



A Guy Walks Into a Board Meeting: Recommended Responses for Board Meeting Disruptions and Issues

Board meetings can be a tense affair for managers and board members. Which processes to follow, how to handle arguments that arise, and demands for information all happen “in real-time,” limiting the opportunity for the board or manager to check the declaration, consult with the attorney, or even take a few minutes to gather his or her thoughts. To make matters more stressful, the advent of Zoom meetings means that those meetings are more likely to be recorded (either by the association or the individual owners), making the pressure to perform admirably and handle situations appropriately all that much more acute.

This article will address the frequent comments, demands, and scenarios that seasoned board members and managers have seen which can disrupt the meetings. The goal is to provide industry leaders with a set of responses to keep on hand for those sticky situations that arise during the meeting. **As always, this article contains tips only and does not constitute legal advice or guidance. For specific issues related to your community, consult with your association’s legal professional.**

Before we get to the comments and responses to consider, we’ll address a few tips that managers should consider that will help set up for success. The right platform and parameters in place can help preemptively limit disruptive situations.

1. Set Up For Success – Establishing a clear agenda (with a schedule) and a willingness to stick to that agenda is key to keeping the meeting on track.

1. Establish a Clear Agenda

- a. Keep the meeting to a reasonable timeframe (most meetings should not last longer than 1.5 hours). I recommend putting timeframes on the agenda items:
 - i. Call to Order – 7:00 PM
 - ii. Establish Quorum – 7:02PM
 - iii. President’s Report – 7:05PM
 - iv. Management Report – 7:15PM
 - v. Old Business – 7:25PM
 - vi. New Business – 7:45PM
 - vii. Owner’s Forum – 8:00PM
 - viii. Adjournment – 8:15PM
- b. Have management or the board prepare a written agenda and post it for the owners to see, or provide it to them at the meeting. Silly though it may seem, a piece of paper that everyone can see has a clearly defined schedule can have an enormous effect. If owners and board members can see that the portion of the meeting is meant to last no more than 15 minutes, it will help keep everyone on schedule.

2. Begin the meeting on time

- a. Showing the attendees and the board members that the schedule is to be respected will set the tone for the meeting. **Do not wait for those who are late.** If a quorum of the board is present, proceed with the meeting.
3. Clearly Schedule the Owners' Open Forum in the Agenda
 - a. Note, only the Common Interest Community Association Act ("CICAA") requires that there be an open forum during a board meeting. The Condominium Property Act ("ILCPA") does not require an open forum. Still, most boards opt to have an open forum, regardless of the legal requirements.
 - b. DO NOT allow owner comments unless the meeting has moved to the Owners' Forum portion.
 - c. Hold the Owners Forum during the beginning or at the end of the board meeting.
 - d. Stick to the schedule – if the Owners Forum is supposed to last 10 minutes, keep it to 10 minutes.
 - e. Set ground rules for each owner's participation. For example, allow each owner no more than 2 minutes for comments to prevent one individual from "hoarding" the entire time.
4. Parliamentary Procedure – Do we use Robert's Rules of Order?
 - a. It may seem excessive to use such a rigid parliamentary procedure in board meetings (particularly for smaller associations). But the structure that such rules afford can keep meetings from derailing.

KEY POINTS:

- Show the association that the board intends to maintain a schedule and adhere to protocol. The more "loose" the format of meetings, the more opportunities for owners and board members to take advantage.
- Board members should not engage with owners more than necessary. If the board sets the "tone" for a conversation between owners and board members, do not blame the owners when they fall into the habit and start interrupting the board with questions and comments.

2. Remote Meeting Attendance – Zoom, Microsoft Teams, Google, etc., have empowered busy board members and managers to meet with each other from anywhere. Remote meetings allow boards and associations to function during bad weather, global pandemics, and during business hours.

Remote meetings carry with them, to some degree, more authority than can be exercised during regular, in-person meetings. The main reason? **The "Mute" button.** The host of any remote meeting will generally have a "mute" function that can be used to stop harassing, disruptive, or even unproductive behavior.

Does "muting" another person during a meeting feel good? Not at all.

Is using the "Mute" button necessary sometimes to keep the meeting on track? **Yes.**

The "Mute" button should be used very carefully and *very* sparingly. It is, ultimately, an abrupt and drastic remedy. It can be highly embarrassing for the individual on the receiving end of the "Mute" command (as it amounts to a public reprimand). But it can also be very useful.

Remote meetings have increased meeting accessibility, but they can also embolden individuals who would otherwise feel uncomfortable disrupting meetings, making accusations, and attacking individuals verbally. They have, in my opinion, also increased the number of individuals who choose to attend board meetings after (or while) enjoying alcoholic beverages. While there is nothing wrong with individuals attending their board meetings from the comfort of their own homes while enjoying a drink or two, problems can arise when attendees start over-indulging.

Fortunately, the tools of technology allow boards to deploy the "Mute" feature or even the "Waiting Room" feature to curb such behavior when it gets out of control.

3. Comments And Actions Derail Meetings – Below is a list of those comments and scenarios that threaten to disrupt the board meeting process, followed by potential responses for the board and managers to keep handy to address the situation. **Note, the "Recommended Responses" below are not legal positions and should not be used as the final response to any issue.** They are fast and simple answers that can be made during a meeting to keep it proceeding. More

formal responses to these situations should come from the board after the meeting, typically after consulting with association legal counsel.

- OWNER COMMENT - *“I thought you just asked if there was any ‘discussion’? I want to ask the board a question about the motion.”*
 - Using Robert’s Rules in meetings means that if a motion is before the board, the board president will ask if there is any “discussion” on that motion. That should not be taken as an invitation for owners to offer comments or ask questions. The “discussion” is limited to board members and management only.
 - Recommended Response – *“The motion is before the board for a vote. The discussion is open to board members only. Please hold your comments until open session. Owners may observe but not participate in board business.”*
- BOARD MEMBER ACTION – Board member continually interrupts another board member, refuses to drop the subject, or discontinue arguing.
 - In this scenario, the rest of the board should “step up” and address the issue. The board president is the first line of defense and should call the meeting back to order and ensure that only the person recognized by the meeting chair (board president) is allowed to speak. If the board president refuses to address the issue (or, indeed, is themselves the cause of the disruption), another board member can make a motion. Useful motions to stop incessant argument can be:
 - Motion to End Debate
 - Motion to Table the Matter
 - Recommended Response – *“This discussion is not proving productive, and we must keep to the agenda. Is there a motion to end the debate and call this to a vote? Or a motion to table the matter?”*
- OWNER COMMENT – *“I want to know what’s being done about [INSERT LEGAL ISSUE, EMPLOYEE DISCIPLINE ISSUE, OR VIOLATION MATTER HERE].”*
 - To state the obvious, if this comment comes any time other than the Owners’ Forum, remind the owner that he/she cannot speak during a board meeting and ignore the issue. If the comment or question comes during Owners’ Forum, however, the owner should be reminded that there are certain topics that are not to be discussed in open session.
 - Recommended Responses:
 - Question about a legal matter - *“The board has been advised by the association’s attorney not to discuss pending or potential legal matters in open session to protect the association from liability.”*
 - Questions about Employee Issues - *“The board does not discuss employee discipline or other employment issues during open session for legal reasons, and to protect the privacy of the individual employee.”*
 - Questions about Violation Matters - *“The board does not discuss violation matters during open session for legal reasons, and to protect the privacy of the individual unit owner.”*
 - Questions about Collection Issues - *“The board does not discuss collection matters during open session for legal reasons.”*
- NON-OWNER COMMENT – *“I have a right to be at this meeting even if I’m not an owner. I have lived here as a tenant for ten years!”*

- Boards run into this issue frequently. The trick with non-owners attending meetings is that many likely do so besides the individual causing the disruption. For example, a unit may be owned by only one individual in a marriage, with the spouse not having been named on the deed. In such a case, the spouse, despite his/her residency within the unit, is still a “non-owner.” Per both CICAA (Section 1-40(b)(5)) and the ILCPA (Section 18(a)(9)(A)), board meetings are open to unit owners only. That means that non-owners technically have no legal right to attend a board meeting.
- The board must be very careful about banning non-owners from meetings. Treating one non-owner differently from another (i.e., banning one tenant but allowing others to attend meetings) can get the association into a legally sticky situation. Thus, we recommend you consult with the association’s attorney before making any formal decisions.
- Recommended Response – *“The board does not recognize non-owners for comments. This is an Owners’ Forum, and you are not an owner. You may stay and observe the meeting, but if you interject any further, we will ask you to leave immediately.”*
- NON-OWNER COMMENT – The Proxy Conundrum - *“I have a right to be at this meeting. My mother is an owner, and I am her proxy at this meeting.”*
 - A “proxy” does not generally mean any non-owner can attend a board of directors meeting and *speak* on behalf of a unit owner. It empowers an individual to vote on the owner’s behalf on an issue before the unit ownership.
 - Note, however, that a person with a valid power of attorney legal form for real property and real estate, on the other hand, has a document that designates the non-owner as a unit owner’s attorney-in-fact with regard to real estate matters. A valid power of attorney form should be reviewed by the association’s attorney to determine if it is valid.
 - Recommended Response for “proxy holders” – *“The board does not recognize non-owners for comments. This is an Owners’ Forum, and you are not an owner. You may stay and observe the meeting, but if you interject any further, we will ask you to leave immediately.”*
 - Recommended Response for a “power of attorney” – *“If you have a valid power of attorney form, please send it to the board so we can have the association’s legal counsel review and advise.”*
- OWNER COMMENT – *“The manager/board has to answer my question. I’m an owner; my assessments pay the manager’s salary, so he works for me!”*
 - I am always amused by this particular statement (I often get that same demand as the association attorney). The statement is, however, inappropriate, and the board should not fall victim to this logic. One can just as easily make such a statement to a police officer or the mayor of Chicago (“I pay your salary”) and see how far that gets them.
 - Recommended Response – *“The manager works for the association but takes direction from the board, not the individual unit owners. The board discusses board business only during meetings. If you have an issue, please address it to the board in writing.”*
- NON-OWNER COMMENT – The Attorney Dilemma – *“I am an attorney representing [name of unit owner]. I am here representing the unit owner and would like to be heard.”*
 - Now, in general, if a unit owner’s attorney is present and asking to be heard by the board, chances are high that there is either a pending or “probable” legal issue (lawsuit) that the association is facing/will face. Some attorneys do not understand that legal issues are not discussed during the open portion of a board meeting.

- Attorneys, in general, do have a right to attend a board meeting. In fact, as we stated, even a non-lawyer can have “attorney” powers and attend a board meeting (power of attorney designee).
- Fortunately, just because a lawyer shows up at a meeting, it does not mean that the board must engage in a discussion of legal matters. **In fact, the board should not engage with the attorney at all, as doing so may expose the association to liability if the attorney wants to discuss a pending or probable legal issue.**
- Recommended Response – *“Illinois law states that the board discusses pending or probable litigation matters in closed, executive session. Further, the board will not discuss any legal matter without association counsel present. Please contact the board in writing regarding this matter, as this is not the proper forum to discuss it. We will have the association’s attorney respond.”*

For any further questions, feel free to contact [Bartzen Rosenlund Kasten](#) at 312.450.6655 or at info@brkchicago.com