

Board & Committee Meeting Minutes Best Practices: After the Meeting

Wrapping my three-part series of blogs about board and committee meeting minutes practices (see [Part 1](#) and [Part 2](#) about minutes before and during the meeting), here are some practices to consider in your minute-taking routine after the board or committee meeting:

1. Send draft minutes to the directors as soon as possible after the meeting is over. This will give them a chance to review and provide feedback while the meeting is still fresh in their minds.
2. Carefully review the draft minutes to ensure accuracy, consistency, and the inclusion of only necessary information before you send them to the directors for review. For technical areas, such as regulatory requirements or compensation committee procedures, you may want subject matter experts to review the draft minutes before circulation to the directors.
3. Never include specific legal advice because minutes may be shared with third parties, including auditors, underwriters in connection with capital markets transactions, and parties seeking books and records requests or litigation discovery. Note that including legal advice could waive privilege. Simply note in the minutes that privileged legal advice was provided by counsel on the topic. If a legal memo was provided by counsel, note in the minutes that the memo was provided and mark the memo as privileged.
4. If any action items came from the meeting, track down those assigned the tasks to ensure the action item is completed in a timely manner.
5. Once the minutes are finalized, destroy all other notes taken during the meeting. Be sure that the company document retention policy is clear regarding destruction of board meeting notes, and periodically remind directors of the policy.
6. Provide draft minutes to third parties in only very limited circumstances (e.g., outside legal counsel, compensation consultant, both on a need-to-know basis); otherwise, wait to send until the minutes have been approved by the board.
7. Final minutes should stand alone, be signed by the corporate secretary, and have meeting materials, other than confidential or attorney-client privileged materials, attached to them.

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