The Well-Run Board

Governance, Conduct, Transparency, and Preventing Disputes Before They Start

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A free governance guide for Florida community associations · By Dania S. Fernandez, Esq., author of The Meeting Code™ for Florida Communities

Welcome

Good governance is preventative, not reactive. Most disputes in a condominium or homeowners' association do not start with a lawsuit. They start with a meeting that ran badly, a decision made without proper notice, or a comment that crossed a line and was never addressed.

This guide is written for Florida board members, community association managers, and owners who want their community to run well. It covers five areas:

1. **Foundation** — the role of the board and its fiduciary duties.
2. **Transparency** — open meetings, official records, and keeping owners informed.
3. **Setting the Standard** — the four principles of The Meeting Code™ and codes of conduct for the board and owners.
4. **Running the Board Well** — meetings, decisions, and consistency.
5. **Where It Goes Wrong** — common problems and how to prevent them.

At the end you will find a sample **Board Code of Conduct** and a sample **Owner Code of Conduct** that your association can adapt, plus a one-page checklist.

Resources from The Meeting Code™. Chapter 3 introduces *The Meeting Code™ for Florida Communities*, Dania's book with a complete, adoptable set of Meeting Rules of Order and Code of Conduct for Florida condominiums, cooperatives, and HOAs. The *In the book* notes at the end of each chapter show where the book goes deeper. Get the book on Amazon.

How to use this guide. Share it with your full board, and use the checklist before your next meeting. The sample codes are starting points. Have your association's counsel review them against your governing documents before adoption.

Chapter 1 · Foundation: The Role of the Board

The board acts only as a body. No single director, officer, or manager speaks or acts for the association unless the board authorized it at a properly noticed meeting or the governing documents allow it.

Directors are fiduciaries

Under Florida law, directors and officers owe a fiduciary relationship to the owners they serve (§ 718.111(1)(a) for condominiums; § 720.303(1) for HOAs). In practice that means three things:

- **Duty of care** — prepare for meetings, read the packet, ask questions, and rely on qualified professionals when a decision calls for expertise.
- **Duty of loyalty** — put the association's interests ahead of your own. Disclose any conflict of interest and follow the statutory approval process before the board acts on it.
- **Duty to follow the rules** — act within the Florida Statutes and the governing documents, in this order: the statute, the Declaration, the Articles, the Bylaws, then the board's rules.

What a director does

- Reviews the meeting packet before the meeting.
- Speaks through the chair and votes on each question.
- States a reason when abstaining. An abstention counts the same as a "no" vote when the vote is counted against directors present.
- Keeps confidential matters confidential.

What a director does not do

- Direct management, vendors, or staff on his or her own.
- Decide or vote by email or text. Email may be used to communicate, never to vote.
- Speak for the association without board authorization.
- Treat the board seat as a personal platform.

Prevention point: most "rogue director" problems disappear when the board adopts a written code of conduct that every director signs at the start of the term.

> **In the book:** The Meeting Code™ spells out the duties of the chair, vice president, secretary, treasurer, directors, management, and committees, including when to hand the chair to an acting chair and how abstentions and conflicts of interest work under Chapters 718, 719, 720, and 617. Get it on Amazon.

Chapter 2 · Transparency: The Trust Builder

Owners rarely fight decisions they watched being made. Many association disputes begin when owners feel shut out: a decision they learned about afterward, a records request that went unanswered, or a budget no one explained.

Decide in the open

- Board meetings are open to owners. Post notice at least 48 hours in advance, with each agenda item specifically identified, and give 14 days' notice for special assessments or rule changes affecting unit or parcel use.
- Owners have the right to speak on designated agenda items before the board votes, and to record meetings.
- Closed sessions are limited to meetings with the association's attorney on proposed or pending litigation and to personnel matters. Any vote is taken in open session.
- Email can be used to communicate, never to vote or deliberate.

Official records

- Owners have the right to inspect and copy the association's official records. The association must make them available within **10 working days** (condominiums) or **10 business days** (HOAs) after receiving a written request.
- Missing that deadline can cost the association minimum damages of $50 per calendar day, for up to 10 days, plus a presumption that the failure was willful. Florida law now also attaches criminal penalties to certain records misconduct.
- Many records must be kept at least seven years, and some permanently. Know your retention periods.
- Adopt a written records-request procedure: who receives requests, how they are logged, and how quickly they are fulfilled.

Website posting

Association	Requirement
Condominium with 25 or more units (no timeshare units)	Password-protected website or app with specified official records, required since January 1, 2026. New documents must be posted within 30 days.
HOA with 100 or more parcels	Password-protected website or app with specified official records, required since January 1, 2025.

A condominium association may satisfy a records request by directing the owner to records already posted on its website or app.

Financial transparency

- Distribute the proposed budget and annual financial report on time, as the statute and governing documents require.
- Report key figures at each meeting: operating results, reserve balances, delinquencies, and major variances.
- Explain special assessments and reserve decisions in plain language before the vote.
- Share the results of required inspections and reserve studies with owners.

Communicate before conflict

Florida law treats owner inquiries differently for condominiums and HOAs:

Request	Condominium (§ 718.112(2)(a)2.)	HOA (Ch. 720)
Written inquiry sent to the board by certified mail	Written response within 30 days: a substantive answer, or notice that a legal opinion or Division advice was requested. If a legal opinion is requested, a substantive response within 60 days of receiving the inquiry; if Division advice, within 10 days of receiving it. Failure bars the board from recovering attorney fees and costs in later litigation, administrative proceedings, or arbitration arising from the inquiry. The board may adopt a rule limiting responses to one inquiry per unit every 30 days.	No equivalent statutory deadline. A prompt written answer is still the best practice.
Written request for an accounting of amounts owed	No separate accounting-request deadline. Each unit's account statement is an official record (§ 718.111(12)), so the owner can obtain it through a records request within 10 working days.	Detailed accounting within 15 business days (§ 720.303(14)). Failure waives the owner's fines more than 30 days past due that were not previously noticed. One request per 90 days.

- Use regular updates (newsletters, emails, website posts) to report on projects, contracts, and decisions.
- An unanswered question usually returns as a complaint, a petition, or a recall.

Statutes: § 718.112, Fla. Stat. · § 720.303, Fla. Stat.

Prevention point: transparency costs little and prevents a great deal. A board that posts, explains, and responds builds the trust that carries it through difficult decisions.

> **In the book:** The Meeting Code™ covers notice and agenda requirements, closed sessions, video conference meetings, minutes, and records retention, separately for condominiums, cooperatives, and HOAs. Get it on Amazon.

Chapter 3 · Setting the Standard: The Meeting Code™ and Codes of Conduct

A written code of conduct turns "we expect people to behave" into a standard everyone can see, apply, and cite. It sets the culture of the community before a conflict begins, and it gives the chair something neutral to point to when one does.

Two codes, one standard

- **The Board Code of Conduct** sets expectations for directors and officers: preparation, confidentiality, conflicts of interest, decorum, and acting only as a board.
- **The Owner Code of Conduct** sets expectations for owners, residents, and guests at meetings and in dealings with the board, management, and staff.

Both codes are built on the four principles of The Meeting Code™. They apply equally to directors and owners, so no one can say the rules are only for owners.

The four principles of The Meeting Code™

Principle	What it means	Examples of violations
Respect	Address issues, not individuals	Insults, name-calling, disclosing another owner's private information
Civility	Speak calmly and professionally	Shouting, profanity, threatening or aggressive behavior
Order	Follow the meeting structure and the chair	Interrupting, speaking out of turn, ignoring time limits, going off-topic
Fairness	Participate and apply the rules equally and in good faith	Pooling speaking time, skipping the speaker list, selective enforcement, board action outside a meeting

Regulate conduct, never viewpoint

A code of conduct controls *how* people participate, not *what* they say. Opposing a proposal, questioning a budget, or criticizing the board — done respectfully, at the right time, and through the chair — is legitimate participation. No one should be ruled out of order for an opinion.

Enforce it the same way every time

When a line is crossed, the chair uses one simple formula: **name the principle, describe the conduct, give the direction.**

> "Mr. Smith, that is a violation of Civility — you are shouting. Please lower your voice and finish your point."

Then escalate only as needed: an informal reminder, a formal warning noted in the minutes, loss of the floor for that item, and, for a member or guest whose conduct continues or threatens safety, removal for the rest of the meeting. Record every step in the minutes.

Adopting the codes

Adopt the codes by board vote at a properly noticed meeting, as a specific agenda item, with the text available to owners in advance. If any provision regulates the use of units or parcels, give 14 days' notice. Check your governing documents for any member-approval requirement first.

About The Meeting Code™

The four principles, the enforcement formula, and the sample codes in this guide come from ***The Meeting Code™ for Florida Communities, 2026 Edition***. The book gives a board the complete system, ready to adopt instead of written from scratch:

- The full Meeting Rules of Order and Code of Conduct, with blanks for your association's name and choices.
- Separate requirements for condominiums (Ch. 718), cooperatives (Ch. 719), and HOAs (Ch. 720), current through the 2026 Florida Statutes.
- The progressive enforcement sequence, recording rules for in-person and video meetings, and scripts for the chair.

- An adoption checklist, model resolution, sample motions, and downloadable forms for book owners.

Available on Amazon in Kindle and paperback, in English and Spanish. Get the book on Amazon.

Chapter 4 · Running the Board Well

A well-run meeting is the single best dispute-prevention tool a board has. Owners who see decisions made openly, by the rules, rarely feel the need to fight them later.

Before the meeting

- **Give proper notice.** Post at least 48 hours in advance (condominiums: continuous hours, at the board's designated location). Give 14 days' notice for special assessments or rule changes affecting unit or parcel use.
- **List every item specifically.** A heading like "New Business" does not give notice of anything. The board may act only on items listed on the notice, except in a genuine emergency.
- **Send the packet early.** Directors should have the agenda, financials, proposals, and contracts in time to read them.
- **Prepare the room.** Sign-in sheet, speaker list, working audio, and any remote-access link.

Meeting etiquette

- The chair confirms quorum and proof of notice on the record before any business.
- Everyone speaks only when recognized, and through the chair.
- Agenda items are taken in the order listed.
- Owners speak on each agenda item before the board votes on it, under a uniform time limit (commonly three minutes).
- Speaking time cannot be yielded, transferred, or pooled.
- Owners may record the meeting. Recording is never a violation; disruptive conduct while recording is.

Effective decision-making

1. A director makes a clear motion, and another seconds it.

2. The chair restates the motion so everyone knows what is being decided.
3. Directors debate the merits — no personal remarks or repetition.
4. Owners comment before the vote.
5. The board votes; the chair announces the result; the secretary records each director's vote.

If the board is not ready, it should **postpone** to a specific meeting or **refer** the item to a committee or professional — not leave it hanging.

Transparency

- Vote in open session and keep minutes that record actions taken: motions, votes, abstentions, conflicts, and conduct rulings.
- Chapter 2 covers open meetings, records, and owner communication in full.

Consistency and the governing documents

Apply rules, fines, approvals, and time limits the same way to everyone, every time. Selective enforcement is itself a violation and invites legal challenge. When in doubt, go back to the documents: the statute first, then the Declaration, Articles, Bylaws, and rules.

> **In the book:** Notice and agenda requirements by association type, a standard order of business, every motion your board needs with sample language, rules for Open Forum and owner comment, closed sessions, video conference meetings, and minutes. Get it on Amazon.

Chapter 5 · Where It Goes Wrong

Most association disputes trace back to a handful of avoidable mistakes. Each one has a simple preventative habit.

Common problem	Why it causes disputes	How to prevent it
Deciding outside a meeting	Email or text "votes" are not valid and look secretive	Use email only to communicate; decide at noticed meetings
Vague or missing notice	Actions can be challenged and must be redone	List every item specifically; keep proof of posting and mailing

Common problem	Why it causes disputes	How to prevent it
A director acting alone	Vendors and owners get mixed messages; liability risk	Only the board acts, by motion; directors route requests through management
Undisclosed conflicts	Contracts become voidable; trust collapses	Disclose early; follow the statutory approval vote; record it in the minutes
Selective enforcement	Owners claim unfair treatment; fines are challenged	Apply rules the same way to everyone; document each step
Meetings that spiral	Shouting matches become grudges and lawsuits	Adopt codes of conduct; use the "name, describe, direct" formula
Ignored owner questions	Small concerns grow into petitions and recalls	Answer in writing or place on a future agenda
Fines without due process	Fines are unenforceable	14 days' written notice and an independent hearing committee

The board–management–counsel partnership

The best-run communities treat governance as a team effort with clear roles:

- **The board** sets policy and makes decisions, as a body, in open meetings.
- **The manager** runs operations, prepares notices and packets, answers factual questions, and stays neutral on policy.
- **Association counsel** advises on the statute and governing documents, reviews contracts and rules, and is consulted *before* a problem becomes a dispute.

Calling counsel early is almost always less expensive than calling counsel late. A short question before a vote, a fine, or a contract signing can prevent months of conflict.

> **In the book:** What to do when a meeting breaks down — recess, removal, and emergency adjournment — plus the due-process sequence for fines and suspensions and how to refer serious conduct to counsel. Get it on Amazon.

Sample Board Code of Conduct

Sample only. Complete the bracketed items and have association counsel review against your governing documents before adoption.

Board of Directors Code of Conduct of [Association Name]

As a director or officer of [Association Name], I recognize that I serve as a fiduciary to all owners and agree to the following:

1. **Act as a board.** I will act for the Association only as authorized by the Board at a duly noticed meeting or by the governing documents. I will not direct management, vendors, or staff, or speak for the Association, unless the Board has authorized me to do so.
2. **Follow the law and the documents.** I will act in accordance with the Florida Statutes and the Association's Declaration, Articles of Incorporation, Bylaws, and rules.
3. **Prepare.** I will review the meeting packet before each meeting and raise questions in advance where possible.
4. **Decide in the open.** I will not vote, deliberate, or make decisions by email, text, or any communication outside a duly noticed meeting.
5. **Disclose conflicts.** I will promptly disclose any activity or relationship that may reasonably be construed as a conflict of interest and will follow the statutory procedure, including abstaining or leaving the meeting where required.
6. **Keep confidences.** I will not disclose privileged legal advice, personnel matters, owners' protected personal or collection information, or other confidential information.
7. **Respect, Civility, Order, and Fairness.** I will address remarks through the chair, treat fellow directors, owners, management, and vendors with respect, and disagree on issues without personal attacks.
8. **Apply the rules equally.** I will apply the Association's rules and this Code consistently, without favoritism or retaliation, and will never penalize an owner for orderly, good-faith participation.
9. **Vote and explain.** I will vote on each question unless I have a stated reason to abstain, and I will state that reason for the minutes.
10. **Accept the decision.** Once the Board decides, I will respect the outcome and will not undermine it outside the boardroom.

A director who violates this Code may be addressed by the chair at the meeting and, as the Board decides, by formal reprimand or removal from an officer position. Removal from the Board itself occurs only by owner recall under Florida law.

Acknowledged by: _____ Date: _____

Sample Owner Code of Conduct

Sample only. Complete the bracketed items and have association counsel review against your governing documents before adoption.

Owner and Resident Code of Conduct of [Association Name]

[Association Name] is committed to meetings and a community where every owner can be heard and disagreement is expressed with respect. This Code applies to owners, tenants, occupants, and guests at Association meetings and in dealings with the Board, management, staff, and vendors.

At meetings, participants shall:

1. Sign in and register on the speaker list to speak, and speak only when recognized by the chair.
2. Address all remarks to the chair and keep them relevant to the item under discussion.
3. Observe the time limit of [three] minutes per speaker, per agenda item and during Open Forum. Speaking time may not be yielded, transferred, or pooled.
4. Speak one at a time and allow others to finish without interruption.
5. Maintain an appropriate tone and volume, and follow the chair's procedural directions.
6. When attending remotely, stay muted until recognized and use the "raise hand" function.

The following conduct is out of order:

- Personal attacks, insults, name-calling, or profanity.
- Discriminatory, harassing, or threatening remarks or behavior.
- Shouting, side conversations, or noise that disrupts the meeting or its recording.
- Disclosing another owner's private, protected, or collection information.
- Tampering with sign-in sheets, speaker lists, ballots, or meeting materials.

In dealings with management, staff, and vendors, owners shall:

- Treat them courteously and route requests and complaints through management or in writing to the Board.
- Not give directions to Association vendors or staff.

Your rights are protected. Owners may question, oppose, or criticize any decision, respectfully and through the chair. Owners may record meetings within the Association's recording rules. No one will be penalized for an opinion or for orderly, good-faith participation.

Enforcement. The chair will name the principle, describe the conduct, and give a direction. Conduct that continues may result in a formal warning, loss of the floor for that item, or removal from the remainder of the meeting. Serious or repeated violations may be referred to Association counsel. Any fine or suspension will follow the notice and hearing procedure required by Florida law.

The Well-Run Board Checklist

- [ ] Every director has read and signed the Board Code of Conduct.
- [ ] The Owner Code of Conduct is adopted, posted, and stated at the start of each meeting.
- [ ] Notice is posted on time, with every agenda item listed specifically, and proof of notice is kept.
- [ ] Directors receive the packet in time to review it.
- [ ] Quorum and proof of notice are confirmed on the record.
- [ ] Owners speak on each agenda item before the vote, under uniform time limits.
- [ ] No decisions are made by email or text; votes are taken in open session.
- [ ] Conflicts of interest are disclosed and handled by the statutory vote.
- [ ] Minutes record motions, votes, abstentions, and conduct rulings.
- [ ] A written records-request procedure is in place, and requests are answered within 10 working or business days.
- [ ] Required documents are posted on the association website or app, if the association meets the size threshold.
- [ ] Budgets and financial reports are distributed on time and explained in plain language.
- [ ] Rules and fines are applied the same way to everyone, with due process.
- [ ] Written owner questions receive a response.
- [ ] Counsel is consulted before contracts, fines, and rule changes.

Go Further with The Meeting Code™

You have the foundation. ***The Meeting Code™ for Florida Communities, 2026 Edition*** gives your board the complete, ready-to-adopt system, so you are not writing rules from scratch or relying on Robert's Rules alone.

What's inside the book:

- The full text of the Meeting Rules of Order and Code of Conduct, ready for your association's name and choices.
- Separate requirements for condominiums (Ch. 718), cooperatives (Ch. 719), and HOAs (Ch. 720), current through the 2026 Florida Statutes.
- Sample language for every motion the board uses.
- The four-principle enforcement formula, with scripts for the chair.
- An adoption checklist, model resolution, and statutory cross-reference.
- Downloadable, editable forms for book owners.
- **Get the book on Amazon:** amazon.com/dp/B0HNTS9WHN — Kindle and paperback, in English and Spanish (Spanish edition: The Meeting Code para Comunidades de Florida).
- **Book owners get the online course free:** "How to Implement The Meeting Code™" — register your book at daniafernandez.com to unlock it and your downloadable forms.

About the Author

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This guide provides general information about Florida community association governance and is not legal advice. Statutory references are current through the 2026 Florida Statutes. Every association's governing documents differ; consult your association's counsel before adopting any rule or code of conduct. Reading this guide does not create an attorney-client relationship.