

**VIRGINIA PORT AUTHORITY  
RESOLUTION 21-13**

**AUTHORIZING THE ADOPTION OF THE VIRGINIA PORT  
AUTHORITY BOARD OF COMMISSIONERS  
ELECTRONIC PARTICIPATION POLICY**

**WHEREAS**, the Virginia Port Authority (the “Authority”) acting by its Board of Commissioners has found and determined that it is in the best interest of the Authority to adopt Individual Commissioners Electronic Participation Policy designed to allow commissioners to participate in meetings of the board and committees by electronic means as permitted by Virginia Code Section 2.2-3708.2; and

**WHEREAS**, the Board of Commissioners has been presented at its meeting the proposed Individual Commissioners Electronic Participation Policy for consideration and approval.

**NOW, THEREFORE, BE IT RESOLVED** by the Board of Commissioners of the Virginia Port Authority, as follows:

Section 1. Approval of Individual Commissioners Electronic Participation Policy. The Individual Commissioners Electronic Participation Policy (the “Policy”) presented to the Board is hereby approved in the form presented at this meeting.

Section 2. Ratification; Further Action. The actions previously taken by the commissioners, officers, and staff of the Authority in furtherance of this Resolution are hereby ratified and confirmed. The commissioners, officers, and staff of the Authority, any of whom may act, are hereby authorized to take such actions, and deliver such additional documents and certificates, as they may, in their discretion, deem necessary or proper in connection with the adoption of this Policy.

Section 3. Effective Date. This Resolution shall take effect immediately upon its adoption.

**PASSED AND ADOPTED** this 16<sup>th</sup> day of November, 2021.

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John G. Milliken  
Chairman

Attest:

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Ryenne A. Shields, Secretary

## Individual VPA Commissioners Electronic Participation Policy

### Policy:

It is the policy of the Virginia Port Authority (“VPA”) Board of Commissioners that individual commissioners may participate in meetings of the Board, the Executive Committee, or other committees of the Board by electronic means as permitted by Virginia Code § 2.2-3708.2. This policy shall apply to the entire membership of the VPA Board of Commissioners and without regard to the identity of the commissioner requesting remote participation or the matters that will be considered or voted on at the meeting.

### Policy Application:

Individual participation from a remote location shall be allowed when the commissioner is unable to attend in person due to one of the following:

- (i) a temporary or permanent disability or other medical condition that prevents the commissioner’s physical attendance;
- (ii) a family member’s medical condition that requires the commissioner to provide care for such family member, thereby preventing the commissioner’s physical attendance; or
- (iii) a personal matter, and the member identifies with specificity the nature of the personal matter (see limitation on frequency below).

Remote participation is deemed approved by the chair unless such participation would violate this policy or the provisions of the Virginia Freedom of Information Act. If a member's participation from a remote location is challenged, then the Board or the committee that is meeting shall vote whether to allow such participation. If the Board or committee votes to disapprove of the member's participation because such participation would violate this policy, such disapproval shall be recorded in the minutes with specificity.

Whenever an individual member wishes to participate from a remote location, the law requires a quorum of the Board or committee to be physically assembled at the primary or central meeting location, and there must be arrangements for the voice of the remote participant to be heard by all persons at the primary or central meeting location.

Remote participation due to a personal matter is limited by law each calendar year to two meetings or 25% of the meetings held per calendar year rounded up to the next whole number, whichever is greater.

**Recordation:**

The remote location from which the member participates must be recorded in the meeting minutes.

When remote participation is due to a disability or medical condition, the meeting minutes shall include the fact that the member participated through electronic communication means due to (i) a temporary or permanent disability or other medical condition that prevented the member's physical attendance or (ii) a family member's medical condition that required the member to provide care for such family member, thereby preventing the member's physical attendance.

When remote participation is due to a personal matter, the meeting minutes shall include the specific nature of the personal matter.