

Policy and Procedure 1-3

Conduct of Board of Forestry Meetings

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Codes/Mandates: Code of Virginia [§2.2-2100](#) Classification of executive branch boards, commissions and councils
Code of Virginia [§2.2-3100](#) State and Local Government Conflict of Interests Act
Code of Virginia [§2.2-3700](#) Virginia Freedom of Information Act
Code of Virginia [§2.2-3708.2](#) Meetings held through electronic communication means
Code of Virginia [§2.2-3711](#) Closed meeting authorized for certain limited purposes
Code of Virginia [§10.1-1102](#) Board of Forestry
Code of Virginia [§10.1-1103](#) Powers of the Board
Code of Virginia [§10.1-1170](#) Administration of Article
Code of Virginia [§10.1-2008](#) Quorum of Board

References: N/A

Forms: N/A

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PURPOSE

To establish guidelines for the conduct of business of the Board of Forestry.

POLICY

The Virginia Department of Forestry shall ensure that meetings of the Board of Forestry comply with the provisions of the Code of Virginia [§2.3-3700](#) Virginia Freedom of Information Act, Code of Virginia [§2.3-3100](#) State and Local Government Conflict of Interests Act, Code of Virginia [§10.1-1102](#) Board of Forestry and Code of Virginia [§10.1-1103](#) Powers of the Board.

DEFINITIONS

“**Agency**” and “**VDOF**” means the Virginia Department of Forestry.

“**Board**” means the Board of Forestry.

“**Closed meeting**” means a meeting of the Board of Forestry from which the public is excluded.

“**Commonwealth**” means the Commonwealth of Virginia.

“**Electronic communication**” means any audio or combined audio and visual communication equipment.

“**Quorum**” means the simple majority of the members of the Board then serving shall constitute a quorum.

PROCEDURES

General Provisions of the Board of Forestry

Establishment, Composition and General Conditions

- ◆ The Board of Forestry is established pursuant to Code of Virginia [§10.1-1102](#).
- ◆ The Board is composed of 13 members appointed by the Governor. At least two members shall be representatives of the pine pulpwood industry; two members shall be representatives of the pine lumber industry; two members shall be representatives of the hardwood lumber industry; one member shall be a representative of the timber harvesting industry; and two members shall be small forest landowners. The state forester serves as executive officer of the Board.
- ◆ Appointments to be Board are for four-year terms. The terms are staggered to allow for continuity. No member of the Board, except the executive officer, is eligible to serve more than two successive terms; however, Board members subsequently appointed to fill vacancies may serve two additional successive terms after the terms of the vacancies they were appointed to fill have expired. The Governor fills all vacancies in the Board for the unexpired term.
- ◆ The Board shall meet at least three times per fiscal year, at least one of the regular meetings will be held at the Department of Forestry’s Headquarters Office in Charlottesville. Special meetings may be held at any time upon the call of the executive officer of the Board or a majority of the members of the Board.
- ◆ Members of the Board shall be reimbursed for all reasonable and necessary expenses incurred as a result of their membership on the Board.

Powers of the Board (Code of Virginia [§10.1-1103](#))

- ◆ The Board shall be charged with matters relating to the management of forest resources in the Commonwealth.
- ◆ The Board is established as an advisory board as provided in Code of Virginia [§2.2-2100](#). As such, its purpose is to provide advice and comment to the state forester and the Department of Forestry on matters related to the state of forest resources within the Commonwealth and the management of those resources.
- ◆ The Board serves as a formal liaison between the agency and the public to ensure that the agency understands public concerns and that the activities of the agency are communicated to the public. The Board does not serve a regulatory or rule-making purpose. The Board may participate in the development of public policy by providing comment and advice.

- ◆ The Board shall encourage persons, agencies, organizations and industries to implement development programs for forest resource management and counsel them in such development. In addition, the Board shall recommend plans for improving the state system of forest protection, management and replacement, and shall prepare an annual report on the progress and conditions of state forest work.
 - Executive officer prepares the State of the Forest annual report.
- ◆ The Board shall formulate recommendations to the state forester concerning regulations and other matters applicable to the reforestation of timberlands, including types of equipment to be purchased, rental rates for equipment and reforestation practices.

Officers of the Board

- ◆ The officers of the Board shall be:
 - Chairperson: The chairperson will be elected by a majority vote of members of the Board and may serve no more than two consecutive years in this position.
 - Vice-chairperson: The vice-chairperson will be elected by a majority vote of members of the Board and may serve no more than two consecutive years in this position.
 - Executive officer: The state forester shall be the executive officer and a non-voting permanent member of the Board.
 - Secretary: The secretary will be a non-voting member of the Board assigned by the state forester from staff in the Department of Forestry.

Nomination of Officers

- ◆ The chairperson shall appoint two board members to serve on a nominating committee at the last regular meeting of the Board in each calendar year for the purpose of identifying willing candidates and provide their names to the secretary by February 15th to add to the agenda for consideration at the first regular Board meeting of the year.
- ◆ The Board will vote for chairperson and vice-chairperson during the first regular meeting of the year and the new officers will commence their term at the conclusion of that meeting.

Public Meetings

What Constitutes a Meeting of the Board

- ◆ A quorum of at least seven Board members (of thirteen serving members) must be present to conduct a meeting and take action. In absence of a quorum, and provided that the chairman or vice-chairman and at least two other members of the Board are present, a meeting may proceed to receive information, but not take any action upon, items listed on the meeting agenda distributed in advance to the full membership.
- ◆ All meetings of the Board, except as specifically provided by this policy and procedure, shall be public meetings, including meetings of committees and work sessions, even if no votes are cast or no decisions are made.
- ◆ A meeting occurs when members of the Board sit physically as an entity, regardless of location, or gathers through electronic communication. A meeting is also an informal assemblage of three or more Board members, wherever held, with or without minutes being taken, whether or not votes are cast, and at which the members discuss public business of the Board.
- ◆ An email exchange between three or more Board members that occurs within a short period of time to be considered a simultaneous assemblage of the Board is considered a meeting of the Board.
- ◆ The gathering or attendance of two or more members of the Board at any place or function where no part of the purpose of such gathering or attendance is the discussion or transaction of public business is not considered a meeting of the Board.

Notice of Meetings

- ◆ The secretary shall provide notice including the date, time and location of each meeting of the Board. The notice shall be posted on the [Commonwealth Calendar](#) at least three working days prior to the meeting.
- ◆ Any meeting of more than two voting Board members must be posted to the [Commonwealth Calendar](#).

Conduct of Meetings and Meeting Minutes

- ◆ The meetings and dates will be determined by the Board as far in advance as practical for the benefit of the members and the Commonwealth's notification process. Proposed timeframe of meetings for each year will be:
 - First meeting of the year in March at VDOF Headquarters Office to recommend Reforestation of Timberland rates and elect officers.
 - Fall discussion meeting to focus on a selected topic(s), which may be held at a location related to the topic being discussed.
 - And at least one of the following meetings, preferably in conjunction with an association annual meeting or Expo Richmond:
 - Spring meeting in May or June.
 - Summer meeting in August or September
 - Additional meeting, if desired:
 - Winter legislation meeting held in December or January to discuss proposed legislation or budget items, which may be held in conjunction with Agribusiness Council banquet.
- ◆ The chairperson will conduct the business of the Board meetings. In the absence of the chairperson, the vice-chairperson will assume those duties. The chairperson will serve as the point of contact and liaison between the Board and the state forester.
- ◆ All meetings of the Board will be conducted according to the current version of Roberts Rules of Order, ensuring any member an opportunity to be heard, with the majority present and voting having the final rule on a matter.
- ◆ At least one copy of all agenda packets and, unless exempt, all materials furnished to the members of the Board shall be made available for public inspection at or about the same time the documents are furnished to the members of the Board.
- ◆ No vote shall be taken by secret or written ballot in an open meeting.
- ◆ The secretary shall record minutes of all open meetings. The minutes shall be in writing and shall include (i) the date, time and location of the meeting; (ii) the members of the Board recorded as present and absent; and (iii) a summary of the discussion on matters proposed, deliberated or decided, and a record of any votes taken.

Meetings by Electronic Communication Means

- ◆ The Board may allow Board members who are unable to physically attend a meeting of the Board to participate through electronic communication means if such member is unable to attend the meeting due to a temporary or permanent disability, or other medical condition that prevents such member's attendance, or such member is unable to attend the meeting due to a personal matter and identifies with specificity the nature of the personal matter. Participation by a member pursuant to this section is limited to two meetings each calendar year. Such member must notify the chairperson accordingly on or before the day of the meeting and be granted specific approval to participate in the meeting through electronic communication means.
- ◆ If the member's request to participate in the meeting through electronic communication means is approved, the minutes shall reflect the remote location from which the member participated; however, the remote location need not be open to the public. The minutes shall also reflect that the member participated through electronic communication means due to a temporary or permanent disability or other medical condition that prevented the member's physical attendance, or the specific nature of the personal matter cited by the member. If a member's participation from a remote location is disapproved, such disapproval shall be recorded in the minutes.
- ◆ No executive or closed meeting shall be conducted through electronic communication means.

Closed Meetings

What Constitutes a Closed Meeting

- ◆ Code of Virginia [§2.2-3711](#) establishes the specific circumstances under which the Board may hold a closed meeting.
- ◆ Except as specifically authorized by law, in no event will the Board act on matters discussed in any closed meeting, except at a public meeting for which notice was given.
- ◆ To convene a closed meeting, the Board shall, in open meeting, take an affirmative recorded vote approving a motion that (i) identifies the subject matter; (ii) states the purpose of the meeting; and (iii) makes specific reference to the appropriate exemption in subsection A of Va. Code § 2.2-3711. The secretary shall ensure that matters contained in such motion are set forth in detail in the minutes of the open meeting. A general reference to authorized exemptions from open meeting requirements shall not be sufficient to satisfy the requirements for a closed meeting.
- ◆ The Board shall restrict its consideration of matters during the closed meeting to those purposes identified in the motion made in the open meeting.
- ◆ Persons who are not members of the Board may attend a closed meeting if their presence will reasonably aid the Board in its consideration of the topic which is the subject of the closed meeting.
- ◆ Minutes of the closed meeting may be taken but shall not be subject to mandatory public disclosure.
- ◆ Upon conclusion of deliberations in a closed meeting, a motion shall be made to end the closed meeting and return to open session. Immediately thereafter, the secretary shall take a roll call to be included in the minutes certifying to the best of each member's knowledge that (i) only public business matters lawfully exempted from open meeting requirements and (ii) only such public business matters as were identified in the motion by which the closed meeting was convened, were heard, discussed, or considered in the closed meeting. Any member who believes that there was a departure from requirements (i) and (ii) above, shall so state prior to the vote, indicating the substance of the departure that, in his/her judgment, has taken place. The statement shall be recorded in the minutes.
- ◆ The Board shall then take a vote on any resolution or decision on which it agreed in the closed meeting. No resolution or decision agreed in the closed meeting shall become effective unless the Board, following the closed meeting, reconvenes in open meeting and takes a vote on such resolution or decision that shall have its substance reasonably identified in the open meeting.

Conflict of Interest

- ◆ All members of the Board shall be required to file conflict of interest financial disclosures as required by the Code of Virginia [§2.2-3114](#).
- ◆ Prior to assuming office, each Board member must file their financial disclosure form. Thereafter, they must file annually on or before February 1, no sooner than January 1. If the deadline falls on a weekend or holiday, the deadline is moved to the next business day.
- ◆ Disclosures are required to be submitted electronically using the Virginia Conflict of Interest and Ethics Council's online filing system.
- ◆ The secretary will grant access to the online filing system to the Board.
- ◆ Members of the Board are required to complete an online [Conflict of Interest Act Training](#) within 60 days of assuming office and thereafter once every two years.
 - Training is located on the [Virginia Conflict of Interest and Ethics Advisory Council](#) website – [State Officers and Employees Training Module](#)

- ◆ Members of the Board shall comply with all applicable provisions of the Code of Virginia [§2.2-3100](#) State and Local Government Conflict of Interests Act. A copy of the Act shall be provided to the members upon appointment to the Board and subsequently if the Act is amended.

Antitrust Statement

- ◆ The Virginia Board of Forestry consists of leaders of many sectors of the Virginia forest products industry, including individuals who themselves, or the companies they represent, are economic competitors. Given this fact, care must be taken to ensure meetings of the Board and discussions among Board members do not violate any provisions of applicable antitrust laws. It is the policy of the Virginia Board of Forestry that it and its members shall fully comply with all legal requirements of antitrust law, and ensure compliance with the terms of the Virginia Board of Forestry Antitrust Policy.
- ◆ Each Board member shall execute an acknowledgment of this Antitrust Policy on an annual basis, and the acknowledgments shall be maintained in the records of the Department of Forestry as required by Virginia law.
- ◆ It shall be the responsibility of the members of the Board to ensure that this policy is adhered to in the course of activities conducted by the Board. Antitrust compliance is the responsibility of each and every member of the Board.

Agenda

- ◆ The following standardized agenda shall be used to conduct Board meetings:
 - Convene meeting
 - Call to order
 - Roll call
 - Adoption of the agenda
 - Recognition of guests and visitors
 - Hearing of citizens
 - Approval of minutes
 - State forester's report
 - Action items
 - Informational items
 - Committee and liaison reports
 - Schedule of next meeting
 - Call for executive session
 - Adjournment

Committees

- ◆ Board committees shall be constituted as necessary and, generally, focus on:
 - Forest Stewardship Planning
 - Outreach and Education
 - Landowner Assistance
 - Policy and Legislative Affairs
 - Management of the Forest Resource
 - Watersheds and Water Quality
 - Partnerships with Forest Stakeholders
- ◆ The Board chairperson shall, as necessary, constitute and develop statements of purpose for the committees, appoint members to serve on such committees and shall select the committee chairperson. These committees shall function for the specific purpose and duration as specified by the Board chairperson. Committee meetings are subject to the same open meeting rules and regulations which govern the Board meetings.

Liaison Assignments

- ◆ In addition to Committees, Board members may be designated by the chairperson to serve as the liaison between the Board and selected organizations which may have an impact on the Commonwealth's forest resources. Further, the Board members are encouraged to participate in organizations that impact the Commonwealth's forest resources, to utilize their current contacts in the forest community and to report to the Board at regular meetings pertinent information concerning these organizations.

Attendance

- ◆ Any member of the Board who fails to attend a majority of the Board meetings during a calendar year and whose absences are not the result of personal illness or other reasons acceptable to the Board, shall result in the chairperson recommending to the Governor that the member be replaced. Such a recommendation to the Governor requires the support of a majority of the Board.

Official Records

- ◆ Official minutes shall be taken by the secretary of the Board. These minutes will be posted as required and distributed to Board members promptly after the meeting. The agency will be the repository of the official Board records.

AUTHORITY

This policy and procedure is issued by the Virginia state forester.

INTERPRETATION

The secretary of the Board of Forestry, deputy state forester and state forester are responsible for the interpretation of this policy and procedure.

APPROVAL

I certify that this policy and procedure is approved and ready for publication.

Mary Weaver

Board of Forestry Secretary Name (Print)

Board of Forestry Secretary Signature

Ed Zimmer

Deputy State Forester Name (Print)

Deputy State Forester Signature