

317A.241 COMMITTEES.

Subdivision 1. **Generally.** A resolution approved by the affirmative vote of a majority of the board may establish committees having the authority of the board in the management of the business of the corporation to the extent provided in the resolution. Committees are subject at all times to the direction and control of the board.

Subd. 2. **Membership.** Committee members must be natural persons. Unless the articles or bylaws provide otherwise, a committee must consist of one or more persons, who need not be directors, appointed by the board.

Subd. 3. **Procedure.** Sections 317A.231 to 317A.239 apply to committees and members of committees to the same extent as those sections apply to the board.

Subd. 4. **Minutes.** Minutes, if any, of committee meetings must be made available upon request to members of the committee and to a director.

Subd. 5. **Standard of conduct.** The establishment of, delegation of authority to, and action by a committee does not alone constitute compliance by a director with the standard of conduct set forth in section 317A.251.

Subd. 6. **Committee members considered directors.** Committee members are considered to be directors for purposes of sections 317A.251, 317A.255, and 317A.521.

History: 1989 c 304 s 43