



Craigdale
HOUSING ASSOCIATION

MINUTE TAKING PROTOCOL

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Craigdale Housing Association can provide this document on request, in different languages and formats, including Braille and audio formats.

Minute Taking Protocol

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MINUTE TAKING PROTOCOL

1.0 PURPOSE

- 1.1 This minute-taking protocol has been prepared in order to ensure that Craigdale Housing Association complies with its constitutional and regulatory requirements in respect of the taking of minutes, and has a consistent and effective style of minute-taking across its Board/Committee-level meetings, which reflects good practice and supports sound governance.
- 1.2 With respect to constitutional requirements, the Rules state that:
- *Minutes of every general meeting, board meeting and committee meeting must be kept. Those minutes must be presented at the next appropriate meeting and if accepted as a true record, signed by the Chairperson of the meeting at which they are presented. All minutes signed by the Chairperson of the meeting shall be conclusive evidence that the minutes are a true record of the proceedings at the relevant meeting (Rule 62).*
- 1.3 Standing Orders has a section on minutes (Points 76-90) setting out responsibilities for preparing, approving and distributing committee-level meeting minutes, including timescales.
- 1.4 Regulatory requirements are set out in the Scottish Housing Regulator's Regulatory Standards of Governance and Financial Management, which includes:
- *The governing body is able to evidence any of its decisions. (Standard 4.1)*
- 1.5 It is the Chief Executive Officer's responsibility to ensure that this minute-taking protocol is followed and complied with consistently by all minute-takers of general meetings, board, committee, or other committee-level meetings, in order to meet the requirements of this protocol.

2.0 CONTENT OF MINUTES

- 2.1 Minutes are a permanent record of the proceedings of a meeting. Committee-level meetings must have a reliable, permanent record kept and be accessible to future Board Members and others entitled to scrutinise them, which records and evidences decisions made by the meeting. Minutes taken at all such meetings must follow the requirements of this protocol as to their content, to ensure consistency, reliability, accuracy and completeness.

2.2 Headings, Attendance and Numbering

Each set of minutes must be headed with the name of the meeting in bold capitals, e.g.

MINUTES OF CRAIGDALE HOUSING ASSOCIATION BOARD MEETING HELD AT 83/85 DOUGRIE ROAD, CASTLEMILK, G45-9NS ON MONDAY 21ST AUGUST 2020 AT 6.00PM

Details of the meeting venue, date and start time should also be included in the heading.

Headings to describe each agenda item minuted will generally be recorded in **bold** text.

2.3 Attendance at meetings is recorded by circulation of the Sederunt (sederunt should be kept for future reference & scrutiny) for those present immediately prior to the start of the meeting, but the minutes should also record attendance by categories, and those absent who are members of the Board, also by categories as follows:

- Board Members present, using full name – the Chairperson of the meeting should head the list, with the role included, any co-optees should appear at the end of the list, also with role identified, e.g.:

PRESENT:

John Kilpatrick	Chairperson
Morag Cameron	Vice Chair
Des Phee	Secretary
Christine McCormack	Board Member
Joe Bloggs	Co-optee

- Other people who are not Board Members who are present at the meeting – these people, who are designated as “In attendance”, should have their full name and job title included, or name of firm if they are present as an external advisor. The person responsible for taking the minutes should be identified as Minute Secretary, e.g.:

IN ATTENDANCE:

David MacKenzie	Chief Executive Officer (CEO)	
Frances Cunningham	Senior Corporate Services Officer (SCSO)	(Minute Secretary)
Fettes McDonald	FMD Financial Services Ltd	(In Part)
Graham Harper	Graham Harper Consulting	(In Part)
Adam Sandler	Observer	

- Anyone invited to attend the meeting as an observer should have their name recorded in the list of those “in attendance”, with their observer status also noted.
- Apologies for absence should be recorded in its own category, even if there are no apologies received. Apologies for any Board/Committee meeting should be submitted to the Chief Executive Officer or Senior Corporate/Housing Services Officer or any office bearer; only Board Members who have submitted apologies should have their apologies noted, e.g.:

Apologies for Absence: None

- Any Board Member who is not present, who has been granted a leave of absence should have this recorded as a separate category, e.g.:

Leave of Absence: Grace Jones

- Any Board Member who is not present but has not tendered their apologies, or been granted a leave of absence should simply be recorded as “absent”, e.g.:

Absent: None

- 2.4 No special number will be designated for each Board meeting – if it is necessary to identify any specific meeting this can be done by reference to the date of the meeting.
- 2.5 Numbering in the minutes will follow the numbering on the meeting agenda. The text heading the minute for any particular agenda item will be exactly as it appears on the agenda. Should Members present consent to an item being taken out of order at the meeting, this should be noted in the minutes at the commencement of the relevant item, but the minutes should record that item in the same order as it appears on the agenda, e.g.:

10. Draft budget 2021/22

On recommendation of the Chairperson, the Board agreed that this item should be advanced up the agenda, and it was taken after item 3.

2.6 Late Arrival and Early Departure

When any Board Member, or other person attending the meeting (e.g. a specialist consultant who has been invited for a particular item), either arrives after the meeting has started, or leaves before it has finished, this should be recorded with an explanatory note at the appropriate point and the time recorded, e.g. **Fettes McDonald joined the meeting at 6.30pm; Fettes McDonald left the meeting at 7:30pm**

2.7 Recording of Substantive Agenda Items

There is no right or wrong way to approach recording the discussion of the actual agenda items, provided that what is recorded is accurate, and captures the Board's intentions and decisions. The approach to this will be:

- Minutes will **not** be a verbatim record of everything said during discussion. They should be a brief summary but capturing all key points.
- Generally, a minute of an item will be in four parts:
 - Part 1 – a brief **summary of the purpose** of the item by way of introduction, e.g. *The Finance Agent introduced the report on the 5-year financial projections for submission to the Scottish Housing Regulator, and took the Board through the key underlying assumptions, highlighting any areas of potential concern.*
 - Part 2 – a short summary of the **discussion**, identifying key points made, noting arguments for and against the proposal, and any points of clarification. Try to record answers and explanations, rather than questions and queries. A summary of reasons leading to a decision, or non-decision, should be recorded. If appropriate, comments can be attributed to an individual Board Member – where this is done, the initial and surname should be used, reverting to Christian name only where there is a repeat comment from a person already identified, e.g.

The Board discussed the forecast at length, and whilst they were generally supportive of submitting it to SHR in its current form, as to meet the deadline, there was concern about how close the projected interest cover came to breaching the RBS covenant in the last two years of the forecast. M Cameron proposed that cost assumptions should be reviewed, and potential savings found, as a matter of urgency.

- Part 3 – any follow-up **actions** that the Board asks staff to take arising out of the discussion (these will generally be identified by the Chairperson at the end of the discussion) should be separately recorded in bold text e.g.

Action: Finance Agent to undertake review of cost assumptions underlying 5-year forecast, to identify savings to improve the margin of comfort for interest cover covenant compliance, and report back to the next meeting.

Actions should be as clear as possible about the specific action to be taken; who is responsible for taking the action; and the deadline for getting it done. Any such actions will be added to the schedule of outstanding actions and reported to future Board meetings under “Matters Arising” until the action is agreed to be completed.

- Part 4 – what is agreed by the Board should be formally set out in what is called a **resolution**. Reports to the Board will be classified as items for decision, for discussion, or for information. Resolutions should reflect the purpose, and generally the Board will:

“**approve**” an item only when it is the final authority for the approval of that item

“**endorse**” an item when it is supporting a proposal which requires final approval by a higher committee, or it is not the final proposal

“**note**” an item that has been provided for information and does not require formal endorsement or approval. By noting an item, the Board signifies that it has been made aware of it, and effectively has no objection to it.

Resolutions should stand alone in the minutes, and be recorded in bold and coloured font, e.g.:

Resolution

Committee approved the attached 5-year financial forecast without amendment for submission to the Scottish Housing Regulator by 21st September 2020.

Items may require more than one resolution. Resolutions should be written as clearly as possible, not be open to interpretation, be as short as reasonably possible, and they should make sense to an external reader without that person needing to make reference to the discussion that went before it.

Resolutions are **not** to be added to the schedule of outstanding Actions for reporting to future Board/Committee meetings.

A Board Member may request that their dissent from a specific decision is recorded in the minute of that item. This should be reflected in the minute and should be recorded in coloured font e.g.:

Dissent

J Smith does not agree with the recommendation and asked for his dissent to be recorded in the minute.

2.8 Minutes of Previous Meeting(s)

Where the meeting is a normal, scheduled meeting the draft minutes of the previous meeting will be presented for consideration and approval. If any amendments to the draft minutes are agreed, these should be specifically recorded in the minute.

Any resolution to approve the minutes should normally be proposed and seconded by a Board Member present at the meeting whose minutes are under review. The names of the proposer and seconder must be included in the resolution.

If the meeting is a special meeting, it should deal only with the specific business referenced in the notice of the meeting. The minutes of any previous scheduled meeting should not be considered at a special meeting. Minutes of any special meeting should be taken at the next scheduled meeting.

2.9 Other Matters

Minutes should be written in the past tense, as they record what happened at the meeting. They should be recorded in an objective but constructive tone and should, where appropriate, reflect positively on the Association.

2.10 End of Meeting

Once the last item of business is recorded, usually after “Any Other Business”, the time the meeting ended should be recorded, followed by the date of the next scheduled meeting.

2.11 Use of Names

When recording discussion of substantive agenda items, the following guidelines on use of names of contributors should be observed:

- As discussion is summarised, it is not necessary to attribute all comments recorded to a named individual. Generic terms can be used, e.g. “The Board agreed that ...”; “Some Board Members were concerned that ...”.
- Where a contribution is made by the Chairperson of the meeting, these should be attributed to the Chairperson, e.g. “The Chairperson proposed that as Members were clearly split on the issue, a vote should be taken”.
- Where a key point is made by a Board Member, their full name should be used.
- Where a Board Member specifically requests that their point should be recorded in the minutes, again their full name should be used.
- References to Staff Members should be by their job title, e.g. “The Chief Executive Officer pointed out that ...”

2.12 What Not to Include

- Information not provided at the meeting. However, if there was a request to clarify a particular point, the answer, if not available at the time, may be included in bold square brackets: **[Post-Meeting Note: ...]**
- Names of persons voting for or against a particular motion, or number of votes cast, unless specifically requested.
- Abbreviations or acronyms, without initially referring to the term in full e.g. Scottish Housing Regulator (SHR)
- Everything that is said, word for word.
- Every comment made by a specific person.

3.0 MINUTE-TAKING PROCESSES AND PROCEDURE

- 3.1 Sections 76-90 of the Standing Orders should be referred to with regard to taking, approval and publication of minutes
- 3.2 The Company Secretary has responsibility for keeping the minutes of all meetings of the Association and its committees. The Secretary has delegated certain tasks to the Senior Corporate Services Officer (see delegated authority.)
- 3.3 The Chief Executive Officer has overall responsibility for the preparation and circulation of draft minutes for all meetings of the Board. Responsibility for minute-taking for any committee-level meetings will lie with the management team, as provided in staff remit's, or designated by the relevant Board/Committee.
- 3.4 Responsibility for actually taking minutes at the meeting and preparing draft minutes may be delegated to another Staff Member – such a person attending the meeting for this purpose will be designated as “Minute Secretary” in the meeting’s attendance details.
- 3.5 Following each meeting committee-level, draft minutes will be prepared by the Minute Secretary as soon as possible, normally no longer than a week from the meeting date, following the requirements of this protocol as to content.
- 3.6 These draft minutes will then be referred to the Chief Executive Officer, or responsible Management Team Member as appropriate, for initial checking and review. Following any amendment, the draft minutes will be promptly referred to the Chairperson of the meeting for final checking and amendment, if appropriate. The Chairperson of the meeting shall agree the draft minutes of that meeting for distribution to the next meeting. All checking processes must be completed in good time for the agreed version of the draft minutes to be circulated to Board/Committee Members for the next meeting as part of the circulation arrangements for Board/Committee papers, no less than five and normally no more than seven days prior to any meeting.

- 3.7 The Minute Secretary will add any agreed actions to the rolling Action List for that board/committee-level meeting, and distribute that updated list to all Staff with lead responsibility for taking any of the agreed actions, within 7 days of the meeting taking place. The Minute Secretary will co-ordinate any responses received relating to actions taken, and update the status of each outstanding action accordingly, in good time for the inclusion of the updated rolling Action List in the papers circulated for the next committee-level meeting.
- 3.8 The minutes should be confirmed at the next scheduled meeting of the Board/Committee. To be approved as a correct record of the meeting, minutes must be accepted by the Board/Committee following a motion proposed and seconded by two Board Members who were present at the relevant meeting. If there are not two Members who were present at the relevant meeting, the minutes should be continued to the next meeting.
- 3.9 Board Members are responsible for ensuring the accuracy of the minutes. If felt necessary, amendments to the draft minutes should be agreed prior to their formal approval, with all agreed amendments recorded as part of the resolution to agree and adopt the minutes, e.g.
- “the Board approved the minutes as a correct record of the meeting; as proposed by Morag Cameron and seconded by Christine McCormack.”, or;*
- “Subject to the replacement at item 4.1 ‘the Board considered information from Glasgow City Council’, with ‘the Board requested that the Chief Executive Officer obtain further information from Glasgow City Council’, the minutes were approved as a correct record of the meeting; as proposed by Morag Cameron and seconded by Christine McCormack.”*
- 3.10 The Minute Secretary is responsible for preparing a final version of the minutes, including agreed amendments, and ensuring that they are signed by the Chairperson (note – each page must be signed by the Chairperson) of the meeting that approved them. This signed copy of the minutes will be evidence of the Board’s decisions and will be filed and retained in accordance with the requirements of the Document Retention Policy.

4.0 PRIVATE & CONFIDENTIAL MINUTES

- 4.1 All Board and Staff Members have an obligation to respect and maintain confidentiality and must ensure that no information about Craigdale is disclosed to anyone who is not entitled to receive it. This includes the content of reports and information labelled or identified as private and confidential.
- 4.2 The Chief Executive Officer is responsible for determining whether any item or report due for consideration at an upcoming Board/Committee-level meeting should be designated as confidential. This should be done in consultation with the Chairperson of Craigdale.
- 4.3 If an actual meeting is classified as ‘closed’ a separate, confidential minute of the meeting will be prepared. If the Minute Secretary is excluded from attendance at the meeting for any confidential item, the Chairperson must ensure that an attendee who will be present for such discussions will assume responsibility for preparation of the confidential minute.
- 4.4 Confidential minutes should follow the same approval procedure and signing arrangements for open meetings, as set out in section three above. However, they will not be made available to Staff, or to anyone outside the Association, except when they are

reasonably required by relevant statutory bodies e.g. The Scottish Housing Regulator and the Charity Regulator, or by the Association's lenders. For the purposes of this protocol, agents and consultants to the Association are considered to be "inside" the Association and may be given access to confidential minutes which are required to carry out their duties e.g. finance agent or auditors. The Chief Executive Officer should be consulted as to whether agents or consultants should have access to confidential minutes.

- 4.5 The Chief Executive Officer, Management Team and Minute Secretary will normally have access to confidential minutes, once prepared, and secure filing, retention and archiving of confidential minutes will be the responsibility of the Chief Executive Officer, including an audit trail of supporting reports and papers. If in any particular circumstance this is not appropriate, the Chairperson must ensure that reliable arrangements for ongoing confidential filing of such minutes are made, and that such material will continue to be accessible to Board Members when required.

5.0 PUBLISHING MINUTES ON CRAIGDALE'S WEBSITE

- 5.1 Only Board minutes of 'open' Board meetings will be published on the website, once signed by the Chairperson.
- 5.2 AGM and SGM minutes will also be published once approved by the membership.
- 5.3 Any discussion of a confidential nature will be redacted from the minutes prior to publishing.
- 5.4 To redact minutes the Minute Secretary will copy a set of minutes and delete the sections to be redacted and state that **This section has been redacted** in the copy minute.
- 5.3 The minute secretary is responsible for uploading Board minutes onto the website and ensuring any confidential comments are redacted as per section 5.3 above.
- 5.4 The Chief Executive Officer will check the Board minutes for redacted comments before they are published on the website, to ensure all confidential matters have been redacted.

6.0 ASSURANCE AND REVIEW

- 6.1 The Board will obtain assurance about the outcome of any Committee meetings by receiving a draft copy of the minutes of any such meetings. Minute Secretaries of such meetings must ensure that draft minutes of any meetings that took place more than 7 days before the next scheduled Board meeting are available for circulation as part of the normal distribution arrangements for papers. These minutes should normally be checked by the relevant Committee Chairperson, but if necessary, unchecked or partially checked draft minutes may still be issued to the Board for information.
- 6.2 Committees will obtain assurance that agreed actions are being followed up and implemented by consideration of a rolling report of actions taken and outstanding, presented under "Matters Arising" at the relevant Board or Committee meeting.
- 6.3 The Board will obtain assurance that its resolutions are being properly implemented and followed through by receiving a report from the Management Team every 6 months, reviewing all resolutions taken during that period, and highlighting any that have not been fully implemented, or any from an earlier period that are still outstanding.

- 6.4 This minute-taking protocol will be reviewed by the Board every 3 years, or earlier if deemed appropriate.