



MINUTES
Virginia Outdoors Foundation
Board of Trustees Meeting
Richmond, 6/12/2025

Attendees:

Board of Trustees

Sissy Crowther, Chair
Elizabeth Copeland
Anne Pittman
James Rich
Tack Richardson

Absent:

Elsie Delva
Ali Alfonja

Staff:

Brett Glymph, Executive Director
Brad Baskette, Regional Director
Kathy Combs, Finance Manager
Leslie Grayson, Deputy Director
Martha Little, Deputy Director
David Morton, IT Director
Cori Rivara, Records Manager
Emily White, Grants Director

Other Attendees:

Rich Mahevich, Office of the Attorney General
Wesley Morgan, Office of the Attorney General
Brooke Howser, Office of the Attorney General,
Intern
Ellen Shephard, Virginia United Land Trusts
Joe Webber, Department of Conservation and
Recreation

Kim Biasioli, Piedmont Environmental Council
Rachel Henley, Virginia Farm Bureau
Emily Gard, Virginia Farm Bureau
Parker Agelasto, Capital Region Land
Conservancy

Sissy Crowther, Chair called the Meeting to Order at 10:02 AM.

APPROVAL OF THE ORDER OF BUSINESS

Motion made by Tack Richardson to approve the order of business; motion seconded by James Rich and passed unanimously.

PUBLIC COMMENTS

No public comments offered.

PRESENTATION ON CONSERVE VA

Joe Webber, Chief of Biodiversity Information and Conservation Tools from The Department of Conservation narrated a presentation on Conserve Virginia. The presentation is on file with the permanent record of this meeting.

APPROVAL OF MINUTES

Motion made by James to approve the minutes from Board of Trustees Meeting 3/13/2025 and Finance Audit and Compliance Committee Meeting 5/08/25; motion seconded by Tack and passed unanimously.

DIRECTOR'S REPORT

Brett Glymph reported:

- The September Board of Trustees Meeting location is still to be determined but will be in the Northern Virginia area.

- The first City of Portsmouth and City of Salem easements were signed and recordation is imminent. These easements support our strategic initiative of recording an easement in every Virginia locality.
- Brett informed trustees that staff received notice of a potential issue regarding a change in use on an easement in Loudon County about adding equine trails on Banshee Reeks Preserve.
- Brett went over the Strategic Plan Update using a report published in the meeting materials. She highlighted how we calculate our portfolio acreage, use our relationships with localities to remain proactive regarding notifications for building and other uses that require permits on easement properties, and the importance of VOF's communication with landowners and their neighbors about any concerns on easement properties.
- The Bull Run Community Impact Report for 2024 was given to trustees.

REPORT ON FINANCE AUDIT AND COMPLIANCE (FAC) COMMITTEE MEETING

Tack Richardson, Chair, reviewed details from the FAC meeting on May 8, 2025. Tack highlighted discussions suggesting an annual review of our fee schedule, the decision to remain in our current Local Government Investment Pool, and the awareness of needing resources to support the best practices of our Information Technology needs.

FY26 PROPOSED BUDGET AND FY25 UPDATE

Kathy Combs reviewed the FY25 figures included in the meeting materials. Motion made by Tack to approve the FY26 Budget and resolution; motion seconded by Elizabeth Copeland and passed unanimously. See Attachment A.

ELECTRONIC MEETING POLICY

Motion made by James to approve the adoption of the policy; motion seconded by Anne Pittman and passed unanimously. See Attachment B.

OWNED LANDS REPORT

Leslie Grayson reported that last week VOF received a gift of 178 acres to add to the Bull Run Mountains Preserve. She also reviewed the report included in the meeting materials highlighting the improved kiosks at House Mountain, and Bull Run, the Spotted Salamander event, new trail up Catlett's Branch, and a visit by Javier Guerra, manager of Dracula Reserve in Ecuador. Tack asked for clarification on the liability protection on VOF reserves and was assured VOF holds liability coverage with the Commonwealth's Division of Risk Management.

LAND CONSERVATION PRESENTATION

Emily White narrated a presentation on conservation project figures and stats for conservation values and types of projects for approval at this meeting. The presentation is on file with the permanent record of this meeting.

EASEMENT ASSISTANCE CATEGORY CHANGES & FY26 FUNDING

Emily described the proposed allocation of Preservation Trust Fund (PTF) FY26 funds and the proposed increases to income qualification categories for PTF easement assistance. Motion made by Elizabeth to accept the allocation of PTF funds for FY26 and the new PTF easement assistance income qualification categories; motion seconded by Tack and passed unanimously.

CONSERVATION PROJECTS

Motion made by Elizabeth to approve the 31 projects (listed below) as presented in the meeting materials, listed on the agenda, recommended by staff and where applicable, the recommended PTF funding; motion seconded by James and passed unanimously.

Conservation Projects - Western Region

1. New River Land Trust, Mill Creek Headwaters Protection, Montgomery County, 64 acres, funding: \$175,000
2. New River Soil & Water Conservation District, New River Hill Park Expansion II, Grayson County, 145 acres, funding \$314,300
3. Homestate Properties, LLC, Floyd County, 240.62 acres
4. Kyli and Greg Waddle, Smyth and Washington Counties, 823.1 acres
5. Richard Rolen, Washington County, 697 acres, funding: \$33,500
6. Ralph and Sharon Dillard, Botetourt County, 99 acres
7. Diane C. McFaden, Bedford County, 465.42 acres
8. Henry W. Carneal, Town of Saltville, 563.75 acres
9. Nicole Terry, Scott County, 98 acres

Conservation Projects - Central Region

10. American Battlefield Trust, Robinson Tract at First Manassas, Fairfax County, 1.5 acres, funding: \$260,955
11. Friends of the Rappahannock- Public Access, Fall Hill Ave and Rappahannock River, City of Fredericksburg, 20.59 acres, funding: \$100,000
12. Lunenburg County, Lunenburg Airport Trailhead, Lunenburg County, 11 acres, funding: \$75,000
13. Monacan Indian Nation, Daisy Adcock Property, Amherst County, 100.4 acres, funding: \$206,989
14. Town of Keysville, Keysville Reservoir Revitalization, Charlotte County, 140 acres, funding: \$150,000
15. Town of South Hill, Whittle's Mill Historic Site and Park, Mecklenburg County, 9.12 acres, funding: \$61,700
16. Afro American Historical Assoc. of Fauquier, The Morgantown School Project: A Moment in Time, Fauquier County, .91 acres, funding: \$185,000
17. Walter Ronald Crigler, Madison County, 192.692 acres
18. P. Brendan Burke & Lillian G. Azevedo, Amelia County, 186.4 acres, funding: \$264,000
19. Katherine and Bruce Johnson & Sherry M. Burke, Panamint, Louisa County, 533.139 acres, funding w/ contingency-\$100,000
20. Jane Froeling, Rappahannock County, 127.88 acres

Conservation Projects - Eastern Region

21. Capital Region Land Conservancy, Urban Agriculture at Doran Road, Henrico County, 61.76 acres, funding: \$400,000
22. City of Portsmouth, City of Portsmouth, Parkview Living Shoreline and Stormwater Park, .35 acres, funding: \$128,000
23. Little River Marsh, LLC, Little River Marsh, Hanover County, 140 acres, funding: \$240,000

24. Marks Brothers Farms, LLC, Southampton County, 340 acres, funding: \$100,000
25. Woodland Restoration Foundation, Woodland Cemetery Restoration Work, Henrico County, 30 acres, funding:-\$25,000
26. Southampton County, Monroe Bridge Boat Ramp and Park, Southampton County, 146.6 acres, additional funding \$40,000
27. Southeastern Public Service Authority, Canebrake, City of Suffolk, 459.64 acres
28. Southeastern Public Service Authority, Magnolia, City of Suffolk, 282.92 acres
29. Snidow, Southampton County, 211.447 acres
30. Hennage, Chuck, Westmoreland County, 104.22 acres
31. Beau Seabury, Essex County, 269.241 acres

CLOSED MEETING

The following motion was read by Brett Glymph:

"Madame Chair, I move that the Board go into a closed meeting pursuant to Section 2.2-3711.A.8 and A.1 for:

1. consultation with legal counsel and briefings by staff members pertaining to actual or probable litigation, where such consultation or briefing in open meeting would adversely affect the negotiation **or** litigating posture of the public body, and consultation with legal counsel regarding specific legal matters requiring the provision of legal advice by such counsel; and
2. discussion, consideration, or interviews of prospective candidates for employment; assignment, appointment, promotion, performance, demotion, salaries, discipline, or resignation of specific public officers, appointees, or employees of any public body.

This closed meeting will be attended only by members of the Board. However, pursuant to Section 2.2-3712 (F), the Board requests the VOF's, Office of Attorney General's representatives, the Executive Director, the Deputy Directors, Finance Manager, and Regional Director as it believes their presence will reasonably aid the committee in its consideration of topics that are the subject of the meeting. "

Motion was so moved by James; motion seconded by Elizabeth and passed unanimously.

The meeting went in to closed session. Upon returning to open session the following certification was read and certification called by Brett.

"WHEREAS, The Board of Trustees conducted a closed meeting on this date pursuant to an affirmative recorded vote and in accordance with the provisions of the Virginia Freedom of Information Act; and WHEREAS, Section 2.2-3712.D of the Code requires a certification by this Board that such closed meeting was conducted in conformity with Virginia law;

NOW, THEREFORE, BE IT RESOLVED that the Board hereby certifies that, to the best of each member's knowledge, only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed meeting to which this certification resolution applies, and only such public business matters as were identified in the motion convening the closed meeting were heard, discussed or considered by the Board."

DRAFT

Sissy Crowther so certified; Elizabeth Copeland so certified; Anne Pittman so certified; Tack Richardson so certified; and James Rich so certified.

New Business

There was no new business.

Adjournment

Motion made by Elizabeth to adjourn the meeting at 1:56 p.m.; motion seconded by James and passed unanimously.



RESOLUTION

VIRGINIA OUTDOORS FOUNDATION (VOF) BOARD OF TRUSTEES A RESOLUTION TO ADOPT THE PROPOSED FISCAL YEAR 26 CONSERVATION PROGRAMS BUDGET

WHEREAS, the fiscal year for the Virginia Outdoors Foundation (VOF) is 1 July through 30 June; and

WHEREAS, a fiscal year Budget is developed and adopted to provide planning and program guidance to the VOF Board of Trustees and the VOF Senior Management Team; and

WHEREAS, Budget calculations are developed from the best available information before the commencement of the new fiscal year; and

WHEREAS, line items in the budget are for planning and program allocation purposes and actual expenditures may vary from adopted Budget projections as long as total expenses do not exceed available revenues; now, therefore, be it

RESOLVED by the Virginia Outdoors Foundation Board of Trustees this 12th day of June 2025, That the Fiscal Year 2026 Budget be approved as attached.

ADOPTED by a vote of 5 for and 0 against

ATTEST: Brett Christina Glymph, Executive Director

Virginia Outdoors Foundation			
General Operating Budget			
	FY25 Budget	Proposed Budget FY26	Variance
Income			
4000 Unrestricted Contributions	58,000	46,000	79%
4001 General Fund Appropriation	1,752,750	1,752,750	100%
4002 Cost Recoveries	550,000	350,000	64%
4003 Federal Funds	0	-	0%
4119 Gain on Surplus Sale	0	-	0%
4120 Investment Earnings	400,000	325,000	81%
PTF investment Earnings	100,000	100,000	100%
4200 Recordation Fees	2,300,000	2,500,000	109%
4230 LPC Stewardship Funds	350,000	375,000	107%
Total Income	\$ 5,510,750	5,448,750	99%
Expenses			
5100 Personal Services (Personnel)	4,642,850	4,299,114	93%
5300 Contractual Services	200,000	282,000	141%
5400 Technology	215,000	284,000	132%
5500 General Services	243,000	390,000	160%
5560 Training and Development	26,400	30,000	114%
5570 Outreach/Communication	23,500	25,000	106%
5700 VaULT Program	130,000	30,000	23%
Total Expenses	5,480,750	5,340,114	97%
Net Operating Income	30,000	108,636	
Other Expenditures			
9800 Fixed asset purchases	30,000	0	
Total Other Expenses	30,000	0	
Net Other Income	(30,000)	0	
Net Income	0	108,636	



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 5 in favor and 0 against

ATTEST: Brett C. Glymph, Executive Director



Virginia Outdoors Foundation Policy

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

Adopted: 06/12/2025

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.



Virginia Outdoors Foundation Policy

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

Adopted: 06/12/2025

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

Adopted: 06/12/2025

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;



Virginia Outdoors Foundation Policy

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

Adopted: 06/12/2025

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.



MINUTES
Virginia Outdoors Foundation
Finance, Audit and Compliance Committee
Fredericksburg
September 4, 2025

Attendance

Board of Trustees

Tack Richardson, Chair
Sissy Crowther
Elizabeth Copeland

Staff

Brett Glymph, Executive Director
Bobbie Cabibbo, Executive Assistant
Kathy Combs, Finance Manager
Dave Morton, IT/GIS Director

Meeting was brought to order by the Chair, at 12:30 p.m.

APPROVAL OF THE ORDER OF BUSINESS

A motion made by Sissy Crowther to approve the order of business; motion seconded by Elizabeth Copeland and passed unanimously.

PUBLIC COMMENTS

No comments were offered.

EXECUTIVE DIRECTOR'S REPORT

Brett reported that the FY24 audit was finished and unmodified and the FY25 audit is on track for timely completion.

The calendar dates suggested for recommendation to the full Board of Trustees are as follows:

- 2/19/26 – Finance Committee
- 3/12/26 – Board of Trustees
- 5/7/26 – Finance Committees
- 6/11/26 – Board of Trustees
- 9/24/26 – Board of Trustees

REVIEW OF FY25

Kathy Combs took the trustees through the FY25 end of the year figures.

Report on Technology Findings

Dave Morton gave an IT Update presentation which is on file with the permanent record of this meeting. The presentation covered current cyber security initiatives, verifying best practices, sensitive information management and cyber response planning.

Trustees requested that eligibility for VOF staff to take part in state offered be explored and that staff's efforts to manage compliance with state guidelines are documented. Trustees discussed changing the name of the committee.

The meeting adjourned at 1:26 p.m.