

Board meeting minutes (any state)

Association: _____ State: _____ Property
type: ☐ Condominium ☐ Cooperative ☐ HOA ☐ Other Meeting date: _____ Prepared by:

Before you use this

Minutes are not a transcript and they are not a newsletter. They are the association's record of **what the board decided and on what authority**, and they are the document a court, an auditor, a lender, or a hostile owner reads first.

Most minutes fail in one of two directions. Too thin: "the board discussed roofing and a decision was made." That records nothing and proves nothing. Too thick: three paragraphs of who said what, which creates a record of debate that can be quoted against the association later and still does not establish what was decided.

The fix is the same in every state. Record the motion in full, the mover, the seconder, the outcome, and how each director voted. Record the facts a decision rested on. Record nothing about tone, personality, or argument.

This template is written for **any state**. The mechanics above are universal. What varies by state is the notice that had to precede the meeting, whether abstentions carry a consequence, what may be discussed in a closed session, and how long minutes must be retained and how quickly they must be made available. Part 0 makes you settle that before you adopt this.

Part 0. Establish your state's requirements first

- ☐ What **notice** must precede a board meeting, in what form and how far ahead? **Answer:** _____
- ☐ Do any agenda items require **heightened notice** (assessments, rule changes, and similar are common)? **Answer:** _____
- ☐ Are minutes an **official record**, and for how long must they be retained? **Answer:** _____
- ☐ Within what period must minutes be **made available** to an owner who asks? **Answer:** _____
- ☐ Does state law say how a director's **vote or abstention** must be recorded, or attach a consequence to silence? **Answer:** _____
- ☐ On what grounds, if any, may the board meet in **closed session**? **Answer:** _____
- ☐ May a director attend or vote **remotely**, and does that count toward quorum? **Answer:** _____
- ☐ May the meeting be **recorded**, by the association or by an owner, and on what conditions? **Answer:** _____

- ☐ What do the **bylaws** require on each of the above, which may be stricter? **Answer:**
-

Builder note. The fifth question matters more than it looks. In some states a director who is present and silent is treated as having assented to the action, which means an abstention has to be stated and recorded to have any effect. If that is true where you are, the abstention lines in the form are not optional formatting.

What minutes must contain

Six things. Everything else is optional and most of it is a liability.

1. **Identification.** Association, meeting type, date, time, place, and whether it was also conducted remotely.
 2. **Attendance and quorum.** Who was present, how, who was absent, and whether a quorum existed. A meeting without a quorum can transact no business, and the minutes must show which it was.
 3. **Proof of notice.** How notice was given, when, and that it satisfied the requirement. This is the first thing challenged when a decision is disputed.
 4. **Each motion in full.** The words of the motion, the mover, the seconder, and the outcome.
 5. **The vote, by director.** In favour, against, abstaining with the reason each abstainer stated, and any director not present for that vote.
 6. **The factual basis.** One or two sentences of the facts the board relied on. Not the discussion, the facts.
-

What must not go into minutes

- ☐ Who argued which way, or how strongly
- ☐ Verbatim quotes, unless a director asks for a statement to be recorded and the board agrees
- ☐ Owner names attached to comments made during owner participation
- ☐ Characterisations of any person, vendor, or owner
- ☐ Legal advice received from counsel, or anything else privileged
- ☐ Personal information about an owner: account balances, health, family circumstances
- ☐ Anything about an individual delinquency beyond what the board formally acted on
- ☐ Draft language the board did not adopt

Builder note. The instinct to record a disagreement “so the record is complete” is the single most common way an association creates its own worst exhibit. The record is complete when it shows what was decided and that the decision was properly made.

Using the form

The accompanying form is written to be filled in and adopted. Three habits make it work:

- **Draft within a week.** Minutes written a month later are reconstructions, and they read like it.
- **Mark the draft as a draft.** An unapproved draft circulating without that label becomes the version everyone cites.
- **Record the motion as made, not as tidied.** If a motion was unclear, the answer is to have it restated at the meeting, not repaired afterwards in the minutes.

Retention and availability

- ☐ Minutes retained for the period identified in Part 0
- ☐ Approved minutes filed with the official records
- ☐ Draft and approved versions both retained if your state or bylaws require it
- ☐ Any meeting recording handled per Part 0: retained as a record, or not, but decided deliberately rather than by accident
- ☐ A process exists for responding to an owner's request within the required period
- ☐ Redaction practice defined for anything that must be withheld before an owner inspection

Adoption checklist

- ☐ Part 0 answered for your state and property type
- ☐ Form reviewed against the bylaws for quorum, notice, and officer titles
- ☐ Abstention lines retained if your state attaches consequence to silence
- ☐ Closed-session section reviewed against your state's permitted grounds
- ☐ Counsel has reviewed the form once before first use
- ☐ Secretary and manager both know who drafts and who reviews

Where your own documents control

Your declaration and bylaws sit above this template. Where they specify a quorum, an officer's title, an order of business, or a notice period, they govern and the form should be edited to match rather than the other way round. A template that contradicts your bylaws is worse than no template, because it produces a record that looks authoritative and is wrong.

Disclaimer

This is a starting point, not legal advice, and it is deliberately not state specific. It reflects meeting-record practice used nationally and does not state the law of any state.

Requirements differ substantially between states, including what notice must precede a meeting, whether particular agenda items require heightened notice, how a director's vote or abstention must be recorded and what silence means, the grounds for a closed session, whether directors may attend or vote remotely, and how long minutes must be retained and how quickly they must be produced to an

owner. Do not treat the absence of a requirement here as evidence that your state does not impose one.

Your association's declaration and bylaws govern and may be stricter. Have the association's attorney review this form and your minute-taking practice against your state's law before the board adopts it. Common Elements does not practice law, and using this template creates no attorney-client relationship.