



Monthly Board Meetings

All monthly Board Meetings are “open” meetings, meaning that all residents must be given notice of the time, place, and agenda five (5) days in advance of the meeting. Board Meeting agendas must be set by the Board and a majority (“quorum”) of Board Members must be present to make any decisions at the Board Meeting.



What laws govern monthly board meetings?

Minnesota Statute 308B.435, Loan Agreement, Bylaws

Executive Session

Executive Session may only take place during an open meeting, of which all residents have been given notice as described above. The Board may enter into Executive Session only by an official motion, which must be noted in the meeting minutes. Executive Session is only to be used for the purposes of protecting a person’s reputation and confidentiality, or to receive or discuss advice from legal counsel. Examples of situations which may deem an Executive Session necessary include: disciplinary actions against a member, personnel matters, and pending legal matters.

Guests may be present in Executive Session if invited by the Board. Minutes of the proceedings in Executive Session are only available to those authorized to attend, unless the Board votes to make them available to the Membership.



What laws govern Executive Session?

Bylaws

Board Action Without A Meeting

Board Action Without a Meeting is a provision designed for the Board to make official decisions in emergency or time-sensitive situations. All Board Actions Without a Meeting must be in writing (preferably typed). All Directors must be served with the language proposed in the Resolution and must be approved and signed by a majority of the Directors. The Resolution with signatures must be kept with the Board minutes and the Membership informed of the action at the next full meeting of the Membership.



What laws govern Board Action Without A Meeting?

Minnesota Statute 308B.441



Working Sessions

Working Sessions refer to informal gatherings of the Board that fall outside of regularly scheduled Board meetings. Working Sessions are designed for Board activities that do not require official Board action. Notice of Working Sessions do not need to be given to the Membership and Board decisions and/or voting cannot take place during a Working Session. Examples of activities that commonly take place during Working Sessions of the Board include: event planning, organizing the onsite office, internal cross-trainings amongst Board Members, and reviewing documents in advance of a Board Meeting. Working Sessions are more common during major capital improvement projects and during Board Member transitions (like when a Director is retiring and must train others on their tasks).



What laws govern Working Sessions?

Bylaws

Annual Meetings

Annual Meetings are held annually in the last quarter of the fiscal year. During the Annual Meeting, the Membership elects Board Members and Officers, reviews the year-end financials, and approves the next year's budget and Capital Improvement Plan. All Members must be given ten (10) days' notice of the Annual Meeting. Notice must be delivered to each member and posted in a common area.



What laws govern Annual Meetings?

Minnesota Statute 308B.511, Bylaws, Technical Assistance Agreement

Special Meetings

Special Meetings are not regularly scheduled and are called to transact specific business only. Special Meetings must be called by the Board – or – within 30 days of receiving a petition of 1/10 of the members. Similar to Annual Meetings, ten (10) days' notice must be given to the Membership, including the meeting date, time, and purpose. A written copy must be delivered to each Member and posted in a common area.



What laws govern Special Meetings?

Minnesota Statute 308B.515, Loan Agreement, Bylaws



Meeting Minutes

The Meeting Minutes are the legal record of the co-op. Timely and accurate meeting minutes are therefore incredibly important to the life of a healthy co-op. Board Members must approve each meeting's minutes and an approved copy sent to NCF within thirty (30) days of the last meeting. Permanent records of all meeting minutes (Board Meetings, Annual Meetings, and Special Meetings) must be retained by the co-op and available to Members if requested. All Board Actions Without A Meeting must be kept on record as well.

Meeting Minutes should include:

- Meeting date, hour, and place
- Type of meeting and meeting purpose
- Meeting attendance
- All motions and resolutions with details of who proposes Resolutions, who seconds, and a tally of the votes.

Meeting Minutes should NOT include:

- Secretary's personal opinions, interpretations, or comments
- Confidential information



What laws govern Meeting Minutes?

Minnesota Statute 308B.245, Loan Agreement