

For Guidance ONLY

## Voting and Recording Votes in Board Minutes

By reading minutes of district board meetings sent to me, two suggestions or viewpoints emerge that I wish to pass on. Most districts already follow the applicable rule, but I thought sending them to all might be a good refresher if not a first-time learning experience.

### Voting by District Directors

Through the Guidebook and presentations by Larry Ojua and me on district director authorities and responsibilities, we have stressed that no one district director has the authority to act alone or even in committees, without specific tasks being defined and authority given by official board action and recorded in the minutes of the meeting when that action was taken.

One possible exception to that rule or clarification of that policy is each director does have the authority to act alone in voting. In fact, that is the real reason a director is elected: to represent his or her constituency by proposing ideas; engaging in discussion on motions; and taking actions to adopt policies, approve plans, accept budgets, and a host of other actions requiring a board vote.

To further strengthen this idea, advisors such as the Special District's Association of Oregon consultants say **it is the duty of directors to vote**, including the chair, since that is the primary reason for being on the board of a public body. Abstaining from a vote should be avoided whenever possible. If an abstention is absolutely necessary, a short explanation might even be recorded in the minutes.

### Recording Votes in Board Minutes

One rule always applies: the reader of the minutes must be able to identify how each director voted on each motion, resolution, or other action.

Several actions make it easy to follow that rule.

1. It is a good practice to list the directors attending and absent at the beginning of the minutes.
2. If the directors present throughout the meeting stayed the same (no one arrived late or left early), then if a vote was recorded as "unanimous", that would clearly identify how each director voted.
3. However, if a director arrived late and a vote had already been taken and was recorded as "unanimous", then it must be clarified that the newly-arrived director had not voted on the previous motion [particularly if his or her name is added to the list of directors present at the top of the page].

4. It is a good practice to record in the minutes when a director arrives or leaves, in the sequence of the proceedings, so it is very clear in what portions of the meeting the director participated.
5. The same principle applies if a director leaves early and later votes are taken. It must be made clear that director did not participate in those votes.
6. When the vote is not unanimous, several principles apply.
  - a. Each director voting "yes" must be listed by name. Each director voting "no" must be listed by name. [Last names are sufficient if full names were given in the listing of directors present at the beginning of the minutes.]
  - b. It is not acceptable to only identify how many voted which way, such as: "The motion was passed 3 to 2."
  - c. A director's abstention also must be recorded with the director named.
  - d. An abstention due to a declared "conflict of interest" should have already been stated in the minutes with the director's name and short identification of the conflict.