

	VSF Policy for ELECTRONIC MEETINGS	Established: 09.08.2022
VSF Policy Number 5		Effective: 09.08.2022

VIRGINIA VETERANS SERVICES FOUNDATION

Policy for Electronic Meetings

F5.1 Purpose

The purpose of this policy is to allow the Virginia Veterans Services Foundation (VSF) to conduct electronic meeting participation as permitted in FOIA (§ 2.2-3700 et seq. of the Code of Virginia) and in accordance with this policy.

F5.2 Application

The Chair of the VSF Board of Trustees with advice from the VSF Procedures and Policy Committee and VSF Executive Director shall be responsible for the application of this policy.

F5.3 Interpretation

The Chair of the VSF Board of Trustees and the VSF Executive Director, in consultation with the Secretary of Veterans and Defense Affairs and the Office of the Attorney General shall be responsible for the interpretation of this policy.

F5.4 References

The Virginia Freedom of Information Act (FOIA) requires all boards to adopt an electronic participation policy. It shall be the policy of **Virginia Veterans Services Foundation** (VSF) to allow for electronic meeting participation as permitted in FOIA (§ 2.2-3700 et seq. of the Code of Virginia) and in accordance with this policy.

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. VSF trustees shall notify staff of the need to participate electronically as soon as possible. The timing of the notice provided to VSF staff may impact the ability to use the permission options outlined below.

F5.5 MEMBER ELECTRONIC PARTICIPATION

Pursuant to § 2.2-3701, "remote participation" means "participation by an individual member of a public body by electronic communication means in a public meeting ***where a quorum of the public body is otherwise physically assembled.***"

Electronic Member Participation Permission

#1: Disability or Medical Condition

If notified on or before the day of the meeting, it shall be the policy of VSF to allow a trustee to participate electronically under § 2.2-3708.3 B 1

- a. The trustee has a temporary or permanent disability or other medical condition that prevents physical attendance.
- b. At the beginning to the meeting, the Chair shall state the trustee's electronic participation and the general reason (specifics are not required).
- c. **A quorum of VSF must be physically assembled at the primary or central meeting location ,**
- d. There must be arrangements for the voice of the remote participant to be heard by all persons at the primary or central meeting location.

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- e. VSF shall record in its minutes the remote location from which the trustee participated and the fact that the member participated through electronic means due to a disability or medical condition.

Electronic Member Participation Permission

#2: Caregiving

If notified on or before the day of the meeting, it shall be the policy of VSF to allow a member to participate electronically under § 2.2-3708.3 B 2

- a. A medical condition of a trustee’s family requires the trustee to provide care that prevents physical attendance.
- b. At the beginning to the meeting, the Chair shall state the trustee’s electronic participation and the general reason (specifics are not required).
- c. A quorum of VSF must be physically assembled at the primary or central meeting location**
- d. There must be arrangements for the voice of the remote participant to be heard by all persons at the primary or central meeting location.
- e. VSF shall record in its minutes the remote location from which the trustee participated and the fact that the trustee participated through electronic means due to caregiving.

Electronic Member Participation Permission

#3: Principal Residence is More Than 60 Miles Distance from the Meeting Location If notified on or before the day of the meeting, it shall be the policy of VSF to allow a member to participate electronically under § 2.2-3708.3 B 3

- a. The trustee’s principal residence is more than 60 miles from the meeting location identified in the meeting notice for such meeting.
- b. At the beginning of the meeting, the Chair shall state the trustee’s electronic participation and the reason.
- c. A quorum of VSF must be physically assembled at the primary or central meeting location.**
- d. There must be arrangements for the voice of the remote participant to be heard by all persons at the primary or central meeting location.
- e. VSF shall record in its minutes the remote location from which the trustee participated and the fact that the trustee participated through electronic means due to the distance between the member’s principal residence and the meeting location.

Electronic Member Participation Permission

#4: Personal Matters

If notified on or before the day of the meeting, it shall be the policy of VSF to allow a member to participate electronically under § 2.2-3708.3 B 4

- a. The trustee is unable to attend the meeting due to a personal matter.
- b. At the beginning of the meeting, the Chair shall state the trustee’s electronic participation and the specific nature of the personal matter.
- c. Each VSF trustee may not use this permission more than two meetings per calendar year or 25 percent of the meetings held per calendar year rounded up to the next whole number, whichever is greater.
- d. A quorum of VSF must be physically assembled at the primary or central meeting location,**
- e. There must be arrangements for the voice of the remote participant to be heard by all persons at the primary or central meeting location.

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- f. VSF shall record in its minutes the remote location from which the trustee participated and the specific nature of the personal matter cited by the member.

F5.6 OBJECTIONS TO ELECTRONIC MEMBER PARTICIPATION

It shall be assumed that a trustee can participate under Permissions #1-4 unless another trustee objects once it is stated by the Chair at the beginning of the meeting.

At such time, if any other trustee objects, the Chair shall call for a vote on the matter.

- a. If a trustee’s disapproval for electronic participation for Permissions #1-4 is due to a violation of VSF’s electronic participation and meeting policy then it will be recorded with specificity.
- b. If the vote is such that the trustee will not be permitted to participate electronically, the member should be advised that they may only monitor/witness the meeting and the trustee not permitted to participate (e.g., vote, discuss).
- c. The outcome of any vote on the member’s electronic participation under Permissions #1-4 shall be documented in the minutes accordingly.

F5.7 ELECTRONIC MEETINGS DURING A STATE OF EMERGENCY

As permitted by § 2.2-3708.2, it shall be the policy of VSF to allow a meeting without a quorum of the public body physically assembled at one location when the Governor has declared a state of emergency in accordance with § 44-146.17 provided that (i) the catastrophic nature of the declared emergency makes it impracticable or unsafe to assemble a quorum in a single location and (ii) the purpose of the meeting is to provide for the continuity of operations of the public body or the discharge of its lawful purposes, duties, and responsibilities. This allowance is applicable only for the duration of the emergency declared pursuant to § 44-146.17 or 44-146.21.

When convening a meeting in accordance with this permission, VSF shall:

- 1. Give public notice using the best available method given the nature of the emergency, which notice shall be given contemporaneously with the notice provided to members of VSF conducting the meeting;
- 2. Make arrangements for public access to such meeting through electronic communication means, including videoconferencing if already used by VSF;
- 3. Provide the public with the opportunity to comment at those meetings of VSF when public comment is customarily received; and
- 4. Otherwise comply with the provisions of FOIA.

In addition, the minutes shall state the:

- 1. Nature of the emergency,
- 2. Fact that the meeting was held by electronic communication means, and
- 3. Type of electronic communication means by which the meeting was held shall be stated in the minutes.

F5.9 ALL-VIRTUAL MEETINGS

Pursuant to § 2.2-3701, an "all-virtual meeting" means “a public meeting (i) conducted by a public body, other than those excepted pursuant to subsection C of § 2.2-3708.3, using electronic communication means, (ii) during which all members of the public body who participate do so remotely rather than being

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assembled in one physical location, and (iii) to which public access is provided through electronic communication means.”

It shall be the policy of VSF to allow for all-virtual meetings under § 2.2-3708.3 C provided that VSF does not convene an all-virtual public meeting (i) more than two times per calendar year or 25 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 meeting. For an all-virtual meeting, VSF shall:

1. Indicate that the meeting will be an all-virtual meeting in the required meeting notice along with a statement notifying the public that the method by which VSF chooses to meet shall not be changed unless VSF provides a new meeting notice in accordance with the provisions of § 2.2-3707;
2. Provide public access to the all-virtual meeting via electronic communication means, and the electronic communication means used allows the public to hear all members participating in the all-virtual meeting and, when audio-visual technology is available, to see the members as well;
3. Provide a phone number or other live contact information is provided to alert VSF if the audio or video transmission of the all-virtual meeting provided fails, VSF monitors such designated means of communication during the meeting, and VSF takes a recess until public access is restored if the transmission fails for the public;
4. Make available a copy of the proposed agenda and all agenda packets and, unless exempt, all materials furnished to the trustees of VSF for the all-virtual meeting to the public in electronic format at the same time that such materials are provided to trustees;
5. Afford the public the opportunity to comment through electronic means, including by way of written comments, at all-virtual meetings when public comment is customarily received;
6. Ensure that no more than two trustees of VSF are together in any one remote location unless that remote location is open to the public to physically access it; and
7. Ensure that minutes of all-virtual public meetings 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 this subsection is disapproved because such participation would violate the policy adopted pursuant to subsection D, such disapproval shall be recorded in the minutes with specificity.

F5.10 BOARD COMMITTEES

Any committee, subcommittee, or other entity however designated by VSF to perform delegated functions of VSF or to advise VSF shall comply with this policy regarding the use of electronic member participation and all-virtual public meetings.

F5.11 FUTURE REVISIONS AND POLICY ADOPTION

This policy may be adopted and amended by a majority vote of the VSF Board of Trustees after consultation with the Secretary of Veterans and Defense Affairs. All future revisions to this policy, including those that are required as a result of changes to FOIA, shall be submitted for consideration to the VSF Procedures and Policies Chair at which the policy revisions shall be considered by the Procedures and Policies Committee for recommendation to the full board. Notice regarding such actions shall be given to all Trustees at least ten (10) days prior to the vote being taken. Revisions shall be approved with a majority vote of the VSF trustee present at the quarterly meeting and become effective immediately upon adoption.

F5.13 POLICY EFFECTIVE DATE

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The effective date of the policy, or policy revision, shall be the date the VSF Trustees ratify the policy.

Policy Adoption Date: September 8, 2022

Policy Effective Date: September 8, 2022