

minuteTakers

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BEST PRACTICES

Please Louise – Don't Shoot the Minute-Taker!

Meetings Gone Bad – from the Minute-taker's perspective.

By Scarlett Guy: Published in Canadian Condominium Institute 'CondoVoice' Fall 2016

In my view, the move toward mandatory education of condominium directors is badly needed. All too often, a minute-taker faces the unhappy challenge of trying to figure out what needs to go into the minutes, while working 'blind' without sufficient documentation, lack of background information, poor or non-existent meeting structure, and volatile interpersonal dynamics and conflicts among meeting attendees. Here are a few typical scenarios that we minute-takers face on a regular basis, and some pointers on how you can ensure that this does not happen at your meeting:

1. *The Ego Trip*

We've all seen it ... one (or sometimes two) people who believe that they are the smartest and/or most qualified and aggressively impose their opinions on the group. As time goes on, the others in the group often 'give up' and allow this person's influence to direct the decisions being made on behalf of the Corporation. What's worse, this person often directly interacts with Management, while the rest of the group typically learns after the fact about what transpired. Ask yourself: Does this scenario fit the 'best practice' model whereby all directors have an equal voice, with decisions made collectively at a duly constituted meeting?

2. *Personal Agendas*

This is typically the person who vociferously expresses their dissatisfaction with the Board at AGMs and/or owner meetings and garners support from other like-minded individuals to get elected as a director. Once elected, they badger their fellow Board members to pursue a course of action to satisfy their personal agenda. Once their agenda items have been executed, they lose interest and quietly withdraw. People, when choosing someone to represent you on the Board of Directors, be careful that they are not simply pushing for specific agendas. The 'best practice' model requires a director to take a realistic approach in balancing the needs of all unit owners and the best interests of the entire organization.

3. *Personality Clashes*

This uncomfortable scenario is where we minute-takers become educated in 'Human Behaviour 301'. While certain individuals may have a sincere desire to make decisions in the best interest of the Corporation, they tend to lack the skill of team-based collaboration.

3... Often in these situations, the Board becomes divided and, ultimately, dysfunctional to the point where necessary decisions are stalled and the business of the Corporation is adversely impacted. The hapless minute-taker is frequently caught in the middle, and is often asked to outline the positions of each Board member as they battle out their differences in the boardroom. Unfortunately, situations of this type happen regularly in condominium environments, with costly and often disastrous consequences. Remember – the minutes are intended to document the **collective** decisions that are made on behalf of the Corporation, and to note the action to be taken by Management. Details about bad behaviour amongst meeting attendees, accusations, allegations, name-calling, etc. should never be included.

4. *Micro-managing and Unrealistic Expectations of Management*

Many condominium directors do not properly understand their role in overseeing and governing the business of the Corporation, which should take the form of making financial decisions and giving high-level direction to Management. A common scenario is where a Board oversteps its role and fails to allow Management the necessary discretion to handle the day-to-day affairs of the Corporation. Meetings drag on as courses of action that would normally fall within the purview of Management are discussed in excruciating detail, with numerous alternative options examined, while the manager silently questions whether the Board has confidence in his/her ability to do their job. Alternatively, the Board piles on task after task without regard for the hours of service as set out in the Corporation's contractual agreement with the management company, or worse, expects the management team to provide free expertise that should be sought from professional experts such as engineers, lawyers, etc.

5. *Poor Preparation*

Here is where we minute-takers see a sharp distinction between a corporate (commercial) organization and a condominium environment. For a typical corporate meeting, the agenda, reports, and background information are provided a few days before the meeting. Each attendee reviews the meeting material in advance so they are fully informed and able to participate in the necessary decision-making. The agenda clearly sets out the business to be discussed, and any proposed motions are written out so that attendees can consider them ahead of time. Their meetings are efficient, productive, and kept to a strict timeline. If a decision cannot be made within the allotted time, a person is identified and tasked with the responsibility to obtain the necessary additional information in order to conclude the matter at the next meeting. Unfortunately, there are very few condominium boards that follow a business-like approach. Often, one or all directors have not reviewed the meeting material in advance. So, rather than focusing on the decisions to be made, the meeting is bogged down with explanations ... for example, questions regarding financial statements that could have been explained in advance via a quick email and/or a rehash of every single item on the management report ... a long and tedious process that unnecessarily extends the meeting time and leaves everyone 'brain dead' half-way through the meeting. Ask yourself: Is this a good way to conduct the business of your condominium?

6. ***Lack of Education or Understanding***

Another common difficulty at condominium Board meetings is the fact that many of the members do not have the basic knowledge that is expected of a director. Further, there is often a lack of formal decorum or basic understanding of how a board should operate. At meetings, people talk over each other, interrupt one another, segue onto other topics, discuss a topic in its entirety when asked for additions to the agenda (rather than simply state the topic and wait to address it at the appropriate time), request status updates during the review of the previous minutes (which should properly be raised under 'Business Arising') ... the list goes on. The minute-taker jumps all over the place to make sense of the chaos in an effort to properly document the issues and outcomes in an orderly fashion. In my view, 'best practices' require adherence to a structured protocol, and individuals who wish to serve on a condominium board should take the initiative to educate themselves in basics such as, at the very least, a rudimentary knowledge of the Condominium Act; a good understanding of their particular condominium's by-laws, rules/regulations and policies; familiarity with the conceptual and practical aspects of reserve fund studies; and acquaint themselves with other terminology and practices specific to condominiums.

What Should Your Minutes Include?

In many of the above scenarios, the Board often expects the minute-taker to recap every item that appears in the management report, to detail all of the discussion points, to document the rationale for each decision, to name each Board member who makes specific comments and to outline individual Board member opinions, etc. Ask yourself: Do you really want your minutes to convey the perception that the Board is dysfunctional? Or that partisan politics is the order of the day? Or that the Corporation's decisions are being influenced by a single individual? Or that the Board apparently has no confidence in property management? Please Louise ... remember that your minutes, if they fail to stick to the purpose that they are intended for, will convey information that could ultimately have a detrimental effect on your condominium.

A good set of professional minutes should concisely document the *issues* and the *outcomes* of the discussions. Details should include only what is relevant to provide appropriate context, or to briefly note any action to be taken by Management or other designated person. It should always be kept in mind that minutes are the legal record of the business that the Board has conducted on behalf of the Corporation. They are relied upon by auditors, tax authorities and the courts and represent the actions of the Board. They should never become political in nature or present the various positions/agendas of the individual members. In short, minutes are not a blow-by-blow 'he said, she said' account of everything said at the meeting.

Tips to Take Your Meeting Down a Good Path

To summarize the lessons we can learn from the above 'meeting-gone-bad' scenarios, here are some 'best practice' measures that condominium directors can take to ensure a productive meeting (which should also have the effect of generating proper minutes):

- Remember that no individual director or officer may act in his/her sole capacity but must work harmoniously with all Board members in making good decisions on behalf of the Corporation. Yours is only one voice. Encourage and respect each director's contribution and opinion on each matter. If you're convinced that your way of doing things is the best solution, explain your rationale to the group and then ultimately, graciously accept the majority consensus or vote.
- Your job as a director is to appreciate the 'big picture' and to ensure that decisions are targeted toward the financial health of the Corporation and the best interests of the general condominium population. Seeking election to pursue personal agendas or vendettas against property management or other Board members runs counter to a director's oversight role.
- While many of us may pride ourselves on being a 'team player', the reality is that many directors are not as team-oriented as they should be. Anyone who serves on a Board should ideally have the ability to manage different personality types in a way that fosters individual expression with the ultimate goal of building consensus.
- Be clear on your role as a director and take care not to become overly involved in the day-to-day affairs of your condominium. Give your manager the opportunity to do his/her job. If your Board has collectively lost confidence in the management team, your job as a Board is to seek and hire another manager!
- Your manager should ensure that all Board members are supplied with the relevant meeting materials, several days in advance of each meeting. This includes the meeting agenda, financial statements, management report, and copies of quotes, correspondence, other reports and pertinent information. It is crucial for each director to take the time to review these materials before the meeting so that decisions can be made in an informed manner. By the way, the minute-taker should also be provided with an opportunity to review meeting materials in advance, as an informed minute-taker is your best minute-taker!
- Finally, take the initiative to educate yourself. Take courses to understand basic condominium terminology and concepts. Learn about your role as a director. Familiarize yourself with your condominium's Declaration, By-Laws, and Rules. Understand how a Board meeting should be structured so that directors will stay on task and focus their discussions on the decisions that need to be made, in a collaborative manner.

Hopefully, these insights from a minute-taker's perspective will help to ensure that your condominium Board meetings are productive and efficient!