



# Take Minutes

## A Short Article on HOA Minutes for Annual and Special Member Meetings and Board Meetings

### Minutes Should Reflect Resolutions and Actions Taken

All actions by the association, taken at an annual or special member meeting, or taken at a board of directors meeting, should be included in resolutions. These resolutions should be in the minutes.

### Background, Context, Discussion, Reasons, Rationale, Etc.

Generally, minutes do not need, and should not include, background on the resolution, context of the resolution, the points in the discussion, reasons for or rationale for the resolution, or anything other than the resolution and action taken on the resolution (i.e., it passed or was defeated).

Minutes are not intended to be used as a newsletter or communication piece. Minutes are, as a matter of law, intended to reflect action (resolutions) taken by the acting body (the members at annual or special member meetings, or the board at board meetings).

### Who Takes the Minutes?

Typically, the community association manager, the manager's assistant, or the association secretary takes the minutes. This person should comply with instructions given by the board of directors and by the chairperson of the meeting. Minutes should be composed accurately and completely, as the record of the action (resolutions) taken.



### Guidelines and Checklist for Minutes

Minutes of a meeting should include the information below. Typically, failure to include any of the following is not a problem. Yet, we recommend these points be a part of the minutes.

- Name of the association
- Date, place, time and type of the meeting (member meeting vs. board meeting, annual meeting vs. special meeting, etc.)
- Directors present in person or by proxy, if director proxies are authorized in bylaws, for board meetings
- Members present at a board meeting and any guests
- Names of members present in person or by proxy at a member meeting if the community is small
- The total number of members present in person or by proxy at member meeting
- Time meeting called to order
- For member meetings, a statement that a quorum of members was present in person and by proxy
- Names of any guests attending the member meeting
- An action item on approving (or deferring approval) of minutes of the previous meeting
- Resolutions for any action items acted on at the meeting
  - These resolutions can be informal, or if more formality is desired, then the minutes should also include who submitted the resolution (made a motion), who seconded the motion and whether the motion passed or failed
- Minutes that reflect the decision or vote on the above-mentioned resolutions
- A record of reports, if any, with copies attached (if the report is written)
  - If no written reports are submitted, then the minutes should include a summary of the report given or that the report was made
- For member meetings, the results of any elections to that board
- For budget meetings of members, the results of the budget proposed by the board (was it ratified or vetoed)
- Action taken on any old business



- Action taken on any new business
- If a director has an “interest” in any particular action or business item (under the association’s conflict of interest policy required under Senate Bill 2005-100), then the minutes should show a record of compliance with that policy
  - This can be done, subject to the association’s adopted “conflict of interest” policy, by noting: the disclosure of the conflict (as disclosed or known by the board); that the contract or transaction is fair to the association or, preferably, that the contract or transaction was approved by a majority of disinterested board members in good faith; or after disclosure
- Information about association plans or current business conditions, if discussed at the meeting
- If the chairperson obtains the informal consensus or straw poll of the group on any particular matter, the minutes should express the reaction of those present
- Time meeting adjourned

Discussion on any given action item or resolution should NOT be described in anything other than short, general details, if those details are not within the motion or action item. Sometimes, it is important to include the rationale for a decision to show that the board was informed, acted reasonably, and acted in good faith in reaching that decision. In these instances, the decision and rationale should be documented in a separate resolution rather than the minutes.

## **Action by the Board Without a Meeting**

Action (Resolutions) by the board may be taken without a meeting in two ways:

If each director votes in writing (for, against or to abstain) and waives, in writing, the right to a meeting; or

If a participatory process (typically by email or phone call) is allowed for in the bylaws (without a meeting, without written votes and without a waiver of the right to meet) action can be taken as follows:

- a written notice is sent to all board members of the action proposed to be taken;
- the notice states the time by which a director must respond;
- each board member votes, in writing ‘for’ or ‘against’ or ‘abstains’ OR fails to respond; and

- no board member demands a meeting for the proposed action.

[Note: To take advantage of this participatory process, the bylaws of an association may need to be amended.]

## Minutes are Permanent Association Records

All minutes, or consents and votes, should be kept in the association's permanent records or minute book.

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