

NOTICES, AGENDA AND MINUTES

The quest for excellence is the hallmark of business ethics.

Learning Objective

To give a comprehensive view of the role of meetings in business transactions and to inculcate the ability of how to call a meeting, how to conduct and participate in a meeting, how to record the minutes, and if necessary, how to write a note of dissent.

You will often be called upon to write notices, agenda and minutes of meetings of the organisation and groups to which you belong. These forms of communication have certain established conventions and it is necessary to know them to be able to discharge one's responsibility effectively. In this chapter we shall briefly discuss how to write these communications.

NOTICES

Usually, the rules of procedure of every organisation clearly state the notice period required for calling a meeting—both general body meetings and meetings of smaller groups such as Governing Body, Executive Committee, Finance Committee, etc. You should ensure that the notice is circulated to members within this time. If a body has no such prescribed rules, see that the notice reaches members within reasonable time before the meeting.

The notice must be sent to all those who have a right to attend, that is, to all members in the case of a general body meeting and to all members of the group (Committee, Board of Directors, etc.) in the case of a group meeting. The day, date, time and place of the meeting and the business to be transacted, if finally decided, should be mentioned in the notice. The items of business may be mentioned in the

notice itself if their number is small, otherwise, they should be listed in a separate sheet and attached to the notice as Annexure.

AGENDA

Agenda¹ is an official list of things to be done or dealt with at a particular meeting. It is drawn up by the Secretary in consultation with the Chairman. At the meeting, the business is normally transacted in the order in which it is listed in the agenda. When the agenda is given as an annexure to a notice or circulated separately it contains the following elements:

- (i) Name of the organisation/group and the date of circulation.
- (ii) The day, date, time and place of meeting.
- (iii) The programme of business to be transacted.
- (iv) The background papers or information, if any.
- (v) Signature of the Secretary.

If the agenda forms part of the notice, only the business to be transacted is indicated because other details will already be there in the notice.

Generally, the first item on every agenda is *confirmation of the minutes of the previous meeting*, and the last item *any other matter with the permission of the Chairman*. Other items are usually arranged in their order of importance and routine matter put towards the end. Each item is numbered. If the meeting is one of a series, each item may bear the number of the meetings also as shown below:

22.01
22.02
22.03

and so on.

In the above example 22.01 will show that it is the first item on the agenda for the twenty-second meeting of the group. It makes reference at a later date easier. The practice in some organisations is to indicate also the time when each item will be taken up at the meeting, as shown below:

A.M.

9.00: Minutes of the previous meeting.

9.10: Purchase of a new projector.

9.30: Appointment of an assistant secretary.

9.45: Date of the annual meeting.

10.00: Any other matter with permission of the Chairman.

This helps the group to stick to the schedule and cut down meaningless and irrelevant discussions. Further, the members get an idea of how much time they will have to spend at the meeting. It is, however, difficult to estimate precisely the amount of time needed for the disposal of an item and hence this practice is not popular.

¹ Though the word *agenda* is the plural of *agendum*, it is commonly used as a singular noun. Some writers use *agendas* as the plural of *agenda*.

MINUTES

The official records of discussions held and decisions taken at a meeting are called **minutes**. Minutes are generally written by the secretary of the organisational unit which sponsors or holds the meeting. Keeping minutes of the meetings of the Board of Directors, Committees of Directors and General Body of a joint-stock company is a legal requirement, but other organisations also follow this practice. They serve as an aid to memory and provide a basis for action.

Minutes usually contain the main points of discussion, the conclusions reached, the recommendations made, and the tasks assigned to individual members and groups. They are not a *verbatim* record of the proceedings of a meeting. The emotions and feelings, if any, expressed by members during the course of discussion are generally not recorded. A clear, concise, accurate and well-organised summary of the business transacted is all that is required. Minutes, in fact, are a special type of summary of what happened at a meeting. They are more analogous to a telegram than to a letter.

When you are called upon to write the minutes of a meeting, take down notes carefully at the meeting. Soon after it is over, prepare a draft of the minutes. Before giving a final shape show them to the chairman. Should you have any doubt regarding a statement or fact, check it up with some other members to ensure accuracy.

To facilitate reference give each item a heading and a number. When a proposal or a resolution is approved by a majority, you may give the name of the proposer and the seconder and also record the number of votes cast for and against it. In many organisations, however, the practice differs; only a resolution or proposal that was approved is recorded; the names of the proposer and seconder are not mentioned.

The following items are generally given in the minutes. Keep them in mind. It is, however, not necessary that they should appear in the order in which they are listed below:

- (i) The name of the organisational unit, e.g. Finance Committee, Board of Governors.
- (ii) The date, time and place of the meeting.
- (iii) The number of the meeting if it is in a series, e.g. Sixth Meeting of the Board of Directors.
- (iv) Name of the chairman of the meeting.
- (v) Names of members present, of those who could not attend, and those who attended by special invitation.
- (vi) Record of transactions.
- (vii) Signature of the secretary and the chairman.

The minutes become final only when they have been read at the next meeting, approved by the members and signed by the chairman. Often the minutes are circulated to members beforehand and then at the next meeting the chairman confirms them after ascertaining that members have no amendments to suggest. If a member suggests an amendment, the chairman signs the minutes after seeking the approval of the members present at the meeting.

Two examples of notices, agenda and minutes are given in Exhibits 27.1 and 27.2.

Exhibit 27.1

TRIVENI CEMENT INDUSTRIES LIMITED
Registered Office: 40, Rajendra Prasad Road,
Patna-800002

30 November 2009

NOTICE

Notice is hereby given that the Second Meeting of the Board of Directors will be held at the registered office of the company, 40 Rajendra Prasad Road at 3.30 p.m. on Friday, 17 December 2009.
The agenda is attached.

To Members of the
Board of Directors

Kamal Narain
Secretary

Exhibit 27.2

TRIVENI CEMENT INDUSTRIES LIMITED
Patna-800002

30 November 2009

Agenda for the Second meeting of the Board of Directors to be held at 3.30 p.m. on Friday, 17 December 2009 at 40, Rajendra Prasad Road, Patna.

- 2.01 Confirmation of the minutes of the last meeting.
- 2.02 Confirmation of the appointment of Directors.
- 2.03 Appointment of the Managing Director of the company.
- 2.04 Appointment of solicitors.
- 2.05 Accommodation for the branch office at Allahabad.
- 2.06 Issue of prospectus.
- 2.07 Date for the next meeting.
- 2.08 Any other matter with the permission of the Chairman.

Kamal Narain
Secretary