

**RESOLUTION TO AMEND THE BYLAWS OF
THE VIRGINIA TECH BOARD OF VISITORS,
EFFECTIVE SEPTEMBER 1, 2022**

WHEREAS, legislation passed by the 2022 Virginia General Assembly and signed into law by Governor Youngkin expands and clarifies the circumstances under which boards of visitors may conduct meetings electronically; and

WHEREAS, a new provision in the legislation permits boards of visitors to hold all-virtual meetings in which all members participate remotely when there is not a declared state of emergency, provided that electronic access is made available to the public and certain conditions are met; and

WHEREAS, the legislation expands the circumstances in which an individual board member may participate remotely in a meeting to include the situation in which a board member's principal residence is more than 60 miles from the posted meeting location; and

WHEREAS, the legislation requires boards of visitors to adopt policies addressing electronic meetings before such meetings can be held by the full board or any of its committees;

NOW, THEREFORE, BE IT RESOLVED that Article I, Section 3a of the Bylaws of the Virginia Tech Board of Visitors be amended as follows, and

BE IT FURTHER RESOLVED, that in accordance with legislation, this amendment will become effective on September 1, 2022.

Section 3a. Electronic Meetings

In accordance with the Freedom of Information Act, ~~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 Board may employ electronic communication means to conduct meetings of the Board or any of its committees, but only if a quorum is physically present in one location and~~ the electronic communication means by which members of the public may witness the meeting is disclosed in the public notice of the meeting. ~~Any votes taken must be conducted by roll call vote and recorded by name in the minutes.~~ Members of the public must be provided ~~a substantially equivalent~~ electronic communication means through which to observe or listen to the meeting. Any interruption in the means of electronic communication 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 25~~

percent of the meetings held per calendar year rounded up to the next whole number, whichever is greater, or (b) consecutively with an all-virtual meeting.

Additionally, providing that a quorum is physically present in one location, an individual Board member may participate remotely in a Board or committee meeting by some electronic communication means ~~may be employed~~ if on or before the day of a meeting, ~~a~~ 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 or the Board member's need to care for a family member due to the family member's medical condition, (b) the Board member's principal residence being located more than 60 miles from the meeting location, or ~~(bc)~~ a personal matter. 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 due to a personal matter 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.

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.

"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. ~~At least one meeting must be held annually at which no members participate through electronic communication means.~~ (§2.2-3708.2 and .3, Code of Virginia, as amended)

RECOMMENDATION:

That the Bylaws of the Virginia Tech Board of Visitors be amended as proposed, effective September 1, 2022

June 7, 2022