

# Minutes checklist

Guidance note

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# Introduction

Organisations should keep records of formal meetings of the board and formal members' meetings, such as an annual general meeting. These are usually kept as minutes.

## Checklist

### **Companies – meeting records (general)**

- The Companies Act requires companies to keep records of meetings of their directors and meetings of their members.
- If the meeting was held on or after 1 October 2008 the record must be kept for at least 10 years. If it was held prior to that date the record should be kept indefinitely.

### **Companies – location where records are kept**

- Records of general meetings of the members of a company must be kept at the registered office.
- Records of board meetings can be kept wherever the board considers appropriate.

### **Companies – access to meeting records**

- The auditors (or independent examiner) may access records of meetings of the members and board meetings.
- Members and directors can access records of members' meetings.
- Directors can access records of board meetings. There is no statutory right for members to access these records.

### **Charitable Incorporated Organisations**

- If an organisation is constituted as a CIO, these must keep certain records, including records of:
  - meetings of their members
  - meetings of their trustees
- The details required in records of trustee meetings include the names of the trustees present at the meeting, the decisions made at those meetings and, where appropriate, the reasons for those decisions.
- Usually a CIO keeps these records in minutes of the relevant meetings.
- CIOs are also obliged to keep records of any decisions made by their trustees otherwise than in meetings (e.g. decisions taken by written resolutions).
- All these records must be kept for at least six years from the date of the meeting, decision etc.

### **Other organisations**

- Check the provisions of the constitution, which may include requirements for minutes of meetings, access rights and other relevant procedures etc.
- Consider good practice and adopt appropriate procedures (see 'Procedure' below).

# Procedure

Minutes of meetings should be:

- accurate
- brief
- complete

## Minutes of record

- Principally, meeting minutes are minutes of record – setting out the basic record of the meeting itself (type of meeting, when and where it was held, who participated in a formal capacity [e.g. as a director/trustee or member], confirmation that a quorum was present and a record of who else was present and in what capacity) and a record of the decisions taken at the meeting.

## Minutes of narration

- Sometimes it is appropriate to include minutes of narration – for example, the principal elements of a discussion that preceded a key or complex decision, the board's reasons for determining a particular course of action (e.g. the financial evidence of the need for, or consequences of, a particular decision).

## Authentication of minutes – general

- It is common practice for minutes to be authenticated by the signature of the chair of the board, who will usually have chaired the meeting that the minutes record.

## Authentication of minutes – companies

- If the minutes of a meeting of a company's members or directors are 'authenticated' by the chair of the meeting in question or the chair of the next meeting, they are prima facie evidence of the matters that they record.
- The Companies Act 2006 permits electronic authentication methods or signature of a traditional hard copy of the minutes.

## Custody and security

- Organisations should ensure that authorisation procedures, storage and access arrangements ensure the integrity and security of minutes of meetings. Consider in particular:
  - fire, flood, theft and accidental loss
  - ensuring that access is only granted to appropriate and authorised people (whether in person or via remote electronic access).

## Documents

- Copies of any key documents referred to in the minutes should be kept with the minutes.
- If the meeting authorises signature or execution of a document by or on behalf of the organisation, a copy of the signed/executed document should be kept with the minutes (e.g. a cash flow forecast or budget, bank mandate or contract).

## Filing requirements

- Minutes do not need to be filed with Companies House or relevant regulators (e.g. the Charity Commission). They are internal records.
- However, some decisions and certain types of resolutions will need to be notified to or certified copies filed with, Companies House and/or charity regulators.
- In the case of companies, some members' resolutions that must be filed with Companies House need to be accompanied by relevant statutory company forms.