



# Governance

## Meetings and Minutes

# Introduction and Overview

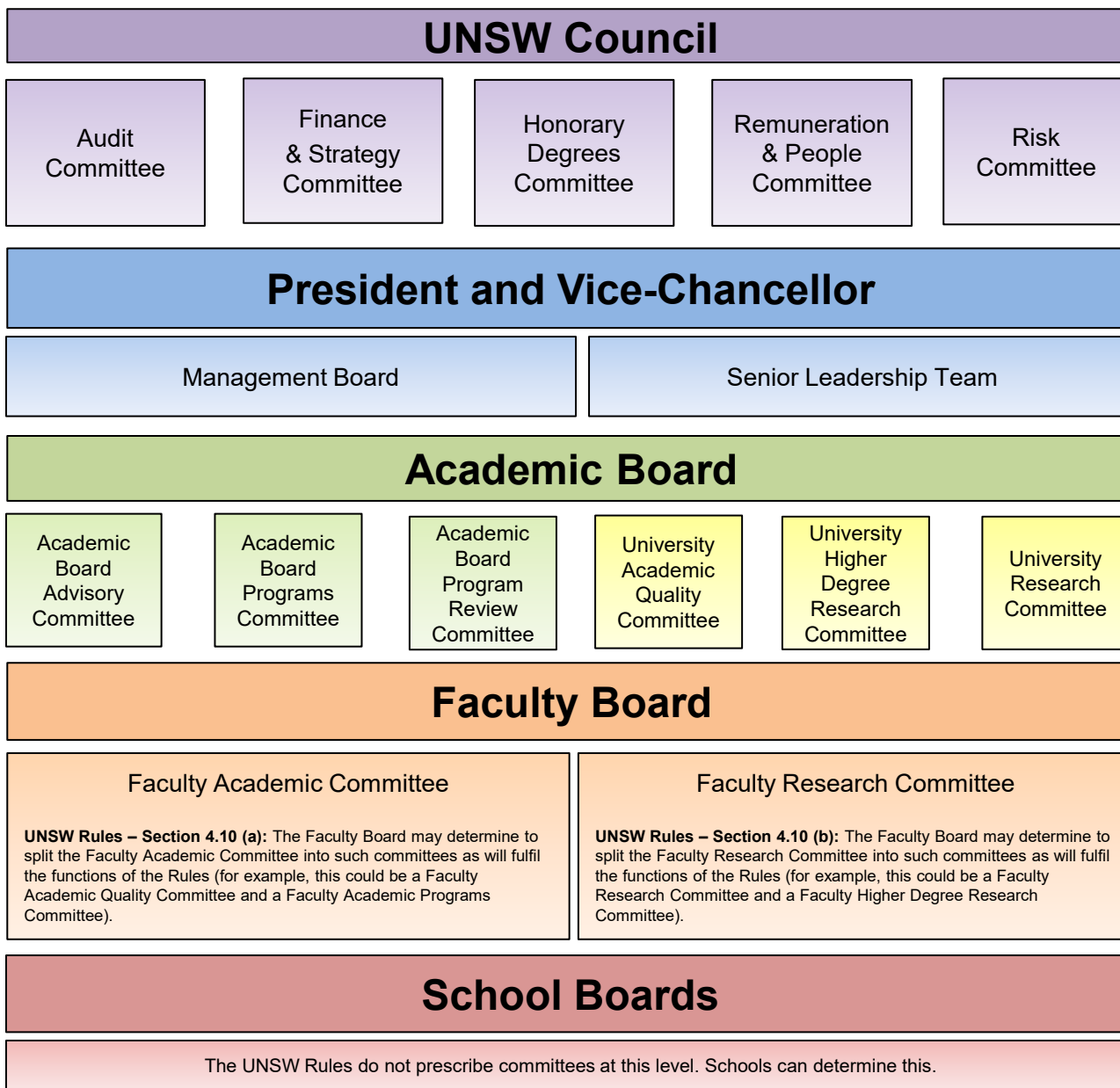
1. Learning outcomes
2. UNSW Governance Framework
3. Committee Terms of Reference
4. Chair's Role
5. Committee Secretary's Role
6. Committee support process
  - Agendas
  - Actions/Matters Arising
  - Minutes
7. Editing and proofreading
8. Capturing your records & using RAMS
9. Resources & further development, including Governance webpage & templates
10. Questions & discussion

# 1. Learning outcomes

Upon completion of the training, you should be able to understand:

- UNSW Governance framework
- The Committee management process and how terms of reference, schedules and checklists can aid the process
- The role of the Chair and Secretary, and the use of templates to:
  - Produce good quality agendas and relevant committee documents
  - Take meeting notes and draft minutes for approval by the relevant stakeholders
  - Draft and circulate action sheets

# Overview of UNSW Governance Framework



### 3. Committee Terms of Reference (ToR)

Provide members with the committee's:

- Purpose
- Roles & responsibilities
- Composition & structure, which include required membership & membership terms
- Meetings & attendance, including quorum
- Reporting
- Review, which should ideally be annually or every two years

ToR assist the Chair & Secretary in setting the agenda

[UNSW Rules](#) – some are mandatory

## 4. Chair's role

- Develop & approve the annual agenda schedule, in conjunction with the Secretary & in line with the ToR
- Review & approve agendas for distribution to members
- Chair meetings in a timely manner, ensuring that all:
  - ✓ Members have an opportunity to participate
  - ✓ Discussion items end with a resolution/decision or action
- Summarise decisions, resolutions or actions for clarity & to aid minuting
- Report to relevant committees/boards (to promote decisions)
- Review draft minutes as a formal record for approval at the next meeting

# 5. Committee Secretary's Role

## For every meeting

- Identify relevant agenda items from the agenda schedule, call for agenda items from members, and prepare the agenda for approval by the Chair
- Create cover sheets for reports, for inclusion in meeting packs
- Email the agenda (once approved by the Chair) and papers to members, usually one week prior to a meeting

# Committee Secretary's Role (continued)

- Prepare a Chair's brief with information about attendance and apologies, and presentations, if any
- During meetings, support the Chair by noting attendance and apologies, checking there is a quorum present and prompting the Chair regarding the timing of discussion items
- Take notes at the meeting and prepare the minutes for review by the Chair and approval at the next meeting
- Prepare an action sheet and follow up on any actions as required. Ensure reports that need to be sent to other committees are distributed, as appropriate



# Committee Secretary's Role (continued)

## Close to the end of the year

- Schedule meeting dates for the following year and book meeting venues
- Send the meeting dates & Outlook calendar invitations

## Also remember the following for every meeting:

- Consider venue bookings, teleconferencing, catering, testing of presentations
- Ensure confidentiality, as appropriate
- Establish a good relationship with your Chair and other stakeholders

## 6. Committee support process - [Agenda](#)

- Set and publicise meeting dates, times and venues for the year
- Before each meeting, send out a call for agenda items and papers ([templates](#)) with deadlines for submission. Provide the draft agenda and the papers template, which helps to identify confidential items
- As items are received, draft the agenda
- Confirm draft agenda with the Chair and obtain approval before distribution
- Distribute the collated agenda pack, preferably one week before a meeting, with another reminder of the meeting date, time, venue and other relevant information

# Actions/Matters Arising

- Maintain an action sheet
- Distribute the actions or action sheet (template) to the relevant Committee members/stakeholders
  - This facilitates the tracking of actions as well as the follow-up & reporting of actions
- Circulate information, as required (eg reports & presentations not included in the meeting papers)
- Follow up on the actions & update the action sheet in advance of the next meeting

# Day of the Meeting

- **Sit** next to Chair if possible
- Confirm **attendees** (attendance sheet)
- Notify Chair of all apologies so they can be noted
- Some Committees have **alternate members** – confirm with Chair
- If it is a formal committee/board, establish if the meeting is **quorate**
- **Starring** of items helps with prioritisation of items (only starred items will be discussed in a meeting; unstarred items will be moved by the Chair for approval if they require approval)

# Minutes

- Clear, concise and accurate record of meetings
- All committees are different – so level of detail varies
- Templates help to provide a consistent layout
- Where papers are provided, there is usually no need to reiterate what is in the papers
- Record ACCURATE resolutions (often based on recommendations provided in papers)
- Record discussions where relevant to outcomes
- Chair to review draft minutes before distribution to the members
- Minutes are formally endorsed (pending amendments) and signed at the following meeting

# Writing of Minutes – Tense and Writing Style

Minutes must be written in active voice and past tense.

We use reported (indirect) speech with the verbs in past or conditional tense.

## Example: Tenses

Professor Jones reported that the new program approval process is in place and being rolled out to all the Schools. She reported that her administrative team will ensure training is provided to all staff to ensure a smooth transition.

### Improved version

Professor Jones reported that the new program approval process was in place and being rolled out to all the Schools. She reported that her administrative team would ensure training was provided to all staff to facilitate a smooth transition.

# Writing of Minutes – Tense and Writing Style

- Avoid the use of first and second person pronouns such as I, we, you and they in minutes
- Use a formal tone - avoid a conversational style
- Use Active Voice

## Example: Passive

It was reported by the Chair that the new student enrolment system has been finalised and that support during it's implementation phase will be provided to us by an external supplier.

## Improved version

The Chair reported that the new student enrolment system had been finalised and that an external supplier would provide support to the University during its implementation phase.

# Writing of Minutes – Examples of verbs

adopted	considered	provided	responded
advised	described	queried	reviewed
agreed	discussed	raised	said
announced	endorsed	recommended	stated
approved	highlighted	referred to	suggested
asked	indicated	reflected	thanked
commented	informed	replied	tabled
concluded	noted	reported	updated
concurred	outlined	resolved	welcomed



# Writing of Minutes – Examples of phrases

- The Chair welcomed/thanked/reported/explained...
- The Committee concurred that/approved/discussed....
- X/Members/The Chair suggested that....
- The School Board approved, subject to the required/following amendments....
- Members discussed the item and noted the following points (then list the points)
- X provided an overview of/summarised....
- In discussion, the Committee/Board agreed/noted/confirmed/accepted/considered that....
- The Committee/Board granted...

# Minute taking exercise 1

- Use active verbs, eg reported, requested, replied, highlighted, thanked, noted, resolved, recommended, approved
- **Directions**
  - Take notes during the short video meeting (6 minutes)
  - Review notes and identify the key points and decisions to be recorded in the minutes (2 minutes)
  - Refine notes to create minutes for the meeting (10 minutes)
  - Sample answer

[Link to exercise](#)

## **Staff working from home**

Matthew

Team meeting – would value if co took position on working from home

Nature of their work makes it difficult to focus

Would like co to take position

Sam

Why need a policy on this vs flexible like now

Responses

Any work on costing, computers, insurance, needs more thought

Most should have computer at home, so cost shouldn't be issue

Would be beneficial for some, including those with children

Admin – not possible for her staff, who have children too. So would not be fair

Insurance – would be liable if employees injured

Matt

Is competitive market and there are other organisation doing it and we need to be family friendly. Team would appreciate co looking at option thoroughly

Sam summary

Flex, parents, busy office making it difficult to work in

However not so attractive for admin team

Costs major concern given financials so need to be realistic

Matt and John look into proposal further, other organisations, cost and insurance

Joint presentation to next meeting in 2 weeks.

# Sample Minutes

## Staff Working from Home

Mr Matthew introduced the proposal, following feedback from his team, requesting that the Company adopt a formal position on working from home. The Committee considered the pros and cons of introducing a policy.

In support of the proposal, it was suggested that it would:

- benefit staff who had responsibilities caring for children
- allow staff to better focus on work given the disruptions and noise in the office
- make the Company more competitive given that other organisations had adopted flexible work practices.

The following concerns were raised for consideration:

- it would not be possible for administrative staff to work from home, given the nature of their work, and therefore it would be unfair
- there might be additional costs for:
  - insurance, as the Company would be liable if staff were injured while working at home
  - computers, if staff did not have access to computers at home.

Ms Mason noted that given the financial situation of the Company, the Committee needed to be realistic. She requested that Messrs Matt and John investigate the proposal further by benchmarking with other organisations and reviewing the likely costs and the insurance implications, and provide a presentation to the next meeting **[Matter Arising]**.

# 7. Editing and proofreading

- Always proofread and edit agendas & minutes
  - Ask a colleague to proofread your work (preferably on hard copy) as we don't see our own errors
- Always switch on the spellchecker to English (Australia) on your computer but you cannot 'trust' it completely as although it will pick up many errors, it can miss errors, too, eg
  - it's/its; faculty/faulty; draft/daft; your/you're; form/from; let's/lets
- A misplaced clause can make nonsense of a sentence, eg
  - The Committee discussed building a carpark in the Council Chamber. [*editing made easy*, Bruce Kaplan]
- Spell names correctly, use correct titles, & check numbering & dates, eg Monday 25 August 2019 or Monday 26 August 2019
- Be consistent (at least within a document)



**Can you find the the mistake?**

**1 2 3 4 5 6 7 8 9 10**

# Punctuation matters



## 8. Capturing your records & using RAMS

RAMS (the Records & Archives Management System) is the University's recordkeeping system.

Using RAMS ensures records are:

- Available for future reference (kept as University Archives)
- Protected from deletion or alteration
- Accessible to people with permission (through Access Control)



# Using RAMS

- Create a container for each committee at the start of each year



The screenshot shows a 'New Electronic Folder' dialog box with two tabs: 'Notes/Security' and 'Classification'. The 'Classification' tab is active, showing a text field with the value 'GOVERNANCE - COMMITTEES'. Below this is a 'Title (Free Text Part)' field containing the text '[Faculty/School] - [Name of Committee] - [YYYY]'. The dialog box has a standard Windows-style border with a title bar and a close button.

- Apply Access Control so access to the records is restricted
- To aid in the sharing of information, you can also...
  - Include a 'RAMS Reference' in papers
  - Send RAMS links

## 9. Resources & further development

- UWA: [How to take and write minutes](#)
- *Horsley's Meetings* (6<sup>th</sup> Edition, AD Lang)
- [UNSW Governance Website](#) and [Templates](#)
- [UNSW Records & Archives](#) (RAMS training)
- [UNSW Policy](#)

[governance@unsw.edu.au](mailto:governance@unsw.edu.au)

[records@unsw.edu.au](mailto:records@unsw.edu.au)

[policy@unsw.edu.au](mailto:policy@unsw.edu.au)