_____ Board of Directors — Minutes

Meeting type: Regular / Special **Date:** _____
Place / method: In person / phone / video at _____
Called to order: _____ by _____ **Adjourned:** _____

Attendance

- **Directors present:** _____
- **Directors absent:** _____
- **Also present (staff, guests):** _____
- **Quorum:** _____ of _____ directors present; quorum under the bylaws is _____. Quorum was / was not present.

Conflicts of interest

- Disclosures made: _____
- Recusals: _____ left the room / did not vote on item _____.

Consent agenda

Motion by _____, seconded by _____, to approve the consent agenda (items: _____).
Items pulled for discussion: _____
Vote: For _____ / Against _____ / Abstain _____. Carried / Failed.

Decisions

Item _____: _____

- **Materials reviewed:** _____ (listed in the board pack dated _____)
- **Summary of discussion:** main reasons for and against, in two or three sentences. _____
- **Motion:** _____ moved, _____ seconded, that _____.
- **Vote:** For _____ / Against _____ / Abstain _____ / Recused _____. Carried / Failed.
- **Dissent noted (if requested):** _____

Reports received (no action)

_____

Actions

Action	Owner	Due

Executive session

Held from _____ to _____. Topic (general): _____. Actions taken: none / _____ (record any vote in the minutes).

Minutes prepared by _____, Secretary. Approved on _____.

State notes

- **Maine:** Signed unanimous written consents must be filed with the minutes (13-B § 707).
- **New Hampshire:** If your charity files with the Charitable Trusts Unit, its annual report asks about conflicts and pecuniary-benefit transactions — record disclosures and recusals here so the answer is easy.
- **Massachusetts:** Written consents must be filed with the records of directors' meetings (c. 156B § 59).

Sources

- 13-B M.R.S. § 707 (unanimous action by directors without a meeting) — https://legislature.maine.gov/legis/statutes/13-B/title13-Bsec707.html
- M.G.L. c. 156B, § 59 (consent in lieu of directors' meeting; telephone meetings) — https://malegislature.gov/Laws/GeneralLaws/PartI/TitleXXII/Chapter156b/Section59
- NH DOJ Charitable Trusts Unit: CTU Forms (NHCT-11 registration, NHCT-12 annual report) — https://www.doj.nh.gov/bureaus/charitable-trusts/ctu-forms

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