



*1986-2016: Celebrating 30 years working in the community*

<b>Policy on :</b>	<b>Minute Taking for all Board meetings – BHA and LPS</b>
--------------------	---

<b>Compliant with SHR's Regulatory Framework:</b>	<b>Regulatory Standard for governance 4.1. The Association's Rules and Standing Orders. LPS Remit and standing orders.</b>
<b>Compliant with Tenant Participation Strategy:</b>	n/a
<b>Compliant with Equal Opportunities:</b>	<b>Yes</b>
<b>Compliant with Internal Business Plan; Corporate Business Plan; Health and Safety and Business Continuity Action Plans</b>	<b>N/a</b>

<b>Date for Approval:</b>	<b>March 2017</b>
<b>Date for Review:</b>	<b>March 2020</b>

# Barrhead Housing Association

## Minute-Taking Protocol

### Section One

#### 1. Purpose

- 1.1 This minute-taking protocol has been prepared in order to ensure that Barrhead Housing Association (BHA) 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 governing board meetings, which reflects good practice and supports sound governance.
- 1.2 This Minute taking protocol also covers the preparation of minutes for BHA's subsidiary company, Lavern Property Services.
- 1.3 With respect to constitutional requirements, BHA's Rules state that:
  - *Minutes of every general meeting, governing board meeting and sub-group 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)*
- 1.4 BHA's Standing Orders has a section on minutes (tbc) setting out responsibilities for preparing, approving and distributing governing board meeting minutes, including timescales.
- 1.5 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)*
- 1.6 It is the Chief Executive's responsibility to ensure that this minute-taking protocol is followed and complied with consistently by all minute-takers of general meetings, governing board meetings, sub-group, or other governing board-level meetings, in order to meet the above requirements.

## Section Two

### 2. Content of minutes

2.1 Minutes are a permanent record of the proceedings of a meeting. BHA governing board meetings must have a reliable, permanent record kept and accessible to future governing 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 Website and Publication scheme

Minutes approved by the governing Board will be made available on our website. As per the Publication Scheme this will be a record of the last 2 years plus the financial year in operation. Confidential items will be subject to a separate minute and therefore not included on the website. Any commercially sensitive information will be considered in terms of timescales and redacted if required. As meeting minutes are generally approved a month after the meeting has taken place, such redaction is likely to be limited.

### 2.3 Headings, attendance and numbering

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

#### **MINUTES OF BARRHEAD HOUSING ASSOCIATION GOVERNING BOARD MEETING**

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 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 governing board, also by categories as follows:

- Governing board members present, using full name – the Chair 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:

<b>Present:</b>	C Boyd	Chair
	D McCreadie	Governing board member

Cllr T Reilly

Co-optee

- Other people who are not governing board members who are present from the outset to participate in 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:

**In attendance:**        S Robison                    Chief Executive  
   M Ewing                        TC Young, Solicitor

- 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 governing board meeting should be submitted to Jade Watters, Admin Assistant; only governing board members who have submitted apologies should have their apologies noted, e.g:

**Apologies:**                None

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

**Leave of absence:**    D McCreadie

- Any governing 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 governing 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 2017/18**

On recommendation of the Chair, governing 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 governing 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 in square brackets with an explanatory note at the appropriate point, e.g: [M Ewing left the meeting at this point]

## 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 governing board's intentions and decisions. The BHA 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 Director of Corporate Services introduced the report on the 5-year financial projections for submission to the Scottish Housing Regulator, and took the governing 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. We will record explanations, rather than questions and queries. A summary of reasons leading to a decision, or non-decision, should be recorded. Comments attributed to an individual governing board member are not normally recorded – where this is required, the full name should be used, reverting to Christian name only where there is a repeat comment from a person already identified, e.g. *The governing board discussed the 5-year forecast at length, and whilst they were generally supportive of submitting it to SHR in its current form, so as to meet the deadline, there was concern about confirmation on the final position of FRS102. M Mukhtar proposed that an update be provided at the next meeting.*
- Part 3 – any follow-up **actions** that governing board asks Staff members to take arising out of the discussion (these will generally be identified by the Chair at the end of the discussion) should be separately recorded in bold text e.g.

***Action: Director of Corporate Services to undertake review of cost assumptions underlying the mid-year review of the budget, to identify further savings to overheads and report 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 governing board meetings under “Matters arising from the minute” until the action is agreed to be completed.

- Part 4 – what is agreed by governing board should be formally set out in a **resolution**. BHA reports to governing board will be classified as items for decision, for discussion, or for information. Resolutions should reflect the purpose, and generally the governing 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 level governing board, or it is not the final proposal (eg at sub-group level);  
“**note**” an item that has been provided for information, and does not require formal endorsement or approval. By noting an item, the governing 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 italics, e.g:

***Resolution***

*Governing board approved the attached 5-year financial forecast without amendment for submission to the Scottish Housing Regulator by 30 June 2016.*

Items may require more than one resolution. Resolutions should be written in the affirmative, not be open to ambiguity, be as short as reasonably possible whilst, where possible, standing alone (i.e. it should make sense to an external reader without reference to the discussion which preceded it). Any agreed amendments to what is proposed for decision should be recorded.

Resolutions are **not** to be added to the schedule of outstanding Actions for reporting to future governing board meetings.

A governing board member may request that their dissent from a specific decision is recorded in the minute of that item.

## 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 governing 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 governing board agreed that ...”; “Some governing board members were concerned that ...” .
- Where a contribution is made by the Chair of the meeting, these should be attributed to the Chair, e.g. “The Chair proposed that as members were clearly split on the issue, a vote should be taken”.
- Where a key point is made by a governing board member, their full name should be used.
- Where a governing 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 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 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.

## Section Three

### 3. Minute-taking processes and procedure

- 3.1 BHA's Secretary has responsibility for keeping the minutes of all meetings of the Association and its governing boards including our subsidiary, Levern Property Services. The governing board is responsible for the re-appointment of the Secretary after each AGM.
- 3.2 The Chief Executive has overall responsibility for the preparation and circulation of draft minutes for all meetings of the governing board. Responsibility for minute-taking for any sub-group or other governing board meeting will lie with the individual Director, as provided in the remit, or designated by the relevant governing board.
- 3.3 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. If a Senior staff member is to take the Minute this will also be recorded as 'Minute Secretary' for the purpose of clarification.
- 3.4 Following each meeting, 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.
- 3.5 These draft minutes will then be referred to the Chief Executive, or responsible Director as appropriate, for initial checking and review. Following any amendment, the draft minutes will be promptly referred to the Chair of the meeting for final checking and amendment.. The Chair of a meeting shall agree the draft minutes of that meeting for distribution to those attending the next meeting. All checking processes must be completed in good time for the agreed version of the draft minutes to be circulated to governing board members for the next meeting as part of the circulation arrangements for governing board papers, at least 7 days prior to the next meeting.

- 3.6 The Minute Secretary will add any agreed actions to the rolling Action List for that governing board, 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 about 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 governing board meeting.
- 3.7 The minutes should be confirmed at the next scheduled meeting of the governing board. To be approved as a correct record of the meeting, minutes must be accepted by the governing board following a motion proposed and seconded by two governing board members who were present at the relevant meeting. If there are not two members who were present at the relevant meeting, the minutes may still be approved, but the absence of any such members should be noted in the minute of the item approving the previous minutes.
- 3.8 Governing 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.
- “Subject to D McCreddie, governing board member, being recorded as present, the Governing board approved the minutes as a correct record of the meeting; as proposed by J Hamilton and seconded by L Hendry.”, or;*
- “Subject to the replacement at item 4.1 ‘the governing board considered information from East Renfrewshire Council’, with ‘the governing board requested that the Chief Executive obtain further information from East Renfrewshire Council’, the minutes were approved as a correct record of the meeting; as proposed by J Hamilton and seconded by L Hendry.”*
- 3.9 The Minute Secretary is responsible for preparing a final version of the minute, including agreed amendments, and ensuring that they are signed by the Chair of the meeting that approved them. This signed copy of the minutes will be evidence of the governing board’s decisions, and will be filed and retained in accordance with the requirements of BHA’s archiving Procedure.

## **Section Four**

### **4. Confidential minutes**

- 4.1 All governing board and staff members have an obligation to respect and maintain confidentiality, and must ensure that no information about BHA or our subsidiary, is disclosed to anyone who is not entitled to receive it. This includes the content of reports and information labelled or identified as confidential.

- 4.2 The Chief Executive is responsible for determining whether any item or report due for consideration at an upcoming governing board meeting should be designated as confidential, in accordance with BHA policies. This should be done in consultation with the Chair of BHA, where there is any doubt as to whether an item should be designated as confidential, or where any judgement may be required.
- 4.3 A separate, confidential minute of any such items will be prepared. If the Minute Secretary is excluded from attendance at the meeting for any confidential item, the Chair 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. They will normally be presented to the meeting and be retained by the Association after governing Board members had read, approved and/or agreed any action required. However, they will not generally be made available to all staff members, 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.
- 4.5 The Chief Executive, Senior 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, including an audit trail of supporting reports and papers. If in any particular circumstance this is not appropriate, the Chair must ensure that reliable arrangements for ongoing confidential filing of such minutes are made, and that such material will continue to be accessible to governing board members when required.

## **Section Five**

### **5. Assurance and review**

- 5.1 Governing board members will obtain assurance about the outcome of sub-group, subsidiary and any other governing board-related 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 two weeks before the next scheduled governing board meeting are available for circulation as part of the normal distribution arrangements for papers. These should normally be checked by the relevant

governing board Chair or Sub-Group Convenor, but if necessary, unchecked or partially checked draft minutes may be used for this purpose.

- 5.2 Governing board members 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 each meeting.
- 5.3 Governing board members will obtain assurance that its resolutions are being properly implemented and followed through by receiving a report from senior 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.
- 5.4 This minute-taking protocol will be reviewed after 1 year in operation, in March 2018, and then no later than a further 3 years, or earlier if deemed appropriate.