

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 ✓
- 9.15 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 *item*. 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 → Date

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 pm on Friday, 17 December 2009. *Date*
The agenda is attached. *Place*

Details

Kamal Narain

Secretary

To Members of the
Board of Directors

Exhibit 27.2

TRIVENI CEMENT INDUSTRIES LIMITED

Patna-800002

30 November 2009 → Date

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

- 201 Confirmation of the minutes of the last meeting.
- 202 Confirmation of the appointment of Directors.
- 203 Appointment of the Managing Director of the company.
- 204 Appointment of solicitors. *(to type of lawyer)*
- 205 Accommodation for the branch office at Allahabad.
- 206 Issue of prospectus.
- 207 Date for the next meeting.
- 208 Any other matter with the permission of the Chairman.

Kamal Narain

Secretary

Exhibit 27.3

TRIVENI CEMENT INDUSTRIES LIMITED

Minutes of the Second Meeting of the Board of Directors held at the Registered Office of the company (40 Rajendra Prasad Road, Patna) at 3.30 p.m. on Friday, 17 December, 2009

Present:

Sri M.N. Pareekh	Chairman ✓
Sri R.L. Singh	} Directors ✓
Sri P.K. Gadre	
Sri Mujeeb Ahmed	
Sri T.K. Marwaha	
Sri O.P. Asthana	

In attendance:

Sri Kamal Narain, Secretary ✓
Sri J.P. Jain, Solicitor

**No. of Subject of Minutes
Minutes**

Details of Minutes

- | | | |
|------|---|---|
| 2.01 | Confirmation of the minutes of the last meeting | The minutes of the meeting held on October 10, 2009 were approved by the Board and signed by the Chairman. |
| 2.02 | Confirmation of the appointment of Directors | The Secretary reported that all the Directors present had accepted the office and signed the agreement to take the required number of qualification shares. He also stated that these documents had been filled with the Registrar of Companies, Bihar State. |
| 2.03 | Appointment of the Managing Director of the company | <i>Resolved:</i> That Sri R.L. Singh be appointed Managing Director of the company. |
| 2.04 | Appointment of solicitors | <i>Resolved:</i> That Messrs Jain and Dalal, Shaheed Marg, Patna be appointed solicitors of the company. |
| 2.05 | Accommodation for the branch office at Allahabad | The Secretary reported that four rooms in Jaiswal Buildings, Civil Lines, Allahabad were available at a rent of Rs 6200 per month. The Branch |

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Manager had examined and found them suitable for our purposes. He had proposed that these be rented. The proposal of the Branch Manager was approved.

2.06 Issue of Prospectus

It was decided that the solicitors should at the next meeting produce a draft of the prospectus to be issued in February 2010 inviting applications for shares.

2.07 Next Meeting

The Secretary was directed to call the next meeting of the Board on 4 March 2010.

M.N. Pareekh
Chairman

Kamal Narain
Secretary

21 December 2009

Exhibit 27.4

Oudh Club
Hazrat Manzil, Faizabad Road
Lucknow-226004

20 October 2009

NOTICE

The fifth meeting of the Executive Committee will be held in Room No. 6, Hazrat Manzil at 6 p.m. on 4 November 2009.

AGENDA

- 5.01. Confirmation of the minutes of the previous meeting.
- 5.02. Life membership.
- 5.03. Appointment of an Accountant.
- 5.04. Purchase of furniture.
- 5.05. Annual general body meeting.
- 5.06. Any other matter with the permission of the Chairman.

Shyam Sunder
Secretary

To All Members of the Executive Committee.

Exhibit 27.5

ODDH CLUB
HAZRAT MANZIL, FAIZABAD ROAD
LUCKNOW-225004

MINUTES

The fifth meeting of the Executive Committee of the Ouddh Club, Lucknow was held at Hazrat Manzil, Faizabad Road at 6 p.m. on 4 November, 2009.

Present: Shri Gulzar Hussain, Chairman
Sri Amit Bandhyopadhya
Sri T.R. Agarwal
Sri M.N. Pandey
Sri Shyam Sunder, Secretary

Absent: Sri O. Khanwalkar
Sri R.L. Saraf

5.01. Confirmation of the Minutes of the Previous Meeting

The minutes of the Executive Committee meeting held on August 4, 2009 which had been circulated to members, and on which no comments had been received, were taken as read, and approved and signed by the Chairman.

5.02. Life Membership

The application of Shri Abdul Rahim for life membership was placed before the Committee. The Secretary pointed out that Sri Rahim had sent a cheque for Rs 3500 and that he had been a member of the Club for the last five years. He was, therefore, qualified to be admitted to life membership of the Club. The following resolution was then passed unanimously.

Resolved: That Sri Abdul Rahim be admitted as a Life Member of the Club.

5.03. Appointment of an Accountant

The Secretary reported that the work of the Club had considerably increased. He proposed that a full time accountant be appointed.

The committee approved the Secretary's proposal and directed him to take necessary steps for the appointment of an accountant in the pay scale of Rs 15,600 – 400 – 20,400.

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5.04. Purchase of Furniture

The purchase of 30 easy chairs and a new sofa set was approved. The Secretary was directed to invite quotations from reputed firms and place an order after approval by the Chairman.

5.05. Annual General Body Meeting

It was decided to hold the Annual General Body meeting on February 2, 2010 for approval of annual accounts and election of new office-bearers. The Secretary was directed to get the accounts audited and issue notice to members.

The meeting ended with a vote of thanks to the Chair.

Gulzar Hussain

Chairman

7 November 2009

Shyam Sunder

Secretary

NOTE OF DISSENT

At times members find it difficult to reach a consensus on a proposal or some other matter on the agenda. A member who holds a different point of view may insist on the inclusion of this opinion in the records. In such a situation he writes a Note of Dissent. This Note is appended to the Minutes and forms part of the official records of the organisation.

In the Note of Dissent the member gives reasons or arguments for holding a different view. When this Note is circulated to a larger group e.g., that of a Board of Directors meeting to the general body, its logic or argument may on occasions be found more appealing, convincing or acceptable and the action agreed to by the majority may get modified. In any case, the Note acquaints the members with another way of looking at the matter included in the concerned agenda item.

Let us assume that the following item was included in the agenda of the second meeting of the Board of Directors, Triveni Cement Industries Limited (vide Exhibit 27.3) and that one of the Directors, Sri P.K. Gadre did not accept the proposal and wrote a Note of Dissent. One way of writing this Note is shown below in Exhibit 27.6.

Exhibit 27.6**Note of Dissent**

by

Sri P.K. Gadre

Member, Board of Directors

(Appended to the Minutes of the Second Meeting of the Board held on 17 December 2009.)

Agenda Item

Payment of bonus to employees @ 20% of basic pay or wages for the current financial year.

Note

The proposal in this agenda item is not acceptable to me. We are aware that in the face of tough competition by several new manufacturing units in this area, the sales have gone down by 15% during the first nine months as compared to the average during the last three years. And there are no indications that these would pick up during the remaining period. As a result, there would be a reduction in the net profit of the company. I, therefore, suggest that we postpone the decision on the matter and review the situation at the next meeting scheduled to be held on 4 March 2009. The point made by members, that anything less than what the company has been paying during the last three years may cause dissatisfaction among the employees is well-taken. But we can certainly wait for the result of the renewed vigorous efforts that are being made to boost the sales.

17 December 2009

P.K. Gade

Communication Core

For holding a general body meeting or a meeting of a group such as Finance Committee, Purchase Committee, Board of Directors, etc., a notice indicating day, date, time, place and agenda is issued by the secretary to all the members who have a right to attend it. The agenda, that is, the business to be transacted, may be included in the notice itself or attached as an annexure. 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. The minutes, that is, the main points of discussion and the decisions taken, are recorded sequentially by the secretary of the concerned group. The minutes are written in the prescribed format and constitute an important record of the organisation. They often form the basis for further action and decision. Sometimes when a member does agree to a proposal or some other matter on the agenda (though it is approved by others) he may write a Note of Dissent. This Note, which incorporates his viewpoint with supporting logic or arguments, is appended to the Minutes and forms part of the official records of the organisation.

① REVIEW QUESTIONS

1. Why is it necessary to circulate the agenda well in time to all those who have a right to attend a meeting?
2. What precautions should be taken while taking notes for writing the minutes of a meeting?
3. What is the difference between the minutes of a meeting and a record of its proceedings?
4. 'Minutes are nothing but an expansion of the ideas contained in the items of an agenda'. Discuss.

① EXERCISES

1. (a) Imagine that you are the Secretary of the staff association of your organisation. Write a notice, giving the agenda of the first business meeting of the General Body, convened to elect the office-bearers. The notice should contain the dates of nominations and withdrawals, the time and date of election and the place where it will be held.
(b) Write the minutes of the above meeting.
2. A meeting of the Executive Committee of Swadeshi Cooperative Stores, Jaipur was held at 4 p.m. on 7 September 2009, at which the following business was transacted:
Minutes of the last meeting, Treasurer's report, appointment of an additional accountant, raising of annual subscription, any other matter.
Assume that you are the Secretary and write the minutes of this meeting. Invent the necessary details.
3. At a meeting of the Staff Council of Acharya Polytechnic, Bhopal, the following business was transacted: minutes of the last meeting, introduction of the tutorial system, special classes for weak students, better facilities for sports, organisation of community lunch and entertainment, any other matter. Assuming that you are the Secretary of the Council, write the minutes of the meeting. Invent the necessary details.
4. (a) Prepare the agenda for a meeting of the Ramnagar Chamber of Trade, to be held at 7 p.m. on 28 September 2009 arranging the following items in proper order:
Organisation of shopping week, any other business, Report of the Finance Committee, nomination of two delegates to the Seminar on Marketing Management, minutes of the last meeting, estimate for redecoration of the building.
(b) Assuming that you were the Secretary in attendance write the minutes of the meeting.
5. Imagine that you are the Secretary in attendance at the sixth meeting of the Management Committee of Kannadas Departmental Stores held on July 15, 2009. Write the minutes of this meeting assuming the agenda to be as follows:
 - (i) Minutes of the last meeting
 - (ii) Chairman's report
 - (iii) Appointment of delivery staff
 - (iv) Green grocery department report
 - (v) Proposal for buying four delivery vans
 - (vi) Complaints regarding the quality of potatoes and cakes
 - (vii) Any other matter with the permission of the Chairman