

The Right Way to Take Meeting Minutes

🏠🏠🏠 By: Rebecca Drube, Esq.

Georgia law requires associations to keep minutes of all meetings of its members, its board of directors, and its committees when such committees are acting in place of the board. While most boards of directors are aware of the obligation to keep meeting minutes, many boards, at one time or another, have faced the question as to what information needs to be included in the minutes to ensure that an accurate record is being maintained.

The purpose of recording meeting minutes is to preserve a record of the official actions of the board, a committee, or the membership taken at a meeting. An official form for meeting minutes does not exist, nor is there any prescribed method to taking minutes. However, meeting minutes should not

be a word-for-word transcription or recording of all that transpires at a meeting, nor should they be a recounting of all of the comments made at a meeting. Minutes are, very simply, a record of the decisions made and actions taken at the meeting. In keeping accurate minutes, boards should keep in mind the following guidelines:

- **Meeting Description.** The minutes should provide a meeting description, including:
 - the exact corporate name of the association;
 - the date, time, and location of the meeting; and
 - the type of meeting held (i.e., regular board meeting, special membership meeting, etc.)
- **Meeting Attendance.** Minutes of board meetings should identify all board members present and those absent. For absent directors, it should be noted whether or not the absence was excused. This is important if it becomes necessary to remove a director for non-attendance. If the meeting is an annual or special membership meeting, it is not necessary to list all of the members present. However, the minutes should confirm whether a quorum is established and state the total number of persons present in person or by proxy.
- **Approval of Previous Meeting Minutes.** Minutes for a board or membership meeting should be presented for approval at the next meeting of that group. It is not necessary to read the minutes if the minutes are distributed in advance. It also is not necessary to call for a vote to approve the minutes, although such a motion is not out of order. The president simply needs to ask if there are any corrections to the minutes. If none are offered, then the president can announce that the minutes are approved. If appropriate corrections are offered by someone in attendance at the previous meeting, then, without debate, the president calls for a vote to correct the minutes. Generally, corrections and approval are done by unanimous consent. Minutes are not considered official until approved.



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- **Reports.** The minutes should identify any reports by any officers or committee members at the meeting. The minutes need not reflect any discussions held on the reports given. If a written report is presented, the minutes should reference the report, which should be kept in the association’s records.
- **Business of the Meeting.** The purpose of minutes is to record all actions voted on by the board or membership at a meeting. The minutes should reflect all motions made at the meeting. The minutes should restate the motion verbatim and reflect how the motion was disposed of (i.e., approved, disapproved or tabled). The minutes should also note all voting results (i.e., “motion passed unanimously” or “motion disapproved with three opposed and two in favor”). While the minutes may state the names of each voter and how that person voted, a count of the votes is all that is required. Again, the minutes generally should not include any specific discussion or debate held on the motions presented unless there are specific issues considered in the vote that the board wants to record to demonstrate due diligence if later challenged.
- **Time of Adjournment.** The minutes should state the time the meeting was officially adjourned.
- **Certification of Approval.** Minutes are only valuable to an association if the board employs some system to certify or verify the true and correct minutes. The best way to do this is to have the Secretary sign and date the minutes after their approval.
- **Personal Thoughts/Commentary.** It cannot be stressed enough that the minutes of a meeting should not be a transcript of all that transpires during a meeting. This only creates potential liabilities for the board. Board members should also be careful that the minutes do not include personal thoughts or feelings of a board member. Since the minutes of an association are part of the corporate records, minutes that include personal thoughts or a verbatim transcription of discussion can be damaging to the board if an issue discussed in the meeting becomes a source of litigation. This is particularly a concern when we recognize that the words people speak are not always exactly what they intend to say. For this reason, it is not recommended that boards record meetings as a method of maintaining the minutes. If the Secretary tapes a meeting as a tool to help with preparing the written minutes, we suggest that the tape not be maintained after the minutes are transcribed or approved.

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See the following page for an example of board meeting minutes.

THE BEST NON-PROFIT ASSOCIATION, INC.

BOARD MEETING — January 5, 2018

Meeting called to order at 7:30 p.m. at The Best Clubhouse meeting room. Quorum established.

Attendees: Patricia Patterson, President
Victor Vallero, Vice President

Sara Scott, Secretary
Timothy Thomas, Treasurer

Absent: Marvin Mooney, Member, excused.

Approval of Minutes

Motion: Approve minutes from December 1, 2017 board meeting as corrected.

Vote: Unanimous approval

Resolved: The minutes of the December 1, 2017 meeting are approved as corrected and entered into the association records.

Reports

President's report given by Patricia Patterson.

Treasurer's report given by Sara Scott.

Written reports presented and maintained in association records.

Business

Motion: Hire XYZ Landscaping to plant azaleas at the clubhouse for a price of \$1,500.00.

Vote: Motion disapproved — one in favor, two opposed, one abstaining.

Motion: Accept ABC Pool Company's written proposal (maintained in the association's records) to maintain the association pool and to provide lifeguard services, subject to the association attorney's review of the contract.

Vote: Motion approved — three in favor, one opposed. Discussion of recognition that ABC was the highest bidder, but the consensus is that our good history with ABC justifies renewing with ABC.

Resolved: That the association accept ABC Pool Company's written proposal to maintain the association pool and to provide lifeguard services in accordance with the terms of the proposed contract, subject to the association attorney's review of contract.

Meeting adjourned at 8:40 p.m.