



Virginia Outdoors Foundation Policy

A.600.1 Remote Participation and All-Virtual Meeting Policy For Board of Trustees Meetings

Adopted: MM/DD/YYYY

Document Change Management

Version Date	Version or Purpose of Change	Status
7/1/2025	Original issue	Draft until approved

Occasions may arise when the Virginia Outdoors Foundation (“VOF”) determines it is necessary to hold an all-virtual public meeting or when a VOF Trustee is unable to be physically present at a public meeting. Under certain circumstances, the Virginia Freedom of Information Act (FOIA) Virginia Code Ann. §§ 2.2-3700 et seq., (the “Act”) permits a public body, such as VOF and its duly appointed committees, to conduct all-virtual public meetings and also permits Trustees of a public body to participate in meetings through electronic means such as telephone and video conferencing. The Act limits the instances in which this may occur and prescribes procedures that must be followed, including annually adopting a policy governing electronic meetings by a recorded vote at a public meeting.

The VOF remote Participation and All-Virtual Meeting Policy (“Policy”), as hereafter set forth, identifies the instances when VOF and its duly appointed committees -committees may conduct all-virtual public meetings, including during a declared state of emergency, and when a Trustee may participate electronically in an in-person VOF meeting, including VOF appointed committee and the procedures that apply.

Nothing in this Policy should be construed to prohibit the use of audio or audio/ visual means to increase public participation at meetings even if no VOF Trustees are participating electronically. VOF welcomes the use of electronic means to increase public access to its meetings.

INDIVIDUAL TRUSTEE REMOTE PARTICIPATION

1. The specific requirements and limitations on electronic participation described herein apply only to the VOF Board of Trustees (“Board”) Trustees of VOF holding a public meeting.
 - a) It is the policy of the Board that individual Trustees may participate in meetings of the Board by electronic communication as permitted by § 2.2-3708.3 of the Code of Virginia. This policy shall apply to the entire Board of Trustees and without regard to the identity of the Trustee requesting remote participation or the matters that will be considered or voted on at the meeting.
 - b) Whenever an individual Trustee wishes to participate from a remote location, the law requires a quorum of Board members to be physically assembled at the primary or central meeting location.
 - c) When such individual participation is due to a personal matter, such participation is limited by law to two meetings per calendar year or 50 percent of the meetings held per calendar year rounded up to the next whole number, whichever is greater.



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- d) Further, it is the policy of the Board that it may hold all-virtual public meetings pursuant to subsection C of § 2.2-3708.3. Such all-virtual public meetings are also limited by law to two meetings per calendar year or 50 percent of the meetings held per calendar year rounded up to the next whole number, whichever is greater. Additionally, an all-virtual public meeting may not be held consecutively with another all-virtual public meeting.
- e) Requests for remote participation or that the Board conduct an all-virtual public meeting shall be conveyed to the Chair.
- f) Individual participation from a remote location shall be approved unless such participation would violate this policy or the provisions of the Virginia Freedom of Information Act (§ 2.2-3700 et seq. of the Code of Virginia). If a Trustee's participation from a remote location is challenged, then the Board shall vote whether to allow such participation.
- g) The request for remote participation or that the Board conduct an all-virtual public meeting shall be recorded in the minutes of the meeting. If the Board votes to disapprove of the Trustee's participation because such participation would violate this policy, such disapproval shall be recorded in the minutes with specificity. The minutes shall include other information as required by §§ 2.2-3707 and 2.2-3708.3 depending on the type of remote participation or all-virtual public meeting.
- h) There are four circumstances set out in subsection B of § 2.2-3708.3 where individual Trustees of a public body may participate from a remote location instead of participating in person. When requesting remote participation, a Board Trustee must notify the Chair of one of the following four reasons:
 - i. The Trustee has a temporary or permanent disability or other medical condition that prevents the Trustee's physical attendance.
 - ii. A medical condition of a Trustee or a family member requires the Trustee to provide care that prevents the Trustee's physical attendance;
 - iii. The Trustee's principal residence is more than 60 miles from the meeting location identified in the required notice for such meeting; or
 - iv. The Trustee is unable to attend the meeting due to a personal matter and identifies with specificity the nature of the personal matter. However, the Trustee may not use remote participation due to personal matters more than two meetings per calendar year or 50 percent of the meetings held per calendar year rounded up to the next whole number, whichever is greater.

Minutes requirements

- If an individual Trustee remotely participates in a meeting, a general description of the remote location must be included in the minutes (it does not need to be an exact address—for example, the minutes might read that "[Trustee] participated from a home in [locality]" or that "[Trustee] participated from an office in [locality]"). The remote location does not have to be open to the public.
- If a Trustee remotely participates due to a (i) temporary or permanent disability or other medical condition that prevented the Trustee's physical attendance or (ii)



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family member's medical condition that required the Trustee to provide care for such family member, thereby preventing the Trustee's physical attendance, that fact must be included in the minutes. While the fact that a disability or medical condition prevents the Trustee's physical attendance must be recorded in the minutes, it is not required to identify the specific disability or medical condition.

- If a Trustee remotely participates because the Trustee's principal residence is more than 60 miles from the meeting location, the minutes must include that fact.
- If a Trustee remotely participates due to a personal matter, the minutes must include the specific nature of the personal matter cited by the Trustee.
- As stated above, if remote participation by a Trustee is disapproved because it would violate the participation policy adopted by the public body, such disapproval must be recorded in the minutes with specificity. Note that even if remote participation is disapproved, the Trustee may continue to monitor the meeting from the remote location but may not participate and may not be counted as present at the meeting.
- Examples of disability or medical condition that prevents physical attendance:
 - Temporary hospitalization or confinement to home;
 - Contagious illness; or
 - Any temporary or permanent physical disability that physically prevents travel to the meeting location.
- Examples of personal matters that may prevent physical attendance:
 - Flat tire or other mechanical failure on the way to the meeting;
 - Traffic congestion or stoppage;
 - Personal, family, or business emergency;
 - Blizzard, flood, or other severe weather conditions that prevent travel to the meeting location;
 - Business trip;
 - Family trip; or
 - Scheduling conflict.

ALL-VIRTUAL PUBLIC MEETINGS

In the event the Board conducts an all-virtual public meeting as permitted under subsection C of § 2.2-3708.3, VOF shall comply with the following 10 additional statutory requirements:

1. An indication of whether the meeting will be an in-person or all-virtual public meeting is included in the required meeting notice along with a statement notifying the public that the method by which a public body chooses to meet shall not be changed unless the public body provides a new meeting notice in accordance with the provisions of § 2.2-3707;
2. Public access to the all-virtual public meeting is provided via electronic communication means;
3. The electronic communication means used allows the public to hear all Trustees of the public body participating in the all-virtual public meeting and, when audio-visual technology is available, to see the Trustees of the public body as well;



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4. A phone number or other live contact information is provided to alert the public body if the audio or video transmission of the meeting provided by the public body fails, the public body monitors such designated means of communication during the meeting, and the public body takes a recess until public access is restored if the transmission fails for the public;
5. A copy of the proposed agenda and all agenda packets and, unless exempt, all materials furnished to Trustees of a public body for a meeting is made available to the public in electronic format at the same time that such materials are provided to Trustees of the public body;
6. The public is afforded the opportunity to comment through electronic means, including by way of written comments, at those public meetings when public comment is customarily received;
7. No more than two Trustees of the public body are together in any one remote location unless that remote location is open to the public to physically access it;
8. If a closed session is held during an all-virtual public meeting, transmission of the meeting to the public resumes before the public body votes to certify the closed meeting as required by subsection D of § 2.2-3712;
9. The public body does not convene an all-virtual public meeting (i) more than two times per calendar year or 50 percent of the meetings held per calendar year rounded up to the next whole number, whichever is greater, or (ii) consecutively with another all-virtual public meeting; and
10. Minutes of all-virtual public meetings held by electronic communication means are taken as required by § 2.2-3707 and include the fact that the meeting was held by electronic communication means and the type of electronic communication means by which the meeting was held. If a Trustee's participation from a remote location pursuant to these requirements is disapproved because such participation would violate the policy adopted pursuant to subsection D of § 2.2-3708.3, such disapproval shall be recorded in the minutes with specificity.



RESOLUTION
VIRGINIA OUTDOORS FOUNDATION (VOF)
BOARD OF TRUSTEES
RESOLUTION TO ADOPT
REMOTE PARTICIPATION AND ALL VIRTUAL MEETING POLICY

WHEREAS, The Virginia Outdoors Foundation (VOF) Board of Trustees and its committee typically meets several times a year to consider easement proposals and matters of land conservation policy; and

WHEREAS, there may be compelling reasons for Trustees to participate in such meetings through electronic means in situations other than a declared state of emergency; and

WHEREAS, Section 2.2-3708.3 of the Code of Virginia was modified to allow for remote participation by members of public bodies to participate or meet as a body virtually other than during declared states of emergency; and

WHEREAS, Section 2.2-3708.3 (D) of the Code of Virginia was modified as of July 1, 2024, to require public bodies to, at least once annually, adopt by recorded vote at a public meeting a policy for participation in meetings held through electronic communication means in situations other than declared states of emergency; and

WHEREAS, this Board has reviewed the document titled Remote Participation and All-Virtual Meeting Policy attached hereto as Attachment A, now, therefore, be it

RESOLVED, that the Board hereby approves and adopts the document titled Remote Participation and All-Virtual Meeting Policy in the form attached hereto as Attachment A, which shall replace and supersede any previous policies covering participation in meetings held through electronic communication.

ADOPTED by a vote of _____ in favor and _____ against

 ATTEST: Brett C. Glymph, Executive Director