



Cloch Housing Association

Minute Taking Protocol

Policy Name	Minute Taking Protocol
Policy Category	Corporate & Governance
Policy Number	045
Approved by	Finance & Corporate Services Sub-Committee
Responsibility of	Corporate Services Officer
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Equalities Impact Assessment Required	No
Link to other policies	n/a
Consultation	n/a

1. Purpose

1.1 This minute-taking protocol has been prepared to ensure that Cloch Housing Association (CHA) complies with its constitutional and regulatory requirements in respect of the taking of minutes and has a consistent and effective style of minute-taking across its Board meetings which reflects good practice and supports sound governance.

1.2 For constitutional requirements, CHA's Rules (Rule 62) state that:

Minutes of every general meeting, Board /Committee Meeting, and sub-committee meeting must be kept. Those minutes must be presented at the next appropriate meeting and if accepted as a true record, signed by the Chairperson of the meeting at which they are presented. All minutes signed by the Chairperson of the meeting shall be conclusive evidence that the minutes are a true record of the proceedings at the relevant meeting.

The signing of the minutes can be either manual signatory or through our electronic software systems.

The signed minutes are posted on our website soon after they have been manually or electronically signed.

1.3 CHA's Standing Orders has a section on minutes (paragraphs 1.1 to 4.2) setting out responsibilities for preparing, approving, and distributing Board-level meeting minutes, including timescales.

1.4 Regulatory requirements are set out in the Scottish Housing Regulator's Regulatory Standards of Governance and Financial Management, which includes:

- ***The governing body ensures it receives good quality information and advice from staff and, where necessary, expert independent advisers, that is timely and appropriate to its strategic role and decisions. The governing body is able to evidence any of its decisions. (Standard 4.1).***

1.5 It is the CEO's responsibility to ensure that this minute-taking protocol is followed and complied with consistently by all minute-takers of general meetings, Board, or sub-committee meetings to meet the above requirements.

2. Content of minutes

2.1 Minutes are a permanent record of the proceedings of a meeting. CHA Board meetings must have a reliable, permanent record kept and accessible to future Board members and others entitled to scrutinise them which records and evidences decisions made during the meeting. Minutes taken at all such meetings must follow the requirements of this protocol as to their content, to ensure consistency, reliability, accuracy, and completeness.

2.2 Headings, attendance and numbering

Each set of minutes must be headed with the name of the meeting in bold capitals, for example:

MINUTES OF CLOCH HOUSING ASSOCIATION BOARD MEETING

Details of the meeting venue, date, and start time should also be included in the heading.

Headings to describe each agenda item minute will generally be recorded in **bold** text.

2.3 The minutes should record attendance by categories and those absent who are members of the Board, also by categories as follows:

- Board members present, using full name – the Chair of the meeting should head the list, with the role included; any co-optee should appear at the end of the list, also with role identified, for example:

Present:	Anne Other	Chair
	Margaret Doe	Vice Chair
	John Doe	Member
	Jack Doe	Co-optee

Other people who are not Board members who are present from the outset to participate in the meeting should be designated as “In attendance” and have their full name and job title included, or name of firm, if they are present as an external advisor. The person responsible for taking the minutes should be identified as Minute Taker:

In attendance:	Robert Other	Director
	Jane Doe	Minute Taker
	David Another	S Doe Ltd

- Anyone invited to attend the meeting as an observer should have their name recorded in the list of those “in attendance”, with their observer status also noted.
- Apologies for absence should be recorded in its own category, even if there are no apologies received. Apologies for any Board meeting should be submitted to the Director and/or the Chair; only Board members who have submitted apologies should have their apologies noted, for example:

Apologies: Jane Doe

- Any Board member not present who has been granted a leave of absence should have this recorded as a separate category for example:

Leave of absence: Anne Other

- Any Board member who is not present but has not tendered their apologies, or been granted a leave of absence should simply be recorded as “absent”, for example:

Absent: Jack Doe

2.4 Numbering in the minutes will follow the numbering on the meeting agenda. The text heading of the minute or any particular agenda item will be exactly as it appears on the agenda. Should members present consent to an item being taken out of order at the meetings, this should be noted in the minutes at the commencement of the relevant item, but the minutes should record that item in the same order as it appears on the agenda, for example:

7.1 Draft budget

On recommendation of the Chair, Board agreed that this item should be advanced up the agenda, and it was taken after item 3.

2.5 Late arrival and early departure

When any Board member, or other person attending the meeting, for example, a specialist consultant who has been invited for a particular item, either arrives after the meeting has started or leaves before it has finished, this should be recorded in square brackets with an explanatory note at the appropriate point, for example: [Consultant from ACME Consultants left the meeting at this point].

2.6 Recording of substantive agenda items

There is no right or wrong way to approach recording the discussion of the actual agenda items, provided that what is recorded is accurate and captures the Board’s intentions and decisions. The CHA approach to this will be:

- Minutes will **not** be a verbatim record of everything said during discussion. They should be a brief summary, but capturing all key points.
- Generally, a minute of an item will be in four parts:
 - Part 1 – a brief **summary of the purpose** of the item by way of introduction, for example: *The Financial Services Director introduced the report on the 5-year financial projections for submission to the Scottish Housing Regulator, and took the Board through the key underlying assumptions, highlighting any areas of potential concern.*
 - Part 2 – short summary of the **discussion**, identifying key points made, noting arguments for and against the proposal, and any points of clarification. Any comments should not identify the commentator, rather generically refer to “The Board” or “The Board Member”. Try to record answers and explanations, rather than questions and queries. A summary of reasons leading to a decision, or non-decision, should be recorded.

The Board discussed the forecast at length, and whilst they were generally supportive of submitting it to SHR in its current form, so as to meet the deadline, there was concern about how close the projected interest cover came to breaching the RBS covenant in the last two years of the forecast. The Board proposed that cost assumptions should be reviewed, and potential savings found, as a matter of urgency.

- Part 3 – any follow up **actions** that Board asks management to take arising out of the discussion (these will generally be identified by the Chair at the end of the discussion) should be separately recorded in bold text for example:

Action: Financial Services Director to undertake review of cost assumptions underlying 5-year forecast, to identify savings to improve the margin of comfort for interest cover covenant compliance, and report back to the next meeting.

Actions should be as clear as possible about the specific action to be taken; who is responsible for taking the action; and the deadline for getting it done. Any such actions will be added to the schedule of outstanding actions and reported to future Board meetings under “Matters Arising” until the action is agreed to be completed.

- Part 4 – what is agreed by Board should be formally set out in a **resolution**. CHA reports to Board will be classified as items for decision, for discussion, or for information. Resolutions should reflect the purpose, and generally the Board will:

“**approve**” an item only when it is the final authority for the approval of that item;

“**endorse**” an item when it is supporting a proposal which requires final approval by a higher level Board, or it is not the final proposal;

“**note**” an item that has been provided for information, and does not require formal endorsement or approval. By noting an item, the Board signifies that it has been made aware of it, and effectively has no objection to it.

Resolutions should stand alone in the minutes, and be recorded in italics, for example:

Resolution

Board approved the attached 5-year financial forecast without amendment for submission to the Scottish Housing Regulator by 30 June 2016.

Items may require more than one resolution. Resolutions should be written in the affirmative, not be open to ambiguity, be as short as reasonably possible whilst, where possible, standing alone (ie it should make sense to an external reader without reference to the discussion which preceded it). Any agreed amendments to what is proposed for decision should be recorded.

Resolutions are **not** to be added to the schedule of outstanding Actions for reporting to future Board meetings.

A Board member may request that their dissent from a specific decision is recorded in the minute of that item.

2.7 Minutes of previous meeting(s)

Where the meeting is a normal, scheduled meeting, the draft minutes of the previous meeting will be presented for consideration and approval. If any amendments to the draft minutes are agreed upon, these should be specifically recorded in the minute. Any resolution to approve the minutes should normally be proposed and seconded by a Board member present at the meeting whose minutes are under review. It will record a proposer and a seconder without naming them.

If the meeting is a special meeting, it should deal only with the specific business referenced in the notice of the meeting. The minutes of any previous scheduled meeting should not be considered at a special meeting. Minutes of any special meeting should be taken at the next scheduled meeting.

2.8 Other matters

Minutes should be written in the past tense, as they record what happened at the meeting. They should be recorded in an objective but constructive tone and should, where appropriate, reflect positively on the Association.

2.9 End of meeting

Once the last item of business is recorded, usually after “Any Other Business”, the time the meeting ended should be recorded, followed by the date of the next scheduled meeting.

2.10 Use of names

When recording discussion of substantive agenda items, the following guidelines on use of names of contributors should be observed:

- As discussion is summarised, it is not necessary to attribute all comments recorded to a named individual. Generic terms can be used, for example “The Board agreed that ...”; “Some Board members were concerned that ...”.
- Where a contribution is made by the Chair of the meeting, these should be attributed to the Chair, for example, “The Chair proposed that as members were clearly split on the issue, a vote should be taken”.
- References to staff members should be by their job title, for example, “The CEO pointed out that ...”

2.11 What not to include

- Information not provided at the meeting. However, if there was a request to clarify a particular point, the answer, if not available at the time, may be included in square brackets: [Post-meeting note: ...].
- Names of persons voting for or against a particular motion, or number of votes cast, unless specifically requested.
- Abbreviations or acronyms, without referring to the term in full eg Scottish Housing Regulator (SHR).
- Everything that is said, word for word.

3. Minute-taking processes and procedure

- 3.1 CHA’s Secretary has responsibility for keeping the minutes of all the meetings of the Association and its Boards.

- 3.2 The CEO has overall responsibility for the preparation and circulation of draft minutes for all meetings of the Board. Responsibility for arranging minute-taking for any sub-committee or other Board meeting will lie with a Leadership Team member, as provided in the remit, or designated by the relevant Board.

Responsibility for actually taking minutes at the meeting and preparing draft minutes may be delegated to another staff member – such as a person attending the meeting for this purpose will be designated as “Minute Taker” in the meeting’s attendance details.

- 3.3 Following each meeting, draft minutes will be prepared by the Minute Taker as soon as possible, normally no longer than a week from the meeting date, following the requirements of this protocol as to content.
- 3.4 These draft minutes will then be referred to the CEO, or responsible Leadership Team member as appropriate, for initial checking and review. Following any amendment, the draft minutes will be promptly referred to the Chair of the meeting for final checking and amendment, if appropriate. The Chair of a meeting shall agree the draft minutes of that meeting for distribution to those attending the next meeting. The Minutes will then be sent to all members of the meeting for review. All checking processes must be completed in good time for the agreed version of the draft minutes to be circulated to Board members for the next meeting as part of the circulation arrangements for Board papers, at least 7 days prior to the next meeting.
- 3.5 The CEO will add any agreed actions to the rolling Action List for that Board, and distribute that updated list to all staff with responsibility for taking any of the agreed actions, within 7 days of the meeting taking place. The CEO will co-ordinate any responses received about actions taken and update the status of each outstanding action accordingly, in good time for the inclusion of the updated rolling Action List in the papers circulated for the next Board meeting.
- 3.6 The minutes should be confirmed at the next scheduled meeting of the Board. To be approved as a correct record of the meeting, minutes must be accepted by the Board following a motion proposed and seconded by Board members who were present at the relevant meeting. If there are not two members who were present at the relevant meeting, the minutes may still be approved, but the absence of any such members should be noted in the minute of the item approving the previous minutes.

- 3.7 Board members are responsible for ensuring the accuracy of the minutes. If felt necessary, amendments to the draft minutes should be agreed prior to their formal approval, with all agreed amendments recorded as part of the resolution to agree and adopt the minutes, for example:

“Subject to John Smith, Board member, being recorded as present, the Board approved the minutes as a correct record of the meeting; this was proposed, seconded and approved or,

“Subject to the replacement at item 4.1 ‘the Board considered information from Inverclyde Council’ with ‘the Board requested that the Director obtain further information from Inverclyde Council’, the minutes were approved as a correct record of the meeting.”

- 3.9 The Minute Taker is responsible for preparing a final version of the minutes, including agreed amendments, and ensuring that they are signed by the Chair of the meeting that approved them. This signed copy of the minutes will be evidence of the Board’s decisions, and will be filed and retained in accordance with the requirements of CHA’s policy.

4. Confidential minutes

- 4.1 All Board and staff members have an obligation to respect and maintain confidentiality, and must ensure that no information about CHA is disclosed to anyone who is not entitled to receive it. This includes the content of reports and information labelled or identified as confidential.
- 4.2 The CEO is responsible for determining whether any item or report due for consideration at an upcoming Board-level meeting should be designated as confidential, in accordance with CHA policies. This should be done in consultation with the Chair of CHA, where there is any doubt as to whether an item should be designated as confidential, or where any judgement may be required.
- 4.3 A separate, confidential minute of any such items will be prepared. If the Minute Taker is excluded from attendance at the meeting for any confidential item, the Chair must ensure that an attendee who will be present for such discussions will assume responsibility for preparation of the confidential minute.

- 4.4 Confidential minutes should follow the same approval procedure and signing arrangements for open meetings, as set out in section 3 above. However, they will not be made available to staff, or to anyone outside the Association, except when they are reasonably required by relevant statutory bodies, for example, The Scottish Housing Regulator and the Charity Regulator, or by the Association's lenders. For the purposes of this protocol, agents and consultants to the Association are considered to be "inside" the Association and may be given access to confidential minutes which are required for them to carry out their duties.
- 4.5 The CEO, Leadership Team and Minute Taker will normally have access to confidential minutes, once prepared, and secure filing, retention and archiving of confidential minutes will be the responsibility of the CEO, including an audit trail of supporting reports and papers. If in any particular circumstance this is not appropriate, the Chair must ensure that reliable arrangements for ongoing confidential filing of such minutes are made, and that such material will continue to be accessible to Board members when required.

5. Assurance and review

- 5.1 The Board will obtain assurance about the outcome of sub-committee and Board meetings by receiving a draft copy of the minutes of any such meetings. The Minute Taker of such meetings must ensure that draft minutes of any meetings that took place more than two weeks before the next scheduled management Board meeting are available for circulation as part of the normal distribution arrangements for papers. These should normally be checked by the relevant Chair, but if necessary, unchecked or partially checked draft minutes may be used for this purpose.
- 5.2 Board will obtain assurance that agreed actions are being followed up and implemented by consideration of a rolling report of actions taken and outstanding, presented under "Matters Arising" at each meeting.
- 5.3 The Board will obtain assurance that its resolutions are being properly implemented and followed through by receiving a report from the Leadership Team every 6 months, reviewing all resolutions taken during that period, and highlighting any that have not been fully implemented, or any from an earlier period that are still outstanding.
- 5.4 This protocol will be reviewed every three years.