

**NORTHEAST INSTITUTE FOR QUALITY COMMUNITY ACTION**

 **CSBG/COE COMMUNITY ACTION BOARD MINUTES GUIDE.**

**OVERVIEW.**

**Board Minutes serve as the official, legal record of the meeting and deliberations of the corporation’s Board of Directors. As such, the Minutes should offer a clear, complete and understandable record of the Board’s meeting and, to the degree possible, should be worded in a manner that is simple and unambiguous.**

**In conducting Center on Excellence (COE) assessments of local Community Action Agencies the importance of informative Board Minutes in documenting compliance with at least 40% of the new practice standards became apparent to both agency and State reviewers. The Form, style and content of agency Board Minutes often varied from organization to organization and responsibilities for recording Minutes were delegated to a variety individuals ranging from elected Board officers/volunteers to administrative personnel. Variations in document format, style and content often diminished the utility of Board Meeting Minutes to provide evidence of compliance with COE Assessment standards addressing topics ranging from the review of the agency’s Mission Statement to the review and approval of Executive compensation.**

**The intent of this simple Guide is to help local CAAs successfully document compliance with COE standards by: 1. Identifying the COE Standards which Board Minutes could/should be used as evidence of compliance and, 2. Offering suggestions regarding some content/language of Minutes which persons responsible for recording can use to document compliance with the new COE standards and simplify agency and State reviewer COE assessments.**

**STANDARD CONTENT/LANGAUGE GUIDANCE.**

1. **Recommended Standard Content:**
* **Date/Time/Location of Meeting.**
* **Names of Board Members in attendance.**
* **Names of Board Members not in attendance (designating “excused” or “not excused” per agency policy).**
* **Names of Visitors and Staff in attendance.**
* **Time the meeting was called to order.**
* **Documentation of the status of a quorum present.**
* **Review/acceptance of Minutes of prior meeting.**
* **Review of Agenda…additions/deletions.**
* **Documentation of Board deliberations/actions.**
* **Motion/Time of meeting adjournment.**

**COE DOCUMENTATION CONTENT/LANGUAGE GUIDANCE.**

**While the COE Community Action Agency performance standards do not mandate many new governance requirements for agency boards they do establish expectations for how/when boards exercise many of their Duty of Care, Loyalty and Compliance oversight responsibilities.**

**In order for Board Minutes to effectively inform COE compliance assessment judgements for the standards listed above, the Minutes should:**

1. **Clearly ID a COE related matter in a Topic Heading (e.g., “Agency Mission Statement.”).**
2. **Whether the matter has or has not been reviewed by a Committee the Minutes should briefly document key points of reports, deliberations and discussion related to the COE topic (e.g., Overview of proposed changes in the agency’s Mission Statement with summary of the rationale for the revision(s) – questions raised/addressed).**
3. **Referencing appropriate COE language in framing a Motion for Board deliberation and action (e.g., “To approve the agency’s revised Mission Statement as proposed by the Strategic Planning Committee with assurance that the Statement addresses the issue of poverty and that the agency’s programs and services are in alignment with the proposed Statement.”). To accomplish this agency officials responsible for the preparation of Board Minutes must become familiar with the content and timing of the 24 applicable COE Standards. Tools for tracking deadlines for COE standards (e.g., monthly, annually, every 2 years, every 5 years, etc.) are available at the Community Action Partnership (**[**www.communityactionpartnership.com**](http://www.communityactionpartnership.com)**) and CAPLAW (**[**www.caplaw.org**](http://www.caplaw.org)**).**
4. **Clearly document the language of the proposed Motion, affirm the Motion was made and seconded and the vote (In Favor, Opposed, Abstentions) is documented (Motion Accepted or Defeated).**
5. **Note that the language in each of the applicable 24 Standards specifies that action must be taken by the agency’s governing board not a Committee. Committees can and should assist agency boards in organizational planning, oversight and problem-solving but the Standards do not allow deliberations/actions by committees to substitute for board action.**
6. **Finally, bundling COE related items in Consent Agendas can create challenges if the Minutes are to be used to document COE compliance. If COE related actions are included in a Consent Agenda make certain the language of the item and subsequent action is sufficiently descriptive to be able to fully document compliance with the applicable standard. It is not recommended to include Financial Reports under a Consent heading.**

**APPLICABLE COE STANDARDS.**

**Board Minutes would be appropriate, at least in part, to document compliance with the following COE Standards:**

* **Standard 1.3: *The organization has a systematic approach for collecting, analyzing, and reporting customer satisfaction data to the governing board. EVIDENCE: Policy and Board Minutes.***
* **Standard 3.5: *The governing board formally accepts the completed community assessment. EVIDENCE: Board Minutes.***
* **Standard 4.1: *The governing board has reviewed the organization’s mission statement within the past 5 years and assured that: 1.The mission addresses poverty and, the organization’s programs and services are in alignment with the mission. EVICENCE: Board Minutes.***
* **Standard 4.4: *The governing board receives an annual update on the success of specific strategies included in the Community Action Plan. EVIDENCE: Board Minutes.***
* **Standard 4.5: *The organization has a written succession plan in place for the CEO/ED, approved by the governing board, which contains procedures for covering an emergency/unplanned, short-term absence of 3 months or less as well as outlines the process for filling a permanent vacancy. EVIDENCE: Approved Plan and Board Minutes Documenting Plan Adoption.***
* **Standard 4.6: *An organization-wide risk assessment has been completed within the past two year and reported to the governing board. EVIDENCE: Dated Assessment Summary and Board Minutes or Email documentation of Assessment Distribution to the Board.***
* **Standard 5.5: *The organization’s board meets in accordance with the frequency and quorum requirements and fills board vacancies as set out in its bylaws. EVIDENCE: Board Minutes***
* **Standard 5.8: *The governing board members have been provided training on their duties and responsibilities within the past 2 years. EVIDENCE: Document Distribution to Board Members with Receipt Acknowledgement.***
* **Standard 5.9: *The organization’s governing board receives programmatic reports at each regular meeting. EVIDENCE: Board Minutes.***
* **Standard 6.1: *The organization has an agency-wide strategic plan in place that has been approved by the governing board in the past 5 years. EVIDENCE: Board Minutes.***
* **Standard 6.5: *The governing board has received an update(s) on progress meeting goals of the strategic plan in the past 12 months.***

***EVIDENCE: Board Minutes.***

* **Standard 7.1: *The organization has written personnel policies that have been reviewed by an attorney and approved by the governing board in the past 5 years. EVIDENCE: Policy Manual; Attorney Certification and Board Minutes.***
* **Standard 7.4: *The governing board conducts a performance appraisal of the CEO/Executive Director within each calendar year. EVIDENCE: Board Minutes.***
* **Standard 7.5: *The governing board reviews and approves CEO/Executive Director compensation within every calendar year. EVIDENCE: Board Minutes.***
* **Standard 7.7:  *The organization has a whistleblower policy that has been approved by the governing board. EVIDENCE: Policy and Board Minutes Documenting Review and Approval.***
* **Standard 8.2: *All findings from the prior year’s annual audit have been assessed by the organization and addressed where the governing board has deemed appropriate. EVIDENCE: Agency Audit Transmittal Documentation and Board Minutes.***
* **Standard 8.3: *The organization’s auditor presents the audit to the governing board. EVIDENCE: Board Minutes.***
* **Standard 8.4: *The governing board formally receives and accepts the audit. EVIDENCE: Board Minutes.***
* **Standard 8.6: *The IRS Form 990 is completed annually and made available to the governing board for review. EVIDENCE: Documentation of Form Distribution; Board Minutes.***
* **Standard 8.7: *The governing board receives financial reports at each regular meeting that include the following: 1. Organization-wide report on revenue and expenditures that compares budget to actual, categorized by program and, 2. Balance sheet/statement of financial position. EVIDENCE: Report and Board Minutes.***
* **Standard 8.9: *The governing board annually approves and organization-wide budget. EVIDENCE: Board Minutes.***
* **Standard 8.10: *The fiscal policies have been reviewed by staff within the past 2 years, updated as necessary, with changes approved by the governing board. EVIDENCE: Confirmation of Staff Review and Board Minutes Documenting Approval of Revisions.***
* **Standard 8.11: *A written procurement policy is in place and has been reviewed by the governing board within the past 5 years. EVIDENCE: Policy and Board Minutes.***
* **Standard 9.3: *The organization has presented to the governing board for review or action, at least in the past 12 months, an analysis of the agency’s outcomes and any operational or strategic program adjustments and improvements as necessary. EVIDENCE: Board Minutes.***

**CONCLUSION.**

**In many respects writing Board Minutes is more art than science. Tools can be employed to help the person recording board meetings (e.g., Attendance Sign-In Sheets, recordings, customized software applications/templates, etc.) but ultimately it is finding the appropriate balance between too much and not enough information. The new Standards underscore the importance of adjusting methods of recording to help agencies document that they along with their network colleagues have adopted and are fully exercising governance practices which comply with COE federal standards.**