

**CANADIAN SUPERIOR COURTS JUGES ASSOCIATION (“CSCJA”)**  
**Policy relating to documentation of**  
**Board Minutes**

**Purpose**

1. This policy ensures that decisions of the Board of Directors (the Board) are accurately documented, stored, and communicated promptly and transparently, providing clear records for accountability, reference, and legal compliance.
2. Board minutes record key decisions and the factors considered in making them, they
  - a. Inform absent Board members.
  - b. Offer context to new Board members.
  - c. Track action items between meetings.
  - d. Serve as a record if decisions are challenged.

**Scope**

3. This policy applies to all Board meetings, including regular and special meetings.

**Responsibilities**

4. The following responsibilities apply to designated officers and Board members:
  - a. The Secretary is responsible for ensuring the transcription of minutes and accurate documentation of Board decisions.
  - b. The Secretary is responsible to ensure storage of and access to the minutes in accordance with sections 15 and 16 of this policy.
  - c. The President ensures Board decisions are clearly articulated and accurately reflected in the minutes.
  - d. All Board members are responsible for reviewing and approving the minutes for accuracy.
5. Upon appointment, the Secretary will be instructed on this policy and the Board’s minute documentation process and practices.

### **Documenting Board Decisions- Form and Content**

6. Board minutes serve as the official record of meetings, documenting important discussions, decisions and the factors considered in making those decisions.
7. Board minutes shall be drafted in clear, objective language to prevent ambiguity.
8. Minutes must be taken for all Board meetings and should include:
  - a. Date, time, and location of the meeting.
  - b. Names of attendees, including the executive director, other staff, and invited guests.
  - c. Names of Board members who sent regrets.
  - d. Names of Board members absent without notice.
  - e. Meeting location.
  - f. Whether participants joined virtually or by conference call.
  - g. Time of adjournment and details of the next meeting.
9. The minutes of all Board meetings shall:
  - a. To the extent possible, follow the agenda's order in recording discussion and deliberation.
  - b. Record approval of the agenda, including any consent agenda items, and previous meeting minutes as "approved" or "accepted", without noting a motion.
  - c. Accurately report motions, including wording, seconding, and whether passed or defeated, noting unanimous votes when applicable.
  - d. Not indicate individual votes unless requested by a Board member.
  - e. Exclude confidential information (such as matters that would normally be included in personnel records) but note that such discussions occurred and their general nature. The President or Secretary may seek direction from the Board if unclear.
  - f. Where applicable and practical, reflect options considered on significant matters, including pros and cons.

- g. Ensure important decisions (e.g., policy, budget, loan) are recorded with the document name or decision wording. The Secretary may append approved documents to the minutes.
- h. Highlight action items, including the responsible person and deadlines.

### **Approval of Minutes**

- 10. Draft minutes must be circulated to all Board members no later than 60 days after the meeting.
- 11. Board members are encouraged to review and suggest amendments to the minutes as soon as possible after receipt of the minutes in accordance with section 10.
- 12. Once approved, the minutes, as amended if applicable, shall be circulated to all Board members.

### **Amendments to Board Decisions**

- 13. Any changes or amendments to previously approved Board decisions must be documented in the minutes of the meeting where the change is approved.
- 14. The minutes must include a clear reference to the original decision and a detailed explanation of the changes.

### **Storage and Access**

- 15. Finalized minutes must be securely stored in digital format.
- 16. Board decisions shall be posted to the CSCJA website for access by all members of the CSCJA.

### **Confidentiality**

- 17. All discussions and decisions on sensitive or confidential matters must be clearly marked as confidential in the minutes.
- 18. Confidential sections of the minutes should be stored with enhanced security measures and restricted access.

**Date of Adoption:** [Insert Date]

**Last Reviewed:** [Insert Date]

**Next Review Due:** [Insert Date]