



Board Meetings

*"Productive meetings create efficient boards, decrease frustration, increase morale and make it easier to recruit volunteers."
Beth Mulcahy, Esq.*

MULCAHY Community Association Cheat Sheet®

BRINGING ANSWERS TO COMMUNITY ASSOCIATIONS

This publication discusses significant points of law as they apply to community associations and is not intended to offer specific legal advice or responses to individual circumstances or problems.

MULCAHY LAW FIRM, P.C.

3001 East Camelback Road
Suite 130
Phoenix, Arizona 85016
Phone: 602.241.1093
Toll Free: 877.206.7164
Facsimile: 602.264.4663

E-mail:
bmulcahy@mulcahylaw.net
krosenbeck@mulcahylaw.net
www.mulcahylawfirm.net

Copyright 2011
MULCAHY LAW FIRM, P.C.
All Rights Reserved

July, 2011

PLAN AND PREPARE FOR A BOARD MEETING

Plan: Planning will take time, but it will ultimately save time and will lead to better-informed and prepared boards and smoother meetings.

Determine The Best Meeting Time: Take into account the schedules of board members *and* association residents and then choose morning, afternoon, evening or a combination to obtain optimum attendance.

Prepare The Agenda: A properly planned agenda will provide organization and will shorten the length of meetings.

Use Board Packets: The property manager and/or the designated board member should prepare and distribute board packets 4 – 7 days in advance of the board meeting.

- A board packet should include: minutes from the previous board meeting, financial information, committee information, management and treasurer's reports, association correspondence and, most importantly, the meeting agenda.
- The board packet should be arranged in the same chronological order as the meeting agenda. Use colored paper or tabs to differentiate each section of the agenda. Label all items and place them in the agenda section in which they will be addressed.

PROVIDE NOTICE OF REGULAR BOARD MEETINGS

Under Arizona Law: Notice to lot/unit owners of regular monthly meetings of the board of directors must be given at least 48 hours in advance of the meeting by newsletter, conspicuous posting or any other reasonable means as determined by the board.

The Notice: Date, time and location of the meeting must be stated.

Emergency Board Meetings: Do not require 48 hours notice if circumstances require action before notice can be given.

CONDUCT BOARD MEETINGS IN A BUSINESS ENVIRONMENT

All meetings of the association and the board must be held within the state of Arizona.

Select A Neutral Location: Conduct meetings in an environment that enhances productivity such as the following: association clubhouse, property management company conference room or a rented room at a school, church or restaurant.

Bring Board Packet And Association Documents: The Declaration of Covenants, Conditions and Restrictions, Articles of Incorporation, Bylaws and Rules and Regulations should be available to provide answers for association questions.

Refreshments: If you serve refreshments, do so at the beginning, at a break or at the end of the meeting, but not during the meeting.

Prohibit: Cigarettes, alcoholic beverages, small children and pets at meetings.

TIPS FOR RUNNING EFFECTIVE, EFFICIENT AND PRODUCTIVE BOARD MEETINGS

1. Follow the Arizona open meeting law:

Pursuant to Arizona law, all meetings of an association, board of directors and regularly scheduled committee meetings are *required to be open to all association members* or their representatives (who have been designated as such in writing) and held in Arizona.

Members or their designated representatives are allowed to attend and speak at an appropriate time during the deliberations and proceeding of all open meetings of the association, board of directors and regularly scheduled committee meetings. Association boards are required to permit members to speak once after the board has discussed a specific agenda item at an open board meeting but before the board takes formal action on that item in addition to other opportunities to speak.

The board may close a portion of a meeting to the members and go into executive session to discuss any of the following subjects: **1.** legal advice from an attorney for the board or the association; **2.** pending or contemplated litigation; **3.** personal, health and financial information about an individual member of the association, an individual employee of the association or an individual employee of a contractor for the association; **4.** matters relating to the job performance of, compensation of, health records or specific complaints against an individual employee of the association or an individual employee of a contractor of the association who works under the direction of the association; and **5.** discussion of a unit owner's appeal of any violation cited or penalty imposed by the association except on request of the affected unit owner that the meeting be held in an open session.

Additionally, **A.** the agenda must be available to all owners attending any meeting; **B.** an emergency meeting may be called to discuss business or take action, but the reasons for the emergency meeting must be included in the meeting minutes and the meeting minutes must be read and approved at the next regular board meeting; **C.** a quorum of the board may meet by telephone conference if there is a speaker phone available in the meeting room that allows board members and unit/lot owners to hear all parties who are speaking during the meeting; **D.** any quorum of the board that meets informally to discuss association business, including workshops, must comply with open meeting and notice provisions, regardless of whether any action is taken; and **E.** interpretation of the Open Meeting statute is to be construed in favor of open meetings.

Homeowners are permitted to tape and/or video record open board meetings, subject to reasonable rules and regulations adopted by the board.

TIPS FOR RUNNING BOARD MEETINGS CONTINUED

Suggestion: Plan to go into executive session prior to or after the meeting so members do not have to wait. In addition, explain to the members that under Arizona law, the board is entitled to meet in executive session and explain why you are going into executive session (to discuss matters that fall under one or more of the previously listed reasons).

2. Conduct a homeowner forum at the beginning of the board meeting: Establish time limits for the owners that wish to speak and stick to the time limits (set and use a timer if necessary).

3. Use an agenda: The agenda is the backbone of the board packet and should include enough detail to help board members prepare for the meeting.

Stating "Treasurer's Report or New Business" is not enough – list the main points that will be discussed. Include benchmark times. For example: Call to Order 7:00 p.m., Approval of Minutes 7:05 p.m. This lets the board members know how time will be allotted and keeps the meeting moving.

Some associations post the agenda 5-7 days before the meeting. Board members can add or remove topics up to the point the final agenda is posted. At the meeting, the president will ask if an emergency has arisen that requires adding an item to the agenda. This method provides two opportunities to add agenda items.

4. Use parliamentary procedure:

Parliamentary procedure is a set of rules for conducting meetings. The abbreviated version of *Roberts Rules of Order* is a good resource.

Suggested Parliamentary Procedure to follow: Adhere to the agenda, discuss one subject at a time, give each board member an opportunity to speak, speak only on the issue being discussed, speak only when recognized by the chair, address questions and comments to the chair and decide issues through motions, seconds and votes.

5. Keep the meeting moving:

- Board members should arrive on time and prepared to participate.
- The board president should effectively start and guide the meeting pursuant to the timed agenda with the support of the board members.
- Board members should study their packet *before* the meeting so that they can discuss issues and make informed decisions.
- Keep the discussion focused on association business – avoid irrelevant side topics and personal discussions.
- Present an issue with a solution or solutions.

6. Board member participation:

Board members have a fiduciary duty to the association and should support the board's efforts with a commitment to the goals of the board and of the association.

DEALING WITH CONFLICTS DURING A MEETING

Name calling, interrupting and personal attacks should be prohibited at all board and committee meetings.

Limit potential board member conflict:

1. Give all board members an opportunity to contribute with equal time;
2. Consider enacting regulations, such as discussion time limits;
3. Allow follow up discussion on a topic *after* all board members have been given the opportunity to speak;
4. Educate new board members on board processes and outstanding issues; and
5. Encourage the mentoring of new board members by well trained and seasoned board members.

The "Gadfly" is an expert at criticizing, cajoling and pinpointing the errors of others. S/he demands change, constantly interrupts and attacks personal integrity and alleges conflicts of interest.

How to deal with the "Gadfly":

- Establish and announce meeting procedures at the beginning of a board meeting, in a newsletter or in the meeting notice.
- Enforce established meeting procedures uniformly.
- Host a homeowner forum at the beginning of the board meeting with a strict time limit.
- No one should be allowed to interrupt board meetings by speaking out of turn and raising irrelevant issues.
- Do not respond with anger, argue or trade insults. The board does not have to rebut the comments of any member.
- Utilize parliamentary control – by knowing when and how to
 - a) table a motion;
 - b) postpone a motion;
 - c) refer a matter to a committee;
 - d) adopt special rules of order; and
 - e) limit debate.

HOW TO TAKE PERFECTLY PROPER MEETING MINUTES

At a minimum, the meeting minutes should contain the following elements:

1. Type of meeting - Regular, special or adjourned special meeting.
2. Association Name - Record the association's correct corporate name and the words, "Minutes of the Meeting of (insert association name)".
3. Event Information - Specify the meeting date, time and location.
4. Attendants' Names - List the names of the directors or members present, the name of the presiding officer, and secretary or substitute minute recorder. For open meetings, the non-voting audience should not be included.
5. Approval of the Previous Meeting Minutes - Unless the assembly waives the reading of the minutes, they should be read and approved or approved as corrected.
6. Officer and Committee Reports - Reports made by the manager, board and committee members often precede the business of the meeting. Such reports are usually for information only, and, if in writing, can be appended to the minutes with board approval. If not in writing, only the fact that the report was made needs to be stated in the minutes.
7. The Business of the Meeting - The minutes should follow the agenda, unless the board agrees to discuss a matter out of order. The motions returned to committee, etc., should be grouped according to subject matter. There is no reason to include the summary of debates discussions, drafts and revision of the motions. None of this information constitutes the official action of the association.
8. Adjournment - The last paragraph should state the time of adjournment.
9. Secretary's Signature - The signature of the secretary, preceded by the words "Submitted by" must be included at the end of the minutes.

Notes:

Meeting minutes are the association's only official record of its board, committee or membership decisions and actions.

Meeting minutes reflect board decisions, not what members say.

Meeting minutes should be brief (one page if possible)!

The meeting minutes are not official until the board at a subsequent meeting approves them.

The secretary's primary responsibility is maintaining the association's official records.

The minute book is the association's principal record. The records should be printed on quality paper and placed in an official binder. Publishing of regular meeting minutes is generally not required, but it is recommended so that the membership is aware of the association's actions.

Executive session minutes of the board of directors should be placed in a separate binder entitled "Executive Session Meeting Minutes" and should be withheld from disclosure during records requests.

The author wishes to acknowledge that *Conducting Meetings - A Guide to Running Productive Community Association Board Meetings* by the Community Association Institute and M.J. Keats was a source for this publication.