

Davis-Stirling Meeting Minutes

Purpose: To provide clarity to the Board of Directors on what is required to be included in Meeting Minutes, per the Davis-Stirling Act.

Required: Boards are obligated to keep minutes of their board and membership meetings. Minutes are the official record of the proceedings of an organization. (Corp. Code §8320.)

Who Takes Minutes: Taking minutes of board and membership meetings is one of the key duties of the secretary. The secretary can prepare minutes directly or oversee their preparation by others and then sign them once they have been approved by the board. Boards can authorize the manager, assistant manager, a management company employee, a recording secretary or a volunteer homeowner to assist in the taking and preparation of minutes. The appointment of an “assistant secretary” should be recorded in the minutes so as to facilitate insurance coverage. In small committees, the chair usually acts as secretary but in large committees and standing committees a secretary may be chosen to keep minutes. (Robert’s Rules, 11th ed., p. 500.)

Robert's Rules of Order: were written by General Henry Robert and first published in 1876. He prepared rules of conduct for meetings to establish an orderly manner for everyone to be heard and make decisions. Robert’s Rules have been widely adopted by private organizations throughout the world and seem to be the procedure of choice for homeowner association meetings.

Recording Open Meetings: With the board's permission, the secretary may record open board meetings to assist in the preparation of minutes. Once the minutes have been approved by the board, the recording should be erased. The recording secretary can, but is not required, to announce that he/she is recording the meeting. Even though the secretary may record meetings for the purpose of preparing minutes, the board can disallow recordings by others, whether it be members or other directors.

Recording Executive Session: Because of the sensitive nature of subjects dealt with in executive session (litigation matters, attorney-client communications, members discipline, personnel matters, etc.) executive session meetings should not be recorded.

What Should Not Be in the Minutes: Minutes should not contain owner comments and never be a transcript of every statement made by directors and attendees. Recording every comment creates potential defamation claims or becomes evidence for other claims against the board and the association. Minutes should reflect decisions and reasons for those decisions, not conversations. "The minutes should never reflect the secretary's opinion, favorable or otherwise, on anything said or done." (Robert’s Rules, 11th ed., p. 468.)

What to Include: As a rule, minutes should record what was done at a meeting, not what was said. (Robert's Rules, 11th ed., p. 468.) Even so, the motion should include the rationale for the board's action. Following is a list of essential information that should be found in every set of minutes:

1. **Name of the Association**
2. **Type of Meeting**
 - Regular, special, emergency, executive session.
3. **Date/Time/Location**
 - Date, time and location of meeting.
4. **Attendees**
 - Directors who were present and who was absent, along with their titles (President, Treasurer, etc.). The minutes should also list guests who were invited to speak to the board, such as the association's CPA, contractors bidding on projects, the association's attorney, etc. Members who attended the board meeting should not be listed.
5. **Approval of Minutes**
 - Prior meeting minutes should be read and approved. (Robert's Rules 11th ed., p. 473-474.)
6. **Treasurer's Report**
 - A verbal report is sufficient.
7. **Committee Reports**
 - The fact that an officer and committee report, if any, was given. When a committee report is of great importance it can be entered in full in the minutes. (Robert's Rules, 11th ed., p. 471.)
8. **Guest Speakers**
 - "The name and subject of a guest speaker can be given, but no effort should be made to summarize his remarks. (Robert's Rules, 11th ed., p. 471.)
9. **Motions**
 - Motions and how directors voted.
10. **Executive Session**
 - General description of matters discussed in executive session.
11. **Next Meeting**
 - Date of the next meeting.

12. Adjournment

- Time the meeting was adjourned.

NOTE: Because the Business Judgement Rule requires that boards satisfy their fiduciary duties when making decisions, boards should include in their minutes reasons why they took the actions they did.

Attachments to Minutes: Contract proposals reviewed by the board are generally not attached to the minutes. The underlying documents that support the board's decision are kept in the board packet which is kept on file in the management office. Documents may be attached to and made part of the minutes but only with board approval. Individual directors do not have the right to attach documents to the minutes without board approval.

Correspondence: Neither members nor directors have a right to include their correspondence in the minutes. The purpose of minutes is to record the official business of the board not act as an outlet for grievances. If letters are included in the minutes, some correspondence may be inflammatory, inaccurate and defamatory, which could lead to litigation.

Draft Minutes: Draft minutes of open board meetings must be made available to the membership within 30 days. Failure to do so can result in penalties against the association. Notice of the membership's right to minutes must be made annually. Minutes should be readily accessible for membership review.

Posting Minutes with Attachments: Since there is no requirement that minutes actually be posted, the secretary can post minutes without attachments. As provided for in Civil Code §4950, minutes, minutes proposed for adoption that are marked to indicate draft status, or a summary of the minutes must be *made available* to members within 30 days of the meeting. If the minutes actually have attachments that are filed in the association's minute books, members can review and copy those attachments.

Prepared By: Megan Rodman, Executive Assistant

Board Meeting Date: October 7, 2016

General Manager Approval to Place on the Agenda: _____