

More HOA Meeting Minute Madness: When Can Minutes Be Changed?

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This article is part of an ongoing series in which we'll take your questions from the [HOAleader.com discussion forum](#) and get you the answers you need from experts who specialize in association management. If you have a question you need answered, [post it on the message board](#).

An [HOAleader.com reader asks](#), "What does a board do when the webmaster (also a board member) unilaterally modifies prior minutes without a vote of the board? When discovered and called upon to explain, the explanation does not add up as truthful. Should this be discussed at a meeting?"

Here our experts answer the question of when meeting minutes can and should be changed and the appropriate process for doing that.

Little Excuse

There's a time to correct minutes. But it's not after they've been approved.

"The minutes are very important, and whenever a meeting starts, the first comments are, 'Has everybody read the minutes of the last meeting? Are there any changes or corrections? If there aren't, let's move to approve them,'" explains [Robert Galvin](#), a partner at Davis, Malm & D'Agostine PC in Boston who specializes in representing condos and co--ops. "After minutes have been approved, there's never a time that would be OK unless what's changed is simply an obvious grammatical mistake."

That's true, says Brian F. Lozell, CPM, director of condominium management at Seneca Real Estate Advisors, a Chicago startup company that manages less than 100 units so far; at Lozell's prior firm, he managed as many as 1,000 units. "Prior to them being adopted, they're up for grabs," he says. "If you send out a draft, at the next board meeting, the secretary would submit the minutes, and another board member might say, 'We didn't do that' or 'I didn't say that.' You can modify and then adopt them. Until then, they're draft minutes.

"However, if they're approved, nothing can be done with those minutes going forward," says Lozell. "They're now accepted as the minutes of a particular meeting. I've seen it happen where subsequent to adoption, someone says, 'I didn't say that.' But it's too late."

Changes Can Be OK

It's sometimes smart to amend approved minutes if they're wrong and the board thinks a correction is important. "Let's suppose the board approves the minutes and a month later, somebody says, 'I was at that meeting; the vote really wasn't 3-2, it was 4-2,'" explains Galvin. "The board could, if it wanted to reopen that, ask, 'Did anybody else have a recollection?' But the original minutes would stand. There would then be an amendment so you could see what happened."

Or the next meeting's minutes could reflect the correct information. "What might seem to be a very small thing to someone could be an integral part of the minutes," says Erin McManis, a senior associate at Mulcahy Law Firm PC in Phoenix, who advises many associations. "Let's say the minutes state the meeting started at 5, but the webmaster thinks, 'It's started at 6 for past two years.' It's not for the webmaster to be making those changes on his own. If there's a true controversy and those are the approved minutes, they should still be put up online. But at the next meeting, the board could address the potential change: 'It looks like we had a typo and the meeting started at the right time.' That could be discussed, and the next minutes should reflect the outcome of that discussion."

Maybe, maybe, MAYBE there's one instance when the board can agree to change approved minutes and pretend the first version never existed. "If there's a typographical or clarification issue, a revision isn't going to be a reason to sound any alarms," says Drewes. "But there could be a situation where the board has asked the association's counsel or gotten informal approval from other board members to make a change because an item that was in the minutes was discussed in closed session and should be removed."

Avoid This Problem

There's one smart way to avoid this whole problem by curbing the likelihood of debate over the content of the minutes. "I recommend boards take corporate minutes, which are a record of what was proposed and what was adopted—that's it," says Lozell.

McManis has similar advice. "We always advise clients that meeting minutes are a record of decisions made, not discussions had," she says. "Sometimes clients ask us, 'Do you know a service that can help us with meeting minutes? I'm the secretary, and I can't keep up with the meeting and do the notes.' We'll say, 'Yes, but let's discuss why you need that. You should be able to keep the minutes and participate at the meeting.'"



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