



HOA BOARD LEADERS “RULES OF ENGAGEMENT” BEST PRACTICE

By Aaron Brooksby, [*SJJ Law*](#)

Official Board Meetings Require Notice

Under Minnesota law, “to the extent practicable, the board shall give reasonable notice to the unit owners of the date, time, and place of a board meeting.” Anytime the board is making a decision on behalf of the Association, that decision must occur at a properly noticed board meeting, unless the governing documents expressly allow action without a meeting (which often requires unanimous written approval of the board).

Try not to make decisions outside of a meeting which are later ratified with little or no discussion at an official meeting.

What the Statute Also Clarifies About Notice

The statute recognizes that notice does not always require a separate mailing or announcement. Notice is not required if the meeting’s date, time, and place are:

- Provided for in the declaration, articles, or bylaws
- Announced at a previous board meeting
- Posted in a location accessible to unit owners and designated by the board
- Or if an emergency requires immediate consideration by the board

In other words, notice is required, but the law allows flexibility in how notice is provided.

What Should Be Avoided

I generally recommend that my clients not use informal gatherings as a way to avoid homeowner awareness or participation. If the board discusses issues outside a noticed meeting, reaches consensus, and then simply memorializes the decision at the official meeting with little to no discussion, that undermines the purpose of open meetings.

Put plainly:

- If the real discussion happens outside the meeting, you’re doing it wrong.
- The noticed meeting is where deliberation and decision-making belong.

What Can Occur Without Notice

Boards may still gather without notice for limited, non-decision-making purposes. Examples include:

- Performing administrative or logistical tasks
- Conducting property walk-throughs or inspections
- Interviewing vendors or property managers for information-gathering only
- Preparing agendas or organizing materials for future meetings

These activities typically do not require resident notice so long as no decisions are made and no deliberation toward a decision occurs.

A Practical Rule of Thumb

- Deciding or deliberating toward a decision = noticed meeting
- Taking official action = noticed meeting (or unanimous written action if allowed)
- Observing, gathering information, or performing administrative functions = no notice required

Transparency does not mean residents must be invited to every walk-through or interview. It does mean that decisions affecting the Association are made openly, at properly noticed meetings, in compliance with the law and the governing documents.

A Final Word on Nuance and Judgment

This is a highly nuanced topic, which is why boards have so many questions and why, many times, the most honest answer I can give as an attorney is, “it depends.” That is not evasive, it is accurate. Whether a particular gathering, discussion, or practice is appropriate or defensible depends on the specific facts, the governing documents, the number of board members involved, the nature of the discussion, and whether decisions are actually being made. Small factual differences can change the legal analysis entirely.

When in doubt, boards should slow down, err on the side of transparency, and seek legal guidance before proceeding, because what may be perfectly acceptable in one situation may be something I would strongly recommend stopping in another.