

Hudson Valley Community College

80 Vandenburgh Avenue, Troy, New York 12180

MINUTES

The regular meeting of the Board of Trustees of Hudson Valley Community College was held on Tuesday, November 26, 2019 on the college campus, 80 Vandenburgh Avenue, Troy, New York.

PRESENT

Neil J. Kelleher, Chairman
Joseph A. Kapp, Vice Chairman
Omsalama Ayoub
Judith Breselor
William Fagan
Thomas P. Grant
William C. Jennings
Wayne Pratt
Brian Zweig

EXCUSED

none

ALSO PRESENT

Dr. Roger A. Ramsammy, President
William Reuter, Vice President for Administration
and Finance
George J. Raneri, Secretary to the Board
Suzanne Kalkbrenner, Assistant Secretary

J. Ashdown	D. Kennedy	Z. Sherin
L. Coplin	P. Klimkewicz	D. Shoemaker
J. DiLorenzo	R. LaGatta	A. Thomas
S. Ely	K. Paquette	B. Vlieg
D. Garvey	K. Petley	R. Whitaker
A. Geisendorfer	J. Schneider	R. Wilson

Chairman Kelleher called the monthly meeting to order at 5:23 p.m.

Upon a motion by Dr. Jennings, seconded by Mr. Pratt, the following resolution was adopted unanimously.

MINUTES

Resolved, that the minutes of the regular meeting of the Board of Trustees, held on October 22, 2019, be and hereby are, approved.

Upon a motion by Mr. Fagan, seconded by Mr. Grant, the Board voted unanimously to accept the agenda as amended to include a request for the appointment of a Vice President for Academic Affairs.

AMENDED AGENDA

Upon a motion by Dr. Jennings, seconded by Mr. Fagan, the following adopted.

**VP FOR
ACADEMIC AFFAIRS**

Resolved, that the request to appoint Judith DiLorenzo as Vice President for Academic Affairs, effective November 27, 2019, at an annual salary of \$165,000, be and hereby is, approved.

Following the vote, Vice President DiLorenzo thanked the President and the Board for their support and confidence in her. She said that working with the President and her academic team in as interim Vice President has been extremely exciting, and she is convinced that she now has the best job on campus.

Upon a motion by Dr. Kapp, seconded by Ms. Breselor, the following resolution was adopted unanimously.

**MISSION AND
VISION STATEMENTS
OF THE COLLEGE**

Resolved, that the request for approval of the Mission Statement and Vision Statement of the College, as recommended by the Academic Senate and the President, be and hereby are, approved. They shall read as follows:

Mission Statement

Hudson Valley Community College provides transformative, student-centered and high-quality educational opportunities that address the diverse needs of local and global communities.

Vision Statement

Deliver what the future demands. Hudson Valley Community College will meet the educational needs of a rapidly transforming world by leading today and anticipating tomorrow.

Following the vote, President Ramsammy and Chairman Kelleher offered special thanks to Dr. Jennings for his participation on the Strategic Planning Steering Committee.

Upon a motion by Mr. Pratt, seconded by Dr. Jennings, the following resolution was adopted unanimously.

**CHANGES TO
BOARD BYLAWS
AND POLICY
MANUAL**

Resolved, that the request for approval of changes to the Hudson Valley Community College Board of Trustees Bylaws and Policy Manual, appended hereto as Exhibit A, as recommended by the Bylaws and Policy Manual Committee, be and hereby is, approved.

Upon a motion by Mr. Grant, seconded by Mr. Fagan, the following resolution was adopted unanimously.

**CAPITAL PROJECT--
FACILITY MASTER
PLAN
IMPLEMENTATION--
PHASE I**

Resolved, that the request for establishment of the capital project, "Facility Master Plan Implementation—Phase I," be and hereby is, approved. The resolution shall read as follows:

**ESTABLISHING A CAPITAL PROJECT-
FACILITY MASTER PLAN IMPLEMENTATION -PHASE I**

WHEREAS, the College is currently completing a Facility Master Plan; and

WHEREAS, the Facility Master Plan will provide the physical form to the College's Strategic Plan that is currently underway; and

WHEREAS, there have been many changes to not only the number of students served by HVCC, but also how services are provided and how learning takes place; and

WHEREAS, many of the preliminary projects to be identified can be initiated next summer, when there are less classes, and will be less disruptive to our students and staff; and

WHEREAS, the recommendations of the Facility Master Plan will be funded and implemented over the course of several years; and

WHEREAS, the estimated costs for the first phase of the Facility Master Plan Implementation is \$4,000,000 and with available matching funds, New York State would reimburse Hudson Valley Community College fifty percent (50%) of the project costs or \$2,000,000; and

WHEREAS, the local match of \$2,000,000 will be provided by the Faculty Student Association; and

WHEREAS, it is necessary for the Hudson Valley Community College Board of Trustees to approve Establishing a Capital Project - Facility Master Plan Implementation - Phase I and request similar approval of its sponsor Rensselaer County; now, therefore, be it

RESOLVED, the College's Board of Trustees approves Establishing a Capital Project - Facility Master Plan Implementation - Phase I at a cost of \$4,000,000; and

RESOLVED, that certified copies of this Resolution be forwarded to Rensselaer County for their consideration and requested approval; and, be it further

RESOLVED, that upon approval by Rensselaer County, a copy of the certified Resolution will be submitted to the SUNY Office of Capital Facilities.

INFORMATION ITEMS

The following information items were noted:

INFORMATION ITEMS

A. FULL-TIME FACULTY

1. EOC

Toby Bashaw, Instructor, Welding,
E.O.C.,
f/t appt., eff. 10/29/19

\$50,000/yr

B. FULL-TIME NON-TEACHING PROFESSIONALS

1. Institutional Effectiveness

Kaitlyn Craig, Technical Assistant,
Institutional Effectiveness,
f/t appt., eff. 11/18/19 or thereafter

\$37,000/yr

2. School of Business and Liberal Arts

Leslie Dorfman Davis, Advising Specialist,
Liberal Arts,
f/t appt., eff. 11/15/19 or thereafter

\$40,100/yr

Jackolyn Houghton, Advising Specialist,
Individual Studies,
f/t appt., eff. 11/18/19

\$40,100/yr

Monica Hughes, Advising Specialist,
Business Advisement Center,
f/t appt., eff. 12/2/19

\$40,100/yr

3. Student Affairs

Dashira Cortes, Assistant Director of Student Life and EOP,
Student Affairs,
f/t appt., eff. 11/14/19 or thereafter

\$50,000/yr

Everett Phillips, Technical Assistant,
Financial Aid,
f/t appt., eff. 11/4/19 \$37,000/yr

C. FULL-TIME CLASSIFIED STAFF

1. Administration and Finance

Shadasia Davis, Custodial Worker,
Physical Plant,
f/t appt., eff. 10/24/19 or thereafter \$13.7495/hr

Daniel Larocco, Custodial Worker,
Physical Plant,
f/t appt., eff. 10/24/19 or thereafter \$13.7495/hr

John Peterson, Custodial Worker,
Physical Plant,
f/t temp. appt., eff. 10/24/19 or thereafter \$13.7495/hr

Joseph Pinkston, Custodial Worker,
Physical Plant,
f/t appt., eff. 10/24/19 or thereafter \$13.7495/hr

D. PART-TIME FACULTY

1. Academic Affairs

James Post, Instructor,
Workforce Development,
p/t appt., eff. 11/1/19 \$30.00/hr

2. School of Business and Liberal Arts

Ashley Castle, Instructor,
Accounting, Entrepreneurship and Marketing,
p/t appt. (shelf), eff. 11/11/19 or thereafter \$1,136/sch

Daniel Cunningham, Instructor,
Accounting, Entrepreneurship and Marketing,
p/t appt. (shelf), eff. 11/11/19 or thereafter \$1,136/sch

Matt Galletta, Instructor,
English, Foreign Languages and English as a Second Language,
p/t appt. (shelf), eff. 10/31/19 or thereafter \$1,136/sch

Cherokee Lynn Grimes, Instructor,
English, Foreign Languages and English as a Second Language,
p/t appt. (shelf), eff. 10/31/19 or thereafter \$1,136/sch

Christopher Hansen, Instructor,
English, Foreign Languages and English as a Second Language,
p/t appt. (shelf), eff. 10/31/19 or thereafter \$1,136/sch

Marcia Keefe, Instructor,
English, Foreign Languages and English as a Second Language,
p/t appt. (shelf), eff. 10/31/19 or thereafter \$1,136/sch

Robert Manasier, Instructor, Accounting, Entrepreneurship and Marketing, p/t appt. (shelf), eff. 11/11/19 or thereafter	\$1,136/sch
Ryan McCall, Instructor, Accounting, Entrepreneurship and Marketing, p/t appt. (shelf), eff. 11/11/19 or thereafter	\$1,136/sch
Carmen Nieves, Instructor, English, Foreign Languages and English as a Second Language, p/t appt., eff. 01/21/2020	\$1,136/sch
Michael Tanzman, Instructor, Accounting, Entrepreneurship and Marketing, p/t appt. (shelf), eff. 11/11/19 or thereafter	\$1,136/sch
Mary Ellen Tedesco, Instructor, Accounting, Entrepreneurship and Marketing, p/t appt. (shelf), eff. 11/11/19 or thereafter	\$1,136/sch
3. <u>School of Science, Technology, Engineering and Math</u>	
Asmaa Ahmed, Instructor, Mathematics and Engineering Sciences, p/t appt. (shelf), eff. 10/21/19 or thereafter	\$1,136/sch
Charles Gilman, Instructor, Mathematics and Engineering Sciences, p/t appt. (shelf), eff. 10/21/19 or thereafter	\$1,136/sch
Robert Spahn, Instructor, Mathematics and Engineering Sciences, p/t appt. (shelf), eff. 10/21/19 or thereafter	\$1,136/sch
E. PART-TIME NON-TEACHING PROFESSIONALS	
1. <u>Student Affairs</u>	
Richard Aberle, Student-Athlete Academic Study Hall Session Monitor, p/t appt., eff. 11/4/19	\$20.00/hr
Mollee Barone, Student-Athlete Academic Study Hall Session Monitor, p/t appt., eff. 11/4/19	\$20.00/hr
Catherine Bell, Student-Athlete Academic Study Hall Session Monitor, p/t appt., eff. 11/4/19	\$20.00/hr
Ronald Cicchinelli, Assistant Women's Basketball Coach, Intercollegiate Athletics, p/t appt., eff. 11/11/19	\$1,500/yr
Ann Clobridge, Student-Athlete Academic Study Hall Session Monitor, p/t appt., eff. 11/4/19	\$20.00/hr
Robert Coleman, Student-Athlete Academic Study Hall Session Monitor, p/t appt., eff. 11/4/19	\$20.00/hr

Chelcy Moore, Assistant Women's Basketball Coach, Intercollegiate Athletics, p/t appt., (Emergency Hire) eff. 11/11/19	\$2,500/yr
Kyle O'Brey, Student-Athlete Academic Study Hall Session Monitor, p/t appt., eff. 11/4/19	\$20.00/hr
Otulaja Olugbemi, Student-Athlete Academic Study Hall Session Monitor, p/t appt., eff. 11/4/19	\$20.00/hr
Sarah Popovics, Student-Athlete Academic Study Hall Session Monitor, p/t appt., eff. 11/4/19	\$20.00/hr
George Rafferty, Student-Athlete Academic Study Hall Session Monitor, p/t appt., eff. 11/4/19	\$20.00/hr
Jamie Rodriguez, Student-Athlete Academic Study Hall Session Monitor, p/t appt., eff. 11/4/19	\$20.00/hr
Hannah Rosenstein, Technical Assistant, Center for Access and Assistive Technologies, p/t appt., eff. 11/11/19 or thereafter	\$17.00/hr
Alyssa Ruggiero, Student-Athlete Academic Study Hall Session Monitor, p/t appt., eff. 11/4/19	\$20.00/hr
Samantha Shanahan, Student-Athlete Academic Study Hall Session Monitor, p/t appt., eff. 11/4/19	\$20.00/hr
Kelsey Wilson, Student-Athlete Academic Study Hall Session Monitor, p/t appt., eff. 11/4/19	\$20.00/hr
Jeffrey York, Student-Athlete Academic Study Hall Session Monitor, p/t appt., eff. 11/4/19	\$20.00/hr

F. RESIGNATIONS

1. Barbara Boden, Part-time Instructor, Nursing, 10/31/19
2. Slade Feeney, Program Assistant II, Criminal Justice, eff. 10/17/19
3. Krista Gale, Assistant Director, Financial Aid, eff. 11/14/19
4. Jackolyn Houghton, College and Career Specialist, E.O.C., eff. 11/15/19
5. Alexander Linder, Assistant Lacrosse Coach, Intercollegiate Athletics, eff. 10/4/19
6. Eric Parker, Admissions Counselor, Admissions, eff. 11/1/19
7. Leah Pronovost, Advising Specialist, Liberal Arts, eff. 10/18/19
8. Amber Simon, Program Assistant, Careers and Transfer, eff. 10/30/19

G. RETIREMENTS

1. Joann Fowler, Program Assistant, English, Foreign Languages and English as a Second Language, eff. 11/8/19
2. Peter Sheeran, Senior Systems and Network Specialist I, Information Technology Services, eff. 12/3/19

H. ADVISORY COMMITTEE APPOINTMENTS

1. Criminal Justice, Forensic Science and Public Administration Department
Alden P. Gaudreau, President, Intertech, Troy, NY
2. Polysomnography Department
Tara Hammond, RRT, RPSGT, Supervisor, Sleep Disorders Center, Glens Falls Hospital
3. Teacher Preparation Department
Jennifer Edwards, Director of Youth Development and Circle Time Preschool at the Mechanicville Area Community Services Center

I. HVCC MONTHLY FINANCIAL REPORTS

1. 2019-2020 Fiscal Year Operating Budget Summary as of 10/31/19
2. Capital Expenditures, October 2019 and cumulative

J. FSA MONTHLY FINANCIAL REPORTS

1. FSA Financial Reports, periods ending 9/30/19 and 10/31/19

K. ALCOHOLIC BEVERAGE REQUEST

1. Art Show Opening Reception, Teaching Gallery, Administration Building, 11/5/19

Upon a motion by Dr. Jennings, seconded by Dr. Kapp, an executive session was called at 5:29 p.m. for the purposes of discussing personnel and collective bargaining matters.

**EXECUTIVE
SESSION**

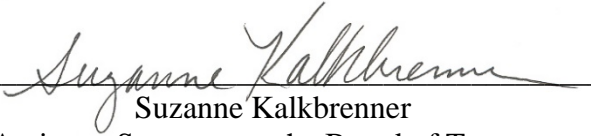
Upon a motion by Mr. Zweig, seconded by Mr. Fagan, the executive session was ended at 6:11 p.m. and Chairman Kelleher opened the meeting.

DECEMBER MEETING

The next monthly meeting of the Board of Trustees will be held on Thursday, December 19, 2019.

Upon motion by Mr. Pratt, seconded by Ms. Breselor, the meeting was adjourned at 6:12 p.m.

ADJOURNMENT


 Suzanne Kalkbrenner
 Assistant Secretary to the Board of Trustees



BOARD OF TRUSTEES

BYLAWS

As amended and restated by resolution of The Board of Trustees on November 26, 2019

AND

POLICY MANUAL

As adopted by resolution of the Board of Trustees on November 26, 2019



HUDSON VALLEY
COMMUNITY
COLLEGE

BOARD OF TRUSTEES
BYLAWS AND POLICY MANUAL

TABLE OF CONTENTS

PART I: BYLAWS

ARTICLE I: ORGANIZATION.....4

Section 1:	Name and Purpose	4
Section 2:	Membership	4
Section 3:	Meetings	5
Section 4:	Duties.....	7
Section 5:	Officers	8
Section 6:	Duties of Officers	8
Section 7:	Committees	9
Section 8:	Legal Responsibilities/Indemnification.....	13
Section 9:	Services.....	13
Section 10:	Code of Ethics	13

ARTICLE II: ADMINISTRATION.....14

Section 1:	Office of the President.....	14
Section 2:	Board - President Relations	15

ARTICLE III: AMENDMENTS.....16

Section 1:	Amendment	16
------------	-----------------	----

PART II: POLICY MANUAL.....17

ARTICLE 1.0: COLLEGE OPERATIONS.....17

Section 1.1:	Personnel	17
--------------	-----------------	----

ARTICLE 2.0: ACADEMIC AFFAIRS18

Section 2.1:	Mission	18
Section 2.2:	Programs and Curricula.....	18
Section 2.3:	Professional Staff.....	18
Section 2.4:	Faculty Credentials.....	18

TABLE OF CONTENTS, CONTINUED

Section 2.5: Evaluation.....19
Section 2.6: Advisory Committees.....19
Section 2.7: Academic Senate20

ARTICLE 3.0: STUDENT SERVICES21

Section 3.1: Admission.....21
Section 3.2: General Administration21
Section 3.3: Student Senate21
Section 3.4: Student Activities, Organizations.....21

ARTICLE 4.0: FACILITIES22

Section 4.1: Use of Facilities22
Section 4.2: Health and Safety22
Section 4.3: Naming of Facilities23
Section 4.4: Changes to College Facilities23
Section 4.5: Accessibility23
Section 4.6: Alcoholic Beverages.....23

ARTICLE 5.0: FINANCE24

Section 5.1: Budget.....24
Section 5.2: Financial Procedures24
Section 5.3: Tuition and Fees24
Section 5.4: Sponsor Support24
Section 5.5: Fiscal Year.....24
Section 5.6: Gifts and Bequests25

ARTICLE 6.0: AMENDMENTS.....26

Section 6.1: Amendment26

RECORD OF AMENDMENTS27

APPENDIX A34

Board of Trustees Code of Ethics34

Bylaws and Policy Manual of the Hudson Valley Community College Board of Trustees

PART I: BYLAWS

ARTICLE I

ORGANIZATION

SECTION 1: NAME AND PURPOSE

- A. The name of this Board shall be the Board of Trustees of Hudson Valley Community College.
- B. The chief purpose of the Board of Trustees shall be that of establishing policy governing the College. Under its authority established by the Education Law of the State of New York, the Board of Trustees delegates to the President of the College responsibility for the administration of the College.

SECTION 2: MEMBERSHIP

- A. The Board of Trustees shall be comprised of exactly ten members: five of whom shall be appointed by the legislature of the local sponsor, the County of Rensselaer, four of whom shall be appointed by the Governor of the State of New York, and one member shall be elected by and from among the students of the College, pursuant to the provisions of Section 6306, Subdivision 1 of New York State Education Law. The student trustee must be a registered student of Hudson Valley Community College and in good academic standing during his/her term of office.
- B. The membership of the Hudson Valley Community College Board of Trustees shall be comprised of representatives of the sponsorship area, the County of Rensselaer, excepting the student trustee.
- C. The term of office for members of the Board of Trustees (except for the student trustee) shall be determined in accordance with Section 6306, Subdivision 1 of the Education Law. The term of office of the student trustee shall be one year, commencing July 1 and ending June 30. There shall be no limit to the number of terms that a person may serve as a trustee. Vacancies on the Board shall be filled for the unexpired term of the person who left the Board in the same manner as the original appointments were made by the appointing authority responsible for such appointments; i.e. the unexpired term of a governor's appointee will be filled by another governor's appointee, the unexpired term of a legislative appointee will be filled by another legislative appointee.

- D. One member of the Board of Trustees may be a member of the Rensselaer County Legislature or an official of any other agency of the County of Rensselaer.
- E. All trustees shall take the oath of office at the office of the Rensselaer County Clerk within thirty (30) days of appointment or election.
- F. It is the responsibility of the individual Trustee or Officer of the Board:
 - 1) To recognize that only the Board of Trustees by formal action can make commitments of any kind binding on Hudson Valley Community College;
 - 2) To clearly state to those with whom s/he discusses College matters or policies, when he/she is expressing opinions as an individual citizen and when he/she is expressing officially approved policies of actions of the Board;
 - 3) To make no announcement of nor to give any information about action taken by the trustees until such action has been communicated by the Chair of the Board and the President through regular official channels;
 - 4) To convey to the President for consideration and possible action any important inquiries or complaints that are raised directly with an individual trustee regarding the operation of the College; and
 - 5) To adhere to the Bylaws (including the Code of Ethics) of the Board of Trustees.
- G. Any trustee who has served a full term of seven years, upon his/her departure from the Board, shall be conferred the title of Trustee Emeritus. An Emeritus Trustee shall be entitled to attend and participate in academic and special affairs of the College but shall not be vested with the responsibility of a trustee.

SECTION 3: MEETINGS

- A. Regular meetings of the Board of Trustees shall be held on the fourth Tuesday of every month at the later of 5:00 pm or the conclusion of the Committee at a regular meeting, unless a different date, time or place is announced by the Chair of the Board at a regular meeting and approved by the Board of Trustees. There shall be no meeting in July. The September meeting shall be held immediately following the annual meeting. Meetings shall be held in the Board Room on the College campus except as otherwise announced. All meetings shall be open to the public except when the Board is called into Executive Session. Prior notice of the date, time, and place of Board and Committee meetings shall be posted in accord with Article 7 of the Public Officers Law of New York State governing open meetings.
- B. The annual meeting of the Board shall be held on the same day as, and immediately prior to, the regular September meeting of the Board.
- C. Special meetings of the Board may be called at any time by the Chair of the Board or upon the written request of three (3) Board members. Trustees shall be given at least five (5) days notice of a special meeting by telephone, regular mail or email. This notice may be waived by any Trustee by filing a written waiver with the Secretary or Assistant Secretary of the Board.

- D.** The presence of six (6) trustees at any regular or special meeting of the Board shall constitute a quorum for the transaction of business; the affirmative vote of six (6) voting members of the Board shall decide any issue. Trustees may attend meetings and vote by videoconferencing.
- E.** The President of the College, or his/her designee, shall attend all meetings of the Board of Trustees.
- F.** It is expected that all trustees shall attend all regular meetings of the Board. A trustee who cannot attend a meeting shall so notify the Secretary or Assistant Secretary of the Board.
- G.** The business of the Board and the conduct of its meetings shall be in accordance with Article 7 of New York State Public Officers Law governing open meetings. As such, executive sessions may only be held for the discussion of certain matters, namely:
- 1) Matters which will imperil the public safety if disclosed;
 - 2) Any matter which may disclose the identity of a law enforcement agent or informer;
 - 3) Information relating to current or future investigation or prosecution of a criminal offense which would imperil effective law enforcement if disclosed;
 - 4) Discussions regarding proposed, pending or current litigation;
 - 5) Collective negotiations pursuant to article fourteen of the Civil Service Law;
 - 6) The medical, financial, credit or employment history of a particular person or corporation, or matters leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal or removal of a particular person or corporation;
 - 7) The preparation, grading or administration of examinations; and
 - 8) The proposed acquisition, sale or lease of real property or the proposed acquisition of securities; or sale or exchange of securities held by such public body, but only when publicity would substantially affect the value thereof.

Minutes must record Board actions taken during executive session, but not the discussion regarding their matters. Those matters discussed in executive session that are deemed confidential pursuant to State or Federal statute shall be confidential in all respects to those members in attendance in such executive session.

Nothing herein shall prohibit the Board from entering into a private meeting should the advice of counsel be required regardless of the subject matter of those discussions.

- H.** All meetings will be conducted using Roberts Rules of Order, newly revised, unless otherwise noted in these Bylaws.
- I.** Individuals and delegations are welcome to attend any regular or special Board of Trustees meeting. Individuals who wish to address the Board should inform the Chair prior to the meeting of the desire to speak, and of the subject to be addressed. The Chair shall seek the counsel of the Board as to whether or not to allow the presentation.
- 1) In order to have an item appear on the printed agenda, the Assistant Secretary to the Board of Trustees should be contacted at least fourteen (14) days prior to a scheduled meeting; and

2) In general, five (5) minutes will be allowed for each presentation at the time an individual or delegation is given the floor by the Chair. The Chair, at his/her discretion may terminate the presentation.

J. The President of the College, in consultation with the Chair of the Board, shall prepare an agenda with necessary supporting reports and documents for each meeting. The agenda, with supporting materials, shall be made available to each member of the Board by the Office of the President, either mailed, emailed or in electronic form, seven (7) days prior to the day of a meeting. The agenda may be modified by a majority vote of the trustees in attendance.

K. The order of business at regular meetings of the Board shall be:

- 1) Call to Order;
- 2) Consideration and disposition of the Minutes;
- 3) Report of the Chairman of the Board;
- 4) Report of the President;
- 5) Reports of Standing Committees;
- 6) Reports of Special Committees;
- 7) Other Business;
- 8) Unfinished Business;
- 9) Communications;
- 10) New Business;
- 11) Announcement of time and place of next meeting; and
- 12) Adjournment.

SECTION 4: DUTIES

A. The duties of the Board of Trustees shall be as follows:

- 1) To appoint a president of the College, subject to approval by the State University of New York Board of Trustees, and execute an employment contract with the president;
- 2) Approve the mission, goals and objectives of the College;
- 3) To appoint, upon recommendation of the President, vice presidents and deans of the College;
- 4) To approve the annual operating budget, based upon recommendation of the president, for submission to and approval by the Rensselaer County Legislature and the State University of New York Board of Trustees; and to also approve the annual operating budget and amendments to the constitutions, bylaws or charters of all subsidiary, affiliated or supporting organizations;
- 5) To approve the educational program of the College;
- 6) To approve the policies which guide the operations of the College;
- 7) To assess the overall performance of the College;
- 8) To keep separate records and minutes, and adopt reasonable rules, regulations or bylaws to carry out the duties of the Board;
- 9) To exercise the power to purchase, lease, sell, or otherwise acquire any property it considers necessary for the operation of the College, subject to the laws of New York State;
- 10) To sell, lease or otherwise dispose of College assets or property, subject to the laws of New York State;

- 11) To approve a service banking bid list and an investment banking bid list;
- 12) To confer, within their discretion, acknowledgements of recognition which include, but are not limited to, emeritus status, certificates and plaques, subject to the laws of New York State;
- 13) To approve the acceptance of gifts and bequests donated to the College;
- 14) To set tuition and fees;
- 15) To designate the names of facilities; and
- 16) To approve the alteration in or changes to College facilities which markedly change the appearance or the basic function of the facility.

SECTION 5: OFFICERS

- A.** The officers of the Board of Trustees shall consist of a Chair, Vice Chair, Secretary, and Assistant Secretary. The Secretary and Assistant Secretary need not be members of the Board of Trustees.
- B.** The Chair of the Board of Trustees shall be elected from members of the Board in accordance with Section 6306, Subdivision 1, of New York State Education Law.
- C.** On a biennial "odd year" basis, the officers of the Board shall be nominated by the Nominations Committee and elected by the Board of Trustees at the annual meeting.
- D.** The officers of the Board of Trustees shall be elected to serve for a term of two (2) years and may be re-elected to serve indefinite successive terms in the same office. The terms of the office of the elected officers of the Board shall commence on the first day of the month following the annual meeting at which their election took place. In the event of a vacancy, the Nominations Committee shall meet within thirty (30) days of said vacancy and, at the next regularly scheduled meeting of the Board, propose a name or names upon which the Board shall act to fill the vacancy.
- E.** If the Secretary and/or Assistant Secretary are not members of the Board of Trustees, their terms shall be at the discretion of the Chair of the Board.

SECTION 6: DUTIES OF OFFICERS

- A.** The Chair of the Board of Trustees shall:
 - 1) Preside at all meetings of the Board and shall be an ex-officio member of all standing and ad hoc committees other than the Nominations Committee;
 - 2) Appoint all standing and ad hoc committees;
 - 3) Preside at all official functions of the College appropriate to such office such as commencement and other special events;
 - 4) Participate in the conferring of degrees/certificates upon those students who have been so recommended by the faculty and approved by the Board of Trustees;
 - 5) With the President of the College, meet with the Rensselaer County Legislature and/or committees thereof when action or resolution is necessary for the operation of the College. Generally, this shall include budget actions and capital construction resolutions.

- B.** The Vice Chair shall assist the Chair in the performance of his/her duties and shall assume the duties of the Chair in his/her absence. In addition, the Vice Chair, in the absence of the Chair, shall be an ex-officio member of committees. In the event of the absence of both the Chair and the Vice Chair, a Chair Pro Tem shall be designated in accordance with Robert's Rules of Order.
- C.** The Secretary or Assistant Secretary of the Board shall keep minutes of all Board meetings and perform all of the usual duties connected with the Secretary's office, including the transmitting of meeting notices to members of the Board, and, where necessary, providing copies of minutes to the State University of New York and appropriate government agencies. The Secretary of the Board shall be authorized to affix the Seal of the College to any instrument duly authorized to be executed by the College requiring the Corporate Seal. The Secretary may delegate this duty to the Assistant Secretary of the Board at the Secretary's discretion.

SECTION 7: COMMITTEES

- A.** The Board of Trustees may have standing or ad hoc committees as announced by the Chair. Each Trustee shall be appointed to at least one standing committee or have at least one assignment on a College Committee. The Chairman of the Board of Trustees and the President shall be ex officio members of all committees of the Board except the Nominations Committee and as such may attend all meetings and conferences of any committee in an advising capacity. Any Trustee shall have the right to be present at any Committee Meeting or activity if he/she so indicates such preference, in which case, he/she shall be given the same notices and information as the Committee members. Such Trustee shall be non-voting for Committee actions. All Board committees are established solely for the purposes of conducting studies, making recommendations, reporting, informing, and advising the Board on matters pertaining to the operation of the College and other legal functions of the Board. Except for the Executive Committee, no committee shall have any supervisory, administrative or executive functions and shall not interfere with and shall not usurp or duplicate function under the control or responsibility of executive personnel or the Board of Trustees. Ordinarily a committee shall seek the first-hand, detailed knowledge required by the Board in performing its functions and making its decisions, and shall communicate its findings to the Board.
- B.** Meetings of Committees. Regular meetings of the Committees of the Board of Trustees shall be held on the fourth Tuesday of every month, at 4:30 in the afternoon, unless the Committee, by a majority of its members, shall agree on a different date, time or place. There shall be no meeting in July. Meetings shall be held in the Board Room on the College Campus except as otherwise announced. All meetings shall be open to the public. The Chair of any Committee may call such additional meetings as may be necessary to accomplish the work of the Committee. Committee members shall be given at least five (5) days notice by telephone, regular mail or email, and the Chair, Secretary and/or the Assistant Secretary of the Board shall also be given such notice.

 - 1) The members of each committee present at a committee meeting shall constitute a quorum for the receipt and discussion of information.
 - 2) Meetings of the committees shall be held in accordance with the provisions of Article 7 of New York State Public Officers Law governing open meetings.

- 3) Committees shall submit such reports and recommendations as are appropriate to the Board for Board action. Except as specified, each Standing Committee shall have full power to prescribe its own approach and procedures for resolving Committee action and fulfilling its responsibility.
- 4) The Committee Chair shall report the findings and recommendations to the Board.
- 5) The Standing Committees of the Board shall be as follows:

C. Standing Committees

1. Nominations Committee. The Nominations Committee shall consist of three (3) trustees. It shall be the duty of this committee to propose, on a biennial basis, the names of persons to be the officers of the Board; persons so nominated will be voted on by the members of the Board in attendance at the annual meeting.
2. Executive Committee. The Executive Committee shall be comprised of six (6) members; and shall have and may exercise all powers of the Board in the interim between meetings of the Board whenever the committee shall consider this action necessary for the welfare of the College. Actions must be approved by six (6) affirmative votes. The areas of responsibility for the Executive Committee include: action as authorized by the Board; general institutional matters; organization and operation of the Board including the professional development of the Board, Board-President relations, new trustees, and advising or directing the President; community relations; and resource development. The Committee shall: assist and guide the Board in matters of long and short range institutional planning and goals; review recommended changes in Board Bylaws from the Bylaws & Policy Manual Ad Hoc committee, general Board policies, and the organization and operation of the Board; keep the Board informed on major institutional matters; and attend to such other matters as approved by the Board.
3. Audit and Finance Committee. The Audit and Finance Committee shall:
 - a) Make recommendations to the Board regarding fiscal policies of the College, including the implementation thereof;
 - b) Receive, review and recommend to the Board the operating and capital outlay budgets, and revisions in same, as recommended by the President;
 - c) Recommend to the Board policies and decisions regarding investment of any surplus or restricted monies;
 - d) Recommend to the Board policies and decisions regarding the receipt and disposition of any monetary bequests, gifts, grants and donations, the care of all College securities, and regarding contracts for instructional or research services or other purposes with private or governmental firms, persons or agencies;
 - e) Recommend to the Board policies to govern the receipt, security, depositing, accounting and expending of all funds pertaining to the College, in accordance with law and relevant regulations of the State University of New York Board of Trustees and the local sponsor;
 - f) Recommend to the Board the selection and retention of the independent public accountants for the College;

- g) Recommend to the Board that the independent public accountants engage in specific studies and reports regarding auditing matters, accounting procedures, and other matters;
- h) Review the annual financial statements, including any adjustments recommended by the independent public accountants and any significant issues that arise in connection with the preparation of those statements, including the inclusion of financial disclosures;
- i) Review internal controls and procedures and management responses to comments relating to those policies and procedures and investigate potential improprieties in consultation with appropriate legal authorities;
- j) Obtain from management and external advisors reports relating to accounting, tax regulatory, governance, investment and other business matters;
- k) Meet at least twice annually with the College's independent public accountants to discuss issues arising from its responsibilities, including significant findings and status of prior year management recommendations, difficulties encountered in the audit and restrictions on scope or access, significant revisions to the work plan, the auditors judgments about the appropriateness of the accounting principles and the clarity of financial disclosures, other matters relating to audit standards, including the changes in standards and procedures and the independence of the accountants. The committee shall consider rotation of auditing firms and the rotation of the audit partner at intervals that it considers appropriate; and
- l) In performing the above duties, the committee may call upon the services of the staff of the College. The Vice President for Administration and Finance shall be an ex-officio member of this Committee and as such shall be available to this Committee for consultation and advice. He/she shall attend meetings of this Committee whenever requested to do so by the Committee Chairman.

4. Building and Grounds Committee. The Buildings and Grounds committee shall:

- a) Remain familiar with maintenance, operation and construction on the College campus;
- b) Make appropriate recommendations to the Board concerning the acquisition, development or alteration of land, buildings, fixtures or major items of equipment and construction of new buildings;
- c) Carry out, or require to be carried out, studies relating to use of available facilities or institutional services, buildings and grounds;
- d) Review the program of immediate and short-range building and facility needs of the College as prepared by the President, including cost estimates;
- e) Recommend, after consultation with the President, the architectural and/or engineering plans for all alterations, bids and awarding of contracts;
- f) Review plans and programs of maintenance of buildings and grounds; and review recommendations of the President regarding insurance coverage of buildings, contents, facilities, public liability and such other exposures as in the opinion of the President or as required by law, are proper subjects for insurance coverage;
- g) Review and report to the Board on matters concerning: vehicles, police/security, traffic, parking, civil defense, emergency and safety; and
- h) In performing the above duties, the committee may call upon the services of the staff of the College. The Vice President for Administration and Finance shall be an ex-officio member of this committee and as such shall be available to this committee for

consultation and advice. He/she shall attend meetings of this committee whenever requested to do so by the Committee Chairman.

5. Personnel Committee. The Personnel Committee shall be responsible for general oversight of all personnel related policies and practices of the college including:
 - a) Appointments, initial and continuing;
 - b) Promotions;
 - c) Evaluations;
 - d) Tenure;
 - e) Dismissal, termination and retrenchment;
 - f) Retirements;
 - g) Rehiring of retired staff;
 - h) Leaves of absence;
 - i) Sabbatical leaves;
 - j) Academic freedom;
 - k) Outside employment;
 - l) Affirmative action;
 - m) Staff development;
 - n) Resignations; and
 - o) Conditions of employment.

The personnel committee will meet on a regular basis with the President and Vice President for Administration and Finance at a time agreed to by the Chairman of the Committee and the President.

6. The Curriculum and Student Life Committee. The Curriculum and Student Life Committee shall review and make recommendations to the Board on matters referred to the Board by the President. The President will consider recommendations by the Academic Senate of Hudson Valley Community College or the Student Senate and either the Vice President for Academic Affairs or the Vice President for Student Affairs, as appropriate, in such matters as policies, rules and regulations concerning academic standards, admissions, access to curricula, advising, testing, probation, dismissal and termination and the curriculum relating to the adoption, revision and review of academic programs, individual courses, and curricular policies, articulation agreements, grant/contract funded programs, new academic program courses and changes to existing academic programs and courses, and matters relating to student life such as policies and procedures necessary to establish an environment conducive to learning including student discipline, student advisement and counseling, the registration process, and extracurricular activities.
7. The Honors and Awards Committee. The Honors and Awards Committee shall make appropriate recommendations to the Board concerning honors and awards to be bestowed by the Board.
8. College Foundation and Auxiliary Enterprises Committee. The Committee on College Foundation and Auxiliary Enterprises shall act as the liaison between the Board and the College's affiliated entities including the Hudson Valley Community College Foundation, Inc. and the Faculty-Student Association of Hudson Valley Community College, Inc. It shall recommend to the Board matters concerning the contractual relationship between the College and such entities, including, where applicable, program, policies, procedures, budgets, audits, bylaw changes, leadership, the naming of rooms, buildings, and areas of

the College, and the acceptance of gifts. It shall recommend to the Board actions to be taken by the Board in its role as the sole member, where applicable.

- D. Ad Hoc Committees. In addition to the Standing Committees, the Chair of the Board may create ad hoc committees as the need arises.

SECTION 8: LEGAL RESPONSIBILITIES/INDEMNIFICATION

- A. The Trustees of Hudson Valley Community College accept all legal responsibilities and regulations concerning trustees of community colleges as set forth in Article 126, Section 6306 of New York State Education Law and other pertinent sections of this Article.
- B. Attorneys, such as for collective bargaining purposes, among others, may be engaged for specific purposes.
- C. Trustees shall be defended and indemnified in their official acts on behalf of the College as per Article 126, Section 6308, of New York State Education Law.

SECTION 9: SERVICES

- A. Members of the Board of Trustees shall receive no compensation for services performed on behalf of the College.
- B. Members of the Board of Trustees shall be reimbursed for expenses actually and necessarily incurred by them in the performance of their duties to the College.

SECTION 10: CODE OF ETHICS

- A. Members of the Board of Trustees and Officers of the Board shall abide by the same standards expressed in the statutes governing ethics and conduct and the rules for conflict of interest set forth in General Municipal Law §801 and the Code of Ethics adopted by the Board of Trustees as it may be amended from time to time.

ARTICLE II

ADMINISTRATION

SECTION 1: OFFICE OF THE PRESIDENT

- A.** The President shall be the chief executive officer of the College and shall be directly responsible to the Board for the entire administration of the College. The President shall have the authority to negotiate and execute contracts or agreements, excluding Collective Bargaining Agreements and those contracts associated with Capital Projects, which are within the parameters of the operating budget of the College once that budget has been approved by the College's Board of Trustees, the County of Rensselaer, and the State University of New York Board of Trustees.
- B.** The President serves at the pleasure of the Board of Trustees and according to the terms of contract with the Board.
- C.** The President shall attend all meetings of the Board, except those involving his/her personal position as President.
- D.** The President shall be responsible for the conduct and operation of the College and for the administration and supervision of all departments.
- E.** The President shall prepare the annual budget of the College.
- F.** The President shall be responsible for the safety, proper care and use of all College property.
- G.** The President shall keep the Board of Trustees informed on the status of the College budget and the administration of any College funds and exercise necessary control to assure that expenditures are in accordance with College policy.
- H.** The President may delegate authority and responsibility for directing special areas of operation of the College to other employees; however, the President alone is responsible to the Board.
- I.** The President shall organize the College for effective operation, providing for continuous improvement planning, periodic reviews, critical evaluation, and establishing procedures and responsibilities for staff participation in College affairs.
- J.** The President shall be responsible for the appointment, promotion, termination, and retrenchment of all College personnel. The Board of Trustees shall appoint vice presidents and deans upon the recommendation of the President.
- K.** The President shall, on advice and counsel of the Chair of the Board, be responsible for developing an agenda for Board meetings.
- L.** The President shall prepare an annual report on the programs and operations of the College.

M. The President shall ensure provision of adequate insurance coverage for the College.

N. The President may confer acknowledgements of recognition to worthy individuals for services to the College and so inform the Board.

SECTION 2: BOARD - PRESIDENT RELATIONS

A. The President shall be the official through whom the Board carries out its program and exercises its control.

B. The President shall be the official channel of communication between the College staff and the Board of Trustees.

C. The President shall keep the Board informed concerning trends in higher education that may affect the College and make appropriate recommendations accordingly.

ARTICLE III

AMENDMENTS

SECTION 1: AMENDMENT

- A. The Bylaws of the Hudson Valley Community College Board of Trustees may be amended by a vote of **six (6)** trustees present at a meeting of the Board of Trustees provided prior notice of said meeting and the proposed amendment shall have been mailed, emailed or posted electronically to all members of the Board at least one (1) month prior to said meeting. Such prior notice may be waived if all members of the Board of Trustees consent thereto at or prior to such meeting and said written waiver shall be appended to the minutes of said meeting.
-

Bylaws and Policy Manual of the Hudson Valley Community College Board of Trustees

PART II: POLICY MANUAL

ARTICLE 1.0

COLLEGE OPERATIONS

SECTION 1.1: PERSONNEL

- A. The President shall be responsible for the appointment of all full-time and adjunct faculty, department chairpersons, non-teaching professional staff (exclusive of vice presidents and deans), classified staff, student college workers, readers and tutors, with such appointments listed on agendas as information items.
- B. Vice presidents and deans shall be appointed by the Board of Trustees, upon recommendation of the President.
- C. All College appointments and conditions governing employment shall be in accord with the provisions of the appropriate collective bargaining agreement, the Administrative Code for Non-teaching Professionals, or Management Confidential Employment Contract as approved by the Board of Trustees.
- D. Hudson Valley Community College is an Affirmative Action/Equal Employment Opportunity employer. Hudson Valley Community College does not discriminate on the basis of age, gender, race, ethnicity, national origin, religion, disabling condition, or sexual orientation.
- E. All College employees shall abide by the provisions of New York State Public Officers Law, Article 4, Section 74, governing code of ethics and conflict of interest.

ARTICLE 2.0

ACADEMIC AFFAIRS

SECTION 2.1: MISSION

Hudson Valley Community College provides transformative, student-centered and high-quality educational opportunities that address the diverse needs of local and global communities.

SECTION 2.2: PROGRAMS AND CURRICULA

- A.** Consistent with the provisions of Article 126, Section 6303 of New York State Education Law, governing programs and curricula in community colleges, the programs and curricula of Hudson Valley Community College shall include:
- 1) Two-year programs of post-high school nature combining general education with technical education relating to the occupational needs of the community that the College serves;
 - 2) Such training for certain occupational skills and career as shall meet the technical needs of industry and the community;
 - 3) Curricula designed to meet the educational needs of students who will enter the workforce or transfer from the two-year college to a four-year college or university; and
 - 4) Continuing education courses and programs to fulfill such educational needs of the community.

SECTION 2.3: PROFESSIONAL STAFF

- A.** The professional staff, as a body, shall be the expert professional agency to which responsibility for developing and controlling the academic program is committed, under the leadership of the President and within the framework of the educational objectives established by the Board.
- B.** The professional staff shall prescribe, subject to the approval of the Board, requirements for admission; curricula; conditions of graduation; requirements for the associate degrees and certificates; and the rules and methods for the conduct of the educational work of the College.

SECTION 2.4: FACULTY CREDENTIALS

- A.** All persons nominated for teaching appointments shall possess academic training and experience which have prepared them to teach in an assigned field. In the academic areas, an applicant must have earned a Master's Degree in an appropriate teaching area from an accredited institution, unless this qualification is waived by the Divisional Dean and approved by the Chief Academic Officer.
- B.** In certain areas of instruction, professional experience is recognized as more conducive to pedagogical competence than is advanced study. As a result, qualification for deployment as an Instructor may require no more than an Associate's level degree in combination with significant professional experience in the field. It is the College's expectation that its faculty will continue in formal degree pursuit to the next level and beyond. The College desires to retain competent

instructors and not create artificial obstacles to so doing by requiring additional degree attainment during the five-year probationary period.

- C. Restricted to such subject areas, consideration of a probationary Instructor for tenure and promotion to Assistant Professor shall not be premised upon attainment of the next higher degree in addition to satisfactory service during the probationary period. In all other respects, the decision to award tenure shall comply with established protocol. Since all rank beyond Assistant Professor is a function of College discretion, the College mandates that further rank progression be premised on Master's degree attainments. No exceptions will be made regardless of teaching success and longevity, and there will be no award of discretionary promotion without acquisition of a relevant Master's degree.

SECTION 2.5: EVALUATION

- A. The Board of Trustees shall approve all curricula upon recommendations of the President, following review by the Academic Senate, subject to approval by the State University of New York and registration by the New York State Education Department.
- B. The President shall oversee the periodic evaluation by the professional staff of the academic programs for the purpose of determining their effectiveness in keeping with the mission, goals and objectives of the College.
- C. The President shall assume responsibility for College compliance with State University of New York guidelines, New York State Education Department requirements, and regulations of other accrediting agencies.

SECTION 2.6: ADVISORY COMMITTEES

- A. Each academic program that leads to a degree shall maintain an advisory board of volunteer professionals from the community whose purpose will be to work closely with department chairs and faculty on matters pertaining to curriculum content and program development.
 - 1) Term of service and the total number of advisory board members shall be established by the individual academic program based on the programmatic and professional needs of the academic discipline;
 - 2) Advisory boards shall meet a minimum of once per year. Minutes of advisory board meetings shall be maintained by the individual academic program. Copies of these minutes shall be provided to the Chief Academic Officer and the President; and
 - 3) The Board of Trustees, as an informational matter, will be notified of any new appointments to the advisory committees.

SECTION 2.7: ACADEMIC SENATE

- A.** The Board recognizes the Academic Senate of Hudson Valley Community College as an advisory and recommending governing entity. All Senate recommendations shall be communicated in writing to the President.

- B.** The Board shall approve the bylaws of the Academic Senate, and any subsequent amendments thereof.

ARTICLE 3.0

STUDENT SERVICES

SECTION 3.1: ADMISSION

- A.** The admissions policy of Hudson Valley Community College is one of open admission and to that purpose offers guidance, counseling and support services to assist students in the pursuit of their educational goals and objectives.

SECTION 3.2: GENERAL ADMINISTRATION

- A.** Classification, assignment, retention, suspension, dismissal, and graduation of students and the standards for determining these shall be in accordance with the published academic regulations as determined by the professional staff and the President of the College, within the framework of the policies established by the Board of Trustees. These regulations shall be approved by the Board of Trustees and published annually in the College catalog and the Student Handbook.
- B.** Codes of ethics and behavior procedures for processing complaints and campus regulations for all students, visitors, College personnel and organizations have been formulated pursuant to the rights and responsibilities defined through the Joint Statement of Rights and Freedoms of Students: Title VII of the 1964 Civil Rights Act; Title IX of 1972 Education Amendments; Campus SaVE Act and Violence Against Women Act; and through New York State Education Law, Title 7, Articles 126, 129-A and 129-B. These codes and procedures, and any amendments thereto, are subject to approval by the Board of Trustees and shall be published annually in the College catalog and the Student Handbook.

SECTION 3.3: STUDENT SENATE

- A.** The Hudson Valley Community College Student Senate operates under a student government constitution and bylaws that are subject to the approval of the Board of Trustees.

SECTION 3.4: STUDENT ACTIVITIES, ORGANIZATIONS

- A.** All student activities and organizations therein shall be supervised and controlled by the faculty and the administrators of the College, in accordance with the policies of the Board. Procedures for establishing student clubs and organizations and regulations for governing their activities shall be formulated by the Student Government in counsel with the Office of Student Activities.

ARTICLE 4.0

FACILITIES

SECTION 4.1: USE OF FACILITIES

- A.** Physical facilities shall be so operated and maintained as to contribute as fully as possible to the total environment for learning, through efficiency, convenience of facilities, suitability, cleanliness and beauty through the services provided.
- B.** The facilities of Hudson Valley Community College have been provided by the taxpayers of Rensselaer County and surrounding communities, by the State of New York, Federal grants, and other sources for the support of College programs. In order to ensure that necessary priority is given to ongoing College educational programs, the determination regarding the availability of equipment, facilities, and/or materials for cooperative use shall rest with the President or President's designee. After the College needs have been satisfied, the facilities may be made available to responsible governmental, educational, non-profit community organizations, commercial enterprises, groups, and individuals, when it has been determined by appropriate College officials that there is no conflict with College programs and activities.
- C.** Any use of equipment purchased with funds supplied by Federal or State government, or private enterprise, will remain subject to appropriate restrictions imposed by Federal and State law, the provisions of sponsored program contracts, or the terms of College financing agreements.
- D.** The College reserves the right to determine whether a requested use of facilities is or is not consistent with the goals and objectives of the College. The President or the President's designee is empowered to act upon requests for use of College facilities.
- E.** When College facilities are used for externally sponsored events, facility requests shall be completed prior to the event and shall indicate all conditions regarding the contract between the College and the sponsoring organizations.
- F.** The College shall develop a schedule of charges for the use of College facilities and equipment.

SECTION 4.2: HEALTH AND SAFETY

- A.** In all aspects of plant operation and maintenance, the safety of employees, students, staff and visitors will be a primary consideration.
- B.** Security services shall be provided to protect institutional property from fire, theft, vandalism or other hazard, and to assure the safety of students, staff and other persons on College property.

SECTION 4.3: NAMING OF FACILITIES

- A.** The authority for the designation of names of facilities shall be retained by the Board of Trustees.

SECTION 4.4: CHANGES TO COLLEGE FACILITIES

- A.** Construction of a new building or expansion of major renovation of existing facilities may be authorized by the Board of Trustees upon the recommendation of the President and subject to approval by both Rensselaer County and the State University of New York Board of Trustees..
- B.** Any alteration in or changes to College facilities which markedly change the appearance or the basic function of the facility must have the recommendation of the President and the approval of the Board of Trustees.
- C.** The President shall approve recommendations for the occupancy and use of new and/or renovated facilities.

SECTION 4.5: ACCESSIBILITY

- A.** The College shall provide students with disabilities the same access and opportunities to fully participate in all programs and activities of the College.

SECTION 4.6: ALCOHOLIC BEVERAGES

- A.** The use of alcoholic beverages at any student function on the Hudson Valley Community College campus is prohibited.
- B.** The use of alcoholic beverages on campus at various College events must have the approval of the President.

ARTICLE 5.0

FINANCE

SECTION 5.1: BUDGET

- A. The Board of Trustees shall approve the annual operating budget of the College prior to its submission to the local sponsor, Rensselaer County, and the State University of New York Board of Trustees.
- B. The Board of Trustees shall approve any capital project budget or amendment to a capital project budget prior to approval by Rensselaer County and the State University of New York Board of Trustees.

SECTION 5.2: FINANCIAL PROCEDURES

- A. The College shall follow the procedures specified in the *State University of New York Community Colleges Manual for Community College Business Offices*, and the *Code Standards and Procedures for the Administration and Operation of Community Colleges* under the program of the State University of New York.
- B. The Board of Trustees shall appoint the College Treasurer and Assistant Treasurers' each year at the Board's annual meeting.
- C. The College shall use full service banks for the deposit of money and securities. All investments of the College must be fully secured.
- D. The Board shall approve a service banking list and an investment banking bid list annually.
- E. The Board authorizes the College Treasurer to establish petty cash funds.
- F. The College shall be audited annually by a certified public accounting firm designated by the Board of Trustees.

SECTION 5.3: TUITION AND FEES

- A. The Board of Trustees shall approve the Tuition and Fees Schedule of the College subject to the approval of the State University of New York Board of Trustees.

SECTION 5.4: SPONSOR SUPPORT

- A. The Board of Trustees and the President shall work with the local sponsor, Rensselaer County, to maintain and ensure appropriate support for the College, consistent with New York State Education Law, Article 126, Section 6304, governing the financing of community colleges.

SECTION 5.5: FISCAL YEAR

- A. The fiscal year of the College shall run from September 1 to August 31.

SECTION 5.6: GIFTS AND BEQUESTS

- A.** Pursuant to the provisions of New York State Education Law, Article 126, Section 6306, the Board of Trustees shall be the exclusive agent of the College for the acceptance of gifts and bequests.

ARTICLE 6.0
AMENDMENTS

SECTION 6.1: AMENDMENT

- A. The Bylaws of the Hudson Valley Community College Board of Trustees may be amended by a vote of **six (6)** trustees present at a meeting of the Board of Trustees provided prior notice of said meeting and the proposed amendment shall have been mailed, emailed or posted electronically to all members of the Board at least one (1) month prior to said meeting. Such prior notice may be waived if all members of the Board of Trustees consent thereto at or prior to such meeting and said written waiver shall be appended to the minutes of said meeting.

BYLAWS AND POLICY MANUAL
OF THE
HUDSON VALLEY COMMUNITY COLLEGE
BOARD OF TRUSTEES

RECORD OF AMENDMENTS

(Additions are underlined. Deletions are struck through.)

BOOK	ARTICLE	SECTION	FROM:	TO:	PAGE	DATE
Bylaws	II	1. A.	The President shall be the chief executive officer of the College and shall be directly responsible to the Board for the entire administration of the College.	The President shall be the chief executive officer of the College and shall be directly responsible to the Board for the entire administration of the College. <u>The President shall have the authority to negotiate and execute contracts or agreements, excluding Collective Bargaining Agreements and those contracts associated with the Master Facilities Plan, which are within the parameters of the operating budget of the College once that budget has been approved by the College's Board of Trustees, the County of Rensselaer, and the State University of New York trustees.</u>	14	8/24/00
Bylaws	II	1.A.	The President shall be the chief executive officer of the College and shall be directly responsible to the Board for the entire administration of the College. The President shall have the authority to negotiate and execute contracts or agreements, excluding Collective Bargaining Agreements and those contracts associated with the Master Facilities Plan, which are within the parameters of the operating budget of the College once that budget has been approved by the College's Board of Trustees, the County of Rensselaer, and the State University of New York trustees.	The President shall be the chief executive officer of the College and shall be directly responsible to the Board for the entire administration of the College. The President shall have the authority to negotiate and execute contracts or agreements, excluding Collective Bargaining Agreements and those contracts associated with the Master Facilities Plan, which are within the parameters of the operating budget of the College once that budget has been approved by the College's Board of Trustees and the County of Rensselaer, and the State University of New York trustees.	14	6/27/02
Bylaws	III	3.A.	Regular meetings of the Board of Trustees shall be held on the fourth Thursday of every month at 5:00 p.m., unless a different time or date is announced by the Chair of the Board, except in July, when there shall be no meeting. The September meeting shall be held immediately following the annual meeting. Meetings shall be held in the Board Room on the College campus except as otherwise designated by resolution or call of a special meeting. All meetings shall be open to the public except when the Board is called into Executive Session. Prior notice of the date, time, and place of meetings shall be posted in accord with Article 7 of the Public Officers Law of New York	Regular meetings of the Board of Trustees shall be held on the fourth Thursday Tuesday of every month at the later of 5:00 pm, or the conclusion of the Committee at a regular meeting, unless a different time or date, time or place is announced by the Chair of the Board, except in July, when there shall be no meeting, at a regular meeting and approved by the Board of Trustees. There shall be no meeting in July. The September meeting shall be held immediately following the annual meeting. Meetings shall be held in the Board Room on the College campus except as otherwise designated by resolution or call of a special meeting. All meetings shall be open to the public except when the Board is called into	5	10/25/11

			State governing Open Meetings.	Executive Session. Prior notice of the date, time, and place of <u>Board and Committee</u> meetings shall be posted in accord with Article 7 of the Public Officers Law of New York State governing Open Meetings.		
Bylaws	I	3.D.	The presence of six (6) trustees at any regular or special meeting of the Board shall constitute a quorum for the transaction of business; the affirmative vote of six (6) voting members of the Board shall decide any issue.	The presence of six (6) trustees at any regular or special meeting of the Board shall constitute a quorum for the transaction of business; the affirmative vote of six (6) voting members of the Board shall decide any issue. <u>Trustees may attend meetings and vote by videoconferencing.</u>	5	10/25/11
Bylaws	I	7.B.	Meetings of Committees. Meetings of committees of the Board shall be held at such time and place and for purposes designated by the Chair of the committee or the Chair of the Board. 1) A notice of the time and place for committee meetings shall be given to each member not less than two days prior to each meeting. The members of each committee present at a committee meeting shall constitute a quorum for the receipt of information, and the affirmative vote of majority of the members present shall decide any question. 2) Meetings of the committees shall be held in accordance with the Open Meetings Law. 3) Committees shall submit such reports and recommendations as are appropriate to the Board for Board Action. Accept as specified, each Standing Committee shall have full power to prescribe its own approach and procedures for resolving Committee action and fulfilling its responsibility. 4) The Committee Chair shall report the findings and recommendations to the Board. 5) The Standing Committees of the Board shall be as follows:	Meetings of Committees. Meetings of committees of the Board shall be held at such time and place and for purposes designated by the Chair of the committee or the Chair of the Board. <u>Regular meetings of the Committees of the Board of Trustees shall be held in the Board Room on the College campus on the fourth Tuesday of every month, except July, when there shall be no meeting. Meetings shall start at 4:30 in the afternoon, unless the Committee, by a majority of its members, shall agree on a different date, time or place. The Chair of any Committee may call such additional meetings as may be necessary to accomplish the work of the Committee. Committee members shall be given at least six (6) days notice by telephone, regular mail or email, and the Chair, Secretary and/or the Assistant Secretary of the Board shall also be given such notice.</u> 1) A notice of the time and place for committee meetings shall be given to each member not less than two days prior to each meeting. The members of each committee present at a committee meeting shall constitute a quorum for the receipt of information, and the affirmative vote of majority of the members present shall decide any question. 2) Meetings of the committees shall be held in accordance with the Open Meetings Law. 3) Committees shall submit such reports and recommendations as are appropriate to the Board for Board Action. Except as specified, each Standing Committee shall have full power to prescribe its own approach and procedures for resolving Committee action and fulfilling its responsibility. 4) The Committee Chair shall report the findings and recommendations to the Board. 5) The Standing Committees of the Board shall be as follows:	9	10/25/11
Bylaws	I	2.E.	It is the responsibility of the individual trustee:	It is the responsibility of the individual <u>Trustee or Officer of the Board:</u> <u>5) To adhere to the Bylaws (including the Code of Ethics) of the Board of Trustees.</u>	5	12/18/12
Bylaws	I	6.C.	The Secretary or Assistant Secretary shall keep minutes of all Board	The Secretary or Assistant Secretary shall keep minutes of all Board	9	12/18/12

			meetings and perform all of the usual duties connected with the Secretary's office, including the transmitting of meeting notices to members of the Board, providing the Deputy to the Chancellor of the State University of New York with copies of Board minutes and, where necessary, providing copies of minutes to other appropriate government agencies. The Secretary of the Board shall be the custodian of the Seal of the College and shall be authorized by the Board to affix said seal to any instrument duly authorized to be executed by the College requiring the Corporate Seal.	meetings and perform all of the usual duties connected with the Secretary's office, including the transmitting of meeting notices to members of the Board, providing the Deputy to the Chancellor of the State University of New York with copies of Board minutes and, where necessary, providing copies of minutes to other appropriate government agencies. <u>The Secretary of the Board shall be authorized to affix the Seal of the College to any instrument duly authorized to be executed by the College requiring the Corporate Seal.</u> The Secretary of the Board shall be the custodian of the Seal of the College and shall be authorized by the Board to affix said seal to any instrument duly authorized to be executed by the College requiring the Corporate Seal.		
Bylaws	I	7.C.	5. Personnel Committee. The Personnel Committee shall be responsible for general oversight of all personnel related policies and practices of the college including: a) appointments, initial and continuing, b) promotion, c) evaluation, d) tenure, e) dismissal and termination, f) retirement, g) rehiring of retired staff, h) leaves of absence, i) sabbatical leaves, j) academic freedom, k) outside employment, l) affirmative action, m) staff development, n) resignations, and o) conditions of employment The personnel committee will meet on a regular basis with the President and Vice President Administration at a time agreed to by the Chairman of the Committee and the President.	5. Personnel Committee. The Personnel Committee shall be responsible for general oversight of all personnel related policies and practices of the college including: a) appointments, initial and continuing, b) promotion, c) evaluation, d) tenure, e) dismissal, termination and retrenchment , f) retirement, g) rehiring of retired staff, h) leaves of absence, i) sabbatical leaves, j) academic freedom, k) outside employment, l) affirmative action, m) staff development, n) resignations, and o) conditions of employment The personnel committee will meet on a regular basis with the President and Vice President Administration at a time agreed to by the Chairman of the Committee and the President.	12	12/18/12
Bylaws	I	10.A.	Members of the Board of Trustees shall abide by the same standards expressed in the statutes governing ethics and conduct and the rules for conflict of interest set forth in General Municipal Law §801 and the Code of Ethics adopted by the Board of Trustees as it may be amended from time to time.	Members of the Board of Trustees <u>and Officers of the Board</u> shall abide by the same standards expressed in the statutes governing ethics and conduct and the rules for conflict of interest set forth in General Municipal Law §801 and the Code of Ethics adopted by the Board of Trustees as it may be amended from time to time.	13	12/18/12
Bylaws	II	1.J.	The President shall be responsible for the appointment of all College personnel, exclusive of vice presidents and deans, who shall be appointed by the Board of Trustees upon the recommendation of the President.	The President shall be responsible for the appointment, <u>promotion, termination, and retrenchment</u> of all College personnel, exclusive of vice presidents and deans, who shall be appointed by the Board of Trustees upon the recommendation of the President.	14	12/18/12
Appendix A	I		The purpose of the Code of Ethics is (i) to protect the College's interest; (ii) to provide guidance to the Trustees exercising their fiduciary duties in the management of the College and its affairs, (iii) to provide a procedure for disclosure of potential conflicts of	The purpose of the Code of Ethics is (i) to protect the College's interest; (ii) to provide guidance to the Trustees <u>and Officers of the Board</u> exercising their fiduciary duties in the management of the College and its affairs, (iii) to provide a procedure for disclosure of	33	12/18/12

			interest, and (iv) to establish standards of conduct. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to the Trustees of Community Colleges.	potential conflicts of interest, and (iv) to establish standards of conduct. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to the Trustees of Community Colleges.		
Appendix A	II		<p>"Conflict of Interest" shall mean that a Trustee has existing or potential financial or other interests which impair or might reasonably appear to impair such Trustee's independent, unbiased judgment in the discharge of his or her responsibilities to the College, or such Trustee is aware that a member of his or her family, which for purposes of this Code of Ethics shall be a spouse, parents, siblings, children, or any organization in which such Trustee (or member of his or her family) is an officer, director, employee, member, partner, trustee, or controlling stockholder, has such existing or potential financial or other interest. [HVCC Code of Ethics for Employees ("Employee Code") §6.291]</p> <p>"Fiscal Year" shall mean each year commencing on September 1 and ending the following August 31.</p> <p>"Prohibited Activity" shall mean and include:</p> <ol style="list-style-type: none"> 1. No Trustee shall accept other employment which will impair his or her independence of judgment in the exercise of his or her official duties. [Public Officers Law ("POL")§74 3(a)] 2. No Trustee shall accept employment or engage in any business or professional activity which will require the Trustee to disclose confidential information which he or she has gained by reason of his official position or authority. [POL §74 3(b)] [Employee Code] 3. No Trustee shall disclose confidential information acquired by him or her in the course of official duties nor use such information to further his or her personal interests. [POL §74 3(c)] [GML §805-a (b)] [Employee Code] 4. No Trustee shall use or attempt to use his or her official position to secure unwarranted privileges or exemptions for himself or herself or others, including but not limited to, the misappropriation to himself, herself or to others of the property, services or other resources of the College for private business or other compensated nongovernmental purposes. [POL §74 3(d)] [Employee Code] 5. No Trustee shall engage in any transaction as representative or agent of 	<p>"Conflict of Interest" shall mean that a Trustee <u>or Officer of the Board</u> has existing or potential financial or other interests which impair or might reasonably appear to impair such Trustee's <u>or Officer's</u> independent, unbiased judgment in the discharge of his or her responsibilities to the College, or such Trustee <u>or Officer of the Board</u> is aware that a member of his or her family, which for purposes of this Code of Ethics shall be a spouse, parents, siblings, children, <u>and any other relative or person who resides in the same household as the Trustee or Officer of the Board</u>, or any organization in which such Trustee <u>or Officer of the Board</u> (or member of his or her family) is an officer, director, employee, member, partner, trustee, or controlling stockholder, has such existing or potential financial or other interest. [HVCC Code of Ethics for Employees ("Employee Code") §6.291]</p> <p>"Fiscal Year" shall mean each year commencing on September 1 and ending the following August 31.</p> <p>"Prohibited Activity" shall mean and include:</p> <ol style="list-style-type: none"> 1. No Trustee <u>or Officer of the Board</u> shall accept other employment which will impair his or her independence of judgment in the exercise of his or her official duties. [Public Officers Law ("POL")§74 3(a)] 2. No Trustee <u>or Officer of the Board</u> shall accept employment or engage in any business or professional activity which will require the Trustee <u>or Officer of the Board</u> to disclose confidential information which he or she has gained by reason of his official position or authority. [POL §74 3(b)] [Employee Code] 3. No Trustee <u>or Officer of the Board</u> shall disclose confidential information acquired by him or her in the course of official duties nor use such information to further his or her personal interests. [POL §74 3(c)] [GML §805-a (b)] [Employee Code] 4. No Trustee <u>or Officer of the Board</u> shall use or attempt to use his or her official position to secure unwarranted privileges or exemptions for himself or herself or others, including but not limited to, the misappropriation to himself, herself or to others of the 	33-35	12/18/12

			<p>the College with any business entity in which he or she has a direct or indirect financial interest that might reasonably tend to conflict with the proper discharge of official duties. [POL §73 3(e) [Employee Code]</p> <p>6. No Trustee shall by his or her conduct give reasonable basis for the impression that any person can improperly influence the Trustee or unduly enjoy his or her favor in the performance of official duties, or that he or she is affected by the kinship, rank, position or influence of any party or person. [POL §74 3(f)] [Employee Code]</p> <p>7. A Trustee shall abstain from making personal investments in enterprises which he or she has reason to believe may be directly involved in decisions to be made by the Trustee or which will otherwise create substantial conflict between the Trustee's duty in the public interest and his private interest. [POL §74 3(g)] [Employee Code]</p> <p>8. A Trustee shall endeavor to pursue a course of conduct which will not raise suspicion among the public that he or she is likely to be engaged in acts that are in violation of trust. [POL §74 3(h)]</p> <p>9. No Trustee shall directly or indirectly solicit any gift, or accept or receive any gift having a value of seventy-five dollars or more, whether in the form of money, service, loan travel, entertainment, hospitality, thing or promise, or in any other form, under circumstances in which it could reasonably be expected to influence him or her in the performance of official duties, or was intended as a reward for any official action on his or her part. [GML §805-a(1) (a)]</p> <p>10. No Trustee shall receive or enter into any agreement, express or implied, for compensation for services to be rendered in relation to any matter before the Board of Trustees or the College. [GML §805-a(1) (c)]</p> <p>11. No Trustee shall receive or enter into any agreement, express or implied, for compensation for services to be rendered in relation to any matter before the Board of Trustees or the College whereby the Trustee's compensation is to be dependent or contingent upon any action with respect to such matter. [GML §805-a(1) (d)]</p> <p>12. No Trustee shall allow his or her outside position or profession to influence or interfere with such officer's fiduciary obligations to the College.</p>	<p>property, services or other resources of the College for private business or other compensated nongovernmental purposes. [POL §74 3(d)] [Employee Code]</p> <p>5. No Trustee <u>or Officer of the Board</u> shall engage in any transaction as representative or agent of the College with any business entity in which he or she has a direct or indirect financial interest that might reasonably tend to conflict with the proper discharge of official duties. [POL §73 3(e) [Employee Code]</p> <p>6. No Trustee <u>or Officer of the Board</u> shall by his or her conduct give reasonable basis for the impression that any person can improperly influence the Trustee <u>or Officer of the Board</u> or unduly enjoy his or her favor in the performance of official duties, or that he or she is affected by the kinship, rank, position or influence of any party or person. [POL §74 3(f)] [Employee Code]</p> <p>7. A Trustee <u>or Officer of the Board</u> shall abstain from making personal investments in enterprises which he or she has reason to believe may be directly involved in decisions to be made by the Trustee or which will otherwise create substantial conflict between the Trustee's <u>or Officer of the Board's</u> duty in the public interest and his private interest. [POL §74 3(g)] [Employee Code]</p> <p>8. A Trustee <u>or Officer of the Board</u> shall endeavor to pursue a course of conduct which will not raise suspicion among the public that he or she is likely to be engaged in acts that are in violation of trust. [POL §74 3(h)]</p> <p>9. No Trustee <u>or Officer of the Board</u> shall directly or indirectly solicit any gift, or accept or receive any gift having a value of seventy-five dollars or more, whether in the form of money, service, loan travel, entertainment, hospitality, thing or promise, or in any other form, under circumstances in which it could reasonably be expected to influence him or her in the performance of official duties, or was intended as a reward for any official action on his or her part. [GML §805-a(1) (a)]</p> <p>10. No Trustee <u>or Officer of the Board</u> shall receive or enter into any agreement, express or implied, for compensation for services to be rendered in relation to any matter before the Board of Trustees or the College. [GML §805-a(1) (c)]</p> <p>11. No Trustee <u>or Officer of the Board</u> shall receive or enter into any</p>	
--	--	--	---	--	--

				<p>agreement, express or implied, for compensation for services to be rendered in relation to any matter before the Board of Trustees or the College whereby the <u>Trustee's or Officer of the Board's</u> compensation is to be dependent or contingent upon any action with respect to such matter. [GML §805-a(1) (d)]</p> <p>12. No Trustee <u>or Officer of the Board</u> shall allow his or her outside position or profession to influence or interfere with such officer's fiduciary obligations to the College.</p>		
Appendix A	IV		<p>A. No Trustee shall engage in Prohibited Activity.</p> <p>B. Any Trustee who has, will have, or later acquires an interest in any actual or proposed contract with the College shall publicly disclose the nature and extent of such interest in writing to the Board of Trustees as soon as he or she has knowledge of such actual or prospective interest. Such written disclosure shall be made part of and be set forth in the official record of the proceedings of The Board of Trustees. Once a disclosure has been made with respect to an interest in a contract with a particular person, firm, corporation or association, no further disclosures need be made by such Trustee with respect to additional contracts with the same party during the remainder of the fiscal year. [GML §803(i)]</p> <p>C. After disclosure of a Conflict of Interest and all material facts, the Trustee shall leave the meeting and the Trustees shall determine by a vote of those present whether a Conflict of Interest exists. If the Board of Trustees determines that a Conflict of Interest exists, it shall approve the transaction or arrangement if after any further investigation, it appears that the transaction or arrangement is in the best interests of the College. The interested Trustee shall not be present during the discussion nor participate in the vote.</p> <p>D. Penalties</p> <p>1. Any Trustee who willfully and knowingly violates the provisions of this Code of Ethics shall be subject to the penalties described in GML §805, where applicable.</p> <p>2. The Board of Trustees shall notify any Trustee it believes has violated the provisions of this Code of Ethics. The notification shall specify the section of the Code of Ethics alleged to have been violated and the facts and circumstances surrounding such allegations. The Trustee shall have an opportunity to present information, including documents and written and other oral</p>	<p>A. No Trustee <u>or Officer of the Board</u> shall engage in Prohibited Activity.</p> <p>B. Any Trustee <u>or Officer of the Board</u> who has, will have, or later acquires an interest in any actual or proposed contract with the College shall publicly disclose the nature and extent of such interest in writing to the Board of Trustees as soon as he or she has knowledge of such actual or prospective interest. Such written disclosure shall be made part of and be set forth in the official record of the proceedings of The Board of Trustees. Once a disclosure has been made with respect to an interest in a contract with a particular person, firm, corporation or association, no further disclosures need be made by such Trustee <u>or Officer of the Board</u> with respect to additional contracts with the same party during the remainder of the fiscal year. [GML §803(i)]</p> <p>C. After disclosure of a Conflict of Interest and all material facts, the Trustee <u>or Officer of the Board</u> shall leave the meeting and the Trustees shall determine by a vote of those present whether a Conflict of Interest exists. If the Board of Trustees determines that a Conflict of Interest exists, it shall approve the transaction or arrangement if after any further investigation, it appears that the transaction or arrangement is in the best interests of the College. The interested Trustee <u>or Officer of the Board</u> shall not be present during the discussion nor participate in the vote.</p> <p>D. Penalties</p> <p>1. Any Trustee <u>or Officer of the Board</u> who willfully and knowingly violates the provisions of this Code of Ethics shall be subject to the penalties described in GML §805, where applicable.</p> <p>2. <u>The President shall notify the Chairman of the Board (or Vice Chair) if he or she believes that a Trustee or Officer of the Board has violated the provisions of this Code of Ethics.</u> The Board of Trustees shall notify any</p>	35-36	12/18/12

			<p>statements to refute the allegations. The Trustees shall then determine by a majority vote whether the Board believes the violation occurred and may ask for the resignation of such Trustee and such other relief as it may deem appropriate under the circumstances.</p>	<p>Trustee <u>or Officer of the Board</u> it believes has violated the provisions of this Code of Ethics. The notification shall specify the section of the Code of Ethics alleged to have been violated and the facts and circumstances surrounding such allegations. The Trustee <u>or Officer of the Board</u> shall have an opportunity to present information, including documents and written and other oral statements to refute the allegations. The Trustees shall then determine by a majority vote whether the Board believes the violation occurred and may ask for the resignation of such Trustee <u>or Officer of the Board</u>, and such other relief as it may deem appropriate under the circumstances.</p>	
--	--	--	---	---	--

BYLAWS AND POLICY MANUAL
OF THE
HUDSON VALLEY COMMUNITY COLLEGE
BOARD OF TRUSTEES

APPENDIX A

**HUDSON VALLEY COMMUNITY COLLEGE
BOARD OF TRUSTEES
Code of Ethics**

Enacted by Resolution, October 25, 2011 and amended December 18, 2012

Article I: Purpose

The purpose of the Code of Ethics is (i) to protect the College's interest; (ii) to provide guidance to the Trustees and Officers of the Board exercising their fiduciary duties in the management of the College and its affairs, (iii) to provide a procedure for disclosure of potential conflicts of interest, and (iv) to establish standards of conduct. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to the Trustees of Community Colleges.

Article II: Definitions

"Acceptable Reasons" shall include only medical issues/illness, family emergencies, or other circumstances deemed extraordinary by the Board.

"Attend or Attendance" shall mean the presence throughout the meeting in person, by telephone or by videoconferencing. While phone and videoconferencing are acceptable means of attendance, Board members are strongly encouraged to attend all meetings in person whenever possible.

"Conflict of Interest" shall mean that a Trustee or Officer of the Board has existing or potential financial or other interests which impair or might reasonably appear to impair such Trustee's or Officer's independent, unbiased judgment in the discharge of his/her responsibilities to the College, or such Trustee or Officer of the Board is aware that a member of his/her family, which for purposes of this Code of Ethics shall be a spouse, parents, siblings, children, and any other relative or person who resides in the same household as the Trustee or Officer of the Board, or any organization in which such Trustee or Officer of the Board (or member of his/her family) is an officer, director, employee, member, partner, trustee, or controlling stockholder, has such existing or potential financial or other interest. [HVCC Code of Ethics for Employees ("Employee Code") §6.291]

"Fiscal Year" shall mean each year commencing on September 1 and ending the following August 31.

"Prohibited Activity" shall mean and include:

1. No Trustee or Officer of the Board shall accept other employment which will impair his/her independence of judgment in the exercise of his/her official duties. [Public Officers Law ("POL")§74 3(a)]
2. No Trustee or Officer of the Board shall accept employment or engage in any business or professional activity which will require the Trustee or Officer of the Board to disclose confidential information which he/she has gained by reason of his/her official position or authority. [POL §74 3(b)] [Employee Code]
3. No Trustee or Officer of the Board shall disclose confidential information acquired by him/her in the course of official duties nor use such information to further his or her personal interests. [POL §74 3(c)] [GML §805-a (b)] [Employee Code]
4. No Trustee or Officer of the Board shall use or attempt to use his/her official position to secure unwarranted privileges or exemptions for himself or herself or others, including but not limited to, the misappropriation to himself/herself or to others of the property, services or other resources of the College for private business or other compensated nongovernmental purposes. [POL §74 3(d)] [Employee Code]
5. No Trustee or Officer of the Board shall engage in any transaction as representative or agent of the College with any business entity in which he/she has a direct or indirect financial interest that might reasonably tend to conflict with the proper discharge of official duties. [POL §73 3(e)] [Employee Code]
6. No Trustee or Officer of the Board shall by his/her conduct give reasonable basis for the impression that any person can improperly influence the Trustee or Officer of the Board or unduly enjoy his or her favor in the performance of official duties, or that he/she is affected by the kinship, rank, position or influence of any party or person. [POL §74 3(f)] [Employee Code]
7. A Trustee or Officer of the Board shall abstain from making personal investments in enterprises which he/she has reason to believe may be directly involved in decisions to be made by the Trustee or which will otherwise create substantial conflict between the Trustee's or Officer of the Board's duty in the public interest and his or her private interest. [POL §74 3(g)] [Employee Code]
8. A Trustee or Officer of the Board shall endeavor to pursue a course of conduct which will not raise suspicion among the public that he/she is likely to be engaged in acts that are in violation of trust. [POL §74 3(h)]
9. No Trustee or Officer of the Board shall directly or indirectly solicit any gift, or accept or receive any gift having a value of seventy-five dollars or more, whether in the form of money,

service, loan travel, entertainment, hospitality, thing or promise, or in any other form, under circumstances in which it could reasonably be expected to influence him/her in the performance of official duties, or was intended as a reward for any official action on his or her part. [GML §805-a(1) (a)]

10. No Trustee or Officer of the Board shall receive or enter into any agreement, express or implied, for compensation for services to be rendered in relation to any matter before the Board of Trustees or the College. [GML §805-a(1) (c)]
11. No Trustee or Officer of the Board shall receive or enter into any agreement, express or implied, for compensation for services to be rendered in relation to any matter before the Board of Trustees or the College whereby the Trustee's or Officer of the Board's compensation is to be dependent or contingent upon any action with respect to such matter. [GML §805-a(1) (d)]
12. No Trustee or Officer of the Board shall allow his/her outside position or profession to influence or interfere with such officer's fiduciary obligations to the College.

Article III: Attendance

- A. A Trustee shall attend in person or by videoconferencing at least seventy-five percent (75%) of the regular and special meetings of the Board each fiscal year. If there are only eleven (11) regular meetings, each member shall attend at least 8. A member who intends to attend by videoconferencing shall notify the Assistant Secretary at least seven (7) days prior to the meeting to allow arrangements to be made to comply with Article 7 of New York State Public Officers Law governing open meetings. The Assistant Secretary shall keep an annual attendance record for each Trustee. If a member will be unable to attend a meeting, he/she shall notify the Assistant Secretary that he/she will be unavailable and the reason for such unavailability as soon as possible. The Secretary shall note the reason for unavailability in the attendance record.
- B. The Chair of the Board of Trustees, Secretary or Assistant Secretary of the Board of Trustees shall notify the Appointing Authority in September of each year of the name of any Trustees who have not attended at least seventy-five percent (75%) of the regular and special meetings during the preceding Fiscal Year, and the reasons therefore if the Trustee provided Acceptable Reasons.

Article IV: Standard of Conduct and Procedures

- A. No Trustee or Officer of the Board shall engage in Prohibited Activity.
- B. Any Trustee or Officer of the Board who has, will have, or later acquires an interest in any actual or proposed contract with the College shall publicly disclose the nature and extent of such interest in writing to the Board of Trustees as soon as he/she has knowledge of such actual or prospective interest. Such written disclosure shall be made part of and be set forth in the official record of the proceedings of The Board of Trustees. Once a disclosure has been made with respect to an interest in a contract with a particular person, firm, corporation or association, no further disclosures need be made by such Trustee or Officer of the Board with

respect to additional contracts with the same party during the remainder of the fiscal year.
[GML §803(i)]

- C. After disclosure of a Conflict of Interest and all material facts, the Trustee or Officer of the Board shall leave the meeting and the Trustees shall determine by a vote of those present whether a Conflict of Interest exists. If the Board of Trustees determines that a Conflict of Interest exists, it shall approve the transaction or arrangement if after any further investigation, it appears that the transaction or arrangement is in the best interests of the College. The interested Trustee or Officer of the Board shall not be present during the discussion nor participate in the vote.

D. Penalties

1. Any Trustee or Officer of the Board who willfully and knowingly violates the provisions of this Code of Ethics shall be subject to the penalties described in GML §805, where applicable.
2. The President shall notify the Chairman of the Board (or Vice Chair) if he/she believes that a Trustee or Officer of the Board has violated the provisions of this Code of Ethics. The Board of Trustees shall notify any Trustee or Officer of the Board it believes has violated the provisions of this Code of Ethics. The notification shall specify the section of the Code of Ethics alleged to have been violated and the facts and circumstances surrounding such allegations. The Trustee or Officer of the Board shall have an opportunity to present information, including documents and written and other oral statements to refute the allegations. The Trustees shall then determine by a majority vote whether the Board believes the violation occurred and may ask for the resignation of such Trustee or Officer of the Board, and such other relief as it may deem appropriate under the circumstances.