

# Minutes of Meetings and Record of Motions

by Joseph Sanders, CAM, CMCA / Published July 2014



We often find ourselves as association managers making the position of board secretary extremely easy for the elected owner who holds that office. We take the minutes, notes, transcribe the minutes, and, in the end, distribute them to the board of directors and the membership by posting them either on the community website or by U.S. mail or e-mail.

According to *Managing the Florida Condominium*, minutes should be reduced to writing within 30 days of the meeting. Much too often, minutes taken by well-meaning but unaccustomed board secretaries or managers contain more garbage than pertinent matters. The first items in the minutes should be a recitation of the name of the organization; the kind of meeting (regular, special, adjourned regular, or adjourned special); the date, time, and place that the meeting was held; who chaired the meeting; the results of the determination of a quorum; and for a membership meeting, those represented by proxy and the name of the proxy holder; and lastly, the pronouncement by the chair of compliance with the meeting notice requirements. Other than the above, the minutes should only contain the motions properly made and seconded, the results of the vote thereon, and the notices of motions and points of order and appeal if those are used.

For an approved motion to levy a special assessment, the minutes should reflect the total amount of the assessment, its due date, and the purpose or purposes for which the assessment is imposed. If authority permits the president to take certain action, such as creating and appointing or convening committees or tabling items, then the minutes should reflect such action. Items that are discussed at the meeting without a proper motion and second, and the nature of any discussion on a motion short of an amendment to that motion are part of the garbage that does not belong in the meeting minutes. Minutes are records of the formal action taken, nothing more; and formal action can only be taken by vote! The minutes should contain a record of what was done at the meeting, not what was said by the members, as “who said, she said, he said, they said,” which is all nonsensical and should not be recorded. If someone wants this information, they should take notes at the meeting—that is if they attend. Also, the “she said, he said, they said” stuff can get an association into trouble because when it is recorded in the minutes, it has become part of the official records and can be subpoenaed. In some instances, this can come back to bite the directors.

So remember, when you’re taking the minutes, making the board secretary’s job extremely easy, cut out all of the “gibberish” that can wind up getting your board into trouble, and protect them by recording only the business of the board as stated above. Within the official records of each association, the manager should maintain a book of Official Minutes for each meeting held. The easiest way in doing this is by month. Each binder should be titled on the spine and front. Within the binder, there should be 12 months of tabs. Within each month, if there is a meeting, there should be a meeting cover page—usually colored paper—that states what is included within the meeting documents. For instance, use the color “goldenrod.” On the goldenrod covers, title it by meeting name: Regular Meeting of the Board of Directors, Special Meeting, etc., and the date of the meeting. Below that, bullet what follows the cover: Notice of Meeting, Minutes of Meeting, and any supporting documents that were used such as bids, proposals, etc. That should be all that is included. If there is another meeting within that month, create another “goldenrod” cover page and repeat the process.

The question of “how do I find an old motion within the association records?” often arises. This is a good, yet sometimes cumbersome question for both the manager and the board. One way is to maintain a Record of Motions. This tool consists of a simple Excel spreadsheet titled “Record of Motions (page 66).” It will contain much of what the minutes contain; only broken down in brief. One thing that I have done is to go back in time prior to my arrival at each association that I have managed, reviewed their minutes, and created the Record of Motions page. This helps not only the manager and the secretary but boards that follow in the future.

I have included within this writing what proper “content” should be and what a “Record of Motions” page should look like. So, if you want to know when the board took official action and approved some important matter, all you really need to do is a quick review of the Record of Motion page, and you’ll find it quickly if properly recorded. Knowing the date of the meeting is a tremendous help in identifying where to start. A sample of the document is shown above. Remember, this should be kept as the first page of your “Official Book of Minutes” as it becomes that Official Books “Contents” page once printed. Don’t forget to update it after every meeting. This keeps it fresh and official actions of the board easy to find. It is a great tool and makes everyone’s job easier, especially that board secretary!

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<sup>1</sup> *This article contains excerpts and information provided by Managing the Florida Condominium, LexisNexis, by Clark* <sup>n</sup>