

Summary of Key Learnings: Board Minutes and Nonprofit Society Record Keeping

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Board minutes are an essential tool for maintaining a clear history of the actions taken by the society's board of directors. An effective approach to taking minutes at board meetings can help to ensure accurate record keeping without creating unnecessary risk for the society.

Board minutes: Board minutes are the official record of the board's decisions and a required legal record for the society. Minutes work best when they stay tightly focused on capturing decisions versus what was said at a meeting. Unless the society bylaws say otherwise, all society members have a right to inspect and receive copies of board minutes and resolutions.

What should be included in board minutes: Effective minutes should state the meeting purpose (e.g. board meeting of XYZ Society), date, start and end times, and who attended. Minutes should also record the exact wording of each decision and whether it was approved. If a director disagrees with a decision, they can request to have their dissent recorded in the minutes.

When recording sensitive decisions that may carry risk and/or significant importance (such as decisions concerning employment, real estate, or other legal matters), keep the language neutral and factual, and include only the minimum necessary detail. Avoid naming individuals unless required and summarize the context at a high level (for example: "the board discussed risk considerations"). For sensitive decisions, it may also help to add the reasons for the decision and a brief note of the board's due diligence (for example: "the board reviewed relevant financials" or "the board obtained legal advice"). While leaving details out of the minutes can create risk, including too many details can also cause harm. The goal is balance. In some cases, boards may choose to meet *in camera* for particularly sensitive discussions.

What should be avoided in board minutes: Minutes are not a transcript or a play-by-play of discussion and should not include conversations or debates, commentary, or attribute statements to individual directors. Additionally, minutes should not record how each director voted (unless a dissent is being recorded) or include detailed discussion of sensitive topics.

When board members should receive minutes: All board members should receive a copy of the minutes of their last meeting ideally before the next board meeting commences.

When society members should receive minutes: Unless restricted through the society bylaws, members can request a copy of the minutes from the board¹ (usually through the president). As members' access requests can be a common source of legal disputes, boards should be clear about what counts as an "official record," know who has the right to see what, and use careful, consistent minute-taking practices from the beginning.

A practical guide to minute taking: Before your board meeting starts, begin with your agenda and pre-fill in the date, attendance, and flag the decisions you expect the board to make. During the meeting, capture the exact wording of each decision and the outcome of the decision as it happens, and confirm the wording with the board members present. After the meeting, finalize the minutes promptly, circulate them for review, approve them at your next meeting, and file the approved version as the official record in the board records book, stored virtually or physically at the society's registered office.

¹ Under the *Societies Act* (British Columbia), society members generally have a right to access board minutes. A society can restrict access through its bylaws, although some exceptions may still apply. See S. 20,24-25,27 of *Societies Act*: https://www.bclaws.gov.bc.ca/civix/document/id/complete/statreg/15018_01 and Societies Regulations, S.5: https://www.bclaws.gov.bc.ca/civix/document/id/complete/statreg/216_2015/#section5