



## How Diligent Minutes Can Improve Boardroom Meeting Minutes



**Diligent**

*While taking minutes at a board meeting is a mandatory task, it's not a task that has people scrambling to volunteer for it. Why? Mostly because it's time-consuming before the meeting, during the meeting and after the meeting. Beyond that, there's the worry that taking meeting minutes manually isn't all that secure. In today's business environment, information leaks are prevalent. Cyber breaches are commonplace. Competition is fierce. There's a lot to lose when board minutes get into the wrong hands.*

Diligent Corporation offers a minute-taking solution that solves many of the problems that have plagued board administrators for decades. Diligent Minutes is the newest addition to Diligent Corporation's Governance Cloud. As a digital tool, Diligent Minutes provides a secure and efficient means for recording board minutes.

This tool is part of our recently introduced Governance Cloud, giving board administrators the ability to interface board minutes directly with Diligent Boards for a total governance solution. Diligent Minutes is a cloud-based tool that increases productivity for board administrators and general counsels to integrate greater workflow directly into the Diligent Boards platform.

As it is a cloud-based tool, board administrators and general counsels can count on Diligent Minutes to have the same trusted security measures that are built directly into the Diligent Boards Administrator Client. Diligent Minutes provides a path to safeguard the minutes while protecting distribution channels and board collaborations.

### Why Is It Essential to Take Accurate Board Minutes?

There's no standardized template or format for taking board minutes. While it's nice to have a little flexibility, boards have to document specific things in the minutes. Board directors and others rely on board minutes to serve various purposes.

Minutes stand as an official record of the board's actions and decisions. One reason that boards document the discussions in meetings is that the information contained in the minutes serves as a record for measuring the corporation's progress against its strategic planning.

Preserving board minutes is part of a board director's fiduciary duties because the record stands as proof of how the board made decisions in keeping with the best interests of the corporation.

Minutes offer legal protection for corporations in several ways. Board minutes are considered legal documents by the IRS, auditors and the courts. The information contained in the board minutes supports any questions that may arise regarding tax returns.

If board actions are ever called into question in a court of law, judges will consider whether the board made a responsible effort to document the facts of the meeting. By the time a matter gets to court, a judge would consider anything that's missing from the minutes not to have happened at all.

These issues clearly demonstrate why minutes must be accurate, timely and secure.

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### What's the Problem With the Way We've Always Done It?

In the past, boards have found a few tools like word processing programs and audio recording devices to make minute taking more efficient. Some corporations may even be taking minutes using paper and pen. Each of these processes shares a lot of the same problems.

To start, the writing takes so long that important issues may get lost in the mix, never making it into the board minutes. Time gets away

from the board administrator who prepares the minutes for board approval, and there can be a long lag between the meeting and the completion of the minutes. There's also the possibility of another lag in finding time to send the minutes out to the board directors for review. Every elongated space of time presents an opportunity for something important to be left out of the minutes.

But boards no longer have to do things the way they've always done them. Diligent Minutes is a purpose-built solution that erases the problems and inconsistencies that manual minute taking creates.



### What Is Diligent Minutes and Why Does Our Board Need It?

Diligent Minutes is a cloud-based, minute-taking program that our designers built with accuracy, efficiency and security in mind. Many of the processes are automated, which reduces the need to duplicate and saves time.

Diligent Minutes expedites every minute-taking step, from creating the template, to adding dates, locations and attendees, to creating action items and getting approvals.

Diligent Minutes is intuitive and easy to use, which means that board administrators will be able to listen to discussions more intently and capture all of the important details of the meeting. Accurate details shield boards against long and potentially expensive litigations.

Once a board administrator experiences Diligent Minutes, it will be difficult to ever go back to manual minute taking.

### How Does Diligent Minutes Work?

Diligent Minutes has a preset platform that board administrators can change and customize according to their needs. Board administrators can pull the entire board book or just part of it into Diligent Minutes using just a click. They can also take minutes from scratch, if needed.

The software automatically pulls in pertinent information, such as the name of the organization and the date, time and location of the meeting.

The software also has a function that allows a user to import a company logo onto the board minutes so the minutes have a professional appearance.

The program even automatically populates the names of the attendees and their email addresses. Board administrators can add names to the minutes even if they don't have an email address for someone. If a board director is a no-show, the minute-taker can easily click on the "x" and delete them from the attendee list. Minute-takers can add in unexpected or late-arriving board directors to the section for attendees in seconds, even after the meeting has started.

When the board chair calls the meeting to order, the minute-taker simply clicks on the button labeled "take minutes" and the software will record the time that the meeting started.

### How Can I Customize Diligent Minutes to Meet My Needs?

The developers at Diligent cast a critical eye in viewing how board administrators take minutes during meetings. Board administrators have told us that minute taking isn't necessarily sequential. They often need to bounce around the form, pulling in information from board reports, board books and other sources. Minute-takers wanted some ability to be able to customize their headings and to move things around as they needed to while meetings were in progress. The software developers at Diligent Corporation designed useful solutions.

Diligent Minutes stores electronic folders at the top of the screen. A minute-taker can move contents from a folder into the minute-taking template and share them with attendees in seconds.

The program can prepopulate sections based on the agenda for a board book. It has sections for each item for new and unfinished business and more. Minute-takers can add or delete sections at will. They can even drag and drop them to reorder them as necessary. The software gives minute-takers the ability to add headings for the topics, relabel headings and edit sections using a click or two.

Each section displays as a horizontal tab. The sections are text-based; minute-takers can simply type information about board actions and decisions right into the appropriate section. Minute-takers can easily expand and collapse sections during the meeting to access other areas of the minute-taking software quickly and easily.

With Diligent Minutes, there's no more fumbling around, jostling papers and scrambling to find a report or document for a particular part of the meeting because everything is right at the minute-taker's fingertips.



The structure of the program makes moving around the form easy, which is a time-saver for minute-takers during a meeting. The maneuverability and ease of use ensure that minute-takers can quickly distribute important documents during the meeting while keeping their eyes and ears on important board discussions and taking notes. Diligent Minutes greatly reduces the risk of human error in leaving out important details of the meeting because of a fast-paced meeting.

Another useful feature of Diligent Minutes is that it AutoSaves the minutes after certain intervals of time, so that nothing gets lost if the administrator forgets to save the minutes manually.

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### How Does Diligent Minutes Help Board Directors With Accountability?

Board minutes are more than a tool for recording the board's discussions. Minutes stand as a record of actions that the board agreed to take. One of the many challenges that minute-takers face is keeping track of the agreed-upon actions and who agreed to perform those actions, as well as following up to make sure that board directors complete their assigned tasks.

It's immensely time-consuming to track down each person who agreed to follow up on tasks. The board administrator must monitor the task list and manually keep track of completed tasks. This entails typing out individual emails to various board directors reminding them of their tasks. As responses come in, it's time to create another task on the "to do" list. The administrator can mark the task as complete or schedule another reminder to send out yet another

email and yet another follow-up. The time that one task takes is multiplied many times until all tasks get completed.

Diligent Minutes cuts down on the time for following up on action items from hours to seconds. How?

The board administrator can simply click on “add action item” to open a simple interface. Using this window, a board administrator can add assignees, type in the instructions for the task, and add the date for expected completion.

The action items appear in green fonts, along with an action icon to highlight these important tasks and differentiate them from other parts of the minutes. This feature markedly saves time on sending out notifications. When the board administrator clicks on the button titled “send notification,” the interface automatically adds the email address and sends out an email reminding the assignees of their task completion dates.

In addition to the time that board administrators save on following up on tasks, the action item feature does even more to save time. Board administrators can quickly and easily pull up a complete list of all action items in one window and review them all at the same time. After a review of the items, the board administrator can note the completion date and send another notification or mark a task complete.

The action item list makes it clear whose duty it is to complete each action and when they need to complete it by, which holds the responsible people directly accountable. If there’s ever a need to retrieve board minutes for legal or auditing purposes, Diligent Minutes keeps a clear record of actions.

### **Is It Possible to Edit or Export a Completed Copy of the Minutes Using Diligent Minutes?**

When a board meeting is over, the minute-taker still has work to do to write and complete the minutes in preparation for board approval. Performing this task manually presents the minute-taker with yet another time-consuming chore.

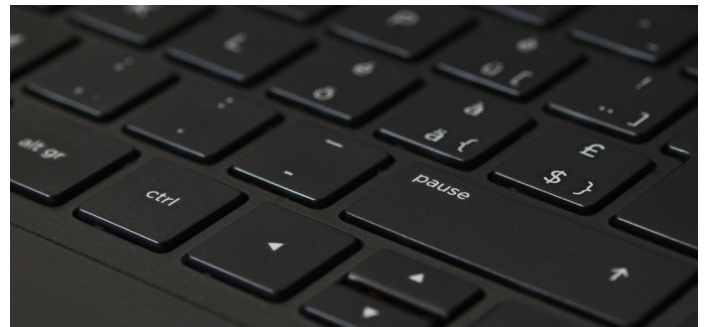
With Diligent Minutes, there’s no need for a minute-taker to retype all of the identifying details of the meeting. Diligent Minutes exports the minutes into a Microsoft Word document. Within seconds, such information as the date, time, location and names of attendees appear on the document.

Once the document is in Microsoft Word, a user can easily make adjustments to it. This gives the administrator an opportunity to review the physical appearance of the minutes and to make any necessary adjustments to make sure that they appear polished and professional.

Another advantageous feature of the export feature is that the various sections are collapsible. The user can expand or collapse sections and make corrections as necessary.

Once the meeting minutes pass the final editing and review process, the user can export them into the next Diligent Boards meeting book, so that they are ready for discussion and approval at the next board meeting. Minute-takers can also use the completed minutes to inform those who were absent from the meeting about actions taken during the meeting.

Another strategic feature of Diligent Minutes is the ability to share the minutes with one or more people selectively. For example, the board administrator can easily share the document with the board chair while hiding the document from others.



### **Can You Vote to Approve Minutes Through Diligent Boards™?**

Votes state ownership. It’s vital for votes to be recorded accurately. Votes stand as a declaration to the leadership team, the stakeholders and the rest of the board whether each board director voted for or against a motion. The minutes also contain a record of the abstentions.

Lawsuits and other legal matters can call attention to how various board directors cast their votes. Votes that are accurate and well-documented can provide legal protection for board members and potentially set them apart during legal action.

Since Diligent Minutes works together with Diligent Boards™, the board administrator can put results of votes and reminders to vote within minutes’ records. Additionally, when the meeting minutes are exported, the board administrator can add a section for voting into the document and upload this with their next board book to get approval on the minutes before or during the next board meeting. All board administrators can collect these signatures electronically through Diligent Boards. This is a time-saving feature for board directors as well because it gives them the ability to vote by electronically applying their signature and returning the document

