



Scarlett Guy,
President
MinuteTakers Inc.

Meeting Minutes Musings

Your Corporation's Minutes

Who is responsible?

There seems to be some confusion as to who does what, when it comes to your corporation's minutes. Who is responsible for your minutes? Who should be taking your minutes? Who is responsible to review and approve them? Who is in charge of storing them?

Remember, your Board and Owner meeting minutes, once approved, now become a permanent record of your corporation. As a prudent director and/or Board, it's important to ensure that the associated protocols and responsibilities are clarified and adhered to.

Who Should Take Your Minutes?

From a best practice standpoint, it may not be in the best interests of your corporation to ask a volunteer residing in your condominium to take the minutes. Same goes for hiring an acquaintance of one of the directors on the Board, requiring the property manager to take on this additional task, or the Board Secretary.

Consider this: Minute-taking is somewhat of an 'art' and is a special expertise in its own right. In many cases, non-professionals have an improper understanding of the importance of the minutes as an official record of the organization. In-house staff

or volunteer directors often are not sufficiently aware of the type of information to be included in minutes and do not have the specific skills that are required to produce proper minutes. Another consideration is the potential for bias or conflict of interest. Further, anyone taking minutes cannot properly participate in discussions. And it's nearly impossible to 'fire' a volunteer!

From a best practices and good governance standpoint, there is significant value in utilizing professional expertise for this very important function. Here are just a few reasons:

- A trained minute-taker understands what should/shouldn't go into minutes.
- A professional minute-taker follows best practice protocols to ensure transparency in documenting amendments that are made to minutes. (We have seen the entire gamut of attempts to 'tamper' with minutes, to 're-write history', unnecessary changes to reflect

someone's personal editorial preferences or desire for added, extraneous detail, etc.)

- Someone external to the organization is beneficial for reasons of confidentiality. An independent minute-taking company generally requires all of its minute-takers to sign a confidentiality agreement as a matter of course.
- Using an outside, impartial professional minute-taking service reduces the potential for bias and prejudice.
- A professional minute-taker understands how and when to document sensitive information and to maintain the necessary privacy. (Believe me, the less detail, the better!)
- Using an outside service will ensure coverage no matter whether sickness or other personal circumstances cause the staff or Board member to be absent from the meeting.



ILLUSTRATION BY MAURICE VELLEKOOP

- Hiring a third-party professional minute-taking service to take and produce the meeting minutes frees up valuable time that would otherwise be spent by the volunteer director or staff member.

In short, professional minute-takers are a third perspective in a Board room as a neutral party and a team player in conjunction with the Board and management team, who can subtly provide direction and focus with respect to proper minutes at meetings and be a positive influence on a Board.

Who is Responsible to Review and Approve the Minutes?

As a matter of practice, a professional minute-taking company will generally send the completed minutes to their designated liaison, which is usually the property manager. But is it appropriate for the manager to make or request changes to your minutes? To expedite the review and approval process, a trusted manager or a Board member (usually the Secretary) can be authorized to give the minutes a prior once-over for typographical issues or any glaring errors. These can then be corrected before the minutes are distributed to the Board if the minute-taker agrees that the proposed corrections are legitimate and valid. Caution should be exercised, however, to avoid any major changes to content at this step in the process, to prevent unauthorized ‘tampering’ of the minutes or subsequent accusations of bias against the manager or Board member.

After that, the Minutes are to be reviewed by the collective Board at its next duly constituted meeting. Any material changes/amendments relating to the accuracy of those minutes as a reflection of the decisions/direction given by the Board at that particular meeting must be agreed to as evidenced by majority vote.

In conducting its review, the Board should remember that the main focus of minutes, as a corporate record, should be to concisely capture the decisions that are taken by the collective Board on behalf of the Corporation. It is also important to note any direction given to Management or other parties tasked with follow-up actions.

In approving the minutes, the Board accepts that document as a legal record of the business that was transacted at that meeting by the Board at that time, which then becomes an official document of the Corporation as required by law.

Who is Responsible to Maintain Archives of Your Minutes?

As a matter of best practice, it is highly recommended that one of the Board members, typically the Board Secretary, takes charge to oversee and ensure that the Corporation’s minutes are being properly stored.

As often happens, staff members change and the incoming manager or office administrator cannot locate the previous minutes. A call may be made to the minute-taking company to request copies of

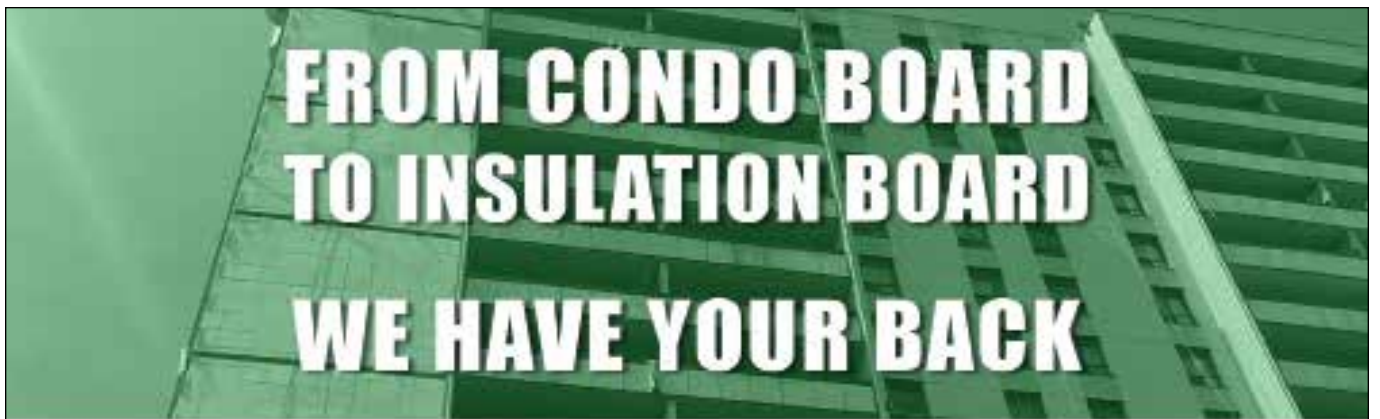
minutes, sometimes for several years prior.

However, although a minute-taking company may keep a copy of past minutes that they produce, it cannot guarantee that the version stored in their archives is actually the final approved version, such as if another party subsequently amended them after they were submitted to the Corporation.

Remember, once the minute-taking company has delivered your minutes, its obligation ends at that point. It is the Corporation’s responsibility to maintain its core records by keeping a signed copy of approved minutes in a securely-stored minute book and/or digitally in a secure file that should be made accessible to its agents who are responsible for filing them. Hopefully this article will help clarify your responsibilities regarding your minutes!

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Scarlett Guy is a former law clerk who found her passion in setting standards for minutes and developing the specialized art of minute-taking as a professional expertise in its own right. In the interest of promoting good governance and best practices in every sector where minutes are required, she founded MinuteTakers Inc. in 2007 and together with her team of 40+ trained minute-takers, regularly services over 200 condominium corporations on a monthly basis, in addition to other corporate and non-profit organizations. Scarlett can be reached at scarlett@minutetakers.com or 647-640-3090.



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