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What's the Right Way to Approve Board Minutes?

Question: Is it OK to indicate that board meeting minutes are approved based on, "Hearing no changes, let the record reflect that the prior minutes stand as approved?" Or should a motion be made to approve?

Answer: While a motion is not required to approve the minutes of the previous meeting, the board of directors should either present a motion or give unanimous consent.

A summary of the *Robert's Rules of Order's* treatment of meeting minutes:

"The President/Chair/Secretary will note that minutes have been provided in advance of the meeting. The President/Chair/Secretary will then ask if there are any corrections to the minutes. If no corrections are noted, the Board can either approve the minutes by unanimous consent or someone can present a formal motion to approve the minutes."

If the motion is made but not approved (and not challenged), then it would be interpreted as unanimous consent.

Robert's Rules: "It is generally smoother to do the approval of minutes by unanimous consent. A motion is normally unnecessary unless, for example, there has been a dispute over the accuracy or propriety of something in the minutes. Whether or not a motion for approval has been offered, the chair may simply say 'if there are no corrections, the minutes stand approved.'"

In general, use the opportunity for a motion to reflect that the board has done its due diligence by carefully reviewing the minutes and avowing their accuracy.

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