

Discussion – Minutes Approval Rules 1 July 2020

Issue: How should we approve minutes:

- By quorum of those present at the subject meeting?
- By standard vote
- By unanimous consent?

Background: Madbury Planning Board has traditionally required a quorum of those that attended a meeting to vote to approve that meeting's minutes. Recent discussions and research shows that this may not be appropriate.

Discussion:

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 a specific approach.
3. Research shows that a straight quorum of the board is all that's required to vote on minutes and that a voter does not have to have attended the subject meeting (attached). If members abstain, the vote will be carried by those actually voting.
4. Robert's Rules holds that a vote is not required and that minutes can be approved by "Unanimous Consent." Under Unanimous Consent:
 - A. The chair to assume the motion and obtains unanimous consent that the minutes be approved as distributed (or as corrected).
 - B. The Chair says, "The minutes have been [read/distributed] to you. Are there any corrections?" If corrections are offered, the chair handles each by offering the correction to the board, to be sure everyone agrees that the correction is accurate. The corrections are then entered on the master copy.
 - C. When no (further) corrections are offered, the Chair says, "If there are no (further) corrections . . . the minutes are approved as read/distributed/corrected."

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

Recommendation:

- A. Continue voting to approve minutes as "normal" quorum
- B. Change the PB rules to use a "Unanimous Consent" approach

Attached: 17 June 2002 Minutes and Quorums Talking Paper

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.

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.