

## PRII MINUTES POLICY

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### *Legislative Background*

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The principle section of the Companies Act 2014 in relation to minutes is set out below:

#### **Section 166**

company shall cause  
minutes to be entered  
in books kept for that  
purpose of—

(a) all appointments of officers made by its directors;

(b) the names of the directors present at each meeting of its  
directors and of any committee of the directors;

(c) all resolutions and proceedings at all meetings of its directors and  
of committees of directors.

(2) Such minutes shall be entered in the foregoing books as soon as may  
be after the appointment concerned is made, the meeting  
concerned has been held or the resolution concerned has been  
passed.

(3) Any such minute, if purporting to be signed by the chairperson of the  
meeting at which the proceedings were had, or by the chairperson  
of the next succeeding meeting, shall be evidence of the  
proceedings.

(4) Where minutes have been made in accordance with this section of the proceedings at any meeting of directors or committee of directors, then, until the contrary is proved—

(a) the meeting shall be deemed to have been duly held and convened;

(b) all proceedings had at the meeting shall be deemed to have been duly had; and

(c) all appointments of officers made by its directors at the meeting shall be deemed to be valid.

(5) A company shall, if required by the Director of Corporate

Enforcement, produce to the Director for inspection the book or books kept in accordance with *subsection (1)* by it and shall give to the Director of Corporate Enforcement such facilities for inspecting and taking copies of the contents of the book or books as the Director may require.

(6) If a company fails to comply with *subsection (1)* or with a requirement made of it under *subsection (5)*, the company and any officer of it who is in default shall be guilty of a category 4 offence.

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### *PR11 Policy and Proposed Approach*

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The task of recording the minutes is assigned to the Honorary Secretary. In the absence of the Honorary Secretary, the minutes will be recorded by the CEO. In the absence of the Honorary Secretary and the CEO, the minutes will be recorded by a member of the National Council as agreed at the relevant Meeting.

The National Council, as with any board of directors, acts as a collective unit and the focus of the minutes is to record the outcomes and decisions of the meetings. The minutes are not a detailed account of each item discussed.

The minute taker shall in the first instance consult with the President and CEO on the draft minutes.

Draft minutes shall then be circulated by the minute taker to all National Council members within ten days of a Council meeting having taken place.

The minutes of the previous meeting will be the first item at any National Council meeting.

Provided more than four days-notice of the draft minutes have been given to Council members,

minutes will be taken as read unless comments or amendments have been raised with the Honorary Secretary at least one day previous.

Minutes shall record all decisions in relation to membership of the Institute, including the addition of new members.

Minutes approved by the National Council shall be signed by the President, or in his/her absence the Chairperson of the meeting.

Minutes do not need to record the proposer and secondor of any motion, nor do they need to record how individual council members voted on a matter.

Minutes shall be kept in hard-copy at the offices of the PRLI, 84 Merrion Square, Dublin 2.

Each Council Sub-Committee shall keep minutes. When appointing any Council Sub-Committee, the National Council shall also appoint the person to be responsible for keeping minutes of the meeting. Council Sub-Committees shall also follow the policy outlined within this document.

Council Sub-Committee minutes shall be kept in physical hard-copy at the offices of the PRLI, 84 Merrion Square, Dublin 2