

Guidelines for Official Minutes

Office of the Secretary
of the
Evangelical Lutheran Church in America
August 2007

One of the duties of the Office of the Secretary of the Evangelical Lutheran Church in America, as required in bylaw 13.41.02.a. in the *Constitution, Bylaws, and Continuing Resolutions of the ELCA*, is to “. . . receive complete minutes for permanent record of all boards and committees of the churchwide organization.” It is the responsibility of each unit to file such minutes promptly following any board or committee meeting.

To aid in performing that task, the attached document provides guidelines for what should be included in official minutes, the form that they should take, coding systems and headings that should be used, and the copies that must be filed. In addition, the style guide that is used for the minutes of the Churchwide Assembly is included for your use.

These guidelines will make the task of creating and filing minutes both simpler and more uniform as we create together for future generations the permanent record of the work of this church.

Please address any questions to the Office of the Secretary.

DAVID D. SWARTLING, *secretary*

Types of Minutes

Protocol Minutes

Protocol minutes are the most complete, most official record of a board or committee, and in terms of distribution, are the most limited. Only three copies are to be made, and should be labeled “*PROTOCOL COPY*” in the upper right-hand corner of the first page. Each copy should include all exhibits related to those minutes.

These are the only copies of minutes that are to include confidential information concerning matters pertaining to personnel issues, salaries, pending litigation, or any other detail that must be maintained in a confidential manner.

Protocol minutes are the version of minutes that are to be filed as described below.

General Minutes

General minutes contain the open, public, broadly distributed record of the meeting of the board or committee. They are largely the same as the protocol minutes, but no confidential personnel information, no matters pertaining to pending litigation, or any other detail that must be maintained in a confidential manner can be included in general minutes.

Executive Session Minutes

Executive session minutes have limited distribution and reflect discussion and actions of a board or committee in closed, executive session. An executive session normally includes only voting members of the board or committee, a representative of the presiding bishop of this church, the representatives of the Conference of Bishops, and the executive director of the churchwide unit.

Executive Committee Minutes

Executive Committee minutes contain the open, public record of meetings of the board’s or committee’s Executive Committee. Should the Executive Committee go into executive session, however, the minutes are to be treated confidentially (*see above*).

Filing of Protocol Minutes

All churchwide units *must* file three copies of protocol minutes, with their exhibits, for all

- full board or committee meetings
- executive sessions
- executive committee meetings

The three protocol copies are to be filed as follows:

- one copy to the Office of the Secretary, as required by bylaw 13.41.02.a.
- one copy to be retained in a locked file in the unit
- one copy to be sent to the Archives, where it will be retained for any future research with appropriate safeguards and restrictions on its use

Uniform Style for Official Minutes

To ensure a uniform approach to the keeping of official minutes for ELCA churchwide boards and committees, we recommend that each unit follow these guidelines. (Throughout, we will use the Vocation and Education unit in most examples.)

I. Standard Information

Minutes should always include on the first page standard information that establishes the context of the meeting and identifies the persons present. We recommend the following style and headings.

**EVANGELICAL LUTHERAN CHURCH IN AMERICA
PROGRAM COMMITTEE
OF THE
VOCATION AND EDUCATION UNIT**

**MINUTES
March 16-18, 2008
Lutheran Center
Chicago**

The first paragraph should tell which meeting in sequence is the subject of the minutes, which body met, who called the meeting to order, at what time, on what date, and where. Reference should be to “the board of the . . .,” “the program committee of the . . .,” or “the advisory committee for . . .”

CALL TO ORDER

The eighteenth meeting of the program committee of the Vocation and Education unit of the Evangelical Lutheran Church in America was called to order by Chair Kathryn L. Johnson at 8:34 A.M. on March 16, 2008, in the Pentecost Room of the Lutheran Center in Chicago, Illinois.

List the first and last names of all voting members present, in last-name alphabetical order. Use “Pr.” for clergy, but no other titles. List any voting members who were unable to attend the meeting. If non-members are present, list them. If they were only present for part of the meeting, tell which days they were there. Finally, list any resource persons and their affiliations.

MEMBERS PRESENT:	Pr. Marcia Cox Kathryn L. Johnson, <i>chair</i> Osamu Matsutani [etc.]
EXCUSED:	Paul J. Rasmussen
OTHERS PRESENT:	N. Keith Fry Pr. Sheri L. Nolan (March 17)
RESOURCE PERSONS:	Pr. James K. Echols, Lutheran School of Theology at Chicago Pr. Ruth E. Hamilton, Office of the Secretary

The first order of business should then be approval of the proposed agenda for the meeting.

AGENDA APPROVAL

The proposed agenda was approved. *or* The proposed agenda was approved with the following changes:

The final order of business should be the adjournment. It is important to note the time at which the meeting was closed. If there are recesses in the course of your meeting, similar references to them should be inserted at the appropriate points in the minutes.

ADJOURNMENT

The eighteenth meeting of the program committee of the Vocation and Education unit was adjourned on March 18, 2008, at 3:37 P.M.

II. Body of the Minutes

General Content

Minutes should allow a reader even many years from now to have a clear understanding of what transpired in the course of a meeting—the arguments presented, the information shared with the body in the course of its deliberations, the decisions made, and the results of any elections—but they are *not* a transcript of the meeting. All motions, amendments, substitute motions, and resolutions must be included in the minutes. Generally, it is not necessary that this report be verbatim, though you may on occasion choose to quote the speaker.

Use a consistent style in the text of your minutes. Within the body of the minutes, you can use the headings listed on your agenda to organize the information. Follow the attached Style Guide developed for the minutes of the Churchwide Assembly as a reference tool when you have questions about usage, punctuation, preferred spelling, and the like.

Motions

Report the text of any motions, proposed amendments, or substitute motions. Use this format for an original or a substitute motion:

Moved;

Seconded: To set a deadline of August 12, 2009, for submission of responses to the survey of seminarians.

Use this format for amendments to motions. Strike out old information and underline the new.

Moved;

Seconded: To set a deadline of ~~August 12,~~ September 27, 2009, for submission of responses to the survey of seminarians.

When an amendment is voted on, indicate whether the amendment was approved or defeated.

Moved;

Seconded;

Defeated:

To set a deadline of ~~August 12~~, September 27, 2009, for submission of responses to the survey of seminarians.

Final Actions

When final actions are approved, they should be recorded in the minutes with an action code number. The action code number indicates the body making the decision, the year, the month, and the sequential number of the action *for that calendar year*. (The two-letter codes for the various churchwide entities are shown on the next page.) For example, an action taken by the Vocation and Education unit program committee at its March meeting in 2008, which was the fourteenth action taken by that committee that year, would be coded like this:



The action code should be placed alongside the text of the action resolution. In recording the resolution itself, start with “To . . .” followed by an appropriate verb (“To adopt,” “To approve,” “To declare,” “To elect,” “To accept,” and so on), followed by a description of the specific action that will be taken, clearly stated in terms of scope and content. The effect of the decision or action, therefore, appears at the beginning of the sentence. Final actions should be typed in boldface letters one point-size larger than the motions and amendments, so that they stand out.

VOTED

VE.08.03.21

To accept the report of the *ad hoc* committee on the costs of seminary education, and to commend the committee for its efforts.

Executive Committee

In the minutes of an executive committee, the two-letter unit codes should be preceded by **EC/**.

VOTED

EC/VE.08.03.07

To recommend to the program committee of the Vocation and Education unit that it establish a procedure for review of *ad hoc* committee reports.

Letter Codes

Following are the current two-letter codes for the various churchwide units and offices.

Program Units

EO	Evangelical Outreach and Congregational Mission
GM	Global Mission
VE	Vocation and Education
CS	Church in Society
MM	Multicultural Ministries
WO	Women of the ELCA
PH	Publishing House of the ELCA

Service Units

CO	Communication Services
LU	The Lutheran
DS	Development Services
FO	Foundation of the ELCA
MF	Mission Investment Fund
PN	Board of Pensions

Offices

OB	Office of the Presiding Bishop
OS	Office of the Secretary
OT	Office of the Treasurer

Sections of Offices

ER	Ecumenical and Inter-Religious Relations
HR	Human Resources
RE	Research and Evaluation
SR	Synodical Relations
WP	Worship and Liturgical Resources
IT	Information Technology
MS	Management Services
AR	Archives

Other Designations

CC	Church Council
CA	Churchwide Assembly
CE	Cabinet of Executives
CB	Conference of Bishops
IF	Mission Investment Fund of the ELCA
LF	U.S.A. National Committee of the Lutheran World Federation
LC	Committee on Lutheran Cooperation
YO	Lutheran Youth Organization
LM	Lutheran Men in Mission
NC	Nominating Committee
AP	Committee on Appeals

Executive Session

According to *Robert's Rules of Order*, "An *executive session* in general parliamentary usage has come to mean any meeting of a deliberative assembly, or a portion of a meeting, at which the proceedings are secret. [. . .] A motion to go into executive session is a question of privilege, and therefore is adopted by a majority vote. Only members, special invitees, and such employees or staff members as the assembly or its rules may determine to be necessary are allowed to remain in the hall [emphasis added]." (pp. 92-93) A "member," per *Robert's Rules*, is ". . . a person having the right to full participation in [a body's] proceedings—that is. . . , the right to *make motions*, to speak in *debate* on them, and to *vote*." (p. 3) Present in executive session, then, are *only* the elected members of the committee or board, and, under policy established by the Church Council, those designated as advisory bishops for the committee or board, as well as a representative of the presiding bishop of this church.

When the committee or board goes into executive session, report this in the minutes and, if possible in a general way without disclosing confidential information, tell for what purpose. When the body resumes open session, report, if possible, the results of the executive session or indicate that the report of the executive session is in the Protocol Minutes. Confidential matters however, ***should not be reported at that point in open minutes.***

Actions taken in executive session are coded separately from those taken in the committee's regular sessions. The action number is preceded by **ES/** and follows its own numbering sequence. In *protocol* minutes, the following action would include confidential information:

VOTED

ES/FO08.03.04

To concur in the recommendation of the executive director for engagement of Linequist Consultants for the design of new investment funds with a contract for \$53,000.

In *open* minutes, however, because the action contains confidential information, you would simply indicate that the committee concurred in the engagement of Linequist Consultants.

VOTED

ES/FO08.03.04

To concur in the recommendation of the executive director for engagement of Linequist Consultants for the design of new investment funds.

Elections

Elections for most positions and offices take place in open session, and the vote totals should be recorded in open minutes.