Good Governance for Virginia Community Associations

Saturday, February 8, 2020

Presented by
David S. Mercer
Lucia Anna Trigiani

In cooperation with
Alexandria Office of Housing
Arlington County – Community Planning, Housing & Development – Housing Division
Governance

An amalgamation of policies, systems, and structures along with a strategic, operational framework that aligns organizational leadership to take actions, so that they can make effective decisions with accountability.

- Jeremy Barlow
Types of Governance

- Monarchy
- Democracy
- Oligarchy
- Authoritarianism
- Totalitarianism
What Form of Governance Do (Should) Community Associations Model?
Elements of Good Governance

- Transparency
- Responsiveness
- Consensus Based
- Equity & Inclusiveness
- Effectiveness & Efficiency
- Accountability
- Participation
Common Board Models

- Advising Board
- Patron Governance
- Cooperative Governance
- Management Team
- Policy Board
Communications In Community Associations

- Use of Advanced Technology
- Distribution of Information
- Promoting Communication
- Books and Records
- Meetings
- Communication
  - Types,
  - Fundamentals,
  - Skills
Applicable Statutes

• Virginia Property Owners’ Association Act
• Virginia Condominium Act
• Virginia Nonstock Corporation Act
Association Documents

Property Owners Associations –

Governing Documents

• Declaration
• Bylaws
• Articles of Incorporation
• Board Resolutions

Condominiums –

Condominium Instrument Instruments

• Declaration
• Bylaws
• Board Resolutions
Use of Advanced Technology

• Property Owners’ Association Act – Section 55.1-1832

• Condominium Act – Section 55.1-1935

• Nonstock Corporation Act – Section 13.1-847.1
Use of Advanced Technology

Unless the Declaration or the condominium instruments provide otherwise, notices, signatures, votes, consents and approvals required to be obtained under the governing documents or the condominium instruments can be accomplished electronically.
Use of Advanced Technology

**But**

- Technology must provide sufficient security, reliability, identification and verifiability.

- Associations must provide reasonable non-technology alternatives if members do not have electronic capability or prefer otherwise.

- Do not apply to an enforcement action notices, an assessment lien, or foreclosure proceedings.
Use of Advanced Technology

Nonstock Corporation Act

Any member vote to be taken may be satisfied by a ballot submitted by electronic transmission.
Sharing Information

Executive board must establish a reasonable, effective, and free method, appropriate to the size and nature of the community, for owners to communicate among themselves and the executive organ regarding any matter concerning the association.
Promoting Communication

Owner Information Exchange

• Be Creative.
• Be Practical.
• Consider the Size of Community.
• Consider the Nature of Community.
• Seek input from Association Members.
Promoting Communication

Owner Information Exchange

- Websites
- Social Media
- Bulletin or Message Boards
- Townhall Meetings
- Open Forum
- Sandwich Boards/Signage
Websites

• Ensure Association Licensed

• Establish Policy that addresses
  • Content
  • Advertising

• Keep Current

• Offer Useful Links –
  • Community Resources
  • Community Services
  • Community Associations Institute
  • Common Interest Community Board
Social Media

- Blogs
- Listserves
- Twitter
- Facebook
Newsletters

• Establish a Policy that addresses
  • Content
  • Editorial Policy
  • Advertising

• Regular Publication Schedule
• Distribution
• Community Information
Meetings

• Governing Documents or Condominium Instruments
  • Property Owners’ Association Act – Sections 55.1-1816
  • Condominium Act – Section 55.1-1949
Meeting Types

- Association
- Board
- Organizational
- Committee
- Regular
- Special
Distinguish Board and Association Meetings

• Required by
  - Condominium Act
  - Property Owners’ Association Act
  - Non-Stock Corporation Act
  - Governing documents

• Association Meetings - at least once annually
• Board Meetings - more frequently
• Association Meetings - All members
• Board Meetings - Open to all members
Meetings

All meetings of the association, the board of directors and association committees must be open to all owners of record.
Meetings

Owners are entitled to record any portion of a meeting required to be open. But, the board of directors may adopt rules governing the placement and use of equipment and requiring prior notice that the meeting is being recorded.
Boards of directors or association committees may not use work sessions or other information gatherings of the board of directors to circumvent the open meeting requirements for board or committee meetings.
Board & Committee Meetings

Notice

• *Published* where reasonably calculated to be available to a majority of the owners.

• Upon written request, at least once a year – provided to an owner making the request.

• Notice of *special* or *emergency* meetings – reasonable under the circumstances and contemporaneous with board or committee members.
Open Forum

• Subject to *reasonable rules*.
• Designated period of time.
• Comments on *any matter* related to association.
• Special meetings – comments may be *limited* to agenda topics.
Board & Committee Meetings

Voting

• No Secret Ballot
• *Except* – Officer Elections
• Board Members Only
• In Open Session
• **NOT** By Proxy
Board & Committee Meetings

Taping

- Audio Taping - Yes
- Video Taping – Yes
- Not executive session – Vote in only open meeting
- Reasonable Rules
  - Placement
  - Use
  - To prevent interference with proceedings
Board & Committee Meetings

**Electronic**

- Telephone or Video Conference
- Other Electronic Means
- Two Board Members Present
- At Place Noted in Notice
- Sufficient audio equipment
Board & Committee Meetings

Executive Session

- Proper Motion
- Limited Purposes
  - Stated in Motion
  - Only those purposes
- Affirmative vote in Open Session
- Motion and Purpose in Minutes
- No Action - Reconvene in Open Session
Executive Session

- Personnel Matters
- Consult with Legal Counsel
- Discuss and consider
  - Contracts
  - Probable or pending litigation
- Document and Rule Violations
- Personal liability of owners
Types of Communication

• Verbal
• Non-Verbal
• Written
• Electronic
Communication Fundamentals

• Be clear – understandable.
• Be concise – make the point and keep it brief.
• Be complete – provide needed information.
• Connect – make eye contact.
Communication Skills

- Listen
- Acknowledge
- Question
Improving Communication

• Learn to Listen
• Be aware of others – reaction, emotion
• Show interest
• Show empathy
• Encourage others
• Use humor
• Treat people equally
• Resolve conflict and seek solutions
• Be positive
Good Governance for Virginia Community Associations

Saturday, February 8, 2020

Presented by
David S. Mercer
Lucia Anna Trigiani

In cooperation with
Alexandria Office of Housing
Arlington County – Community Planning, Housing & Development – Housing Division