

GLC BOARD MEETING MINUTES POLICY

Definition: Minutes are the official record of all actions taken by the board. The association must keep written minutes of the proceedings of their board meetings as required by RCW 64.38.035 (2). Minutes are the property of the association but shall be made available to all members.

Purpose: The purpose of this policy is to provide a guideline for recording board meetings in a consistent and accurate manner. Consistent and accurate minutes provides more useful information for board members, association members and GLC staff as well as reducing GLC potential liability.

Policy: The primary duty of the secretary is to prepare minutes of the boards meetings and sign the final approved minutes. The secretary may tape record open board meetings to assist in the preparation of the minutes. Once the minutes have been approved by the board, the recording will be erased. The board shall disallow recordings by others, whether it be members or other directors. Because of the sensitive nature of the subjects dealt with in closed session (personnel matters, members discipline, litigation matters attorney-client communications) closed sessions will not be tape recorded or minuted.

As a rule of thumb, minutes should record what action was taken at a meeting, not general discussion. Even so, the minutes should include the rationale for the board's action. The following is a list of essential information to be included:

1. The type of meeting, regular, special, emergency, or closed.
2. The date, time and location of meeting.
3. The directors, including their titles, who were present and who were absent.
4. The minutes should also list guests who were invited to speak to the board (i.e., contractors bidding on projects, association auditor, association attorney, etc.) Guests speaking should be summarized with all the pertinent points included.
5. It is not necessary to list members who attend the meeting however the minutes should identify the subject addressed by each member during open forum.
6. Motions and outcomes of votes. Votes that are not unanimous should include the list of directors voting and their preference.
7. Committee reports should be summarized and any motions as a result of the report should follow the "decision" format as discussed above.
8. General description of matters discussed in closed session.
9. Date for the next meeting.
10. Time the meeting began and was adjourned
11. Any action taken by the board since the previous board meeting.
12. Minutes shall reflect decisions and reasons for those decisions, not conversations. In the case of a not-unanimous decision by the board, a summary of the reasons for the vote by each side should be included to aid in the understanding of the vote by the members. The summaries should not

include what the director(s) said or their names as the vote will be a record of who voted which way.

WHAT SHOULD NOT BE IN THE MINUTES:

Minutes are not to contain member comments and never be a transcript of every statement made by directors and attendees. Member comments can be summarized in a general way without reference to member's names unless requested by member (i.e., during open forum, one member made suggestions about the decking around the pool, another member asked if the board would consider purchasing new furniture for the clubhouse, and two members complained about a barking dog on Saturday night). Recording every comment creates potential defamation claims or becomes evidence for other claims against the board and the association.

CORRECTIONS TO MINUTES:

Corrections to minutes by board directors shall be limited to punctuation, grammar, misspelling, and omission or correction of fact.

ATTACHMENTS TO MINUTES:

Contract proposals reviewed by the board shall not be attached to the minutes. The underlying documents that support the board's decision will be 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 first obtaining board approval.

ACCESSIBILITY:

Minutes of board meetings shall be made available to the membership within 7 days of approval by the board. Minutes should be readily accessible for membership review. The minutes must be distributed to any member of the association upon request. The association may charge for copying costs.

TIMELINE AND RESPONSIBILITIES FOR PREPARATION AND APPROVAL OF MINUTES:

1. The secretary shall attempt to provide each member of the board a copy of draft minutes no later than the second work week following each respective board meeting.
2. It is the responsibility of each board member to review the draft minutes and submit any requested corrections or other edits to the secretary no later than the end of the third workweek following the respective meeting.
3. If any board member requests corrections or other changes to the first distributed draft minutes, the secretary will prepare a revised draft of those minutes, showing changes to be provided to the board among preparatory materials (board packet). The board by majority vote has final decision on approval of any content.

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4. In the event of disagreement about content, the board shall act toward providing readers with more information rather than less, consistent with the board's commitment to openness and transparency of process.

As the board of directors holds open meetings, participants should be aware that matters of discussion, if they are appropriate to share in the audience of a board or member meeting, are equally appropriate to share with the membership at-large via approved minutes. Nothing in this resolution shall be construed as superseding the board's responsibility to guard that published materiel is not libelous, defamatory, or otherwise contributing to misinformation about any person or issue.

_____ Chair	_____ BOD Member
_____ Vice Chair	_____ BOD Member
_____ Secretary	_____ BOD Member
_____ Treasurer	