



**Chartered
Secretaries**
Southern Africa

CSSA Best Practice Guide Minuting Meetings

March 2018

Contents

- 1 South African legal and regulatory framework
- 1 Principal function of meeting minutes
- 2 Significant legal or regulatory requirements that should be referenced in guidance
- 2 Responsibility for production of minutes
- 3 Drafting minutes
- 7 Conflicts of interest
- 8 Editing minutes
- 8 Access to minutes
- 9 Retention of company secretary's notes of meetings
- 10 Other helpful observations on minuting meetings

Introduction

After a gap of many years, Chartered Secretaries Southern Africa (CSSA) has re-launched its Best Practice Guides. These guides are aimed at providing informative assistance to CSSA members on a variety of topics which form part of the company secretary members' daily working environment.

This first guide is the outcome of a project undertaken by the Institute of Chartered Secretaries and Administrators' (ICSA) Thought Leadership Committee in collaboration with CSSA and other ICSA divisions to develop a comparative analysis of global best practices in minute taking following an earlier ICSA research into the topic, and to identify practical suggestions for the minute taker. The aim is to provide global guidance on good practice, to reflect the reality of modern market practice on a cross-sectoral and cross-cultural basis.

The CSSA survey was led by Natasha Bouwman FCIS (Director of CSSA, and member of the Thought Leadership Committee, ICSA) with input from Stephen Sadie (Chief Executive Officer of CSSA) and the CSSA Technical Committee. CSSA received 24 responses from respondents in South Africa. Respondents included company secretaries of listed companies, companies in the public sector, professional company secretarial service providers and professional consultants.

*Chartered Secretaries Southern Africa
Riviera Road Office Park (Block C)
6 – 10 Riviera Road, Killarney
Johannesburg, 2193*

*Published: March 2018
Copyright © Chartered Secretaries Southern Africa 2018 All rights reserved.*

No part of this publication may be reproduced, stored in a retrieval system, or transmitted, in any form, or by any means, without prior written permission, in writing, from the publisher.

South African legal and regulatory framework

The Companies Act 71 of 2008 (“Companies Act”) regulates board meetings in section 73. Section 73 stipulates *inter alia* that minutes must include declarations of personal financial interests and resolutions adopted, as well as that minutes are evidence of the proceedings at the meeting. Other references to minutes are under section 24, which requires minutes of board meetings to be taken and kept for at least seven years.

Minutes of board and board committee meetings form part of the company’s records and can be held as hard copies or in electronic format – but must be capable of being reproduced in hard copy form (see sections 24(1) and 24(3)(f) of the Companies Act). The decision on which format to use should be confirmed at a board meeting and formally recorded.

For companies, directors’ fiduciary duties and the duty of care skill and diligence are partly codified in section 76. Fiduciary duties include, but are not limited to, a duty to act in good faith and in the best interest of the company, a duty to act within the limits of authority and to exercise powers for a proper purpose, a duty to maintain an unfettered discretion and a duty to avoid conflicts of interests. Section 75 places specific obligations on directors when dealing with personal financial interests and it is crucial to minute that such procedures were followed where applicable. Section 77 sets out the potential liability of directors and prescribed officers for non-compliance with the Companies Act or common law.

Sections 22 and 77 imposes personal liability on directors who acquiesced in the carrying on of the company’s business despite knowing that it was being conducted in manner considered to be reckless trading.

It is therefore important that the minutes of board meetings are drafted in such a way as to demonstrate that the board members have observed their responsibilities to the company and complied with their legal and regulatory duties.

Similar requirements can be assumed under the statutes and other laws and regulations in other sectors.

It is therefore important that the minutes of board meetings are drafted in such a way as to demonstrate that the board members have observed their responsibilities to the company and complied with their legal and regulatory duties.

Board meetings are an internal matter and therefore the conduct of board meetings is governed by the organisation’s constitutional documents and board charter. For companies, every company must conduct its board meetings in accordance with the provisions of its memorandum of incorporation (“MOI”). Companies are free to adopt their own MOIs or to use the standard forms.

Principal function of meeting minutes

The purpose of minutes is to provide an accurate record of the decisions made (including resolutions passed and actions decided on) at the meeting with sufficient context on key discussion points to demonstrate that the directors discharged their duty of due care, skill and diligence to enjoy protection of the business judgement rule.

Minutes should also record dissenting views. Minutes provide evidence that directors met their statutory and regulatory

duties, as well as the responsibilities set out in the board and committee charters. Minutes should provide sufficient context to enable the person reading the minute to understand key discussion points between participants in arriving at the conclusion.

The function and content of minutes will vary across sectors and between companies.

Significant legal or regulatory requirements that should be referenced in guidance

Respondents listed the following as legal or regulatory requirements that are of significance:

The memorandum of incorporation

The Companies Act

King IV Code on Corporate Governance

JSE Limited Listings Requirements

Promotion of Access to Information Act

Sector specific legislation, such as the Public Finance Management Act for the public sector, and industry specific regulations

Certain respondents stated that meetings must be recorded for use in the event of a dispute and for protection of all parties. However, other respondents stated that the signed minutes must be the only valid evidence of meetings the legality of seeking audio/video recordings of meetings as evidence or by external parties should be carefully considered.

Responsibility for production of minutes

CSSA's view on this is as follows: The governing body of an organisation is responsible for its governance and for ensuring that the organisation is run lawfully. Mostly the company secretary is responsible to the chairman for the preparation and retention of minutes; the chairman and the other members of the board are responsible for confirming their accuracy because the first item of business at the succeeding board meeting will usually be to approve the minutes of the last meeting. As the professional body responsible for encouraging good governance, CSSA has always advocated that organisations appoint an adequately qualified company secretary to the role. Sometimes the legal counsel and company secretarial roles are merged, and someone with a legal background might not necessarily have received the same robust training in the practice of meetings that someone with specific company secretarial training will have received.

Most respondents agreed with CSSA's view and accentuated that a suitably qualified and experienced company secretary

is best suited to draft board minutes. Depending on the size and type of organisation and type of meeting, an administrative assistant may be suited to be responsible for certain minutes, such as for weekly executive/management meeting minutes. For these types of meetings, it may not be appropriate for the company secretary to be present as a scribe. Certain respondents believed that a company secretary should ideally have a legal qualification in addition to their chartered secretary qualification. Another respondent stated that both lawyers and accountants are more than adequately trained to perform a company secretary's role.

A respondent added that the chairman is ultimately responsible for the approval and signature of the minutes and that minutes signed by the chairman become *prima facie* evidence of proceedings at the meeting. The usual practice is to include the minutes of the previous meeting in the papers of the subsequent meeting for approval of those present at the previous meeting.

Drafting minutes

Preliminary information and inclusion of specific wording

CSSA's stated position is that all minutes should begin by recording the date, time and venue where the meeting was held, and how it was held (i.e. in person, by telephone, video conference etc.). They should record those directors and other attendees present, and whether any were not present for the whole meeting, together with apologies from directors unable to attend. The list of directors present should demonstrate that there was a quorum. The required number of directors for a quorum will be set out in the organisation's constitution or the terms of reference of the relevant committee.

Respondents believed that the following preliminary information should also be included in minutes:

- Entity name and registration number, specifying whether board or board committee meeting;
- Declaration of personal financial interests (the importance of declaring personal financial interests in relation to the director and related persons in terms of section 75 of the Companies Act was accentuated);
- Confirmation of adequate notice of the meeting,
- Confirmation of the agenda;
- Approval of the minutes of the previous meeting,
- Matters arising;
- Changes to the board;
- Initials used for directors and attendees should be defined upfront;
- Specifying if attendees are internal or external and their roles;
- Noting resolutions passed since the last meeting;
- In the event of electronic participation from various geographies, stating the location of the meeting (taking into account legal and regulatory requirements); and
- The agenda should be used as a guide as to what the minutes should contain.

Style of writing

CSSA's stated position is that the company secretary will take notes at board meetings from which they will write up the minutes. Minutes need to be written in such a way that someone who was not present at the meeting can follow the decisions that were made. Minutes can also form part of an external audit and a regulatory review, and may also be used in legal proceedings. When writing minutes, it is important to remember that a formal, permanent record is being created, which will form part of the "corporate memory".

Minutes should give an accurate, balanced, impartial and objective record of the meeting, but they should also be reasonably concise. The importance of accuracy should not be underestimated as the minutes of a meeting become the definitive evidence of what happened at that meeting and who attended. Courts will rely on them as being evidence unless proved otherwise.

Historically, the convention has been that:

- Minutes should be written in reported speech, i.e. past tense, and in the conditional mood for future actions (i.e. would and should, rather than will and shall)
- The board has collective responsibility for its decisions, therefore the naming of individuals should be avoided wherever possible, although this is not the rule in some specific sectors.
- The significant majority of respondents indicated that they agreed with the stated view. It was accentuated that minutes should be drafted in a manner to meet legal requirements, but also be easy to understand, grammatically correct and simple in format. Minutes should be brief in terminology and sentences, yet a full record of the significant issues and proceedings.



Drafting minutes *(continued)*

Recording individual's names and verbatim recording of meeting?

The chairman of a meeting has the most important influence on both the conduct of meetings and, very often, on the style of the minutes produced. The chairman has a responsibility under common law to ensure that all entitled to speak at the meeting have the opportunity to have their say, and this must include responsibility for allowing sufficient time for discussion in order to tease out the issues and for ensuring there is sufficient due diligence for transactions. This should be reflected in the minutes.

The extraordinary majority of respondents agreed that board decisions are taken as a whole, thus individuals should not be named unless dissenting views or strenuous objections are expressed. Persons should be recorded in relation to presence at the meeting, apologies, conflicts declared and where linked to action items.

Level of detail in minutes

This is one of the most contentious issues around the minuting of meetings. Minutes should be neither too long nor too short. They should be detailed enough to confirm that the directors were aware of and have complied with their obligations and duties.

However, exactly how this might work is open to debate.

There are a number of aspects of minute-taking, which could be described as a traditional view:

Minutes should not be a verbatim record. They should document the key points of discussion but focus on the decision or, in the case of a committee meeting, any recommendation to the board. A decision of the board should be clearly minuted and the usual wording is "It was resolved that ...". Likewise board committees would note "It was agreed that ...".

The extraordinary majority of respondents agreed that board minutes should not be a verbatim recording of the meeting. The main reasons for this overlaps with the reasons given above, including that the minutes should focus on the key discussion and decision items, and not name individual names except for the specified exceptions.

Minutes should be appropriately worded to demonstrate the reasons for the decision to afford directors' protection by the business judgement rule as contained in section 76(4). The business judgement rule affords directors protection if they:

- Took reasonably diligent steps to become informed about the matter;

Minutes should also contain background information for future reference – or, perhaps, for an absent board member to understand why the board has taken the decision that it has.

- Had no personal financial interests or followed the procedure in section 75;
- Made or supported the decision and had a rational basis for believing the decision to be in the best interest of the company.

Minutes should also contain background information for future reference – or, perhaps, for an absent board member to understand why the board has taken the decision that it has. In simple terms, their purpose is to record what was done, not what was said. If the board or committee require action to be taken, the minutes should make clear who has responsibility for the action and the date by which it should be completed.

Documenting the reason for the decision and including sufficient background for future reference or for an absent board member to understand why the board has taken the decision

Respondents replied that the reason for the decision and background for future reference should be succinct and to the point, taking into account reports submitted to the board (which should not be quoted/incorporated verbatim in the minutes as these form part of the record of proceedings) and

legal requirements (demonstrating application of mind). See above comments on incorporating key issues in the minutes (achieving the balance between being succinct and to the point but not providing too much detail, taking into account legal and regulatory requirements).

Should minutes include allocated actions with deadlines (where appropriate)?

Most respondents indicated yes and that they use an “action list/matters arising” linked to responsible person, deadline given and status update as a separate document (some as an annexure to the minutes) in the meeting papers of the next meeting.

Where papers are received for noting should the minutes indicate simply that the relevant report was received and noted unless there is additional discussion that needs to be recorded? If not, how this should be minuted?

CSSA’s stated position is that if board papers are received for noting and no decision is required, then unless there is material discussion that needs to be recorded, minutes should indicate that the relevant report was “received and noted”. Where reference is made to any board papers signed by the chairman a hard copy of those board papers must be retained in addition to the hard copy of the minutes themselves.

Our respondents agreed that the paper or report tabled should be adequately identified and minuted as noted, only

significant discussion on the paper or report should be minuted. Certain respondents indicate the need to specify if the report or document was included in the meeting papers or circulated by other means. Certain company secretaries hold hard copies of meeting papers in support of the minutes, however, most hold these electronically due to limitations in filing space and technology advancements.

Do you include copies of presentations or other papers presented to the board with the board minutes or include reference to them in the minutes?

Respondents felt that presentations should also be dealt with in a similar fashion to reports. These should be filed as appropriate, hard copy or electronically. Respondents

accentuated that minutes should reference adequately who these were presented by and which significant discussion/resolution points arose.

Should minutes be drafted in such a way as to facilitate regulatory oversight? If not, how can regulators satisfy themselves that the boards of regulated organisations are operating appropriately? For your organisation, who are the secondary users of the minutes?

Certain respondents indicated that minutes are firstly for the use of the company and regulators may have insight into the minutes as required (i.e. regulators etc. are secondary users). Other respondents felt minutes are necessary for regulatory oversight, to provide evidence to the relevant regulator that all regulated items are discussed at the relevant level. Also,

certain respondents cautioned against avoiding misleading and compromising statements in the minutes that could adversely affect the opinion of regulatory authorities. The caveat being that minutes should provide sufficient evidence to and withhold scrutiny by relevant regulators. Primary users and secondary users of minutes should be clearly defined.



Drafting minutes *(continued)*

In your opinion, how significant are other country listing risks? What can be done to mitigate them?

A concern has been expressed by a number of companies with listings in other countries, such as US listings, whose minutes are consequently examined by their US lawyers, that there is a risk of minutes being included in a discovery process and so excessive detail could leave the organisation vulnerable to legal challenge in the future. Concern has also been expressed about the recording of privileged legal advice and how this may be done to ensure that it remains privileged.

Our respondents responded that these are significant risks and privileged information should be marked as privileged and

confidential. However, the previous points raised on a balance of sufficient detail and meeting regulatory requirements should be observed. It was accentuated that it is a challenge to find a right balance of detail in minutes (taking into account risk), excessive and less transparency may be equally risky. Minutes should possibly be vetted by legal and regulatory experts to ensure appropriateness for use.

Is it appropriate that minutes prepared to address legal formalities are prepared in brief form unless there is material discussion, which it is necessary to record?

It has been suggested that minutes of subsidiary companies tend to be minimal and formal, as do minutes prepared by attorneys or solicitors in relation to, for example, corporate transactions. This is because there is little need for discussion at such meetings as the wider decision will already have been made and the directors are simply formalising the necessary steps and ensuring that they have fulfilled their obligations and duties to the company.

Respondents replied that the approach depends on the following reasons:

→ The particular board should apply its mind and independently assess the matter

→ The same style should be used for all board and committee meetings, directors must always discharge their duties. A subsidiary is a company and the directors have responsibilities in terms of law

→ Holding company boards need to see more detail than the subsidiary board – some subsidiaries may not have formal board meetings and

→ Wording proposed by lawyers and for corporate actions should be used in the minutes, for obvious reasons.

How and in what circumstances do you believe dissenting views should be recorded and is it reasonable to say that in the overwhelming majority of cases all board decisions are reached by consensus?

All respondents agreed that dissenting views should be recorded when requested to do so by the director. Disagreement does not constitute dissent.

The overwhelming majority of respondents agreed that all board decisions are reached by consensus; however, certain respondents cautioned against robust debates between board members before reaching consensus at board level.

When the minutes are reviewed at the succeeding meeting of the board, is there always an opportunity for a director to correct errors and indicate dissent if appropriate?

Yes, respondents indicated it is better to allow directors to provide input on the minutes sooner rather than later (at the next meeting). Substantial amendments should be made in agreement at the next meeting.

Views on publication of board minutes and risks associated with publication

The overwhelming view is that board minutes are privileged and confidential, unless legally obliged to provide them to courts, regulators or as otherwise legally required.

Publication of minutes would divulge sensitive information to competitors and curb frank discussions at board meetings. Further, risks to insider trading and contravening JSE Listings Requirements were highlighted.

Should the holding of unminuted or “informal” board meetings where decisions are actually made be discouraged? If so, how can this more effectively be done?

The majority of respondents discourage unminuted or “informal” board meetings where decisions are actually made. These may create issues relating to lack of trust and transparent corporate governance. Decisions required outside of board meetings must be dealt with by way of round robin resolution, and noted at the next board meeting.

Decisions cannot be legally enforced or acted on without sufficient recordal and proof. Directors have fiduciary duties and the right to be included in board decisions, except where they have a conflict of interest and are excluded from decisions based on their conflict.



Conflicts of interest

Section 75 deals with the procedure to be followed in the event that a director or related persons have a personal financial interest in matters before the board. In terms of the common law, as partly codified in section 76, directors have a general duty to avoid a conflict between their personal interests and the best interests of the company. Some transactions involving the company and a director might give rise to a conflict between the interests of the company and the personal interests of the director. An example is where the company is agreeing a director’s service contract. The director has a duty to the company to get the best contractual terms for the company but this conflicts with his or her personal interest in obtaining favourable terms. Conflict of interest rules apply to protect the company but, generally, the director should declare any personal interest before the

matter is discussed. In certain circumstances a director will need to recuse themselves from discussion and decisions on such matters. In any conflicts of interest situation, it is important that the minutes note that the director in question was not present for the relevant discussion.

Respondents agreed that the director should disclose his/her interest in full, recuse himself/herself from the decision on conflicted issues. However, certain respondents felt the director should receive redacted minutes on the conflicted matter, others felt the director should be allowed to see the minutes, and others felt it depended on the circumstances. The respondents that felt director should be allowed to see the minutes reiterated the director has fiduciary duties and a right to be informed on all company matters.



Editing minutes

If minutes are well written there should be little need for editing by the directors. Apart from the company secretary, the biggest influence on the style and content of minutes is the chairman; it is important, however, that the content of minutes is acceptable to all directors. Amendments to draft minutes around matters of style and content are acceptable, provided all the key points of discussion and the decisions or recommendations are recorded. It is also acceptable to allow an executive who has made a technical presentation to the board to comment on the minute relating to that section, provided that their suggestions do not conflict with the

company secretary's contemporaneous notes, which should always take precedence. Under no circumstances should a director or anyone else be permitted to insert points not made at the meeting, or to delete those that were.

Once the minutes have been approved by the whole board, they should not be amended. If, exceptionally, an error is discovered at a later date, the error should be agreed and minuted at a subsequent meeting and reference to this amendment should be noted on the original minutes.

Do you agree with this analysis of the process for editing draft minutes? If not, how do you differ?

Most respondents agreed with this position. One respondent described a detailed process that could be followed to receive comment and approve minutes within a week following the meeting, which would not require formal approval at the next meeting.

How do you deal with material events that arise between the board meeting and the review of minutes? Might these be noted in parentheses, for example?

Most respondents believed that material events that arise between meetings should be noted or recorded in the minutes of the next meeting, as there are new events. The manner in which these are included differs: these are included under

matters arising or a post meeting note/update, alternatively a standing agenda item is urgent matters addressed between board meetings.



Access to minutes

Minutes of board meeting are internal records of the company and, as such, shareholders have no legal right to see board minutes. However, as noted above, some organisations such as regulatory bodies may choose to publish minutes of board meetings and associated papers. Careful consideration should be given to a decision to publish details of internal matters in this way and consideration should be given to the potential impact on this important decision-making function within the organisation.

Auditors sometimes request to see board minutes as part of their audit inspection. Some companies will allow this, others only allow the audit partner to read the minutes, and others will only allow them to see specific minutes.

In some regulated sectors, the regulator will request copies of board minutes.

How do you deal with requests from auditors to review board minutes?

Auditors are allowed access to board minutes. A respondent noted the issue of confidentiality would be addressed in the auditor's engagement letter and on that basis auditors are allowed access to the minute books as part of the audit process.

Certain respondents only allowed the statutory audit partner access to the minutes and required other auditors in the audit

partner's team to obtain the necessary information from the audit partner. A respondent noted that prior approval should be given by the chief financial officer before allowing access to the minutes. Certain respondents only allowed the auditors to inspect the minute books in the presence of the company secretary or his/her team and no copies are provided to the auditors.

How do you deal with requests from regulators to review board minutes?

Where applicable to the respondents' industries access to relevant parts of minutes were provided to regulators on request. Respondents made the following additional comments:

→ Depending on the reason for the request, they should have access to the relevant sections only.

→ They are made available on a strictly controlled basis and marked as confidential for the attention of the person receiving them only.

→ If it is a legal obligation, we comply provided we have ensured legal privilege cannot be claimed.

→ Respondents indicated that in the event of requests from regulators to view board minutes, prior approval would be required by the chief executive officer or the chairman, and advice from the attorneys may also be required in certain circumstances.

Certain respondents provided certified copies and others allowed review without copies.

Is there anyone else to whom you would grant access to board minutes, other than pursuant to a Court Order?

Most respondents felt that there was no one else to whom access to board minutes would be granted, other than pursuant to a court order. Certain respondents indicated access would be provided to legal advisors, regulatory bodies with a legal right to access and financial institutions, as required for funding.



Retention of company secretary's notes of meetings

It is usual practice for company secretaries to keep their written notes of board meetings until the final version of the minutes are formally approved at a subsequent board meeting and then to destroy those notes.

Some company secretaries keep their written notes indefinitely but it should be understood that any such notes would be "discoverable" or disclosable in the context of any future litigation.

Some company secretaries record board meetings in order to clarify the nuances of a debate over controversial discussions and also to provide a continuous record of discussions when a company secretary is required to participate in discussions at a board meeting and/or leave the room during the course of the meeting. The difficulty of participating in a meeting and also taking minutes is acknowledged but a solution might be to have a deputy/assistant company secretary or other minute taker attend the meetings to allow the company secretary to participate freely.



Retention of company secretary’s notes of meetings *(continued)*

How long do you retain your notes of meetings, and why?

Certain respondents kept their notes of meetings indefinitely, in case queries arise; others kept hard copies for a fixed period (between 1 to 7 years or until the minutes are approved at the next meeting).

What are your views on the recording of board meetings?

Certain respondents do not record board meetings as it limits frank and open discussion, it creates additional data security and confidentiality risks and it could be subpoenaed. Other respondents record all board meetings to improve quality and

accuracy of the minutes, as well as to provide evidence in the event of a query or dispute. Most respondents that recorded meetings delete the recording once the minutes are approved at the next meeting.

How long such recordings should be retained?

Most respondents that recorded meetings delete the recording once the minutes are approved at the next meeting. Certain respondents kept these indefinitely or for a fixed period.



Other helpful observations on minuting meetings

Observations raised by respondents included:

- *“The reason and application of so called “confidential minutes”.*
- *“Should the time when meetings end be minuted?”*
- *“It has been requested by some of my non-execs that the minutes should state where non-execs challenge management on business issues as this does support the role they have as a non-exec director. It is difficult to record a “challenge” but making mention of Mr. X enquired on XYZ to which the CEO replied “as follows”.*
- *“Recording of minutes where they belong or as per events in the meeting. I prefer to record a discussion under the appropriate agenda item as that is where it would be looked for but others believe it should be consecutive”.*
- *“Avoiding duplication of discussions”.*
- *“Ensuring charters/mandates are adhered to and appropriately minuted.”*
- *“Do not regurgitate details from papers presented to the board in the pack. These are taken as read. Only highlight any additional information discussed at the meeting.”*
- *“The individual who has to take the minutes should be involved in the business at all times. It is very difficult to write minutes when you do not have an understanding of the actual business. For example: A person working at a mine who is expected to detail the coal mining and technical process. It is much easier to write about a subject when the person expected to write the minutes actually experiences it firsthand. This will ensure accurate and concise minutes.”*
- *“I feel that the chairperson plays a huge part in the recording process, as he/she needs to ensure that the meeting is run according to schedule, limiting “discussions”, and ensuring that the voting processes are adhered to. I therefore feel that all chairpersons should receive training on such processes, in order to better fulfill their role. I have in the past given training to new chairs, should they require same.”*

- *“Preparing a good set of minutes is an art that takes a long time to perfect. It requires a sound knowledge of grammar and a good command of vocabulary, all too lacking in today’s young people. It is also a scarce skill that, certainly in South Africa, is not taught and has to be acquired over time. A good mentor is essential. Having said that and given the prime importance of minute taking in the role of Company Secretary, I also believe that CSSA does not give anywhere enough guidance and training to its students on how to write good minutes. It is a very scarce art”.*

- *“In order to write a good set of minutes a good understanding of the business of the company and the matters under discussion is required to be able to decide what is important to record and what is not and to record it correctly. Précis skill is necessary in order to make the minutes as concise as possible. The minutes must also not be open to misinterpretation so it is also necessary to be able to read them critically to ensure that a third party reading them would not read a different meaning into what has been written to that intended.*

- *But at the end of the day there is no hard and fast rule about minutes and there are many styles and ways of presenting them. What suits one company or meeting may not suit another, so sometimes the company secretary must also be versatile and be able to produce the type of minutes required, even if he/she does not believe it to be correct.”*

- *“It should be borne in mind that minutes (particularly Board meetings), over time, capture the company’s history.”*

- *“Read and understand the papers – prepare well ahead of meeting. Also understand the business – helps with all the jargon, makes drafting so much easier. Draft minutes as soon as possible after meeting (within the next 48 hours or so if not sooner) – memory will fail if left too long. Check and check again before circulation or submission for approval.”*

- *“Noting of meeting resolutions and numbering them throughout the minutes”*

- *“Minutes must be done promptly after meetings. In far too many cases, they are left undone and then at the last minute they are written quickly, and as it happens more haste, less speed and the output are reckless.”*

- *“Written resolutions – nothing mentioned on them – all directors must sign and date them – not just a quorum of members or those in country/town at the date”.*

- *I prefer a separate book as an attendance register. In Namibia the public can view and get copies of the AGM minutes and view the attendance register for all meetings of the company but not view the minutes or get copies. I would also record apologies in the attendance register to prevent a director going back and signing and then claim a sitting fee.”*

- *“Accuracy and attention to detail are important.”*

- *“Encourage the board members to research their points before the meeting and help them where possible.”*

- *“Concise minutes supported by board papers are much easier to consult in the future than long winded verbatim minutes.”*