



GUIDELINES FOR TAKING MINUTES AND MANAGEMENT NOTES

USB Guidelines for Taking Minutes and Management Notes

For the purpose of this USB Procedure document, the terms “Minutes” and “Management Notes” are used interchangeably. It should be noted, however, that “Minutes” are recorded for Board meetings and Executive Committee meetings. All other USB meeting proceedings should be recorded as “Management Notes.”

What are minutes or management notes?

The minutes or management notes of a USB meeting document the pertinent information about a specific meeting including attendees, location and date of meeting. They are the official record of an organization, and the most important purpose is to keep an historical account of all the official business and operational decisions made, and the motions and resolutions passed during the meeting. It is crucial that they are accurate since they are the legal record of the proceedings and actions of the organization. In the eyes of the IRS, courts and auditors, meeting minutes and management notes are legal documents. It is important to follow a consistent format for the minutes as established by USB.

Preparing for taking minutes.

Prior to the meeting, it is a good practice to become familiar with the meeting agenda and to keep it close while taking minutes. In addition to making sure that you have sufficient supplies of pens, pencils, paper, etc., you may want to consider using a recording device to help capture all of the details. Although a tape recorder can verify accuracy, do not rely on it completely in case the device malfunctions or does not pick up conversations clearly. Be sure that it is acceptable to the Committee/Action Team Chair that you are recording the meeting proceedings and keep the recording device in clear view of all attendees.

It is perfectly acceptable for minutes to be taken using a laptop computer if you can type rapidly while still listening to the ongoing conversation. Even when using a laptop, it is wise to be prepared for a contingency in case the computer battery runs down or you are not near an electrical outlet. Having a backup of paper and pen is always a good practice.

It should be a **strict rule** that all notes, recordings or other preliminary drafts of the minutes be destroyed as soon as the minutes have been approved by the Committee/Action Team.

What are included in the minutes?

Minutes should **not** reflect every word spoken by all attendees, but should accurately summarize what was discussed or action steps to be taken. Minutes are a record of what was **done** at the meeting, not what was **said** at the meeting. Concentrate on getting the gist of the discussion—the essence of each item—and taking enough notes to summarize it later. Think in terms of issues discussed, major points raised and decisions taken.

Do not record emotional exchanges between participants. Judgmental phrases such as “heated debate,” “valuable comment,” etc., should **not** be included. Do not interpret what happened; simply report it. Opinion and speculation do not belong in the minutes of a meeting. Minutes must be accurate, concise, objective and to the point, but written in such a way that they do not leave out critical information and are easily understood and usable in the future. Minutes should consist of brief summaries of the discussions, but should reflect a record of the exact wording of the motions/resolutions. All motions and votes are very important because often they are used for financing decisions, legal matters and financial/management audits.

Following are the key items that must be included in meeting minutes:

- Name of organization/Committee/Action Team
- Type of meeting, i.e., meeting, conference call, etc.
- Date of meeting
- Location of meeting, i.e., venue, city, state
- Meeting starting and ending times
- Names of Committee/Action Team members in attendance
- Names of absent Committee/Action Team members
- Whether or not a quorum is present
- Names/titles/affiliation of all other attendees
- Names of those leading the meeting/individual agenda discussions
- A summary of all discussions plus a record of all actions/motions/resolutions

Keeping track of attendees.

The minutes should show who attended the meeting. An accurate record of Board/Committee/Action Team attendees is important to ensure that if a vote is later appealed, an accurate attendance record is documented. An official roll call of Board/Committee/Action Team members should be taken by the Board Secretary or a person designated by the meeting chair.

The person recording the minutes should prepare the roll call check list based upon the list of Board/Committee/Action Team members, USDA representatives, staff/contractors expected to be in attendance and any other known attendees. Prior to the start of the meeting, a copy of this checklist should be given to the Board Secretary or Action Team/Committee Chair, to Legal Counsel (if present) and a copy should be kept by the recorder of the minutes. It is wise to check off the names as they are read and record attendance on the checklist. The person taking the minutes should obtain the “official” roll call attendance from whoever took the roll call and file it in the unofficial meeting file.

The minutes should document the official roll call as well as list the name and title of each person in the room. If a member of the Committee/Action Team leaves early, it is important to record the time of departure to guarantee that a quorum was present when votes are taken subsequent to his/her departure. The meeting chair should be notified if the departure of any attendee changes the status of the meeting quorum.

If additional attendees are from a different organization or are being patched in by phone, this should be noted in the minutes. The names, titles and affiliation of individuals who are attending for just a portion of the meeting should be noted in the minutes, and the portion of the meeting they attended should be recorded as well. If any attendee has not been identified or introduced, be sure to obtain their name, title and affiliation prior to the conclusion of the meeting. Also be sure to record any latecomers to the meeting.

What should the content of the minutes look like?

Minutes should follow the flow of the meeting. If an agenda item is taken out of order, the minutes should reflect this agenda change. Discussions and decisions must be recorded in the order in which they occur rather than according to their location on the agenda. Minutes should be organized into sections with a heading for each agenda item.

A concise, summarized, accurate record of discussions and a verbatim chronicle of motions should be in the minutes. To ensure accuracy of the motions, if something is not clear, the recorder of the minutes should allow themselves to politely interrupt the speaker to ask for clarification or to ask if what they recorded is accurate. Do not invent the wording or assume that you captured the motion accurately.

Motions should be organized within the minutes to stand out from the narrative of discussions and reports (see attached template). The motion should contain the name of the person making the motion, the person that seconded the motion, and whether the motion passed or failed with a voice vote. If a vote is determined by a count of hands, the number of yes and no votes should be documented in the minutes. If there is a roll call vote, the record of each person's name and how they voted is included in the minutes.

Minutes should identify any issues or conversations that were tabled until later in the meeting or until a future meeting. Directions, next steps or action items should be included in detail in the minutes with specific information such as to whom the direction, next step or action item is assigned and when the action has to be completed.

It is recommended that any handouts from the meeting be referenced in the minutes as necessary, and included as an attachment. You will be surprised how helpful this can be in the future when reference to a specific handout is needed.

After the meeting.

To ensure accurate transcription of notes, minutes should be prepared as soon after the meeting as possible. USB has a policy that dictates that minutes of the Board and Executive Committee meetings will be prepared, approved and distributed to the Board within 21 days. The policy further states that, "Upon approval of the Management Notes of Committee Meetings, the Management Notes will be distributed to each Director within 14 (fourteen) working days." Therefore, after the minutes are prepared and carefully proofread, they should be sent to the meeting chair and/or legal counsel for review. After this review, they should be sent to all Committee/Action Team members for approval. This can be done at the next in-person meeting

if it meets the USB policy criteria. If needed, Committee/ Action Team approval may be obtained through a conference call or fax vote. If any changes to the minutes are requested, they should be made and sent back to the Committee/Action Team to approve the amended minutes. After all final approvals have been obtained, the minutes are then distributed to the appropriate Board/Committee/Action Team with a copy sent to the USB office. When all of these specifics have been met, all notes, drafts, and recordings must be destroyed.

The office of record (office that has administrative responsibility for a Board/Committee/Action Team meeting) is required to keep a permanent file of all minutes. This should not only be via electronic files, but also in a chronologically organized, tabbed permanent record, such as a notebook or binder. This official permanent record is the property of the United Soybean Board.

Summary.

Good minutes are vital to the success of any meeting and of the Board/Committee/Action Team. Minutes provide references for future meetings and clarification of previous meeting details. Written minutes can help prevent disagreements and misunderstandings because the minutes can be reviewed to determine exactly what occurred at the meeting.

Recording and writing meeting minutes can seem like a daunting task. You will find with time and practice, however, that the assignment becomes easier and less taxing, and you will become more effective and efficient. Basic tips to remember include:

- Be organized
- Be prepared by becoming familiar with the agenda
- Compose the roll call check list ahead of time and be prepared to give copies to the Board Secretary or Committee/Action Team chair, Legal Counsel (if present) and have a copy for yourself
- Be on time for the meeting and have all necessary equipment
- Be concise
- Be accurate
- Be timely with completion of the minutes and distribution to Board/Committee/Action Team members
- Keep an accurate, complete, organized, up-to-date permanent record of all meeting minutes

The attached Management Notes template should serve as a guide for formatting minutes of Board/Committee/Action Team meetings and conference calls.

References:

- Administrative Assistant Resource “How to Take Accurate Meeting Minutes,” 2011
- eHow article “How to Write Minutes to a Meeting”
- Hassam Hubpages article “How to Write Minutes for Meetings”
- Helium article “How to Write Meeting Meetings,” by Dorreen Martel

TEMPLATE

Management Notes
United Soybean Board
Meal Action Team Meeting
March 9, 2013

Dupo Lodge and Spa
Dupo, Illinois

Saturday, March 9, 2013

Meal Action Team Chair, Arnold Smith, called the meeting to order at 8:00 a.m.

Chair Smith requested that Penny Morris take roll call. Penny Morris took roll call and declared that there was a quorum. Those present included:

Ben Burnes	Hadley Krumme
Jerald Dawes*	Fred Lowe
Ted Drewes	Penny Morris
Jon Everett	Arnold Smith
Alice Gowen	Sherry Whine
Georg Jettson	

Absent Action Team Members: Larry Linville

Also attending were:

USDA

AMS – Erin Cage*
AMS – Melba Toast*
FAS – Red Calloway
FAS – Sandra Rally

Legal Counsel

Stanley Cooper

Staff

Alan Aldridge
Mary Mack
Martha Stuart
**Sara Yen

Contractor Staff

Liz Bennett—Bennett and Moore
Harold Moore—Bennett and Moore
Daphne Neri—TauntBerry
***Barry Pewe—TauntBerry

**Gerry Baines—P&Q
**Morgan Freeman—P&Q
**Chris Random—P&Q
**Mark Wright—P&Q

*Joined the meeting in progress

**Joined the meeting for the Information Solidarity Project Report

***Joined the meeting for the Industry Opportunity Red Bean presentation only

Consideration of Draft Management Notes

The Meal Action Team considered the Management Notes of their February 30, 2013, meeting.

Ted Drewes made a motion that the management notes of the February 20, 2013, Meal Action Team meeting be approved as presented. Penny Morris seconded. Motion passed.

Meal Action Team Financial Report

Morgan Freeman presented a report of the current Meal Action Team financials to include target area allocations and unallocated. Action Team discussion followed.

Fred Lowe made a motion that the allocation for the Crush target area be reduced to \$12,000 and that \$1,525 be allocated to the Whole Bean target area. Sherry Whine seconded. Motion passed.

Action Team Request for Proposal (RFP) Guidelines

Arnold Smith, led a discussion regarding the “Action Team Request for Proposal (RFP) Guidelines.” This is a procedural document and although procedures do not require Action Team approval, we are requesting consensus acceptance from the Meal Action Team for this document so it can be submitted to USDA for approval. Discussion followed.

The Meal Action Team accepted the Action Team Request for Proposal (RFP) Guidelines document by consensus.

The Meal Action Team meeting recessed for a short break at 9:45 a.m.

At 10:00 a.m. the Meal Action Team meeting reconvened.

Red Bean Industry Opportunity

Berry Pewe presented an updated report on the red bean industry opportunity. Meal Action Team discussion followed.

FY13 Project Update Report

Liz Bennett gave a summary of the current status of FY13 Meal Action Team projects. She recommended that the Action Team consider the date extension of Project #0000-000-0000. Action Team discussion followed.

The Meal Action Team directed Bennett and Moore to gather additional information on specific work details that will be accomplished during the project date extension and report back to the Action Team during its next conference call scheduled for April 1, 2013

The Meal Action Team meeting recessed for lunch at 12:10 p.m.

At 1:00 p.m. the Meal Action Team meeting reconvened.

Information Solidarity Project Report

Fred Joe Wright, Chris Random and Mark Wright reported on the Information Solidarity Project activities and progress to date. A summary of the project report was distributed (Attachment A) and Meal Action Team questions and discussion followed.

Jerald Dawes made a motion that the Meal Action Team accept the report regarding the Information Solidarity Project and that the Action Team make a recommendation to the Strategic Management Committee to fully fund the project. Georg Jettson seconded. Voice vote was indeterminable. Alice Gowen requested a vote by show of hands. Motion failed with six no votes and four yes votes.

Contractor Reports

The following contractor reports were presented:

- Harold Moore presented the report of Bennett and Moore activities to include the Bean Crush project.
- Daphne Neri, TauntBerry, presented the status of Whole Bean projects with a full report on the Bean-for-Bean project.
- The P&Q report was given by Gerry Baines. The focus of her report was on FY14 project write ups being developed.

Other Business

Hadley Krumme updated the Action Team on his recent meeting with the representatives of the Lichtenstein farmers union.

Adjournment

Having concluded all business, Chair Smith requested a motion to adjourn the meeting.

Ted Drewes moved that the Meal Action Team meeting be adjourned. Sherry Whine seconded and the motion passed.

Meeting adjourned at 3:15 p.m.