

Guidelines for Minutes of Church Meetings

By Ted Kober, Senior Ambassador



Ambassadors
of
Reconciliation™



In more than 25 years of church consultations, I have reviewed thousands of minutes of church meetings, including board meetings, committee meetings, and congregational meetings. When consulting with churches, I ask for copies of minutes from the most recent two or three years to understand how the leaders are functioning in their roles.

While most people are generally familiar with keeping minutes, I find that the majority of secretaries and their members have never been taught what those minutes should look like.

As a result, I have seen some horrible examples of minutes. In some cases, I am unable to discern how a board functions or even what decisions were reached. Sometimes it's unclear whether or not a meeting was legally noticed or held. In other cases, I learn much more than I should by reading minutes, including confidential information that was later revealed publicly.

Minutes of board and congregational meetings provide permanent records of decisions. Some of those decisions have major legal and financial implications. Thus, accurate minutes are important to all churches.

Just What Was Done vs. What Was Said

Minutes can vary in content from a full transcript of everything said to a summarized list of approved resolutions. What should be included relates to the distribution of minutes and the nature of the organization.

In meetings of government legislatures and councils, meetings may be publicized live on television or the Internet. Such meetings may require stenographic records which document everything said.

However, in smaller private organizations, minutes typically record actions taken and exclude individual comments.

Churches normally should record only what was *done* at a meeting, but not what was *said* by individual members.

Robert's Rules of Order provides this direction:

The official record of the proceedings of a deliberative assembly is usually called the *minutes*, or sometimes—particularly in legislative bodies—the *journal*. In an ordinary society, the minutes should contain mainly a record of what was *done* at the meeting, not what was *said* by the members. The minutes should never reflect the secretary's opinion, favorable or otherwise, on anything said or done.¹

After working with hundreds of churches over the years, I believe that churches normally should record only what was *done* at a meeting, but not what was *said* by individual members. This article describes why I hold this view.

Documenting a Properly Called Meeting

Church boards and congregational meetings pass resolutions with legal and financial ramifications. Accordingly, the minutes need to document everything necessary for a legitimate meeting:

Document everything necessary for a legitimate meeting.

- The kind of meeting: regular, special, continued, etc.
 - Unless regularly scheduled, document what notices were given for meeting.²
- The name of the organization (board, congregation, etc.).
- Date and time meeting was opened, and time meeting was adjourned (or continued).
- Place of meeting (unless all meetings are held in the same location).
- Chairperson and secretary.
 - The secretary should sign the minutes.
- Documentation of quorum:
 - In board meetings, the names of all members present, excused absent, non-excused absence (these are important if policy requires minimum attendance).
 - Usually, if board members are listed, guests are also listed.
 - In congregational meetings, documentation of members eligible to vote.
 - A larger meeting, such as congregational meeting, may utilize a sign-in sheet which is attached to the minutes.
 - The record should report that quorum requirements were satisfied.

If the minutes fail to document a properly called meeting, anyone can challenge the legitimacy of the decisions made, including people who do not belong to the church. A court could rule that an important decision is null and void because it was not made at a legitimate meeting.

Take care in recording everything necessary to prove that the meeting held was properly convened.

¹ RONR, (11th ed.), p. 468, ll. 14-20.

² If a decision is later challenged, proper documentation of notice becomes critical.

What Else Should Be Included?

The approval of minutes as presented or corrected should be documented. This is true even if the minutes are approved by email.

Written or oral reports received should be listed in the minutes, including reports that were sent in advance with the agenda. In the official record books, all written reports should be attached to the minutes. Oral reports or oral presentations by guests should be noted as received. Depending on the group's policy, a brief summary of the oral report may be included. However, members of the group should critically review the summary before approving the minutes. In any case, any opinion or viewpoint of the secretary is not appropriate.

All decisions should be accurately recorded.

All decisions (motions approved or resolutions) should be accurately recorded. This includes motions passed to table or postpone. The wording of each approved resolution must be carefully written. One reason we recommend that people prepare resolutions in advance of meetings is to avoid the poorly written motions that all too often are spontaneously spoken during church meetings.

If certain motions require a super majority (e.g., two-thirds, three-fourths, etc.), it is important to record the number of votes for, against, and abstaining in order to document that the minimum number was achieved. For any controversial issues, it may be necessary to record number of votes even when only a simple majority is required. This protects decisions made that may later be challenged. However, unless policy dictates otherwise, it is best not to record how each member voted (see discussion below under "Group Action" and "Support for Board Decisions").

The minutes should identify anyone who recuses himself/herself because of conflict of interest.

Notices of future meetings or assignments should be identified.

What Is Optional

The group may decide that the maker of a motion may be identified, but the person seconding the motion is usually not listed (*Robert's Rules of Order* indicate that the maker should be identified but not the seconder³). I suggest that the group may not want to record the maker for the reasons I identify below regarding policies on "Group Action" and "Support for Board Decisions."

Motions or amendments that fail may or may not be recorded. The group should maintain a policy that reflects whether to record motions or amendments that fail.

Acknowledgment that there was discussion on a matter that was decided may be included, but details or summaries of that

Acknowledgement of discussion may be included, but details including individual views should not.

³ RONR (11th ed.), p. 470, ll. 26-28).

discussion, including identifying individuals expressing their views, should not be described in the minutes.

What Should Not Be Recorded

Minutes of church meetings should not include a summary of what was said or identification of who made certain comments. There are a number of reasons.

There are a number of reasons why what was said or identification of who made certain comments should not be recorded in minutes.

Summarized comments reflect the interpretation of the secretary and may not precisely reflect what was said by the speaker. Anyone reading the minutes after the meeting may draw erroneous conclusions about a particular person's viewpoint.

It is difficult for summaries to reflect the overall tone. A secretary attempting to describe the tone is giving a personal opinion, which is inappropriate as indicated above in *Robert's Rules of Order*.

If minutes are shared outside the board meeting (which often is done for church boards) and each person's comments are recorded or summarized, board members may be reluctant to share their honest opinions for fear that those outside the board will judge them. Accordingly, the board loses an important aspect of open and honest communication. In order for boards to make quality decisions, disagreement and honest discussion is not just a luxury—it's critical.

Further, if board members become passionate in their discussions and offend one another, they need to confess their sins to one another and seek forgiveness (see Matthew 5:23-24; Romans 12:18; James 5:16). Confession and forgiveness within board meetings need to remain private and off the record.⁴ Making public private confessions and offering of forgiveness discourages such interaction between members (note Proverbs 11:13 and 20:19).

Sharing individual opinions outside the context of a board meeting works against two policies that Ambassadors of Reconciliation recommends to governing boards:

- *Group Action. The Board shall exercise its governing authority as a whole. No individual board member may exercise such authority except as instructed by the Board.*
 - Reporting what individuals say may give non-board members the impression that the board is more divided than it actually is.
- *Support for Board Decisions. Once the Board has made a decision, board members will support the decision of the Board to all those outside the Board. No minority positions will be publicized in opposition to any Board decision.*

⁴ When it is well known that the need for reconciliation is evident in a church board, it may be appropriate to note in the minutes that confession and forgiveness between members occurred without identifying specific sins or individuals involved. Such a note serves as an example of leaders living the sanctified life.

- If minutes reflect personal statements during discussion, it provides a specific way for minority positions to be publicized in opposition to board decisions. Such reporting violates this policy and tends to polarize the congregation.

Discussions involving human resource issues (e.g., hiring employees, terminations, discipline, etc.) must remain confidential to protect all involved and should not be recorded in minutes available to those outside the group. In addition, discussions on potential and active lawsuits or legal liability issues need to be kept private in order to avoid increasing legal liability to the church or its entities. In some cases, such discussions should take place in either closed or executive sessions. The final decisions reflected in resolutions are recorded.

I have read some minutes where individual comments were recorded, and those comments later created legal liability issues for the individual and/or the board. This may even be true for issues that at the time do not appear to have legal implications, but later (when it's too late to withdraw them) become important to a legal argument.

Publicizing Minutes

No minutes should be publicized outside board meetings until the board has approved the minutes. Otherwise, they may be publicized before board members have opportunity to make corrections.

Not to Be Taken Lightly

Some have the attitude that minutes are a menial task that takes time away from the important work of the board or congregation. As a result, many view the minutes as a traditional requirement that is not that important.

Minutes become a permanent legal and financial record of what a group decides. What is recorded *is* important—for the benefit of the congregation who later reads them, for future reference, and for legal and financial documentation. The record of actions by a church group are not to be taken lightly.

What is
recorded *is*
important.

God is not a god of chaos. He expects His disciples to execute their churchly responsibilities well. As Paul instructs:

But all things should be done decently and in order (1 Corinthians 14:40 ESV).

May God bless your meetings, and your recording of your actions together, that all you do may benefit the kingdom of God and glorify Him.

And whatever you do, in word or deed, do everything in the name of the Lord Jesus, giving thanks to God the Father through Him (Colossians 3:17 ESV).

Leadership Training and Resources

Ambassadors of Reconciliation provides a wide array of training and resources to equip ministry leaders. For example:

- *Built on the Rock: The Healthy Congregation* by Ted Kober (Concordia Publishing House, 2017). Learn how you can strengthen the spiritual health of your church. This book provides guidance for leaders and leadership boards.
<https://www.aorhope.org/product-page/built-on-the-rock-the-healthy-congregations>
- *Built on the Rock Leader's Pack* (AoR, 2018). 25 years in the making, this comprehensive resource includes 400 pages of consultation and teaching material. Church leaders will be equipped through teaching on spiritual leadership as well as governance. Additional features include:
 - Sample constitution and bylaws
 - Sample policy manuals for elders, church council, and school board
 - Flash drive with reproducible contents of teaching and sample documents<https://www.aorhope.org/botr-leaders-pack>
- *Leadership Training and Consultation*. Based on extensive experience working with leaders of churches, schools, and other ministries, AoR has developed training to equip lay leaders and professional ministry workers to be more effective and productive in their vocations. We offer standard and custom training and consultation in the following areas:
 - *Spiritual Lay Leadership Training and Consultation*:
<https://www.aorhope.org/sllt>
 - *Structuring the Healthy Congregation Training and Consultation*:
<https://www.aorhope.org/governance-seminar>
 - *Policy Governance for Boards of Directors Training and Consultation*:
<https://www.aorhope.org/leadership-training>
- **NEW!** On-line course *Spiritual Leadership*
<https://www.aorhope.org/spiritual-leadership>
- AoR also provides extensive resources and training to equip leaders in conflict coaching, mediation, and adjudication. <https://www.aorhope.org/practicums>

For more information, see www.aorhope.org
or call Ambassadors of Reconciliation at 406-698-6107.

Ministry leaders are granted permission to copy this article (6 pages) and distribute within their own congregation, school, or other ministry. This permission excludes copying and distributing for the purpose of reselling it or for any other purpose without the written permission of Ambassadors of Reconciliation.