



# COMMITTEE MEETINGS

Guidance related to the Virginia Freedom of Information Act  
Code of Virginia §§ 2.2-3700 through 2.2-3715

## 1. Public Body Requirements

Any entity created by a public body (through a vote, resolution, charter, etc.) is itself considered a **public body** under FOIA – regardless of whether it is formal or informal. That means all the rules for FOIA (including the rules for in-person and remote meetings) apply equally as they would for a meeting of the Town Council or Planning Commission.

## 2. What Constitutes a Meeting

A “meeting” under Virginia FOIA is any gathering—whether in person or by electronic means - where public business is discussed or transacted, and that includes either: (1) a simple majority/quorum of the public body or (2) three or more members of the body, whichever number is fewer.

Currently, all town committees and subcommittees have fewer than six members, so any gathering of a simple majority of committee members constitutes a “meeting” under FOIA.

For the Town Council, Planning Commission, or any future committee with six or more members, a gathering of three or more members discussing public business qualifies as a public meeting, even if a quorum is not present.

- A public meeting under Virginia FOIA triggers the legal requirements, including but not limited to:
  - A public notice/agenda is posted at least three working days in advance;
  - The meeting is open to the public;
  - Any materials distributed to members are made available to the public at the same time;
  - And, it’s documented with written minutes.
- Informal or ad hoc discussions that do not involve a quorum of members do not qualify as public meetings. Likewise, social gatherings attended by a quorum are not considered public meetings (as long as no public business is discussed).

### 3. How to Submit an Agenda

The agenda serves as the official meeting notice, and it needs to be posted in three locations (the office door, the website, and the post office).

To allow enough time for this, you must:

- Send the Clerk your meeting agenda **at least four business days** in advance of any scheduled meeting;
- And, for legal clarity, include:
  - **the name of the public body/committee** and note if it's a subcommittee of another entity - like the Planning Commission.
  - Include the **date, time and location** of the meeting
  - Clearly list **each topic** to be discussed and identify who prepared or is presenting each item.

### 4. Electronic Participation in Meetings

Both the Town Council and the Planning Commission **must adopt a remote participation policy** at least **once per year** by recorded vote if its members are to participate remotely in non-emergency meetings of either the TC, PC or their subcommittees (§ 2.2-3708.3). Without this annual policy in effect, remote participation is not permitted.

- **The policy must:**
  - Be in effect in advance of any remote participation.
  - Apply equally to all members, regardless of identity or agenda matters.
  - Describe circumstances governing remote participation (e.g., medical reasons, personal matters, etc.) and set annual limits (e.g., no more than two 'personal matter' participations per year...).
- **All-virtual meetings are not allowed for the TC/PC/BZA, except during a declared emergency.** Town Councils, Planning Commissions, and Boards of Zoning Appeals must always meet in-person with at least a quorum physically present unless there's a declared emergency under § 2.2-3708.2. Electronic communications, including email threads, text messages, or chat apps, cannot be used to replace in-person meetings of the public body. If they resemble a real-time or serial discussion of public business, between a quorum of members, that would constitute a prohibited virtual meeting.
  - Under Virginia law, subcommittees are allowed to hold all-virtual meetings outside of declared emergencies, but only under [strict conditions](#). For this reason, the Town Office strongly discourages the use of all-virtual meetings except in exceptional cases. Any such meeting must be coordinated with and conducted under the supervision of the Town Clerk.

- **Individual subcommittee members may participate remotely**, but only if:
  1. The **subcommittee (or parent body)** has adopted the required **written annual policy** governing remote participation;
  2. The member notifies Town Staff and the presiding officer (Mayor or Chair) **in advance of the meeting** and during Town Office hours (M-F, from 9 a.m. to 1 p.m.);
  3. The cited reason (and frequency of its use) qualifies within the limitations of -
    - Temporary/permanent disability (no limits);
    - Caring for a family member (no limits);
    - A personal matter (limited to only 2 meetings a year or 25% of total meetings in one year – whichever number is higher).
  4. A **quorum** is physically present at the primary meeting location;
  5. The **minutes** document:
    - How the member joined (e.g. Zoom, phone),
    - A general description of their remote location,
    - The **specific reason** for the remote participation.

*Note on Item 2: Virginia law allows remote participation for members whose principal residence is more than 60 miles from the meeting location. However, to serve on the Irvington Town Council or Planning Commission, a member must reside in Irvington—and since the town is far smaller than 60 miles across, this exemption would not apply to any eligible member.*

## 5. Sharing Meeting Materials

FOIA requires that any documents or materials distributed to committee members must be made available to the public at the same time as they are made available to the committee.  
To help with compliance:

- **Please send your meeting materials to the Clerk before distribution**, and the Clerk will post them on the town website.

## 6. Meeting Minutes:

- After each meeting, please send the Clerk minutes to archive and share with the public.
- Meeting minutes should include:
  - **Date, time, and location** of the meeting.
  - **the name of the public body** (and, again, note if it's a subcommittee of another entity, like the Planning Commission),
  - **the members present and absent**.
  - A **summary of the discussion on each agenda item**, including motions made and topics discussed.
  - A **record of any votes taken**, including:
    - How the members voted (yes, no, abstain, absent),

- Who made and seconded each motion,
- The result of each vote (pass/fail).
- If a vote is taken at a meeting where a member is participating remotely, it's required that the minutes include these details related to the remote participant(s):
  - A **general description of the remote location** (e.g., "secondary home in Richmond, Va"),
  - The **specific reason** for remote participation (e.g., temporary medical condition),
  - The method used (e.g., phone, Zoom).

## 7. Closed Sessions

Committees and subcommittees may enter into closed sessions, provided they follow the same FOIA rules that apply to their parent bodies. However, any member of a parent body has the right to attend and observe a committee or subcommittee's closed session, even if they are not a member of that group.

A committee **can only go into a closed session** for reasons **explicitly listed in the Virginia Code**. Common allowable purposes include:

- **Personnel matters** – discussion about hiring, disciplining, or performance.
- **Legal consultations** – actual or probable litigation and legal advice from counsel.
- **Real property acquisition/disposition** – when public discussion would harm negotiating position.
- **Public contracts** – discussion of contract awards or terms before the award is made public.
- A full list is in § 2.2-3711(A).

Further requirements are:

- 1) A **public motion is required** to enter into a closed session (the Clerk can provide sample language).
- 2) Discussion must be **limited to the stated purpose**.
- 3) A **certification vote is required** upon return to open session (the Clerk can provide sample language for this also).

What closed sessions **cannot** be used for:

- Hiding controversial or inconvenient discussions
- Voting on public matters (votes must happen in open session)
- General discussions of policy or public business

## 8. Subcommittee Authority

Subcommittees of entities (such as the Planning Commission) are ‘advisory only’ unless the parent body expressly delegates specific authority to them, consistent with powers that may legally be delegated by the parent body. Subcommittees may not make final decisions or represent the official position of the Planning Commission or the Town Council.

Subcommittees *Can*:

- Conduct research
- Hold public meetings
- Discuss planning issues
- Draft proposals or reports
- Make recommendations to the parent body

Subcommittees *Cannot*:

- Approve or deny permits or plans
- Adopt ordinances or official policies
- Speak as the final voice of their parent body
- Take final action on behalf of the town