



ROCpod episode 43 – Effective minute-taking

The ROCpod was a monthly podcast focussed on the regulation of registered organisations. It shared information, tips and tools for improving compliance with legislative requirements.

The podcast was key part of the Registered Organisations Commission's (ROC) education strategy. The ROC was abolished on 6 March. The Fair Work Commission (the Commission) is now the regulator for registered organisations.

Although processes may change under the Commission, much of the podcast content is still useful.

Email any questions about anything in an episode to regorgs@fwc.gov.au.

Speaker Key

AN	Unidentified announcer
DC	Declan Clifford
CH	Christine Hibberd

AN Welcome to *ROCpod*: Talking with the Registered Organisations Commission. The official podcast of the ROC about the regulation of unions and employer associations. And in this monthly podcast we'll share essential information, uncover handy hints and tips and reveal our best tools for proactive compliance with the complex legislative requirements.

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00:00:40

DC: Hello and welcome to *ROCpod*. My name's Declan Clifford and I'm an Adviser here at the ROC. In this episode we will be talking about how to take effective minutes of your meetings. Minutes provide evidence for what is discussed and decided on at your meetings. Good minutes can protect an organisation and its officers, particularly if decisions are called into question later and evidence needs to be provided. Joining me to unpack this topic for you is Christine Hibberd. Christine is an assistant adviser in our Education and Reporting team. Thank you for joining me, Christine.

CH: My pleasure Declan, thank you for having me.



DC: So perhaps we should start with why exactly it's important for an organisation to take minutes of their meetings.



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CH: Well accurate and clear minutes are very important. Without them an organisation may be at risk as there will be no record of what was discussed and decided upon at your meetings. If the minutes are ambiguous this may lead to many problems for the organisation down the line. Many key decisions are made at meetings including changes to the organisation's rules, approving financial reports and deciding on loans, grants and donations. There must be evidence of the consideration, discussion and decisions made on these important items of an organisation's business.

DC: That's right Christine and it's actually a requirement under the RO Act for the organisation's rules to include that it must keep minute books which record the proceedings and resolutions of meetings of the committee of management. Christine, do minutes need to be taken at all meetings?



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CH Minutes should be kept of **all** the meetings of your organisation, including committee of management meetings, annual, general and special meetings. If you'd like more information about meetings we recommend you access our new e-learning module on running effective meetings or go back and listen to episode 13 of ROCpod. In most organisations the rules specify that the Secretary of the organisation is responsible for keeping the meeting minutes.

DC Yes. And while this is usually the case, we always recommend checking exactly what your rules say about who is responsible for keeping the minutes. Christine, what needs to be recorded in the minutes? Is there a strict set of rules about what needs to be included or can each organisation decide what they include?

CH While there aren't prescriptive rules on what must be in the minutes, it is best practice that they include: the name of the organisation and branch, the date, start time and location of the meeting, or the method of the meeting if it's being held by electronic means such as Zoom or Teams, the type of meeting, the names of the chair, the minute-taker, all attendees present at the meeting (including proxies) and any apologies.



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DC It may sound silly to include the name of the organisation, but it can be vital for organisations that share officers with state entities to be crystal clear on **which** entity held the meeting and made the decision, was it the federal branch? Or the state organisation? And don't forget your Quorum. It is worth noting that the meeting is



quorate and able to conduct business. It sounds like you basically need a template to get your minutes started!

CH You're not mistaken, Declan, a template can **really help** to ensure consistent minutes that capture all the required information and we have one on our website that you can use.

DC It's one we've used internally for our own minutes, as an aside.

CH It is! I've used it too, it's quick, easy and colour coded.

Once we've covered the logistics, your minutes should cover off any amendments to the minutes of the previous meeting or confirmation and acceptance of the previous minutes. We recommend that your minutes also include any standing items to be dealt with in the meeting such as disclosures of material personal interests and conflicts of interest, and a summary of the discussion under each agenda item for the meetings. You should also record any resolutions made at the meeting, any people who removed themselves from voting or discussion due to conflicts of interest and the meeting conclusion time.



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DC: Agreed Christine, you've raised some great points for us to unpack here. First, you've noted that the minutes need to include a summary of the discussion under each agenda item. Do the minutes need to be an exact word by word account of what was discussed at the meeting under each agenda item?

CH: No, absolutely not, Declan. They do not need to be a verbatim transcript. What the minute-taker needs to do is record a concise summary. It's useful for the minute-taker to include general information about the ideas considered, reasons for courses of action taken or not taken and any dissent from attendees. All of this information can be useful if decisions made by the organisation are ever called into question in the future.

DC: Okay, so a summary of the discussion is sufficient. But what about resolutions passed – how should they be recorded?

CH: The **exact** wording of any resolutions should be recorded. The minute-taker should also record the proposer/mover of the resolution, the seconder, the result and who in the organisation is responsible for actioning the decision. This is critical as the minutes serve as the authority and evidence for the Committee's future actions.



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DC: Thanks Christine. It's also important to note that when it comes to recording any resolutions, you do not need to record the numbers of the vote unless your rules stipulate that a specified number or percentage of votes is necessary to carry the



resolution. Some decisions made by organisations, such as changing the rules, can require a specific number of votes in order for the resolution to pass. Check your rules to see whether you need to record the number of votes in relation to this decision and, if you do, make sure you confirm in your minutes whether the required numbers of votes was met.

You said that people who remove themselves from voting should be mentioned. What's that about?

- CH** We recommend there is a standing item asking for any conflicts of interest or material personal interests to be disclosed. If any of your officers have an interest that is affected by the decisions you're making in the meeting, they will probably need to remove themselves from the meeting while that one particular decision is made.



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- DC** The RO Act prevents officers from voting or discussing matters they have an interest in except in very limited circumstances, and you can get that information from our earlier podcast on managing conflicts in practice. Recording that the officer left during that vote in the minutes can protect the organisation. Do you have a practical example?

- CH** I do, Declan. Let's say at last month's committee meeting the committee voted on using XYZ cleaning company to clean the building. This month the other company that was being considered, STU cleaning, has lodged a complaint with the regulator that the President's son runs XYZ **and that's** why it got the contract. Being able to pull out the minutes, see that the President explained his son ran the business, then stepped outside of the room would really help the organisation deal with that complaint. If the minutes also covered that the committee went with XYZ because it was cheaper per day for instance, that would also go some way to protect them from any possible complaint.

- DC** It's worth remembering, people who do business with your organisation can lodge whistleblower complaints with the regulator if they think there's eligible misconduct.

Christine what happens after the meeting has been concluded and the minutes have been drafted? What's next?

- CH:** The minute-taker should circulate the minutes to all attendees (including any apologies) as soon as possible after the meeting, so they can review the minutes while the meeting proceedings are still fresh in their minds. If there are no changes or alterations, the minutes can be taken as read and accepted at the next meeting. The Chair of the meeting will need to certify the minutes to show that they are a true and accurate record of the proceedings.



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DC: It's important that organisations know that once the minutes are signed by the Chair they become the official record of the meeting and are admissible as evidence. Minutes should not be altered once they have been signed by the Chair. They should remain as approved by the Committee. It's the Chair's responsibility to carefully check and verify that minutes are correct and approved by the Committee prior to signing.

Christine, what if there are changes that need to be made to the minutes before they're signed? Such as if there was a typographical error?

CH: If an attendee identifies an error or omission in the minutes they need to advise the minute-taker and the committee collectively. When the error is minor like a typographical or grammatical error it can be corrected before the next meeting. But when the error relates to the actual content of the minutes, such as what someone said during the meeting or what was agreed upon, then this should be tabled as an item for discussion at the next meeting and a consensus should be reached. The minutes cannot be approved until agreement is reached or further action is taken.



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DC: A good practical tip here would be to have an established process for correcting minutes, that way any changes can be suggested and dealt with quickly and efficiently. Also, having a process empowers newer members who may be nervous or uncertain about speaking up. It also normalises corrections, helping you with your speak up culture. You mentioned that the minutes should be circulated to all attendees as soon as practicable after the meeting, what about to members?

CH: Members of the organisation are generally entitled to a copy of the minutes upon request. However, this may not always be the case. So while the minutes aren't automatically sent out to members they can be requested. You can check what your rules say about this. Minutes are also something we, as the regulator, frequently request to help resolve whistleblower and inquiry matters as they can provide valuable information.



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DC: During a meeting it is quite common for rough notes to be taken by a minute-taker and then later converted into the final minutes. Are there any potential problems with this that organisations need to be aware of?

CH: Great question. You are quite right that this is a common practice. What we say to organisations is be aware that the final version of the minutes must be an accurate account of the original notes.

Significant problems can arise if the original notes and the minutes don't match. For example, the ROC recently investigated an allegation about an officer with an alleged undisclosed conflict of interest. The officer claimed that the conflict was raised and



discussed in a meeting of the Committee. In the original hand written notes, there was a reference to the conflict being raised by the officer and discussed at the meeting. However, this reference was not recorded in the signed, official minutes. This demonstrates why it pays to be careful about the accuracy of your minutes and ensure the original notes match the final record. If the finalised minutes had been accurate in this case it is unlikely that the disclosure would have been made to the ROC.

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DC: I know we mentioned the template earlier, but if you had a template for the final minutes that included conflicts and disclosures, you'd be less likely to leave something this important out.

Do you have any final tips for our listeners about drafting minutes, Christine?

CH: Yes absolutely. Remember, the minutes should be clear and drafted in plain English. The purpose of the minutes is to provide evidence about the decisions of your organisation. If the minutes are vague and what was agreed on isn't clear, this can create significant issues for the organisation in future, particularly if any decisions are called into question. Clear and concise meeting minutes are a safeguard for your organisation.

DC: Another tip is to write them as if someone who wasn't at the meeting will read them. Because this will probably be the case, given the use of minutes in whistleblower matters. You don't want your minutes to make assumptions or leave stuff out that 'everyone knows'. Christine, are there any rules around how long an organisation must keep their minute books for?

CH: While the RO Act does not require minutes to be kept for a specific period of time, given the importance of good minutes and the ease of electronic storage, it is good practice to retain all minutes. Remember, that minutes provide the history of your organisation. They record important decisions like changes to your name, any amalgamations, rule changes etc.

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DC: That's right Christine. And you never know when a situation may arise which requires you to look back at past minutes. Part of good contemporary governance is keeping strong and accurate records.

Thank you for joining me on this month's episode Christine, this has been a really valuable discussion.

CH Very happy for the opportunity Declan!



- DC** Before we wrap up today's episode, we'd like to take this chance to remind listeners that from Monday 6 March 2023, the regulator of registered organisations will be the Fair Work Commission. Statutory lodgements such as financial reports, annual returns of information, officer and related party disclosure statements, statements of loans, grants and donations, notifications of change and prescribed information for the conduct of elections must continue to be lodged with the regulator by the required due dates. From Monday 6 March 2023, these lodgements will be to the Fair Work Commission. We will continue to keep you informed and you will continue dealing with all your familiar action officers. This podcast will also continue, but with a new name – RO pod. We look forward to speaking to you then!
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