

Discussion – Minutes and Quorums

17 June 2020

Issue: When approving minutes, is a quorum of those present at the subject meeting required (i.e., can only those who attended vote on approval and must they form the voting quorum)?

Background: Madbury Planning Board has traditionally required a quorum of those that attended a meeting when voting to approve the meeting's minutes. Recently we've found it difficult to achieve such quorums and the question was raised if this type of quorum is necessary to approve minutes.

Discussion: Research sources include NH RSAa, Hampshire Municipal Association (NHMA), Roberts Rules of Order FAQs, and other civic parliamentary web sites.

1. Under NH RSAs there is no legal requirement to formally approve minutes. All that's required is the production and publication of minutes.
2. Madbury Planning Board Rules of Procedure do not discuss how minutes are to be approved and as such do not require this type of quorum.
3. Civic Parliamentarians / legal opinions note that a municipal governing body is generally considered to be a continuous body regardless of changes in its personnel. Accordingly, proceedings that have been begun by a body can be prosecuted by succeeding bodies. That is, it's the body acting not the individuals.
4. Robert's Rules states that, "... a member's absence from the meeting for which minutes are being approved does not prevent the member from participating in their correction or approval." RONR (11th ed.), p. 355
5. Robert's Rules also notes that a vote to approve is an expression of confidence in the correctness of the minutes preparation process and not a personal eyewitness statement that you were there.
6. Allowing only those who attend a meeting to vote on that meeting's minutes could create a situation in which minutes could never be approved if a sufficient number of persons were to leave the board at the same time and no longer be eligible to participate.
7. If a member is uncomfortable voting on minutes for a meeting they did not attend:
 - a. Members who did attend may vouch for the accuracy of the minutes
 - b. Member may abstain. However, per NHMA if less than a quorum votes due to abstentions, the vote still counts. In that case an abstention is considered concurrence. Per NH Supreme Court, if a quorum is present, a proposition is carried by a majority of the votes cast.

Bottom Line: A quorum of those present at the subject meeting does not appear to be required. All members of the board can vote on approval of minutes whether or not they attended the subject meeting.

Recommendation: Eliminate need for a quorum of those present at the meeting and treat minutes approval as a "normal" vote.