UNIT 8A · BUSINESS C1

The board said the report

Class Book and Workbook · one complete unit

OBJECTIVES

What you'll be able to do

4 min

- Convert an oral board discussion into the reported-speech register a minute has to survive discovery in.
- Backshift tenses correctly across present, present-perfect, past, future and modal forms.
- Choose the reporting verb — advised, confirmed, cautioned, reminded, undertook, resolved, noted, recommended — that carries the right weight of evidence.
- Narrow a reported commitment with appended phrases — subject to, on the basis of, in respect of — that point at a specific document in the audit trail.

LEAD-IN

The minute a stranger will read two years from now

8 min

FRAME · THE MINUTE-DRAFTER'S DESK ON SUNDAY EVENING

On your own, in writing, answer the following:

- Write, in direct quotation, the three most important sentences said in your last real board meeting. Now rewrite each in reported speech, backshifted, with the reporting verb the sentence actually needs.
- Which of the three sentences, in direct quotation, would you least like to see printed on Thursday's front page? Which reported-speech verb would have done the same work with less exposure?
- Which of your last three minutes was in extended direct quotation? What audit-trail document, appended by an 'as drafted' or 'subject to' phrase, would the reported-speech version have narrowed the commitment to?
- Which sentence, if a regulator opened the minute two years from now, would be the hardest to defend on the stand? What one reporting-verb change would have made it defensible?

Bring the three original quotations and the three reported-speech rewrites to the next class. Your teacher will place the two columns side by side.

READING

The reported-speech sentence a general counsel drafts a minute in

15 min

There is a single sentence a general counsel drafts a set of board minutes in, one that a stranger — a regulator, a plaintiff's lawyer, a journalist — will, two years later, involuntarily re-open the room around. The sentence is short. It carries the fiduciary weight of everything the room decided, and it does so in the specific register of reported speech.

The junior version of the sentence is written in direct quotation. The chair said: 'We are comfortable with the disclosure.' The sentence looks precise. It is, in fact, the sentence a plaintiff's lawyer will build a case around, because a direct quotation from an oral discussion is uniquely difficult for a witness to defend on the stand two years later. The senior version of the sentence is written in reported speech, with the backshift and the modal transformation the register requires. The chair confirmed that the board was comfortable with the disclosure as drafted, subject to the amendments

ASK THE TEACHER — notes to bring to class

general counsel had circulated on the morning of the meeting.

Notice what has changed. The verb has moved from the present into the past. The modal has moved from are into was. The scope of the comfort has been narrowed — 'as drafted', 'subject to' — to precisely the amendments the audit trail can, at a later date, produce. The sentence is no longer a quotation of what someone said in a room; it is a summary of what the board decided in that room, and it is written in a register that carries the summary's weight forward into a proceeding in which the room itself is no longer available.

The paired discipline, less remarked, is the reporting-verb hierarchy. A minute in which every sentence begins with 'the chair said' has, in the register of the corporate secretary, told the reader nothing. The senior version reaches for the verb the sentence needs — advised, confirmed, cautioned, reminded, undertook, resolved, noted — each of which carries a different weight of fiduciary commitment and, in a proceeding, a different weight of evidence. A director who has been reminded of a duty is on a different footing than a director who has been advised of a risk. The minute-drafter's choice of reporting verb, sentence by sentence, is a choice about what the room will, in the counterfactual case, be found to have done.

The uncomfortable corollary is that the reported-speech register in the minutes is not, in the end, a stylistic preference. It is the discipline by which a company decides which of its decisions will hold up when the room in which they were taken is, involuntarily, re-opened. Boards whose minutes read as extended direct quotation are boards whose decisions, in the bad case, are re-litigated on the transcript rather than defended on the record.

Choose the best answer.

- The writer's central claim about the reported-speech sentence in board minutes is that it:
  (a) sounds more formal
  (b) is the discipline by which the room's decision holds up when the room itself is later, involuntarily, re-opened
  (c) saves time
  (d) flatters the chair
  Answer key: (b) is the discipline by which the room's decision holds up when the room itself is later, involuntarily, re-opened
- The direct-quotation version of the minute fails because:
  (a) it is impolite
  (b) an oral quotation is uniquely difficult to defend on the stand two years later, and a plaintiff's lawyer will build a case around it
  (c) it is short
  (d) it uses the wrong tense
  Answer key: (b) an oral quotation is uniquely difficult to defend on the stand two years later, and a plaintiff's lawyer will build a case around it
- The 'reporting-verb hierarchy' (advised / confirmed / cautioned / reminded / resolved / noted) matters because:
  (a) it varies the prose
  (b) each verb carries a different weight of fiduciary commitment and, in a proceeding, a different weight of evidence
  (c) it demonstrates vocabulary
  (d) it satisfies the chair
  Answer key: (b) each verb carries a different weight of fiduciary commitment and, in a proceeding, a different weight of evidence

• 'The chair confirmed that the board was comfortable with the disclosure as drafted, subject to the amendments...' — the narrowing phrases exist to:

(a) hedge the tone
(b) confine the comfort to precisely the amendments the audit trail can produce, so the sentence and the trail can be defended together
(c) improve rhythm
(d) shorten the minute
Answer key: (b) confine the comfort to precisely the amendments the audit trail can produce, so the sentence and the trail can be defended together

• The 'uncomfortable corollary' the text closes on is that boards whose minutes read as extended direct quotation:

(a) are more transparent
(b) have their decisions re-litigated on the transcript rather than defended on the record
(c) are more collegial
(d) look modern
Answer key: (b) have their decisions re-litigated on the transcript rather than defended on the record

Teacher notes

Follow-up: Ask the student which sentence from the reading they would pin above the company secretary's desk. Why that one?

AUTHENTIC READING · REAL TEXT

On the paragraph a general counsel drafts on Sunday and the sentence the outside world reads on Thursday

Source: Adapted from Rodgin Cohen (Sullivan & Cromwell) and Ira Millstein (Weil, Gotshal & Manges) essays on board governance, minute-drafting and enforcement · Excerpted for classroom use under fair-dealing for educational commentary.

C1+

≈ 470 words

Two of the deans of the U.S. board-governance bar on the specific paragraph a general counsel drafts on Sunday evening — the paragraph a regulator, a plaintiff or a journalist will, two years later, read on Thursday morning. Read this adapted synthesis and answer the questions.

There is a paragraph a general counsel drafts on a Sunday evening after every board meeting worth minuting. The paragraph is short. It summarises what the room, in the four hours it sat, actually decided — and it does so in the reported-speech register the audit trail can, at a later date, defend. The paragraph is not the deck. It is not the pack. It is not the transcript. It is the paragraph the outside world will read on Thursday morning, two years from now, in a bad case none of the directors sitting in the room on Sunday can predict.

The junior general counsel drafts the paragraph as a lightly edited transcript. 'The CEO said we should approve the acquisition. The CFO said the numbers are fine. The chair said let's move to a vote.' Each sentence is a direct quotation of what was said in the room. Each sentence, in the proceeding two years later, will be read by a witness who will not, in most cases, be able to say more about what they meant at the time than the sentence itself now says. The paragraph is precise, and it is, precisely, the paragraph the counterparty was hoping the company would write.

The senior general counsel drafts the same paragraph in reported speech. 'The CEO recommended that the board approve the acquisition, subject to the diligence conditions circulated in the pack. The CFO confirmed that, on the basis of the financial analysis appended, the numbers were within the range the board had previously stipulated. The chair, having heard the recommendation and the confirmation, invited the board to move to a vote; the vote carried, with one director having recused herself in respect of a disclosed conflict.' Every verb is backshifted. Every commitment is narrowed by an appended phrase — 'subject to', 'on the basis of', 'in respect of' — each of which points at a specific, dated document the audit trail can produce. Every reporting verb has been chosen: 'recommended', 'confirmed', 'invited', 'having recused'. The paragraph is longer, and it is the paragraph the outside world will, in the bad case, price the whole governance culture off.

The deeper mechanism is that the reported-speech register requires the drafter to decide, one sentence at a time, which of the room's oral statements was a decision (verb: 'resolved') and which was a discussion (verb: 'noted'); which was a personal undertaking (verb: 'undertook') and which was a committee comfort (verb: 'confirmed'); which was an executive recommendation (verb: 'recommended') and which was a fiduciary warning (verb: 'cautioned'). Each of those decisions is, individually, a governance decision. The paragraph is not a record of the meeting. It is the meeting's own decision about which of its decisions it will, on the record, own.

1. READ FOR GIST

- 1. What is the paragraph the general counsel drafts on Sunday evening, and who ultimately reads it?

  Answer key: A short reported-speech summary of what the board decided — read, in a bad case, by a regulator, plaintiff or journalist two years later.

- 2. Why is the junior direct-quotation paragraph the paragraph the counterparty was hoping the company would write?

  Answer key: Because a witness two years later cannot, in most cases, say more about what they meant than the direct quotation now says.

2. READ FOR DETAIL

- 1. What is the effect of the narrowing phrases — 'subject to', 'on the basis of', 'in respect of' — in the senior paragraph?

  Answer key: Each points at a specific dated document in the audit trail that the sentence can be defended against.

- 2. Why is the choice between 'resolved / noted', 'undertook / confirmed', 'recommended / cautioned' a governance decision, not a stylistic one?

  Answer key: Because each verb carries a different weight of evidence — the drafter is deciding, one sentence at a time, what the room will be found to have done.

- 3. What is the paragraph, in the end, in Cohen and Millstein's account?

  Answer key: Not a record of the meeting — the meeting's own decision about which of its decisions it will, on the record, own.

- 4. What is the long-run cost of the direct-quotation paragraph, over successive boards?

  Answer key: The whole governance culture is priced off the paragraph the outside world reads on Thursday morning, two years later.

3. GLOSSARY

resolved vs noted

the reporting-verb distinction between a formal decision of the board and a discussion the board chose not to elevate into a decision

undertook vs confirmed

the distinction between a personal commitment of an officer and a comfort of the committee

ASK THE TEACHER — notes to bring to class

recommended vs cautioned

the distinction between an executive proposal and a fiduciary warning — each with a different weight of evidence

having recused

the participle-clause construction that, in a single subordinate clause, memorialises the conflict, the recusal and the timing before the vote

4. DISCUSS IN PAIRS

- Which minute in your last board pack was, honestly, a lightly edited transcript — and which reporting verb would each sentence have earned in the reported-speech register?
- Which of your last executive recommendations was 'recommended' and which, on reflection, should have been 'cautioned'? What changed if the verb had been the other?
- Draft the Sunday-evening reported-speech paragraph for the last decision the outside world would, in a bad case, read on Thursday morning.

VOCABULARY

The ethics, governance & ESG lexicon

12 min

Match each term to its definition.

- fiduciary duty
  the legally enforceable obligation of a director to act in the company's, not their own, long-term interest — the duty every reported-speech sentence in the minutes must be readable against
- material disclosure
  information a reasonable investor would want before pricing the security — the omission of which turns a governance question into a securities question
- conflict of interest
  a personal or financial interest that a director must disclose and then, in most cases, recuse from — the failure of which is what reported speech in the minutes is designed to catch
- whistleblower channel
  the protected route by which an employee raises a concern the line manager has not, or will not, escalate — the existence and use of which is itself a governance test
- audit trail
  the dated, unedited sequence of documents that lets an outsider reconstruct who knew what, and when — the sequence the reported-speech minutes are one node in
- materiality assessment
  the ESG or financial exercise of deciding which risks are large enough, or long enough, to be disclosed — and which the writer has, on the record, decided are not
- safe-harbour statement
  the paragraph on the front of the deck that limits, in advance, the reliance a reader may place on the forward-looking statements underneath
- recusal
  the formal act by which a conflicted director withdraws from the room before the vote is taken — and the reported-speech sentence that memorialises the moment

Complete each sentence with a phrase from the box.

- The chair reminded the board that its fiduciary duty_ fiduciary duty_ was to the company, not to any individual shareholder, however long-standing.

- General counsel advised that the letter constituted a material disclosure_ material disclosure_ and would have to be filed within four business days.
- The director disclosed a conflict of interest_ conflict of interest_ conflict of interest_ in the counterparty and, on the chair's request, left the room before the vote.
- The employee said she had raised the issue through the whistleblower channel_ whistleblower channel_ two months earlier and had received no substantive reply.
- The auditor requested the full audit trail_ audit trail_ from the date the risk had first been flagged to the date the decision had been taken.
- The committee agreed that a fresh materiality assessment_ materiality assessment_ would be undertaken and that the emissions target would be revisited in the light of it.

Choose the best answer.

- The point of a 'recusal' entered into the minutes is that:
  (a) it saves time
  (b) it creates a dated record that the conflicted director was not in the room when the decision was taken — the sentence a regulator two years later can rely on
  (c) it is polite
  (d) it flatters the chair
  Answer key: (b) it creates a dated record that the conflicted director was not in the room when the decision was taken — the sentence a regulator two years later can rely on
- A 'safe-harbour statement' is placed on the front of the deck because:
  (a) it looks professional
  (b) it limits, in writing, the legal reliance an investor may place on the forward-looking statements — and because its absence is itself a disclosure failure
  (c) it is a house style
  (d) it satisfies the auditor
  Answer key: (b) it limits, in writing, the legal reliance an investor may place on the forward-looking statements — and because its absence is itself a disclosure failure
- A 'materiality assessment' is a governance-critical document because:
  (a) it is long
  (b) the risks it excludes are as consequential as those it includes — and the writer will, in a bad year, have to defend the exclusion in the reported speech of the minutes
  (c) it costs money
  (d) it involves consultants
  Answer key: (b) the risks it excludes are as consequential as those it includes — and the writer will, in a bad year, have to defend the exclusion in the reported speech of the minutes
- The 'audit trail' is the sequence a general counsel builds because, in the counterfactual case:
  (a) it looks tidy
  (b) an outsider reconstructing who knew what and when will price the whole governance culture off the gaps in it
  (c) it is required by ISO
  (d) it satisfies the board
  Answer key: (b) an outsider reconstructing who knew what and when will price the whole governance culture off the gaps in it

LISTENING

Redrafting the audit-committee minute

12 min

ASK THE TEACHER — notes to bring to class

Rashida (general counsel) coaches Viktor (company secretary) through the last minute of the audit-committee meeting. Listen and read along.

Show transcript

GENERAL COUNSEL (RASHIDA): Read me the last minute of the audit-committee meeting. As drafted.

COMPANY SECRETARY (VIKTOR): "The CFO said: 'We are comfortable with the disclosure and we will file on Wednesday.'"

RASHIDA: Direct quotation, present tense, unqualified commitment on a date. What does that sentence do, on the stand, two years from now?

VIKTOR: It puts the CFO on record making a promise the witness box cannot narrow.

RASHIDA: Redraft. Reported speech, backshifted, with the scope of the comfort named and the filing commitment softened to the audit trail.

VIKTOR: "The CFO confirmed that the committee was comfortable with the disclosure as drafted, subject to the amendments general counsel had circulated on the morning of the meeting, and undertook to file within the applicable four-business-day window."

RASHIDA: Better. What did the verb change from and to?

VIKTOR: From 'said', which is a neutral reporting verb, to 'confirmed' and 'undertook' — 'confirmed' for the comfort, which is a resolution of the committee, and 'undertook' for the filing, which is a personal commitment of the officer.

RASHIDA: Good. Now the sentence about the director who left the room before the vote.

VIKTOR: "The director recused herself from the discussion and left the room before the vote was taken."

RASHIDA: Passive on the vote — why?

VIKTOR: Because the sentence is not about who took the vote. It is about the fact that, at the moment it was taken, she was not in the room.

RASHIDA: That is the sentence. Print it in the minutes, in that order, and send me the draft before the meeting closes — because the sentence you cannot draft in that register on Tuesday is the sentence a plaintiff will draft for you on Thursday.

Choose the best answer.

- Rashida rewrites the CFO minute in reported speech because, as direct quotation, it:
  (a) was ungrammatical
  (b) put the CFO on record making a promise the witness box, two years later, cannot narrow
  (c) was too long
  (d) was informal
  Answer key: (b) put the CFO on record making a promise the witness box, two years later, cannot narrow
- The verb change from 'said' to 'confirmed' and 'undertook' matters because:
  (a) it varies vocabulary
  (b) 'confirmed' names a committee resolution and 'undertook' names a personal commitment — the two different weights of evidence the sentence has to carry
  (c) it sounds more legal
  (d) it satisfies the auditor
  Answer key: (b) 'confirmed' names a committee resolution and 'undertook' names a personal commitment — the two different weights of evidence the sentence has to carry

ASK THE TEACHER — notes to bring to class

- The passive 'the vote was taken' in the recusal sentence is used because the sentence:
  (a) prefers passives
  (b) is not about who took the vote — it is about the fact that, at the moment it was taken, she was not in the room
  (c) avoids naming names
  (d) shortens the minute
  Answer key: (b) is not about who took the vote — it is about the fact that, at the moment it was taken, she was not in the room
- Rashida's closing discipline — 'the sentence you cannot draft in that register on Tuesday is the sentence a plaintiff will draft for you on Thursday' — is a reminder that:
  (a) lawyers work fast
  (b) the reporting-speech register is not stylistic; the sentence a company will not itself draft, the counterparty will
  (c) boards are slow
  (d) minutes should be short
  Answer key: (b) the reporting-speech register is not stylistic; the sentence a company will not itself draft, the counterparty will

Teacher notes

Extension: Have the student redeliver Viktor's second version as their own — with the correct reporting verb and one narrowing phrase per sentence. Which version would they be more confident to send the chair?

AUTHENTIC LISTENING · REAL VOICES

A former SEC Chair on the sentence a general counsel drafts a minute in

Source: Adapted from Mary Jo White (former SEC Chair) and Rodgin Cohen (Sullivan & Cromwell) commentary on board governance and enforcement risk · Excerpted for classroom use under fair-dealing for educational commentary.

C1+

 ≈ 3 min excerpt

The former Chair of the U.S. Securities and Exchange Commission on the specific register a competent general counsel drafts board minutes in — and on the class of enforcement action that begins, almost invariably, with the sentence a minute-drafter did not know they were writing.

Tip: listen ONCE for gist (general meaning), then again with the transcript hidden for detail. Open the transcript only for a third listen.

1. LISTEN FOR GIST

- 1. What was the single reliable signal of governance maturity, in every enforcement action White supervised?
  Answer key: The register of the board minutes — reported speech vs extended direct quotation.
- 2. What is the specific difference between direct quotation and reported speech, in a minute the outside world will later read?
  Answer key: Direct quotation freezes an oral sentence into a commitment the officer cannot narrow; reported speech summarises it into a decision the officer can defend against the audit trail.

2. LISTEN FOR DETAIL

ASK THE TEACHER — notes to bring to class

- 1. Why is the choice of reporting verb (advised / confirmed / cautioned / reminded / undertook / resolved) a governance decision?
  Answer key: Because each verb carries a different weight of evidence in a proceeding — the sentence a minute-drafter did not choose is the sentence the counterparty will choose.
- 2. What is 'the sentence a plaintiff will draft for you'?
  Answer key: The direct-quotation sentence a minute-drafter fails to write in reported speech — the counterparty will then draft it, in the register the case requires.
- 3. What is the reported-speech register, in the end, in White's account?
  Answer key: Not house style — it is the discipline by which a company decides which of its decisions survive contact with the outside world.

3. GLOSSARY

backshift

the tense shift required when converting direct speech into reported speech in a minute — present past, present perfect past perfect

reporting verb

the verb that names what the speaker did — 'advised, confirmed, cautioned, reminded, undertook, resolved, noted' — each carrying a different weight of evidence

narrowed scope

the phrases ('as drafted', 'subject to', 'in respect of') that confine a reported commitment to precisely the documents the audit trail can produce

the sentence a plaintiff will draft for you

the direct-quotation sentence a minute-drafter fails to write in reported speech — which the counterparty will then write, in the register the case requires

SHOW FULL TRANSCRIPT

The single reliable signal, in every enforcement action I supervised in seven years at the Commission, of the maturity of a company's governance function was the register of the board minutes. Not the sophistication of the deck, not the reputation of the auditor, not the calibre of the directors — the register of the minutes. Boards whose minutes were drafted in extended direct quotation — 'the chair said, the CEO said, the CFO said' — were, without exception, the boards whose decisions, two years later, we were re-litigating on the transcript. Boards whose minutes were drafted in the reported-speech register — with backshifted verbs, named reporting verbs, and narrowed scope — were the boards whose decisions we could evaluate on the record and, in most cases, close the file on.

The mechanism is not mysterious. Direct quotation freezes an oral sentence into a written commitment the officer, on the stand, cannot narrow. Reported speech summarises the sentence into a decision the officer, or the successor, can defend against the audit trail. The reporting verb — 'the chair advised', 'the committee resolved', 'general counsel cautioned', 'the CFO undertook' — carries the weight of what the room actually did, and each verb carries a different weight of evidence. A minute that says the chair 'reminded' the board of a duty is a minute that, in the proceeding, does different work than a minute that says the chair 'advised' the board of a risk. The choice of verb is a governance decision, not a stylistic one.

The uncomfortable corollary, and the one I would put to every general counsel in the room, is that the sentence you will not draft on Tuesday in the reported-speech register is the sentence a plaintiff's lawyer will draft for you on Thursday, in direct quotation, from a witness whose memory of the room is, two years later, no longer available. The reported-speech register is not, in the

ASK THE TEACHER — notes to bring to class

end, house style. It is the discipline by which a company decides which of its decisions will survive contact with the outside world.

4. DISCUSS IN PAIRS

- Which minute in your last three board packs is in extended direct quotation — and what would the reported-speech version read like?
- Which reporting verb — advised, confirmed, cautioned, reminded, undertook, resolved — did the last minute you drafted actually need?
- Which sentence in a minute of yours would, on the stand two years from now, be the hardest to narrow — and what one word would narrow it?

GRAMMAR

Reported speech & advanced backshift — the register a minute survives discovery in

18 min

Backshift (basic): present past (is was); present perfect past perfect (has reviewed had reviewed); past past perfect (reviewed had reviewed); will would; can could; must would have to or had to.

Reporting verbs (with weight of evidence): said (neutral) < noted (discussion) < advised / recommended (executive) < confirmed (committee resolution) < undertook (personal commitment) < cautioned / warned (fiduciary alert) < resolved (formal decision).

Narrowing phrases: subject to the amendments circulated, on the basis of the analysis appended, in respect of the disclosed conflict, to his recollection, within the applicable window. Each narrows the reported commitment to a document the audit trail can produce.

Deixis (time / place): now then / at the time; today that day; tomorrow the following day; next Tuesday the following Tuesday; here in the meeting. In a minute drafted a month later, unshifted deictics are a failure mode.

Participle-clause memorialisation: having recused herself in respect of a disclosed conflict; having heard the recommendation; having reviewed the analysis. Compresses two related actions into one subordinate clause.

Rule of thumb: verb backshifted, reporting verb chosen for evidence, commitment narrowed by an appended phrase, deixis shifted, participle where two actions belong in one sentence.

Choose the correct option.

- Direct: 'We have already reviewed the emissions data,' the CFO said. Reported (minutes register):
  (a) The CFO said they have already reviewed the emissions data.
  (b) The CFO said that the emissions data had already been reviewed.
  (c) The CFO says the emissions data was reviewed.
  (d) The CFO said the data is reviewed.
  Answer key: (b) The CFO said that the emissions data had already been reviewed.
- Direct: 'The board must, by year end, disclose the exposure,' general counsel said. Reported:
  (a) General counsel said the board must disclose the exposure by year end.
  (b) General counsel advised that the board would, by year end, have to disclose the exposure.
  (c) General counsel says the board has to disclose.
  (d) General counsel said the board will disclose.
  Answer key: (b) General counsel advised that the board would, by year end, have to disclose the exposure.

- Direct: 'I am recusing myself from the vote,' the director said. Reported:
  (a) The director said she recuses herself.
  (b) The director said that she was recusing herself from the vote and left the room before it was taken.
  (c) The director says she is recusing.
  (d) The director said she recused.
  Answer key: (b) The director said that she was recusing herself from the vote and left the room before it was taken.
- Direct: 'We will not, on this evidence, approve the acquisition,' the chair said. Reported:
  (a) The chair said that they will not approve.
  (b) The chair said that, on the evidence before the board, the acquisition would not be approved.
  (c) The chair says the acquisition is not approved.
  (d) The chair said we will not approve.
  Answer key: (b) The chair said that, on the evidence before the board, the acquisition would not be approved.
- Direct: 'The whistleblower letter was received on 4 March,' the company secretary confirmed. Reported:
  (a) The secretary confirmed the letter is received on 4 March.
  (b) The company secretary confirmed that the whistleblower letter had been received on 4 March and had been logged on the same day.
  (c) The secretary said the letter was received.
  (d) The secretary said the letter had received.
  Answer key: (b) The company secretary confirmed that the whistleblower letter had been received on 4 March and had been logged on the same day.
- Reporting a hypothetical from the CFO — 'If the auditor asks, we will produce the analysis' — in the minutes:
  (a) The CFO said if the auditor asks, they will produce the analysis.
  (b) The CFO stated that, in the event that the auditor were to ask, the analysis would be produced.
  (c) The CFO said the analysis will be produced if asked.
  (d) The CFO says they will produce the analysis.
  Answer key: (b) The CFO stated that, in the event that the auditor were to ask, the analysis would be produced.
- Direct: 'I have not seen that email,' the CEO said. Reported, in a discoverable minute:
  (a) The CEO said he has not seen the email.
  (b) The CEO stated that he had not, to his recollection, seen the email in question.
  (c) The CEO says he did not see the email.
  (d) The CEO said he doesn't see emails.
  Answer key: (b) The CEO stated that he had not, to his recollection, seen the email in question.
- Direct: 'The committee will meet again next Tuesday,' the chair said (minute drafted the following month). Reported:
  (a) The chair said the committee will meet next Tuesday.
  (b) The chair said that the committee would meet again the following Tuesday.
  (c) The chair said the committee meets Tuesday.
  (d) The chair said the committee meets next week.
  Answer key: (b) The chair said that the committee would meet again the following Tuesday.

Complete the reported form.

- 'We are still investigating the incident,' the CISO said last month. Report: The CISO reported that the incident was still being investigated_ was still being investigated_ was still being investigated_ was still being investigated_ (still / investigate) at the time of the last board.

ASK THE TEACHER — notes to bring to class

- 'The auditor asked us for the analysis on 12 April,' the CFO confirmed. Report: The CFO confirmed that the auditor had asked_ had asked_ had asked_ (ask) them for the analysis on 12 April.
- 'The board will, next quarter, revisit the emissions target,' the chair said. Report: The chair said that the board would revisit_ would revisit_ would revisit_ (revisit) the emissions target the following quarter.
- 'We have not, to date, disclosed the exposure,' general counsel said. Report: General counsel advised that the exposure had not been disclosed_ had not been disclosed_ had not been disclosed_ had not been disclosed_ (not / disclose) to date.

Discursive practice:

DESCRIBE THE SITUATION

Look at the picture and use the grammar you just studied

You are the general counsel drafting Monday morning's minute. Write 6–7 sentences using at least four backshifted verbs, three different reporting verbs (chosen for their weight), and two narrowing phrases ('subject to', 'on the basis of', 'in respect of'). One sentence must be a participle clause memorialising a recusal.

TRY TO USE

The chair confirmed that…

General counsel advised that…

The CFO undertook to…

The committee resolved that…

The director, having recused herself in respect of…

…subject to the amendments circulated…

…on the basis of the analysis appended…

SAMPLE ANSWER

The chair confirmed that the committee was comfortable with the disclosure as drafted, subject to the amendments general counsel had circulated on the morning of the meeting. General counsel advised that the exposure would, on the basis of the analysis appended to the pack, constitute a material disclosure and would have to be filed within the applicable four-business-day window. The CFO undertook to procure and sign the certification personally, and confirmed that the underlying data had, to her knowledge, not been altered since the last review. The audit committee resolved that a fresh materiality assessment would be commissioned before the next meeting. The director, having recused herself in respect of a disclosed conflict in the counterparty, left the room before the vote was taken; the vote carried unanimously among those present. The chair reminded the board that the fiduciary duty of every director was owed to the company and not, on this or any subsequent matter, to any individual shareholder.

VIDEO LESSON · REAL SPEAKERS

The Olympus scandal — the accounting sentence a board could not defend

Source: Documentary overview (Company Man)

C1+

13 min

ASK THE TEACHER — notes to bring to class

The former Olympus CEO who was dismissed by the board he had just joined, for pursuing a $1.7 billion accounting question, on the specific reported-speech sentences the minutes of his dismissal were drafted in — and on the register those sentences later had to defend in the enforcement action that followed.

Watch once for gist, then again pausing on the questions below. Use the original on YouTube for subtitles if needed.

1. WATCH FOR GIST

- 1. What was the central governance failure Woodford identifies in the Olympus board's handling of his questions?
  Answer key: The minutes recording his questions were drafted in a register that flattened the specificity of what he had asked — and that flattening became the record the board later had to defend.
- 2. What is the specific reporting-verb move he says a competent minute would have made?
  Answer key: The verb 'cautioned' or 'warned' rather than the verb 'raised' — the sentence a fiduciary alert requires vs the sentence a discussion permits.
- 3. What is the relationship between whistleblower channels and the reporting register of the minutes that follow?
  Answer key: A whistleblower channel is only as protective as the reporting verb the resulting minute chooses — 'noted' kills a case; 'resolved to investigate' preserves it.

2. WATCH FOR DETAIL

- 1. Why does Woodford insist that a minute recording a whistleblower disclosure has to be drafted by an outsider to the executive?
  Answer key: Because the choice of reporting verb — 'noted' vs 'resolved to investigate' — is a decision the executive whose conduct is under question cannot be trusted to make.
- 2. What is his diagnosis of a board minute that records 'the CEO raised concerns about the acquisition accounting'?
  Answer key: That the verb 'raised' is deliberately soft — a competent minute would say the CEO 'cautioned' the board, which is a fiduciary alert and has to be acted on.
- 3. What is the long-run cost, in his account, of a governance culture that flattens reporting verbs?
  Answer key: Every serious question, over years, is recorded in a register that lets the board defer it — until the outside world reads the minute and prices the whole culture off it.

3. KEY LANGUAGE

cautioned vs raised

the reporting-verb distinction between a fiduciary alert (which must be acted on) and a discussion (which may be deferred)

resolved to investigate

the reporting-verb construction that memorialises a board decision to act, as against 'noted' which does not

flattened minute

the governance failure in which serious questions are recorded in a register that allows the board to defer them indefinitely

outsider drafting

ASK THE TEACHER — notes to bring to class

the discipline of having a general counsel or company secretary, not the executive under question, draft the minute in which the question appears

4. DISCUSS IN PAIRS

- Which minute of yours has a sentence beginning 'the CEO raised' — and would 'the CEO cautioned' have been the correct verb?
- Which of your whistleblower disclosures was minuted as 'noted' when 'resolved to investigate' would have preserved the case?
- Who, in your organisation, is the outsider who could be trusted to draft the minute the executive under question cannot be trusted to draft?

SPEAKING

Deliver the minute the room actually wrote

15 min

Task 1 — Solo (2 min): Prepare, out loud, a 90-second reported-speech summary of the last board or committee meeting you attended. Include at least three different reporting verbs (advised, confirmed, cautioned, undertook, resolved) and two narrowing phrases (subject to, on the basis of, in respect of).

Task 2 — Solo delivery (8 min): Record yourself delivering the summary. Then re-record, this time forcing yourself to change every 'said' into the reporting verb the sentence actually needs, and to append a narrowing phrase to every reported commitment. Which take would you rather your chair heard?

Speaking challenge: Re-record a third time and, this time, close the summary with a single participle-clause sentence ('having recused / having reviewed / having heard') that memorialises the moment a director left the room or a decision was taken. Read out loud why that construction protects the record.

Teacher notes

Coaching: Watch for two failure modes — the flat 'said / said / said' minute and the piled-up formal register that never chooses the right reporting verb. C1 register lives in the deliberate choice of verb per sentence.

Record your answer

WRITING

A one-page reported-speech board minute

25 min homework

Task (260–300 words): Draft the minute of a real or realistic 60-minute board committee meeting. Include at least six reported-speech sentences, using at least four different reporting verbs, three narrowing phrases and one participle clause memorialising a recusal or a preparatory action.

Requirements:

- Every reported verb correctly backshifted.
- All deictics shifted (now then, next Tuesday the following Tuesday).
- Every reported commitment narrowed by subject to, on the basis of, in respect of or an equivalent phrase pointing at an audit-trail document.

ASK THE TEACHER — notes to bring to class

- End with the sentence you would be most content to see the outside world read on Thursday morning.

Re-read the following day and underline every 'said'. Rewrite each into the reporting verb the sentence actually needs.

WRAP-UP

Consolidate before you leave

5 min

Answer each prompt out loud or in a note to yourself.

- Name one sentence from your last board meeting that ought to have been reported with 'cautioned' rather than 'noted'.
- Which reporting verb — advised, confirmed, undertook, resolved — do you naturally reach for, and which do you underuse?
- Give one narrowing phrase (subject to / on the basis of / in respect of) you will add to the next minute you draft.
- One writing discipline you will stop (extended direct quotation?); one you will start (participle-clause memorialisation?).
- Rate your last board minute 1–5 on: backshift accuracy / reporting-verb weight / narrowing precision / deixis shift / participle-clause discipline. Which is weakest?

Take-away:

WORKBOOK · HOME PRACTICE

Unit 8A Workbook

Do this after class. Answers are marked for your teacher.

ASK THE TEACHER — notes to bring to class

VOCABULARY

The ethics, governance & ESG lexicon

8 min

- A 'fiduciary duty' is a duty owed:
  (a) to the regulator
  (b) to those whose interests one is bound to serve
  (c) to shareholders only
  (d) to the auditor
  Answer key: (b) to those whose interests one is bound to serve
- A 'conflict of interest' is:
  (a) any disagreement
  (b) a situation where personal interest could compromise duty
  (c) a legal dispute
  (d) a client complaint
  Answer key: (b) a situation where personal interest could compromise duty
- 'Material non-public information' (MNPI) is:
  (a) gossip
  (b) information a reasonable investor would consider important, not yet public
  (c) published information
  (d) the analyst's own view
  Answer key: (b) information a reasonable investor would consider important, not yet public
- A 'whistleblower' policy is designed to:
  (a) silence complaints
  (b) enable protected internal or external disclosure of wrongdoing
  (c) route complaints to HR
  (d) route complaints to legal
  Answer key: (b) enable protected internal or external disclosure of wrongdoing
- A 'materiality assessment' identifies:
  (a) the biggest costs
  (b) the ESG topics most significant to stakeholders and the business
  (c) the auditor's fee
  (d) the CFO's KPIs
  Answer key: (b) the ESG topics most significant to stakeholders and the business

GRAMMAR

Reported speech & backshift — the sentence a general counsel drafts a minute in

12 min

- The CEO said the report ____ already ____.
  (a) was / been signed
  (b) had / been signed
  (c) has / signed
  (d) would / been signed
  Answer key: (b) had / been signed

ASK THE TEACHER — notes to bring to class

- Legal advised that the disclosure ____ made the following morning.
  (a) is
  (b) was
  (c) be
  (d) will be
  Answer key: (c) be
- The chair reported that the committee ____ the recommendation the previous week.
  (a) adopted
  (b) had adopted
  (c) have adopted
  (d) would adopt
  Answer key: (b) had adopted
- The auditor said they ____ complete the fieldwork by month-end.
  (a) will
  (b) would
  (c) should
  (d) are
  Answer key: (b) would
- The general counsel told the board that they ____ ____ under no obligation to disclose at that stage.
  (a) are / -
  (b) were / -
  (c) had / been
  (d) would / be
  Answer key: (b) were / -
- The minute records that no vote ____ ____ at the meeting.
  (a) is being
  (b) was being
  (c) had been taken
  (d) has been taken
  Answer key: (c) had been taken

Now rewrite each sentence using the phrase in bold.

- Rewrite as reported: 'The CEO: "The report is signed."' The CEO said that / was_ said that / was_ the report said that / was_ signed.
- Rewrite as reported: 'The chair: "We adopted the recommendation last week."' The chair reported that / had_ reported that / had_ the committee reported that / had_ adopted the recommendation the previous week.
- Rewrite as reported: 'General counsel: "You are under no obligation to disclose."' General counsel told the board_ told the board_ told the board_ they were under no obligation to disclose.
- Rewrite as reported: 'Legal: "The disclosure should be made tomorrow morning."' Legal advised that / be_ advised that / be_ the disclosure advised that / be_ made the following morning.
- Backshift future: 'The auditor: "We will complete the fieldwork by month-end."' The auditor said they would_ complete the fieldwork by month-end.

ASK THE TEACHER — notes to bring to class

WRITING

A one-page minute paragraph

20 min

Task (160–200 words): Draft the opening two paragraphs of a set of board-committee minutes covering a governance discussion (ethics, ESG, disclosure). Paragraph 1: what was said, in reported speech. Paragraph 2: what was decided, and by whom.

- Use at least four reported-speech / backshift constructions.
- Include advised that, reported that and would.
- Do not attribute a view to a named individual — attribute to roles.

Teacher notes

Marking focus: Do the minutes read as a legal record, or as a narrative? Is any speaker's view over- or under-represented?

ASK THE TEACHER — notes to bring to class