

## Legally Speaking...



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### Meeting Minutes *Don't Overthink Them*

By Adam J. Cohen, Esq.

A lot of people overthink meeting minutes. They try to transcribe everything said word-for-word, or at least summarize everybody's comments offered during each meeting. But that's not legally required, and not what minutes are for. The purpose of minutes is not to memorialize what was *said*, but rather what was *done*.

According to Robert's Rules, the minutes should begin by identifying:

- the association's name;
- the meeting's date, time, and type (board, owner, or committee; regular or special; and whether the meeting is continued from an earlier adjournment);
- whether the president and secretary were present or who substituted for them; and
- whether the minutes of the prior meeting were read and approved, with any corrections.
- The body of the minutes should then have separate paragraphs for each subject matter containing:
  - the exact words of each motion, the name of whoever made it, and any points of order or special notifications;
  - the outcome of each motion, including the number of votes for, against, and abstaining at a unit owners' meeting, or the vote by name of each board or committee member at their meetings (unless unanimous); and
  - the name and topic of any guest speaker, but not a summary of his or her presentation.

The minutes should end with the time the meeting concluded, the secretary's signature, and an attached copy of any written committee report.

That's it. There is generally no reason to include the name of whoever seconded each motion, the remarks made about a motion or during public comment, copies of any correspondence received, or anything that someone requests to be inserted into the minutes. The purpose is to record the things the association *did* by listing what the participants actually voted to do (or voted against doing). Discussions, questions, announcements, and other non-action items should almost always be left out.

*"The purpose is to record the things the association did by listing what the participants actually voted to do..."*



Minutes are typically approved at the next regular (not special) meeting. Unless the unit owners meet quarterly, the board approves unit owner meeting minutes as well as board meeting minutes. Reading them aloud is often waived and is not required at all if copies are sent out in advance with the next meeting's notice. Corrections are limited to actual errors and should not be used to add information which would not have been appropriate to include originally. After calling for corrections, the president can simply declare the minutes approved. No vote to approve the minutes is required, although it is not improper, and may be worthwhile if the content of the minutes is seriously disputed.

The Common Interest Ownership Act (CIOA) requires all associations to keep records of their minutes (other than executive sessions) for an unspecified time. It also says that the board need not distribute minutes during meetings until after they have been approved. As an incentive to approve minutes promptly, the Act also says that the 60-day deadline for someone to sue over a meeting technicality does not begin until its minutes are approved or a record of the action is distributed to the owners, whichever is later.

Secretaries rejoice! There is no need to waste your time and ink furiously scribbling down everything said during each meeting. The minutes should generally just list out the motions made and their outcomes, with very few other details, so that the association has a simple record of what the board and owners have decided to do and not do. ■

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