

# MERCERTRIGIANI

## **VIRGINIA COMMUNITY ASSOCIATION GUIDELINES FOR EXECUTIVE (CLOSED) SESSION**

The Virginia Condominium Act and the Virginia Property Owners' Association Act contain mandates intended to establish and encourage transparency in the governance of common interest communities:

- Section 55.1-1949.C of the Virginia Condominium Act; and
- Section 55.1-1816.C of the Virginia Property Owners' Association Act.

Much like the requirements of the Virginia Freedom of Information Act (which does *not* apply to community associations), the Condominium Act and Property Owners' Association Act require meetings of the board of directors and association communities to be open – except in limited circumstances and only if procedures are followed to convene properly in closed (executive) session:

- Motion to convene in executive (closed) session – motion must state specifically the purpose of executive session and must be affirmatively adopted.
- Reference to the motion and the stated purpose must be included in meeting minutes.
- A board or committee may only convene in executive (closed) session for limited purposes:
  - Consideration of personnel matters
  - Consultation with legal counsel
  - Discussion and consideration of:
    - Contracts
    - Probable or pending litigation involving the Association
    - Matters involving violations of the documents, rules and regulations
  - Personal liability of owners to the association
- Executive session discussion is limited to the permissible topic identified in the motion to convene in executive session.
- Upon conclusion of executive session, the board or committee reconvenes in open session to allow affirmative vote on any matter requiring action.