

TEMPLATE

Board Minutes Template

What this is	A minutes structure that captures disclosure, recusal, the vote counted without the interested person, and the factual basis for each decision — not merely that a motion passed.
It assumes	Nothing. It works for any board.
Change before use	Your officer titles and quorum rules.

What minutes are for

Minutes are not a transcript and not a newsletter. They are the legal record of what the board decided, and — read years later by someone who was not in the room — they either support those decisions or they do not. "The motion carried" does not. A record that carries the deliberation in brief, the disclosure and recusal where an interest existed, the vote counted properly, and the basis for the decision, does.

The template below is the structure. Write less than you think in the discussion summaries and more than you think in the basis lines. A free companion tool that walks a meeting through this structure and generates the record is at carescollaborative.org.

The template

[ORGANIZATION NAME]

Minutes of a [regular / special / annual] meeting of the Board of Directors

A [regular] meeting of the Board of Directors of [Organization], a [state] nonprofit corporation, was held on [day, date], at [location, and whether any participant attended by phone or video]. The meeting was called to order at [time] by [name], presiding. [Name] recorded the minutes.

Attendance

Present: [names]. **Absent:** [names]. **Also present:** [names and roles — e.g. the Executive Director, non-voting].

With [N] of [M] directors present, a quorum was established.

For each agenda item

[N]. [Item title]

[Two or three sentences of the deliberation: what was considered, what materials were reviewed, what alternatives were weighed, what questions were raised. Not who said what — what the board considered.]

Where an interest exists, before the motion: [Name] disclosed an interest in this matter: [nature, in plain words]. [Name] disclosed the interest to the board before deliberation, recused from deliberation and vote, and left the meeting during deliberation and vote.

The motion, verbatim: RESOLVED, that [the resolution as actually moved].

The motion was moved by [name] and seconded by [name]. Following deliberation, the motion carried, [N] in favor, [N] opposed, [N] abstaining[, the vote counted without the interested person].

Basis for the decision: [The facts and reasons the board relied on. One to three sentences. This is the line that lets the record defend the decision — e.g. "The board relied on the three quotes compared in the finance committee memorandum of August 20, the reference checks reported by staff, and the budget adopted in June."]

Adjournment

There being no further business, the meeting was adjourned at [time].

Recorded by: _____ Adopted by the Board on: _____

Five rules that keep the record defensible

1. **Write the motion as moved, not as remembered.** A paraphrase written a week later is not the resolution the board adopted.
2. **Record the basis for every substantive decision.** It is one to three sentences, and it is the difference between a record that supports the decision and one that merely reports it.
3. **Where an interest exists, record all four facts:** the disclosure and its nature, the recusal, whether the person left the room, and that the vote was counted without them. Silence on any of the four reads as an omission.
4. **Adopt the minutes by board action at the next meeting,** record the adoption, and file the adopted version. An unadopted draft is not a record.
5. **Never reconstruct minutes from memory weeks later.** If it happened, say so in the document — a reconstructed record that presents itself as contemporaneous is worse than a late one that is honest.

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