



CAA Board Meetings: Template Meeting Minutes and Index of Form Resolutions

Introduction

Community action agency (CAA) boards perform vital governance and oversight functions for their organizations. Nowhere is this more evident than at board meetings, where board members hear reports, deliberate, and make decisions that guide organizational efforts. Meetings are the main venue where board members fulfill their fiduciary duties of care and loyalty to the organization. The duty of care is a legal obligation to act diligently in service of the organization, to be informed about the issues that impact the board's oversight of the organization, and to actively participate in discussions and decision-making. The duty of loyalty requires that when engaged in board business, members place the interests of the organization above their own personal interests.

Board meeting minutes, the written record of what happens at a board meeting, serve as critical evidence of board members' exercise of their fiduciary duties, since they describe key items presented and discussed by directors at the board meeting. They also help to show that the board considered the best interests of the organization and observed its conflict of interest policy. The decisions made and official actions taken at a board meeting are reflected in written **board resolutions**, which are typically incorporated into the meeting minutes and, in some cases, also kept separately for reference purposes. Meeting minutes and resolutions are important indicators to the general public, funding sources, and federal and state regulators that a CAA has maintained compliance with applicable laws and regulations. This includes the CSBG Organizational Standards, which require CAA boards to take certain actions in their organizational leadership and governance functions. Meeting minutes and resolutions are also an important resource for the CAA board itself: a continuous, contemporaneous record of where the board has been, where it is, and where it is going.

Given the importance of these documents, CAPLAW has created this resource to help board members and the staff who work with them create effective meeting minutes and resolutions. As discussed below, minutes and resolutions vary greatly in their degree of formality and detail. We encourage you to customize the templates we have provided to reflect the way your CAA operates, focusing on the function of each document rather than its form. Remember that meeting minutes and resolutions are just two tools in your agency's toolbox for documenting compliance with the CSBG Organizational Standards and other applicable laws. Formal board action is not necessary for compliance with most of the Organizational Standards, but where it is, we hope this resource will be helpful.

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How to Use this Resource

This two-part resource provides: (1) a [template set of meeting minutes for CAA boards](#) to record what happens at their board meetings; and (2) an [index of form resolutions](#) to document common board votes and actions. Since taking contemporaneous minutes is strongly recommended as a best practice, both templates can streamline the process for the clerk, secretary or other board officer tasked with taking minutes by enabling them to easily fill in the substantive discussion and actions taken at each meeting. The index of form resolutions provides the language for approving certain motions that CAA boards commonly encounter, including motions that document compliance with CSBG Organizational Standards requiring board involvement.

Understanding the key functions of board meeting minutes and resolutions, as well as the differences between them, is fundamental for boards using these tools to document compliance. As mentioned above, board meeting minutes are a chronological written record of what happens at a board meeting, including a list of those in attendance (board members,

staff, and guests) and descriptions of key items presented and discussed. Board resolutions, on the other hand, reflect the official actions and votes of the board. They are the primary way by which the board issues binding decisions and mandates it believes to be in the best interests of the agency. Together, board meeting minutes and resolutions serve as a window into how the board operates, demonstrating the organization's governance capabilities and capacities. In addition to showing the fulfillment of board members' fiduciary duties and serving as an evidentiary record for future operations or legal proceedings, they can highlight areas where improvement is needed. Periodic, cumulative review of board meeting minutes and resolutions can help the board identify opportunities for growth.

While board meeting minutes and resolutions reflect what happened at a past board meeting and the decisions that were made there, CAA **bylaws** contain requirements, often based on state law, about how CAAs must conduct board meetings and take valid board action. As such, each board must regularly reference its organization's bylaws to inform its procedures for meeting and taking action.

These templates are not meant to be the one "right" way to take meeting minutes or document board votes. A board's records are as much a reflection of the organization's style, culture, and personality as they are a keeper of memories and repository of facts. Here are some ways CAA boards may use this resource:

1. **Use the template to take minutes at future board meetings.** Adapt the template meeting minutes included in this resource to match the agenda for your next board meeting. Then, as the meeting is called to order and proceeds, fill in the highlighted sections, delete unnecessary sections and add new ones, as applicable.
2. **Review your CAA's current meeting minutes and make updates based on this template.** A first draft never needs to be perfect. After a board meeting, you can review the minutes and resolutions taken and flesh them out using the language provided in this resource. These augmented minutes could then serve as a customized template, tailored for your CAA, that your board may use in future meetings.
3. **Include excerpts from this resource in training and orientation tools for board members.** Help board members become comfortable reading and drafting meeting minutes and resolutions by including sections from this resource in your board training plan. Not only will this familiarize your members with the language used in minutes and resolutions, but it can help show new board members how your CAA's board meetings typically operate.
4. **Use the index of resolutions to draft resolutions that are expected to be discussed at upcoming board meetings.** The form resolutions in the index can be copied and pasted into a board meeting agenda or packet so board members have a chance to review them before the meeting. Remember that the board may decide to change the text of a proposed resolution during the course of a meeting, depending on the board's discussion, so the minutes or records should be updated after the meeting to accurately reflect the language that was officially voted upon.
5. **Demonstrate compliance with governance-related obligations using resolutions from the index.** We have specifically included resolutions demonstrating compliance with the CSBG Organizational Standards, which can be incorporated into meeting agendas at regular intervals in accordance with the relevant standard. While written resolutions are very flexible, they are not appropriate for all situations. A CAA can document compliance with most of the Organizational Standards

without formal action from the board. For additional tips on documenting compliance with the Organizational Standards, see the [Technical Assistance Guides](#) published by the National Community Action Partnership (NCAP). NCAP has also put together a [Calendar of Required Actions](#) to help private, nonprofit CAAs internally plan what actions must be taken and when, to meet the requirements of the Organizational Standards.

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