CONCEPT

Board Secretary Training: Minute Taking, Board Resolutions and Committee Governance

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Technical depth: Practitioner · **Practical mode:** Case study

Introduction

Boards and committees are judged by the record they leave. Late or incomplete board packs, minutes that omit the reasons for a decision, resolutions passed without a valid quorum and actions that are never followed up expose organisations to disputed decisions and audit findings. This Core Concept course equips secretariat managers to run the full meeting cycle to a recognised governance standard, from charters and calendars to minutes, resolutions and follow-up. Working on case material from several sectors, participants build a Board Secretariat Toolkit for their own board or committee.

Course Objectives

- Apply ISO 37000 and the G20/OECD Principles to define the secretariat's role, board charters and committee terms of reference
- Plan board and committee calendars, agendas and board packs that meet notice, quorum and procedural requirements
- Draft minutes and resolutions, including written resolutions by circulation, that record decisions, reasons and dissent accurately
- Maintain resolutions registers, action logs and conflict of interest records that support follow-up and audit
- Handle contentious meetings, confidentiality breaches and procedural irregularities with defensible secretariat practice
- Produce a Board Secretariat Toolkit ready for use with the participant's own board or committee

Target Audience

- Board and company secretaries managing the governing body's meeting cycle
- Committee secretaries supporting audit, risk, nomination and remuneration committees
- Governance managers responsible for charters, delegations and board records
- Heads of executive office coordinating board papers and the follow-up of resolutions
- Legal and compliance managers advising chairs on board procedure
- Secretariat managers of councils, trustee boards and steering committees

Course Outline

Day 1: Board Governance and the Secretariat Role

- ISO 37000:2021 Governance Principles and the Governing Body's Accountabilities
- G20/OECD Principles of Corporate Governance 2023: Board Responsibilities
- Board Secretary Role Profile and Independence Safeguards
- Board Charter, Committee Terms of Reference and Matters Reserved for the Board
- Secretariat Current-State Assessment Checklist

Day 2: Procedural Rules and Documentation Standards

- Articles, Bylaws and Rules of Procedure: Notice, Quorum and Voting Thresholds
- Robert's Rules of Order Newly Revised 12th Edition: Motions and Order of Business
- Delegation of Authority Matrix and Decision Rights Mapping
- Annual Board and Committee Calendar and Forward Agenda Planner
- Board Records Retention and Classification Under ISO 15489-1:2016

Day 3: Board Papers, Minutes and Resolutions in Practice

- Agenda Design and Board Paper Cover Sheet Template
- Minute-Taking Formats: Action, Narrative and Resolution Minutes
- Resolution Drafting: Ordinary, Special and Written Resolutions by Circulation
- Resolutions Register and Action Log Maintenance
- Draft Minutes Review, Approval and Signature Workflow

Day 4: Integrity, Confidentiality and Problem Cases

- Conflict of Interest Register and Recusal Recording
- Board Portal Access Controls Aligned to ISO/IEC 27001:2022
- Contentious Meetings: Recording Dissent, Adjournments and Quorum Failures
- Governance Compliance Obligations Register Under ISO 37301:2021
- Board and Committee Effectiveness Evaluation Questionnaire

Day 5: Case Work and the Board Secretariat Toolkit

- Board Meeting Case Study: Drafting Minutes from a Meeting Transcript
- Committee Case Study: Resolving a Disputed Resolution Record
- Annual Calendar and Board Pack Template Build for an Own Board
- Board Secretariat Toolkit Assembly
- Peer Review Panel and Toolkit Defence

Skills You Will Gain

- Board Procedure Management
- Minute Drafting
- Resolution Wording
- Governance Documentation
- Conflict of Interest Recording
- Board Records Control
- Meeting Cycle Planning
- Board Effectiveness Review

Why Attend This Course

- Return to work with a Board Secretariat Toolkit tested on a realistic meeting case and challenged by peers
- Produce minutes that still stand when auditors, shareholders or courts rely on them years later
- Advise a chair with confidence when a meeting departs from its agenda, loses quorum or divides on a vote
- Compare secretariat practice with governance professionals from other sectors and countries

Conclusion

A board's authority rests on procedure that can be shown to have been followed. This course moves from the governance principles that define the secretariat's role, through the rules on notice, quorum, voting and delegation, to the daily craft of board papers, minutes and resolutions, and the conflicts, confidentiality lapses and disputed records that test it. The final day turns that material into a Board Secretariat Toolkit that participants take back to their chair, giving them a consistent standard for every meeting they support.