

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 or by videoconferencing. While videoconferencing is an 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 or her responsibilities to the College, or such Trustee or Officer of the Board 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, 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 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]

"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 or her independence of judgment in the exercise of his or 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 or she has gained by reason of his 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 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 or Officer of the Board 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 or Officer of the Board 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]
6. No Trustee or Officer of the Board shall by his or 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 or 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 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 or Officer of the Board's duty in the public interest and his 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 or 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 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)]

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 or 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 the POL. The Assistant Secretary shall keep an annual attendance record for each Trustee. If a member will be unable to attend a meeting, he or she shall notify the Assistant Secretary that he or 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 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 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 or 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.