

**CITY OF MADISON  
OFFICE OF THE CITY ATTORNEY  
Room 401, CCB  
266-4511**

Date: January 27, 2020

**MEMORANDUM**

TO: Board, Commission, and Committee Staff Contacts

FROM: Michael P. May, City Attorney

RE: Point of Order -- Taking Committee Minutes - Updated

We often receive questions about how to take minutes of committee or board meetings. This Point of Order memo is to provide guidance to those who record minutes of meetings.

The fundamental and basic rule is set forth in *Robert's Rules of Order* (11<sup>th</sup> ed.) at p. 468, ll. 14-18:

The official record of the proceedings of a deliberative assembly is usually called the *minutes*, or sometimes – particularly in legislative bodies – the *journal*. In an ordinary society, the minutes should contain mainly a record of what was *done* at the meeting, not what was *said* by the members. (Italics in original).

As *Robert's* makes clear, brevity is the soul of good minutes. Minutes are to reflect **what was done** at the meeting, **not what was said** at the meeting. *Robert's* goes on to suggest that complete minutes of a meeting have these elements (p. 468-70):

1. Type of Meeting (Regular? Special? Adjourned?)
2. Name of the body.
3. Date, time and place of the meeting.
4. Who chaired the meeting.
5. Whether previous minutes were read and approved.
6. Substance and disposition of all main motions, including amendments, and the vote thereon.
7. Substance and disposition of secondary motions (e.g., suspension of the rules).
8. Substance and disposition of reports.
9. Notices of motions (*not applicable to the City*).
10. Any points of order and appeals thereon.
11. Time of adjournment.

Additional requirements of the City:

12. The name of the member who made each motion, and seconded the motion, the method of vote (consensus, roll call) and tally of votes if done by roll call.
13. A note of members in attendance to demonstrate a quorum was present.

From the City's perspective, we would add to the *Robert's* list that the minutes should reflect those in attendance in order to demonstrate that a quorum is present and, as required by Legistar, should show the nature of the vote on any votes taken. It also is a good practice to have the chair note that the meeting is being held in compliance with the Open Meeting Law, and to include that in the minutes.

As can be seen, missing from the *Robert's* directive on minutes is any attempt to record the substance of discussion or debate. As I indicated in an email in 2013 (copy attached), going beyond the minimum is risky, "because you will not catch everything unless you are a stenographer. Therefore, you will be selective and persons may disagree about what was said. ... Under no circumstances should you attempt to be a stenographer and capture everything verbatim."

Because Legistar has a template to record minutes, it is easy to keep the minutes to the briefest amount necessary. I recommend persons who take minutes examine the minutes or proceedings of the Common Council, which generally are very good at only recording **what was done, not what was said**.

There may be a few instances where a committee wants some reflection of the tenor of the debate, or the sense of the body as to why a motion was approved or defeated. But these should be kept to a minimum, so as to not pollute the minutes with extraneous items.

CC: Department and Division Heads