

**Boards Thrive via Effective Communication (Gathered Articles): A
North America, Europe, Middle East, South America, Africa,
Oceania & Asia 21st Century Perspective 1st Edition**



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TABLE OF CONTENTS:

Author biography.....4

Preface:8

Chapter 1: Introduction to communication.....10

Chapter 2: Types of communication.....23

Chapter 3: Letters.....29

Chapter 4: Meetings.....40

Chapter 5: Minutes.....53

LIST OF FIGURES:

	Page
Figure 1.1 Transactional model of communication.....	14
Figure 1.2 Four other unique elements of communication.....	16
Figure 1.3 Ten tips on how to enhance your communication skills.....	18
Figure 5.1 Six steps involved with meeting minutes.....	72

LIST OF TABLES

	Page
Table 3.1 Use pronouns.....	33

PREFACE TO THE FIRST EDITION

Effective Communication in the field of business is now the pillar behind the remarkable success story of many nations around the world such as Switzerland, the United States of America, India, Zambia, Malawi, South Africa, Namibia, Botswana, The Netherlands, Japan, South Korea, Brazil, Spain, Italy, Germany, Nigeria, Belgium, Denmark, The Gambia, Senegal, Mauritius, Kenya, Norway, Canada, France, the United Kingdom, Ireland, Australia, New Zealand, the European Union and many others. This textbook aims to educate readers about the positive impact of good international relations as a result of effective communication by countries that are recognized by the global humanitarian book author Rudolph. Patrick. T Muteswa as the “**Ten Global Hybrid Stars of the Continent of Africa’s Economy & Trade – Zambia, Namibia, Malawi, Botswana, The Gambia, Ghana, Kenya, South Africa, Nigeria and Mauritius**”. One of the main aims of this textbook was to educate readers that effective communication is more likely to occur when communication stimulates interaction between the sender and the receiver of the message. Another aim of this textbook was to educate readers that effective communication helps to make a highly productive and healthy workplace as people develop different types of communication including good mutual relationships on a day-to-day basis. The other aim of this textbook was to educate readers that most organizations and their boards tend to communicate using formal letters such as the letter of appointment of non-executive directors, the letter of recommendation and so on. Another aim of this textbook was to educate readers that it is critical for each and every board meeting to have a well designed and communicated meeting agenda since this helps board of directors to be fully knowledgeable of the issues or topics to be discussed in the meeting. In addition the other aim of this textbook was to educate readers about the following: (1) various legal frameworks that surround meeting minutes and (2) the fact that in certain countries around the world today boards must ensure that minute taking is carried-out especially for public listed companies. **It is strongly advised that readers of this book must ensure that they seek legal or expert professional advice before implementing any information they would have read in this book.** Readers of this textbook *please note that the institutions, organizations, names of individuals, government websites, books, websites and so on cited in this book do not endorse the personal views expressed in this book or endorse this book.*

Acknowledgement:

I dedicate this book to my future wife and children. I also would like to thank my 6 (*four brothers & two sisters*) siblings for tirelessly supporting me towards my education and personal life goals. I would also like to take this opportunity to greatly thank my late parents, aunties and uncles for the great role they played in my childhood. Furthermore, I shall forever be grateful to the great men and women in the continent of Africa, North America, Europe, Latin America, Middle East, Oceania and Asia who contributed towards the writing of this book in particular all the named organizations & the various information sources cited in this book.

Chapter 1: Introduction to communication

After reading this chapter you should be able to:

- Define the following terms ‘information’ and ‘public data’. Discuss what is ‘communication’. Describe the history of communication. Explain the other unique elements of communication.
- Identify the tips on how to enhance your communication skills.
- Describe the common signs of poor communication in an organization.

1.1 Introduction

Business communication has achieved significant positive impact in various organizations based countries such as Switzerland, the United States of America, Zambia, Malawi, South Africa, Namibia, India, Botswana, The Netherlands, Nigeria, Spain, Senegal, Brazil, The Gambia, Mauritius, Italy, Germany, Belgium, Denmark, Portugal, Japan, South Korea, Kenya, Norway, Canada, France, New Zealand, the United Kingdom, Ireland, Australia, the European Union Member States and many others. It can be argued that countries such as Switzerland have a ‘good historic and natural communication culture’ that has overtime managed to help empower the Swiss people to effectively conduct business communication and simultaneously enhance the Swiss nation brand in general and become one of the world’s most friendliest nation. ¹²³In addition on the developing continent of Africa nations recognized as the “**Ten Global Hybrid**

¹ Rudolph Patrick. T. Muteswa (2022) *28 Amazingly Beautiful Countries in the World & Our World Heroes Towards Humanity (Gathered Articles): A Training Guide for Business Executives, Foreign Diplomats, International Students & Travelers* 1st Edition, Educational Ebook, ISBN: 978-1-77924-684-4 EAN: 9781779246844.

² Rudolph Patrick. T. Muteswa (2022) *The Magnificence & Importance of the United States of America, United Kingdom, Germany, France, Australia, Belgium, Canada, Switzerland, Italy, South Africa, Norway, Denmark & Spain International Relations with the Continent of Africa* 1st Edition, Educational Ebook, ISBN: 978-1-77927-184-6.

³ Rudolph Patrick. T. Muteswa (2022) *Our World Heroes Towards Global Security, Development, Cooperation & Humanity: U.S. Department of Defense, Germany, United Kingdom, Switzerland, New Zealand, Denmark, Norway, Australia, Spain & Italy Military Forces (Short Booklet)* 1st Edition, Educational Ebook, ISBN: 978-1-77927-185-3.

Stars of the Continent of Africa’s Economy, International Relations & Trade – Zambia, Namibia, Malawi, Botswana, The Gambia, Ghana, Kenya, South Africa, Nigeria and Mauritius” remarkably have high literacy rates while on the other hand they have top notch science-technology & research oriented globally recognized higher learning education systems that have unquestionably empowered their citizens to be highly productive and effective business communicators with a strong work ethic. ⁴⁵Today some of the countries that are recognized by global humanitarian book author Rudolph. Patrick. T Muteswa as the “Ten Global Hybrid Stars of the Continent of Africa’s Economy, International Relations & Trade – Zambia, Namibia, Malawi, Botswana, The Gambia, Ghana, Kenya, South Africa, Nigeria and Mauritius” are proving to be Africa’s shining and emerging economically progressive countries with the following: (1) highly attractive foreign direct investment (*FDI*) policies, (2) highly attractive tourist destinations, (3) very beautiful nature (*vegetation & wildlife*), (4) modern infrastructure architecture and networks (*roads, bridges, railways, airports, state-of-the art hotels/restaurants & museums*), (5) pro-climate change friendly policies, (6) people who are highly effective communicators (*fluent in different local & international languages*), (7) peace and stability, (8) powerful nation brands as a result of their outstanding historic government led foreign diplomacy excellence and exemplary democratic principles that have been enjoyed for the past decades to the present day. ⁶“Communicating with people is a prime necessity of life, but communicating effectively is an art. It may actually seem easy to commune with people you are comfortable with, but exchanging a few words at a workplace requires right selection of words and necessary skills to spread the message clearly” (The Calendar Group, 2016, www.thecalendargroup.com). The world naturally revolves around communication and without the ability to communicate everything in the world is put on halt. Management and board of directors in an organization are the key players in ensuring that all the communication efforts of the organization are: (1)

⁴ Rudolph Patrick. T. Muteswa (2022) *28 Amazingly Beautiful Countries in the World & Our World Heroes Towards Humanity (Gathered Articles): A Training Guide for Business Executives, Foreign Diplomats, International Students & Travelers* 1st Edition, Educational Ebook, ISBN: 978-1-77924-684-4 EAN: 9781779246844.

⁵ Rudolph Patrick. T. Muteswa (2022) *The Magnificence & Importance of the United States of America, United Kingdom, Germany, France, Australia, Belgium, Canada, Switzerland, Italy, South Africa, Norway, Denmark & Spain International Relations with the Continent of Africa* 1st Edition, Educational Ebook, ISBN: 978-1-77927-184-6.

⁶ The Calendar Group (2016) *How to Achieve Effective Communication at your Workplace*. Available from: <https://www.thecalendargroup.com/achieve-effective-communication-workplace/> [Accessed May 22, 2020]

reaching the intended recipients, (2) on-time, (3) in the right way and (4) if they are achieving their intended goals in order to boost the image of the organization while simultaneously aligning all corporate communications to the organizational strategy. “Our own personal view of the world is formed by our communication style. Each of us has a different proportion of each element”⁷ (Wager, 2020, www.australasianleadershipinstitute.com). The following section will cover the definition of terms.

1.2 Definition of terms

For the purpose of this textbook words or terms must generally be simplified to make sense to the reader. The term ‘convey’ refers to the communication or dissemination of words, data, facts, messages and information to targeted recipients. ⁸“**Britannica Dictionary definition of INFORMATION** [noncount] **1:** knowledge that you get about someone or something : facts or details about a subject” (Britannica, 2022, <https://www.britannica.com/dictionary/information>). ⁹“*Public data* - Data that has been formally authorised for release into the public domain” (Australian Cyber Security Centre – Information Security Manual, 2022:170-172) © Commonwealth of Australia 2022. In the next section the meaning of communication will be clearly highlighted.

1.3 What is ‘communication’

Society and humanity can only progress if there is the ability to properly communicate and understand each other amongst people on a regular basis. “At its foundation, Communication focuses on how people use messages to generate meanings within and across various contexts, and is the discipline that studies all forms, modes, media, and consequences of communication

⁷ Wager, M. (2020) *The Four Elements of Communication*. Available from:

<http://www.australasianleadershipinstitute.com/blog/Elements-of-communication-Mark-wager.html> [Accessed May 21, 2020]

⁸ Britannica (2022) *Information*. Available from: <https://www.britannica.com/dictionary/information> [Accessed May 07, 2022]

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⁹ Australian Cyber Security Centre – Information Security Manual (ISM) (2022) *Information Security Manual*. Available from:

<https://www.cyber.gov.au/sites/default/files/2022-06/Information%20Security%20Manual%20%28June%202022%29.pdf>

[Accessed July 29, 2022] p1-177, © Commonwealth of Australia 2022.

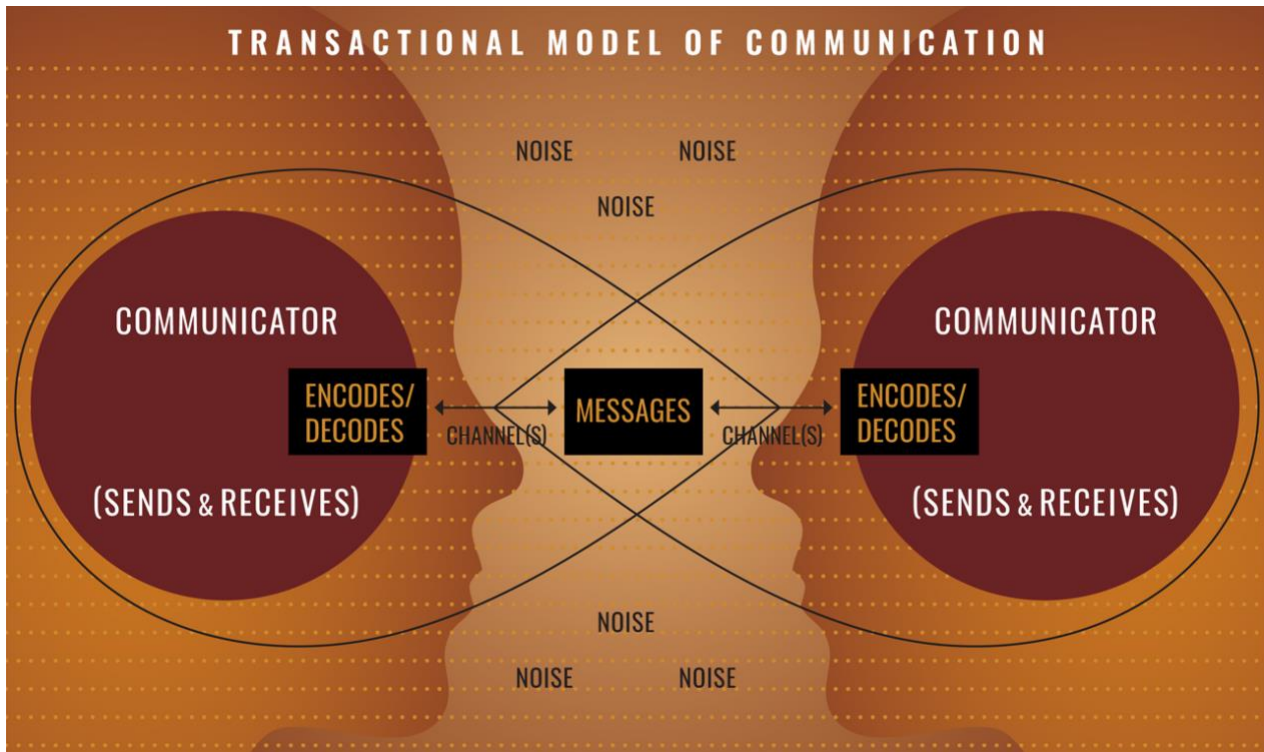
through humanistic, social scientific, and aesthetic inquiry”¹⁰ (National Communication Association, 2020, www.natcom.org). Reprinted with permission from the National Communication Association. All rights reserved. “Communication is defined as transferring information to produce greater understanding. It can be done vocally (through verbal exchanges), through written media (books, websites, and magazines), visually (using [graphs](#), charts, and maps) or non-verbally (body language, gestures, pitch of voice, and tone). All of these means of communication are essential [Soft Skills](#) that are vital for a successful [Career](#)”¹¹ (Corporate Finance Institute. *What is Communication*). Nowadays communication in an organization can now only achieve its intended goals if it becomes effective communication. “My own personal definition of *effective communication* within a work environment is when everyone has all the information they need in order to perform their job to the best of their ability”¹² (Wager, 2020, www.australasianleadershipinstitute.com). The transactional model of communication will be highlighted in Figure 1.1 below.

¹⁰ National Communication Association (NCA) (2020) *What is Communication*. Available from: <https://www.natcom.org/about-nca/what-communication> [Accessed May 22, 2020] Reprinted with permission from the National Communication Association. All rights reserved.

¹¹ “Corporate Finance Institute. *What is Communication*”.

¹² Wager, M. (2020) *The Four Elements of Communication*. Available from: <http://www.australasianleadershipinstitute.com/blog/Elements-of-communication-Mark-wager.html> [Accessed May 21, 2020]

Figure 1.1 Transactional model of communication



Source: Modified (The National Communication Association, 2020, www.natcom.org). Reprinted with permission from the National Communication Association. All rights reserved.

¹³*Communication* occurs when a message is disseminated from one party or individual known as the (*sender*) to another party or individual known as the (*receiver*) in such a way that it is accurate and clearly understood (decoded) through using the right channel of communication that enables the message to reach the intended destination without any form of distortion as a result of aspects such as (*noise*). While on the other hand the receiver also has the liberty to decide whether to send another message to the sender in order to respond to their first communicated message as illustrated by Figure 1.1 above (The National Communication Association, 2020, www.natcom.org). In general any form of communication is a process. The continuous repetition of the transmission of a message as shown in Figure 1.1, from a *sender* to a *receiver*, via a preferred *channel of communication* that allows the message to be properly *decoded* without any form of *noise* makes such a communication activity a *process* since it will be re-occurring on a

¹³ National Communication Association (NCA) (2020) *What is Communication*. Available from; <https://www.natcom.org/about-nca/what-communication> [Accessed May 22, 2020] Reprinted with permission from the National Communication Association. All rights reserved.

regular basis¹⁴ (The National Communication Association, 2020, www.natcom.org). *Reprinted with permission from the National Communication Association. All rights reserved.* In the following section the history of communication will be covered in-depth.

1.4 History of communication

¹⁵According to History World.net (2020) communication begins with language, the distinctive ability which has made possible the evolution of human society. With language any message, no matter how complex, can be conveyed between people over a limited distance – within a room or place of assembly, or across a short open space. The history of communication is mankind’s search for ways to improve upon shouting. When running with a message, to convey it in spoken form, it is safer to do it yourself. Messages carved on stone pillars communicate very well across time, down through the centuries, but they are an inefficient method of communicating across space (History World.net, 2020, www.historyworld.net). In the following section the other unique elements of communication will be discussed in-depth.

1.5 Other unique elements of communication

According to Wager (2020) everyone has a unique preference in how they communicate. This preference is a combination of the four fundamental building blocks of communication. These building blocks are what I call the four elements of communication. Once you understand these elements then you can see which proportion of each element makes up your own unique communication style which in turn highlights your natural strengths and areas of development ¹⁶

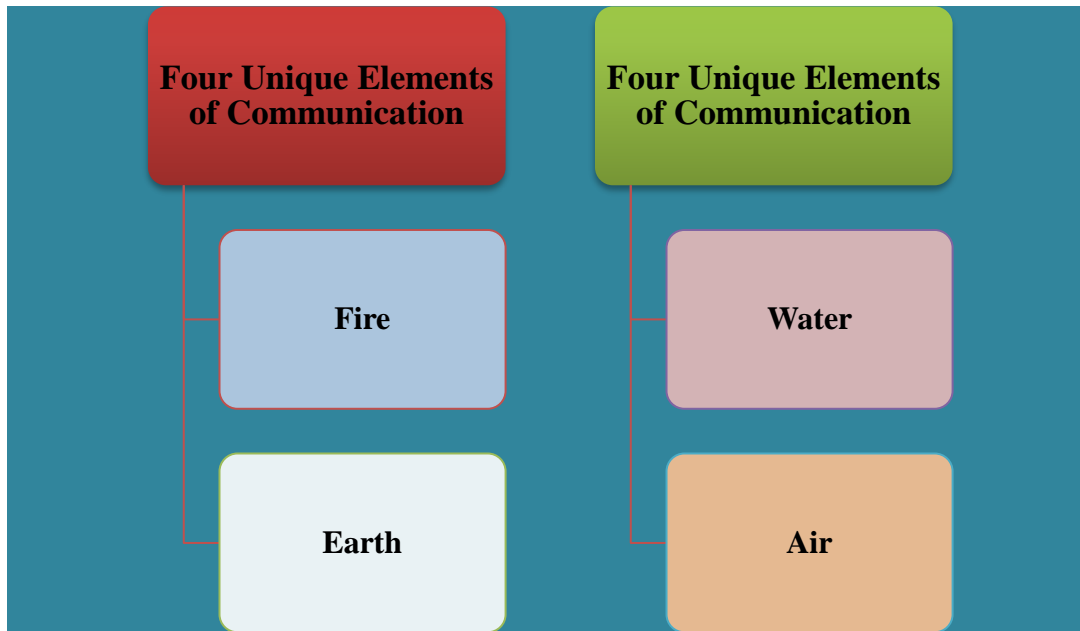
¹⁴ National Communication Association (NCA) (2020) *What is Communication*. Available from: <https://www.natcom.org/about-nca/what-communication> [Accessed May 22, 2020] Reprinted with permission from the National Communication Association. All rights reserved.

¹⁵ History World.net (2020) *History of Communication*. Available from: <http://www.historyworld.net/wrldhis/plaintexthistories.asp?historyid=aa93#ixzz6M8rJ1LS> [Accessed May 20, 2020]

¹⁶ Wager, M. (2020) *The Four Elements of Communication*. Available from: <http://www.australasianleadershipinstitute.com/blog/Elements-of-communication-Mark-wager.html> [Accessed May 21, 2020]

(Wager, 2020, www.australasianleadershipinstitute.com). The other unique elements of communication are many and these are depicted in Figure 1.2 below.

Figure 1.2 Four other unique elements of communication



Source: Modified: (Wager, 2020, www.australasianleadershipinstitute.com).

As depicted by Figure 1.2 above the other unique elements of communication include the following:

*1.5.1*¹⁷ “*Element of communication: Fire.* People who have a high proportion of fire within their communication style possess a preference to burn through the emotions of a situation in order to focus on the logical conclusion. They tend to make decisions quicker than other elements yet can be easily viewed as being uncaring and not taking people's feelings into account. The fire style doesn't view itself as uncaring, instead it views itself as an efficient force of nature burning away all inconsequential concerns on its way to its goal” (Wager, 2020, www.australasianleadershipinstitute.com).

¹⁷ Wager, M. (2020) *The Four Elements of Communication*. Available from: <http://www.australasianleadershipinstitute.com/blog/Elements-of-communication-Mark-wager.html> [Accessed May 21, 2020]

1.5.2 “*Element of communication: Water*. The water communication style takes into account other people's concerns, feelings and values. Like water taking the form of those around them. They see everyone as unique so every problem requires a unique solution that aligns with their own values. They come into conflict with the fire style as they believe an effective outcome can only exist if harmony is intact while fire can often focus on a result regardless of harmony. The water style can often be misunderstood and seen as being soft and too emotional. This is wrong as the outcomes of both water and fire can be the same just the method of delivery and mental process differs greatly” (Wager, 2020, www.australasianleadershipinstitute.com).

1.5.3 ¹⁸“*Element of communication: Earth*. If they have a high proportion of the earth element within their communication style then their natural focus is on hard specifics and details and they prefer to receive information in a sequential step by step way. Influenced by facts, figures and practical applications they view these as solid and as firm as the ground below. They are often seen as realists but can be viewed incorrectly as being too grounded and obstructive to change yet like the earth itself, they do move but do so slowly and they require credibility in the communicator and their expertise” (Wager, 2020, www.australasianleadershipinstitute.com).

1.5.4 ““*Element of communication: Air*. The last element of communication is Air. This communication style sees ideas like clouds in the sky, they see ideas floating out there and they have a talent to connect those ideas together yet others may not see these connections so while they see themselves as visionaries, others see them as dreamers and unrealistic. Often seen as "big picture" communicators they have a preference to see the end solution and the possibilities of that solution before they have worked out the steps to reach the solution”” (Wager, 2020, www.australasianleadershipinstitute.com). In the following section other elements of communication will be discussed in-depth.

¹⁸ Wager, M. (2020) *The Four Elements of Communication*. Available from: <http://www.australasianleadershipinstitute.com/blog/Elements-of-communication-Mark-wager.html> [Accessed May 21, 2020]

1.6 Tips on how to enhance your communication skills

Various tips are available on how leaders and organizations can enhance their communication skills at the workplace. Some of the tips were highlighted in Figure 1.3 below.

Figure 1.3 Ten tips on how to enhance your communication skills



Source: Modified: (Corporate Finance Institute. *What is Communication*; The Calendar Group, 2016, www.thecalendargroup.com).

¹⁹“*How to Improve Your Communication Skills*. Here are some pointers to look out for when looking to improve your ability to effectively communicate with others:

¹⁹ “Corporate Finance Institute. *What is Communication*”.

1.6.1 Listening. To become a good communicator, it is important to be a good listener. It is important to practice [active listening](#) – pay close attention to what others are saying and clarify ambiguities by rephrasing their questions for greater understanding.

1.6.2. Conciseness. Convey your message in as few words as possible. Do not use filler words and get straight to the point. Rambling will cause the listener to tune out or be unsure of what you are talking about. Avoid speaking excessively and do not use words that may confuse the audience.

1.6.3. ²⁰Body language. It is important to practice good body language, use eye contact, utilize hand gestures, and watch the tone of the voice when communicating with others. A relaxed body stance with a friendly tone will aid in making you look approachable by others. Eye contact is important in communication – look the person in the eye to indicate that you are focused on the conversation. But make sure to not stare at the person as it can make him or her uncomfortable.

1.6.4. Confidence. Be confident in what you say and in your communication interactions with others. Being confident can be as easy as maintaining eye contact, maintaining a relaxed body stance, and talking with concision. Try not to make statements sound like questions and avoid trying to sound aggressive or demeaning.

1.6.5. Open-mindedness. In situations where you disagree with what someone else has to say, whether it be with an employer, a co-worker, or a friend, it is important to sympathize with their point of view rather than simply try to get your message across. Respect the opinion of others and never resort to demeaning those who do not agree with you.

1.6.6. Respect. Respecting what others have to say and acknowledging them is an important aspect of communication. Being respectful can be as simple as paying attention to what they have to say, using the person’s name, and not being distracted. By respecting others, the other person will feel appreciated, which will lead to a more honest and productive conversation.

²⁰ “Corporate Finance Institute. *What is Communication*”.

1.6.7. *Using the correct medium.* There are several different forms of communication to use – it is important to choose the right one. For example, communicating in person about serious matters (layoffs, salary changes, etc.) is more appropriate than sending an email regarding the matter” (Corporate Finance Institute. *What is Communication*).

1.6.8 ²¹“*Be clear with task allotment.* Employees are the most productive when a specific task is clearly and directly assigned to them. Good employers make sure that the right person gets the right message, and there is no hiccup in the line of communication. Not only does it develops employee’s eagerness to work efficiently towards a goal, but also inspires others to compete fairly. Dealing with subordinates in the manner you feel encouraged to be dealt with, is the best thing you can do as an office manager” (The Calendar Group, 2016, www.thecalendargroup.com).

1.6.9 “*Have a feedback system in place.* Your workers are not there to sweat it out all day, and throughout the year with only a pile of projects and monthly wage to breathe on. When someone puts an effort, they are not only doing it for money. Recognizing and appreciating someone’s hard work is only going to motivate them for something even better. On a weekly basis, share feedback with your employees individually, and tell them briefly what all they did perfectly and how much they can improve in future. Don’t be plain rude in pointing out someone’s mistake, and also, never miss out on rewarding someone for their hard work. You never know, a minute of polite talk can do wonders!” (The Calendar Group, 2016, www.thecalendargroup.com).

1.6.10 “*Explain reasons clearly.* Just because someone is working under you, it doesn’t mean you don’t have to give explanations for your decisions. Great plans fail if they are not properly communicated to the entire team. Make your employees believe as to why the plan you proposed will make sense when it is executed. This will allow them to develop a clear understanding of the organization strategy and business goals” (The Calendar Group, 2016,

²¹ The Calendar Group (2016) *How to Achieve Effective Communication at your Workplace*. Available from: <https://www.thecalendargroup.com/achieve-effective-communication-workplace/> [Accessed may 22, 2020]

www.thecalendargroup.com). The following section will cover the common signs of poor communication in an organization.

1.7 Common signs of poor communication in an organization

²² “*Bad Communication in the Workplace*. Communication drives workplace success. Although the detriments of poorly communicating with others may not be apparent in the short term, it has a crippling effect on the workplace in the long-term. Here are some signs of bad communication:

- Lack of specific communication
- Using the incorrect mediums to convey important messages
- Passive-aggressive communication
- Lack of follow-through and consideration
- Blaming and intimidating others
- Failing to listen” (Corporate Finance Institute. *What is Communication*). The conclusion of this chapter will be covered next.

1.8 Conclusion

Communication has become an art nowadays since people are required to ensure that they first properly think, design and effectively communicate their messages to their targeted recipients. Effective communication is more likely to occur when communication stimulates interaction between the sender and the receiver of the message. The communication process involves the receiver, sender, channels of communication, decoding and noise. There are numerous unique elements of communication such as air, intimacy and so on. It can be concluded that similar to

²² “Corporate Finance Institute. *What is Communication*”.

other business activities communication has also been negatively affected by misconceptions which have successfully led to the miscommunication of information.

1.9 Review questions

- 1) Define the following terms 'information' and 'public data'? Discuss what is 'communication'? Describe the history of communication?
- 2) Explain the other unique elements of communication? List the various tips on how to enhance your communication skills?
- 3) Describe the common signs of poor communication in an organization?

Chapter 2: Types of communication

After reading this chapter you should be able to:

- Define the following terms ‘culture’ and ‘honesty’. Highlight the characteristics of effective communication.
- Describe the different types of communication.
- Discuss the various myths about communication.

2.1 Introduction

A proper understanding of the various ways to embrace or adopt when carrying-out business communication is critical for the organization’s management and board of directors. It is critical for management and the board to place more emphasis towards investing both financial and human resources to carry-out research that aims to discover functional organizational communication systems that relate to their organization. In general there are different types of communication and the use of a certain type of communication method in any organization depends on the nature of the organization (*in terms of what sector it operates, its size, whether it is a profit-making or not-for-profit organization and so on*). When everyone in the organization is fully aware of the organizational structure/hierarchy and their set work goals it becomes easy for them to send or receive information thus resulting in the organization having an effective functional organizational communication system. Effective communication systems are a result of effective communication strategy that requires the total commitment of both management and the board. The next section will cover the definition of terms.

2.2 Definition of terms

Most of the words that are used in the business field nowadays have numerous definitions that have been developed by industry experts and academics. ²³“‘Culture’ refers to either an

²³ Rudolph. Patrick. T. Muteswa (2019) *Ethics & Compliance by Board of Directors (Gathered Articles): A North America, Europe, Africa, Oceania & Asia Perspective 1st Edition*, Self Published Educational Ebook, ISBN 978-1-77920-216-1

individual's, society's or organization's tradition, values, norms, preferences, custom and identity whilst simultaneously making them unique from others when carrying-out various tasks or responsibilities on a day-to-day basis” (Rudolph. Patrick. T. Muteswa, 2019:65). “*Honesty* can be defined as an inner motivation that drives an individual to be truthful, sincere and act with honor” (Rudolph. Patrick.T. Muteswa, 2019:79). The next section will cover the characteristics of effective communication.

2.3 Characteristics of effective communication

There are various characteristics that are commonly associated with organizations that have effective communication in their entire organizational structures. ²⁴According to the Texas Education Agency (2013) provide additional characteristics of effective communication. Avoid giving mixed messages. A mixed message occurs

- When your words do not match your body language. Be a good listener.
- Speak Clearly
- Use language that is familiar to the listener
- Use an appropriate tone of voice.
- Use legible handwriting or typed messages for written communication.
- Use correct spelling and grammar (Texas Education Agency, 2013, www.txcte.org). The next section will cover the different types of communication.

2.4 Different types of communication

There are various types of communication and these were clearly identified in articles authored by: (1) Hackel, E. (2018) titled ‘*The 3 Types of Communication*’ published on <https://trainingindustry.com>. The common forms of communication include the following:

²⁴ Texas Education Agency (2013) *Characteristics of Effective Communication Instructions*. Available from: <https://www.txcte.org/sites/default/files/resources/documents/Characterics-of-Effective-Communication.pdf> [Accessed May 21, 2020]

2.4.1 ²⁵ “*Evasive Communication*. Most of the communication that takes place in this category has to do with lying. There are three sub-categories of evasive communication:

- *Outright lying*: When people communicate in this way, they are lying without provocation. Yet, from time to time, we all do it.
- When we are being questioned or feel threatened, sometimes, we lie to cover ourselves. *Defensive lying*: We do it without much thought; it just happens.
- *Withholding information*: When we withhold information, we avoid certain topics, or we refrain from responding or contributing pertinent information when someone else is talking with us.

Evasive communication is the least effective type of communication, but people occasionally use it to save time. Let’s say, for example, that a colleague comes into my office one day and asks, “How are you?” There is no good reason for me to say, “I have a headache, I think I might be getting a cold and I am grumpy.” In the interest of efficiency, I will probably just answer, “Fine,” and then get into our meeting” (Hackel, 2018, <https://trainingindustry.com>).

2.4.2 “*Conclusive Communication*. In conclusive communication, we are speaking honestly but trying to direct the conversation to achieve a specific result. There are three sub-categories of conclusive communication:

- *Self-interest*: When people communicate in this way, their actions show an attitude of, “I say what is on my mind without much thought about the person I am talking to.” You see this communication a lot with authoritarian leadership.
- *Defending a position or goal*: In this type of communication, we are expressing our true thoughts, and we understand the purpose of the conversation and the other person’s desires and goals. However, we are not willing to truly consider them, and we want to “win” the discussion.

²⁵ Hackel, E. (2018) *The 3 Types of Communication*. Available from: <https://trainingindustry.com/blog/performance-management/the-3-types-of-communication/> [Accessed May 21, 2020]

- *Pretending I care*: In this type of communication, we are asking good questions and acting like we care about the other person's point of view, but our real goal is to use what the other person is saying to either prove we have listened or to find ammunition to defeat his or her point of view. Our goal is to win the discussion or argument"²⁶ (Hackel, 2018, <https://trainingindustry.com>).

2.4.3 ““Openness and Honesty. In the third type of communication, we speak openly and are not tied to a result. We are willing to allow others' ideas and thoughts to play an equal part alongside our own. Again, there are three categories of communication within this type:

- *Not fully involved in the process of changing my mind*: We listen to what the other person has to say but stop short of pulling their whole thoughts from them. We are only somewhat open to changing our minds, but we're at least willing to listen.

- *Willingness to change my mind*: We have an opinion, but we enter the conversation truly trying to understand the other person's point of view, with a willingness to believe that he or she may be right or that a combination of our ideas may be right.

- *Clarity and openness*: We enter conversations with no defined outcomes in mind and have a totally open mind. We concern ourselves not only with the statements that the other person is making but also with really understanding the other person's underlying intent. Our goal is for the mutually best outcome"²⁶ (Hackel, 2018, <https://trainingindustry.com>). The next section will cover the myths about communication.

2.5 Myths about communication

Several myths exist today about communication. Some of the myths about communication were clearly identified by an article authored by Jakeman, D. (*LLB (Hons), Psych PGDL*) (2020) titled 'Common Myths About Communication' published on www.access-ambassadors.co.uk. The various myths about communication include the following:

²⁶ Hackel, E. (2018) *The 3 Types of Communication*. Available from: <https://trainingindustry.com/blog/performance-management/the-3-types-of-communication/> [Accessed May 21, 2020]

2.5.1 *Communication does not go beyond writing or talking.* This myth is wrong since human beings must first process the facts or data communicated to them in order to produce an understanding of the communicated message and also decide on what necessary actions to take as a response to the message or facts processed (Jakeman (*LLB (Hons), Psych PGDL*), 2020, www.access-ambassadors.co.uk).

2.5.2 *“Communication just happens:* Just because you open your mouth and say something or put something in writing does not mean you have conveyed information that will be understood. It is a good idea to get someone else to check that what you want to say (or write) is clear” (Jakeman (*LLB (Hons), Psych PGDL*), 2020, www.access-ambassadors.co.uk).

2.5.3 *“We all use the same language so everyone should understand:* It is wonderful that some people want to play linguistic gymnastics with information but ‘keep it simple’ works wonders too. People don’t want to waste time trying to decipher acronyms or work specific jargon. Time is money and life is short, so keep it simple”²⁷ (Jakeman (*LLB (Hons), Psych PGDL*), 2020, www.access-ambassadors.co.uk).

2.5.4 *“No time for questions:* I honestly believe there is no such thing as a stupid question. There is always that one person who attends meetings then constantly asks questions throughout, winding everyone up because the answers seem obvious or the questions seem trivial” (Jakeman (*LLB (Hons), Psych PGDL*), 2020, www.access-ambassadors.co.uk).

2.5.5 *“Visual information has limited value:* The brain actually processes visual information far quicker than sound. Visuals are a significantly better way of conveying information than text” (Jakeman (*LLB (Hons), Psych PGDL*), 2020, www.access-ambassadors.co.uk). The next section will cover the conclusion of this chapter.

2.6 Conclusion

Effective communication helps to make a highly productive and healthy workplace as people develop different types of communication including good mutual relationships on a day-to-day

²⁷ Jakeman, D. (*LLB (Hons), Psych PGDL*) (2020) *Common Myths About Communication*. Available from: <https://www.access-ambassadors.co.uk/communication.php> [Accessed May 24, 2020]

basis. The different types of communication depend on the nature of the organization for instance its size or the industry sector it operates and so on. Organizations that are characterized as having highly effective communication often do the following: (1) develop communication strategies, (2) align their communication activities to the business strategy, (3) they tend to have leaders who speak fluently whilst at the same time they listen to their audiences when communicating messages to them and so on. It can be concluded that the main types of communication include verbal and nonverbal communication.

2.7 Review questions

- 1) Define the following terms 'culture' and 'honesty'? Identify the characteristics of effective communication?
- 2) List the different types of communication?
- 3) Discuss the various myths about communication?

Chapter 3: Letters

After reading this chapter you should be able to:

- Define the following terms ‘confidentiality’ and ‘principle’.
- Discuss the benefits of letters. List the tips of how to write an effective business letter.
- Describe the causes of poorly written letters in a board meeting.

3.1 Introduction

Historically letters have been used to deliver written messages for centuries amongst friends, family, organizations, leaders, governments, religious groups and so on. Reading is generally a key ingredient in the transmission of communication as recipients of messages communicated in letters have to read and understand their written messages in greater detail in order to be able to take the required action or send the required feedback. Letters have generally served as an ancient platform that is used to accurately communicate information or facts around the world amongst people and society at large. Modern technology has significantly enhanced the writing, delivery and storage of letters for instance the use of computer software such as Microsoft Word, email communication via the Internet and so on. Good presentation is another critical factor that helps to separate well designed and poorly designed letters nowadays since time is strongly linked to the amount of money earned by an individual/organization per hour, day and so on. In general most of the readers of letters such as board of directors or executive management often have various other tasks to perform on a daily basis thus brief or precise letters are more likely to be preferred by them. *“Used with permission from Microsoft.” [Boards Thrive via Effective Communication (Gathered Articles): A North America, Europe, Middle East, South America, Africa, Oceania & Asia 21st Century Perspective 1st Edition] is an independent [publication] and is neither affiliated with, nor authorized, sponsored, or approved by, Microsoft Corporation.* The following section will cover the definition of terms in-depth.

3.2 Definition of terms

Today several publications such as journals, newspapers, magazines, websites and textbooks have highlighted the definition of topics related to communication. ²⁸*“Confidentiality – The*

²⁸ Australian Cyber Security Centre – Information Security Manual (ISM) (2022) *Information Security Manual*.

Available from: <https://www.cyber.gov.au/sites/default/files/2022->

assurance that data is disclosed only to authorised entities” (Australian Cyber Security Centre, 2022:162, <https://www.cyber.gov.au>) © Commonwealth of Australia 2022. ²⁹“A *principle* refers to a rule, norm, a habitual belief that shapes behavior in a manner that upholds what an individual, society or organization strongly values” (Rudolph. Patrick. T. Muteswa, 2019:50). The next section will cover the benefits of letters in board meetings.

3.3 Benefits of letters

There are various types of letters for instance letters of invitation, letters of recommendation, formal/informal letters and so on. The various benefits of letters to an individual/organizations include the following:

3.3.1 They enable people/organizations to easily communicate in a two way process – letters help to facilitate a two-way communication process between people or organizations. The receiver of a letter can easily provide feedback to the sender of the first letter (*therefore this makes letters a two way form of communication*).

3.3.2 Letters allow repetitive reading of the original message in order to avoid any form of misunderstanding or misinterpretation of the original message – a message that is conveyed in a letter can easily be re-read as many times as possible by the receiver of the letter to help them to properly understand the message being communicated. Letters help to avoid miscommunication or distortions of facts or messages in the organizational communication system.

3.3.3 Letters help to promote literacy in a society – in general when people use letters to convey messages they naturally help to promote academic literacy (*the ability to read/write*) in a society, community or country. It can be argued that a ‘literate’ society is naturally more likely to be highly ethical, innovative and productive.

[06/Information%20Security%20Manual%20%28June%202022%29.pdf](#) [Accessed July 29, 2022] p1-177, © Commonwealth of Australia 2022.

²⁹ Rudolph. Patrick. T. Muteswa (2019) *Corporate Governance (Gathered Articles): A North America, Europe, Africa, Oceania & Asia 21st Century Perspective 1st Edition, p1-100, Self Published Educational Ebook, ISBN 978-1-77920-212-3*.

3.3.4 Letters help to promote record keeping – in general letters play a great role in promoting record keeping in organizations. Formal letters are usually filed or archived for future reference as they usually convey important business communications that are legally binding, informative and related to the operational activities of the organization.

3.3.5 Letters help to allow the personalization of messages – in general a letter helps to easily personalize messages to the targeted audience (*receiver*). The presentation, grammar and writing style that can be used when writing the letter can be done in a manner that is in direct alignment with the needs or style preferences of the receiver of the letter. The next section will cover the tips of how to write an effective business letter in-depth.

3.4 Tips of how to write an effective business letter

Some of the tips or guidelines on how to write effective letters were identified by two publications authored by (1) the Government of the United States of America The Plain Language Action and Information Network (2020) titled ‘*Writing Effective Letters*’ published on <https://plainlanguage.gov> (2) Xerox (2020) titled ‘*Writing An Effective Business Letter*’ published on www.xerox.com.

3.4.1 ³⁰ ““*Identify your audience*. It is easy to identify your audience in a letter; it is usually the person you are writing to. However, you must also consider any additional readers. For instance, if you write to a member of congress about a constituent problem, the office of the member may attach a cover letter and send it on to the constituent without any further explanation. Therefore, you must write so that both audiences understand your letter.

3.4.2 *Organize letters to meet your users’ needs*. Once you’ve decided who your readers are and what they need to know, the next step is to present the information in an order that will make it easy to understand. Although letters will differ depending on the audience or the subject, your letter should usually have the same basic elements:

³⁰ Government of the United States of America The Plain Language Action and Information Network (2020) *Writing Effective Letters*. Available from: <https://plainlanguage.gov/resources/content-types/writing-effective-letters/> [Accessed May 23, 2020]

3.4.3 *Start with the main message.* Always start by putting your main message up front. Some people feel that bad news should be buried. But research shows that readers will always look for the bottom line. When you bury the main message, you only make it harder on your readers.

3.4.4 *Letter headings.* Question headings are especially helpful in your letters because they provide the questions that readers are asking and guide readers to the answers. Statement Headings are the next best choice because they are still very specific. Topic headings are the most formal so many times management is more comfortable with them³¹” (Government of the United States of America The Plain Language Action and Information Network, 2020, <https://plainlanguage.gov/resources/content-types/writing-effective-letters/>).

3.4.5 ““*Use pronouns.* It’s especially important in letters to engage the reader by using pronouns. Refer to the reader as you, but not if it sounds accusatory or insulting. That doesn’t mean that you should put your letter in passive voice. Instead, put the emphasis on the agency by using “we”.

³¹ Government of the United States of America The Plain Language Action and Information Network (2020) *Writing Effective Letters*. Available from: <https://plainlanguage.gov/resources/content-types/writing-effective-letters/> [Accessed May 23, 2020]

Table 3.1 Use pronouns

Accusatory use of you	Better tone using we
<i>You were not very clear.</i>	<i>We did not understand your message.</i>
<i>You did not send a payment.</i>	<i>We did not receive your payment.</i>

Source: (Government of the United States of America The Plain Language Action and Information Network, 2020, <https://plainlanguage.gov>).

3.4.6 *Delivering bad news.* When delivering bad news, it helps to temper the situation by prefacing the statement with a term such as “we regret” or “we’re sorry” or “unfortunately”. For example, you might write, “Unfortunately, we cannot approve your application.” In each situation, you must determine which term you find more comfortable. Is it necessary to deliver bad news in this manner? No. But it sets a tone that may keep your customer reading. And if you think about it, this is the way we usually handle things in person. In person we frequently say, I’m sorry but you don’t qualify for this benefit. But many times in letters we just jump right in with “You are not qualified for this benefit.” Which version would you rather receive?”³² (Government of the United States of America The Plain Language Action and Information Network, 2020, <https://plainlanguage.gov/resources/content-types/writing-effective-letters/>).

³² Government of the United States of America The Plain Language Action and Information Network (2020) *Writing Effective Letters*. Available from: <https://plainlanguage.gov/resources/content-types/writing-effective-letters/> [Accessed May 23, 2020]

3.4.7 ““Write clearly: State your point early in your letter. To avoid any miscommunications, use straightforward, concise language. Skip the industry jargon and instead choose lively, active words to hold your reader's attention”³³.

3.4.8 *Organize your information logically:* Group related information into separate paragraphs. In a long, information-packed letter, consider organizing information into sections with subheads. You may want to highlight key words to make them "pop" - this technique is possible with most word-processing programs and your [color multifunction printer](#).

3.4.9 *Use Color To Emphasize Words In Text:* It's easy to put a few words in color to draw attention to them. Just select the type and click the arrow to the right of the Font Color button, choose the color you want, then click the button. Or, try highlighting a few words in the text. Select the type you want to emphasize, then click the Highlight button. Note: When highlighting parts of a document you intend to print, use a light color such as yellow, light green, or light blue. If you wish to remove the highlighting, select the text and click the Highlight button again.

3.4.10 *Conclude your letter with a "call to action."* State clearly what your reader needs to do or believe to achieve the desired solution and then state what you, the writer, intend to do next to follow up.

3.4.11 *Proofread your letter:* All your careful crafting and printing can't cover up spelling or punctuation errors, which leave a lasting negative impression”” (Xerox, 2020, <https://www.xerox.com/en-us/small-business/tips/business-letter>). The next section will cover the causes of poorly written letters in a board meeting in-depth.

3.5 Causes of poorly written letters in a board meeting

Today the reasons why some letters are categorized as poorly written are many and some of the causes include the following:

³³ Xerox (2020) *Writing An Effective Business Letter*. Available from: <https://www.xerox.com/en-us/small-business/tips/business-letter> [Accessed May 22, 2020]

- *Bad hand writing* – generally hand written letters often have difficulties in getting readers to understand the messages they are communicating. In most instances the main reason why readers of hand written letters fail to understand their messages is due to bad hand writing of the writers/senders of the letters. Effective hand writing styles play a critical role in communication when letters are used,
- *Grammatical errors* – the various grammatical errors that can be found in a letter of any type include the following: wrong spellings, use of nouns or verbs in the wrong places, use of commas or full stop signs in the wrong places of the content and so on. These errors cause letters to be categorized as poorly written by readers.
- *Lack of proof reading* – this occurs when letter writers quickly write their messages and after doing so they then send the letters to their targeted audiences or readers without first cross-checking the facts they have written or printed. The cross-checking of the information written in the letter helps to identify any forms of mistakes such as misuse of language terminology, lack of logical reasoning, typing errors and so on.
- *Lack of examples to illustrate points* – in general letters that are presenting factual information to their readers which is either (1) highly complex and or (2) that requires analytical thinking, may simplify the message for readers to quickly understand the communicated message by using relevant examples to illustrate their points. One of the main causes of poor letters is the lack of use of relevant examples that aim to help readers to have a better understanding of the facts they will be presenting to them. The next section will cover typical example of a business letter.

3.6 A good typical example of a letter used in the boardroom

A typical good example of a formal board letter was clearly highlighted in a publication authored by the Institute of Directors (IoD) of New Zealand (2019) titled '*Sample Letter of Appointment*' published on www.iod.org.nz.³⁴ According to the Institute of Directors (IoD) of New Zealand

³⁴ Institute of Directors (IoD) of New Zealand (2019) *Sample Letter of Appointment*'. Available from: <https://www.iod.org.nz/resources-and-insights/guides-and-resources/letter-of-appointment/#> [Accessed May 21, 2020]

(2019) **Sample letter of appointment, non-executive director**: • *This letter is for guidance only. In practice, such letters will need to be tailored to meet the individual circumstances and requirements of each company and should be subject to regular review.*

³⁵**Sample letter**

[Company letterhead]

[Date]

To [name]

Appointment as non-executive director

I am pleased to confirm that the board of the [company], on the recommendation of its nomination committee, has appointed you as a non-executive director. I am writing to set out the terms of the appointment. Please note that this is a contract for services and is not a contract of employment.

Duration of appointment

The appointment is from [date], until the next annual meeting scheduled for [date]. You will be eligible for election at that meeting and, if elected at that meeting, will be subject to retirement by rotation in accordance with the [company]'s constitution or bylaw.

Non-executive directors may be invited to serve a second three-year term. Any term beyond six years would be subject to a more rigorous review of both independence and [performance/the needs and skillsets of the board at that time]. Continuation of your contract of appointment is contingent on on-going satisfactory performance and if [company]'s shareholders do not re-elect you as a director in accordance with the constitution, your appointment shall terminate with immediate effect.

Role of the board

The board's role is to effectively represent, and promote the interests of, the company and, thereby, all shareholders. Having regard to its role the board directs, and supervises the management of, the business and affairs of the [company] including:

- ensuring the [company]'s goals are clearly established, and strategies are in place for achieving them
- establishing policies for strengthening the performance of the [company] including ensuring management is proactively seeking to build the business through innovation, initiative, technology, new products and the development of its business capital

³⁵ Institute of Directors (IoD) of New Zealand (2019) *Sample Letter of Appointment*'. Available from: <https://www.iod.org.nz/resources-and-insights/guides-and-resources/letter-of-appointment/#> [Accessed May 21, 2020]

- monitoring the performance of management appointing the CEO, setting the terms of their employment agreement, regularly reviewing their performance and, where necessary, terminating their employment
- deciding on whatever steps are necessary to protect the [company]'s financial position and the ability to meet its debts and other obligations when they fall due, and ensuring that such steps are taken
- ensuring the [company]'s financial statements are true and fair and otherwise conform with law
- ensuring the [company] adheres to high standards of ethics and corporate behaviour
- ensuring the [company] has appropriate risk management/regulatory compliance policies in place.

In the normal course of events, day-to-day management of the [company] is left to management. All directors are expected to take decisions objectively in the interests of the [company]. The board as a whole is collectively responsible for the success of the [company]. All directors, whether non-executive or executive, have the same general legal responsibilities.

Timing and location of board meetings, and time commitment

The board normally meets on the [first] day of each month except January and holds additional meetings as the occasion requires. Meetings usually take place at the [company]'s office in [city] with at least one site visit per year. The duration of each meeting typically runs to half a day. The first meeting which you will be required to attend is on [date]. You will receive the board papers for the meeting by [date]. Sample letter of appointment, non-executive director ©Institute of Directors in New Zealand (Inc).

In addition to routine board meetings you should allow time for committee meetings, preparatory work and travel, and ensure that you are in a position to make the necessary overall time commitment. In particular, all directors are expected to have carefully reviewed all board papers and related material sent to them for meetings³⁶.

By accepting this appointment, you confirm you are able to allocate sufficient time to meet these expectations, that you are aware of your responsibilities as a director of the company and that you will be able to discharge them to the expected level. Meeting absences must be approved by the chair.

Remuneration

The board determines the level of remuneration paid to its non-executive members within any limitations imposed by shareholders.

Membership and the chair of board committees, and (subject to board approval on a case by case basis) particular company situations or events clearly outside the scope of directors' usual responsibilities, attract supplemental fees.

The [company] will reimburse you for all direct and indirect expenses such as phone and internet charges, accommodation and travelling expenses, reasonably and properly incurred and documented.

³⁶ Institute of Directors (IoD) of New Zealand (2019) *Sample Letter of Appointment*. Available from: <https://www.iod.org.nz/resources-and-insights/guides-and-resources/letter-of-appointment/#> [Accessed May 21, 2020]

Director fees are reviewed annually.

Committee involvement

Board committees are formed when it is efficient or necessary to facilitate effective decision-making. The board's present standing committees are the audit, remuneration, nomination, and health and safety committees.

This letter refers to your appointment as a director of the [company]. In the event that you are also asked to serve on one or more board committees this will be addressed by a separate process setting out any supplemental fees payable, and ensuring that you are aware of the committee's terms of reference and the responsibilities involved.

Board and individual director evaluation processes

³⁷The performances of the board as a whole, and its committees and individual directors, are evaluated annually. You will be required to participate in any continuous quality improvement programmes determined by the board as being appropriate for directors and in internal and external review processes evaluating director, board and committee performance. If, in the meantime, there are any matters which cause you concern about your role you should discuss them with the chair of the board as soon as appropriate.

Outside interests including directorships

It is accepted and acknowledged that you may have business and material interests other than those of the [company]. Please contact the company as soon as possible to arrange for your interests as a shareholder, director, officer or trustee of other companies or entities to be disclosed to the board and entered in the [company]'s interests register. The interests register is tabled at each directors' meeting. Disclosure of interests is a continuing obligation. Please ensure that the board is kept informed of any changes to your interests so that the interests register can be maintained and kept up to date. This should be done in writing.

Any director is, while holding office, at liberty to accept other board appointments so long as the appointment is not in conflict with the [company]'s business and does not materially interfere with their performance as a director of the [company]. All other additional material commitments, including other directorships, which may conflict with, or impact on, your role with [company] must first be discussed with the chair before being accepted. [Any material interests are required to be disclosed in the Annual Report and the accounts.]

Shareholdings by directors in the [company]

Directors may hold shares in the [company]. When buying or selling shares directors are expected to strictly observe the provisions of the [company]'s constitution, the [company]'s own internal rules and all relevant legislative and regulatory procedures including, in particular, NZX listing requirements and insider trading laws.

³⁷ Institute of Directors (IoD) of New Zealand (2019) *Sample Letter of Appointment*. Available from: <https://www.iod.org.nz/resources-and-insights/guides-and-resources/letter-of-appointment/#> [Accessed May 21, 2020]

Induction and development processes

As soon as practicable the [company] will provide a comprehensive induction programme aimed at broadening your understanding of the [company], its business, and the environment and markets in which it operates. As part of the programme you will meet the CEO and other key management and receive a folder of essential board and [company] information.

All directors are expected to remain current on how to best discharge their responsibilities as directors of the [company] including keeping abreast of changes and trends in economic, political, social, financial and legal climates and governance practices, and of other developments likely to be relevant to the company.

Constitution, charters and policies

[Company] has a constitution, and board and committee charters and policies governing conduct of directors and employees. You will be required to comply with these³⁸.

Access to independent professional advice

All directors are entitled to obtain independent professional advice relating to the affairs of the [company] or to their responsibilities as directors. If, in your own case, you consider such advice is necessary, you should first discuss it with the chair. Subject to the prior approval of the chair, the cost of the advice will be reimbursed by the [company] but you should ensure, so far as is practicable, that it is reasonable.

Availability of liability insurance and company indemnity

The [company] currently arranges, and pays the premiums for, directors' and officers' liability insurance cover for all its directors while acting as directors. The present amount of the cover is \$ [amount]. Details of the current cover will be included in your induction materials. You may also obtain a copy of the relevant policy from the company. You should satisfy yourself as to the suitability and extent of the cover.

The company also indemnifies each of its directors against certain costs and liabilities they incur, to the extent it is legally able to do so and on the terms of (and subject to them executing) a deed of indemnity. The deed will be provided to you with your induction pack.

Confidentiality

All information acquired during your appointment is confidential to the [company] and should not be disclosed either during your appointment or following termination (by whatever means) to third parties except as permitted by law and with prior clearance from the chair.

³⁸ Institute of Directors (IoD) of New Zealand (2019) *Sample Letter of Appointment*. Available from: <https://www.iod.org.nz/resources-and-insights/guides-and-resources/letter-of-appointment/#> [Accessed May 21, 2020]

We look forward to your association with us.

Yours sincerely

Chair (Institute of Directors of New Zealand, 2019, <https://www.iod.org.nz/resources-and-insights/guides-and-resources/letter-of-appointment/#>). The next section will cover the conclusion of this chapter.

3.7 Conclusion

It can be concluded that letter writing started amongst societies and it later evolved to becoming faster in terms of delivery and more accurate through the use of computer software programs when designing or typing them. It can be concluded that most organizations and their boards tend to communicate using formal letters such as the letter of appointment of non-executive directors. In addition it can also be concluded that the use of bad hand writing, misuse of language terminology and poor grammatical errors make letters ineffective when communicating as their readers are more likely to fail to understand the messages they will be communicating.

3.8 Review questions

- 1) Define the following terms ‘confidentiality’ and ‘principle’?
- 2) Discuss the benefits of letters? List the various tips to follow on how to write an effective business letter?
- 3) Describe the causes of poorly written letters in a board meeting? Provide a good typical example of a letter used in the boardroom?

Chapter 4: Meetings

After reading this chapter you should be able to:

- Define the following terms ‘formal’ and ‘informal’. Discuss what is a ‘meeting’. Explain the history of meetings.
- Describe the characteristics of a successful meeting. Discuss what is an ‘agenda’ and a ‘consent agenda’.
- Explain how to develop a meeting agenda. Discuss what is a ‘virtual meeting’.

4.1 Introduction

When a country is united there is a peace, stability and the upliftment of societal values of ‘togetherness’ (*love and kindness*) and these shared societal values ultimately filter down to the various sectors of the economy and organizations as well. ³⁹⁴⁰Typical examples of countries that have shared societal values of ‘togetherness’ (*of love and kindness*) amongst their citizens include the “**Ten Global Hybrid Stars of the Continent of Africa’s Economy, International Relations & Trade – Zambia, Namibia, Malawi, Botswana, The Gambia, Ghana, Kenya, South Africa, Nigeria and Mauritius**”. In addition numerous developed and emerging market nations are renowned for their shared societal values of ‘togetherness’ (*of love and kindness*) include the following: the United States of America, Switzerland, The Netherlands, India, Brazil, Germany, Belgium, Denmark, France, Italy, Japan, South Korea, Spain, Canada, Australia, Norway, the European Union Member States and many other nations. ‘Togetherness’ is now an inevitable activity in any modern day workplace and one simple way this can be achieved is through carrying-out regular meetings. Productivity is closely linked to ‘togetherness’ in an organization

³⁹ Rudolph Patrick. T. Muteswa (2022) *28 Amazingly Beautiful Countries in the World & Our World Heroes Towards Humanity (Gathered Articles): A Training Guide for Business Executives, Foreign Diplomats, International Students & Travelers* 1st Edition, Educational Ebook, ISBN: 978-1-77924-684-4 EAN: 9781779246844.

⁴⁰ Rudolph Patrick. T. Muteswa (2022) *The Magnificence & Importance of the United States of America, United Kingdom, Germany, France, Australia, Belgium, Canada, Switzerland, Italy, South Africa, Norway, Denmark & Spain International Relations with the Continent of Africa* 1st Edition, Educational Ebook, ISBN: 978-1-77927-184-6.

and executive directors and or employees that embrace the culture of working together or sharing of ideas when carrying-out their fiduciary duties are more likely to consistently achieve their set goals and objectives. Nowadays the sharing of ideas, grievances, strategies, goals and so on has been made easy through carrying-out regular meetings in organizations. Regular meetings can only succeed when they follow a certain culture of doing things for instance the existence of an agenda, meeting chairperson, record keeping of minutes and so on. The significance of meetings towards the success of an organization in this modern day business world is that they help to: (1) enhance good corporate governance principles/standards, (2) enhance communication feedback systems, (3) boost the momentum/morale of the executive directors and employees and so on. The following section will cover the definition of terms in-depth.

4.2 Definition of terms

In general the field of communication is broad therefore numerous definitions have been developed by academics, experts and authors. The term '*formal*' refers to the carrying-out of: (1) tasks, (2) communication, (3) the delegation of tasks and (4) managing of conflict using properly designated channels in an organization that have the capability of allowing traceability and proper recording of previously conducted activities. In addition the term '*informal*' refers to the carrying-out of: (1) tasks, (2) communication, (3) the delegation of tasks and (4) managing of conflict using undesignated channels in an organization that do not have the capability of allowing traceability and proper recording of previously conducted activities. The next section will cover in-depth the meaning of a meeting.

4.3 What is a ‘meeting’

⁴¹“**Britannica Dictionary definition of MEETING 1 a** [count]: a gathering of people for a particular purpose (such as to talk about business)” (Britannica, 2022, <https://www.britannica.com/dictionary/meeting>). “A *meeting* is when two or more people come together to discuss one or more topics, often in a formal or business setting, but meetings also occur in a variety of other environments. Many various types of meetings exist. A *meeting* is a gathering of two or more people that has been convened for the purpose of achieving a common goal through verbal interaction, such as sharing information or reaching agreement.⁴² Meetings may occur face-to-face or virtually, as mediated by communications technology, such as a telephone conference call, a skyped conference call or a videoconference”⁴³ (Wikipedia, 2020. This article uses material from the Wikipedia article **Meeting**, <https://en.wikipedia.org/wiki/Meeting> which is released under the Creative Commons Attribution-ShareAlike 3.0 Unported License (view authors). The next section will cover the history of meetings in greater detail.

4.4 History of meetings

The origins of meetings have been vague due to the fact that in ancient communities people have always carried out gatherings to discuss various community related issues for instance in Africa traditional chiefs for many centuries they have conducted community meetings with other members or elders of the community in order to discuss issues relating to: hunting, indiscipline, marriage, farming and so on. It can however, be argued that the origins of *formal* meetings with recorded minutes began around the *1800s* when the semi-Industrial Revolution started and this is the time when there was a subtle rise in the manufacturing industry sector where the production of goods was still being discovered and it was the key priority in North America and Europe. In

⁴¹ Britannica (2022) *Meeting*. Available from: <https://www.britannica.com/dictionary/meeting> [Accessed August 14, 2022] © 2022 Encyclopædia Britannica, Inc.

⁴² ^ [a b](#) *Meeting and Convention Planners*. (2009, December 17). [U.S. Bureau of Labor Statistics](#). Retrieved April 21, 2010.

⁴³ Wikipedia (2020) *Meeting*. Available from: <https://en.wikipedia.org/wiki/Meeting> [Accessed My 21, 2020]

essence it can be argued by scholars that the origins of *formal* meetings might have started in North America and Europe. ⁴⁴“The First Industrial Revolution is widely taken to be the shift from our reliance on animals, human effort and biomass as primary sources of energy to the use of fossil fuels and the mechanical power this enabled. The Second Industrial Revolution occurred between the end of the 19th century and the first two decades of the 20th century, and brought major breakthroughs in the form of electricity distribution, both wireless and wired communication, the synthesis of ammonia and new forms of power generation. The Third Industrial Revolution began in the 1950s with the development of digital systems, communication and rapid advances in computing power, which have enabled new ways of generating, processing and sharing information” (Davis, 2016, <https://www.weforum.org/agenda/2016/01/what-is-the-fourth-industrial-revolution/>). The next section will cover the characteristics of successful meetings in greater detail.

4.7 Characteristics of a successful meeting

⁴⁵ The various characteristics of effective meetings were identified in an article authored by Khoury, P. (2020) titled ‘*Top Six (6) Characteristics of Effective Meetings*’ published on <https://magneticspeaking.com>. ““You know when you’ve been at a good meeting; time passes quickly, you come out feeling good, things get done, and you know where you stand. You, also know when you’ve attended a bad meeting; you space out, no one knows what’s going on, no outcome achieved. So what’s the criteria for great and effective meetings:

4.7.1 Effective meetings are productive. Effective meetings always have a goal. The goal could be to brainstorm, to agree on a timeline, to decide next steps, etc. If the goal is achieved then the meeting is productive, if steps are made in the direction of reaching the goal, then the

⁴⁴ Davis, N. (2016) *What is the Fourth Industrial Revolution?* Available from: <https://www.weforum.org/agenda/2016/01/what-is-the-fourth-industrial-revolution/> [Accessed May 07, 2020]

©2020 World Economic Forum

⁴⁵ Khoury, P. (2020) *Top Six (6) Characteristics of Effective Meetings*. Available from: <https://magneticspeaking.com/top-six-6-characteristics-of-effective-meetings/> [Accessed May 16, 2020]

meeting is semi productive, and if nothing gets done towards the achievement of the goal, then the meeting is not productive.

4.7.2 Effective meetings are safe. Have you been to a meeting and felt that you have to be on guard? That's a sign of a risky environment. When people feel threatened, they don't share, participate and give a 100%. A safe environment facilitates different point of views and encourages participation.

4.7.3 Effective meetings are well organized. Your meetings can be formal or informal depending on company culture, but they have to be organized. Disorganized meetings reduce productivity and reflect poorly on your leadership skills. An organized meeting has a beginning, a middle and an end with different goals to achieve and items of attack. Organized meetings also cause compounded productivity. Since an organized meeting establishes the rhythm and cadence of future meetings, then participants will stop worrying about how the meeting will run and start focusing on the issues at hand with greater intensity. This causes a productive compounding effect leading better and better meetings⁴⁶.

4.7.4 Effective meetings are relevant and engaging. Have you been to a meeting and thought "what does this have to do with me?" I bet that was not a great meeting to attend because it was not relevant to you. Meetings have to have the relevant people in them for the decision, or the content has to be made relevant to the people attending.

4.7.5 Effective meetings are efficient. If you go in circles, repeat things, revisit old issues in every meeting then your meetings are not efficient. The main cause of inefficiency is lack of preparation. If team members don't read the minutes from the last meeting, if they don't prepare their agenda for the meeting, or if they don't do what they are supposed to do outside of the meeting, then a lot of time has to be dedicated to the meeting to handle these issues instead of the main issue.

4.7.6 Effective meetings are collaborative. Meetings in your organization are supposed to be a cooperative and not contentious. Collaboration brings the best in people and allows them to contribute and share. Contention brings out politics and win/lose scenarios which are not

⁴⁶ Khoury, P. (2020) *Top Six (6) Characteristics of Effective Meetings*. Available from:

<https://magneticspeaking.com/top-six-6-characteristics-of-effective-meetings/> [Accessed May 16, 2020]

conducive to getting results. I am not saying that all competition is bad, but there is a difference between some healthy competition and chronic contention in meetings”” (Khoury, 2020, <https://magneticspeaking.com/top-six-6-characteristics-of-effective-meetings/>). The next section will cover the aspects of an agenda in greater detail.

4.8 What is an ‘agenda’ and a ‘consent agenda’

“An *agenda* is simply a list of the things you want to discuss during a meeting. As well as helping you plan, it is a useful way of making sure that at the meeting you cover everything you need to. Agendas provide an important outline for meetings, and communicate important information such as the topics for discussion, presenters or discussion leaders for each topic, and the time allotted for each item. Creating an effective agenda is one of the most important elements for a productive meeting”⁴⁷ (South London Scouts, 2016:1, <https://southlondonscouts.org.uk>). ⁴⁸“A *consent agenda* groups the routine, procedural, informational and self-explanatory non-controversial items typically found in an agenda. These items are then presented to the board in a single motion for an up or down vote after allowing anyone to request that a specific item be moved to the full agenda for individual attention. Other items, particularly those requiring strategic thought, decision making or action, are handled as usual” (Core Strategies for Nonprofits Inc., 2008:1, <https://www.councilofnonprofits.org>). ““*Why would an organization want to use a consent agenda?* Consent agendas are popular with many nonprofit organizations because they help streamline meetings and allow the focus to be on substantive issues. *What does it mean if we adopt a consent agenda? Documentation for consent items must be provided to the board prior to meetings:*

- so that directors feel confident that their vote reflects attention to their duty of care. Board members are encouraged to ask prior to the meeting all the questions that

⁴⁷ South London Scouts (2016) *How to Create An Effective Agenda*. Available from: https://southlondonscouts.org.uk/sites/default/files/uploads/pdfs/gsltoolkit/Being_effective/How%20to%20create%20an%20effective%20agenda.pdf [Accessed March 14, 2021] p1 – 3.

⁴⁸ Core Strategies for Nonprofits Inc. (2008) *What is a Consent Agenda*. Available from: <https://www.councilofnonprofits.org/sites/default/files/documents/a3e8abfbfab7a4d088d56ba3e563c6c061.pdf> [Accessed May 19, 2020] p1-3

- they want related to consent agenda items. If it is determined that an item on the consent portion of the agenda actually
- requires action or a decision that item should be removed from the consent portion of the agenda and raised later in the meeting. Any board member can request that an item be moved to the full agenda.
- A vote on the single motion applies to all the items on the consent portion of the agenda”” (Core Strategies for Nonprofits Inc., 2008:1, <https://www.councilofnonprofits.org>). According to Core Strategies for Nonprofits Inc. (2008:1) *What does it not mean if we adopt a consent agenda?* Consent agendas do not make it easier to ramrod through decisions since decision items are not placed on the consent portion of the agenda and all items on the consent portion of the agenda are still open to discussion and debate if someone requests they be moved. It is not always necessary to remove an item from the consent agenda if people have simple questions or wish to discuss the item further. ⁴⁹Discussion is permitted after the motion for approval is made, but before the vote. However, everyone should remember that extensive conversation defeats the purpose of the consent agenda. *What normally is found on a consent agenda?* Routine, informational, procedural and self-explanatory non-controversial items are generally placed on the consent portion of the agenda. These typically are such things as:

- Approval of board and committee minutes
- Correspondence requiring no action
- Committee and staff reports
- Updates or background reports provided for informational purposes only
- Appointments requiring board confirmation
- Approval of contracts that fall within the organization’s policy guidelines

⁴⁹ Core Strategies for Nonprofits Inc. (2008) *What is a Consent Agenda*. Available from: <https://www.councilofnonprofits.org/sites/default/files/documents/a3e8abbfab7a4d088d56ba3e563c6c061.pdf> [Accessed May 19, 2020] p1-3

- Final approval of proposals that have been thoroughly discussed previously, where
- the board is comfortable with the implications Confirmation of pro forma items or actions that need no discussion but are required by the bylaws
- Dates of future meetings (Core Strategies for Nonprofits Inc., 2008:1, <https://www.councilofnonprofits.org>). Furthermore, according to the Core Strategies for Nonprofits Inc. (2008:2) *What is the process for using a consent agenda?*
- The board must begin by approving a motion to adopt the consent agenda for its meetings.
- The board should then craft a policy about what may and may not be included in the consent portion of the agenda⁵⁰.
- The full agenda, including the consent items should be disseminated prior to the board meeting along with copies of reports and back up materials so that board members can do their due diligence prior to voting.
- As the first item of business the chairman should ask if anyone wishes to remove an item from the consent portion of the agenda.
- The chairman then asks for a motion to accept the consent agenda.
- Once the motion has been received, the chairman opens the floor for any questions or discussion on the items remaining on the consent agenda. The understanding, though, is that the directors have come prepared and, other than a quick point or question, they are comfortable voting for the items or they would have asked to have them removed.

⁵⁰ Core Strategies for Nonprofits Inc. (2008) *What is a Consent Agenda*. Available from: <https://www.councilofnonprofits.org/sites/default/files/documents/a3e8abbbfab7a4d088d56ba3e563c6c061.pdf> [Accessed May 19, 2020] p1-3

- If any items were removed from the consent portion of the agenda the chairman may determine where on the agenda those items will be discussed, e.g., immediately after the consent agenda has been accepted or later on the agenda.
- Quickly reviewing the remaining items, the chairman asks for any objections to the adoption of those remaining items. If none are offered all items on the consent agenda are considered to be passed (Core Strategies for Nonprofits Inc., 2008:2, <https://www.councilofnonprofits.org>). The next section will cover the causes of poor board meetings in greater detail.

4.9 Developing a meeting agenda

⁵¹“*How to Develop an Agenda*. Agendas vary greatly depending on the length of the meeting, the size of the group, and the degree of formality. Here are some general guidelines to consider when preparing an agenda for a typical faculty committee or department meeting.

1. Keep the agenda as short and simple as possible, preferably no more than a single page.
2. Put the date, time, and location of the meeting at the top of the agenda.
3. State the goals of meeting in two or three brief sentences at the top of the page.
4. Sequence events in a logical flow from information sharing to discussion to decision-making.
5. Sequence events to provide a feeling of accomplishment and momentum as early as possible.
6. Anticipate the group’s energy level and tackle difficult tasks when energy is high and positive.
7. Assign a time to each major item and indicate on the agenda who is responsible.
8. When possible, distribute the agenda in advance.
9. At the beginning of the meeting, check with the group to see whether other agenda items need to be added” (Center for Faculty Excellence, University of North Carolina at Chapel

⁵¹ Center for Faculty Excellence, University of North Carolina at Chapel Hill (2021) *How to Develop an Agenda*. Available from: https://cfe.unc.edu/leadership_old/managing-meetings/how-to-develop-an-agenda/ [Accessed March 14, 2021]

Hill, 2021, https://cfe.unc.edu/leadership_old/managing-meetings/how-to-develop-an-agenda/). The next section will cover the aspects of a virtual meeting in greater detail.

4.10 What is a ‘virtual meeting’

During the year 2020 and the following years many countries around the world began implementing lockdown measures (*to help limit the movement of people both domestically and internationally*) as a result of the global pandemic of the ‘Coronavirus’ outbreak also known as ‘Covid19’. Under the new lockdown laws people of many countries were not allowed to go to their workplaces including schools were even closed and other sectors of the economy except for essential services. This led to the high demand and creation of ‘virtual workplaces’ also known as ‘teleworking’ since many people were now forced to work from home and one of the most critical sub-component of ‘teleworking’ is the carrying-out of ‘virtual meetings’.⁵²“**10**

Effective Virtual Meeting Guidelines. The best way to communicate in a meeting:

4.10.1. Always Be Prepared

- Make sure to **test your video/audio** settings prior to any meeting.

4.10.2. Always Be Punctual

- Try to stay on schedule and be mindful of every participants’ **time** and **availability**.
- On an off chance, if you are going to be **late** or **cannot attend a meeting**, let every participant know in advance.

4.10.3. Video Etiquette

- **Group Conferences:** We recommend cameras to be on in group conferences.
- **1-on-1s or Smaller Meetings:** Cameras can be turned off to focus on your second monitor or on notes.

4.10.4. Dress Appropriately

⁵² “Corporate Finance Institute. *Virtual Meeting Guidelines*”.

- ⁵³While WFH brings a casual dress code, you must be **respectful** of participants.
- You must avoid wearing **inappropriate** or **unprofessional** clothing, unless specified.
- Make sure you are “*ready for work*” at the beginning of your day.
- Establish a routine that will set the **right mindset** and enhance **productivity**, which supports your [sense of purpose at work](#).

4.10.5. Mute Your Microphone

- Always **mute your microphone** when you are not speaking.
- When you are [speaking](#), closing the window and sitting in a quiet place will help minimize background noise.

4.10.6. Optimize Your Workstation

- ⁵⁴Make sure your pets or kids are not planning to conquer your workspace!

4.10.7. Remove All Distractions

- **Put your phone on do-not-disturb** (unless you are using it for the meeting) and mute other chat apps.
- Try to avoid distractions from your email or other screens and windows.

4.10.8. Avoid Multitasking

- Avoid working on other tasks, eating, or having [conversations](#) on the side because it may be **disrespectful** and **impolite**.

4.10.9. Imitate Face-To-Face Conversations

- Try to look at the camera to [maintain eye contact](#) with the speaker.

4.10.10. Effective Closing Comments

⁵³ WFH means work from home

⁵⁴ “Corporate Finance Institute. *Virtual Meeting Guidelines*”.

Establishing a plan to follow-up and recap [meeting minutes](#) are **two effective ways** to end a meeting”” (Corporate Finance Institute. *Virtual Meeting Guidelines*). The conclusion of this chapter will be covered in the next section in greater detail.

4.11 Conclusion

It can be concluded that meetings have become the pivotal tool used to achieve a culture of togetherness in a modern workplace. Business meetings of employees, management and board of directors are usually formal meetings while informal meetings can be done as lunch meetings. It is critical for each and every board meeting to have a well designed and communicated meeting agenda since this helps board of directors to be fully knowledgeable of the issues or topics to be discussed in the meeting. It can also be concluded that there are certain requirements that must be followed in order for a formal meeting to successfully take place. It can therefore be concluded that poor preparation of meetings can lead to unproductive meetings.

4.12 Review questions

- 1) Define the term ‘formal’ and ‘informal’? Discuss what is a ‘meeting’? Explain the history of meetings?
- 2) Describe the characteristics of a successful meeting? Discuss what is an ‘agenda’ and a ‘consent agenda’?
- 3) Explain how to develop a meeting agenda? Discuss what is a ‘virtual meeting’?

Chapter 5: Minutes

After reading this chapter you should be able to:

- Define the following terms “minutes’ and ‘storage’. Describe what are ‘minutes of a board meeting’. Explain the legal requirements surrounding minutes of board meetings in particular the United Kingdom. Identify the benefits of ‘minutes of a board meeting’.
- Discuss the different types of minutes of a meeting. List the prerequisites of effective board meeting minutes. Describe the various steps involved in drafting meeting minutes.
- Identify the characteristics of a competent minute taker in a board meeting. Provide a relevant example of minutes of a board meeting.

5.1 Introduction

Nowadays the archiving of information has become very critical towards knowledge management in the modern day business world. Record keeping in each and every organization is critical since it helps to enhance the effective management of information, transparency and governance. One of the many ways an organization can use to keep accurate records is via the writing or recording of minutes during board meetings. “Taking minutes of meetings is administrative good practice. It creates a record of what has been agreed, and by whom; and of what is to be done, by when and by whom. For such a basic aspect of the administration of business of all kinds, it is surprising that there is relatively little formal guidance about how the minutes of business meetings might most effectively be taken. Board meetings⁵⁵ are the highest level internal decision-making forum of an organisation and the proper purpose of minutes is to provide a formal, long-term internal record of those meetings, for the benefit of the organisation rather than for any third party. The minutes may, however, subsequently become relevant in

⁵⁵ Note that although the governing body of an organisation, its members and the governance professional responsible for taking the minutes of its meetings may enjoy a variety of titles, for ease of reference we have referred to that governing body, its members and that person, regardless of sector, as the board, the directors and the company secretary throughout this document. We appreciate that this will not be strictly accurate in all cases, but these are simple and well-understood terms, use of which will shorten our text considerably.

legal proceedings and are increasingly subject to external scrutiny”⁵⁶ (ICSA The Governance Institute, 2016:2, www.icsa.org.uk). The definition of terms will be discussed in the following section.

5.2 Definition of terms

Numerous publications such as journals, newspapers, magazines, websites and textbooks have highlighted the definition of minutes over the past number of years. The term ‘minutes’ for the purposes of this textbook refers to all recorded facts or data pertaining to what was discussed, presented, corrected, recommended and requested during a formal meeting that consisted of two or more people whilst following the agenda of the meeting. In addition the term ‘storage’ for the purposes of this textbook refers to the archiving, safe keeping, holding and filing of both physical (stationery) or non-physical goods (data) for future use or distribution. The next section will cover the meaning of minutes of meetings.

5.3 What are ‘minutes of a board meeting’

“Meeting minutes, or *mom* (for minutes of meeting) can be defined as the written record of everything that’s happened during a meeting. They’re used to inform people who didn’t attend the meeting about what happened, or to keep track of what was decided during the meeting so that you can revisit it and use it to inform future decisions”⁵⁷ (Personify Wild Apricot, 2020, www.wildapricot.com/). According to Personify Wild Apricot (2020) “What is the purpose of meeting minutes? You shouldn’t be intimidated by the term “minutes” since it’s actually a little misleading. After all, your committee or Board doesn’t want or need a record of its meeting proceedings minute by minute! But it is important to capture the essence of the meeting, including details such as:

- decisions made (motions made, votes, etc.)
- next steps planned

⁵⁶ ICSA The Governance Institute (2016) *The Practice of Minuting Meetings*. Available from: <https://www.icsa.org.uk/assets/files/free-guidance-notes/practice-of-minute-meetings-feedback.pdf> [Accessed May 17, 2020] p2-51

⁵⁷ Personify Wild Apricot (2020) *How to Write Effective Meeting Minutes (with Templates and Samples)*. Available from; <https://www.wildapricot.com/articles/how-to-write-meeting-minutes>

- identification and tracking of action items

Minutes are a tangible record of the meeting for its participants and a source of information for members who were unable to attend. In some cases, meeting minutes can act as a reference point, for example:

- when a meeting's outcomes impact other collaborative activities or projects within the organization

- minutes can serve to notify (or remind) individuals of tasks assigned to them and/or timelines⁵⁸ (Personify Wild Apricot, 2020, www.wildapricot.com). *Parties involved in writing minutes of the board meeting?* “The governing body of an organisation is responsible for its management and for ensuring that the organisation is run lawfully. It is ICSA’s view that the company secretary is responsible to the chairman for the preparation and retention of minutes; the chairman and the other members of the board are responsible for confirming their accuracy. An item of business at the succeeding board meeting will usually be to approve the minutes of the last meeting. As the professional body responsible for encouraging good governance, ICSA has always advocated that organisations appoint a properly qualified individual to take minutes of board meetings. Sometimes the legal counsel and company secretarial roles are combined, and someone with another professional background might not necessarily have received the same robust training in the law and practice of meetings that someone with specific company secretarial training will have received”⁵⁹ (ICSA The Governance Institute, 2016:7, www.icsa.org.uk). According to the ICSA The Governance Institute (2016:8) there were also mixed views on whether some training in taking minutes should be mandatory. The gist of most of the responses was, however, that it was the skills of the individual that mattered rather than their specific qualification: *‘whoever takes the minutes they should be an impartial, robust individual who is independent and dispassionate; has an understanding of the business; (and) an*

⁵⁸ Personify Wild Apricot (2020) *How To Write Effective Meeting Minutes*. Available from: <https://www.wildapricot.com/articles/how-to-write-meeting-minutes> [Accessed May 17, 2020]

⁵⁹ ICSA The Governance Institute (2016) *The Practice of Minuting Meetings*. Available from: <https://www.icsa.org.uk/assets/files/free-guidance-notes/practice-of-minute-meetings-feedback.pdf> [Accessed May 17, 2020] p2-51

understanding of relevant legal and regulatory requirements, the responsibilities of the board, directors duties etc. Minutes need to have a business focussed approach, they need to be true, factual and accurate, and also clear and understandable.’’ (ICSA The Governance Institute, 2016:8, www.icsa.org.uk). The next section will cover the legal requirements surrounding minutes of board meetings in particular the United Kingdom.

5.4 Legal requirements surrounding minutes of board meetings in particular the United Kingdom

In general almost every formal document in an organization often has some sort of legal structures surrounding it.⁶⁰ According to the ICSA The Governance Institute (2016:4) unlike company General Meetings, board meetings are almost entirely unregulated by the Companies Act 2006 (the Act). However, there is a specific requirement in the Act to have board minutes. Section 248 requires minutes of board meetings to be taken and kept for at least 10 years, failure to do so being a criminal offence on the part of the directors, and section 249 stipulates that the minutes are evidence of the proceedings at the meeting, unless the contrary is proved. Minutes of board meetings form part of the company’s records under the Act and can be held as hard copies or in electronic format – but must be capable of being reproduced in hard copy form (see sections 1134 and 1135 of the Act). This is a decision for individual companies. For companies, directors’ statutory duties are set out in sections 170-177 of the Act. They cover duties to act within their powers; to promote the success of the company; to exercise independent judgement, reasonable care, skill and diligence; to avoid conflicts of interest, declare any interest in a proposed transaction and not to accept benefits from third parties. The Act imposes potential liabilities for non-compliance on the company and, usually, on every officer in default. All directors and the company secretary are the officers who are potentially liable for any such

⁶⁰ ICSA The Governance Institute (2016) *The Practice of Minuting Meetings*. Available from: <https://www.icsa.org.uk/assets/files/free-guidance-notes/practice-of-minute-meetings-feedback.pdf> [Accessed May 17, 2020] p2-51

⁶¹ United Kingdom Legislation.gov.uk (2018) *Companies Act 2006*. Available from; www.legislation.gov.uk/ukpga/2006/46/pdfs/ukpga_20060046_en.pdf [Accessed 2018, 25 November] © Legislation.gov.uk, 2018. This information is licensed under the Open Government Licence v3.0. To view this licence, visit <http://www.nationalarchives.gov.uk/doc/open-government-licence/> OGL v3.0

default. The Insolvency Act 1986 imposes potentially more serious liabilities which may be incurred by a director personally when a company becomes insolvent and there has been fraudulent or wrongful trading. It is therefore important that consideration is given when preparing the minutes of board meetings to what may be appropriate or necessary, depending on the nature of the business or the circumstances, to demonstrate that the board members have observed their responsibilities to the company and complied with their legal and regulatory duties. Board meetings are an internal matter and therefore the conduct of board meetings is governed by the organisation's constitutional documents. For example, every company must conduct its board meetings in accordance with its articles of association. Companies are free to set their own articles but many companies that have adopted new articles since 1 October 2009 will have included the provisions set out in the Model Articles prescribed by the Act in their articles. Companies with articles adopted before 1 October 2009 are likely to have included the provisions set out in Table A of the Companies Act 1985⁶² (ICSA The Governance Institute, 2016:4, www.icsa.org.uk). In the following section the benefits of minutes of a board meeting will be covered in-depth.

5.5 Benefits of 'minutes of a board meeting' highlighted in a feedback statement review

“Question 1 – What do you believe to be the principal function of meeting minutes? We received 83 responses to this question. Almost all of these included ‘to record key points of discussion, record decisions and the reasons for decisions, and agreed actions’ (or equivalent wording). Words like ‘accurate’, ‘impartial’ and ‘balanced’ appeared in a number of responses. Many responses also included ‘to demonstrate challenge’. This latter point was particularly interesting as it indicated the degree to which minutes are now being prepared for external as well as internal consumption and the focus on this aspect of the role of the board. As one respondent commented: ‘It is necessary to include matters which were considered to support the decision made. Need to demonstrate due skill and care, directors took advice where necessary

⁶² ICSA The Governance Institute (2016) *The Practice of Minuting Meetings*. Available from: <https://www.icsa.org.uk/assets/files/free-guidance-notes/practice-of-minute-meetings-feedback.pdf> [Accessed May 17, 2020] p2-51

and considered all relevant information at the time the decision was made – in order to protect the directors from claims they have not properly discharged their duties.’ Other key points that were highlighted included that the minutes evidence the authority for directors to carry out acts on behalf of the company, in particular recording the delegation of responsibility. **One respondent noted:** *‘They should be the single source of truth, and should be a complete, self-standing record (together with the papers). They should act as evidence of the meeting and as a record of those matters discussed/noted, concerns raised, decisions made and, where considered helpful, the rationale for those decisions, and demonstrate the directors acting in accordance with their duties under the Companies Act.’*”⁶³ (ICSA The Governance Institute, 2016:5, www.icsa.org.uk).

According to the ICSA The Governance Institute (2016:6) they need to demonstrate proper consideration of risks and that the impact on stakeholders has been taken into account. As we suspected might be the case, there were differences in key purpose(s) depending on the type of organisation. A charity or public sector organisation may focus more on ensuring there is clear accountability visible through the minutes, in some cases having consideration for the fact that they will enter the public domain. Alternatively a regulated financial services company is more likely to focus on providing evidence of robust decision making; demonstrating that directors undertook their duties and responsibilities in accordance with statutory requirements and gave matters, particularly those relating to risk, appropriate consideration. In this sector in particular, we heard that: *‘minutes have become much more fulsome in content, documenting both the decisions and discussion that led to the [decisions]’ and that they ‘are used to demonstrate good governance, a robust decision making process as well as engagement and appropriate challenge.’* In short the purpose of minutes – and consequently their style, content and structure – will vary, certainly across sectors but also between companies. This variance is not a bad thing, indeed we believe it to be a very good one, but variations from common practice should be made, where appropriate, on the basis of an informed decision. This is an important point which we will bear in mind throughout the development of our guidance (ICSA The Governance

⁶³ ICSA The Governance Institute (2016) *The Practice of Minuting Meetings*. Available from: <https://www.icsa.org.uk/assets/files/free-guidance-notes/practice-of-minute-meetings-feedback.pdf> [Accessed May 17, 2020] p2-51

Institute, 2016:6, www.icsa.org.uk). The following section will cover the types of minutes of a meeting.

5.6 Types of minutes of a meeting

Minutes of board meetings are critical for every organization and their writing or storage must be maintained at all times and it is important to point-out the fact that there are different types of minutes of a meeting. The different types of minutes include the following:

5.6.1 ⁶⁴“*Verbatim minutes* (word-for-word records of what was said) □ For any type of meeting at which every word that was said must be captured —usually a legal context, at the advice of legal counsel” (Alberta School Councils’ Association, 2019:1, www.albertaschoolcouncils.ca).

5.6.2 ““*Decision-only minutes* (motions or decisions only – no shred of discussion) □ For formal meetings that require the formal approvals, like financial expenditures, electing Executive members or appointing committee chairs; or for meetings at which you carry out all business through motions

□ Examples:

a) Members agreed that the Chair and Principal should arrange for a Parent Information evening to receive feedback related to the proposed cultural recognition practices in our school. Members will be advised of the date as soon as it is confirmed.

b) It was decided by members present that a written summary of the responses to the Homework Policy Survey will be provided to the Principal by November 15, 2019.

c) Moved that the maximum budget of \$15,000 for adding four Smart Boards to classrooms. Smith/Jones Carried The Principal will proceed with the purchase” (Alberta School Councils’ Association, 2019:1, www.albertaschoolcouncils.ca).

5.6.3 “*Anecdotal minutes* (decisions and discussion summaries) □ For department/team meetings throughout the organization; for brainstorming sessions; the most common and are used for many types of meetings—the key with anecdotal minutes is what to record” (Alberta School Councils’ Association, 2019:1, www.albertaschoolcouncils.ca). “*TWITTER, TWEET, RETWEET*

⁶⁴ Alberta School Councils’ Association (2019) *Masterful Minutes Handout 2c Three Types of Minutes April 2019*.

Available from: <https://www.albertaschoolcouncils.ca/public/download/files/113614> [Accessed May 17, 2020]

and the Twitter logo are trademarks of Twitter, Inc. or its affiliates.” The following section will cover the prerequisites of effective board meetings minutes in-depth.

5.7 Prerequisites of effective board meeting minutes highlighted in a feedback statement review

The key components that must be carried-out in the drafting of minutes of a meeting in a boardroom include the following:

5.7.1 ⁶⁵“*Style of writing*. The company secretary will take notes at board meetings from which they will write up the minutes. Minutes need to be written in such a way that someone who was not present at the meeting can follow the decisions that were made. Minutes can also form part of an external audit and a regulatory review, and may be used in legal proceedings. When writing minutes, it is important to remember that a formal, permanent record is being created, which will form part of the ‘corporate memory’. Minutes should give an accurate, balanced, impartial and objective record of the meeting, but they should also be reasonably concise. The importance of accuracy should not be underestimated as the minutes of a meeting become the definitive evidence of what happened at that meeting and who attended. Courts will rely on them as being evidence unless proved otherwise. Historically, the convention has been that:

- Minutes should be written in reported speech, i.e. past tense, and in the conditional mood for future actions (i.e. would and should, rather than will and shall)
- The board has collective responsibility for its decisions and therefore the naming of individuals should be avoided wherever possible, although this is not the rule in some specific sectors” (ICSA The Governance Institute, 2016:14, www.icsa.org.uk).

5.7.2 “*Preliminary information*. All minutes should begin by recording the date, time and venue where the meeting was held, and how it was held (i.e. in person, by telephone etc.). They should record those directors and other attendees present, and whether any were not present for the whole meeting, together with apologies from directors unable to attend. The list of directors present should demonstrate there was a quorum. The required number of directors for a *quorum*

⁶⁵ ICSA The Governance Institute (2016) *The Practice of Minuting Meetings*. Available from: <https://www.icsa.org.uk/assets/files/free-guidance-notes/practice-of-minute-meetings-feedback.pdf> [Accessed May 17, 2020] p2-51

will be set out in the organisation's constitution. Suggestions for additional preliminary information included:

- The company name in full
- The company number
- Whether the meeting is 'standard' or 'ad hoc' and outside the normal timetable
- Confirmation that the meeting has been duly convened, with appropriate notice given, noting any director claiming not to have received notice or adequate notice, particularly comments that papers have been received late so they have had inadequate time to prepare⁶⁶
- Clear distinction between those directors attending in person, those attending remotely (and how they are doing so), those attending as an alternate and those who are not directors but are in attendance at the meeting
- Identification of the chairman and secretary
- The role, job title and (if applicable) company name of those in attendance.
- The location of any directors who are attending the meeting remotely (important for companies that need to demonstrate the whereabouts of management and control for tax reasons)
- That the meeting was confidential
- The provision(s) in the Articles of Association enabling remote attendance at the meeting (or the holding of a telephone meeting)
- The time zones of attendees attending remotely
- (For legal transactional board minutes) a preliminary section outlining the purpose of the meeting, including the background to the transaction
- A reminder to directors of their statutory duties
- A distinction between those who sent apologies for absence and those who simply didn't turn up (!)

There were also some specific suggestions for those meetings that have to be held in two parts or in public:

⁶⁶ ICSA The Governance Institute (2016) *The Practice of Minuting Meetings*. Available from: <https://www.icsa.org.uk/assets/files/free-guidance-notes/practice-of-minute-meetings-feedback.pdf> [Accessed May 17, 2020] p2-51

- That it should be made clear which part of the meeting is which
- That the public should be acknowledged at the start of the meeting and told how, if at all, they may engage with the meeting. For example, when any public questions will be dealt with.

Some comments which were helpful but did not, perhaps, deal with preliminary information, included:

- The time the meeting closes should be recorded
- Any breaks or interruptions should be recorded
- Minutes should be sequentially numbered to prevent fraudulent alterations and for ease of reference
- Minutes should be indexed
- Minutes should be clearly marked as draft until approved
- Minutes should state whether or not there was a paper for each agenda item” (ICSA The Governance Institute, 2016:9-10, www.icsa.org.uk).

5.7.3 ⁶⁷“*Level of detail in minutes*. This is one of the most contentious issues around the minuting of meetings. Most people would agree that minutes should be neither too long nor too short. They should be detailed enough to confirm that the directors were aware of and have complied with their obligations and duties. However, exactly what this means is open to debate. The chairman of a meeting has a significant influence on both the conduct of meetings and, very often, on the style of the minutes produced. The chairman has a responsibility under common law to ensure that all those entitled to speak at the meeting have the opportunity to have their say, and this must include responsibility for allowing adequate time for discussion in order to tease out the issues and for ensuring there is sufficient due diligence for transactions. This should be reflected in the minutes. There are a number of aspects of minute-taking which could be described as a traditional view:

5.7.3.1 Minutes should not be a verbatim record. They should document the key points of discussion but focus on the decision or, in the case of a committee meeting, any recommendation

⁶⁷ ICSA The Governance Institute (2016) *The Practice of Minuting Meetings*. Available from: <https://www.icsa.org.uk/assets/files/free-guidance-notes/practice-of-minute-meetings-feedback.pdf> [Accessed May 17, 2020] p2-51

to the board. A decision of the board should be clearly minuted and the usual wording is ‘It was resolved that ...’ Likewise board committees might note ‘It was agreed that ...’

5.7.3.2 Minutes should document the reasons for the decision and include sufficient background information for future reference – or, perhaps, for an absent board member to understand why the board has taken the decision that it has. In simple terms, their purpose is to record what was done, not what was said. If the board or committee require action to be taken, the minutes should make clear who has responsibility for the action and the date, if applicable, by which it should be completed.

5.7.3.3 If board papers are received for noting and no decision is required, then unless here is material discussion that needs to be recorded, minutes should indicate that the relevant report was ‘received and noted’⁶⁸.

5.7.3.4 Where reference is made to any board papers signed by the chairman a hard copy of those board papers must be retained in addition to the hard copy of the minutes themselves.

5.7.3.5 Minutes should reflect the business and sector. Larger, more complex companies and those in regulated industries have additional issues to consider and tend to have longer meetings, so the minutes should reflect this. Minutes of board meetings in some sectors such as financial services have become more detailed and prescriptive in recent years due to increased regulatory oversight and the need to demonstrate appropriate challenge by individual directors” (ICSA The Governance Institute, 2016:17, www.icsa.org.uk).

5.7.4 “Content. A concern has been expressed by a number of companies with U.S. listings, whose minutes are consequently examined by their U.S. lawyers, that there is a risk of minutes being included in a discovery process and so excessive detail could leave the organisation vulnerable to legal challenge in the future. Concern has also been expressed about the recording of privileged legal advice and how this may be done to ensure that it remains privileged” (ICSA The Governance Institute, 2016:17-26, www.icsa.org.uk).

5.7.5 “Dissent. The board has collective responsibility for its decisions and so care should be taken to ensure that views expressed during discussion are not attributed to individual directors.

⁶⁸ ICSA The Governance Institute (2016) *The Practice of Minuting Meetings*. Available from: <https://www.icsa.org.uk/assets/files/free-guidance-notes/practice-of-minute-meetings-feedback.pdf> [Accessed May 17, 2020] p2-51

However, in exceptional circumstances, where agreement by the whole board cannot be reached, individual directors may request that their dissenting view be recorded in the minutes. Any such request should be complied with. **Question 16 - How and in what circumstances do you believe dissenting views should be recorded?** There were 77 responses to this question, not all of which addressed both elements of the question, and some answers gave multiple examples of when dissenting views should be recorded. The most popular circumstance, cited by 41 respondents, was at the request of the dissenter(s), with three more respondents saying also on request by the chairman. Other circumstances suggested included:

- Where the dissenters' judgement might be questioned (five responses)
- For protection in relation to future legal challenge / liability (six responses)
- Matters of conscience (seven responses)
- Where dissent might justify resignation in the future (one response)

One suggestion for specimen wording might be: *'There was a robust discussion about x, with considerable challenge around a, b, c and d. The board agreed to y, with Mr z requesting that his dissent be recorded.'* Mr z's reasons should be covered, amongst others, under a, b, c and d" (ICSA The Governance Institute, 2016:27, www.icsa.org.uk).

5.7.6 ⁶⁹**"Publishing minutes.** Some organisations such as public bodies and regulators choose to provide complete transparency over their board meetings by publishing board papers and minutes on their websites. However, it has been suggested that this level of transparency might result in the board meetings ceasing to be the decision-making body for the organisation, with confidential or 'water cooler' meetings held separately from board meetings to discuss matters and agree a position, before the matter is 'discussed' by the board and made public. In a similar vein, a number of organisations, particularly in the public sector have an obligation to respond to Freedom of Information requests, which may require the publication of minutes. It was acknowledged by some corporate respondents that other organisations (particularly in the public sector) might be required to publish minutes by their constitutions or other relevant regulations, but on the whole this was considered not to be applicable or desirable in the context of corporate organisations. **One company summed this up rather well:** *'I understand there may be a*

⁶⁹ ICSA The Governance Institute (2016) *The Practice of Minuting Meetings*. Available from: <https://www.icsa.org.uk/assets/files/free-guidance-notes/practice-of-minute-meetings-feedback.pdf> [Accessed May 17, 2020] p2-51

requirement for public bodies, but for private companies, board meetings are a private and internal matter, and for meetings to be effective and directors to speak freely at the meeting, privacy should be assured.' Arguments in favour of publication tended to emphasise transparency and openness, and at least one respondent saw this as a more modern approach. However, there was a very strong opposing view that, in addition to the issues of commercial sensitivity and confidentiality associated with publishing minutes, publication would actually undermine transparency by impeding open discussion in board meetings and by adversely affecting the quality of the minutes. It would create a risk that significant decisions would be taken outside the board and that minutes would be written with publication in mind. **As one respondent commented:** *'My experience of reading minutes published by public bodies and regulators suggests that they are very circumspectly written, but not so much so as to be of no value at all.'* **Another noted that** *'minutes should be kept confidential to avoid 'theatre' mentality. If members know the minutes will be published, they are much less likely to speak openly and honestly in the meeting'* **and a third that** *'Our minutes will often contain commercially confidential information. If we had to publish minutes we would be likely to need to omit this from the minutes, thereby making the minutes less useful for the board and the organisation.'* **All this can be summed up in one response, which said that:** *'My view is that it is difficult to satisfy both the requirements (of) the board to have appropriate professional minutes, which will stand the test of time, and at the same time produce a set of minutes of the same meeting, which are appropriate for public / wider consumption.'*⁷⁰ (ICSA The Governance Institute, 2016:29, www.icsa.org.uk).

5.7.7 "Conflicts of interest. Some transactions involving the company and a director might give rise to a conflict between the interests of the company and the personal interests of the director. An example is where the company is agreeing a director's service contract. The director has a duty to the company to get the best contractual terms for the company but this conflicts with his or her personal interest in obtaining favourable terms. Conflict of interest rules apply to protect the company but, generally, the director should declare any personal interest before the matter is discussed. In certain circumstances a director will need to recuse themselves from discussion and

⁷⁰ ICSA The Governance Institute (2016) *The Practice of Minuting Meetings*. Available from: <https://www.icsa.org.uk/assets/files/free-guidance-notes/practice-of-minute-meetings-feedback.pdf> [Accessed May 17, 2020] p2-51

decisions on such matters. There are also certain circumstances when an individual director may need to ensure they do not participate in discussion of a sensitive matter that conflicts with other obligations due to their nationality or country of residence. In such circumstances they may be committing a criminal or regulatory offence in their home country if they participate in the discussion. In any conflicts of interest situation it is important that the minutes note that the director in question was not present for, or did not contribute to, the relevant discussion if applicable” (ICSA The Governance Institute, 2016:35, www.icsa.org.uk).

5.7.8 “Editing minutes. If minutes are well written there should be little need for editing by the directors. Apart from the company secretary, the biggest influence on the style and content of minutes is the chairman; it is important, however, that the content of minutes are acceptable to all directors. Amendments to draft minutes around matters of style and content are acceptable, provided all the key points of discussion and the decisions or recommendations are recorded. It is also acceptable to allow an executive who has made a technical presentation to the board to comment on the minute relating to that section, provided that their suggestions do not conflict with the company secretary’s contemporaneous notes, which should always take precedence. Under no circumstances should a director or anyone else be permitted to insert points not made at the meeting, or to delete those that were. Once the minutes have been approved by the whole board, they should not be amended. If, exceptionally, an error is discovered at a later date, the error should be agreed and minuted at a subsequent meeting and reference to this amendment should be noted on the original minutes” (ICSA The Governance Institute, 2016:37, www.icsa.org.uk).

5.7.9 ⁷¹**“Corrections to the draft minutes.** There were a number of helpful points made here, suggesting that our original drafting may have been insufficiently clear. In particular, it was pointed out that the heading should refer to the editing of draft minutes. **One response summed this up rather well:** *‘Whilst I agree generally with the analysis I do not agree that the company secretary’s notes should necessarily take precedence over the subject expert. It is entirely possible that the company secretary might not fully appreciate the nuances of another technical*

⁷¹ ICSA The Governance Institute (2016) *The Practice of Minuting Meetings*. Available from: <https://www.icsa.org.uk/assets/files/free-guidance-notes/practice-of-minute-meetings-feedback.pdf> [Accessed May 17, 2020] p2-51

discipline e.g. engineering, in which they might not be fully conversant. I consider that in any dispute as to the matters discussed at a meeting and the content of the minutes in these circumstances, should be determined ultimately by the chairman of the board in consultation with the company secretary, having regard to any general consensus.’ One response was particularly detailed, and we feel it worth quoting at length. Although they disagree with detail in our original drafting, we agree with the sense of their comments: ‘The inference that the need for editing implies that the minutes were not well drafted is not one that we share. There is a world of difference between poorly drafted minutes where the secretary has not understood what has gone on at the meeting and the careful editing of a well drafted set of minutes by board members. This goes to the very heart of the responsibility for accuracy of the minutes which clearly rests with the board/committee in question and is a matter of judgement that will often give rise to debate and differences of opinion. Minute writing is an art. Whilst for routine meetings, minimal changes to the minutes should be the norm, it is not realistic to expect minutes always to be ‘right first time’, particularly when dealing with highly sensitive or complex business matters in the course of a lengthy board meeting. Opinion will often vary on how certain points should be expressed; this may simply be a matter of emphasis or nuance but getting this right is important particularly if the minutes will be shared with a regulator or third party. ⁷²Editing by board members who are ultimately responsible for the accuracy should not be regarded as failing on the part of the person drafting the minutes but a sign that responsibilities are understood and taken seriously. With the primary aim being to ensure completeness and accuracy, a review of technical content by specialist functions or executives is a good discipline and should not be discouraged. It goes without saying that any conflict with the company secretary’s notes would need to be explored. In the event of conflicting views on the draft minutes, the chairman should be the final arbiter.’” (ICSA The Governance Institute, 2016:38, www.icsa.org.uk).

5.7.10 “Access to minutes. Minutes of board meetings are internal records of the company and, as such, shareholders have no legal right to see board minutes. However, as noted above, some organisations such as regulatory bodies now publish minutes of board meetings and associated

⁷² ICSA The Governance Institute (2016) *The Practice of Minuting Meetings*. Available from: <https://www.icsa.org.uk/assets/files/free-guidance-notes/practice-of-minute-meetings-feedback.pdf> [Accessed May 17, 2020] p2-51

papers on their websites. Careful consideration should be given to a decision to publish details of internal matters in this way and consideration should be given to the potential impact on this important decision-making function within the organisation. Auditors sometimes request to see board minutes as part of their audit inspection. Some companies will allow this, others only allow the audit partner to read the minutes and others will only allow them to see specific minutes. One suggestion was that any section of the minutes which should not be released can be marked so that when they are prepared for external review redaction is simple. In some regulated sectors, the regulator will request copies of board minutes”⁷³ (ICSA The Governance Institute, 2016:42, www.icsa.org.uk).

5.7.11 “Retention of company secretary’s notes of meetings. It is usual practice for company secretaries to keep their written notes of board meetings until the final version of the minutes are formally approved at a subsequent board meeting. Some company secretaries keep their written notes indefinitely but it should be understood that any such notes would be ‘discoverable’ or disclosable in the context of any future litigation. More recently some company secretaries began recording board meetings in order to clarify the nuances of a debate over controversial discussions and also to provide a continuous record of discussions when a company secretary is required to participate in discussions at a board meeting and/or leave the room during the course of the meeting. The difficulty of participating in a meeting and also taking minutes is acknowledged but a solution might be to have a deputy or other minute taker attend the meetings to allow the company secretary to participate freely. **Question 28 - How long do you retain your notes of meetings, and why?** The majority of respondents (47) keep notes until the approval of the minutes, normally at the next meeting. A number of those respondents (20) noted that the approval process involved the minutes being signed by the chairman. The justifications for this approach reiterated that the approved minutes are the official record of the meeting (24 responses); and there were specific references to destroying or securely disposing of the notes (24 responses), sometimes subject to legal restrictions (two responses). Where notes are retained for longer, some respondents have specific time-frames for retention and others depend on the occurrence of particular events:

⁷³ ICSA The Governance Institute (2016) *The Practice of Minuting Meetings*. Available from: <https://www.icsa.org.uk/assets/files/free-guidance-notes/practice-of-minute-meetings-feedback.pdf> [Accessed May 17, 2020] p2-51

- 3 months after approval (one response)
- 12 months (six responses)
- 2 years (one response)
- ‘around 5 years’ (two responses)
- 6-10 years (one response)
- 7 years (one response)
- 20 years (one response)
- ‘indefinitely’ (three responses)
- ‘permanently’ (two responses)
- ‘beyond signing – part of a book’ (one response)
- ‘until the conclusion of the next audit’ (one response)
- ‘until I leave the job’ (three responses)
- ‘until the completion of [a] notebook’ (three responses)⁷⁴ (ICSA The Governance Institute, 2016:44-45, www.icsa.org.uk).

5.7.12 “The recording of meetings. Question 29 - What are your views on the recording of board meetings?” There were 79 responses, of which only nine favoured the recording of board meetings. 51 were against the idea and 19 were neutral or felt that it should only be done in specific circumstances. Although the majority of respondents oppose recording board meetings, there are supporters and critics of the approach across both the corporate and public sectors. Several of the same negatives and positives were highlighted by respondents from across the spectrum with the most common being that it was felt that it might stifle debate which was raised by a third of those against the idea, especially as it would be necessary to seek consent from those recorded. **One respondent was particularly concerned that it might:** *‘stifle discussion or drive discussion outside of the meeting. In a regulated environment, the Regulator will ask for recordings as soon as they know they are made’*. This is because it *‘creates an alternative form of record of the meeting which risks inconsistency with the primary written minute’*. The other most common issue was that it might detract from minute taking skills. **One responded commented that:** *‘this suggestion is one step away from having a verbatim record of meetings*

⁷⁴ ICSA The Governance Institute (2016) *The Practice of Minuting Meetings*. Available from: <https://www.icsa.org.uk/assets/files/free-guidance-notes/practice-of-minute-meetings-feedback.pdf> [Accessed May 17, 2020] p2-51

which is not the purpose of minute taking’ whilst another was concerned that it *‘doesn’t help the title of company secretary, as it would give the perception of an admin secretary which is enough of a challenge as it is.’* Other concerns included that the recording might fall into the wrong hands and that any recording could be disclosable in future litigation. This might be particularly embarrassing were a point made ‘off the record’ to be included. On the positive side, there were those who felt that recording would improve the accuracy of minutes as misheard or misunderstood points could be clarified easily and one respondent felt that it would help with poor boardroom acoustics. Exactly the same points were argued from the opposite side – that comments from quietly-spoken individuals or those furthest from the microphone might be missed and that nuances of tone or body language might be missed. **We must also remember that in some sectors this ship has sailed:** *‘Until recently it was seen as poor practice to take audio recordings of council meetings, and to retain them, because they represented an alternative record of proceedings where the minutes should be final. The advent of audio and video webcasting, and the right of the public to record meetings using their own equipment, has rendered this point moot.’* **Question 30 - How long should such recordings be retained?** In most cases, the suggested retention period was a function of the purpose of the recording – whether it was an aide-memoire for the company secretary or served some purpose of record. Again, in the public sector, where the primary purpose of recording is transparency and so audio-visual recording or live streaming are sometimes used, they may be held permanently” (ICSA The Governance Institute, 2016:48, www.icsa.org.uk).

5.7.13 ⁷⁵**“Any other business. Question 31 - Do you have any other observations on the minuting of meetings which might be helpful? The following are a flavour of some of the responses to this question which we thought might be of wider help or interest:**

- Good minuting is a deceptively difficult and time consuming task – more than one respondent described it as an art – which is often under-valued, notably by directors. It is far more than an administrative formality and there is scope for additional use of electronic solutions in the future.
- There is no one size fits all approach for minute-writing. Context is always important and each chairman and each board will have their own preference for minuting style.

⁷⁵ ICSA The Governance Institute (2016) *The Practice of Minuting Meetings*. Available from: <https://www.icsa.org.uk/assets/files/free-guidance-notes/practice-of-minute-meetings-feedback.pdf> [Accessed May 17, 2020] p2-51

- A key factor in the ease of minuting a meeting is how well it is chaired. The quality of papers presented to the meeting is also important. It is helpful if the chairman makes a brief summation of the outcome of discussions, as he sees it, giving members opportunity to agree or suggest amendments to that summation. It is the responsibility of the minute-taker to request clarification if there is any doubt as to the outcome of discussions or the conclusion reached.
- The person taking minutes should be suitably qualified (ICSA, lawyer who has studied corporate law, corporate governance) and with suitable experience particularly for PLCs and quoted and listed companies or Private Equity companies. Too often minuting a meeting is left (at short notice) to a junior member of staff without the experience or training to fulfil this role.
- The person taking the minutes should not be participating in the meeting”⁷⁶ (ICSA The Governance Institute, 2016:49, www.icsa.org.uk). The following section will cover the various steps involved in drafting meeting minutes.

5.8 Steps involved in drafting meeting minutes

The six steps involved in the writing of minutes identified by Personify Wild Apricot are depicted in Figure 5.1 below.

⁷⁶ ICSA The Governance Institute (2016) *The Practice of Minuting Meetings*. Available from: <https://www.icsa.org.uk/assets/files/free-guidance-notes/practice-of-minute-meetings-feedback.pdf> [Accessed May 17, 2020] p2-51

Figure 5.1 Six steps involved with meeting minutes



Source: Diagram Created By Author Using Information From: (Personify Wild Apricot, 2020, www.wildapricot.com/)

⁷⁷According to Personify Wild Apricot (2020) what’s involved with meeting minutes? As mentioned above, there are essentially six steps involved with meeting minutes:

5.8.1 Pre-planning meeting minutes:

A well-planned meeting helps ensure effective meeting minutes. If the Chair and the Secretary or minutes-taker work together to ensure the agenda and meeting are well thought out, it makes

⁷⁷ Personify Wild Apricot (2020) *How To Write Effective Meeting Minutes*. Available from: <https://www.wildapricot.com/articles/how-to-write-meeting-minutes> [Accessed May 17, 2020]

minute taking much easier. For example, depending on the meeting structure and the tools you use, the minutes-taker could work with the Chair to create a document format that works as an agenda and minutes outline as well.

5.8.1.2 What is the agenda of a meeting?

5.8.1.2.1 Meeting agenda = outline:

At the very least, it's important to get a copy of the meeting agenda and use it as a guide or outline for taking notes and preparing the minutes – with the order and numbering of items on the minutes of meeting matching those of the agenda. ⁷⁸In addition, the agenda and/or meeting notice also provides information that will need to be included in the minutes, such as:

- the names of all the meeting attendees, including guests or speakers
- documents that are sent out with the agenda or handed out in the meeting – copies (digital or hard copy) of handouts should be stored with the meeting minutes for future reference and for sharing with those who were unable to attend the meeting (and others as determined by the meeting's Chair).

5.8.1.2.2 Clarifying Expectations:

When you take on a new role as minutes-taker or Secretary, be sure to ask the Chair of the committee or Board what their expectations are of your role during the meeting, as well as the type of detail he/she expects in the minutes. For example, if your Board or committee will be dealing with motions, or voting on items/issues, be clear on whether you need to offer names of those making motions, seconding, etc.

5.8.2 What should be included in meeting minutes?

Before you start taking notes, it's important to understand the type of information you need to record at the meeting. As noted earlier, your organization may have required content and a

⁷⁸ Personify Wild Apricot (2020) *How To Write Effective Meeting Minutes*. Available from: <https://www.wildapricot.com/articles/how-to-write-meeting-minutes> [Accessed May 17, 2020]

specific format that you'll need to follow, but generally, meeting minutes usually include the following:

- Date and time of the meeting
- Names of the meeting participants and those unable to attend (e.g., “regrets”)
- Acceptance or corrections/amendments to previous meeting minutes
- Decisions made about each agenda item, for example:
 - Actions taken or agreed to be taken
 - Next steps
 - Voting outcomes – e.g., (if necessary, details regarding who made motions; who seconded and approved or via show of hands, etc.)
 - Motions taken or rejected
 - Items to be held over
 - New business
 - Next meeting date and time (Personify Wild Apricot, 2020, www.wildapricot.com).

5.8.2.1 ⁷⁹ ““Tips that might help your note taking:

- ***Create an outline*** – as discussed earlier, having an outline (or template) based on the agenda makes it easy for you to simply jot down notes, decisions, etc. under each item as you go along. If you are taking notes by hand, consider including space below each item on your outline for your hand-written notes, then print these out and use this to capture minutes.
- ***Check-off attendees as they enter the room*** - if you know the meeting attendees, you can check them off as they arrive, if not have folks introduce themselves at the start of the meeting or circulate an attendance list they can check-off themselves.
- ***Record decisions or notes on action items*** in your outline as soon as they occur to be sure they are recorded accurately
- ***Ask for clarification if necessary*** – for example, if the group moves on without making a decision or an obvious conclusion, ask for clarification of the decision and/or next steps involved.

⁷⁹ Personify Wild Apricot (2020) *How To Write Effective Meeting Minutes*. Available from: <https://www.wildapricot.com/articles/how-to-write-meeting-minutes> [Accessed May 17, 2020]

- ***Don't try to capture it all*** – you can't keep up if you try to write down the conversation verbatim, so be sure to simply (and clearly) write (or type) just the decisions, assignments, action steps, etc.
- ***Record it*** – literally, if you are concerned about being able to keep up with note taking, consider recording the meeting (e.g., on your smart phone, recording device, etc.) but be sure to let participants know they are being recording. While you don't want to use the recording to create a word-for-word transcript of the meeting, the recording can come in handy if you need clarification⁸⁰.

5.8.3 The Minutes Writing Process

Once the meeting is over, it's time to pull together your notes and write the minutes. Here are some tips that might help:

- Try to write the minutes as soon after the meeting as possible while everything is fresh in your mind.
- Review your outline and if necessary, add additional notes or clarify points raised. Also check to ensure all decisions, actions and motions are clearly noted.
- Ensure you're including sufficient detail
 - For Board of Director's minutes in particular, we recommend including a short description of each action taken, as well as the rationale behind the decision
 - If there was a lot of discussion before passing a motion, write down the major arguments for and against
- Edit to ensure brevity and clarity, so the minutes are easy to read
- In terms of format, here are a few things to keep in mind:
 - Be objective
 - Write in the same tense throughout
 - Avoid using names other than to record motions and seconds.

⁸⁰ Personify Wild Apricot (2020) *How To Write Effective Meeting Minutes*. Available from: <https://www.wildapricot.com/articles/how-to-write-meeting-minutes> [Accessed May 17, 2020]

- Avoid personal observations — the minutes should be solely fact-based
- If you need to refer to other documents, don't try to summarize them. Rather, simply indicate where they can be found or attach them as an appendix””⁸¹ (Personify Wild Apricot, 2020, www.wildapricot.com).

5.8.4 ““Do meeting minutes have to be approved?”

Before you share your meeting minutes, make sure that the Chair has reviewed and either revised and/or approved the minutes for circulation. They are not an official record of a meeting unless this has taken place. Depending on your Board, minutes may also be formally approved at the beginning of the next meeting.

5.8.5 Distributing or Sharing Meeting Minutes

As the official “minutes-taker” or Secretary, your role may include dissemination of the minutes.

5.8.5.1 Online sharing

The method of sharing or distribution will depend on the tools that you and your organization use. Since minutes and other documentation can create a pile of paper, it's great if you can use a paperless sharing process. For example, if you are using a word processing tool (e.g., Microsoft Word) that doesn't offer online sharing, you might want to create a PDF of the document and send this and the other attachments or meeting documentation via email. Alternately, if you are all using Google docs – for meeting invitations, agenda and additional document sharing – you can simply “share” the document with that group once it has been finalized. Committee or Board members can simply read the documents online and save a few trees!

⁸¹ Personify Wild Apricot (2020) *How To Write Effective Meeting Minutes*. Available from: <https://www.wildapricot.com/articles/how-to-write-meeting-minutes> [Accessed May 17, 2020]

5.8.5.2 Sharing in the Cloud?

⁸²If your organization is using a cloud-based [membership management system](#) (like [Wild Apricot](#)), you can publish the minutes as a web page and give access only to the committee or Board members, depending on your organization's needs. Through members-only webpages, you can create a secure online Intranet for your Board and committees.

5.8.5.3 Tools Specifically For Meeting Minutes:

If you are wondering about the types of tools you might use specifically for meeting minutes, here are some tools that organizations we've worked with and have found helpful:

- **Google Docs:** Also supports collaborative note taking. [Here are some [meeting minute sample templates](#) in Google docs. If you send out a meeting request using Google Calendar, you can attach a Google doc agenda outline. Once minutes are crafted (using the outline), you can simply share the document with the group using their email addresses.]
- **OneNote:** (if you are a Microsoft user) - Very fast and allows for organization of notes. Also support audio recording with corresponding note time-stamping”” (Personify Wild Apricot, 2020, www.wildapricot.com). *Courtesy of Google Inc. “Used with Permission from Microsoft”.*

5.8.6. ““Filing/Storage of Meeting Minutes

Most committees and Boards review and either approve or amend the minutes at the beginning of the subsequent meeting. Once you've made any required revisions, the minutes will then need to be stored for future reference. Some organizations may store these online (e.g., in Google docs or SkyDrive) and also back these up on an external hard drive. You may also need to print and store hard copies as well or provide these to a staff member or Chair for filing. *And... If You're a Nonprofit with Regular Board and Member Meetings.* If you're a nonprofit with regular board and member meetings and you want to save time and money managing your organization, [get a free trial of Wild Apricot](#), an all-in-one membership management software which allows you to:

⁸² Personify Wild Apricot (2020) *How To Write Effective Meeting Minutes*. Available from: <https://www.wildapricot.com/articles/how-to-write-meeting-minutes> [Accessed May 17, 2020]

- Easily schedule online events with instant online payment processing and automated invoices.
- Create a stunning website with online member applications.
- Access an easy-to-search and filter contact database.
- Send out professionally-designed newsletters and emails.

and much more”⁸³ (Personify Wild Apricot, 2020, www.wildapricot.com). “Used with permission from Microsoft”. [Boards Thrive via Effective Communication (Gathered Articles): A North America, Europe, Middle East, South America, Africa, Oceania & Asia 21st Century Perspective 1st Edition] is an independent [publication] and is neither affiliated with, nor authorized, sponsored, or approved by, Microsoft Corporation. ©2020 Google LLC, used with permission. Google and the Google logo are registered trademarks of Google LLC. In the next section the characteristics of a competent minute taker will be covered in-depth.

5.9 Characteristics of a competent minute taker in a board meeting

Generally there are certain qualities that a highly competent minute taker must possess in order for him or her to be deemed well qualified and or competent to perform as expected on-the-job in question. ⁸⁴According to the ICSA The Governance Institute (2016:50) **key skills of a good minute taker include being able to:**

- listen to multiple voices at the same time and capture both their arguments and tone;
- summarise an argument accurately and to record decisions taken and action points on which to follow up;
- the confidence to ask for clarification or for the decision to be spelt out; and
- the confidence to stand firm when someone asks for you to deviate from what you actually recorded.

⁸³ Personify Wild Apricot (2020) *How To Write Effective Meeting Minutes*. Available from: <https://www.wildapricot.com/articles/how-to-write-meeting-minutes> [Accessed May 17, 2020]

⁸⁴ ICSA The Governance Institute (2016) *The Practice of Minuting Meetings*. Available from: <https://www.icsa.org.uk/assets/files/free-guidance-notes/practice-of-minute-meetings-feedback.pdf> [Accessed May 17, 2020] p2-51

Question 31 - Do you have any other observations on the minuting of meetings which might be helpful? The following are a flavour of some of the responses to this question which we thought might be of wider help or interest:

- Good minuting is a deceptively difficult and time consuming task – more than one respondent described it as an art – which is often under-valued, notably by directors. It is far more than an administrative formality and there is scope for additional use of electronic solutions in the future.
- There is no one size fits all approach for minute-writing. Context is always important and each chairman and each board will have their own preference for minuting style⁸⁵.
- A key factor in the ease of minuting a meeting is how well it is chaired. The quality of papers presented to the meeting is also important. It is helpful if the chairman makes a brief summation of the outcome of discussions, as he sees it, giving members opportunity to agree or suggest amendments to that summation. It is the responsibility of the minute-taker to request clarification if there is any doubt as to the outcome of discussions or the conclusion reached.
- The person taking minutes should be suitably qualified (ICSA, lawyer who has studied corporate law, corporate governance) and with suitable experience particularly for PLCs and quoted and listed companies or Private Equity companies. Too often minuting a meeting is left (at short notice) to a junior member of staff without the experience or training to fulfil this role.
- The person taking the minutes should not be participating in the meeting.

Some technical suggestions included:

- for organisations with a large number of subsidiary boards / committees, it is helpful to ensure consistency across all boards and committees through a Minute Taking Policy and Style Guide to agree the house style and conventions. This can be approved by the board;
- bold capitalisation of key words such as APPROVED, DECIDED, RESOLVED, NOTED, ACCEPTED, AGREED etc. can be helpful in quickly reviewing minutes;
- each item should show whether the directors agreed / resolved / noted / received the item. I'm constantly surprised to see minutes which record an action without any

⁸⁵ ICSA The Governance Institute (2016) *The Practice of Minuting Meetings*. Available from: <https://www.icsa.org.uk/assets/files/free-guidance-notes/practice-of-minute-meetings-feedback.pdf> [Accessed May 17, 2020] p2-51

conclusion, or even no conclusion;

- use of the formula ‘key points discussed by the directors included’ followed by a bullet point list makes it clear that they discussed the topic and key issues without necessarily going into them all in detail (or all of the issues covered);
- use simple English, but with a ‘boardroom’ tone; and
- A PDF soft copy of the signed hard copy act as backup for each other (ICSA The Governance Institute, 2016:49-50, www.icsa.org.uk). The following section will cover a typical example of minutes of a board meeting.

5.10 An example of minutes of a board meeting

There are many examples of meeting minutes and these help to illustrate the different types of meeting minutes or writing styles that are currently being implemented in board meetings.

⁸⁶According to Personify Wild Apricot (2020) **Meeting Minutes Sample:**

Toronto Association of Beekeepers

Meeting Minutes

April 25, 2019

Opening

The regular meeting of the Toronto Association of Beekeepers was called to order at 6:00PM on April 25, 2019 in The Hive by Tatiana Morand.

Present

Tatiana Morand, Facilitator

Drusa Shyamala, Secretary

Saifullah Dagney, Board Member

Juda Zackary, Board Member

Agatha Kay, Board Member

Drusilla Longos, Board Member

⁸⁶ Personify Wild Apricot (2020) *How to Write Effective Meeting Minutes (with Templates and Samples)*. Available from; <https://www.wildapricot.com/articles/how-to-write-meeting-minutes> [Accessed May 16, 2020]

Enrique Carver, Executive Director

Absent

James Clarkson, Marketing Manager

Approval of Agenda

The agenda was unanimously approved as distributed.

Approval of minutes

The minutes of the previous meeting were unanimously approved as distributed.

Business from the Previous Meeting Budget Committee Report:

The budget for 2019 has been finalized, and was distributed at this meeting by Saifullah Dagney, who led the committee. She ran through an itemized list of the line items, with board members asking questions periodically. The main change from 2018's budget was an increased marketing spend. The motion to accept the revised budget was seconded and passed⁸⁷.

New Hive Research:

Juda Zackary explained the result of the research she had been doing into the new brand of hives that some members have been purchasing. She found that to buy them in bulk for the association would be too expensive, and recommended against it. Her motion to dismiss this proposal was seconded and passed.

New Business

Marketing plan for Gala:

Deferred for next meeting as James Clarkson was not in attendance.

Additions to the Agenda

Juda Zackary made a motion that a honey sale at the local farmers' market be discussed. Enrique Carver dismissed the motion, and proposed adding it to next month's meeting instead. Agatha Kay seconded that motion, and it was added to the agenda for next meeting.

Agenda for next Meeting

⁸⁷ Personify Wild Apricot (2020) *How to Write Effective Meeting Minutes (with Templates and Samples)*. Available from; <https://www.wildapricot.com/articles/how-to-write-meeting-minutes> [Accessed May 16, 2020]

Marketing Plan for Gala Agenda Farmer's Market Honey Sale.

Adjournment

Meeting was adjourned at 8:30 PM by Tatiana Morand. The next general meeting will be at 6:00PM on May 22nd, 2019, in The Hive.

Minutes submitted by: Drusa Shyamala

Approved by: Enrique Carver (Personify Wild Apricot, 2020, <https://www.wildapricot.com/articles/how-to-write-meeting-minutes>). The following section will cover the conclusion of this chapter.

5.11 Conclusion

Record keeping is a necessary task that must be adhered to in an organization especially during board meetings via minute taking. The writing of minutes is usually done by the company secretary and he or she must have some form of training in minute taking in order to uphold high standards of well prepared meeting minutes. There are various legal frameworks that surround meeting minutes. Thus it can be concluded that meeting minutes is a legal requirement in certain countries around the world today as boards must ensure that minute taking is carried-out especially for public listed companies. Minute taking can be conducted through writing verbatim minutes, decision-only minutes and so on. In a nutshell it can be concluded that minutes must be well prepared in terms of using acceptable styles of writing, editing and meeting all the prerequisites of writing minutes as this helps them to be useable during audits by either internal or external auditors of the organization.

5.12 Review questions

- 1) Define the following terms “minutes’ and ‘storage’? Describe what are ‘minutes of a board meeting’? Explain the legal requirements surrounding minutes of board meetings in particular the United Kingdom? Identify the benefits of ‘minutes of a board meeting’?
- 2) Discuss the different types of minutes of a meeting? List the prerequisites of effective board meeting minutes? Describe the various steps involved in drafting meeting minutes?
- 3) Identify the characteristics of a competent minute taker in a board meeting? Provide a relevant example of minutes of a board meeting?

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