

**ACC Small Law Department Committee  
Legal Quick Hit**

**Board Minutes and Related Matters**

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# Why do minutes matter?

- Create a record/history
- Legal compliance
  - Statutory
  - Regulatory
  - Fiduciary

# Good Practices

- Meeting details
  - Date
  - Time (start and end)
  - Location
- Identifying attendees
  - Board members
  - Non-Board members (documenting when present)

# Good Practices (continued)

- Identifying entities
- Appropriate level of detail— “just right”
- Be mindful of a possible wide audience (national media “test”)
- Matters discussed
- Actions taken

# Good Practices (continued)

- Abstentions/votes against (different practices)
- Procedural matters (check bylaws)
- Conflicts
- Resolutions (not always needed)

# Additional Considerations

- Person suited to take and draft the minutes (appropriate review)
- Privilege issues (do not include advice)
- Executive session (healthy practice, need to document appropriately)
- Other notes/drafts
- Generally, no tape recording
- Approval of minutes



# Questions?