

CREATING EFFECTIVE BOARD & COMMITTEE MINUTES



BARRY SILVERBERG
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CO-PRINCIPAL, SILVERBERG ASSOCIATES

Creating Effective Board & Committee Minutes

Barry Silverberg

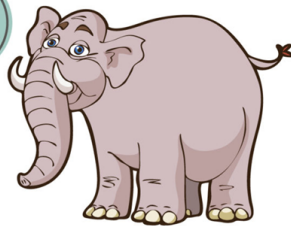
Director, Center for Nonprofit Studies @ ACC
Co-Principal, Silverberg Associates/ HR Directions

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We will cover

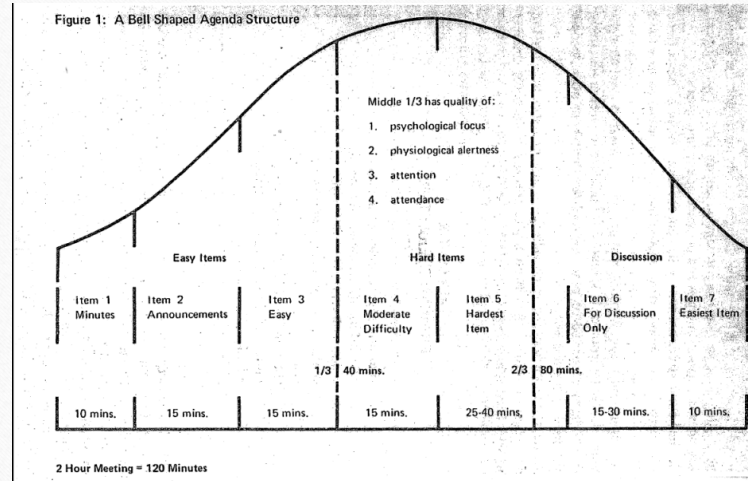
- Use and value of minutes
– why we do it!
- Distribution
- Legal Considerations
- Meaningful Minutes
- Maintenance of Minutes
- Other Issues Requiring Attention

Who's Actually
Responsible for
Talking minutes?



2

Minute taking is dependent on good meeting agenda, chair leadership and participant behavior



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Time Wasters



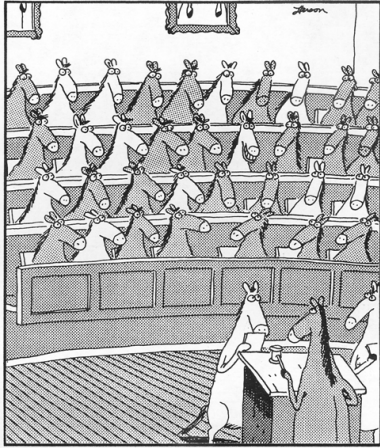
Before we get started, Guurrg will read the minutes from our last meeting.



After Mr. Stevens said, "Is so," Mr. Harris said, "Is not," followed by another "Is so" .. "Is not" ... "Is so" ... "Is not"...

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The entire parliament fell dead silent.
For the first time since anyone could remember,
one of the members voted "aye."

Two (2) things necessary for good and accurate record keeping

1. competent person to take minutes
2. format that delivers readable and understandable info

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Uses & Value of Minutes



- ✓ Review of Past Activities
- ✓ Providing Evidence of Factions
- ✓ Measuring Group Productivity
- ✓ Measuring Participation
- ✓ Measuring Leadership
- ✓ Measuring Management Confidence
- ✓ Summarizing Proceedings
- ✓ Recognizing Individuals
- ✓ Giving Insight into the Group

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Distribution of Minutes

- Completed minutes circulated prior to next meeting to allow review
 - Do not wait until next meeting to hand out minutes
 - Give participants time to review
 - Will make them more effective
- If revisions:
 - Part of next meeting's consent agenda
 - Corrections addressed at next meeting and changes voted on
- Minutes then approved, signed by secretary & archived
- Minute archive should be organized & easy to locate (e.g., minute book, online)

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Legal Considerations

- Minutes are legal record of meeting
- Contemporaneous
- Statutory Requirements
- Auditor Uses
- Fulfilling Legal Duties
- Establishes Liability or Lack Thereof
- IRS 990

Form 990 (2019) Page **6**

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes on Schedule O. See instructions. Check if Schedule O contains a response or note to any line in this Part VI ☐

Section A. Governing Body and Management

	1a	1b	2	3	4	5	6	7a	7b	8a	8b	9
1a Enter the number of voting members of the governing body at the end of the tax year . . .												
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain on Schedule O.												
b Enter the number of voting members included on line 1a, above, who are independent . . .												
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? . . .												
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, trustees, or key employees to a management company or other person? . . .												
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? . . .												
5 Did the organization become aware during the year of a significant diversion of the organization's assets? . . .												
6 Did the organization have members or stockholders? . . .												
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? . . .												
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? . . .												
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:												
a The governing body? . . .												
b Each committee with authority to act on behalf of the governing body? . . .												
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses on Schedule O . . .												

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Meaningful Minutes



The cow mooed, the pig oinked,
the chicken clucked, I bleated, end of meeting."



Clear
minutes



Key
Questions

Do our minutes meet the
legal test?

Do our minutes meet the
practical test?

Is every board member
willing to approve the
document?

Would the document stand
the test of time?



Taping the
Meeting?

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Minute Contents

- Organization Name
- Entity Meeting
- Location
- Date and Time

The names of present and
absent members.

The time the board meeting
begins and ends.

The existence or absence of
a quorum.

A concise summary of the
action taken by the board.

The names of the persons
making and seconding
motions.

A summary of votes,
indicating when votes were
adopted by unanimous votes
or a tally of yeas and nays
and abstentions.

A summary of documents
introduced during the
meeting.

A summary of discussion
points - concise statements
of issues raised and
concerns reflected in the
discussion **but not who said
what.**

A summary of key action
items and future steps that
will be taken, including by
whom.

The name and title of the
person responsible to taking
minutes.

Factsheet on Board Minutes by Nonprofit Risk Management Center

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Minute Contents



Factheet on Board Minutes by Nonprofit Risk Management Center

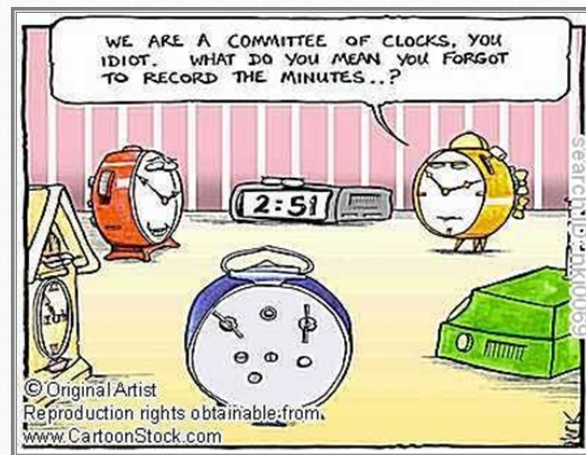
- ☐ Should never be a verbatim transcript of every statement made during a board meeting.
- ☐ Should be concise and informative, but never voluminous.
- ☐ Should be taken by someone who understands the substance of the issues being discussed.
- ☐ Should be objective statements of what has occurred and should not be unduly subject to the personal interpretations of the person taking the minutes or the members of the board

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Minute Contents

- Agenda relevant minutes
- Writing the minutes
- Sample Minutes



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Maintenance of Contents

- Minutes should be kept in a minute book with other important docs
- Accessible via cloud or website



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Texas Association of Nonprofit Organizations
Board of Directors Meeting
January 26, 2012

Present: Richard Meyer, Board Chair; Barry Silverberg, CEO; Carolyn Appleton, Brad Carter, Marianne Ehrlich, Blanca Leahy, Robert Pinhero, Marolyn Stubblefield, Toni Turner; and Robert Manzer, COO
Absent: Armando Rayo, Barry Lovelace

Prior Minutes - The minutes of the December 15, 2011 Annual Board meeting were approved as distributed.

Board Chair - Board Chair Meyer expressed appreciation for the service offered by Board members during the past year. He welcomed _____ as a new Board member and she introduced herself to the Board. He asked all Board members to complete the Board Member Conflict of Interest statement.

Board Introductions - Board members shared why they have agreed to serve on the TANO Board and what each would like to achieve during the coming year.

December 2011 and FY2011 End of Year Financials - Barry Silverberg, President & CEO, reported on the December 2011 and FY2011 End of Year Financials in the absence of Glenda Holmstrom, Treasurer. He noted that the statements were consistent in format to those distributed throughout this year and that the audited statements will reflect a small year-end deficit based on how memberships and other revenue items will be spread. The distributed documents reflect a very slight surplus.

President & CEO Update - Silverberg reported on the financial and program success of the Nonprofit Texas Leadership Institutes, the Nonprofit Texas Leadership Journal, and Certificate in Nonprofit Leadership & Management. The Board consensus was to continue the current focus on revenue producing programming even as TANO expands its presence and stature through such activities as Silverberg's co-chairing of the Task Force on Improving Relations with Nonprofits and public policy breakfasts.

Silverberg reported that a full-time Director of Membership will be employed and independent contractors will be engaged to fulfill the programming and marketing/public relations/social media roles. On the latter, _____ will be assisting organizing and implementing changes in TANOgram, website and social media. He emphasized that the financial impact of these changes fall within the FY2012 budgeted personnel lines.

FY2012 Management Team Vision - Robert Manzer, COO, shared the TANO Management Team's vision for the coming year. He summarized research gleaned from other state associations which informs the Management Team's strategic vision for FY2012: "TANO will be known as a highly collaborative, technologically sophisticated, customer-focused, innovative organization characterized by the best knowledge base of the Texas nonprofit sector, outstanding championship and advocacy of the sector, first-rate and convenient learning opportunities, and the largest network of nonprofits in Texas."

To support of this vision, he stressed the need for TANO to strengthen its core competencies in learning opportunities, consulting, communications and membership, and especially in public policy. He referenced Silverberg's co-chairmanship of the state task force on nonprofits and the TANO public policy breakfasts around the state. Strategic goals in this area include starting a regular program of advocacy education, becoming a primary source for public policy information for nonprofits, becoming a primary source for info on nonprofit sector for legislators, government officials, and developing a TANO public policy agenda through and with an inclusive process.

Manzer also underlined the importance of continuing to refine TANO's value proposition for nonprofits and other stakeholders.

Sustainability - Marianne Ehrlich, Vice Chair for Sustainability asked each Board member to complete the distributed Pledge Form to include their FY2012 financial commitment as well as other ways they may assist with strengthening TANO's short and long term sustainability. During her remarks she highlighted TANO's upcoming 20th anniversary.

Public Policy - Robert Pinhero, Vice-Chair for Public Policy highlighted the importance of educating people throughout the state about sector wide issues and extend their interests and concern beyond their own "back yard" issues.

_____ reported that Lois Lerner, Deputy IRS Commissioner and head of the Exempt Organizations Division in Washington, spoke at a UT law school seminar last week and related the following: There are 1.6 million Section 501(c) nonprofits reporting with the IRS representing \$4.7 trillion in Form 990 reported revenues for 2011; the IRS receives 60-80,000 501(c) applications for exemption per year and 56% of them are complete and are approved quickly; and that the IRS intends to continue its ongoing practice of sending thousands of detailed questionnaires to nonprofits in a certain sector (such as private universities and schools) as an informal "review" by the IRS of their activities, with a response not compulsory (but recommended). She also reported that the IRS compliance division and increased its capacity to monitor "noise" in the public realm to investigate and analyze activities of nonprofits; this includes ordinary news publications and broadcasts, internet sites, blogging, and social media.

Next Meeting - The next meeting will be March 22nd.

There being no further business, the meeting was adjourned at 1:15 pm.

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BOARD MEETING
Friday, October 16, 2020, 10 am – 1 pm

VIRTUAL ATTENDANCE

BOARD MEMBERS PRESENT: Joan Altobelli, Elisa Brown-Pruett, J.R. Chester, Ellie Coplin, Karen Hill, Moss Hampton, Cynthia Osborne, Mitch Rosen, Marcia Silverberg, Peggy Smith, Melanie Susswein, Amy Young

BOARD MEMBERS ABSENT: Teresa Baker, Kelly Salazar

TEXAS CAMPAIGN STAFF: Jen Blundo, Alex Borden, Melanie Chasteen, Molly Clayton, Julia Kranzthor

GUESTS: Terry Greenberg of Ntarrup

MEETING MINUTES
10:03am- Call to Order and Confirm Quorum - Dr. Moss Hampton, Chair

Consent Agenda - Dr. Moss Hampton

- May 29, 2020 Board Meeting Minutes
- Fund Development, Finance and Audit
 - Fundraising Updates
 - New Auditor Selection
- Marketing & Awareness Updates
 - Texas to Ready Media Campaign Results
 - Texas Campaign Blog
- Board Development & Governance
 - Board Recruitment Tracking List
 - Board Meeting & Committee Attendance
 - 2021 Board Calendar
 - 2020 Dashboard

Dr. Hampton moved the following items from the Consent Agenda to the regular meeting agenda for discussion:

- Marketing & Awareness Updates
 - New Website
- Programs
 - Collaborative for Youth in Care (CLYC) and Texas Foster Youth Health Initiative (TFYHI)
 - Training Events Update
 - Gap Analysis
 - Regional Coalition Support
- Public Policy
 - State Board of Education Update
 - 2021 Legislative Plan

BOARD MEETING
Friday, October 16, 2020, 10 am – 1 pm

J.R. has experience working with Ntarrup's Young Women's Leadership Council and speaks very highly of them

- Should both boards wish to proceed with due diligence, perhaps each organization could ask their preferred consultant to put forward a proposal.
- Issue for future consideration - Ntarrup Board may be protective of their cash reserves
- Evelyn Delgado of Healthy Futures will present at our December Board Meeting
- Healthy Futures Board seems a bit more hesitant than the Ntarrup Board, there is concern about how the organization will be structured and what the benefits of integration would be
- Healthy Futures brings access in South Texas and the Valley, their community college initiatives (Bae-9 Safe), a well-respected brand, and their wonderful staff

Health Inequity and Racism in Teen Pregnancy - Molly Clayton

- The board held a discussion of equity and race in teen pregnancy prevention and adolescent sexual health, as well as the responsibility we have as a nonprofit organization leading on these issues. A few board members shared personal experiences with racism and/or discrimination due to being a teen parent.
- We must acknowledge the place of privilege many of us come from and choose to learn about racism, rather than experiencing it first-hand over a lifetime.
- All staff attended Beyond Diversity training in 2019, with mixed reviews. After the murder of George Floyd, we re-visited the need to address racism in a more meaningful way.
- Opportunities discussed by the board include:
 - A more inclusive approach in facilitation and training youth-service professionals
 - Include voices and perspectives of youth, especially Latina and Hispanic teens and communities
 - Make sure we approach with an empowering lens rather than a shaming lens
 - Approach from a systems level rather than individual (more focus on changing the systems, addressing the barriers, improving policies and practices than changing decisions of individual teens)
 - Dr. Amy Young would like to see Texas Campaign come up with actionable items to put in place. She and Marcia recommend the book, *White Fragility*
 - Dr. Karen Hill recommends the book, *Waking Up White*
 - Ellie Coplin shared that St. David's Foundation is also dedicating time and resources in health equity work.
- Action items prior to December 4 board meeting:
 - Staff to make suggested edits to values statement on equity and nondiscrimination for board review/vote
 - Staff to re-send Google spreadsheet with their ideas for proactively addressing racism
 - Staff to suggest ways to integrate anti-racism in all areas of programs and operations, as measured on our 2021 Dashboard, for review by each Committee.
 - Staff to share piece by Teen Health Mississippi that identifies itself as a reproductive health organization (as opposed to reproductive justice)
 - Staff to continue sending links about racism and reproductive justice to the full Board
 - Molly to begin considering scope(s) of work for diversity, equity and inclusion

BOARD MEETING
Friday, October 16, 2020, 10 am – 1 pm


circumstances to support specific components, including but not limited to the background checks section of employee handbook

Executive Session

- Changes coming up on Thursday, Oct. 29th. All board members will be automatically registered to attend and will receive a party pack. Sponsorship opportunities are still available. The virtual format provides a unique opportunity to engage potential donors outside of central Texas.
- Action Items:
 - Board members to make reference to attend Change
 - Board members to please send current mailing address to julie@texasready.org to receive delivery
 - Staff to keep the program under an hour if at all possible

1:02pm - Adjourn

Written by: Alex Borden


Signed by: 
Marcia Silverberg, Board Secretary

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Barry Silverberg

Director, Nonprofit Austin/
Center for Nonprofit Studies @ ACC
Co-Principal, Silverberg Associates



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