

Section 5

Meetings

The board carries out its duties and responsibilities at meetings held throughout the year. Like most aspects of the board's actions, the governing documents and Florida law regulate these meetings.

What is considered a board meeting? A board meeting is defined in Rule 61B-23.001(1)(a) of the Florida Administrative Code as any gathering of members of the board at which a quorum of the members is present, for the purpose of conducting association business. Any situation that meets these requirements is subject to board meeting notice requirements and must be open to all unit owners.

The Condominium Act requires every condominium association to hold an annual meeting and also a meeting to adopt its annual budget. These meetings may be held on the same occasion depending on the provisions in the bylaws and the circumstances of the association. Otherwise, there is no requirement for regular, or a certain number of, meetings of the board of directors. If the association is incorporated--and perhaps even if it is not--state corporate statutes will apply. Statutes require that meeting notices be given in a particular manner. They also identify what may not be discussed in an executive session. In Florida, the only time an executive session is permitted is if the board is meeting with the attorney.

Actions taken at meetings that are not conducted in compliance with the governing documents and Florida law are likely to be invalid. Therefore, it is essential that the board understand both the governing documents and the Florida law.

Board Meetings

Effective board meetings are well planned and are used to disseminate information. If a meeting is well planned, the board will be provided the following information in advance:

- Agenda
- Minutes of the previous board meeting
- Finance report
- Committee reports
- Management report
- Special reports, memos, or correspondence

The president should make it clear to board members that he or she expects the directors to review this information prior to the meeting. The board president should not waste meeting time by educating board members who have not read their material. Once the board members realize that they must prepare for the meeting to know what is going on, they will.

Contact Meeting Participants

A well-planned meeting also requires the president (or someone whom the president appoints) to give speakers ample notice. The president should have a commitment from those who have been asked to speak. The president also should make it clear that he or she needs to be contacted immediately if an emergency arises and the speaker is unable to be present.

Provide Adequate Notice

Notice requirements are often contained in the governing documents and Florida law. The board should give residents prior notice of a meeting. The residents need to know that they are welcome to attend the meeting. Section 718.112(2)(c) of the Florida law provides that notice of a board meeting must be posted conspicuously on the condominium property at least 48 hours in advance, and the agenda must be posted. The Condominium Act outlines notice requirements for various kinds of meetings; please consult the statute for specifics. Owners may speak on agenda items only, and the board is generally limited to talking about only those items on the notice agenda as well.

Develop an Agenda

A typical **agenda** for a board meeting might look like the sample presented at right.

- | Agenda | |
|---------------|--|
| 1. | Call to order: 7:00 p.m. |
| 2. | Review and accept the minutes |
| 3. | Treasurer's report |
| 4. | Committee reports (to save time, present these reports in writing) |
| 5. | Management reports |
| 6. | Resident/owner time for input |
| 7. | Unfinished business (list items previously discussed or reviewed) |
| 8. | New business (list items not previously discussed, including committee or management requests) |
| 9. | Review of action items (this is a reminder list of members' responsibilities) |
| 10. | Adjournment: 9:00 p.m. |

Conduct a Professional Meeting

The president should begin the meeting at the scheduled time. If there is not a quorum, the board cannot officially act, but members can present reports. If board meetings consistently start on time, board members will arrive on time.

Each meeting should have time for residents to communicate with the board. Some people recommend that the resident session be scheduled after the reports because their questions are often answered when the reports are given. Others suggest that the resident time be given before the manager's report so that the manager can respond to residents' comments.

Although the board should give the residents an opportunity to address them, the board should not engage in a discussion or an argument with the residents. If the board

members engage in a discussion at this time, the meeting will not proceed in an orderly fashion or on schedule.

While the residents are speaking, the board members should be attentive and receptive. If the board members look bored or defensive, the residents are likely to be offended. The board should seriously consider residents' input. It should follow up with action if appropriate and with a letter thanking the resident for his or her input—even if the resident is hostile.

It is the responsibility of the chairperson or president to make sure the agenda is followed and that the meeting progresses on schedule. If board members believe their time is wasted in meetings, the association is less likely to get competent board members to serve. For example, the chairperson should not permit a particular board member to use the meeting to express, at length, his or her opinion on every issue. The rest of the board members will become, at best, disinterested and at worst, angry.

If a particular director is posing a problem, it is best to discuss the issue with that person privately, rather than at the meeting. The person may not realize that he or she is behaving in an unconstructive manner.

If the person is being disruptive intentionally, the problem is more significant. The president should guarantee that no one person is permitted to destroy the meeting. Following established parliamentary procedure (a set of rules for conducting meetings) will help prevent one or two board members from dominating a meeting.

While parliamentary procedure may at first seem unnecessarily rigid, experience demonstrates that it is an effective resource for making group decisions. *Robert's Rules of Order* is the most popular version of parliamentary procedure. Regardless of the procedure used, all board members should receive copies of the procedures and be familiar with them prior to their first board meeting.

A well-run meeting ends on time. Generally, monthly meetings should not be longer than two hours. If meetings regularly last longer than two hours, the board has a problem and needs to evaluate what it can do to correct the problem.

Formal Action

An action taken at a meeting should be in the form of a formal resolution. This procedure helps assure that the board is making deliberate and consistent decisions.

There are four basic types of resolutions: policy resolutions, administrative resolutions, general resolutions, and special resolutions. **Policy resolutions** affect the owners' rights and obligations. They deal with the use of common elements and recreational facilities, architectural guidelines, and enforcement procedures.

Administrative resolutions address the internal operation of the community association, such as operating procedures, collection procedures, and the location of board meetings. **General resolutions** are those that involve routine events. **Special resolutions** state the board's decision about an individual situation.

Each resolution should state the source of the board's authority to act on the issue, a reference to a provision of the governing documents, a statement of the purpose of the resolution, and sufficient details to enable those reading the resolution to understand the purpose and meaning of the resolution.

Resolutions should be kept in a **book or file of resolutions**, which should be an orderly, indexed record of resolutions adopted by the board. In some communities, the governing documents grant the Architectural Committee authority independent of the board. In these communities, the Book of Resolutions also should include the resolutions adopted by the Architectural Committee. Each type of resolution should be indexed separately. This approach makes it easy to update the resolutions.

A book of resolutions provides a written record of board decisions that serves as a useful reference tool and helps guarantee that the board makes consistent decisions. It can also provide evidence that the board members exercised reasonable business judgment if they are sued for the breach of the duty of ordinary care.

Strategies for Dealing with Disruptive Attendees

A disruptive unit owner can throw a meeting into chaos. To allow owners to speak their minds without disrupting the meeting, most associations hold an open forum, usually before the meeting. That way, residents can voice their opinions - and are less likely to cause distractions.

Whenever the open forum is held, try limiting it to 30 minutes. To keep it under control, inform owners in attendance of the rules. For example, owners are generally given about three to five minutes to speak. Some associations use timers while the unit owners talk. Others use sign-up sheets. Florida Law requires the board to let owners speak on every agenda item. However, time can be limited to three minutes or more, and prior sign up can be required.

Annual Meetings and Elections

Proper Notice

The Condominium Act requires that there be an annual meeting of the unit owners. The bylaws provide the method of calling meetings of unit owners, including annual meetings. Written notice, which must include an agenda, must be mailed or hand delivered to each unit owner at least 14 days prior to the annual meeting in addition to being posted in a conspicuous place on the condominium property at least 14 continuous days preceding the annual meeting. Either an officer of the association or the manager should provide an affidavit or United States Postal Service certificate of mailing, to be included in the official records of the association affirming that the notice was mailed or hand delivered, in accordance with this provision. Any unit owner may tape record or videotape a meeting of the unit owners subject to reasonable rules adopted by the Division of Florida Land Sales, Condominiums and Mobile Homes.

Electing Board Members

The Condominium Act states that the regular election shall occur on the date of the annual meeting. Unless the bylaws provide otherwise, a vacancy on the board caused by the expiration of a director's term shall be filled by electing a new board member, and the election shall be by secret ballot. However, if the number of vacancies equals or exceeds the number of candidates, no election is required. If there is no provision in the bylaws

for terms of the members of the board, the terms of all members of the board shall expire upon the election of their successors at the annual meeting. Any unit owner desiring to be a candidate for board membership shall comply with Section 718.112(2)(d), subparagraph 3.

The members of the board need to be elected by written ballot or voting machine. Under the Condominium Act, proxies must not be used in electing the board, either in general elections or elections to fill vacancies caused by recall, resignation, or otherwise, unless otherwise provided in Chapter 718 of the Florida statutes. However, an association may, by the affirmative vote of a majority of the total voting interests, provide for different voting and election procedures in its bylaws, which vote may be by a proxy specifically delineating the different voting and election procedures. Voting and election procedures may provide for elections to be conducted by limited or general proxy.

Not less than 60 days before a scheduled election, the association shall mail or deliver to each unit owner entitled to a vote, a first notice of the date of the election. Any unit owner or other eligible person desiring to be a candidate for the board must give written notice to the association not less than 40 days before a scheduled election. Together with the written notice and agenda, the association must mail or deliver a second notice of the election and a ballot that lists all candidates to all unit owners entitled to vote.

Upon request of a candidate, the association shall include an information sheet, no larger than 8 1/2 inches by 11 inches, which must be furnished by the candidate not less than 35 days before the election, to be included with the mailing of the ballot, with the costs of mailing or delivery and copying to be borne by the association. The association is not liable for the contents of the information sheets prepared by the candidates. In order to reduce costs, the association may print or duplicate the information sheets on both sides of the paper. Elections shall be decided by a plurality of those ballots cast. While there is no quorum requirement, at least 20 percent of the eligible voters must cast a ballot in order to have a valid election of members of the board. It is important to note that the provisions of this subparagraph do not apply to timeshare condominium associations.

Meeting Participation

Section 718.112(2)(c) and (d) of the Condominium Act allows unit owners to attend membership and board meetings and to speak during those meetings but only with respect to the posted designated agenda items. The board can manage this privilege by establishing rules regarding owner participation at meeting. This right to attend and to speak extends only to unit owners and does not extend to non-unit owners holding the proxy of a unit owner. The limitation on attendance only by members, and speaking only with regard to agenda items, is necessary to enable the association to accomplish its meeting with a reasonable degree of efficiency and speed.

However, the limitation, if employed, also means that the board should provide other mechanisms for the unit owners to express concerns on matters that may not be on a particular agenda. One good method is to hold an open forum town hall type meeting, perhaps before the formal meeting, or at such other time as appropriate. Additionally, unit owners have the right to audio or videotape such meetings, subject to reasonable rules.

Conclusion

Vibrant, responsive, competent condominium associations promote harmony, a sense of community and responsible leadership. Common characteristics of such condominium associations include: good communication; trust in the management and board of directors; continuing education of both board members and unit owners; and, uniform, flexible and reasonable enforcement of the governing documents. Inclusiveness – the involvement of as many residents of the community as possible – is a critical element in fostering a sense of community.

Additional Resources

The Art of Successful Meetings. W.D. Southworth, McGraw-Hill, 2000.

The A-B-C's of Parliamentary Procedure. Channing L. Bete Co., Inc., 1998.

Basic Parliamentary Procedure Workbook, 5th Ed. Stephens, Frederick Publishers, 1994.

Conducting Meetings: A Guide to Running Productive Community Association Board Meetings. M.J. Keatts, Ed., Community Associations Institute, 1998.

Guide for the Presiding Officer: A Functional Guide for Presidents and Chairmen, 2nd Ed., Joyce L. Stephens, Frederick Publishers, 1996.

Guide to Annual Meetings, Special Meetings & Elections, 3rd Ed., (GAP 21). P. Michael Nagle, Esq., Community Associations Institute, 1999.

Notes