

THE DEFINITIVE GUIDE

The definitive guide to *board minutes*

What good formal minutes are, how they are structured, where they go wrong, and how a controlled workflow protects the record. A reference for board support teams and the directors who approve their work.

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From source material to approved record, with the trail intact.

What minutes are for

Minutes are the board's formal record of what was decided and why. They are not a transcript of everything said, nor a loose summary. The test is whether they are a true and defensible record the board can stand behind later.

A record of decisions

What was proposed, who moved and seconded, what was resolved, and any declarations or conflicts.

A record of process

Attendance, quorum, apologies, and that the board considered the right material.

A basis for follow-up

Actions, owners, and matters arising that carry into the next meeting.

A defensible artefact

Enough detail to evidence good governance, without recording more than the board needs to commit.

The minute is written for the reader who was not in the room — and for the reader years later who needs to know what the board decided, and that it decided properly.

The anatomy of a formal minute

Most house styles share a structure. The order and emphasis vary by organisation, but the elements are consistent.

Heading & attendance	Entity, date, location or means, present, in attendance, apologies, and quorum.
Declarations	Conflicts of interest, and how they were handled.
Minutes of the last meeting	Approval of the previous record and matters arising from it.
Reports & papers	Administrator, investment manager, legal, compliance, audit, and other provider material considered.
Resolutions	Decisions taken, with proposer and seconder where the house style requires it.
Actions & close	Follow-up items with owners, any other business, and the date of the next meeting.

House style, and why it matters

House style is how a board's record reads: heading conventions, ordering, resolution wording, defined terms, and the normal level of detail. It is learned from previous approved minutes, not invented.

- Recent approved minutes show how the chair expects the record to read.
- Defined terms, fund names, and provider names stay consistent with the organisation's usage.
- A managed terminology list keeps names spelled and recognised consistently, including in transcripts.
- Style exceptions should be named so they do not become new defaults by accident.

Learned house style shapes wording only. It must never be treated as evidence for the facts of a current meeting – those come from that meeting's own source material.

Seven ways minutes go wrong

Board support teams recognise these failure modes. Most are workflow problems, not writing problems.

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|---|---|
| ☐ Too much, or too little. A transcript dump, or a summary so thin it is not a record. | ☐ Lost actions. Follow-up that disappears between meetings. |
| ☐ Drift from house style. Generic meeting-note voice instead of the board's own record. | ☐ Version sprawl. Several Word files and no clear final. |
| ☐ Feedback chaos. Comments reconciled by hand from email threads and markups. | ☐ No trail. No way to show who saw, commented on, or changed the draft. |
| ☐ Silent rewriting. Every comment changing the record with no decision point. | |

A controlled workflow

Most of these problems are solved not by writing harder but by controlling the workflow from source material to approved record.

- 01 **Start from real source material**
Board pack, transcript or recording, prior minutes, support notes, and any separate reports – checked before drafting.

- 02 **Draft formally, in house style**
A first draft that follows the board's own structure and language, fast enough to review while context is fresh.

- 03 **Keep review attached to the draft**
Comments, uploads, and no-comment confirmations tied to passages, not scattered across inboxes.

- 04 **Decide, then regenerate**
The chair accepts, holds, or rejects; the next version comes from accepted material, with the history kept.

- 05 **Approve as one package**
DOCX, PDF, actions, and an audit trail that travel together and explain how the record was reached.

How much detail is enough?

The most common house-style question is depth. The answer is proportionate to risk and decision, not a fixed length. These tests help calibrate.

Record every decision in full

Resolutions, approvals, and the basis for them are the heart of the minute. Never abbreviate these.

Summarise discussion to its substance

Capture the material points and divergent views that informed a decision, not the back-and-forth.

Note that process was followed

Quorum, declarations, and that the board had the right papers – briefly, but always.

Be careful with sensitive matter

Legal advice, personnel, and litigation need judgement on what the record should commit; involve the chair.

If a director read this minute in two years, would they know what was decided, that it was decided properly, and why – without needing anyone's memory?

The proportionality test

Minutes do not end at approval

An approved minute creates the next cycle's work. A record that loses its own commitments is only half-finished.

Actions & owners	Each action carries a task, an owner, and a due point, ready to chase before the next meeting.
Matters arising	Open points carry forward with context, rather than being rebuilt from memory.
Prior wording	Approved language and recurring resolutions inform the next draft and keep the record consistent.
Audit history	How the record was reached stays available, so later questions have an answer.

See a controlled minutes workflow

We can show it against a representative sample of your own meetings. **Book a demonstration** at boardmate.app.