Delaware Employment Law Letter

A monthly survey of employment law developments in DELAWARE

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Vol. 11, No. 2
February 2006

DOCUMENTATION

Every minute counts

by Scott A. Holt

Most of us at some point in time have been asked to take **minutes** *at a meeting. The task is no longer a job for assistants or secretaries — any person (including HR and in-house counsel) who attends a meeting may be asked to do it. Accurate* **minutes** *are vital records for a company from both a business and legal standpoint.*

From a business standpoint, the **minutes** serve as an official record about what decisions are made and the reasoning behind them. Such decisions may include personnel matters ranging from compensation and promotions to hiring and firing. From a legal perspective, accurate **minutes** of a meeting involving a personnel decision can provide a bulletproof defense to a potential lawsuit. On the other hand, inaccurate or poorly worded **minutes** may provide the smoking gun every employee's attorney is seeking. If you're assigned to take the **minutes** at a meeting, here are some pointers to help you master this skill

Before the meeting

Assign who will take the **minutes** when the meeting agenda is distributed. The person assigned to that task should obtain the **minutes** from the last meeting and any background information or documents that will be discussed. If the meeting involves a significant issue, you may want to tape-record it to ensure accuracy (make sure everyone at the meeting is aware that you're taping it).

At the meeting

Make certain you sit in a position where you can hear everyone who will be speaking at the meeting. You should consider sitting close to the chair of the meeting in case there's a need for clarification on decisions.

Keep track of attendees by circulating a sign-in sheet. You may even want to include a diagram of the seating arrangement so you can identify who said what. Also, you should make a note of anyone who arrives late or leaves early in the event those people need to be filled in on what they missed.

As for the **minutes** themselves, make sure you put a title on the document (*e.g.*, "**minutes** of [committee name]"). You also want to record the date, time, and place of the meeting and who was in attendance. Use the agenda to write down issues in the order they're addressed. Make a note of any deviations from the agenda items discussed. If there are new items not on the agenda, make a note of the persons who originated them.

Remember, taking **minutes** isn't the same as taking dictation. You should focus on capturing and summarizing the significant actions that took place. Avoid writing down the details of each discussion or topics irrelevant to the business at hand. It's important, however, that the **minutes** be written in a concise, accurate manner and that they don't include any sort of subjective opinion.

If there are motions, write down the substance of the motion, who made it, and the results of votes, if any. There's no need to write down who seconded a motion. Record whether motions are adopted or rejected, how the vote is taken (by show of hands, voice, or other method) and whether the vote is unanimous.

After the meeting

You should try to type up the **minutes** as soon as possible after the meeting while everything is still fresh in your mind. After you have finished, go back and proofread them . You should then circulate them to the attendees. That way, if there are any issues with the accuracy, they can be addressed while everyone's memory is fresh. The **minutes** should be stored as a business record. You also may want to attach any reports or other documents reviewed or approved at the meeting as an appendix.

Bottom line

Keeping accurate **minutes** plays a vital role in documenting important company decisions, including those involving personnel matters. Following the above pointers will help you master the art of **minute** taking and win you praise from fellow committee members. Just don't blame me if you're asked to take the **minutes** at every meeting from now on!

DELAWARE EMPLOYMENT LAW LETTER does not attempt to offer solutions to individual problems but rather to provide information about current developments in Delaware employment law. Questions about individual problems should be addressed to the employment law attorney of your choice.