

**RESOLUTION TO AFFIRM THE VIRGINIA TECH BOARD OF VISITORS
POLICIES ON ELECTRONIC MEETINGS
AS STATED IN THE BOARD'S BYLAWS**

WHEREAS, legislation passed by the General Assembly and signed into law by Governor Youngkin in 2022, 2023, and 2024 expanded and clarified the circumstances under which boards of visitors may conduct meetings electronically, and all of these provisions were incorporated into the Virginia Tech Board of Visitors Bylaws, revised most recently on August 28, 2024; and

WHEREAS, the 2024 legislation instituted a requirement that the Board at least once annually adopt a policy by recorded vote for the conduct of all-virtual meetings and remote participation by individual Board members;

NOW, THEREFORE, BE IT RESOLVED that the Virginia Tech Board of Visitors affirms Article I, Sections 3a (Electronic "All -Virtual" Meetings) and 3b (Remote Participation by Individual Board Members) of the Board's Bylaws approved on August 28, 2024, and attached to this document; and

BE IT FURTHER RESOLVED that in accordance with the 2024 legislation, the Board at least once annually will continue to affirm or adopt a policy, applicable separately to the Board and its committees, for conducting all-virtual meetings and conditions under which individual Board members may participate remotely.

RECOMMENDATION:

That the Virginia Tech Board of Visitors affirms Article I, Sections 3a and 3b of the Board's Bylaws as adopted on August 28, 2024, regarding the conduct of all-virtual board and committee meetings and remote participation by individual Board members.

June 3, 2025

Section 3a. Electronic (“All-Virtual”) Meetings

In accordance with §2.2-3701 and §2.2-3708.3 of the *Code of Virginia*, the Board and any of its committees separately may conduct all-virtual public meetings in which all who participate do so remotely, provided that the electronic communication means by which members of the public may witness the meeting is disclosed in the public notice of the meeting. Members of the public must be provided electronic communication means through which to observe or listen to the meeting. Any interruption in the means of electronic communication for an all-virtual meeting shall result in a suspension of action at the meeting until repairs are made and public access is restored. The board or its committee may not convene an all-virtual meeting (a) 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 (b) consecutively with another all-virtual meeting.

When audio-visual technology is available during an all-virtual meeting, a Board member will be considered absent for purposes of quorum during any portion of the meeting in which visual communication with the Board member is voluntarily disconnected or otherwise fails or in which audio communication involuntarily fails.

During an all-virtual meeting, no more than two members of the Board may participate from the same remote location unless that remote location is open to the public for physical access.

An “all-virtual meeting” is a meeting conducted by electronic means during which all members who participate do so remotely rather than being assembled in one physical location and to which public access is provided through electronic communication means.

Section 3b. Remote Participation by Individual Board Members

In accordance with §2.2-3701 and §2.2-3708.3 of the *Code of Virginia*, an individual Board member may participate remotely in a Board or committee meeting by some electronic communication means if on or before the day of a meeting, the Board member notifies the Rector or respective committee chair and Board Secretary that the Board member is unable to attend the meeting due to:

(a) a Board member’s own disability or medical condition that prevents the member’s physical attendance. An individual member who has a disability as defined below and participates remotely counts towards the quorum as if physically present; or (b) the Board member’s need to care for a family member due to the family member’s medical condition or the Board member being a caregiver (as defined below) who must provide care for a person with a disability (as defined below) at the time the meeting is held. A board member who is a caregiver for a person with a disability and participates remotely counts towards the quorum as if physically present; or (c) the Board member’s principal residence being located more than 60 miles from the meeting location; or (d) a personal matter.

Any Board member who participates remotely for one of the reasons above retains voting rights. The Board member’s location need not be open to the public. The minutes must include the remote location of the Board member and the reason that the Board member was unable to attend; if the reason is a personal matter, the specific nature of the personal matter must be cited in the minutes. If a Board member’s request to participate remotely is disapproved, such disapproval shall be recorded in the minutes with specificity. A Board member may participate

remotely due to a personal matter in up to 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. These provisions regarding remote participation of individual board members apply to meetings of the full board and to each of its committees separately.

“Remote participation” is participation by an individual Board member via electronic means in a meeting where a quorum of the public body is otherwise physically assembled.

“Caregiver” means an adult who provides care for a person with a disability as defined in § 51.5-40.1 of the Code of Virginia. A caregiver shall be either related by blood, marriage, or adoption to or the legally appointed guardian of the person with a disability for whom he is caring.

"Person with a disability" means any person who has a physical or mental impairment that substantially limits one or more of his major life activities or who has a record of such impairment. Refer to § 51.5-40.1 of the Code of Virginia for a more detailed definition of physical and mental impairment.