

Institute of
Certified Secretaries



Webinars : Minutes & Resolutions



WRITING MINUTES AND RESOLUTIONS



Friday 6 July 2021 at 9.00 am-1:00pm.



'The Governance Profession'

The footer features a decorative border at the bottom of the slide, consisting of a row of orange triangles pointing upwards, set against a maroon background.

Learning Objectives

- **To discuss the contents of quality board papers**
- **To consider the essentials of proper minutes**
- **To discuss key matters on resolutions**
- **To discuss key matters on resolutions**

ICS STANDARDS

- **GS 003 - MINUTES**
- **GS 004 – RESOLUTIONS**

Minute writing

'The Governance Profession'

Types of Minutes

- **VERBATIM** – Hansard parliamentary minutes
- **NARRATION** – most common
- **RESOLUTION** – useful in management meetings
- **HYBRID/ACTION ORIENTED**– Combination of narration & resolution

Types of Minutes

- What is the upside/downside of each of three types of minutes?
- Which type do you/your organization prefer and why?

Minute Preparation Tips



Effective Minute Writing/Note-taking

- Where possible, go into meeting with draft in soft, just fill the gaps
- Record directly onto your laptop
- Otherwise write up the minutes soon after the meeting (within 48 hours) while things are still fresh in your mind.
- Review minutes/notes a day or so later before sending them out

Effective Minute Writing/Note-taking

- Action required must be clearly minuted -by who, when, where, how, and presented in an action log for ease of follow-up
- Be clear about the prevailing tradition/style familiar to participants.

Effective Minute Writing/Note-taking

- Avoid inflammatory or personal observations
- Minimize use of adjectives or adverbs.
- Generally avoid references to names
- It must be clear on the surface of the minutes that the Chairman's approval is for purpose of circulation not a true record of the proceedings.
- Take note comments received after circulation

Effective Minute Writing/Note-taking

- Find out how, where and by whom the minutes will be used. Will help to determine the details required at minutes taking.
- ***Do NOT record of what was said, but record of what was discussed***
- ***Record the message, not the words***
- Use past/past continuous tense
- If you pick on the tense to use, maintain that same tense throughout the minutes

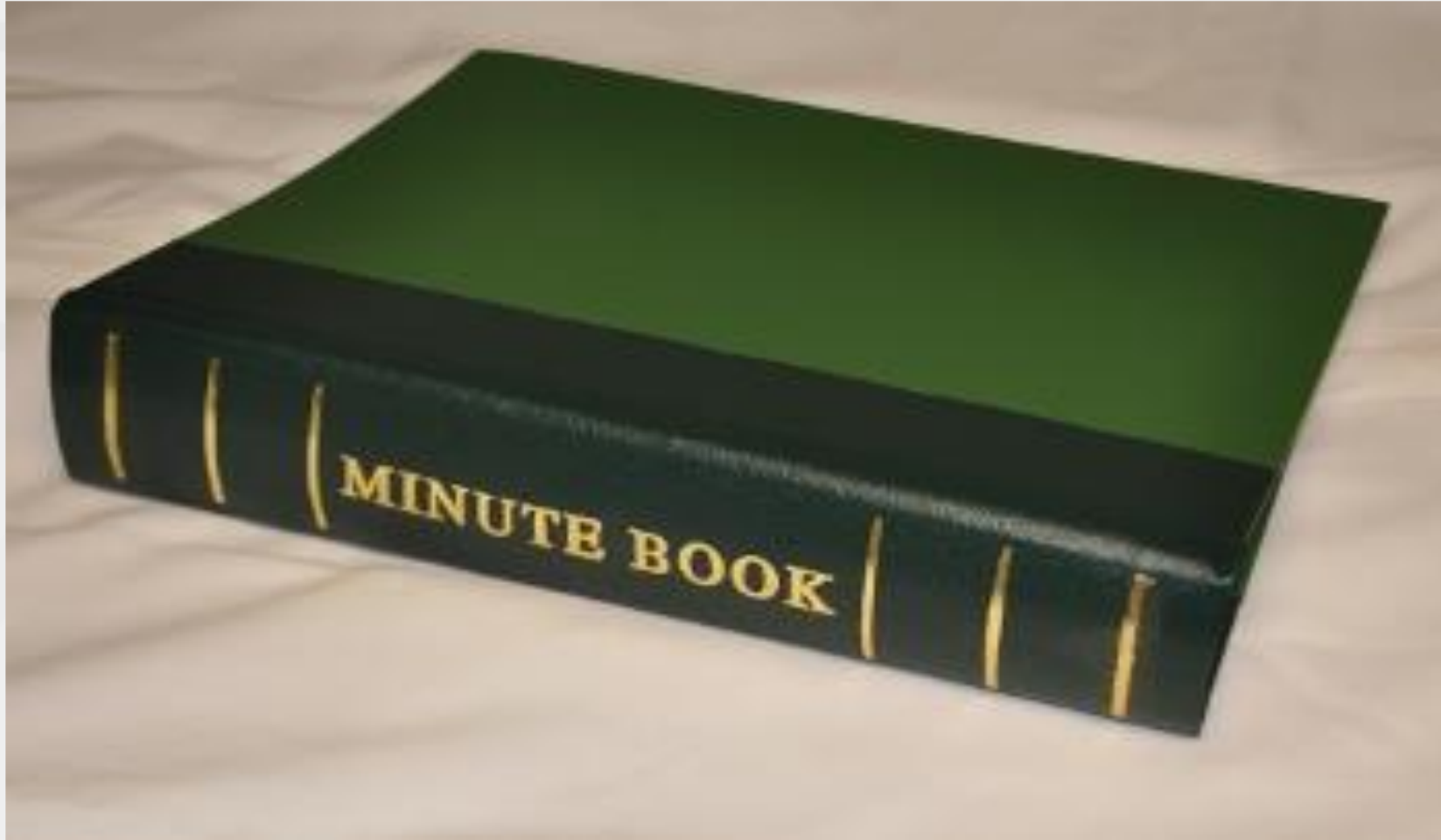
Effective Minute Writing/Note-taking

- Safety and security of the minutes
- Secretary responsible for custody of the minutes
- Alongside the signature page, the Chairman may initial every page of the minutes
- A standard minute book for storage of the minutes/also keep an electronic copy

Preservation of Minutes

- The Minute Book may be maintained either in hard or digital form.
- Minutes of all minutes should be preserved permanently.
- If in hard copy, Minute books should be kept at the registered office of the company.
- Where under a scheme of arrangement a company has been merged or amalgamated with another company, the minutes of all meetings of the transferor company should be preserved by the transferee company, notwithstanding that the transferor company has been wound up.

Preservation of Minutes



Practical problem

- No member who was present in the previous meeting that is present in the current meeting. How will the Minutes be confirmed?
- In the event of total overhaul of the Board, how do you deal with previous set of unconfirmed minutes?
- Where meeting has not raised quorum, do you write minutes or pay a sitting allowance?

Practical problem

- While confirming minutes of previous meeting, how do you deal with proposed corrections and amendments?
- Should the Chairman sign the minutes of previous meeting and which the meeting has approved subject to corrections ?
- What of confirming minutes where none of the current members was part of the previous meeting?

Practical problem

- How do you handle pressure to substantively amend minutes outside of the meeting by the Chairman or CEO?
- In the present/apologies, in what order do you capture the list of those present/attendees in particular where there is a VIP in the meeting?
- Can a member of the Management team propose the confirmation of minutes?

Resolutions

'The Governance Profession'

Resolutions


Types of resolutions

- Ordinary – simple majority
- Special – 3/4 support or as per constitutive documents
- Circular/round robin resolutions or written – simple majority of members to sign approval
- Board resolutions – made at board meetings
- Members resolutions – made at General Meetings or under the Companies Act

Resolutions

- Contents (summary of matter, decision, execution responsibility, time frames)
- Forms (resolutions within minutes, extract of resolutions)
- Noting and filing (circular resolutions be ratified/noted in the next meeting and those required by law to be filed accordingly within timelines)
- Resolutions can and should be actioned immediately after the respective meeting is over. There is no need to put off actions until the minutes are formally recorded, signed and adopted at the subsequent meeting.

Practical problem

- Who should sign resolutions?
 - Should the extraction of resolutions for action await confirmation of minutes?
 - Where do you store resolutions?
 - How do you record resolutions with a dissenting position/statement?
 - How do you capture a resolution with an appendix?
- 

Practical problem

Resolved - to approve the Company's proposed Budget for 2021/2022, as detailed in Attachment A of the agenda.

Are these resolutions complete?

- RESOLVED - to approve the proposal.
- RESOLVED- to approve the Budget.
- RESOLVED - to endorse the introduction of the proposed new course.

TRAINING ON MEETINGS, BOARD PAPERS, MINUTES, RESOLUTIONS & REPORT WRITING



PART 4: WINNING WITH WRITING

THANK YOU



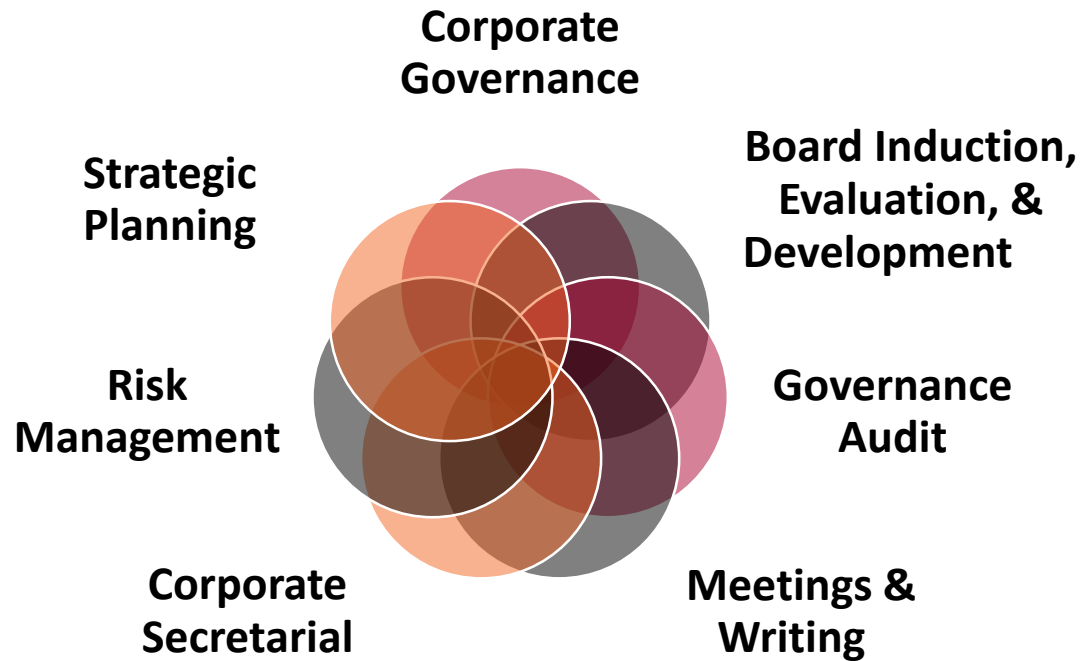
-THE END-

Training on Meetings, Board Papers, Minutes, Resolutions & Report Writing



We have developed guidelines and materials for customized in-house trainings for your organization on any of the modules.

Contact us for in-house trainings & consultancies in:



'The Governance Profession'



THANK YOU
&
God Bless You

Institute of Certified Secretaries

CPS Governance Centre

**Kilimanjaro Road,
Upper Hill, Nairobi**

+254 20-3597840/2, 254734603173, +254 770159631

E-mail: info@ics.ke ; Training@ics.ke

Website: www.ics.ke