

## Board Meetings Checklist

Board Meetings Defined

Board “meetings” are defined in Civil Code section 4090<sup>1</sup> and Civil Code section 5450 and must be open to members with limited exceptions for executive sessions (Civ. Code §§ 4090, 4900-4935, & 5450.)

Board Action Not Permitted Outside of Board Meetings

Board meetings may not be conducted by email or other electronic transmissions except when very limited special criteria are met. (Civ. Code §§ 4910 & 5450.) Teleconferences are permissible, but everyone, including owners present or attending via teleconference or video, must be able to hear one another. (Civ. Code §§ 4090 & 5450.) (See footnote 1.)

Executive Session Matters Noted in Minutes

Any matter discussed in executive session must be generally noted in the minutes of the immediately following meeting that is open to the entire membership. (Civ. Code § 4935(e).)

Notice of and Agendas for Board Meetings

Except for an emergency meeting and unless the bylaws provide for a longer time period, the association must give notice to members of board meetings at least four (4) days before an open meeting and two (2) days before an executive session. The board must post the agenda for the meeting with the notice. Notices of Board meetings may be given by “general delivery” as described in Civil Code section 4045. (Civ. Code § 4920.) The board may not consider items not listed on the agenda except

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<sup>1</sup> “Board meeting” means either of the following:

(a) A congregation, at the same time and place, of a sufficient number of directors to establish a quorum of the board, to hear, discuss, or deliberate upon any item of business that is within the authority of the board.

(b) A teleconference, where a sufficient number of directors to establish a quorum of the board, in different locations, are connected by electronic means, through audio or video, or both. A teleconference meeting shall be conducted in a manner that protects the rights of members of the association and otherwise complies with the requirements of this act. Except for a meeting that will be held solely in executive session, the notice of the teleconference meeting shall identify at least one physical location so that members of the association may attend, and at least one director or a person designated by the board shall be present at that location. Participation by directors in a teleconference meeting constitutes presence at that meeting as long as all directors participating are able to hear one another, as well as members of the association speaking on matters before the board. (Civ. Code § 4090.)

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for specified “emergencies.” See Civil Code section 4930 for details. However, the association must send notice by “individual delivery” as described in Civil Code section 4040 to any member who requests notice of board meetings by “individual delivery.” This may include posting the notice on the association’s internet website in a prominent location, or delivery by email or other forms of electronic delivery if the member consents. (Civ. Code § 4045(b).)

Notice to Directors of Special Board Meetings

Special board meetings require four days’ notice to directors by first-class mail or 48 hours’ notice delivered personally or by electronic communication as defined in the Corporations Code. (Corp. Code §§ 20 & 7211.)

Emergency Board Meetings

Emergency board meetings, without required prior notice, are available only as specified in the law. (Civ. Code § 4923.) In an emergency, try to give the best notice possible under the circumstances. Even for an emergency that meets the statutory criteria, an open meeting must still be open for owners.

Board and Member Meeting Minutes

Minutes of member meetings and open board meetings must be made available to members as provided in our “Membership Rights Checklist.”

Board Agenda Required for Discussion and Action

Except as otherwise described in Civil Code section 4930 (b)-(e), the board may not discuss or take any action on any item at a nonemergency meeting unless the item was placed on the agenda. Notwithstanding this requirement, the board may take action on any item of business not appearing on the agenda if certain conditions are met. (See Civil Code section 4930(d) for more details.)