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Board Procedures

I. Board Meetings

A. Regular Meetings

1. The Board of Trustees normally will meet seven to eight times throughout each year.
2. At the Board's annual organizational meeting, the Board will:
 - a. Elect its officers; and
 - b. Set the schedule for regular meetings during the upcoming fiscal year.
3. Annually, the Board will:
 - a. Receive a briefing from counsel regarding the Virginia Freedom of Information Act (VFOIA), State and Local Government Conflict of Interests Act, and any legislative changes that affect ERFC or the Board; and
 - b. Receive a briefing from counsel on the Virginia Public Records Act, Trustees' Fiduciary Duties, and Insurance Coverage.
4. One meeting each year will normally be set as a multi-day retreat for the purpose of long-range planning, in-depth study of matters that require more time than is normally available at regular meetings, and other special topics that the Board selects for consideration.
5. The date or time for any regular meeting may be changed by a majority vote of the Board of Trustees.

B. Special Meetings

1. Special meetings may be called when any matter for the Board's consideration requires action between regular meetings or requires more time than may be available in a regular meeting.
2. A special meeting may be scheduled by a vote of the Trustees in a Board meeting or, if a need arises between meetings, a special meeting may be called by the Chairperson or by any four Trustees by notice to all members of the Board.
3. The call to a special meeting shall specify the subject matter to be considered in the special meeting. Additional subjects may be considered at the meeting if all Trustees consent.

C. Public Notice and Access

1. Notice will be provided to the public in compliance with VFOIA, in

- advance of each meeting.
2. Members of the public will be permitted to attend Board meetings in compliance with VFOIA.

D. Board of Trustees' Policy for Participation in Meetings by Electronic Means in Situations Other than Declared States of Emergency and for All-Virtual Public Meetings

The Board of Trustees of ERFC adopts the following policy allowing for and governing the participation of Trustees in meetings by electronic communication means and for all-virtual public meetings. Virginia Code section 2.2-3708.3 allows for such participation and such all-virtual meetings and sets forth the requirements of such policy. This policy on participation in meetings by electronic means and for all-virtual meetings will be reviewed and voted on by the Board at least annually. The Board will apply the policy strictly and uniformly to the entire Board without regard for the identity of a Trustee requesting remote participation by electronic means or the matters that will be considered or voted on at the meeting.

A Trustee may participate in a meeting through electronic communication means from a remote location that is not open to the public as follows:

1. If the Trustee is unable to attend the meeting in person because of a personal matter, the Trustee may participate by electronic means if:
 - a. The Trustee notifies the Chairperson of ERFC on or before the day of the meeting that the Trustee cannot attend in person because of a personal matter;
 - b. The Trustee identifies with specificity the nature of the personal matter and the remote location from which the Trustee will participate;
 - c. The ERFC minutes for the meeting record the specific nature of the personal matter and the remote location from which the Trustee will participate;
 - d. A quorum of the Board is present in one place;
 - e. Arrangements are made for the voice of the Trustee participating by electronic means to be heard by all persons at the location where the quorum is assembled; and
 - f. The Trustee participates by electronic means in no more than two meetings per calendar year or 25% of the meetings per calendar year rounded up to the next whole number, whichever is greater.
2. If the Trustee is unable to attend the meeting in person due to (i) a temporary or permanent disability or other medical condition of the Trustee, (ii) a family member's medical condition that requires the Trustee to provide care for such family member, (iii) the Trustee being a caregiver, as that term is defined in VFOIA, at the time the

public meeting is being held for a person with a disability, or (iv) the Trustee's principal residence being more than 60 miles from the meeting location, the Trustee may participate by electronic means if:

- a.** The Trustee notifies the Chairperson of ERFC on or before the day of the meeting that the Trustee's physical attendance is prevented due to (i) a temporary or permanent disability or other medical condition of the Trustee, (ii) a family member's medical condition that requires the Trustee to provide care for such family member, (iii) the Trustee being a caregiver at the time the public meeting is being held for a person with a disability, or (iv) the Trustee's principal residence being more than 60 miles from the meeting location;
- b.** The ERFC minutes for the meeting record that the Trustee cannot attend due to one of the reasons set forth in subsection I.D.2.a. with the specific reason and the remote location from which the Trustee will participate recorded in the minutes;
- c.** A quorum of the Board is present in one place;
- d.** For purposes of determining whether a quorum is present in one place, a Trustee who is a person with a disability as defined in Virginia Code § 51.5-40.1 and participates by electronic communication means counts toward the quorum as if the Trustee was physically present;
- e.** For purposes of determining whether a quorum is present in one place, a Trustee who is a caregiver for a person with a disability and participates by electronic communication means counts toward the quorum as if the Trustee was physically present; and
- f.** Arrangements are made for the voice of the Trustee participating by electronic means to be heard by all persons at the location where the quorum is assembled.

- 3.** In the case of any request under paragraph 1 or 2, the Board will vote, as its first order of business after the call to order, whether to approve the Trustee's participation in that meeting through electronic communication means. If a Trustee's participation from a remote location is disapproved because such participation would violate this policy, such disapproval will be recorded in the minutes with specificity. Any Trustee whose remote participation is approved is not prohibited or restricted in any way from voting on matters before the Board.

A form for requesting participation by electronic means is attached to this policy, which may be used by any Trustee requesting such participation.

An all-virtual public meeting, during which all members of the Board who

participate may do so remotely, may be held as follows:

- 4.** The Board of Trustees may hold an all-virtual public meeting if all of the following conditions are met:
 - a.** The public notice, as described in subsection I.C.1 of these Procedures, states that the meeting will be an all-virtual public meeting along with a statement notifying the public that the method by which the Board chooses to meet (i.e., in-person or all-virtual) will not be changed unless the Board provides a new meeting notice;
 - b.** Public access to the all-virtual public meeting is provided via electronic communication means;
 - c.** The electronic communication means used allow the public to hear all Trustees participating in the all-virtual public meeting and, when audio-visual technology is available, to see the Trustees as well; when audio-visual technology is available, a Trustee will, for purposes of a quorum, be considered absent from any portion of the meeting during which visual communication with the Trustee is voluntarily disconnected or otherwise fails or during which audio communication involuntarily fails;
 - d.** A phone number or other live contact information is provided to alert the Board if the audio or video transmission of the all-virtual meeting provided by the Board fails for the public, the Board monitors such designated means of communication during the meeting, and if the transmission fails for the public, the Board takes a recess until public access is restored;
 - e.** A copy of the proposed agenda and all agenda packets and, unless exempt, all materials furnished to Trustees for a meeting is made available to the public in electronic format at the same time that such materials are provided to the Trustees;
 - f.** The public is afforded the opportunity to comment through electronic means, including by way of written comments, at those public meetings when public comment is customarily received;
 - g.** No more than two Trustees are together in any one remote location unless that remote location is open to the public to physically access it;
 - h.** If a closed session is held during an all-virtual public meeting, transmission of the meeting to the public resumes before the Board votes to certify the closed session;
 - i.** The Board does not convene an all-virtual public meeting (i) more than two times per calendar year or 50% of the meetings held per calendar year rounded up to the next whole number, whichever is greater, or (ii) consecutively with another all-

- virtual public meeting;
 - j. Any Trustee who is participating in an all-virtual meeting is not prohibited or restricted in any way from voting on matters before the Board; and
 - k. Minutes of all-virtual public meetings held by electronic communication means are taken 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.
5. The Board anticipates having seven to eight meetings per calendar year, which means that a Trustee may participate in meetings through electronic communication means for personal reasons up to two times per calendar year, and the Board may hold all-virtual meetings up to four times per calendar year. In no event may a Trustee participate in meetings through electronic communication means for personal reasons more times during a calendar year than as permitted under subsection I.D.1.f. or may the Board hold all-virtual meetings more times during a calendar year than as permitted under subsection I.D.4.i.

II. Committees

A. Investment Committee

1. The Investment Committee will be composed of the Treasurer, the Chairperson, the “individual Trustee,” and any other members of the Board who indicate that they would like to serve.
2. The Treasurer of the Board will serve as Chairperson of the Investment Committee.
3. The Investment Committee’s charge will be to advise the Board on investment matters that are not considered by the Board as a whole.
4. Meetings of the Investment Committee will be held as needed, and may be called by the Chairperson of the Investment Committee, or by any two members of the Investment Committee, by notice to all members of the Investment Committee.

B. Executive Committee

1. The Executive Committee will be composed of the Chairperson and Treasurer of the Board.
2. The Executive Committee will be responsible for approval of travel requests and travel reimbursement in accordance with FCPS Regulation 5311.

C. Other Committees

1. Other committees may be formed to inquire into specific issues and make recommendations to the Board.
2. The Chairperson of the Board will appoint the members who will serve on such committees.

D. Committee Procedures

1. Each committee will determine its own procedures.
2. In compliance with VFOIA, all committee meetings are open meetings, with advance notice to the public, and any Trustees may attend.
3. A Trustee may participate in a committee meeting through electronic communication means as described above.
4. A committee may decide to hold an all-virtual public meeting, and if the committee so decides, the all-virtual meeting will be subject to the terms of policy set forth above in Section I.D. describing all-virtual public meetings.

III. Officers of the Board

- A. Officers and Term of Office.** The Board's officers are the Chairperson, Vice Chairperson, and the Treasurer. Each officer will serve a one-year term that runs with the ERFC fiscal year, or the remainder of the fiscal year for which the officer is serving if the officer is elected at a time other than the annual organizational meeting. Notwithstanding the foregoing, to ensure that ERFC has officers in place, each officer will remain in office until the earlier of (i) the next election for officers and the start of the term for which officers were elected, or (ii) the Trustee's departure from the Board. Officers may serve consecutive terms.
- B. Election of Officers.** Ordinarily, the Board will elect its officers at the Board's annual organizational meeting; however, if an officer vacancy arises during the year, the Board will elect an officer for the vacant position as soon thereafter as practicable.
- C.** The duties of the Chairperson are:
1. To preside over meetings of the Board.
 2. To appoint members of committees formed under Section II.C.
 3. To set the agendas of each regular meeting, and any special meetings, as appropriate, in consultation with the Executive Director.
 4. To ensure the Board's full discharge of its fiduciary duty.
 5. To ensure adequate time for effective study and discussion of business.
 6. To act as a liaison between the Board and the Executive Director.
- D.** The duties of the Vice Chairperson are:

1. To fulfill the duties of the Chairperson in their absence.
2. To assist the Chairperson at regularly scheduled Board meetings and any special meetings, as needed.

E. The duties of the Treasurer are:

1. To oversee the preparation of regular financial reports for the Board's consideration.
2. To serve as Chairperson of the Investment Committee.

Board of Trustees Request for Participation in ERFC Meeting by Electronic Means

Pursuant to the Board of Trustees' Policy for Participation in Meetings by Electronic Means, I request approval to participate in the ERFC meeting specified below by electronic means.

Name: _____

Date of request: _____

Meeting date: _____

Reason for requesting participation by electronic means:

☐ Personal matter

Please identify with specificity the nature of the personal matter:

☐ Temporary or permanent disability or other medical condition

☐ Medical condition of a family member

☐ Because I am a caregiver, as defined in VFOIA, for a person with a disability

☐ Primary residence is more than 60 miles from the meeting location

Remote location from which you intend to participate by electronic means:
