308C.451 COMMITTEES.

Subdivision 1. **Generally.** If the bylaws so provide, the board may establish committees. 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 cooperative only to the extent provided in the resolution. Committees may include a special litigation committee consisting of one or more independent directors or other independent persons to consider legal rights or remedies of the cooperative and whether those rights and remedies should be pursued. Committees other than special litigation 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 for a different membership or manner of appointment, a committee consists of one or more persons, who need not be directors or members, appointed by affirmative vote of a majority of the directors present.

Subd. 3. **Procedure.** The procedures for meetings of the board apply to committees and members of committees to the same extent as those sections apply to the board and individual directors.

Subd. 4. **Minutes.** Minutes, if any, of committee meetings must be made available upon request to members of the committee and to any 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 308C.455.

Subd. 6. **Committee members considered directors.** Committee members are considered to be directors for purposes of sections 308C.455, 308C.461, and 308C.471.

History: *2024 c 96 art 1 s 32*