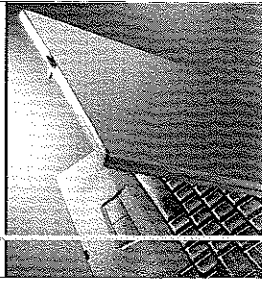


CHAPTER TWO:

THE RECORDING SECRETARY



RECORDING ACTIONS, DISCUSSIONS, MOTIONS, AND VOTES at membership and board meetings for transcription and approval does not have to be a monumental task. The wise recording secretary will divide his or her job into five parts:

- Taking minutes at meetings
- Getting minutes approved
- Handling resolutions
- Distributing approved minutes
- Transcribing the notes

THE AGENDA

Some association documents specify the agenda format. If this is not the case, the secretary should have a major role in designing a suitable format. Taking notes is a fast-paced job, but a carefully-crafted agenda format will make taking notes and transcribing the minutes much easier. The following techniques can be used to standardize the agenda format:

- Single space the agenda text, but leave extra space between each section for changes or comments.
- Format the paper in two or three columns. The left-handed column can be used to record the time allowed for discussion on each agenda item. This helps keep meetings on schedule.
- Write attendance at the top of the agenda. Keep track of who is present and at what time they arrived at the meeting. This helps avoid confusion about voting. List directors and officers present as well as those who are not there.
- Type a voting line into the agenda text for recording “yes” and “no” votes next to each name. This will help the secretary count the vote accurately.
- Attach copies of committee reports, bids, contracts, and all other pertinent information to the agenda so the directors can quickly refer to the business at hand.

- Put headings at the top of the agenda pages and continue page numbering on all attachment pages.

Since board members and officers are volunteers, they cannot always arrive on time for a meeting or stay for the entire meeting. As a result, the secretary must keep track of who was present for each vote. Noting arrival and departure times for each director will confirm the voting records on each motion and resolution.

In addition to the full agenda prepared for the board, officers, and committee chairs, write an abbreviated agenda for members who may attend the meeting. On the members' agenda, include headings of each section, the time schedule, and the names of the speakers. Copies of both agendas should be retained in the minute book. The secretary (or manager) will duplicate and distribute them at the direction of the board.

MEETING PREPARATION

Arriving at the meeting at least 15 minutes early provides extra time for the secretary to organize all necessary papers, make sure the tape recorder works, and greet new people who may be on the agenda. Being early also enables the secretary to diagram the seating arrangements and record who sits in which chair. This will make taking notes easier, particularly if the secretary does not know everyone's name. If a tape recorder is used, bring extra tapes in case the meeting runs longer than anticipated. Meetings should always be open except in a few instances where state law allows the board to convene an executive session.

TAKING MINUTES

To see people better and to hear all comments, the secretary should sit next to the presiding officer. The following items will make note-taking easier.

- Extra copies of the agenda.
- Several colored pens or pencils. Write the minutes in pencil and use a colored pen to indicate a revision of a motion or resolution. Use a second color to note opposing votes or additional amendments. This system will help in transcribing the notes into draft form as long as the secretary keeps coding consistent.
- Extra sheets of blank paper. Discussions can be rapid-fire, especially if they are heated. Often more than one person speaks at a time. No one likes to repeat himself or herself. Extra paper will help the secretary take additional notes and make the record more complete.

FIGURE 5. SAMPLE MEETING AGENDA

[Association Name]
Board Meeting Agenda
[date, location]

6:00	I. Call to Order
6:00-6:05	II. Reading and Approval of Previous Meeting Minutes
6:05	III. Agenda Changes/Approval
6:05-6:35	IV. Management Agent's Report
ACTION	1. _____
ACTION	2. _____
ACTION	3. _____
ACTION	4. _____
ACTION	5. _____
6:35-6:45	V. Committee Reports
	1. Building Representative
	2. Landscape
	3. Crime Watch
	4. GCA Report
6:45-6:55	VI. Outside Correspondence
	1. _____
	2. _____
6:55-7:05	VII. Old Business
	1. _____
	2. _____
7:05-7:15	VIII. New Business
	1. _____
	2. _____
7:15-7:20	IX. Directors' Reports
7:20-7:30	X. Other/Open Floor
7:30	XI. Adjourn
	Next Meeting: _____
	XII. Executive Session

- A laptop computer. Taking notes on a laptop computer reduces transcribing time later. Color coding, as described above, can be easily accomplished. Don't worry about format or typographical errors, they can be corrected later.

WRITING RESOLUTIONS

Resolutions are not rules and do not have the same force and effect. They indicate the policy or procedures that the board will follow in governing the association. For example a collection policy may stipulate when a notice of late fee imposition is to be sent to a delinquent owner, but the power to impose the fee must exist in the governing documents.

Some resolutions (policy or administrative) may have a direct effect on owners and residents. Therefore, the secretary must either mail a copy of the resolution to every owner and resident, publish the resolution in the newsletter, or make a copy of the resolution available in the association's office for members to review. The recording secretary, who may also have to draft resolutions, must maintain the Book of Resolutions.

A resolution has three parts: authority, purpose, and scope. The authority cites the power source—the instrument that allows the board or committee to take the action at hand. This authority may come from federal, state, or local laws. Most of the time, it will come from the association's legal documents. This section begins with "WHEREAS."

The purpose of the resolution is the description of the need for the resolution. This section also begins with "WHEREAS."

The scope describes the action to be taken: who, what, when, and where. This section begins with "NOW THEREFORE BE IT RESOLVED."

Some association's will want to break with this tradition and will replace the term "WHEREAS" with the word "INTRODUCTION" or "BACKGROUND" followed by a plain language narrative of the authority for the resolution and the problem to be solved. This plain English approach often clarifies issues for members and residents. However, the format of resolutions should be consistent. Consistency in style will make the documents more legible and easy to use.

CATEGORIZING RESOLUTIONS

Arriving at a classification system may require more thought by the board. Although the suggestions of the secretary are welcome, this is a matter that must be established by a resolution. The types of resolutions are:

1. **Policy:** These address subjects that effect members' obligations or rights of

FIGURE 6. SAMPLE PARAGRAPHS FOR MEETING MINUTES

Special Board Meeting

A special meeting of the board was held at the association clubhouse, in [city, state], on [date], at [time], pursuant to the call of the president.

Purpose of Special Board Meeting

The president stated that the purpose of the special board meeting was to accept with regret the resignation of the manager and to select a successor in a timely and orderly manner.

Opening Paragraph for Continuation of an Adjourned Meeting

An adjourned meeting of the board of the [name] Association was held at the association clubhouse, in [city, state], on [date], at [time], pursuant to an adjournment of a meeting held on [date], at the same time and place.

Dispensing With the Reading of the Minutes

Copies of the minutes of the meeting of the board held on [date], having been mailed to each member six (6) days prior to the meeting, the members present agreed to dispense with the reading of the minutes, and approved and adopted them as they appeared in the copies received by them.

Meeting Chair

Board member A acted as chair of the meeting and Mrs. C as secretary of the meeting.

Quorum

The board members present at the meeting were Mr. A, Mrs. C, Mr. F, Mrs. B, and Mrs. D, constituting a quorum of the authorized number of the directors of the association.

Lack of a Quorum

A regular meeting of the board of the [name] Association was scheduled to be held on [date], at the association clubhouse, in [city, state], at [time]. The following directors were present at the place specified: Mr. A, and Mrs. B. No quorum being present, the meeting was duly adjourned, as provided for in the bylaws of the association, to [date], at the association clubhouse, in [city, state], at [time].

Close a Meeting

There being no further business before the meeting, on motion made, seconded, and carried, the meeting was adjourned at [time].

The Absence of a Meeting

In the absence of a meeting, but as approved by all board members as witnessed by their initials and signatures below, the following actions were taken in accordance with Article 4, Section 2 of the bylaws of the [name] Association. As of this date, the board members of the association are: Mr. A, Mrs. B, Mrs. C, Mrs. D, and Mr. F. The undersigned further certify that they constitute the entire board of the association entitled to vote on the foregoing resolutions and that the adoption of such resolutions by unanimous written consent of the board is authorized by the bylaws of the association.

Now Therefore Be It Resolved

The unanimous written consent shall be filed with the minutes and proceedings of this corporation.

Note: The association's minutes are its official records and are admissible in a court of law.

enjoyment. Because this type of resolution can affect the members, it is the most important of the four categories. Associations should notify members in advance of any pending or actual adoption of policy resolutions. Policy resolutions also should be distributed to all owners and residents immediately after adoption. The resolution should become effective 30 days after mailing or distributing.

2. **Administrative:** This is the means by which the board implements its internal policies. These resolutions need careful review prior to adoption to ensure they are in accordance with applicable laws and legal documents. The board may decide to adopt by resolution a code of conduct that governs the actions and behavior of board members at board meetings. Such a resolution is administrative in nature because it affects only the board and its deliberations.

3. **Special:** This type of resolution deals with individual cases involving rules or covenants.

4. **General:** This resolution covers administrative decisions such as accepting bids and contracts, or hiring and firing employees. Because these resolutions are one-time acts, they can generally be placed in the text of minutes rather than in the Book of Resolutions. Some associations have found resolutions easier to use if they are grouped by committee names or by topics such as architectural review, finances, and recreation.

Once the categories are set, the secretary should devise a numbering system. Either number the resolutions consecutively, regardless of category, or number them according to the type of resolution.

The recording secretary should prepare a table of contents listing all resolutions, their adoption dates, and any expiration date. Expiring resolutions should be listed on the agenda in a timely manner to enable board members to vote to revise, extend, or let the resolution expire.

An association secretary can either include the resolutions in the text of the minutes or on a separate attachment. Regardless of how the resolutions are included in the minutes, file another copy of the resolution in the Book of Resolutions.

TRANSCRIBING NOTES

Even with a good agenda and helpful shortcuts, taking minutes can be difficult. If the secretary falls behind or is unsure of the wording of a motion or resolution, ask the president to clarify the point immediately. Do not rely on a tape recorder to clarify issues—it might not pick up all the voices.

The minutes should reflect all matters brought before the board, whether adopted, dismissed without discussion or vote, rejected, deferred, tabled, or simply presented

FIGURE 7. SAMPLE MINUTES FOR BOARD MEETING

Minutes

[Name] Association Board Meeting
[date]

Date and Time: Pursuant to Article __, Section __ of the [name] Association, a regular meeting of the board was held on [date], at [time] at [location].

Officers: The president, Mr. A, opened the meeting at [time]. The secretary, Mrs. P, was present to record the meeting.

Quorum: The following directors were present: Mrs. A, Mrs. B, Mrs. C, and Mr. F.

Minutes: The minutes of the [date] meeting were distributed to all board members and committee chairs one week before the meeting. The following corrections were made:

■ Page 1, Paragraph 3: change "lien" to "line"

■ Page 7, Paragraph 4: substitute "review" for "report"

There being no other corrections or additions, a motion was made by Mr. B to accept the minutes as corrected. The motion was seconded by Mr. F and approved unanimously.

Financial Information: The treasurer asked if there were any questions relating to the annual audit that had been distributed with the agenda. He noted that Resolution 8 provided that copies be made available to all members who submitted a written request for the audit.

Manager's Report: The following questions were asked of the manager in reference to the report that had been furnished with the agendas (attached).

Old Business:

Insurance: A motion was made by Mrs. B and seconded by Mr. F to adopt proposed Resolution 308 (attached). The motion was approved unanimously.

Playground Equipment: A motion was made by Mr. F and seconded by Mrs. C to table discussion of new equipment until all board members were present. The motion was approved unanimously.

New Business:

CAI Meeting: A motion was made by Mrs. C and seconded by Mrs. B that the directors attending the conference be reimbursed for the cost of parking at the airport, pursuant to the existing policy of the board on reimbursement for educational events. The motion was approved. Mr. F voted against the motion.

Adjourn: There being no other business, a motion was made, seconded, and unanimously approved to adjourn the meeting at [time].

Mrs. P, Secretary

Mr. A, President

Date

Date

as information. However, if a director opposes the majority vote, he or she may ask that the dissent be noted in the minutes. This should be done. Abstentions, which generally should be limited to situations where a director has a potential or actual conflict of interest, also should be recorded.

Much of the discussion at a meeting will not be pertinent to decisions and will not need to be part of the record. However, the first-time secretary will try to catch every single word. It is impossible to record every word. The only items that need to be written down word-for-word are motions (actions) and resolutions. If a motion is passed by unanimous vote, state that in the minutes. The new secretary should keep the following note-taking goals in mind:

- To record the association's actions
- To record why the association took the actions
- To preserve board members' voting records

While single-spaced documents are easier to store and they reduce duplicating costs, double-spaced pages are easier to correct. Style should be consistent throughout a document. At the top of each page, show the date and page number to avoid confusion if the pages become separated.

Consider format. A single-column sheet will hold more information, but it makes a quick review of the minutes more difficult. A double- or triple-column format allows for "markers," a two-word phrase which flags the topic and makes review easier.

State and legal documents of the association authorize directors to act on various matters. The minutes should state the authority by which directors take a certain action and cite the documents that grant that authority. Controversial issues, especially, must be properly reported. The minutes should show, for example, that an issue was properly researched and analyzed. The findings of outside experts, if any, also should be properly recorded.

A beginning secretary often fails to note motions and resolutions that were defeated. This can be a mistake. All motions made and seconded, except those that are confidential, must be voted on and made part of the record. It is also wise to state motions that were made but died for lack of a second. The association's minutes are its official records and are admissible in a court of law as evidence.

FORMATTING MINUTES

Much of the wording for the minutes will be the same for each meeting. Once this wording is established and approved by an attorney, the association secretary can use it for every set of minutes. Some approved wording for minutes pertain to the

following parts of an association meeting:

- Call to order by the presiding officer including the name of the association, the date, time and place of the meeting, and the attendants' names
- Proof of meeting notice or waiver of meeting notice
- Presence of a quorum
- Reading and approval of the previous meeting minutes
- Reading and acceptance of the treasurer's report
- Reading and acceptance of the manager's report
- Committee reports
- Old business
- New business
- Adjournment

The secretary also can develop standardized wording for the following documents:

- Notice of a regular board meeting
- Notice of a special board meeting
- Resolution adopted by directors' unanimous written consent
- Action to be taken without a meeting
- Waiver of board meeting notice
- Service of a meeting notice

GETTING MINUTES APPROVED

Meeting minutes stand as a record which can be reviewed by members, officers, board members, and outside parties to determine the official acts that have, or have not, been taken by elected representatives of the association.

The secretary should transcribe and prepare the minutes within 24 hours of the meeting so that details that may not have been recorded can be remembered. This will help ensure an accurate account of what transpired. An unapproved copy should be available to board members, committee chairs, and the manager within 72 hours of the meeting to facilitate the implementation of directives. The secretary should make sure that every page of every copy is marked "Unapproved." Formal comments can be encouraged at this time.

Official distribution of draft copies to boards and officers can be handled in several ways. Once the minutes are written in final form, they can be copied and immediately given to those who will eventually vote on their acceptance. They can be e-mailed to

board members, posted on an association's intranet or secure area of its Web site for review prior to the meeting, or they can be attached to the agenda of the next meeting.

Minutes are not part of the official record of the association until they are approved. Therefore, the association should invest in two stamps—"APPROVED" and "UNAPPROVED" or "UNOFFICIAL"—to be used on every page of the minutes. If the minutes are circulated electronically via e-mail or posted on the association intranet, include the status in the document header.

The approval process is the same for every association. Only the members of the board may vote to approve board meeting minutes since the minutes are a record of their actions. Likewise, the privilege of approving membership meeting minutes is reserved for the association's members. A majority is needed to approve the minutes. Those voting on the minutes should consider three items:

- Are there any additions to the minutes? Was an issue discussed and voted on that was not included in the minutes?
- Are there any deletions to the minutes? Was an issue included in the minutes that the board did not vote on?
- Are there any corrections to the minutes? Does the wording for a motion or a resolution need to be changed?

To avoid making a mistake, it is best not to file the minutes in the minute book until they are approved. However, if the minutes must be stored in the minute book, they should be marked "UNAPPROVED."

DISTRIBUTING MINUTES

Once approved, the minutes should be signed and dated by the presiding officer and the secretary. Use the "APPROVED" stamp on the bottom or back of each page of the final draft so there is no question as to which version was approved.

The last page of the minutes will contain a statement indicating the date the minutes were approved and a signature line for the president and the secretary. Their names should be typed below their signatures.

The final draft of the minutes becomes part of the association's history and, therefore, should be typed.

Once approved, the minutes should be placed in the minute book in front of the agenda and committee reports for that meeting. Send a copy with all attachments to the association attorney—if there is one—so that he or she can review them. An experienced association attorney can quickly review a set of minutes and determine if there are issues of legal significance.