Memo

To: Selectboard

From: Richard McGuire,
Town Manager

Date: July 11, 2017

Re: Selectboard Minutes

At a recent meeting of the Selectboard, it was requested that the Board re-visit the guidelines being followed for the Board minutes. Minutes can contain a wide range of detail. Attached is a chart demonstrating the potential range of detail.

Minutes should be prepared following a consistent policy, format and style. A sudden change or aberration could raise unnecessary suspicions as to why the routine was not followed with respect to a particular meeting. Of course, minutes must also be consistent with state law, at a minimum. Here are some thoughts to keep in mind:

- Minutes can be a time-consuming process involving preparation, editing, review and approval;
- Should a legal dispute arise minutes can either harm or help the Board. When a lawsuit is filed, minutes will be among the first documents that all parties will request and will be given more weight than what any particular individual recalls happening at a meeting;
- Statements made during discussion and included in minutes may be false, taken out of context, unclear as to meaning, incorrectly characterized and subject to differing interpretations. This is especially true with the passage of time;
- Meeting minutes are supposed to record what was done (the actions) at a meeting, not what was said at the meeting. In short, minutes serve as the legal record of what was decided at a meeting.

A review of on-line resources was conducted to determine if there are guidelines on what constitutes best practices for meeting minutes. One resource is Robert's Rules of Order. In general, according to Robert's Rules, minutes should contain mainly a record of what was done at the meeting, not what was said by the members. Below is a listing of recommendations:

1. Robert's Rules recommends that the following should not be included in minutes:
    - Opinions or interpretations of the recording secretary
    - Judgmental phrases like "heated debate" or "valuable comment"
    - Flowery language
    - Detailed reports
    - Minutes should not include too much narrative, especially narrative using a "he said, she said" approach;
    - Transcripts of the meeting (minutes should not be taken down verbatim)
2. Robert's Rules recommends the following should be included and mirrors state law:
    - Time meeting started
    - Attendance
    - Motions and resolutions
    - Result of any votes
    - Time adjourned

The most important point raised in the on-line resources was that it is not necessary, nor is it wise, to include who said what about a particular matter. Such comments are generally not informative later as they rarely reflect the consensus view and are more often likely to reflect the minority view. It is only necessary to reflect the result of the vote on each motion, which is then the true reflection of the majority view.

In the past minutes have tended to provide more narrative. Several years ago, the Board requested less narrative. It is a difficult balance to maintain. Presently minutes provide more detail than the minimum legal requirements but it probably makes sense to provide more than the minimum. I suggest the Board consider following guidelines for what is included in the minutes:

1. Cal to Order - Time meeting starts and date and location of meeting along with a list of those in attendance. For Board members arriving after the start of the meeting or before the meeting ends, the minutes should provide the approximate time of the arrival or departure.
2. General Comment – For comments involving a request for a specific action by the Board on an issue not included on the agenda, minutes should include the name of the person making the comment, where possible, the address of the person and a brief summary of what is being requested. Any response from the Board on an issue not on the agenda should be included provided and only if it clearly reflects the consensus of the Selectboard.
3. Agenda items – There should be a brief summary of the issue or subject matter that is before the board for deliberation including:
    a. A description of any issues raised, materials considered;
    b. Alternatives considered;

    c. Arguments or key points made in deliberation, but not the person making the argument;
    d. Notation of the length of time the subject matter was deliberated by the Board (key phrases, where appropriate such as, “after a lengthy discussion” or “following much deliberation” can be quite useful);
4. Public Comment on Agenda Items - For comments received on issues which are on the agenda including questions or comments for or against a particular issue need not be included in detail but can be addressed with a brief general statement. Examples:
    a. Several citizens spoke in favor of the ordinance;
    b. All those who spoke advocated against adoption of the policy; or
    c. A number of questions and suggestions were made by citizens in attendance
5. Formal Presentations and reports - The minutes should include a brief summary or description of any formal presentations or reports made at the meeting and the names of the individuals making the presentation. Highlights of the content may be included in the minutes with focus on major points raised during the meeting;
6. Informal Decisions – Minutes should list requests for more information, delegation of specific tasks, and any consensus reached on an issue;
7. Formal Motions and Resolutions – The minutes should include the following for each motion or resolution offered: name of the person making the motion or resolution; the person who seconded it; the motion or resolution itself using the exact wording of the person making it, the number of members voting in favor; the number opposed, the number abstaining and the names of each person who was opposed or abstained.
8. Time meeting ends.

Any guidelines will by necessity need to be revisited periodically when they involve a change in the style, format or level of detail in the minutes. There are several options for the Board to consider concerning this issue:

1. Do nothing;
2. Provide an informal direction to the person taking the minutes which involves a change in what is contained in the minutes; or
3. Adopt a formal guideline or protocol either as a standalone Selectboard policy or incorporate it into the Selectboard Rules of Transaction.

Selectboard Meeting Minutes

Range of Detail