.D.A. and Local                                    |  |                         |  |                |          |                  |              |  |                |                   |              |  |          |               |  |          |          |                            |  |             |       |             |     |                    |              |  |                |  |          |           |               |                  |  |              |         |
| Dues 400 @ 100   | \$40,000   |                         |  |                |          |                  |              |  |                |                   |              |  |          |               |  |          |          |                            |  |             |       |             |     |                    |              |  |                |  |          |           |               |                  |  |              |         |
| Bank Budget Plan   | <u>1,500</u>   |                         |  |                |          |                  |              |  |                |                   |              |  |          |               |  |          |          |                            |  |             |       |             |     |                    |              |  |                |  |          |           |               |                  |  |              |         |
|  | TOTAL \$41,500   |                         |  |                |          |                  |              |  |                |                   |              |  |          |               |  |          |          |                            |  |             |       |             |     |                    |              |  |                |  |          |           |               |                  |  |              |         |
| July 1, 2000 Plan  | <u>1,500</u>   |                         |  |                |          |                  |              |  |                |                   |              |  |          |               |  |          |          |                            |  |             |       |             |     |                    |              |  |                |  |          |           |               |                  |  |              |         |
|  | \$45,000   |                         |  |                |          |                  |              |  |                |                   |              |  |          |               |  |          |          |                            |  |             |       |             |     |                    |              |  |                |  |          |           |               |                  |  |              |         |
| A.D.A., K.D.A  |  |                         |  |                |          |                  |              |  |                |                   |              |  |          |               |  |          |          |                            |  |             |       |             |     |                    |              |  |                |  |          |           |               |                  |  |              |         |
| 400 @ 80   | \$40,000   |                         |  |                |          |                  |              |  |                |                   |              |  |          |               |  |          |          |                            |  |             |       |             |     |                    |              |  |                |  |          |           |               |                  |  |              |         |
| National Children’s Dental                                 |  |                         |  |                |          |                  |              |  |                |                   |              |  |          |               |  |          |          |                            |  |             |       |             |     |                    |              |  |                |  |          |           |               |                  |  |              |         |
| Health Week  | 2,000  |                         |  |                |          |                  |              |  |                |                   |              |  |          |               |  |          |          |                            |  |             |       |             |     |                    |              |  |                |  |          |           |               |                  |  |              |         |
| Brown Hotel  | 100  |                         |  |                |          |                  |              |  |                |                   |              |  |          |               |  |          |          |                            |  |             |       |             |     |                    |              |  |                |  |          |           |               |                  |  |              |         |
| Clinicians Expense   | <u>4,000</u>   |                         |  |                |          |                  |              |  |                |                   |              |  |          |               |  |          |          |                            |  |             |       |             |     |                    |              |  |                |  |          |           |               |                  |  |              |         |
|  | TOTAL \$38,100   |                         |  |                |          |                  |              |  |                |                   |              |  |          |               |  |          |          |                            |  |             |       |             |     |                    |              |  |                |  |          |           |               |                  |  |              |         |
|  | \$45,000   |                         |  |                |          |                  |              |  |                |                   |              |  |          |               |  |          |          |                            |  |             |       |             |     |                    |              |  |                |  |          |           |               |                  |  |              |         |
| Disbursed  | <u>38,100</u>  |                         |  |                |          |                  |              |  |                |                   |              |  |          |               |  |          |          |                            |  |             |       |             |     |                    |              |  |                |  |          |           |               |                  |  |              |         |
| Balance on Hand,   |  |                         |  |                |          |                  |              |  |                |                   |              |  |          |               |  |          |          |                            |  |             |       |             |     |                    |              |  |                |  |          |           |               |                  |  |              |         |
| July 1, 2001   | \$6,900  |                         |  |                |          |                  |              |  |                |                   |              |  |          |               |  |          |          |                            |  |             |       |             |     |                    |              |  |                |  |          |           |               |                  |  |              |         |
| <i>Clinic Committee</i>                                    | A.P. Williams, Chairman of the Clinic Committee, reported on the Summer Clinic held at the University of Louisville.   |                         |  |                |          |                  |              |  |                |                   |              |  |          |               |  |          |          |                            |  |             |       |             |     |                    |              |  |                |  |          |           |               |                  |  |              |         |
| <i>Program Committee</i>                                   | Ed Buechel, Chairman of the Program Committee, reported that a program listing the meetings and events of the coming year was being printed and would be mailed to each member on January 1.   |                         |  |                |          |                  |              |  |                |                   |              |  |          |               |  |          |          |                            |  |             |       |             |     |                    |              |  |                |  |          |           |               |                  |  |              |         |

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| <b>Unfinished Business</b>  | The President called attention to the fact that a motion to contribute \$1500 to the Cleft Palate Clinic of the Kentucky Dental Association, Inc., which was being discussed at the last meeting and which was interrupted by adjournment, should be acted upon.   |
| <b>MOTION</b><br><i>Donation to Cleft Palate Clinic</i>               | The motion is "That \$1500 be donated to the Cleft Palate Clinic of the Kentucky Dental Association, Inc. The motion carried.  |
| <b>New Business</b><br><b>MOTION</b><br><i>Permitting Advertisers</i> | It was moved by Burke Coomer "that the editor of the Bulletin be permitted to secure advertisers to help meet the cost of publications."   |
| <b>AMENDMENT</b>  | It was moved by Arnold Kirk "that the motion be amended by adding the words 'and that a committee of five be appointed to solicit ads.'" Motion carried.<br><i>Amended Motion:</i> "that the editor of the Bulletin be permitted to secure advertisers to help meet the cost of publications, and that a committee of five be appointed to solicit ads." Motion carried. |
| <b>INFORMAL DISCUSSION</b><br><i>New Office</i>                       | It was moved by Bob Thomas "that the question of securing a new office for the society be discussed informally." Motion carried.   |
| <b>MOTION</b><br><i>Lease</i>   | The discussion continued for an hour and was terminated by a motion presented by John Atkinson, "that the secretary be directed to sign a lease for six connecting rooms in the Starks Building." Motion carried.  |
| <b>MOTION TO ADJOURN</b>  | Moved by Harry Ritter, "that the meeting adjourn." Motion carried.   |
| <b>Adjournment</b>  | The meeting adjourned at 10:08 P.M. John Atkinson, <i>Secretary</i>  |
| <b>CORRECTION</b>   | The word "approved" which was omitted before the word "advertisers" in the motion permitting advertising in the Bulletin, was added. J.A.  |
| <b>APPROVED</b><br><b>as corrected</b><br><b>Oct. 13, 2001</b>        | October 10, John Atkinson, <i>Secretary</i>  |

#### COMMON MISTAKES:

Things that do not go into the minutes, unless required by law, bylaw, or are ordered by means of a motion properly made, seconded and approved by a majority vote of the members at a meeting with a quorum present:

1. The name(s) of the person(s) who second motions or resolutions;
2. Content or summary content of the debate or discussion of motions being considered;
3. Personal opinions, not in the language of the motion;
4. Minutes of standing or special committee meetings;
5. The number of members who abstain from voting, except when a roll call vote is ordered;
6. Any member's reasons for voting;
7. Any member's vote, except when a roll call vote is ordered;
8. Letters, articles, petitions, extraneous facts introduced at the insistence of one or a minority;

NOTE: It is not a point of personal privilege for a member to insist that 'the minutes reflect' any statement or record of any sort that has not been ordered by a majority vote of the members assembled.

One further exception to the above list of things that do not ordinarily go in the minutes may be made for formally published records, which usually go by the name of "Official Proceedings"

RONR (10<sup>th</sup> ed.), p. 458:

**MINUTES TO BE PUBLISHED.** When minutes are to be published, they should contain, in addition to the information described above, a list of the speakers on each side of every question, with an abstract or the text of each address, in which case they may be called "proceedings," "transactions," or the like. In such cases the secretary should have an assistant. When it is desired, as in some conventions, to publish the proceedings in full, the secretary's assistant should be a stenographic reporter or recording technician. The presiding officer should then take particular care that everyone to whom he assigns the floor is fully identified. Under these conditions it is usually necessary to require members to use a public address system. Reports of committees should be printed exactly as submitted, the minutes showing what action was taken by the assembly in regard to them; or they can be printed with all additions in italics and parts struck out enclosed in brackets, in which case a note to that effect should precede the report or resolution.

The above provision in Robert's (RONR) for published minutes is not generally considered to be applicable to ordinary, regular meeting minutes that are merely posted on an organizations website.

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For more information, see also *The Complete Minutes Manual, 2<sup>nd</sup> ed.* (2002) published by the Education Department of the American Institute of Parliamentarians. [[www.aipparl.org](http://www.aipparl.org)]