



ESSENTIAL ELEMENTS OF MINUTES FOR CHARTER SCHOOL BOARDS

WHAT ARE THE MINUTES?

Minutes (once approved) are the official written record of the actions taken by an organization's governing body and committees. According to *Robert's Rules of Order Newly Revised, 11th Edition*, "the minutes should contain mainly a record of what was done at the meeting, not what was said by the members". While minutes are mainly a record of decisions, minutes also need to reflect the questions, issues, and major points considered in making those decisions.

WHAT ARE QUALITY MINUTES?

While there is no standard definition or prescribed manual regarding what constitutes quality minutes of a board of trustees (directors) and board committees, there are elements that are by custom considered to be essential elements for board minutes.

WHAT ARE ESSENTIAL ELEMENTS OF MINUTES?

The elements of minutes for governing bodies, which have been around since *Robert's Rules of Order* was first published in 1876, are still relevant. However, they do not take into account the unique characteristics of charter school governance, nor the fact that charter schools are subject to *Minnesota's Open Meeting, Data Practices, Non-profit and Charter School laws*, none of which were obviously contemplated by Robert's Rules of Order.

The Essential Elements for charter schools presented below reflect the requirements of those laws and the essence of the elements outlined over a century ago.

ESSENTIAL ELEMENTS OF MINUTES FOR CHARTER SCHOOL BOARDS AND BOARD COMMITTEES

1. The kind of meeting - "regular, "special," or "emergency"
2. The name of the body, committee, or task force
3. The type of meeting - Open Meeting or Closed Meeting.
4. The date and time of the meeting and meeting place
5. The names of the members present and those absent
6. The name of the person chairing the meeting
7. The approval of the minutes of the previous meeting
8. All the main motions (except those withdrawn) and points of order and appeals, whether sustained or lost, and all other motions (e.g. amendments) that were not lost or withdrawn
9. The name of the member who introduced a main motion, and the seconder

10. A listing of the speakers on each side of every question – the extent of the content of the debate or discussion is a matter of policy that should be decided by board policy
11. The action taken regarding reports (acknowledgement of receipt, acceptance, or rejection) - Committee Reports should be an appendix to minutes, once approved, and be printed exactly as submitted.
12. The names of those who voted in the affirmative, negative, and those who abstained (the votes of each member must be recorded on each appropriation of money, except for payments of judgments, claims, and amounts fixed by statute)
13. The time of adjournment
14. The time and date of the next meeting

WHAT ARE THE REQUIREMENTS FOR POSTING AND PUBLIC ACCESS TO THE MINUTES?

The **Charter School Law 124E.03 Subd.5(a)** states that charter school governing bodies are subject to **MN Statutes 13 (Government Data Practices)** and **13D (Open Meeting Law)**.

Minnesota’s Charter School Law **MN Statutes 124E.07 Subd.8** requires that a charter school shall publish and maintain on the school’s official website:

- 1] the minutes of meetings of the board of directors, and of members and committees having any board-delegated authority for at least one (1) year from the date of publication; and
- 2] directory information for members of the board of directors and committees having board-delegated authority.

Recommendations:

- Minutes and the directory of the school board and committee members should be in a place on the school website where parents, staff and the public can easily find them.
- In order to provide transparency, minutes should be posted on the school website no later than 5 business days after the minutes have been approved by the board.

In addition to the requirements, upon request of an individual, a charter school must make available in a timely fashion financial statements showing all operations and transactions affecting income, surplus, and deficit during the school’s last accounting period.

PUBLIC ACCESS – THE OPEN MEETING LAW 13D.01 Subd. 5 requires that:

- The journal or any minutes used to record voters of a meeting subject to this statute must be open to the public during all normal business hours where records of the public body are kept; and,
- At least one copy of any printed materials relating to an item on the agenda of the meeting, prepared or distributed by or at the direction of the governing body or its employees, shall be available in the meeting room for inspection by the public while the governing body is meeting on the subject matter. [Excludes materials for consideration in closed meetings]

The **Government Data Practices Law (13)** allows an entity to charge for printed copies of documents. If the number of pages is 100 or fewer of black and white, letter or legal size, the actual cost shall not be used, and instead, the responsible authority may charge no more than 25 cents for each page copied. If the responsible party or designee is not available to provide copies at the time of request, then copies must be supplied as soon as reasonably possible.

WHAT ARE THE CONTENT AND ACCESS REQUIREMENTS FOR MINUTES OF CLOSED MEETINGS?

REQUIRED CLOSED MEETINGS

The **Open Meeting Law 13D.05 Subd.1**, specifies that a meeting **must be closed when involving data classified as NOT PUBLIC including meetings when the following are discussed:**

- 1] Data that would identify alleged victims or reporters of criminal sexual conduct, domestic abuse, or maltreatment of minors or vulnerable adults;
- 2] Active investigative data as defined by section 13.82, subdivision 7;
- 3] Educational data, health data, medical data, welfare data, or mental health data that are not public data
- 4] Preliminary consideration of allegations or charges against an individual subject to its authority.

All closed meetings, except those closed as permitted by attorney-client privilege, must:

- 1] be **electronically recorded** at the expense of the public body; and
- 2] the recordings must be preserved for at least three (3) years after the date of the meeting, unless otherwise provided in law.

OPTIONAL CLOSED MEETINGS

The **Open Meeting Law 13D.05 Subd. 3(a)** provides for meetings that **may be closed:**

1] To **evaluate the performance of an individual** subject to the board's authority. The public body must identify the individual to be evaluated at the closed meeting in the meeting notice. At the next open meeting, the board shall summarize its conclusions regarding the evaluation. **NOTE:** *The meeting must be open if the individual who is the subject of the meeting requests it be open.*

2] **Expressly authorized by statute, (to determine the asking price, review appraisals, or develop offers or counteroffers for the purchase of real or personal property) or permitted by attorney-client privilege.**

The Law requires that these closed meetings:

- 1] be tape recorded at the expense of the public body;
- 2] Preserve recordings for eight (8) years after the date of the meeting;
- 3] Make the recording available to the public after the transaction has been completed;
- 4] Identify the property in question on tape;

5] Provide a list all members and all other persons present at the closed meeting made available to the public after the closed meeting.

3] Schools with Collective Bargaining Agreements with Employees – the board may vote by majority vote in a public meeting to hold a closed meeting to consider strategy for labor negotiations, including negotiating strategies or development or discussion and review of labor negotiation proposals, conducted pursuant to sections 179A.01 to 179A.25. The law requires that these closed meetings must:

- 1] be tape recorded at the expense of the public body;
- 2] Preserve recordings for two (2) years after the contract is signed;
- 3] Make recordings available to the public after the contract is signed by the school board for the current budget period

NOTE: *This only applies to schools where employees have formed a collective bargaining unit – as those employees are public employees for all purposes.*

4] Security briefings and reports, to discuss issues related to security systems, to discuss emergency response procedures, and to discuss security deficiencies in or recommendations regarding public service, infrastructure and facilities if disclosure of the information would pose a danger to public safety or compromise security procedures or responses. **NOTE:** *Discussion of financial issues related to these issues must be done in an open meeting.*

Before closing the meeting, the public body must put in the record a description of the subject to be discussed and refer to the facilities, systems, services, procedures, or infrastructures to be considered during the closed meeting. The law requires that these closed meetings:

- 1] be tape recorded at the expense of the governing body; and
- 2] Preserve the recording for at least four (4) years.

WHO SHOULD TAKE BOARD MINUTES?

While **MN Nonprofit Law (MN Statutes 317A)** prescribes only two officer positions for nonprofit boards – president and treasurer, it is common for a non-profit corporation to have a corporate secretary.

Given there is no legally prescribed position, there are no legally prescribed duties for a corporate secretary. So, while the responsibilities of the corporate secretary may vary, most of the responsibilities assigned to a corporate secretary are derived from the legally prescribed duties of the corporate treasurer and president. While many boards expect the corporate secretary, who is a member of the board, to be the person that actually takes the minutes, this is not normally a good governance practice as there is inevitably a tension between the duties of being a recording secretary and being a contributing board member. So, a board of directors should have a non-board member serve as the recording secretary/board clerk.

RECOMMENDATIONS

- The Association recommends that **the position description of the corporate secretary** be defined as the individual who has the responsibility for ensuring the minutes, documents, and official reports be submitted to proper public and other authorities.
- The Association recommends that the charter school board **budget for the position of recording secretary/board clerk.**
- The Association recommends that the charter school board hire a **recording secretary/board clerk** to be the individual who actually takes and transcribes the minutes of board meetings to enable the corporate secretary to be a full-time participant in the work of the board.
- The Association recommends that when the board is in a closed session that deals with Data that is NOT PUBLIC and/or the performance evaluation of an individual, the corporate secretary take those minutes. All other closed sessions that are recorded can be overseen by the recording secretary/board clerk.

WHAT ARE THE LEGAL REQUIREMENTS FOR MAINTAINING THE MINUTES OF BOARD MEETINGS?

Under **MN Statutes 138.17** a school needs to **permanently maintain** the minutes of a public-school board for their historical value.

If a school closes, board minutes along with other required documents are to be **transferred to the State Archives**. The MN Historical Society has procedures and processes for transferring records to the State Archives.

LEGAL REFERENCES

MN Statutes 13 – Government Data Practices Law
MN Statutes 13D – Open Meeting Law
MN Statutes 124E – Charter School Law
MN Statutes 138.17 – Records Law
MN Statutes 317A – Nonprofit Law