



TIME TO TALK

Making the Minutes Count

The Critical Importance of Accurately Documenting Alliance Meetings

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If you were to ask a group of alliance managers which activities rank among their least favorite, taking minutes at governance meetings is likely to land near the top of the list. While such feelings are understandable given the mundane nature of the task, officially documenting the discussions, decisions, and future action items that result from such gatherings is one of the most important services that alliance management professionals perform in the course of their work. Built on the bedrock of the contract, the minutes are the living, ever-evolving framework within which an alliance develops.

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Given the range and depth of subjects often covered within a governance meeting, the resulting minutes can be used for a variety of purposes and serve as, among other things, a:

- Historical reference
- Record of important decisions about strategy, tactics, and budget
- Source of evidence in a partnership dispute
- Auditable corporate governance document

As you might imagine, this diversity of possible uses poses a number of potential risks. Because a major aim of alliance management is to decrease business and human risk and to reduce legal uncertainties, providing accurate, well-crafted minutes is an important alliance task.

Within each meeting's minutes, what is said, who says it, how it is said, and which supporting materials are included are all critical elements. Given the importance of meeting minutes, the writing and assembly of these components should be entrusted to a professional skilled in managing and mitigating alliance risk in its various forms—business risk, human risk, and legal uncertainties.

Paint an Accurate Picture

Minutes documenting alliance governance meetings either mitigate or exacerbate the potential for each type of alliance risk. One might ask, "How do minutes change the risk profile of an alliance, if all they do is document what happened at the governance meeting?" This is a good question. The fact is that minutes cannot by their very nature exactly capture all of the elements of a meeting. They are, for lack of a better analogy, like a landscape captured by an artist. Any painter necessarily captures not the actual landscape itself, but rather his or her interpretation of that landscape. If Pablo Picasso and Leonardo da Vinci were to have captured the same landscape, for example, the resulting paintings likely would have looked very different. For the purposes of discussion, one could say that da Vinci strove to represent the landscape as precisely as possible, doing his best not to inject emotions or specific style elements. It might be said that Picasso, on the other hand, was more interested in altering the image to evoke a different viewer response.

In art, the style of a landscape painting is a matter of taste; in alliance management, however, recording minutes is a matter of exercising sound judgment regarding the business, human, and legal uncertainties that form the

landscape of each meeting. The minutes must accurately portray the contents of the meeting and the resulting agreements without injecting additional risk into the process. To complete the analogy, the minutes that an alliance manager produces should more closely resemble a da Vinci than a Picasso, with the goal of accurately depicting events rather than creating a stylized version that is meant to elicit a particular response.

Stick to the Facts to Reduce Human Risk

Anything put into writing and sent off for review opens the door for misinterpretation. Who among us has not had the experience of sending or receiving an email whose intended message was misconstrued, often at the expense of the author? It has been said that a written document is like a Rorschach or inkblot test in that the reader often projects his or her feelings onto the document. Such opportunities for misunderstandings represent human risk. The following paragraphs cover several ways human risk can be introduced.

First, there is the use of loaded words that evoke in the reader negative feelings toward the author. Loaded language often takes the form of parenthetical comments such as, "After a seven-week delay, Company X provided the necessary resources to start the beta program." The phrase "After a seven-week delay" may be accurate and even satisfying for the writer to include, but unless it is germane it should be left out, because the reader may infer that the author is taking a gratuitous punch at his or her company.

The second common way that human risk is increased in the taking of minutes occurs when minutes are altered to reflect what the author would have liked or wished to have said or done, but did not actually do so in the meeting. This typically happens when someone commits to something beyond his or her authorized level or neglects to mention some relevant piece of information during the governance meeting. These types of behaviors increase human risk by inviting significant interpretation to occur as the reader begins to think about any number of possible motivations behind the "spin doctoring" of the minutes.

The third way that human risk is often introduced is with the approval of imprecise, unclear minutes. Sometimes wording in minutes is chosen with the good intention of reducing the risk of offending a partner. The



tradeoff, however, is that these types of minutes are often unclear on final decisions, deadlines, and action items. This uncertainty translates into increased human risk by confusing the reader and leaving until later the clarification of important details, which can result in unnecessary costs and delays.

The good news is that reducing the human risk in this process is relatively easy, if each party can agree on and adhere to a few simple rules:

- Build in the review of draft minutes at the end of each agenda section during a governance meeting. Spend the group’s time focused on getting the content right, not the style. Don’t move to the next major agenda item until all parties agree that the minutes capture the essence of the discussion, decision, or action item.

Remember that the time for editing will come later, outside of the governance meeting.

- Before making the minutes official, allow a week’s time to review the draft minutes that have been written and revised by the alliance management team. This time period allows the appropriate and necessary networking to occur in each organization. Many teams will actually approve the prior meeting’s minutes at the following governance get-together and record that approval as a decision.
- Alternate who is responsible for taking the minutes for



the governance group. Allowing both parties to take turns helps spread the workload and gives each team insight into the nuances of minute taking.

- Agree on a meeting template that will make it easier for all parties to go back and find information, should they need to do so.
- Embed copies of all presentation and supporting materials into the minutes so that all relevant meeting documents are available in one place.

Include All Key Elements to Manage Business Risk

One primary objective of alliance governance minutes is to capture the decisions surrounding the strategy, tactics, and financial transactions of the alliance, as well as any assigned tasks and relevant deadlines. These outstanding activities should be undertaken and their status reported on at the next governance meeting.

The minutes, while brief, should include enough detail that someone new to the alliance could go back and be able to reconstruct what was discussed and what decisions were made within the governance meetings. (Any preread materials or slides used in the meeting should also be included in the final version of the minutes.)

In this process, it is helpful to follow a standard format that allows a reader to quickly search for certain types of alliance-specific information. The following sections, for example, are key elements of the business of the alliance:

- Budgets
- Changes in timelines
- Changes in project scope
- Contingency plans

Consult Counsel to Manage Legal Uncertainties

Legal uncertainties in minutes are often created unintentionally, as the parties in an alliance rush to document the meeting and take shortcuts that can lead to misunderstanding or misinterpretation. Again, the goal of creating minutes is to accurately capture the essence of the meeting, without injecting any personal perspectives or postmeeting spin.

Any discussion touching upon the following topics should be drafted and reviewed by someone with solid legal judgment, prior to finalizing the meeting minutes:

- Product or patient safety
- Market or customer segmentation

- Government compliance
- Pricing

Templates and Process

The format of minutes should be convenient for end users to navigate and should include the following basic information:

- The meeting date
- A copy of or a link to the agenda
- Names and company affiliations of meeting attendees
- Copies of all presentations used as supporting material
- Decisions that were made during the meeting
- Action items or follow-up items, with owners assigned, that need to be addressed after the meeting

Conclusion

The job of minute taking is one of the most important roles that an alliance manager can play in a meeting. Taking good minutes that accurately reflect a governance meeting's proceedings is a skill that requires experience and solid judgment. Great care should be taken to avoid injecting additional risk by taking shortcuts that result in inaccurate or vague minutes. Second only to the contract, minutes create a powerful record of what has taken place in an alliance.

Remember that taking minutes often provides a great way for alliance managers to participate in meetings. Alliance professionals should view taking minutes as an opportunity to expand their value and influence into the core of the alliance.

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