



PROCEDURAL LEAFLET

Revised October 2009

Guidelines for Taking and Preserving Formal Meeting Minutes

The minutes of a meeting are the official, legal record of the business conducted. When a question arises about what was decided or authorized by a governmental body, the answer must be based on information recorded in the minutes. Because minutes are such an important record for all governmental agencies, the State and Local Government Records Commissions recommend that public officials employ the following minimum guidelines. These guidelines are not intended to change existing practices, so long as those practices result in fully documented meetings; rather, they are offered to guide governmental bodies that may not be familiar with the essential elements of taking formal minutes.

1. Scope and Application

Multi-member governing bodies are subject to the Alabama Open Meetings Act (Code of Alabama, Sections 36-25A-1 to 36-25A-11). The act defines governmental bodies as all boards, bodies, and commissions of the executive and legislative departments of the state or its political subdivisions or municipalities which expend or appropriate public funds; all multi-member governing bodies of departments, agencies, institutions, and instrumentalities of the executive and legislative departments of the state or its political subdivisions or municipalities, including, without limitation, all corporations and other instrumentalities whose governing boards are comprised of a majority of members who are appointed or elected by the state or its political subdivisions, counties, or municipalities; and all quasi-judicial bodies of the executive and legislative departments of the state and all standing, special, or advisory committees or subcommittees of, or appointed by, the body. Being subject to the act requires that meetings must be conducted according to the act, including the taking of minutes. In other provisions of the act, such as 36-25A-2, the definitions expressly include meetings of a quorum of a governmental body or a quorum of a committee or subcommittee of a governmental body as within the provisions of this act.

2. Minutes as Records of Official Governmental Actions

The primary purpose of minutes is to create a record of a governmental body's official actions. Although it is unnecessary to include a verbatim account of discussion at the meeting, all official

actions or decisions should be clearly reflected in the minutes. Because official actions are decided by a vote, care should be taken to record all motions, resolutions, and accompanying votes completely and accurately. Minutes should be written in the third person. They should be objective and free of comments or editorial opinions.

Minutes should be prepared promptly while memories of the meeting are still fresh. In a fast-moving or complex meeting, it may be necessary to make a recording to assist in preparing the minutes. However, neither the recording nor the secretary's notes are the official minutes. Official minutes should be a written document in which decisions taken at the meeting are formally recorded. The minutes become "official" after they have been formally approved by the governing body at a subsequent meeting and signed by the presiding officer and secretary. The signatures are required to authenticate the governmental body's approval of official actions. Any resolution, ordinance, petition, or report discussed or adopted at a meeting should be attached to the minutes and become part of the official record.

Legally, a meeting cannot be convened without a quorum present. Alabama's Open Meetings Act defines a quorum as "a majority of the voting members of a governmental body," unless "otherwise provided by law." Minutes should clearly indicate that a lawful quorum was present when the meeting was convened. Lacking a quorum, no official action can be taken, and no minutes should be prepared. Unless otherwise specifically authorized by statute, members of a governmental body may not be counted as present, or vote, unless they are physically present at the meeting. Any votes conveyed by telephone, speaker phone, or teleconference are therefore invalid and should not be recorded in the minutes.

Minutes are the permanent, official record of the actions of a governmental body. They should be stored under conditions that will ensure their long-term preservation. To assist in preserving them, the paper on which they are written should be of good quality and preferably acid-free.

3. Minutes as Records of Open Public Meetings

For State Agencies:

The Open Meetings Act requires prior notice of all meetings. Governmental bodies with state-wide jurisdiction must submit notice of their meetings to the Office of the Secretary of State for posting on its website. Upon receipt of a meeting notice, the Secretary of State's office sends an e-mail acknowledgment to the governmental body. The governmental body must preserve print-outs of such e-mails for three years, as stipulated in state agency records disposition authorities (RDAs). Under the Open Meetings Act, meeting notices must be submitted to the Secretary of State's website prior to the meeting. The act also contains notice requirements for special meetings of governmental bodies. It is unlawful, under the act, to convene a meeting that has not been advertised in the specified manner and for the period required. If the required notice was not given, a governmental body should not convene a meeting, attempt to take official action, or record its proceedings in minutes.

For Local Government Agencies:

The Open Meetings Act also requires local governmental bodies to provide prior notice of their meetings. Municipalities, school boards, and other agencies must post meeting notices "on a bulletin board at a place convenient to the public." "If practicable," they must also provide spe-

cial notice to the news media, or to members of the public, who have requested it and who agree to bear the cost. Individual meeting notices may be transmitted “using electronic mail, telephone, facsimile, the United States Postal Service, or any other method reasonably likely to provide the requested notice.” County commissions are not required to comply with provisions of the Open Meetings Act, so long as they provide notice of meetings “in conformance with Section 11-3-8, Code of Alabama 1975.” Although counties, municipalities, and other governmental bodies “with less than statewide jurisdiction” may submit meeting notices for posting on the Secretary of State’s website, they are not required to do so. However, their RDAs require them to retain copies of posted meeting notices for two years following audit, in order to demonstrate compliance with Alabama’s open meetings laws.

Meeting minutes of Alabama governmental bodies are, in general, considered to be open public records. (See the Code of Alabama 1975, Section 36-12-40.) Unless specifically exempted by law, an agency’s minutes should be available for viewing and copying by members of the public.

4. Suggested Procedure for Taking Minutes of a Meeting

- Record the name of the body that is meeting (agency, board, commission, etc.) and the type of meeting being held (regular, special, etc.). Note the meeting’s date, time, and location. Enter the name and title of the person presiding, as well as the name and title of the person recording the minutes.
- Record a statement confirming that prior notice of the meeting has been given, in accordance with the Alabama Open Meetings Act. If the required notice was not given, the meeting cannot lawfully continue as an official meeting, and no official actions can occur. The meeting should be discontinued, and no minutes should be kept.
- Call the roll and record the names of members who are present or absent in the minutes. Record the names of any substitutes representing official members. If desired, the names of others attending may also be recorded in the minutes. As the meeting proceeds, record the time of late arrivals, early departures, or any other breaks (including recusals), so that the minutes will document which members were present or absent during the body’s deliberation or action on agenda items.
- After the roll call, announce whether or not a quorum exists; enter this announcement into the minutes. If a quorum is not present, the meeting cannot lawfully continue as an official meeting, and no official actions can occur. Additional minutes should not be taken unless a quorum is obtained.
- Record the call to order by the presiding officer. Summarize the presiding officer’s opening remarks, along with any other preliminary actions (devotions, adoption of the agenda, etc.).
- Note the date of the body’s last meeting and the body’s action or the proposed draft of minutes from that meeting.

- Specific corrections, if any, should be recorded in the current meeting’s minutes or the draft minutes may be amended to reflect the changes and adopted “as amended.” Summarize any reports, appointments, or assignments and attach to the minutes copies of all materials submitted or considered during the meeting.
- Include an account of each agenda item discussed at the meeting, recording all motions and resolutions in the exact wording used by the person making them. Generally, the names of members who move and second motions are recorded. If deemed useful, a summary of any pre-vote discussion may also be included in the minutes. Record the number of votes (pro and con) on each motion or resolution, and indicate whether it was approved or not.
- If a vote is “without objection,” it should be so recorded in the minutes. The outcome of voice votes, as stated by the presiding officer, should be recorded. For votes decided by standing or a show of hands, the count should be recorded. If a vote is to authorize contracts, the expenditure of funds, or the convening of an executive session, each member’s vote should be individually recorded. In a small assembly, it is proper to record the names of those favoring, abstaining, recused from, or opposed to a resolution, especially when liability may result from a vote or action. The Alabama Open Meetings Act prohibits governmental bodies from voting by secret ballot.
- Record the time that the meeting was adjourned, as well as the date and location of the next meeting. Record the name and signature of the person taking the minutes, preceded by the words “submitted by,” and include the date of submission. If the member holding the title of secretary is recording the meeting, the secretary’s signature and title will suffice. If another individual is taking the minutes, that person should sign as “recording secretary.” Normally, the minutes do not become official until they are approved at the next meeting. The presiding officer should sign them at that time with the date the signature also noted.

5. Executive Sessions

Most governmental entities in Alabama are required to conduct open meetings. Occasionally, however, special circumstances may warrant the calling of an “executive session,” during which the body’s deliberations are closed to the public. Alabama’s Open Meetings Act imposes certain restrictions and requirements in such cases. First, the governmental body may call an executive session only while an open meeting is in progress. In order to convene the session, a motion to enter executive session must be made and recorded in the minutes, and the vote of each member must be individually recorded. Minutes of the open meeting must record the act of convening the executive session, the time of its convening, and the reason for doing so.

The only lawful reasons for convening an executive session are stated in the Open Meetings Act, or in other statutes that apply to specific governmental bodies. For some executive sessions, the Open Meetings Act may require written or oral declarations from outside parties to be presented to the governmental body before the vote to enter executive session. The minutes should clearly reveal the timing of such presentations, relative to the vote to enter executive session. Any written declarations should become permanent attachments to the minutes.

Unless specifically authorized by law, no voting is allowed during executive sessions, and no minutes should be taken. Following the session, the open session should be reconvened, and the time and date of its reconvening should be recorded in the minutes. Unless otherwise provided by law, any voting on matters discussed in executive session must occur in the open session and be recorded in the minutes.

In accordance with provisions of the Open Meetings Act, the procedural steps to enter executive session discussed above are not necessary if the governmental body is entering executive session to conduct a quasi-judicial or contested case hearing. (For example, a hearing by a regulatory board held in order to issue an official ruling on matters within its regulatory authority). However, if executive session is entered for this reason, the reason should be disclosed in the minutes to record compliance with the Open Meetings Act. In addition, the only exception to the requirement to vote in open session that occurs within the Open Meetings Act is that a decision resulting from a quasi-judicial or contested case hearing can be voted in executive session, if the decision is subject to a later appeal or review that is open to the public.

6. Preservation of Meeting Minutes

The Open Meetings Act mandates that, except as otherwise provided by law, meeting minutes of each meeting, including minutes of all standing, special, or advisory committees or subcommittees, should become a public record and be made available to the public as soon as practicable after approval. In addition, meeting minutes must be retained in accordance with the retention period established by the State Records Commission (for state agencies, colleges, and universities) or the Local Government Records Commission (for all local government entities).

7. Further Readings and Reference

Comer, Lee, *et.al.* *The Minute Taker's Handbook: Starter Guide*. Directory of Social Change, 2002

Docterman, Delores. *The Art of Taking Minutes*. Snyder Publishing Company, 1982.

Robert, Henry M. III, *et.al.* *Robert's Rules of Order*, 10th edition. Perseus Publishing, 2000.

Watson, Jane. *The Minute Taker's Handbook: Taking Minutes at Any Meeting with Confidence*. Roundhouse Publishing, 2000.

Sample Format - Meeting Minutes

Convening the Meeting – Record at least the following:

Name of Agency and Type of Meeting

Date, Time, and Location of Meeting

Names of Board or Commission Members in Attendance

Statement that a Lawful Quorum is Present

Statement that Sufficient Prior Notice has been given as required by the Open Meetings Act and/or other named law.

Names of Persons Presiding and Recording

Call to Order

Approval of Minutes of Previous Meeting

Approval of Agenda (if part of meeting)

Record at least the following under the heading “Old Business”:

Motions and Resolutions

Reports, Appointments, Assignments

Record at least the following under the heading “New Business”:

Motions and Resolutions

Reports, Appointments, Assignments

Proposed Agenda Items for Next Meeting

Date, Time, and Location of Next Meeting

Signatures and Approval Elements (to be completed at next meeting)