

## WHAT TO PUT IN MEETING MINUTES

Why keep meeting minutes? Well, for one reason, it's required by law and probably by your association's governing documents. But there are other solid reasons to keep accurate minutes, including protecting the integrity of your association's decisions and ensuring consistent interpretation and implementation of the governing documents, which leads to fairness to owners over time and avoids disputes. The primary goals of minutes are to (a) demonstrate that the association complied with the procedures to properly act at the meeting, and (b) record the decisions made at the meeting.

Several Washington laws may apply to an association's minute keeping requirements. While neither Washington's Old or New Condominium Acts require taking of minutes, both the Non-Profit Corporations Act and the Homeowners Association Act do. However, any association that is incorporated must take minutes.

Minutes should be a mix of detailed information and general statements. The term "minutes of a meeting" doesn't derive from the sense of the word meaning a period of time, but rather it comes from the Latin *minutus*, meaning small. Minutes are a distillation of the meeting, not a transcript. In other words, they should state what was done at the meeting, not necessarily what was said.

Minutes should be sufficiently detailed to demonstrate compliance with procedural requirements and to describe the formal actions taken or approved at the meeting. For instance, if the board approves a contract, the minutes should reflect the name of the other party, the scope of work, the contract amount and the time period for completion.

In contrast, the minutes should include only the general nature of discussions, not who said what during the discussion. A statement that "The Board discussed whether to prohibit pigs" is sufficient. The exception is that the minutes should report it if the board considered expert input during the discussion, such as advice from an engineer, attorney or plumber.

Minutes can help demonstrate that board members met their standard of care. Depending upon the circumstances, board members are required to act with either fiduciary care or ordinary and reasonable care when carrying out their duties. That means that they must gather all necessary information, consult with those experts necessary to understand that information and consider the information when making its decision. Board members who fulfill their duty of care will be protected from personal liability even if a decision turns out to be wrong. Even so, the minutes should not offer the board member's opinions or speculation based on the information provided by the experts.

Specifically, minutes should include the following items:

- Name of the association, date and time of the meeting, persons present (including guests, but not including the names of every member at an annual meeting), presence of a quorum, location of the meeting, type of meeting (i.e., regular or special), and name of the person presiding

- Whether the minutes of the previous meeting were approved or corrected
- Reports of officers and committees (copies of written reports or financial statements may be entered as exhibits instead of recounting the details provided by the officer or committee)
- Proposed actions and the general nature of topics discussed at the meeting, even if no action was taken
- Statements regarding the general nature of any presentations made by guests
- Any decision to go into closed session and the purpose of the closed session
- Motions or other actions and the tabulation of the votes for and against the motion
- Any points of order made during the meeting and the resulting ruling
- Signature of person taking and submitting the minutes, which is usually the secretary

Some items should not be put in the minutes. As mentioned above, there is no place for opinions. Board members are generally not experts and opinions about the need for repairs, adequacy of reserves, legal issues, etc. could be incorrect and including such non-expert statements could create problems for the association if the item became the subject of a dispute or lawsuit. Another category that should be left out of minutes is privileged information. Privileged information includes conversations with the association's attorney about pending or potential lawsuits and anything said in a closed session.

In summary, minutes should establish the procedural regularity of the meeting and capture the substantive actions taken, but should avoid unnecessary or speculative content.

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