ALL VIRTUAL BOARD MEETINGS AND
ELECTRONIC PARTICIPATION IN BOARD MEETINGS
GENERAL POLICY

I. PURPOSE

The purpose of this policy is to establish a written policy, in accordance with §§ 2.2-3708.2 and -3708.3 of the Code of Virginia (Virginia Code) to allow for and govern participation of **New College Institute (Institute)** membership meetings by the means of electronic communication, including, all virtual meetings, and to specify the requirements for remote participation by members.

II. AUTHORITY

The membership of the Institute's Board of Directors (Board) interprets this policy and this policy applies to the full Board, its designated subcommittees, and ad hoc committees.

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

III. POLICY

A. Member Electronic Participation

Pursuant to applicable law and guidance, the Board adopts the following practice and procedures for the participation of members of its body who cannot physically attend meetings for which public business will be conducted.

1. Prior to a scheduled Board meeting, a member must (1) notify the Chair or Board Liaison that he or she is unable to attend the meeting due to (a) a temporary or permanent disability or other medical condition that prevents physical attendance, (b) a family member's medical condition that requires the member to provide care for such family member thereby preventing the member's physical attendance, (c) a member's residence is more than sixty

(60) miles from the meeting location identified in the notice, and (d) a personal matter that prevents physical attendance.

   a. in the case of a personal matter, the member must identify with specificity the nature of the personal matter.
   b. Participation by a member pursuant to a personal matter is limited each calendar year to two meetings or 25 percent of the meetings held per calendar year rounded up to the next whole number, whichever is greater.

2. A quorum of the Board members must be physically assembled at the primary or central meeting location for the Board to consider the participation of a remote member. A member with a disability as defined in Code of Virginia § 51.5-40.1 and uses remote participation counts toward the quorum as if the individual was physically present. Additionally, a member who is a caregiver for a person with a disability as defined in Code of Virginia § 51.5-40.1 and uses remote participation counts toward the quorum as if the individual was physically present.
3. Requests for remote participation shall be conveyed to the Board Liaison who shall then relay such requests to the Chair or, in the Chair's absence, the Vice Chair. Individual participation from a remote location shall be approved unless such participation violates this policy or the provisions of the Virginia Freedom of Information Act (§ 2.2-3700 et seq. of the *Code of Virginia*). If a member's participation from a remote location is challenged, then NCI shall vote whether to allow such participation. The request for remote participation shall be recorded in the minutes of the meeting. If NCI votes to disapprove the member'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, including:

   a. the fact of the remote participation;
   b. the location of the remote participation (and the remote location need not be open to the public);
   c. whether the remote participation is because of:

      (a) a temporary or permanent disability or other medical condition, or

(b) a family member's medical condition that required the member to provide care for such family member, or

(c) the distance between the member's principal residence and the meeting location, or

(d) a personal matter; and

(e) in the case of a personal matter, the specific nature of personal matter.

4. This policy must be applied strictly and uniformly, without exception, to the entire membership and without regard to the identity of the member requesting remote participation or the matters that will be considered or voted on at the meeting.
5. The Board may deny participation for personal matters only if participation would violate this policy. If a member's participation is disapproved, the disapproval and the reason for the disapproval shall be recorded in the minutes with specificity.
6. The Board must plan for the voice of the remote participant to be heard by all persons at the primary or central meeting location.
7. Should the requirements of this policy not be met, the Board member will be allowed to listen into the proceedings through an electronic means, if available.
8. The Board will provide the public access to observe any meeting at which a member is permitted to participate by remote means. The Board will state in the notice for the meeting whether public comment will be taken at the meeting and will provide a means for submitting written comments.

In the event that multiple members opt to participate electronically impacting the ability to obtain a physical quorum, the Board members should consider compliance with the all virtual meeting requirements pursuant to the Board's policy as subscribed in Section III.B.

B. **All Virtual Meetings**

Pursuant to applicable law and guidance, the Board adopts the following practice and procedures for participation of members of its body when the intent is that all members participate electronically and for such time public business will be conducted.

1. Upon the decision by the Chair or Majority of the Board membership that a Board meeting will be held in an all-virtual format, the public body will issue a required meeting notice and include a statement notifying the public that the all-virtual meeting format will be used.

a. This notice should include a statement that should the meeting format change, that subsequent notice will be issued and in accordance with Virginia Code 2.2-3707.

2. The public body will provide for the general public to observe the all virtual meeting via electronic communications which allow the public to hear the Board members' deliberations, other than for any portion of the meeting that is closed pursuant to Virginia Code § 2.2-3711.
    a. If audio-visual technology is used, the electronic communication means should allow the public to also see the public body.
    b. The Board will provide the public access to observe all-virtual meetings. The Board will state in the notice for the meeting whether public comment will be taken at the meeting or provide a means for submitting written comments.
3. A copy of the proposed agenda and all agenda packets and, unless exempt, all materials furnished to the members of the public body for a meeting shall be made available to the public in electronic format at the same time that the materials are provide to the members of the public body.
4. No more than two members of the public body can be together or present in any one of the remote locations used during the all-virtual meeting unless that remote location is open to the public and physically accessible to the public.
5. The Board is limited in convening meetings in the all-virtual format to two meetings or 50 percent of the meetings held each calendar year rounded up to the next whole number, whichever is greater.
6. The public body is prohibited from holding meetings in the all-virtual format consecutively with another all-virtual public meeting.
7. The public body will provide a phone number or other live contact information so the public can alert the public body of the audio or video transmission issues that interfere with their access, participation or viewing of the public bodies meeting.
    a. The public body will monitor such designated means of communication during the meeting.
    b. Should access fail, the public body shall take a recess until public access is restored (subject to reasonable time limitations).

8. In the event the public body convenes a closed session during the all-virtual public meeting, transmission of the meeting to the public must resume before the public body votes to certify the closed meeting as required by subsection D of Virginia Code § 2.2-3712.
9. Minutes of all-virtual public meetings held by electronic communication means are taken as required by Virginia Code § 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.

STATE OF EMERGENCY DECLARATIONS

This policy shall be effective during ordinary times during which the Governor has not declared an emergency pursuant to Virginia Code § 44-146.17 or where the locality in which the body is located has declared a local state of emergency pursuant to Virginia Code § 44-146.21.

When an emergency has been declared, other provisions of law or declarations of Governor or the locality may prevail. In such cases, the Board must affirm 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.

In such cases, a physical quorum is not required for the conduct of public business.

In cases of emergency, the Board will:

A. 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 the public body conducting the meeting;
B. Make arrangements for public access to such meeting through electronic communication means, including videoconferencing if already used by the public body;
C. Provide the public with the opportunity to comment at those meetings of the public body when public comment is customarily received; and
D. Follow other mandates of this policy and law.

EDUCATION AND COMPLIANCE

Members of the Board shall be made aware of this and any other Board policies as part of the new Board member orientation process. Any changes to this policy shall be communicated to the Board by the Chair or Board Liaison no later than the Board's next scheduled meeting. The Board Chair shall be responsible for ensuring annual compliance with the provisions of this policy.

REFERENCES

§ 2.2-3708.2. Meetings held through electronic communication means (virginia.gov)

§ 2.2-3708.3. Meetings held through electronic communication means; situations other than declared emergency (virginia.gov)

FOIA Electronic Meetings Guide (2025)

§ 44-146.17. (Effective July 1, 2023) Powers and duties of Governor (virginia.gov)

§ 44-146.21. Declaration of local emergency (virginia.gov)