



**Mary Taylor, CPA**  
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Local Government Officials' Conference

**MINUTES**

Presented by:  
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James Madison clearly laid out the strength of our government when he said:

*“A popular government without popular information or the means of acquiring it, is but a prologue to farce or a tragedy or perhaps both.”*



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Thomas Jefferson further expounded on this principle by stating:

*“The way to prevent errors of the people is to go give them full information of their affairs through a channel of public papers and to contrive that those papers should penetrate the whole mass of the people.”*



*Jefferson*

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The *Ohio Supreme Court* has stated:

“The rule in Ohio is that public records are the people’s records, and that the officials in whose custody they happen to be are merely trustees for the people.”

*State ex rel Patterson v. Ayers (1960) Ohio St. 369*



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### Open Meeting Minutes Requirements



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### How Detailed Must Meeting Minutes Be?

- Minutes must be “full and accurate” and state sufficient facts and information to permit the public to *understand and appreciate the rationale* behind the public body’s decision.
- The public not only has a right to know a government body’s final decision on a matter, but also the means by which those decisions were reached.

*Long v. Council of the Village of Cardington, quoting White v. Clinton County Board of Commissioners*

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### Recording Minutes: The Test

It is not necessary to record meeting minutes verbatim.

**The Test:** Can someone who did not attend a particular meeting read the minutes and understand everything that occurred during the meeting and understand why action was or was not taken?

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### Minutes

- The word "minutes" is not defined in the Revised Code. A common definition is "a series of brief notes taken to provide a record of proceedings \* \* \* : an official record composed of such notes." (*Webster's Third New International Dictionary (1986)*).
- The minutes are the official record of your governing body.
- The minutes must contain sufficient facts and information to permit the public to understand and appreciate the rationale behind the public body's decisions.

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### General Requirements

*The minutes of a public body must:*

- Be full and accurate
- Include the names of the attendees
- Include the roll call votes

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### General Requirements - Attendees:

*The minutes should reflect:*

- The names of all members of the governing body of the entity **present**;
- The names of all members of the governing body of the entity **absent**;
- The names of all of the entity's **guests**.

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### General Requirements - Roll Call/Votes:

- Motions to take a vote:  
*“Motion made by: (Insert Name)”*  
*“Motion seconded by: (Insert Name)”*
- The results of each vote (yea & nay *or* yes & no), along with the tally of the votes.

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### Executive Session

There is no requirement for minutes of executive session. Instead, the general meeting minutes need only describe the general subject matter of the discussions held in executive session, not the discussions themselves. This requirement is normally satisfied by a specific motion used to move into executive session.



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### What is an “Executive Session”?

- The public body *excludes* the public from a portion of an open meeting
- May only be held to discuss limited, specific matters
- Only people *invited* by the public body may join the executive session; and
- The public body may permit anyone it chooses to attend.

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### Unconditional Rules for Executive Session

- **Rule #1** Executive session must always begin and end in an open session
- **Rule #2** There can be no decision-making (voting) during executive session

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### Acceptable Topics for Discussion in Executive Session

1. Appointment, employment, dismissal, discipline, promotion, demotion, or compensation of a public employee or official.
2. Purchase of property for public purposes, or sale of property at competitive bidding.
3. Conference with attorney for public body to discuss pending or imminent court action.
4. Preparing for, conducting, or reviewing negotiations with public employees.

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**Acceptable Topics for Discussion in Executive Session** *(continued)*

- 5. Matters to be kept confidential by federal law or rules or state statutes.
- 6. Security arrangements and emergency response protocols.
- 7. County and Municipal hospital trade secrets.

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**Audio/Video Taping Open Meetings**




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**Taping Open Meetings:  
The Good, The Bad and The Inaudible**

If you want to audio tape your meetings and use the tapes as your official meeting minutes, be aware of the following:

The Ohio Supreme Court determined that audio tapes were not sufficient as the official minutes where:

- portions of the tape were inaudible or not understandable;
- the speaker could not be identified.

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### Audio Taping Open Meetings

Taping the meetings to rely on in preparing written minutes is a good idea, but remember:

- the tape is a public record;
- add the tapes to your records retention schedule to allow for their reuse, otherwise you will need to retain them indefinitely.

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### Video Taping Meetings

Suggestions when video recording meetings as the official minutes:

- Insure all members of the public body are clearly visible;
- Identify each member of the public body with a name placard;
- “Mike” each member of the public body so they are clearly heard;
- Be aware of storage and retention issues for video tapes.

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### Use of Agendas: (Villages and Townships)

- An agenda should be prepared prior to each meeting that includes old and new business to be discussed.
- The agenda should be distributed to the legislative body at least five (5) days before the meeting.

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**Ohio Attorney General Opinion  
2007-019**

- No statute In the Ohio Revised Code requires a board of township trustees to approve the minutes of its meetings.
- R.C. 121.22(C) requires meeting minutes of a public body be prepared and filed, but does not provide that if the minutes are not properly approved, the actions recorded in the minutes are void.
- Minutes serve as records of actions, not as actions themselves.

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**Ohio Attorney General Opinion  
2007-019 (continued)**

- On the other hand, the board may decide that approval of the minutes of its regular meetings is meant to verify that the minutes accurately and truthfully record all the events that occurred at a particular meeting.
- The approval of meeting minutes is recognized by courts and under generally accepted rules of parliamentary procedure.
- “An administrative board only speaks through its journalized minutes. Until the board’s minutes are approved and journalized, they are subject to change and, therefore, are not final.”

*Robert’s Rules of Order, Newly Revised, 343 (10<sup>th</sup> ed. 2000)*

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**Ohio Attorney General Opinion  
2007-019 (continued)**

- Meeting agendas expedite the business of the board and contributes to the orderly and efficient conduct of township business
- No provision in the Ohio Revised Code mandates that a board of township trustees prepare a written agenda for its regular meetings.

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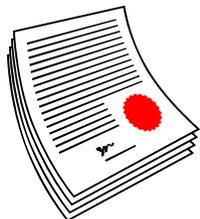
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## When to Use Ordinances, Resolutions, and Motions



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## Motions

What is a *motion*?

- A “proposal made under formal parliamentary procedure.” (Black’s Dictionary, Second Pocket Edition).
- Action by the legislative authority not required by law to be taken by ordinance or resolution may be taken by motion.
- A motion must be approved by at least a majority vote of the members present.

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## Motions

When should a motion be used?

A motion is normally used to **expedite** and **control** the deliberations of the legislative authority in the transaction of business.

Procedural matters; e.g., accepting minutes; adjournment; deciding to pass a resolution



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### Resolutions and Ordinances

In order to comply with the “*full and accurate*” requirement – discussion regarding ordinances and resolutions should be recorded in the minutes.



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### Resolutions and Ordinances *(continued)*

A *resolution* is a formal expression of an opinion, intention, or decision by an official body or assembly which becomes the regulation of the board

- Typically used for short-term policies or decisions

*e.g., entering into contracts; all major expenditures purchasing or selling land, buildings or equipment; transfers of money; adopting policies or other regulations for the governing of the board, clerk, fiscal officer and employees*

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### Resolutions and Ordinances *(continued)*

An *ordinance* is a formal written enactment

Typically used for **permanent** laws or regulations

- Requires publication



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**Resolutions and Ordinances** *(continued)*

**Resolutions v. Ordinances:**

*What is the difference and when should each be used?*

*Ordinances are typically used for permanent laws or regulations, while resolutions are typically used for short-term policies or decisions.*



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**Resolutions and Ordinances** *(continued)*

*What is the difference between motion, resolution and ordinance?*

**Motion**

A motion is a proposal to take action or reach a decision.

**Resolution**

A resolution is the actual action taken or decision reached.

**Ordinance**

Ordinance is used to enact permanent laws or regulations (requires publication)

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**Approval of Minutes:**

- No statutory provisions
- It is *customary* that the minutes be approved at the next meeting
- Draft copies of minutes are a public record
- It is *customary* that, for a municipality, the clerk and the mayor sign the minutes
- It is *customary* that, for a township, all of the trustees and fiscal officer sign the minutes

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### Proper Storage/Retention of Minutes

#### General Requirements:

- Records Commission - each political subdivision should establish a records commission
- Records Officer
- Retention Schedules



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### Records Commission

- ✓ Provide rules for retention and disposal of records;
- ✓ Review retention schedules & disposal requests submitted by offices;
- ✓ Assure that proper procedures are followed for scheduling and disposing of records;
- ✓ Revise the retention schedules as needed.

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### Records Officer

- Responsible for all aspects of records retention and disposition within the political subdivision
- Serves as a liaison to the records commission and to other agencies
- Should understand the duties and responsibilities of the political subdivision and the records it creates and maintains

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### Retention Schedules

- Provide the foundation of any records management program
- Provide for ongoing disposal of records
- Prevents the build up of unnecessary records
- Can be a legal asset



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### Determining Retention Periods

- Administrative Value?
- Fiscal Value?
- Legal value?
- Historical Value?



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### Administrative Value

- *Is the Record used by the political subdivision to carry out its duties?*
- *How often or for how long has the record been used?*
- *Would the disposal of the record jeopardize any of the political subdivision's programs/operations?*

The **political subdivision** determines the Administrative value of a document

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### Fiscal Value

- Does the record pertain to the receipt, transfer, payment, adjustment, appropriation, or encumbrance of funds?
- Will the record be required in an audit?

Consult the **Auditor of State's Office** if you have any questions regarding the fiscal value of a document

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### Legal Value

*Does the record document or protect the rights or obligations of a political subdivision and/or its citizens?*

- Records with legal value should be retained until the legal rights and/or obligations that they document have expired.

The political **subdivision's legal counsel** should determine the legal value of a document

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### Historical Value

- Does the record document the political subdivision's organization, policies, decisions, procedures, operation or other activities?
- Does the record contain significant information about people, places, or events?
- Does the record possess a secondary value (i.e., Is it a source of information for persons other than the creator?)?

Consult the **Ohio Historical Society** for questions in determining the historical value of a document

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### Length of Retention Period

Retention Periods are determined and expressed in three ways:

1. Time (i.e., “retain for five years” or “retain permanently”)
2. Event or Action (i.e., “retain until audit report is release”)
3. Time and Event or Action (i.e., “retain for two years after the case is closed”)

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### Storing Records

Three media types can be used to store records:

1. Paper
2. Microfilm/Microfiche
3. Electronic (mostly widely used today)

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### Availability of Public Records for Inspection and Copying

Ohio Revised Code § 149.43(B)(2) states that in order to facilitate broader access to public records, a public office or the personal responsible for public records shall organize and maintain public records in a manner that they can be made available for inspection or copying in accordance with division (B) of this section. **A public office also shall have available a copy of its current records retention schedule at a location readily available to the public.**

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### Ohio Historical Society

Review the *Ohio Historical Societies Municipal Records Manual and Township Records Manual* for sample retention policies and more detailed records retention information:

– Ohio Municipal Records Manual  
<http://www.ohiohistory.com/resource/lgr/Munimanual2.2001.pdf>

– Ohio Township Records Manual  
<http://www.ohiohistory.com/resource/lgr/Township2.2001.pdf>

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### OHS Manual References Record Retention Requirements

Specific requirements:

Villages:  
Refer to Ohio Revised Code Section 149.39

Townships:  
Refer to Ohio Revised Code Section 149.42

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### Important Resource:

The Ohio Historical Society  
Local Government Records Program  
1982 Velma Avenue  
Columbus, Ohio 43211

(614) 297-2553

[localrecs@ohiohistory.org](mailto:localrecs@ohiohistory.org)

[www.ohiohistory.org/resource/lgr](http://www.ohiohistory.org/resource/lgr)

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