

Audubon Center
of the North Woods

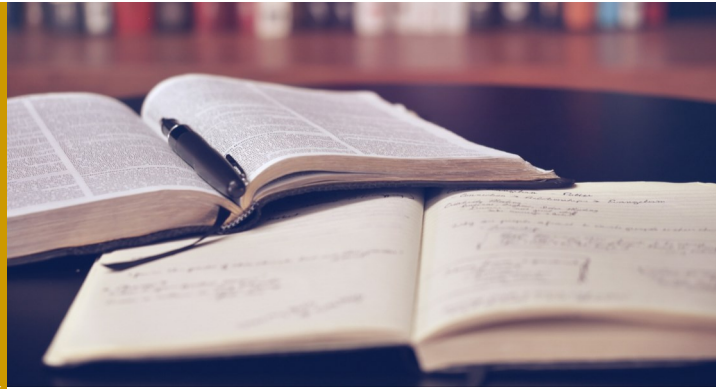
SOUNDING BOARD

Promoting Quality
Charter School
Governance

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Audubon Center
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Charter School Board

MEETING MINUTES

As a public body, charter school boards are required to keep a set of minutes for all of their regular, special, and emergency board meetings. They must also be posted on charter school websites and otherwise be generally available to the members of the public. Keeping meeting minutes is sometimes seen as a chore or a task that, while it must be done, does not really add much to a school's overall success. However, meeting minutes are a valuable tool to communicate the Board's vision and decision-making to its members, school staff, and members of the public.

There are at least three main schools of thought on public body meeting minutes (which includes charter school boards): 1) the "less is more" approach, 2) the "script-tape" approach, and 3) the "transparent" approach. Learn more about each of these approaches and suggestions for successfully documenting board meetings on the following pages.

The requirement to keep and publish meeting minutes stems from statute and the charter contract:

MN §124E.07 Subd. 8. **Meetings and information.** (b) A charter school shall publish and maintain on the school's official website: (1) the meeting minutes of the board of directors and of members and committees having board-delegated authority, for at least 365 days from the date of publication.

Section 6.20 Board Data. ...the School agrees to furnish ACNW with finalized minutes of the Board's meetings at such time as the minutes are approved by the School Board.

This paper is not intended to be legal advice. Please check with the school's legal counsel and / or relevant Minnesota state statute for additional information.

Approaches to Board Meeting Documentation

The “Less is More” Approach

In this scenario the meeting minutes meet the bare minimum of reporting what happened at the meeting, but no details are provided beyond the basics. Those who support this approach believe that to put too much detail into meeting minutes is to invite controversy, especially if the note taker for the meeting minutes is somewhat sloppy or inaccurate in recording what took place in the meeting. This approach leaves the reader of the meeting minutes with questions such as, What were the deliberations of the board? What are the issues the board is wrestling with? What are the options the board is considering?

In some cases, meeting minutes like this can appear to “hide” action that the board may not want to be too public, including sensitive issues, like director salary and benefits. In this model, using director salary as an example, the meeting minutes might be: “Action Item: Director’s Salary for 2018-19 School Year. The board approved the annual salary for the school director for the 2018-19 school year by a vote of 6 yays and 1 nay.” So, a reader of the meeting minutes who was not at the meeting does not know what salary was approved, whether or not it was an increase, and if it was an increase how much it was.

ACNW does not recommend this type of minutes. As the school’s authorizer, ACNW cannot determine if the Board of Directors has engaged in good governance, and this approach lacks a level of transparency required of public schools.

The “Script-Tape” Approach

In this scenario the meeting minutes are very detailed and capture most, if not all thoughts, ideas, suggestions, questions and other utterings during the meeting. The goal of this type of meeting minutes is to ensure that all thoughts and ideas are captured for future reference and accountability.

However, taking meeting minutes in this manner is almost impossible to accomplish with complete accuracy and consistency since the pace of discussion and action at charter school board meetings can be rapid and cannot be replayed. It is very challenging for even the most accomplished meeting minute takers to accurately record the meeting in significant detail.

While meeting minutes of this type are usually a sincere attempt to provide a detailed history of the board’s deliberations, they often are amended and/or questioned by participants who, upon review of the draft meeting minutes, remember their own comments and those of others differently than did the minute taker, causing the need for the board to determine which version of events is accurate and should be recorded in the meeting minutes.

The energy used to accomplish a set of charter school board meeting minutes that all agree are accurate, thorough, and complete could be better used to further the board’s overall governance role without significant loss of a record of the board’s deliberations and decisions. Therefore, this type of minutes is not an effective practice. *Continued on page 3.*

The “Transparency” Approach

Continued from page 2. In this scenario, the meeting minutes reflect more than the “less is more” approach and less than the “script-tape” style of meeting minutes. This approach attempts to be faithful to the spirit of accurately recording the significant events of the meeting without leaving the reader with many questions about those events, while not burdening the reader with details and quotes that don’t add to a reader’s understanding of the board’s deliberations and decisions. Rather, they might add “color” and information about individual board members’ thoughts; however, meeting minutes are intended to reflect the deliberations and actions of the board as a whole and not those of individual board members.

It is this type of minutes that allow ACNW to assess whether the Board of Directors is engaged in good governance and assists in providing guidance to the Board regarding its meetings via a review of the minutes.

What This Means

Charter school board meeting minutes should meet the spirit of “telling the story” of the board’s deliberations and decision-making in an efficient manner. Some boards may wish more details than others, while others may wish to keep board meeting minutes as brief as possible, again within the spirit of “telling the story” of the board’s deliberations and decision-making.

Each charter school board should discuss this topic in detail and determine the level of information it wants included in its meeting minutes. There is no statutory requirement in this regard and what works for one school board and school community may not work as well in another. Remember though, ACNW uses school board minutes as data for the school’s performance evaluations, including Environmental Education, Financial, and Operations. Boards should ensure that its minutes provide a clear picture of the Board’s deliberations and actions to someone reading them.



Suggestions for board meeting minutes that support school success:

1. Since the board secretary is generally responsible for board meeting minutes, that person should understand that they do not have to personally take meeting notes and are empowered to seek a competent person to do so, under the board secretary's direction. Some school boards hire a secretarial staff member to take the board meeting minutes on behalf of the board secretary. Regardless of who the person is that takes board meeting minutes, they should receive guidance and direction from the full board as to the amount and type of detail the board would like to see in its meeting minutes.
2. According to most, if not all charter school bylaws, the board secretary is responsible for the meeting minutes, regardless of whether s/he actually takes the meeting minutes, or has it done on his/her behalf as mentioned above. The Secretary should review and edit the draft meeting minutes prior to sending them on to the board chair after making whatever edits s/he deems appropriate.
3. The meeting minutes stay in draft form until approved by the board at its subsequent board meeting. The draft minutes can be modified by majority board action if the board determines there are inaccuracies or omissions.
4. Meeting minutes takers generally need training in order to understand the philosophy that the board has adopted with regard to its meeting minutes and their purposes in supporting school success. Experienced note takers from other schools are a good source of training, as are the experienced members of the school board. Finally, other resources can be located with a search of the internet and by taking a look at other schools' meeting minutes located on their websites.





Meeting minutes, as a minimum, should include the following:

- Meeting location and actual start time
- List of board members in attendance by full name or at least last name. A listing of absent board members is optional. The use of first names only is discouraged because of duplicate names and other factors. The minutes should also list school staff in attendance at the meeting.
- List others who attended the meeting. These names can be gleaned from a sign in sheet that can be placed at the entrance to the meeting room and an announcement from the board chair requesting guest sign in so there is a record of who is in attendance.
- Report the pertinent details of what took place at the meeting in such a way that a person who was not in attendance at the meeting but reading the meeting minutes would have a reasonable understanding of what took place at the meeting. This includes who makes a motion, who seconds a motion, any amendments to the motion and whether the motion or the motion as amended was approved and finally what the vote total was for the motion e.g. number of yays and number of nays.
- When reports are given in the meeting, briefly summarize the significant points in the report. On lengthy reports, be selective but careful to report significant items. Audit reports are a good example. Rather than reporting on a series of numbers related to revenue and expenditures, the minutes can simply reflect that, "The auditor issued and 'clean and unmodified' audit with no findings of non-compliance or misstatement and the end of year audited fund balance was 20%."
- Report all actions of the board, whether official voting action, action to request additional information, action to seek other options, etc.
- Finally, after preparation of the meeting minutes in draft form, read them as if you had not been at the meeting. Ask yourself, "Are they clear, easy to understand, include enough detail, invite trust in the deliberation and processes used by the board?"