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[How detailed must your board meeting minutes be?](http://condoadviser.ca/2021/08/how-detailed-must-your-board-meeting-minutes-be/condo-law-blog-Ontario)

by: [Rod Escayola](http://condoadviser.ca/author/rescayola) | [August 5, 2021](http://condoadviser.ca/2021/08)

There appears to be an increasing number of disputes before the Condo Tribunal over the adequacy of board minutes. A recurring question focuses on the level of detail needed for minutes to meet the requirement under the Act. In this blog post we discuss a recent decision that sheds some light (again) on this issue.

Facts of this case

In the context of a records request, a condo owner sought minutes of board meetings held within the prior 12 months. In response, the board provided minutes of only two board meetings, indicating that the board had, in fact, only met twice over the year in question.

A review of these minutes and of various Board communications to the owners strongly suggested that numerous board decisions had been taken by the board outside these meetings.  These decisions included decisions related to a special assessment; correcting the minutes of an owners meeting; and approving of a roofing and of a landscaping contract.

The condo owner suggested that this meant that either the board had made decisions outside duly constituted board meetings or that they had held additional meetings for which they had not produced minutes. She also raised numerous concerns about the inadequacy of the minutes, which left her with more questions than answers as to what decisions had been taken.

The corporation argued that not every item of day-to-day administration requires a board meeting. It also argued that minutes are not intended to be a word-for-word transcript of everything discussed at meetings and suggested that this owner sought an unrealistic standard of perfection.

What are adequate board minutes?

The *Condo Act* requires that *adequate* records be kept by the corporation.  The  Condo Tribunal has already issued several decisions on the question of what constitute an adequate set of minutes.

When it comes to board minutes, the Condo Tribunal has adopted a “***reasonably high standard of expectation for accuracy***” to ensure that the affairs and dealings of the corporation are an “***open book***“. Without accurate and sufficiently detailed minutes, it is difficult for owners to “protect their unique interest in how the corporation is being managed”.

While board meeting minutes do not have to follow a set standard or form, those taking minutes must remember that “***the purpose of minutes is to document a board’s business transactions and to show how the corporation’s affairs are controlled, managed and administered***“.

Ultimately, adequate board minutes are:

“**a document with sufficient detail to allow the owners to understand what is going on in their corporation, how decisions are being made, when decisions are made and what the financial basis is for the decisions**.”

You can read the [decision here.](https://www.canlii.org/en/on/oncat/doc/2021/2021oncat72/2021oncat72.pdf)

CAT Decision

In this case, the Condo Tribunal accepted the corporation’s assertion that only two board meetings had been held within that 12 months period but concluded that the board had discussed many matters identified in the minutes before and after these meetings. The CAT also questioned some of the management practices identified by the corporation.  Finally, the CAT concluded that this corporation’s record keeping practice fell below the standard required by the Act.

In this specific case however, the CAT did not order the corporation to “correct” the minutes (as it had in other cases). Since there appeared to be a number of board decisions not reflected in minutes, the CAT instead left it to the corporation to determine how to best ensure that it records all business transaction and decisions in its minute book.

Decisions must be made in the context of a board meeting

Section 32 of the *Condo Act* requires that condo boards only transact their business in the context of duly constituted board meetings. While COVID may have made in-person meetings more difficult (and at times impossible), both the *Condo Act* and the exceptions adopted under it this past 18 months allow boards to meet electronically (by phone or by videoconference). This was already permitted before the pandemic if all directors consented to holding the meeting virtually. Exceptionally due to the pandemic, these are allowed even without the consent of all directors until the end of the year.

There is something to be said about minor, non-contentious day-to-day management decisions or urgent decisions being made outside of a board meeting. Many boards make such decisions in the context of email exchanges.  Such decisions are not in strict compliance with section 32 of the Act. Having said that, the reality of Condo Land is that directors are volunteers with competing professional, personal and familial obligations.

If decisions are going to be taken outside of a board meeting for efficiency reasons, make sure that, as stated above, they are limited to minor, non-contentious day-to-day, routine management decisions or urgent ones. Also, make sure that such decisions are properly minuted at the very next meeting and, if required, call an earlier meeting to deal with the item being decided upon.  Calling a meeting of directors is not complicated and such meetings do not have to be very long. Considering that, in most cases, board meetings can be held over the phone or over Zoom, there is simply no reason not to call a quick meeting to discuss, decide and minute board decisions.