

Tips for Being an Effective Secretary

- Develop and distribute a [board calendar](#) before the start of each year
- Understand what to record and what not to record when taking minutes
- Maintain a board binder containing the governing documents, key governance policies, minutes of board meetings, and written consents
- Consider using appropriately secured electronic storage of key documents as a backup
- Ensure adequate [comparability data](#) is attached to board actions which rely on such information (e.g., for purposes of getting a [rebuttable presumption of reasonableness](#))

Traps to Avoid

- Noncompliance with provisions in the governing documents and applicable law for giving notice of meetings, sending and receiving electronic communications, nominating and electing directors and officers
- Recording minutes as if they are transcripts of the meeting
- Recording [executive session](#) discussions in meeting minutes that will be open to inspection to all members
- Storing minutes and other sensitive documents without adequate security