

**THE CITY OF ALEXANDRIA
COMMON INTEREST COMMUNITIES
EDUCATION SERIES**



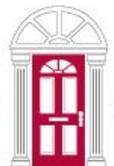
BOARD MEETINGS

January 28, 2023

PRESENTED BY

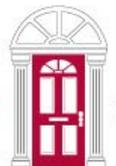
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Program Overview

- Meetings – Generally
- The Law
- Effective Meetings
- Virtual Meetings
- Executive Session



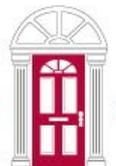
Meeting Types

- Association
- Board
- Organizational
- Committee
- Regular
- Special

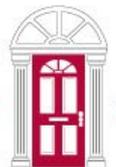


Distinguish Board & Association Meetings

- Required by
 - Condominium Act
 - Property Owners' Association Act
 - Non-Stock Corporation Act
 - Governing documents or condominium instruments
- Association Meetings - at least once annually
- Board Meetings - more frequently
- Association Meetings - All members
- Board Meetings - Open to all members

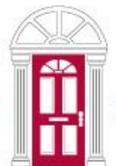


Meetings – The Law



Source of Authority

- Condominium Act - **§ 55.1-1949**
- Property Owners' Association Act – **§ 55.1-1816**
- Nonstock Corporation Act
- Governing Documents / Condominium Instruments
 - Articles of Incorporation
 - Bylaws



Board Meetings - Defined

The formal gathering of the board of directors where the business of the association is discussed or transacted.



The General Rule

All meetings of the Board
and Committees shall be open
to **all** members of record.

Property Owners' Association Act, § 55.1-1816.A

Condominium Act, § 55.1-1949.B

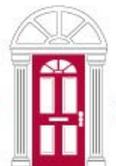


Work Sessions

The board of directors shall not use ***work sessions*** or other informal gatherings of the board of directors to circumvent open meeting requirements.

Property Owners' Association Act, § 55.1-1816.A

Condominium Act, § 55.1-1949.B



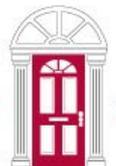
Board & Committee Meetings

- Formal gathering of the Board or Committee where Association business is discussed or transacted.
- All Board and Committee meetings **must** be open to all owners (members) of record.
- Cannot use work sessions or other informal gatherings to circumvent open meeting requirements.



Roberts Rules of Order

- Meetings conducted according to **Roberts Rules of Order**
- Motion, Second, Discussion, Vote
- Aye, Nay, Abstain
- Consistent process and procedures



Effective Meetings



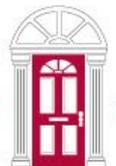
Effective Meetings

- Preparation
- Agenda
 - Organized
 - Complete Supporting Documentation
 - Consider ***Consent Agenda***
- Notice
- Venue – In Person or Virtual



Agenda

- Set by President
 - In consultation with Management
 - In consultation with Board members
- Available for Review by Owners
 - Unless agenda item concerns a matter to be considered in executive session
 - When available to Board members
- Open forum

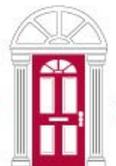


Notice

- To Board Members
- To Association Members
 - Published - Reasonably calculated to be available to a majority of the owners.
 - Written request, at least once annually
 - Name, address and zip code and e-mail
- Date, Time and Place

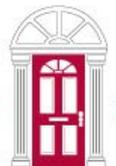
Property Owners' Association Act, § 55.1-1816.B

Condominium Act, §55.1-1949.C



Special Meetings - Notice

- To Board Members
 - As Documents Require
- To Association Members
 - When Given to Board Members
 - ***Reasonable*** Under Circumstances



Quorum

Majority of Board members must be present – in person or by permissible electronic or telephonic means.

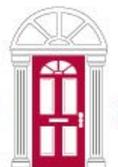


Open Forum

- ***Required***
- Subject to reasonable rules
- Designated time period (or more)
- Comments on ANY matter affecting association
- Limited agenda topics - limited comments

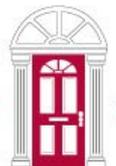
Property Owners' Association Act, § 55.1-1816.D

Condominium Act, § 55.1-1949.5(D)



Meeting Conduct

- Start and end on time – *2 hours*
- Engage Board Members
- Focus discussion on agenda topics
- Roberts Rules of Order – ***Modified***
- Maintain order
- Exude good humor and grace
- Explain proceedings



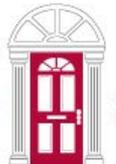
Voting

- No Secret Ballot (except Officer elections)
- Board Members only
- In Open Session
- **NOT** By Proxy



Use of Email

- Not a substitute for meeting.
- Should not constitute Board action.
- Use to transmit information – *only*.
- Avoid discussion.
- May be subject to inspection by members and in litigation.
- Assume that email will be made public.



Unanimous Written Consent

- Authorized in documents
- Authorized in Nonstock Corporation Act - § 13.1-865
- All Board members must sign
- Maintained with Meeting Minutes
- Ratification



Meeting Minutes

- Record of Action Taken
- Brief
- Consistent Format
- Timely prepare & approved
- Content – Date, Time, Place, Attendance
- Signed by Secretary



Meeting Minute Tips

- Follow Agenda.
- Listen carefully.
- Pause to make sure motion is clear.
- Repeat motion.
- Transcribe as soon as practicable.



Decision Making

- Seek clarification – if needed.
- Obtain guidance.
- Full discussion – invite input from community (during Open Forum), Board Members, Management, Experts.
- Work to achieve consensus.
- Mindful of best interests of the Association
- Focus on Goals.



Virtual Meetings



Statutory Authority

Effective July 1, 2021

- Meetings (Association, Board, Committee) may be held entirely by electronic means (telephone, video, etc.) subject to adopted guidelines.
- Two Board members ***no longer required*** to be present in person for Board meetings.

Property Owners' Association Act, § 55.1-1832.F

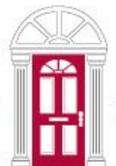
Condominium Act, § 55.1-1935.F



Virtual Meetings - Guidelines

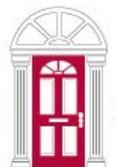
Must ensure that:

- Persons accessing the meeting are authorized to do so; and
- Persons entitled to participate have an opportunity to do so



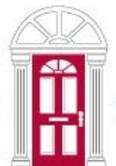
Recording

- Unit owner may record open portion of meeting.
 - Audio Taping - **Yes**
 - Video Taping – **Yes**
- Board may adopt rules.
 - Placement and use of equipment.
 - Require owner to provide note of recording.



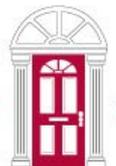
Virtual Meeting Tips

- Establish and communicate ground rules.
- Position camera properly – at eye level.
- Prepare materials in advance.
- Review meeting settings.



Virtual Meeting Etiquette

- Ensure background is clean and work-appropriate.
- Look into camera when talking instead of looking at yourself.
- Be aware of audio and video settings.
- Eliminate distractions and avoid multitasking.
- Be mindful of background noise; mute when appropriate.
- Do not eat.



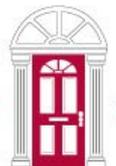
Executive Session

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Executive Session

- Information obtained in executive session is **confidential**.
- May only be discussed with Board members, management, staff and Association legal counsel.
- Committees may also convene in executive session.



Purpose

- Consider personnel matters.
- Consult with legal counsel.
- Discuss and consider contracts.
- Discuss and consider probable or pending litigation.
- Discuss and consider matters involving violations of the declaration or rules and regulations.
- Discuss and consider the personal liability of unit owners to the association.



Executive Session

- Proper Motion
- Limited Purposes
 - Stated in Motion
 - Only those purposes may be discussed
- Affirmative vote in Open Session
- Motion and Purpose in Minutes
- No Action – No minutes – **Must** Reconvene in Open Session to take action



Discussion



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