



Approved: 10/23/2003
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Board Procedures

I. Board Meetings

A. Regular Meetings

1. The Board of Trustees normally will meet each month except August.
2. The meeting in July will be the Board's organizational meeting, at which the Board will
 - a. Elect its officers;
 - b. Set the schedule for regular meetings during the upcoming fiscal year;
 - c. Receive the annual briefing from counsel regarding the Virginia Freedom of Information Act (VFOIA), Conflict of Interest Act and any legislative changes that affect ERFC or the Board; and
 - d. Receive the annual briefing from counsel on the Virginia Public Records Act, Trustees' Fiduciary Duties and Insurance Coverage.
3. 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.
4. 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 Board members 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

The Board of Trustees of ERFC adopts the following policy allowing for and governing the participation of Trustees in meetings by electronic communication means. Virginia Code section 2.2-3708.2 allows for such participation and sets forth the requirements of such policy. The Board shall 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 because of a personal matter, the Trustee may participate by electronic means if:
 - a. The Trustee notifies the chair of ERFC on or before the day of the meeting that the Trustee cannot attend 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;
 - f. The Trustee participates by electronic means in no more than two meetings per calendar year; and
 - g. If the Trustee's participation by electronic means is disapproved, such disapproval is recorded in the meeting minutes.
2. If the Trustee is unable to attend the meeting because of a temporary or permanent disability or other medical condition, the Trustee may participate by electronic means if:

- a. The Trustee notifies the chair of ERFC on or before the day of the meeting that the Trustee cannot attend because of a temporary or permanent disability or other medical condition;
 - b. The ERFC minutes for the meeting record that the Trustee cannot attend because of a temporary or permanent disability or other medical condition that prevents the Trustee's physical attendance and the remote location from which the Trustee will participate;
 - c. A quorum of the Board is present in one place; and
 - d. 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.

A form for requesting participation by electronic means is attached to this policy.

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 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 Committee will be held as needed, and may be called by the Chairperson, or by any two members of the Committee, by notice to all members of the Committee.

B. Executive Committee

1. The Executive Committee shall be composed of the Chairperson and Treasurer of the Board.
2. The Executive Committee shall 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.

III Officers of the Board

A. 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 if the officer is elected at a time other than the July organizational meeting. Officers may serve consecutive terms.

B. The duties of the Chairperson are:

1. To preside over meetings of the Board.
2. To appoint members of committees formed under II-C.
3. To set the agendas of each regular meeting 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.

C. The duties of the Vice Chairperson are:

1. To fulfill the duties of the chairperson in his or her absence.
2. To assist the chairperson at regularly scheduled Board meetings.

D. 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

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