



# HOW TO SEND NOTICE, PREPARE AGENDA AND WRITE BOARD MEETING MINUTES

Published by  
Financial Management Service Foundation

## HOW TO SEND A NOTICE FOR BOARD MEETINGS

### 1. WHAT IS A NOTICE?

**1.1** Notice is a communication to the members about the upcoming meeting of the board.

- It is a legal document and has to be legally served.
- The time lines for serving notice for the meeting is part of the incorporation law or the bye laws of the organization

### 2. WHEN THE NOTICE SHOULD BE SERVED?

**2.1** The notice needs to be served in the manner in which it is specified in the law. Generally, there are two types of Meetings for which notice is served i.e.

1. General Body Meeting
2. Governing body/Board Meeting

**1. General Body Meeting:** An Annual General Meeting (AGM) is held once in a year. As per Companies Registration Act 2013, a 21 days' notice is served for calling Annual General Meeting.

**2. Governing Body/Board Meeting:** A Governing body/Board meeting is held at least twice a year, for which a 7 days' notice is to be served.

Further, the notice should be served to every member of the meeting at the address available with the organization.

### 3. WHO IS RESPONSIBLE TO SERVE THE NOTICE?

**3.1** Generally, as per the relevant practices, the Secretary of the Board/General body is responsible to send out the notice in consultation with the Chairperson. In case, there is no Secretary then the Board or General body can authorize one member to act as a Secretary to serve the notice.

### 4. HOW THE NOTICE IS TO BE SERVED?

**4.1** In the earlier days, the notices were being served as hard copies through registered post or with Certificate of posting. This would provide evidence that the notice was actually served. However, in recent times with the e-mail being the mode of communication, the question arises whether it is necessary to follow the usual route of serving notice through hard copy. Here the incorporation law and the bye laws of the organization come into consideration. For example, if the Societies Registration Act of the state of incorporation provides physical serving of notice, then it has to be followed. Similarly, if the bye laws prescribe serving of the notice through hard copy, it has to be followed accordingly. Otherwise, notice can be served through electronic media (e-mail).

### 5. WHAT THE NOTICE SHOULD CONTAIN?

**5.1** The following should be part of the notice:

- a) Name of the organization
- b) Date, place and time of the meeting

- c) It should be mentioned whether it is an “ordinary meeting” or “Extra ordinary meeting” .
- d) The agenda to be discussed should be attached with the notice.
- e) The notice should be served by the person authorized (Secretary/Managing Trustee etc)



## 6. SAMPLE NOTICE

- 6.1 A sample notice is attached as **Annexure 1**.

Annexure 1

### NOTICE FOR A BOARD MEETING

Notice is hereby given that the 23<sup>rd</sup> (**No. of meeting**) ordinary meeting of the Governing body members of ("**Name of the organization.**") will be held on (**Date of meeting**) 20 (**Year**), at (**Time**) a.m./p.m. in the registered office at (**Place of meeting**) to transact the following items/business:

- 1. Agenda 1
- 2. Agenda 2
- 3. Agenda 3

***Signature & Seal of Secretary***

## PREPARATION OF AGENDA

### 1. WHAT IS AN AGENDA?

- 1.1 Agenda is a schedule of items to be discussed/ decided in a board meeting. An agenda helps in planning the meeting more efficiently, take the right decisions and stick to time.

### 2. PRE-PLANNING THE AGENDA

- 2.1 The agenda has to be pre-planned with the key decisions to be taken, the relevant papers to be distributed and any other background material to be circulated beforehand.

### 3. WHO MAKES THE AGENDA

- 3.1 The Secretary of the Board is responsible for making the agenda in consultation with the Chairperson.

### 4. KEY AREAS TO BE COVERED:

- 4.1 The agenda should include broadly the following sections:
- Welcome & adoption of the agenda
  - Review of previous meeting & decisions
  - Programme
  - Financial
  - Organizational
  - Any other matter

### 5. CAN MEMBERS SUGGEST NEW AGENDA ITEM?

- 5.1 As agenda should be circulated to the members along with the notice (7 to 14 days prior to the meeting). During this time period, the members could suggest or notify new agenda items to be taken up during the meeting.

Incase the member comes up with a new agenda item during the meeting, in that case the Chairperson could allow or disallow the agenda item for deliberation in a meeting. In some cases the agenda item can also be carried forward to the next meeting.

### 6. CERTAIN OTHER ISSUES TO BE KEPT IN MIND:

- 6.1 Distributing the approximate time to be allotted to each agenda item
- 6.2 The key person responsible for initiating or leading the discussion
- 6.3 Any relevant papers to be attached as agenda notes
- 6.4 Synchronizing the numbering of the agenda to the probable resolutions that may be taken as an outcome of the agenda item.

## 7. WHAT SHOULD NOT BE ON THE AGENDA

- 7.1 Day to day management issues are generally outside the purview of the meeting. It is left to the Chairperson to allow or not allow an agenda item to be included for deliberation in a meeting.

Having a decision-making matrix makes it clear in terms of which decisions are required to be made.



## 8. SAMPLE AGENDA

### Annexure -1

S. no	Table of contents	Time	Discussion led by	Agenda notes	Outcomes
<b>1.</b>	<b>Welcome &amp; Adoption of agenda</b>	<b>9:00-9:45</b>			
	1.1. Welcome	9:00-9:30	Chairperson		The members are given welcome
	1.2 Adoption of agenda	9:30 -9:45	Chairperson		Agenda is adopted
<b>2.</b>	<b>Review of previous meeting &amp; decisions</b>	<b>9:45-10:15</b>			
	2.1 Confirmation of minutes of the previous meeting	9:45-9:50	Secretary/ Chairperson	Minutes of previous meeting	Minutes are confirmed
	2.2 Matters arising from the minutes	9:50-10:15	Secretary/ Director	Action taken report	Implementation of previous decisions are reviewed
<b>3.</b>	<b>Programme</b>	<b>10:15-12:00</b>			
	3.1 Update on programme	10:15-11:15	Program Head/ Staff team	Activity report	Activity report approved
	3.2 Strategic issues if any	11:15- 12:00	Director/Program Head / Secretary	Note on strategic issues	Decision/Resolution to be taken
<b>4.</b>	<b>Financial</b>	<b>12:00-1:00</b>			
	4.1 Adoption of audited financial statement for the year.....	12:00-12:30	Treasurer/ Finance Head	Audited Financial Statements	Financial Statements Adopted
	4.2 Financial report for the quarter (includes budget variance analysis)	12:30-1:00	Finance Head/ Executive Director	Budget variance analysis for 1 <sup>st</sup> Quarter	The board is updated
<b>5.</b>	<b>Organizational</b>	<b>1:00-1:30</b>			
	5.1 Policies- any policy to be approved		Executive Director	Relevant policy	Policies are approved for implementation & resolutions taken
	5.2 Change of signatory in bank a/c		Executive Director	Draft resolution	Resolution are passed
	5.3 Staff matters				
	5.3.1 Key changes		H R Head	Note on staff issues	Board is updated
	5.3.2 Staff appraisals		H R Head		
<b>6.</b>	<b>Any other matter</b>				

# WRITING MINUTES

## 1. WHAT ARE MINUTES?

- 1.1** Minutes is defined as a written record of the business transacted and the decision made at a meeting. In a narrow sense, minutes are a record of resolutions passed and matters related to them. Institute of Company Secretaries of India (ICSI) has defined minutes as “a formal written record, in physical and electronic form, of the proceedings of a meeting”

Minutes also serve as an evidence of a meeting. It helps in understanding the deliberations and decision taken.

## 2. CONTENTS OF THE MINUTES:

- 2.1** Minutes serve as a record of a meeting. It can also be considered as a legal document. Therefore, the contents of the minutes are very important. The minutes generally consist of the following:

- Background to the agenda: the background should include the advantages and disadvantages of the proposal. It should also briefly describe the impact of the probable decision on its micro and macro environment of the organization.
- Key deliberations & discussions: It should capture the major discussion points of the members. However, recording of specific names of members with their individual views are always avoided.
- Decisions taken: in case of decisions, the rationale of arriving at the decision needs to be clearly captured.

A good minute also records the time of commencement and conclusion of the meeting as well as the venue of the meeting.

## 3. SOME KEY REMINDERS

- 3.1** Minutes should be written in clear, concise and plain language
- 3.2** Minutes should be written in third person and past tense.
- 3.3** However, resolution should be written in present tense.
- 3.4** Minutes need not be exact transcript of the proceedings
- 3.5** Any document, report or notes placed in the meeting and referred to in the minutes should be attached as an annexure. This will preclude the approval of certain documents like audited financial statements, annual report etc.
- 3.6** Incase an earlier resolution is superseded or modified; minutes should contain a reference to the earlier resolution.

## 4. FINAL POINT OF REFERENCE

- 4.1** As a practice, the Secretary also acts as a recording Secretary for the meetings. However, the members may choose to appoint a different person as a recording Secretary. The responsibility of ensuring that the minutes are properly recorded

finally rests with the Chairperson. Therefore, the Chairperson is provided with discretion to exclude certain matters which in her/his considered opinion are irrelevant, immaterial or inaccurate representation of the meeting.

## **5. IS CONFIRMATION OF MINUTES NECESSARY?**

- 5.1** There is a practice to confirm the minutes of the meeting in the subsequent meeting. If we analyze the technicalities and relevance of such a practice, it comes across clearly, that it may not be a big necessity. This is due to the fact that there is a gap of three months to a year in between the meetings. Generally, as a good practice the minutes recorded soon after the conclusion of the meeting is circulated as draft minutes to the members and comments are invited. After incorporating the comments, the final minutes are circulated and decisions/resolutions are acted upon. This deems the confirmation of the minutes in the next meeting irrelevant to large extent. However, this practice can be continued and after the confirmation, the Chairperson can physically authenticate the minutes by signing them post which no changes would be possible/allowed.

## **6. PRESERVATION OF MINUTES**

- 6.1** Generally, preservation of minutes should be given much importance since they are part of good governance practice and can be used as a legal document. The minutes are maintained in a minute book in a chronological manner. Certain good practices for maintenance of minute book are as follows:
- 6.2** Minutes book can be in form of loose binding or bound register.
- 6.3** Minutes can be written by handwriting or can also be computer printouts.
- 6.4** If they are computer printouts, then after confirmation of minutes they need to be pasted in the minutes book. The Chairperson and Recording Secretary have to sign every page in such a way that part of the signature should be on the minute book and other part to be on the printout pasted. In case it is handwritten, then mere signing in every page should be sufficient.
- 6.5** The minute book has to be carefully preserved and care should be taken to protect them from fire and other natural calamities.
- 6.6** Minutes being part of the governance process of the organization needs to be preserved till the existence of the organization.