

MEETINGS: A GUIDE TO BOARD MEETING MINUTES—

WHAT TO INCLUDE AND WHAT TO EXCLUDE

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This article will address the appropriate contents of Minutes of Board meetings. Meeting minutes are one of the most important of all corporate documents. Nonetheless, more often than not Minutes fail to properly record Board action, or they refer to matters that are a detriment to the Association. When it comes to Minutes, to borrow a phrase from Ludwig Mies van der Rohe, "Less is more"!

Minutes should describe the meeting (e.g., "Minutes of April 1, 2004 Meeting of Board of Managers of ABC Corporation"), identify which Board members are present/absent, identify management representatives and/or any guest speakers that are present, and indicate that a quorum of the Board is present. Minutes should reflect the time that the meeting is called to order and adjourned. If a Board member arrives late, or leaves early, the Minutes should note this and the specific time. And the Minutes should be signed by the Secretary and indicate that they have been approved.

Minutes must accurately record matters considered and action taken by the Board on agenda items (i.e., the outcome of the vote on motions). For example, "Motion to approve the proposed lighting maintenance contract with XYZ Lighting, dated July 4, 2004, made by John Smith, seconded by Jane Jones. Vote Taken: 4 In Favor, 1 Opposed, Motion Passes." It is helpful to organize the Minutes to mirror the agenda.

As important as what should be in Minutes is what should not be in the Minutes. The Minutes are not a transcript of a meeting, and they should not include the comments of Board members or owners. If the Board is so inclined, the Minutes could refer generally to a "unit owner forum" or a topic discussed by the Board, without further detail as to the substance of the comments/discussion. Minutes that are too extensive may include incorrect information or statements from unqualified persons that could be used against the Association in litigation. For example, it is generally not a good idea to include the comment of an owner that "the roof needs to be replaced," or "Mrs. Kravitz' tripped over the crack in the sidewalk for the second time in a year. When is the sidewalk going to be repaired?" That is, unless you want to make it easy for someone to prove that the Board had notice of a condition that later causes injury. And the Minutes should not recite or summarize the privileged advice of Association counsel; unless you want to waive the privilege (not a good idea). That said, I am not suggesting that the Board not keep owners informed. That is the role of a newsletter.

With a little thought, Board meeting Minutes will create an accurate record of Board action without resembling a novel or exposing the Association to liability.

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