



**Virginia's First Regional Industrial Facility Authority Board of Directors**  
**Policy Regarding Participation In Meetings By Electronic Means**  
**Pursuant to Virginia Code § 2.2-3708.2**

The Virginia's First Regional Industrial Facility Authority Board of Directors ("VFRIFA Board") may, in accordance with the applicable provisions of the Virginia Code and this Policy, conduct any meeting wherein the public business is discussed or transacted through electronic communication means.

This Policy shall be applied strictly and uniformly, without exception, to the entire membership of the VFRIFA Board and without regard to the identity of the VFRIFA Board member requesting remote participation or the matters that will be considered or voted on at the meeting.

A quorum of the VFRIFA Board shall be physically assembled at one primary or central meeting location for a meeting to be conducted in accordance with Sections 1 and 2 of this Policy.

A quorum of the VFRIFA Board shall not be physically assembled at one primary or central meeting location for a meeting to be conducted in accordance with Section 3 of this Policy.

Options for members to remotely participate in or monitor VFRIFA Board meetings are as follows:

**1. Member Participates Remotely In a Meeting Due to Disability, Medical Condition or Personal Matter; Quorum Physically Present at One Primary or Central Location.**

A VFRIFA Board member may electronically *participate* in a VFRIFA Board meeting, open or closed, as follows:

- a. If, on or before the day of a meeting, the VFRIFA Board member notifies the VFRIFA Board Chair that:
  - i. He or she is unable to attend the meeting due to a temporary or permanent disability or other medical condition that prevents the member's physical attendance; or
  - ii. He or she is unable to attend the meeting due to a personal matter and identifies with specificity the nature of the personal matter

(participation by a member pursuant to this subdivision is limited to two (2) meetings each calendar year).

- b. In response to the notice and request, the VFRIFA Board shall:
  - i. cancel the meeting if the member(s) physically present at one primary or central location will not constitute a quorum; or
  - ii. vote to approve or disapprove the request, uniformly and without exception, based on whether the member's electronic participation from a remote location will violate this Policy or any provision of the Virginia Code.
- c. If the member's participation through electronic means is approved, the Board shall:
  - i. record in its meeting minutes:
    - 1. the fact that the member participated through electronic means due to a temporary or permanent disability or other medical condition that prevented the member's physical attendance (the specific disability or medical condition need not be identified); or
    - 2. the fact that the member participated through electronic means due to a personal matter (the specific nature of the personal matter must be identified and included in the minutes); and
  - ii. record in its meeting minutes the remote location from which the member electronically participated (the remote location need not be open to the public); and
  - iii. make arrangements for the voice of the remote participant to be heard by all persons at the primary or central meeting location.
- d. If a member's participation from a remote location because of a personal matter is disapproved because such participation would violate this Policy, such disapproval shall be recorded in the minutes with specificity. (The member may continue to monitor the meeting from the remote location, but may not participate in the proceeding and may not be counted as present at the meeting.)
- e. The member participating remotely shall provide assurances and verification that the content of any closed meeting of the VFRIFA Board held electronically shall remain confidential and not be disclosed to any unauthorized persons or entities.

**2. Member Monitors Meeting Remotely; Quorum Physically Present at One Primary or Central Location.**

A VFRIFA Board member may electronically *monitor* a Board meeting, open or closed, as follows:

- a. The absent member shall not:
  - i. be visible or audible to other VFRIFA Board members, regardless of whether the other members are physically present;
  - ii. communicate by any means with other VFRIFA Board members or the Authority's staff, until the meeting is adjourned;
  - iii. be counted as present for any purpose; or
  - iv. participate in any way.
- b. The absent member shall provide assurances and verification that the content of any closed meeting of the VFRIFA Board monitored by the member shall remain confidential and not be disclosed to any unauthorized persons or entities.
- c. The VFRIFA Board shall identify within its meeting minutes any member electronically monitoring the meeting.

**3. Declared State of Emergency; Quorum Not Physically Present at One Primary or Central Location.**

- a. The VFRIFA Board may meet by electronic communication means without a quorum of the VFRIFA Board physically assembled at one location when the Governor has declared a state of emergency in accordance with Virginia Code § 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 address the emergency.
- b. The VFRIFA Board convening a meeting in accordance with this Section shall:
  - i. 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 the VFRIFA Board members;

- ii. Make arrangements for public access to the meeting; and
  - iii. Otherwise comply with the provisions of Virginia Code § 2.2-3708.2.
- c. The member(s) participating remotely shall provide assurances and verification that the content of any closed meeting of the VFRIFA Board held electronically shall remain confidential and not be disclosed to any unauthorized persons or entities.
- d. The nature of the emergency, the fact that the meeting was held by electronic communication means, and the type of electronic communication means by which the meeting was held shall be stated in the VFRIFA Board's minutes.