



Board of Trustees Meeting

October 28, 2025

Guenther Board Room, 80 Vandenberg Ave., Troy, NY

AGENDA

For the regular meeting of the Board of Trustees of Hudson Valley Community College to be held on Tuesday, October 28, 2025 at 5:00 p.m. or thereafter on the college campus, Guenther Board Room, 80 Vandenberg Avenue, Troy, New York and via remote meeting, with live stream for the public via the college website at hvcc.edu, the following matters are submitted for consideration and action.

1. CALL TO ORDER

A. Introduction of Trustee Patrick Madden

2. MINUTES

Request is made for approval of the minutes of the monthly meeting of the Board of Trustees, held on September 23, 2025.

MOTION:

SECOND:

VOTE:

3. REPORT OF STANDING COMMITTEES

A. AUDIT AND FINANCE COMMITTEE

- 2024-2025 Fiscal Year Operating Budget as of 9/30/2025
- Capital Expenditures, September 2025

B. CURRICULUM & STUDENT LIFE

I. STUDENT LIFE UPDATE, PRESENTED BY KERCEL MONTES

II. CURRICULUM CHANGES

C. EXECUTIVE COMMITTEE

I. REVISED BYLAWS OF THE BOARD OF TRUSTEES

Request is made for approval of the following resolution:

WHEREAS, the HVCC Board of Trustees has been provided with the attached proposed Updates to the HVCC Board of Trustees Bylaws, which has been recommended for adoption by the Bylaws Committee; and

WHEREAS, the Board has carefully reviewed such Updates, and it appearing that the adoption and approval of such Updates are in the best interest of the College.

NOW, THEREFORE, BE IT RESOLVED, that after careful consideration having been had herein, the Board of Trustees hereby adopts and approves the attached Updates to the HVCC Board of Trustees Bylaws.

MOTION:

SECOND:

VOTE:

II. CODICIL TO THE CONTRACT OF THE PRESIDENT OF HVCC

Request is made for consideration and approval of the following resolution:

WHEREAS, the HVCC Board of Trustees has previously approved an employment agreement with the new President for HVCC; and

WHEREAS, such agreement, as well as the standard form Management Confidential Agreement of the College applicable to the President, contains life insurance provisions which have proven to be impractical to put in place as set forth in such Agreements, and the Board of Trustees having reviewed the attached Codicil which addresses such impracticalities, and such Codicil having been approved by the President and the Chairman of the Board of Trustees, and such Codicil appears appropriate and in the best interests of the College under the circumstances involved herein;

NOW, THEREFORE, BE IT RESOLVED, after careful consideration having been had herein, that the Board of Trustees of HVCC hereby approves the attached Codicil so as to address the aforementioned impracticalities

MOTION:

SECOND:

VOTE:

D. PERSONNEL COMMITTEE

I. PERSONNEL CHANGES—INFORMATIONAL

II. HUDSON VALLEY COMMUNITY COLLEGE ORGANIZATIONAL CHART

Request is made for the consideration and approval of the following resolution:

WHEREAS, Hudson Valley Community College has completed a review and revision of its organizational structure to better align with institutional goals, operational efficiency, and strategic priorities; and

WHEREAS, the revised organizational chart reflects updated reporting lines, departmental realignments, and administrative adjustments to support effective governance and student success;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees of Hudson Valley Community College hereby accepts and approves the newly revised organizational chart as presented effective immediately; and

BE IT FURTHER RESOLVED, that the President and administration are authorized to implement the revised structure and make any necessary administrative adjustments consistent with this approval.

MOTION:

SECOND:

VOTE:

E. FOUNDATION AND AUXILIARY COMMITTEE

1. INFORMATION ITEM: REVIEW OF MONTHLY FSA FINANCIALS

4. REPORT OF THE CHAIR

a. AD HOC CAMPUS SAFETY COMMITTEE

The Board directs the president to convene a Task Force to review the policy and operational considerations of the October 2025 Campus Safety Proposal. In addition, the administration and finance division will conduct a review of the proposal with a focus on the related financial, facility, and human resources matters. Both groups will report back to the Board at its December meeting.

5. REPORT OF THE PRESIDENT

a. 90-DAY UPDATE

6. OTHER BUSINESS

a. Advisory Board Appointment

- i. Ali Schaeffing, PhD., Liberal Arts and Sciences Advisory Board

7. ANTICIPATED EXECUTIVE SESSION

8. THE NEXT REGULAR MEETING OF THE BOARD OF TRUSTEES WILL TAKE PLACE ON NOVEMBER 25, 2025.

9. ADJOURNMENT



Board of Trustees Meeting

September 23, 2025

Guenther Board Room, 80 Vandenburg Ave., Troy, NY

MINUTES

For the regular meeting of the Board of Trustees of Hudson Valley Community College to be held on Tuesday, September 23, 2025 at 5:00 p.m. or thereafter on the college campus, Guenther Board Room, 80 Vandenburg Avenue, Troy, New York and via remote meeting, with live stream for the public via the college website at hvcc.edu, the following matters are submitted for consideration and action.

Members Present:

Neil J. Kelleher, Chairman

Judith Breselor

William Fagan

Flora Fasoldt

Thomas Grant

William Jennings

Kercel Montes

Wayne Pratt

Members Excused:

Jackie McDonough

Phil Danaher

Board Officers Attending: Secretary George Raneri, Assistant Secretary Erin Grace Dwyer

Also Present: President Michael Brophy, Diane Arrington-Stokem, Jonathan Ashdown, William Bordak, Jason Bourdeau (remote), Clem Campana, Alton Campbell, Alycia Courter, Jay Deitchman, Judy DiLorenzo, Jodi Dorrough, Marc Gorsage (remote), Lamyaa Hasib, Gayle Healy (remote), Matt Howe, Carl J. Kempf, Dennis Kennedy, Tyler Kessel, Patricia Klimkewicz, Ian LaChance, Regina LaGatta, Alice Malavasic, Doreen McGreevy, Valerie Paull, Marcy Pendergast, Amy Posner, Deb Richey, Doreen McGreevy, Hector Rodriguez, Sid Whitaker, Ronalyn Wilson

Chairman Neil Kelleher called the meeting to order at 5:21 p.m.

1. MINUTES

Upon a motion by Mr. Pratt seconded by Ms. Fasoldt, the minutes of the August 26, 2025, Regular Meeting of the Board of Trustees were unanimously approved.

2. RFP FOR SALARY STUDY

Upon a motion by Ms. Breselor seconded by Mr. Jennings, the following resolution was adopted with Mr. Grant voting no:

Resolved, that the request for approval to move forward with the issuance of a Request for Proposals (RFP) for a comprehensive salary be and hereby is, approved.

3. EOC ALLIANCE AGREEMENT

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

Resolved, that the request to approve a collective bargaining agreement between the Board of Trustees of Hudson Valley Community College and the Capital District Educational Opportunity Center Alliance for the period September 1, 2024 through August 31, 2030, be and hereby is, approved.

4. INFORMATION ITEMS

A. FULL TIME NON-TEACHING PROFESSIONALS

Academic Affairs

Trautman, Brian
Advising Specialist
Business Advisement Center
\$47,000/yr

Rahim, Malik Advising Specialist
Education and Social Science
f/t prob. appt. eff 8/29/25
\$44,000/yr

Fridmann, Lois Administrative Coordinator
School of STEM
f/t prob. appt. eff 8/18/25
\$50,000/yr

Student Affairs

Gibbons, Hope Advisor
Advancing Success in Associate Pathways [ASAP]f/t eff. 8/12/25
\$51,800/yr

Administration and Finance

Haney, Robert Assistant Director of Human Resources
Office Of Human Resources
f/t eff 8/5/2025
\$75,000/yr

Yetto, Dan Grants Accounting Analyst
Contracts & Grants
f/t eff 7/31/2025 or thereafter
\$52,000/yr

B. FULL TIME NON-INSTRUCTIONAL/CLASSIFIED STAFF

Academics

Hughes, Kelsey Program Assistant Academics III

Dental Hygiene

f/t prov eff 8/26/2025 or thereafter

\$21.2941/hr

C. FULL TIME FACULTY

1. **Paigo, Joseph** Instructor
CIS/Math
2. **Mazzei, Nicholas** Instructor
CIS/Math
3. **Brannen, David** Instructor
Applied Technologies
4. **DeMeritt, Angela** Instructor
Biology/Chemistry/Physics
5. **Smith, Brandon** Instructor
Biology/Chemistry/Physics
6. **Hoegemann, Karl** Instructor
Engineering & Architecture
7. **Bonnell, Brittany** Instructor
Dental Hygiene
8. **Anderson, Shauna** Instructor
English/Foreign Language/ESL
9. **Isrow, Zachary** Instructor
Education and Social Science

***All f/t prob. appt., eff 9/2/25
\$52,500/yr***

D. PART TIME NON-TEACHING PROFESSIONALS

Student Affairs

Brady, Alexander Assistant E-Sports Coach, Athletics

p/t eff on or after 9/2/25

\$8,000/Season

Combs, Anthony Assistant Baseball Coach, Athletics

p/t eff on or after 9/2

\$1,000/Season

Paffie, David Assistant Football Coach, Athletics

p/t eff on or after 8/12/25

\$5,000/Season

Gooch, Jordan Assistant Football Coach, Athletics

p/t eff on or after 8/1/25

\$5,000/Season

Teal, Holly Assistant Softball Coach, Athletics
p/t eff on or after 8/1/25
\$2,000/Season

E. PART TIME FACULTY

School of Health Sciences

Babcock, Alexandra
Radiological Technology

Smith Lydia
Radiological Technology

Hamilton, Nicole
Radiological Technology

Vallabhaneni, Sonia DMD
Dental Hygiene

School of STEM

Vermilyea, Mark
Engineering & Architecture

Lewis, Michele
Biology/Chemistry/Physics

Nimmy, John
Biology/Chemistry/Physics

Williams, Caitlin
Biology/Chemistry/Physics

School of Liberal Arts

Kwiatowski, Sara
Education and Social Science

Queen, Briana
English/Foreign Language/ESL

All adjunct appt. eff 9/2/2025 or thereafter, \$1,457/sch

F. RESIGNATIONS

1. Angela Allen, Technical Assistant
2. Chris Babadelis, Associate Director of Multimedia and Video Services
3. Brandy Keating, Associate Director of Student Financial Services
4. Joshua Whitehead, Laboratory Assistant
5. Kathleen Kelley, Director of Student Financial Services

6. Damon Ross, Accounting Manager
7. Emily Schultz, Grants and Contracts Analyst

G. HVCC MONTHLY FINANCIALS

- 2024-2025 Fiscal Year Operating Budget as of 8/31/2025
- Capital Expenditures, August 2025 and cumulative

H. FACULTY STUDENT ASSOCIATION FINANCIAL REPORTS

- Audited Financial Statements, Fiscal year 2024-2025, year ended 5/31/25

I. ADVISORY BOARD APPOINTMENTS

- Ann Gallerie, School of Health Science, Department of Dental Hygiene
- Michelle Edwards, School of Business and Liberal Arts, Education Advisory Board

J. GIFT IN KIND

- GlobalFoundries gift of equipment to HVCC North valued at \$253,495 for use in mechatronics learning programs.

5. EXECUTIVE SESSION

Upon a motion by Mr. Pratt seconded by Ms. Breselor, an executive session was called at 5:25 p.m. for the purpose of the discussion of the employment history of a particular person or persons. Motion carried unanimously.

Upon a motion by Mr. Grant seconded by Mr. Jennings, the Board exited executive session at 6:01 p.m. Motion carried unanimously.

Upon a motion made by Mr. Montes, seconded by Ms. Breselor and unanimously carried, the agenda was amended to add the following action:

6. APPOINTMENT OF THE CHIEF FISCAL OFFICER

Upon a motion by Mr. Pratt, seconded by Ms. Fasoldt, the following resolution was unanimously adopted:

Resolved, that effective October 20, 2025, Gina Ricci is hereby appointed to the position of Chief Fiscal Officer, with an annual salary of \$145,000.

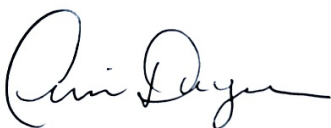
7. OCTOBER MEETING

The next regular meeting of the Board of Trustees will be held on Tuesday, October 28, 2025.

8. ADJOURNMENT

Upon a motion made by Mr. Grant, seconded by Mr. Montes, the meeting was adjourned by unanimous vote at 6:04 p.m.

Respectfully submitted,



Erin Grace Dwyer
Assistant Secretary to the Board of Trustees

DRAFT

**Hudson Valley
Community College**

**2025-26 Fiscal Year Operating Budget
Unrestricted Fund Revenues and Expenditures**

Period Ending 9/30/2025

8.3% of Fiscal Year Elapsed

Operating Revenues	2025-26 Original Budget	2025-26 Year To date	2025-26 % To date Of Budget	2025-26 Projected Budget	2025-26 % To date of Projected
Tuition	\$46,928,535	(\$16,867)	0.0%	\$46,928,535	0.0%
State Aid	22,182,473	5,807,333	26.2%	\$22,182,473	26.2%
Chargeback Revenue	29,942,813	10,747,018	35.9%	\$29,942,813	35.9%
Offset Revenue/In Lieu of	7,104,803	111,400	1.6%	\$7,104,803	1.6%
Sponsor Contribution	5,475,900	-	0.0%	\$5,475,900	0.0%
Appropriated Fund Balance*	(40,754)	-	0.0%	(\$40,754)	0.0%
Total Revenues	\$111,593,770	\$16,648,884	14.9%	\$111,593,770	14.9%

Operating Expenditures	2025-26 Original Budget	2025-26 Year To date	2025-26 % To date Of Budget	2025-26 Projected Budget	2025-26 % To date of Projected
Personal Services	\$60,356,841	\$3,801,023	6.3%	\$60,356,841	6.3%
Employee Benefits	21,730,221	1,179,449	5.4%	\$21,730,221	5.4%
Contractual	29,506,708	10,963,811	37.2%	\$29,506,708	37.2%
Total Expenditures	\$111,593,770	\$15,944,283	14.3%	\$111,593,770	14.3%

*Fund balance usage not necessary; current projected fund balance addition of \$40,754

HUDSON VALLEY COMMUNITY COLLEGE					
Fiscal Year 2026 CAPITAL EXPENDITURES					
		Total Project			
Project	Budget	Spend to date	Date	Vendor	Sep-25
Mechanical Upgrades	386,832.00	364,563.81			
Facilities Master Plan Phase I	3,873,200.00	3,694,823.10			
HVCC North	17,911,788.00	16,401,535.85			
ATEC Design Work-Phase I	5,920,000.00	4,119,863.28			
			9/16/2025	JMZ Architects	36,514.30
ATEC Construction-Phase II	54,327,088.00	6,560,820.20			
			9/8/2025	Rensselaer County	65,000.00
			9/16/2025	Bunkoff General Contr	112,629.00
			9/16/2025	Johnson Controls	65,021.33
			9/16/2025	Johnson Controls	32,325.41
			9/16/2025	RMB Mechanical	70,075.80
			9/16/2025	Tech Electric	426,333.88
			9/18/2025	EW Tompkins	1,805.00
					773,190.42
Total by month					809,704.72
Total Capital Construction Expenditures	82,418,908.00	31,141,606.24			809,704.72



Curriculum Information Items

1. Update on course proposals, presented by Judy DiLorenzo, Vice President for Academic Affairs

A. SCHOOL OF BUSINESS AND LIBERAL ARTS

BUSINESS AND CRIMINAL JUSTICE

Change to Existing Program/Certificate Proposal:

Business Certificate

The DC wishes to pursue open enrollment and eliminate entrance requirements to be aligned with the rest of the Business and Criminal Justice department AAS programs. Doing so will align us with other competing community colleges and provide more opportunities to prospective students including underserved populations. This will eliminate the existing program entrance requirement of a high school average of 70 or above.

B. SCHOOL OF HEALTH SCIENCES

1. **HEALTH, PHYSICAL EDUCATION AND EXERCISE STUDIES**

Change to Existing Course:

• **HLTH 140 Drug Studies: Intervention and Prevention**

Making changes in the course description and updating student objectives to current language which more accurately reflects current course topics and content. Overall delivery of the course curriculum will not change, but the students will be better prepared.

C. SCHOOL OF SCIENCE, TECHNOLOGY, ENGINEERING AND MATH (STEM)

1. **COMPUTER SCIENCE AND MATHEMATICS**

Change to Existing Program/Certificate Proposal:

• **Computer Science AS**

Change in Program Title; Computer Information Systems AS change to Computer Science AS. This will more accurately reflect the content of the program. The new Computer Science program is also removing the Computer Science track as it will no longer be needed with the change in the program title.

ENGINEERING, ARCHITECTURE AND MANUFACTURING

Change to Existing Course:

• **ENGR 223 Thermal Fluid Science**

Course content changes to align with other transfer schools. Current ENGR 223 does not transfer well. Change in Course Description. Change in Prerequisites; ENGR 211 is now a pre-req. Change in Corequisites; ENGR 211 becomes a pre-req. MATH 220 is a pre or co-req. Change in Course Title; New name - **Fluid Mechanics**.



BOARD OF TRUSTEES BYLAWS

*As amended and restated by resolution of the
Board of Trustees on October 28, 2025*

HUDSON VALLEY COMMUNITY COLLEGE BOARD OF TRUSTEES BYLAWS

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Hudson Valley Community College

Board of Trustees

Introduction to the Hudson Valley Community College Board of Trustees Bylaws

The Bylaws of the Board of Trustees of Hudson Valley Community College (HVCC) establish the framework for the governance, authority, and responsibilities of the Board in guiding the mission, vision, and policies of the College. As the governing body, the Board of Trustees ensures institutional integrity, strategic oversight, and fiscal accountability, working in accordance with New York State Education Law Article 126; the rules and regulations of the State University of New York (SUNY), New York State Public Officers Law, and the Community College Regulations (Part 600-606) and Education Law §355, and other applicable statutes.

These Bylaws define the structure, membership, duties, and procedures of the Board, including the roles of officers, the conduct of meetings, the formation of committees, and the delegation of authority to the President and/or other administrative officers. They are designed to promote transparency, ethical governance, and effective decision-making in service to the students, faculty, staff, and community. The Board of Trustees is committed to supporting the College's academic excellence, accessibility, and innovation, philanthropic efforts of the College Foundation, and auxiliary services of the Faculty Student Association, while remaining responsive to the evolving educational and workforce development needs of the Capital Region and beyond. These Bylaws provide the foundational principles that guide the Board in fulfilling its fiduciary and strategic responsibilities with integrity and accountability.

ARTICLE I: ORGANIZATION

SECTION 1: NAME AND PURPOSE

- A.** The name of the Board shall be Hudson Valley Community College Board of Trustees.
- B.** The chief purpose of the Board of Trustees shall be that of establishing policy governing the College. Under authority established by Article 126 of 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 who shall be elected by and from 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 at Hudson Valley Community College and in good academic standing during their 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 (1) member of the Board of Trustees may be a member of the Rensselaer County Legislature or an elected official of any other agency or department 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 adhere to the Bylaws (including the Code of Ethics) of the Board of Trustees.
 - 2.** 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 or personnel allegations or complaints.
 - 3.** To recognize that only the Board of Trustees by formal action can make commitments to any legally binding contract or agreement on behalf of Hudson Valley Community College.
 - 4.** College Trustees and officers have a responsibility to clearly distinguish between their personal opinions and official statements made on behalf of the college.
 - 5.** No announcement of any official college policy, procedure or action shall be made until it has been approved and communicated through the official channels, in accordance with the campus communication policy.
- 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.** All meetings, committee or Board, shall be conducted under the New York State Public Officers Law.
- B.** 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 any committee meeting, presentation, or public hearing held prior to 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.
 - 1.** There shall be no meeting in July.
 - 2.** The September meeting shall be held immediately following the annual meeting.
 - 3.** Meetings shall be held on the main campus, in the Board of Trustees' Conference Room located in the Guenther Enrollment Services Center, Room 148, except as otherwise announced.
 - 4.** All meetings shall be open to the public, apart from the Board being called into an executive session.
 - 5.** Prior notice of the date, time, and place of Board and Committee meetings shall be posted in accordance with Article 7 of the Public Officers Law of New York State governing open meetings.
 - 6.** Committee Meetings shall be conducted on the Monday or Tuesday of the second week of the month, as per the Annual Meeting Calendar, distributed at the August Board of Trustee meeting by the Assistant Secretary of the Board of Trustees.
 - 7.** Minutes of meetings shall be taken by the Assistant Secretary of the Board of Trustees or a Board designee and sent to the Assistant Secretary of the Board of Trustees by Friday of that week.
- 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.
- D.** Emergency meetings of the Board shall be called upon with reasonable notice given the circumstance involved. This notice may be waived by any Trustee by filing a written waiver with the Secretary or Assistant Secretary of

the Board or stating such waiver on consent on the record at the subject meeting.

- E.** The presence of six (6) Trustees at any regular, special, or emergency 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, per the prior adopted Resolution of the Board of Trustees.
- F.** The President of the College, or his/her designee, shall attend all meetings of the Board of Trustees.
- G.** It is expected that all Trustees will attend all regular meetings of the Board. A Trustee who cannot attend a meeting shall notify the Secretary or Assistant Secretary of the Board.
- H.** 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. All meeting agendas, resolutions and supporting documents are to be posted at least 24 hours, if possible, before each meeting. All meeting minutes are to be posted within two (2) weeks of the conclusion of each meeting.
- I. Executive Sessions**
 - 1.** Upon a majority vote of the total voting membership, taken in an open meeting pursuant to a motion identifying the general area or areas of the subject or subjects to be considered, the Board or Board Committee may conduct an executive session, not open to the public. Attendance at an executive session of the Board or Board Committee shall be permitted to every member of the Board and to any other person(s) authorized by the Board. Executive Sessions may only be held for discussion of certain matters, namely:
 - a.** Matters which will imperil public safety if disclosed.
 - b.** Any matter which may disclose the identity of a law enforcement agent or informer.
 - c.** Information relating to current or future investigation or prosecution of a criminal offense which would imperil effective law enforcement if disclosed.
 - d.** Discussions regarding proposed, pending or current litigation.

- e. Collective negotiations pursuant to Article 14 of the Civil Service Law, or discussions of non-union contract negotiations.
 - f. 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, retrenchment or removal of a particular person or corporation.
 - g. The preparation, grading or administration of examinations; and
 - h. 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.
2. Executive Session minutes must record Board topics addressed during the executive session, but not the discussions themselves regarding such 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. No actions or motions can be approved in executive sessions.
 3. Nothing herein shall prohibit the Board from entering a private meeting should the advice of counsel be required regardless of the subject matter of those discussions.
- J.** All meetings shall be conducted using Roberts Rules of Order, newly revised, unless otherwise noted in these Bylaws.
- K.** Individuals and delegations are welcome to attend any regular, special, or emergency Board of Trustees meeting. Individuals who wish to address the Board should inform the Chair or Secretary in writing (email acceptable), a minimum of seven (7) days prior to the meeting along with the subject to be addressed.
1. The Chair may confer with legal counsel on whether to allow the presentation.
 2. In general, three (3) – five (5) minutes will be the time an individual or delegation is granted the floor by the Chair.
 3. The Chair, at his/her discretion, may terminate the presentation.
 4. Management requesting items to be placed on the formal monthly agenda must notify and submit all written materials to the Assistant Secretary to the Board of Trustees at least fourteen (14) days prior to the scheduled meeting unless an exception is granted by the Chair.

L. 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 of the Board of Trustees. The agenda, along with committee meeting minutes with supporting materials, shall be made available to each member of the Board by the Assistant Secretary of the Board of Trustees, either by mail, email or in electronic form, five (5) days prior to the day of a meeting, and posted at least twenty-four hours before the meeting, and posted on the HVCC website for public information prior to the start of the opening of the Board of Trustee monthly meeting. The agenda may be modified by a majority vote of the Trustees in attendance.

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

1. Call to Order
2. Consideration and approval of the Minutes
3. Reports of Special Committees
4. Reports of Standing and Ad Hoc Committees
5. Report of the Chair of the Board
6. Report of the President
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 in accordance with Part 604 of the Education Law Responsibilities and 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 to execute an employment contract with the President.
2. Approve the mission, goals and objectives of the College.
3. Confirmation of Presidential Appointments:
 - a. After receiving the notice of appointments of the President, all/any newly established member of the President's Executive Team, to

- include executive Vice Presidents, Vice Presidents, the Chief Diversity Officer and Executive Director of Communications and Marketing, to include Executive Deans and Deans, plus any interims to such positions, shall be brought forward to the Board of Trustees for confirmation.
- b.** After receiving the proposed notice of appointment from the President, the appointee shall be brought forward at the next scheduled Personnel Committee during the executive session (open to all Board members) in person or via zoom, to address the Board.
 - c.** Upon confirmation by the Personnel Committee, the appointment shall be brought forward to the Board of Trustees by resolution and confirmed at the next scheduled meeting.
 - d.** All interim positions that relate to Article 3 shall follow the same procedures.
- 4.** To retain Special and/or Outside Legal Counsel: All Special and/or Outside Legal Counsel shall be retained by resolution of the Board of Trustees, with all invoices for services by such Legal Counsel to be carefully reviewed by the Board of Trustees prior to payment.
 - 5.** To approve the annual operating budget, after the office of the budget presentation to the finance and audit committee, the Board of Trustees and the recommendation of the President. Submission will then be sent for final approval by the Rensselaer County Legislature and the State University of New York Board of Trustees.
 - 6.** To approve any/all amendments to the constitutions, bylaws or charters of all subsidiaries, affiliated, auxiliary, or supporting organizations.
 - 7.** To approve the educational program of the College.
 - 8.** To approve the policies which guide the operations of the College.
 - 9.** To assess the overall performance of the College.
 - 10.** To keep separate records and minutes, and adopt reasonable rules, regulations, or bylaws to carry out the duties of the Board.
 - 11.** 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.
 - 12.** To sell, lease or otherwise dispose of college assets or property, subject to the laws of New York State.
 - 13.** To approve a service banking bid list and an investment banking bid list.
 - 14.** 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.
 - 15.** To approve the acceptance of gifts, in-kind contributions, property, and bequests donated to the College Foundation.
 - 16.** To annually set tuition and fees.

- 17. To designate the names of facilities.
- 18. To approve the alteration in or changes to college facilities which markedly change the appearance or the basic function of the facility.
- 19. To complete and file with the Board Secretary an annual self-assessment of the Board members in April of each year in a form approved by the Trustees.

SECTION 5: OFFICERS

- A. The Officers of the Board of Trustees shall consist of a Chair, Vice Chair, and Secretary. The Secretary need not be a member of the Board of Trustees.
- B. The Assistant Secretary to the Board of Trustees, who is not to be a Member of the Board of Trustees, shall be appointed annually by the Chair of the Board of Trustees. The Assistant Secretary shall be a CONFIDENTIAL paid position, responsible for drafting clear and timely information for communication for all Board and committee meetings. The assistant secretary works closely with the Chair and Secretary to ensure clear and transparent channels of communication to the office of the President and members of the campus community.
- C. The Chair of the Board of Trustees shall be elected from the members of the Board in accordance with Section 6306, Subdivision 1, of New York State Education Law.
- D. 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.
- E. 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.
- F. As the Secretary and/or Assistant Secretary are not necessarily members of the Board of Trustees, the Secretary shall serve as an elected Secretary for

a two (2) year term, and the Assistant Secretary shall be appointed on an annual basis and/or at the discretion of the Chair of the Board. The appointed Assistant Secretary shall be an individual whom at no time is within the direct supervision of the Office of the President.

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 his/her designee, or the Assistant Secretary of the Board, shall keep minutes of all Board meetings and perform all 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 shall be granted a secure on campus office/space as custodial to all meeting minutes, records, books and legal documents of the Board of Trustees. The Assistant Secretary shall have access to the office to prepare and maintain his/her materials within a confidential environment. 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. If the Secretary is not a Trustee, the Secretary shall receive compensation as an independent contractor at a rate to be set by the Board of Trustees.

SECTION 7: COMMITTEES

- A.** The Board of Trustees may have standing committees, 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.
1. Any Trustee shall have the right to be present at any Committee Meeting or activity if he/she 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, unless insufficient members are present to form a quorum, in which case the Chair can appoint such Trustee as a temporary voting member of such committee.
 2. 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.
 3. 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 the President, executive personnel, or the Board of Trustees.
 4. The committee chairs shall seek the first-hand, detailed knowledge required by the Board in performing its functions and making its decisions, by having access to the President, who shall designate the appropriate personnel to the committee members, to obtain such information, as to communicate their findings to the Board, using a standardized form.
 5. Meetings of Committees.
 - a. When agenda items exist, regular meetings of the Committees of the Board of Trustees shall be held, however, if no agenda items exist, no meeting of the committees shall be necessary. The

Committee Chairs, with assistance of staff, shall set committee agendas.

- b. An Annual Meeting Calendar of the Committees will be published and distributed at the August Board of Trustees Meeting of that calendar year.
- c. Meetings of all Committees shall be held on the main campus, in the Board of Trustees' Conference Room located in the Guenther Enrollment Service Center Room 148 except if by a majority consensus of its members, shall agree on a different date, time or place.
- d. All committees shall meet on the Monday or Tuesday of the second week of the month prior to the Board of Trustees meeting.
- e. There shall be no committee meetings in July, unless an emergency meeting is necessary.
- f. All meetings shall be open to the public.
- g. 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.
- h. Committees shall submit such reports and recommendations as are appropriate to the full Board for full Board action, including on all applicable agenda items.
- i. 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.
- j. The Committee Chair shall report on the findings and recommendations to the full Board.
- k. A majority of the members appointed to each committee shall constitute a quorum for the receipt and discussion of information at a committee meeting.
- l. 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.

B. The 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 in September.

- 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.
 - a. Executive Committee actions must be approved by six (6) affirmative votes.
 - b. The areas of responsibility for the Executive Committee include:
 1. Actions as authorized by the Board.
 2. General institutional matters.
 3. Organization and operation of the Board including the professional development of the Board, Board-President relations, new Trustees, and advising or directing the President.
 4. Community relations
 5. Resource development.
 - c. The Executive Committee will 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.
 - d. The Executive Committee will 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 consist of six (6) members of the Board of Trustees. The committee shall study and make recommendations on all matters of financial policy and compare, analyze, and interpret data and audit reports relating to the financial policy and accounts of the college and its auxiliary services. The Audit and Finance Committee shall:
 - a. Make recommendations to the Board regarding fiscal policies of the College, including their implementation.
 - 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 policies related to student financial aid, scholarships and loans and policies related to the solicitation, management, investment and expenditures of scholarships, loans, and Foundation funds of the college.
- g.** Recommend to the Board the selection and retention of the independent public accountants for the College.
- h.** Recommend to the Board that the independent public accountants engage in specific studies and reports regarding auditing matters, accounting procedures, and other matters.
- i.** 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.
- j.** 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.
- k.** Obtain from management and external advisors reports relating to accounting, tax regulation, governance, investment, and other business matters.
- l.** 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.
- m.** The committee shall consider rotation of auditing firms and the rotation of the audit partner at intervals that it considers appropriate.

- n. In performing the above duties, the committee may call upon the services of the staff of the College. The Vice President for Administration shall be an ex-officio member of this Committee and as such shall be available to this Committee for consultation and advice. They shall attend meetings of this Committee whenever requested to do so by the Committee Chair.

6. Building and Grounds Committee: The Buildings and Grounds Committee is responsible for the oversight, planning, maintenance and improvement of the College's physical facilities and property. The committee shall ensure that campus buildings, grounds and infrastructure are developed, maintained, and utilized in a manner that supports the institutions mission, facilities master plan and long-term sustainability. The Buildings and Grounds Committee shall:

- a. Be apprised of 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.
- g. 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.
- h. Review and confirm Facility Master Plan for Board of Trustee Approval.
- i. Review and report to the Board on matters concerning vehicles, police/security, traffic, parking, civil defense, emergency and safety.
- j. In performing the above duties, the committee may call upon the services of the staff of the College. The Vice President for Administration shall be an ex-officio member of this committee and

as such shall be available to this committee for consultation and advice. They shall attend meetings of this committee whenever requested to do so by the Committee Chair.

7. Personnel Committee: The Personnel Committee of the Board of Trustees serves as the standing committee responsible for reviewing and making recommendations to the Board, which include but are not limited to matters relating to personnel policies, appointments, evaluations, compensation, benefits, classifications, and professional development.

- a. The committee shall be responsible for the administrative organization of the college as per New York State Education Law, Article 12.
- b. The committee shall make recommendation to the Board of Trustees on the confirmation of Executive Vice Presidents, Vice Presidents, Executive Deans, Deans, and/or members of the President's Senior Staff.
- c. The committee ensures that employment practices are consistent with the mission of the college, the policies of the State University of New York, and the provisions of applicable collective bargaining agreements and laws.
- d. The committee shall ensure that personnel actions and policies reflect fair and equitable treatment of all employees and are consistent with State University of New York policies, New York State Educational Law and Board approved procedures.
- e. The committee shall receive updates from the Ad Hoc Negotiating Committee on labor relation matters, including contract negotiations, grievances, arbitration, outcomes and the process for annual evaluation of the President and recommend contract renewal, salary adjustment or other contract actions to the board.

8. The Curriculum and Student Life Committee is responsible for providing oversight, guidance and policy review related to the college's academic programs, student services, and overall educational experience. The committee ensures that the institution's curriculum and student life initiatives align with the college's mission, accreditation standards, and strategic goals.

- a. The Curriculum and Student Life Committee shall review and make recommendations to the Board on matters referred to the Board by the President.
- b. 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.
- c. Areas concerning academic standards, admissions, access to curricula, advising, testing, probation, dismissal, and termination.
- d. 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.
- e. 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.

9. 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 to include emeritus status, years of service, professional and academic excellence.

10. 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.

- a. 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.
- b. It shall confirm and bring to the Board of Trustees for approval, the annual budget, audited financials, and the filing of the 990 for the Foundation and Faculty Student Association.
- c. It shall recommend to the Board actions be taken by the Board in its role as the sole member, where applicable.

- 11. Ad Hoc Committees:** Established by the Chair of the Board of Trustees as temporary committees to address specific issues, tasks or projects that fall outside the regular scope of the present standing committees. Once a committee completes its assigned work and submits its recommendation or report to the Board it is dissolved.
- a.** In addition to the Standing Committees, the Chair of the Board may create ad hoc committees as the need arises.
 - b.** The Bylaws & Policy Manual Ad Hoc Committee shall meet annually to fully review and recommend revisions and updates to the Bylaws, Policy Manual and Code of Ethics of the Board of Trustees.

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 contracted for collective bargaining purposes, among others, may be engaged for specific purposes by the Board of Trustees.
- C.** Trustees and Officers of the Board of 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 with prior approval as related to the budgeted allocation for 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 administration of all affairs of the College in accordance with Board policy. The President, with the approval of the Board of Trustees, 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.** In the absence of the President on campus for any extended time, the Vice President of Administration shall serve as his/her delegation of authority; timely and proper notification shall be communicated with the

Board of Trustees and the campus community.

- J.** 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.
- K.** The President shall be responsible for the appointment, promotion, termination, and retrenchment of college personnel, except as otherwise provided herein.
 - 1.** The Board of Trustees shall confirm, after receiving the Notice of Appointment of the President, all/any newly established member of the President's Executive Team, to include Executive Vice Presidents, Vice Presidents and Deans of the College, Chief Diversity Officer and Executive Director of Communications and all interims to such positions. The duties and/or salaries of the above personnel shall not be modified without the prior approval of the Board of Trustees, nor shall they be dismissed or terminated until after consultation of the Personnel Committee, the Chair of the Board and its Trustees.
 - 2.** It is the responsibility of the President to assure the Board of Trustees that all necessary human resource policies and procedures are followed as stated in the applicable employment contract and/or personnel policy. The foregoing shall not apply in situations where imminent risk to the campus community, public safety or property exists.
 - 3.** No new titles of college personnel shall be created or modified without the prior approval of the Board of Trustees.
 - 4.** Interim Appointments shall be for six months, subject to extension as deemed appropriate by the Board of Trustees. None of the individuals in the positions listed in this paragraph shall be dismissed or terminated until after consultation with the Board of Trustees.
- L.** The President shall, on advice, counsel and consent of the Chair of the Board, be responsible for developing an agenda for Regular Monthly Board meetings.
- M.** The President shall present an annual report on the programs and operations of the College.

- N. The President shall ensure provision of adequate insurance coverage for the College.
- O. The President, in addition to the Board of Trustees, may confer acknowledgements of recognition to worthy individuals for services to the College and so inform the Board of such actions.

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. Members of the Board of Trustees may communicate to college staff in the course of performing their official duties as Members of Committees to the Board. Any formal requests for information shall follow the procedure within the Board of Trustee policy, Section 7 Committees A-4.
- C. The President shall keep the Board informed concerning trends in higher education that may affect the College and make appropriate recommendations accordingly.
- D. The President shall inform the Board of Trustees, in a timely manner, of any significant event occurring on campus that could be determined to be a risk to the campus community, i.e.: Violent student protest, fire, and/or life threatening situations toward students, faculty or staff.

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, unless otherwise waived by the Trustees. 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, or recorded waiver shall be appended to, or recited in, the minutes of said meeting.

HUDSON VALLEY COMMUNITY COLLEGE

TROY, NEW YORK

CODICIL TO

EMPLOYMENT AGREEMENT

THIS CODICIL TO THE EMPLOYMENT AGREEMENT (the "Agreement") is made and entered into as of the date signed by both parties by and between the **Board of Trustees of Hudson Valley Community College** (hereinafter the "Board"), and **Michael Brophy**, 4050 Lake Shore Rd. #222, Hamburg, New York 14075 (hereinafter the "President"),

RECITALS:

Whereas, Hudson Valley Community College ("College") is a public institution of higher education, sponsored by the County of Rensselaer and part of the State University of New York system; and

Whereas, the College is governed by the Board which, among other duties and obligations, is responsible for and authorized to, employ a President to run the day-to-day operations of the College; and

Whereas, the Board has retained the President to serve as the College's chief executive officer, pursuant to contract signed by the President and Chairman of the Board of Trustees dated May 6, 2025 and May 8, 2025, respectively; and

Whereas, such Agreement, as well as the standard form Management Confidential Agreement of the College applicable to the President, contains life insurance provisions which have proven to be impractical to put in place as set forth in such Agreements.

Now, therefore, in consideration of the employment of the President, the compensation paid to the President, the mutual covenants contained herein, and other good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, the parties agree to modify the aforementioned Agreements, at no additional cost to the College as follows:

5. Benefit Package

Section 5.1 Benefits Package

Section 5.8 Life Insurance

Section 5.1 Provides the President with the same benefits as other Management Confidential [MC] employees. One of those benefits is a life insurance policy for \$250,000.00 paid for by Hudson Valley Community College which also allows an employee to add \$25,000 on their spouse-fully paid by the College as well. In addition it allows the employee (at their own cost) to add their dependents and/or increase the value on their spouse.

To meet the obligations of Section 5.1 and those under Section 5.8, it is necessary for the College to obtain two (2) policies for the President. Under 5.1 Guardian Life Insurance for the employee (President) at a value of \$250,000.00 will be in addition to a policy under Section 5.8 for \$330,000.00 for the President to meet the total monetary value of \$580,000.00 as stipulated in the agreement. The additional policy of \$330,000.00 would be an individual term life policy and is subject to any applicable Medical Underwriting requirements.

There is no additional cost to the College for the two (2) policies.

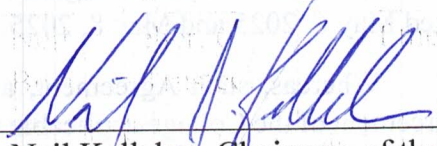
IN WITNESS WHEREOF, the parties hereto have set their hands and seals the day and year set forth below.

Date: 7-25-25



Michael Brophy, President

Date: 8-26-25



Neil Kelleher, Chairman of the
Board of Trustees



Personnel Changes as of 10/9/2025

I. INFORMATION ITEMS

A. PERSONNEL CHANGES

FULL TIME NON-TEACHING PROFESSIONALS

Academic Affairs

1. John Karam, Technical Assistant
Learning Centers
f/t prob. appt., eff. 9/29/25
\$45,000/yr

Communications and Marketing

1. Hayden Beck, Technical Assistant
Communications & Marketing
f/t prob. appt., eff. 9/29/25
\$45,000/yr
2. Jeffrey Carlson, Associate Director of Multimedia & Video Svcs.
eff. 9/24/25 or thereafter
\$64,000/yr

Student Services

1. Travis Whitmore, Student Services Specialist
Financial Aid
f/t prob. appt., eff. 9/29/25
\$41,500/yr
2. Marc Tayler, Assistant Director of Admissions, Admissions
\$54,000/y

Administration and Finance

1. Joshua McCart, Staff Accountant
Finance Department
f/t prob. eff. 10/6/25

FULL TIME NON-INSTRUCTIONAL/CLASSIFIED STAFF

Academic Affairs

1. Christopher Rost, Laboratory Assistant
Applied Technologies
f/t prov. appt., eff. 9/22/25
\$24.91/hr.

Administration and Finance

1. Dillan Beddow, Custodial Worker
Custodial Department
f/t prob. appt., eff. 9/24/25
\$18.55/hr.
2. Angelo Gigliotti, Campus Peace Officer
Public Safety/Security
f/t prob. appt., eff. 9/22/25
\$27.31/hr
3. West, Timothy, Custodial Worker
Custodial Department
f/t prob. appt. eff. 9/15/25
\$18.55/hr

FULL TIME FACULTY**School of STEM**

1. Frank Padula, PhD, Instructor
Biology/Chemistry/Physics
f/t prob. appt., eff. 9/1/25
\$52,500/yr
2. Ebaan Bookay, Instructor
Applied Technologies
\$52,500/yr
eff. 9/1/25 or thereafter

PART TIME NON-TEACHING PROFESSIONALS**Student Affairs**

1. Duncan Breig, Assistant Lacrosse Coach, Athletics
p/t eff. on or after 9/22/25
\$3,500/season
2. Cameron Cote, Assistant Lacrosse Coach, Athletics
p/t eff. on or after 9/22/25
\$3,500/season
3. Meredith Felts, Assistant Softball Coach, Athletics
p/t eff. on or after 9/2/25
\$5,500/season

PART TIME NON-INSTRUCTIONAL/CLASSIFIED STAFF**Administration and Finance**

1. Loren Grugan Campus Peace Officer

Public Safety
p/t appt., eff 9/19/25
\$27.31/hr.

PART TIME FACULTY

Academic Affairs

1. Lisa Berkowitz-Cerasano, Part Time Faculty
Human Services
p/t appt., eff. 9/2/25
\$1,457/sch

RESIGNATIONS

1. Shivani Etwaroo, Financial Aid, eff. 9/3/25
2. Aidan Glynn, Ext. Aff. & Gov. Rel., eff. 9/16/25
3. Hadassah Robbins, Center for Access & Assistive Tech., eff. 9/4/25
4. Jenna Miller, Financial Aid, eff 10/2/25
5. Dakota Torres-Maxwell, ATTAIN Lab, EOC eff. 9/12/25
6. Ameer Lausell, Public Safety, eff. 10/6/25.
7. Phoebe Flynn, Assistant Director of Workforce Development & Community Ed eff. 10/9/25

II. EXECUTIVE SESSION

III. ADJOURNMENT

HUDSON VALLEY COMMUNITY COLLEGE

Table of Administrative Organization

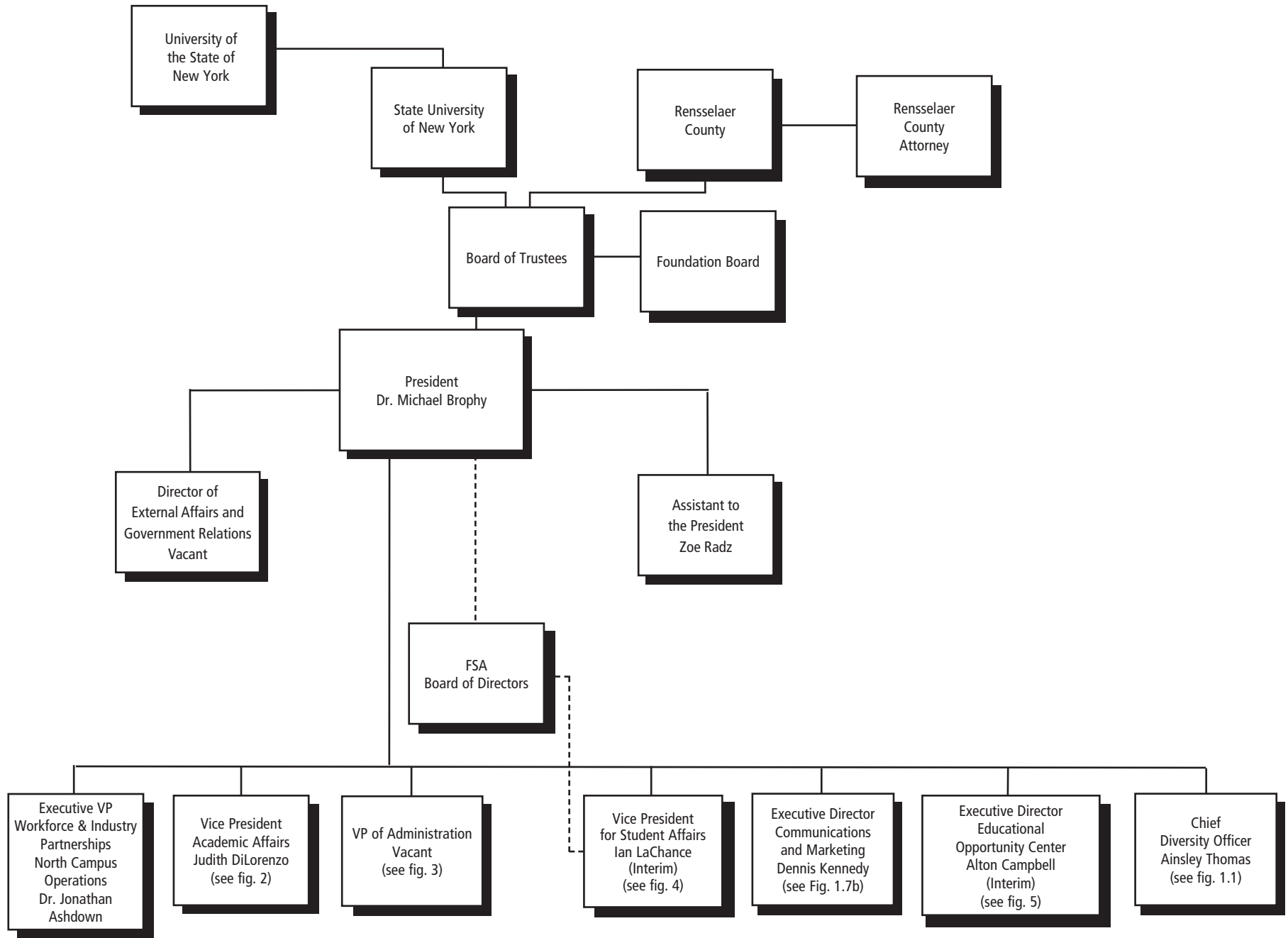
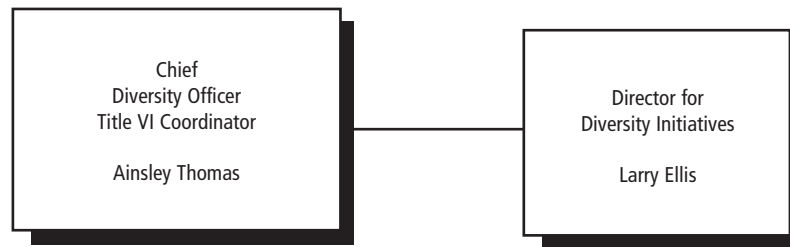


Fig. 1
revised Oct. 2025



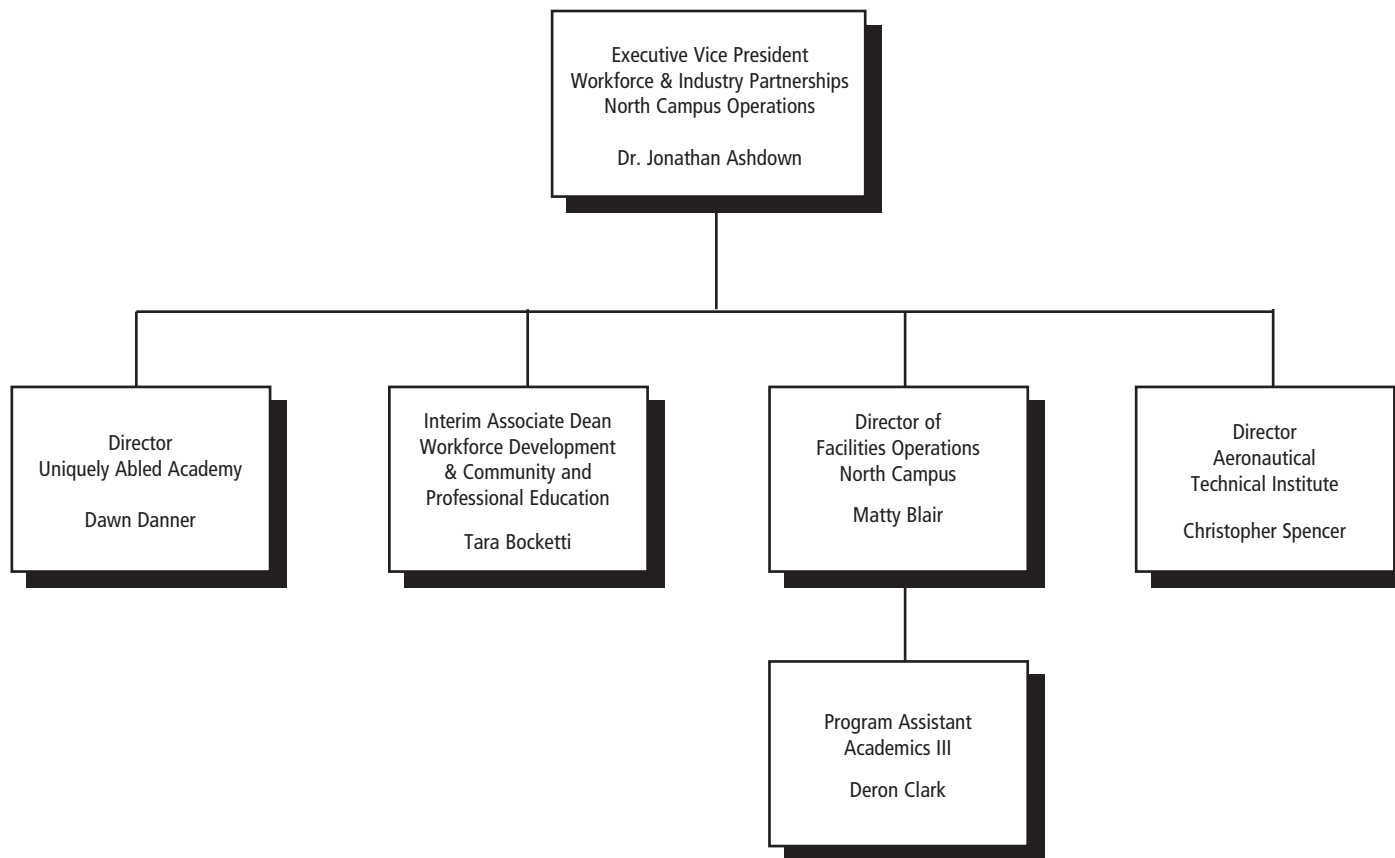


Fig. 1.3
revised Oct. 2025

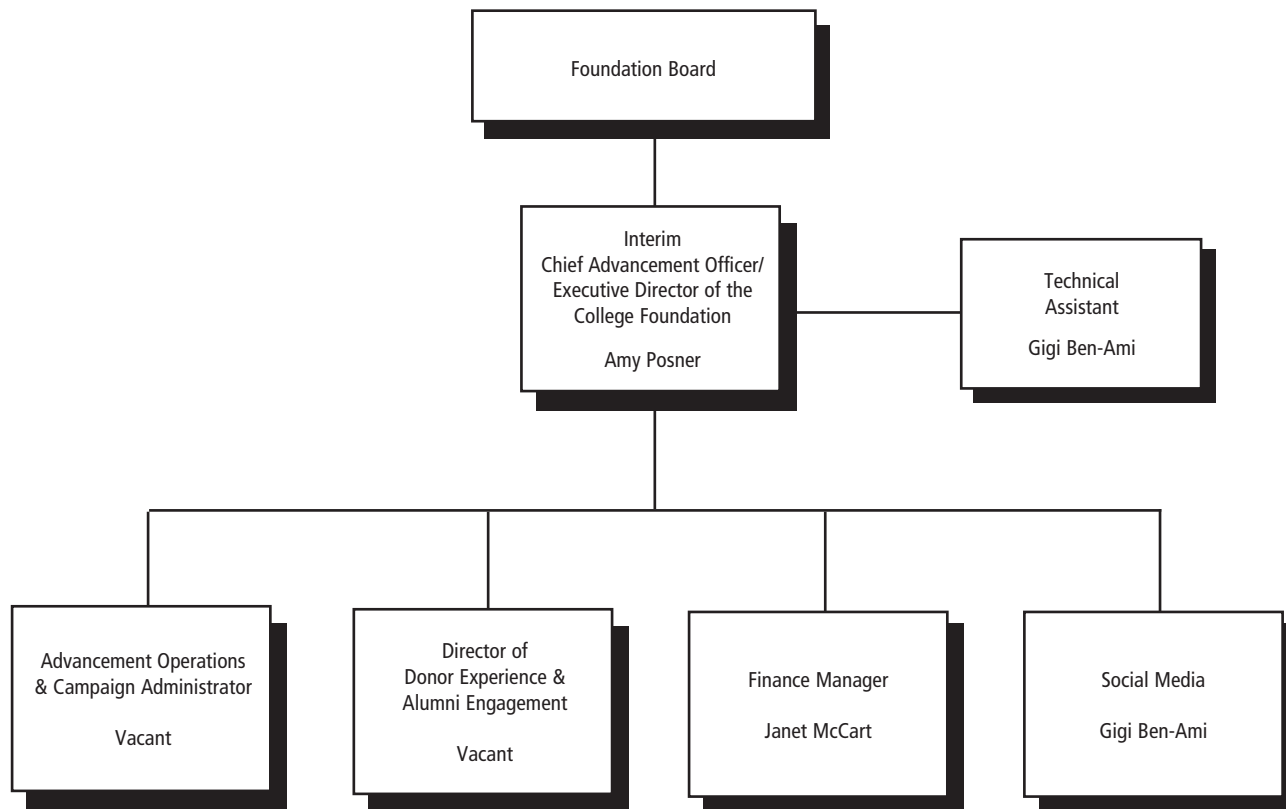


Fig. 1.4
revised Oct. 2025

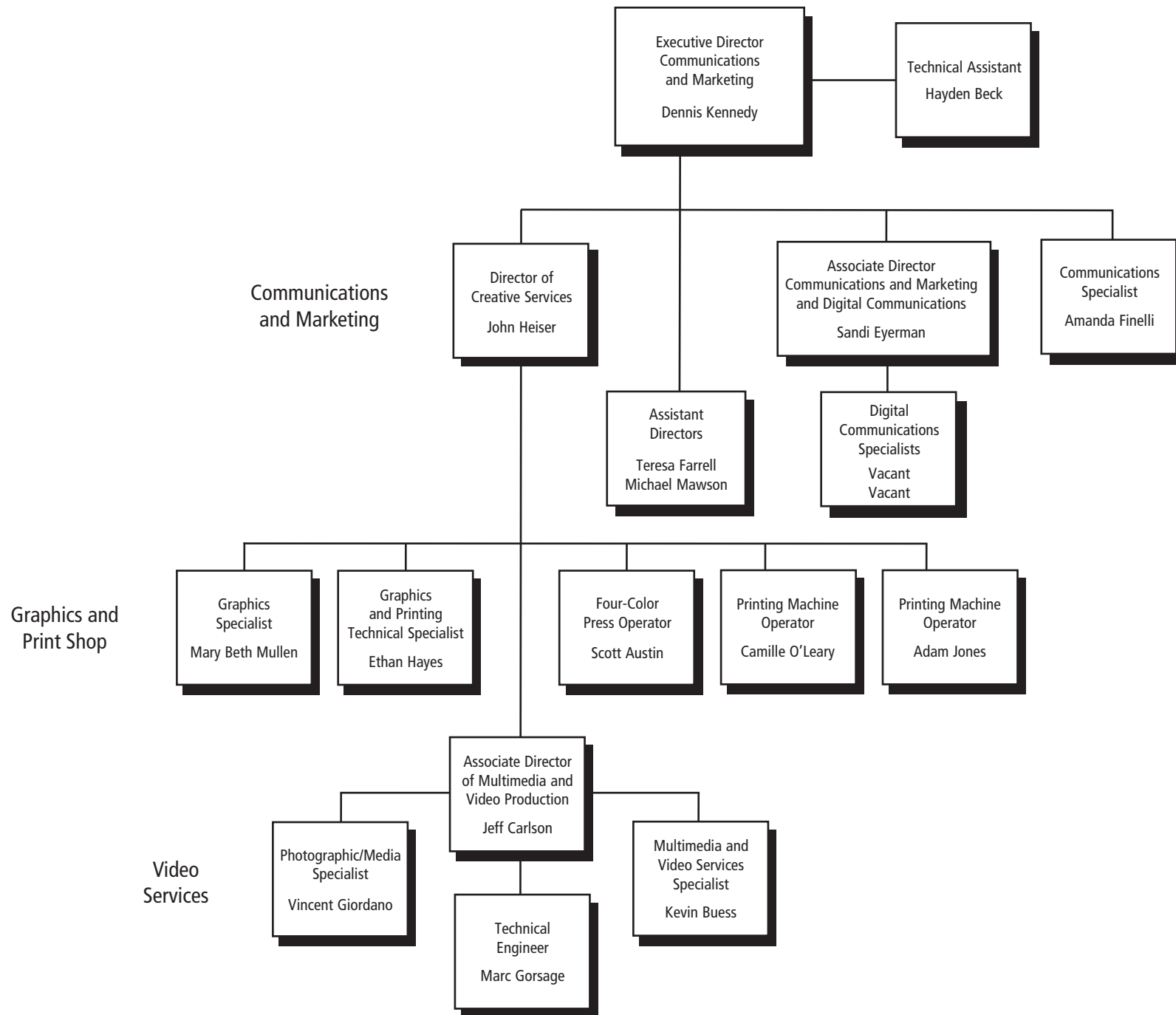
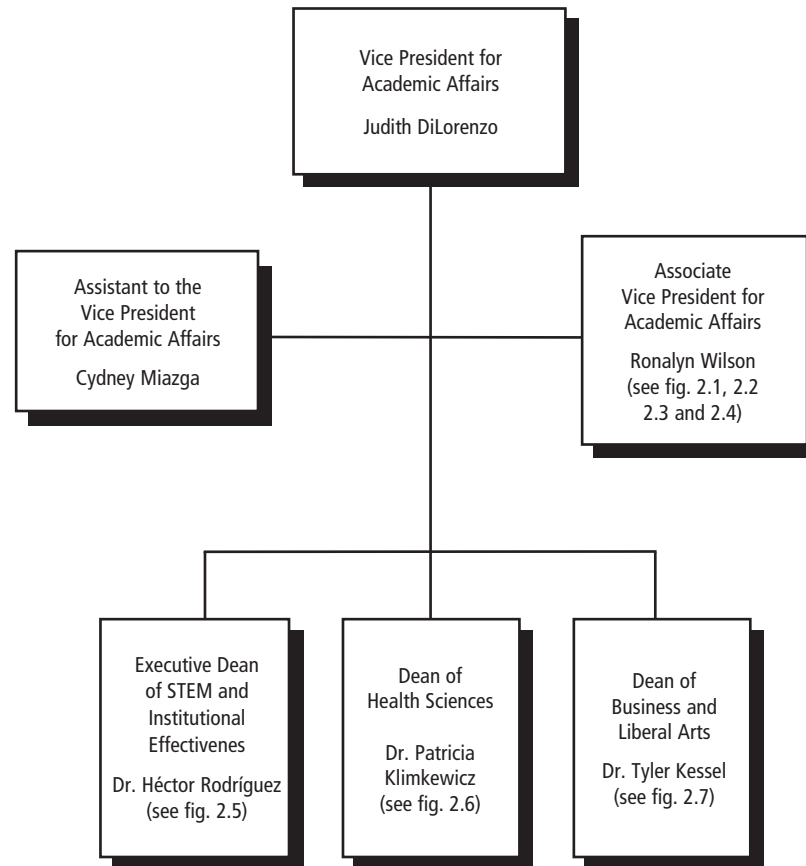


Fig. 1.7b
revised Oct. 2025

Vice President for Academic Affairs



Associate Vice President for Academic Affairs

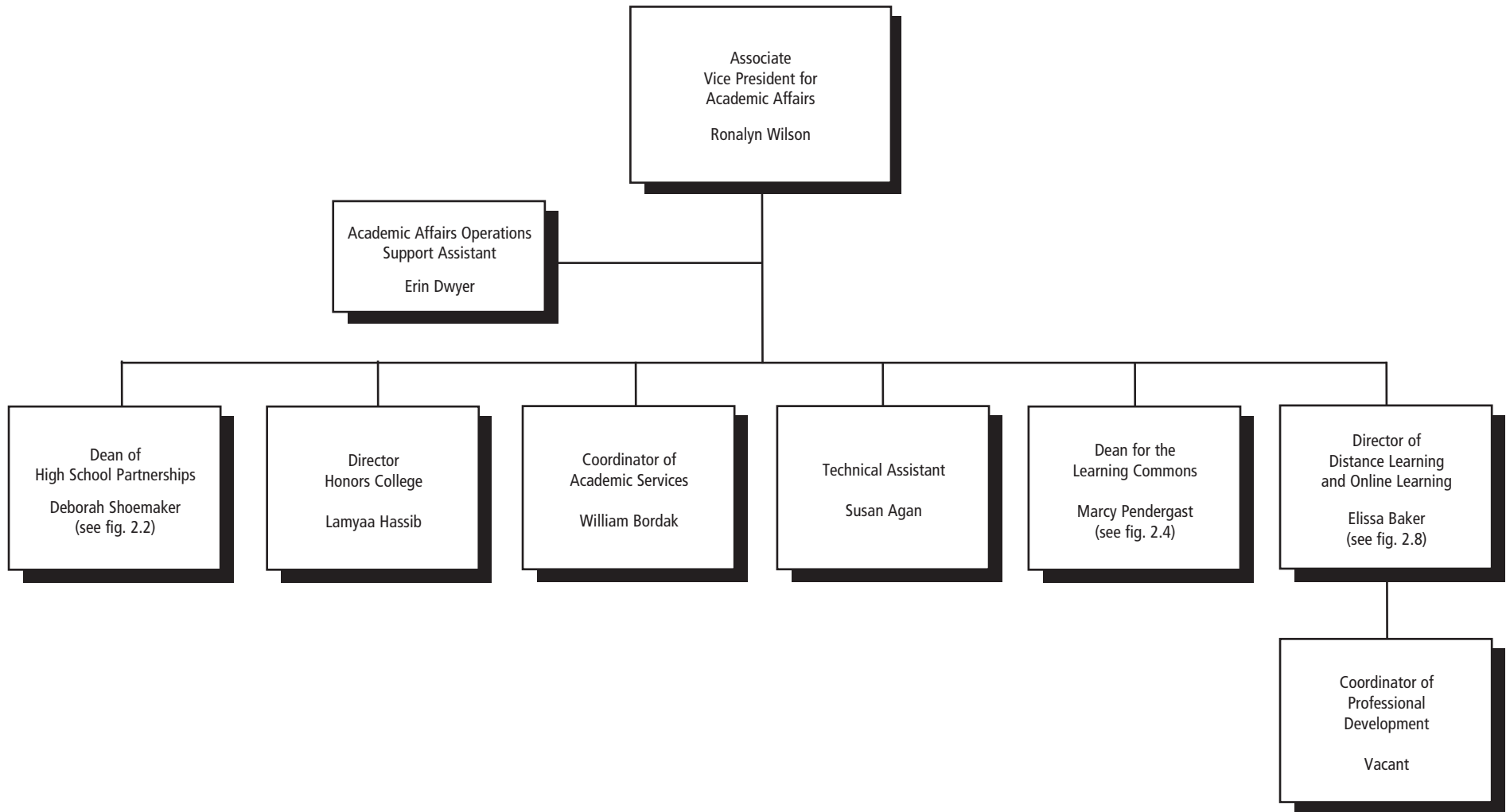
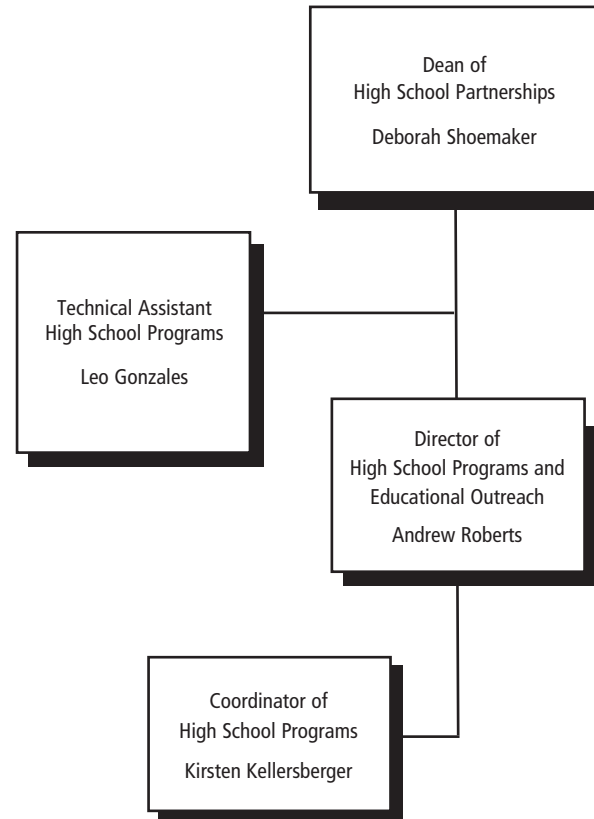


Fig. 2.1
revised Oct. 2025

Educational Partnerships



Library

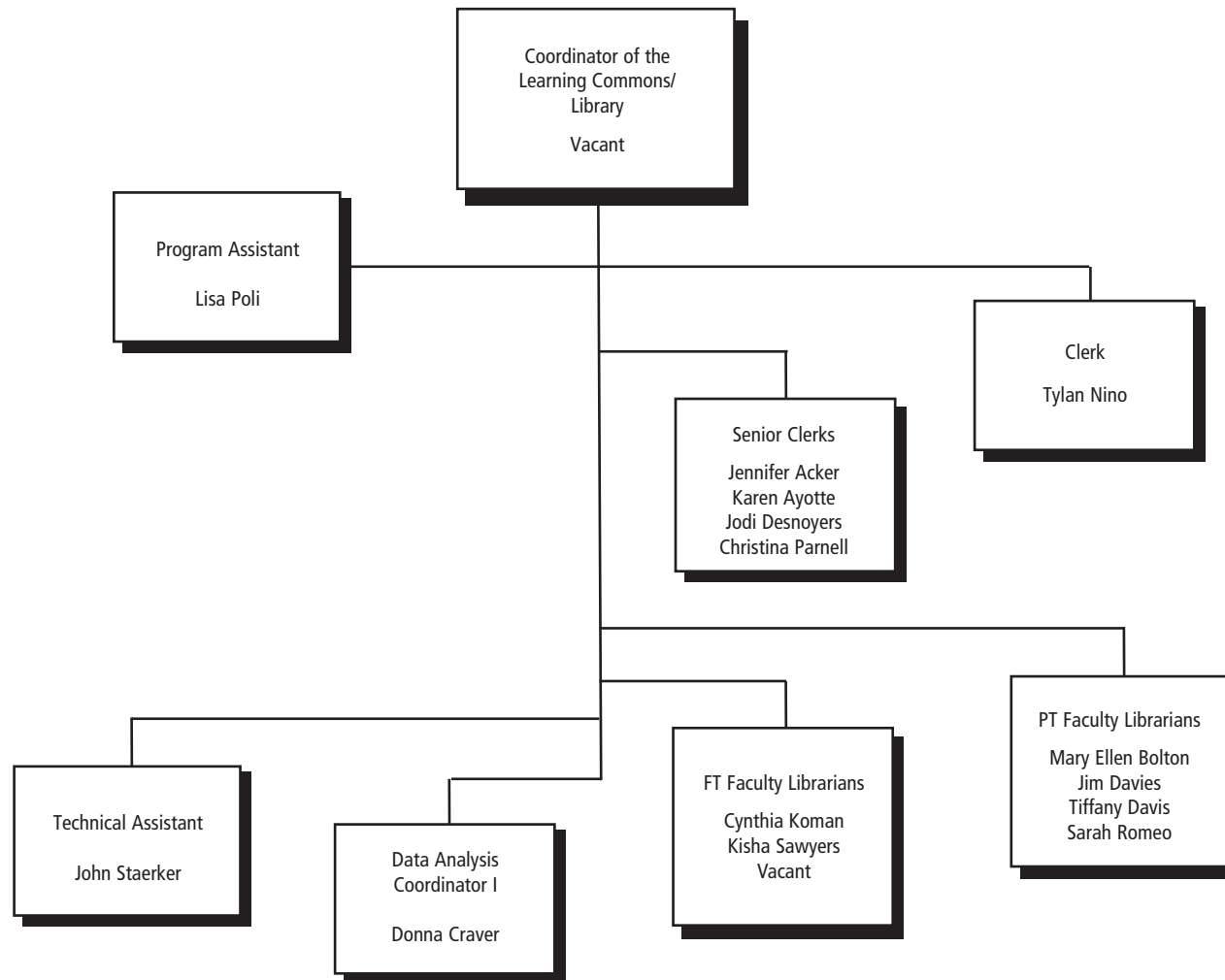


Fig. 2.3
revised Sept. 2025

Learning Centers

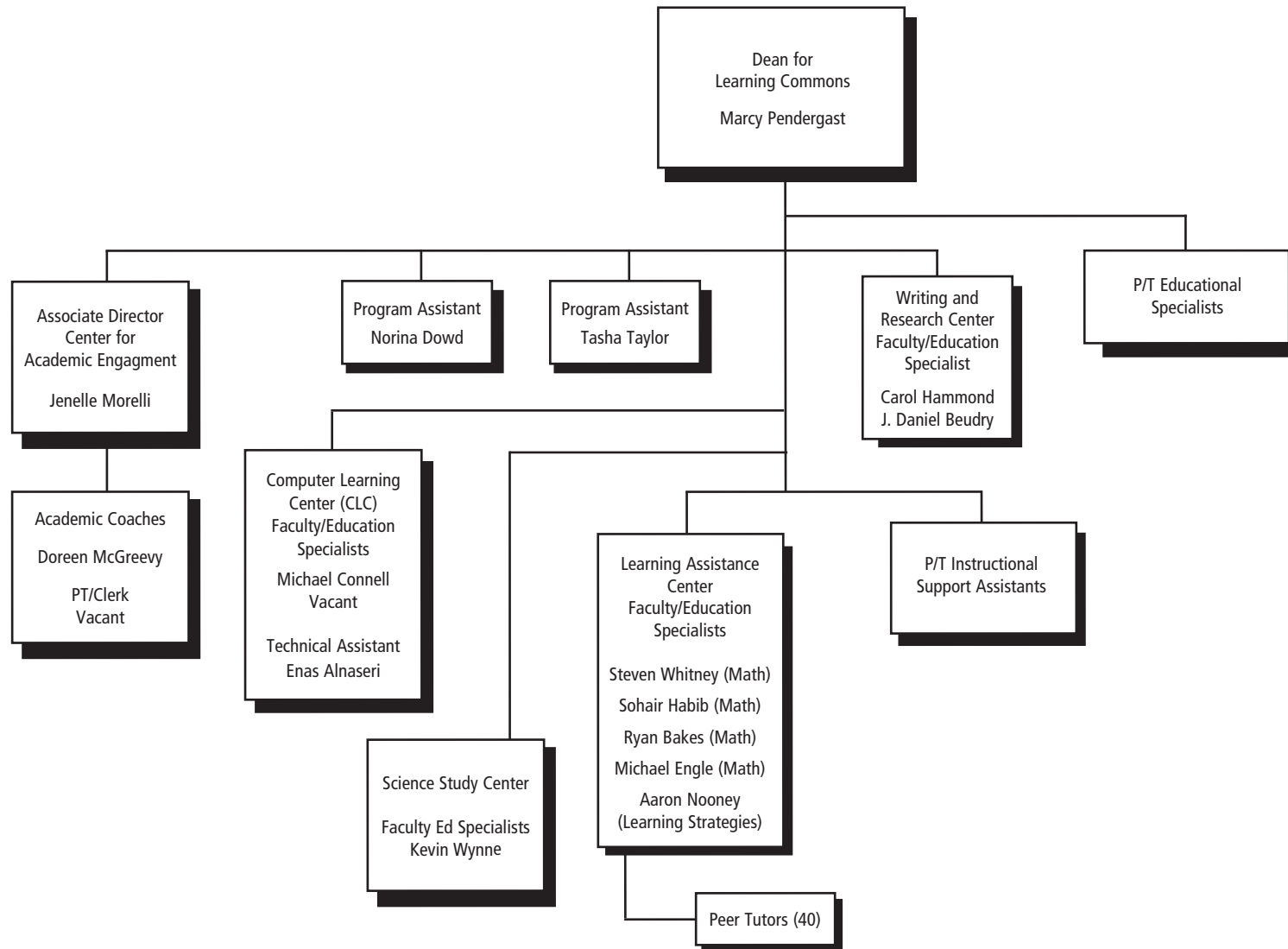


Fig. 2.4
revised Oct. 2025

Science, Technology, Engineering and Math (STEM)

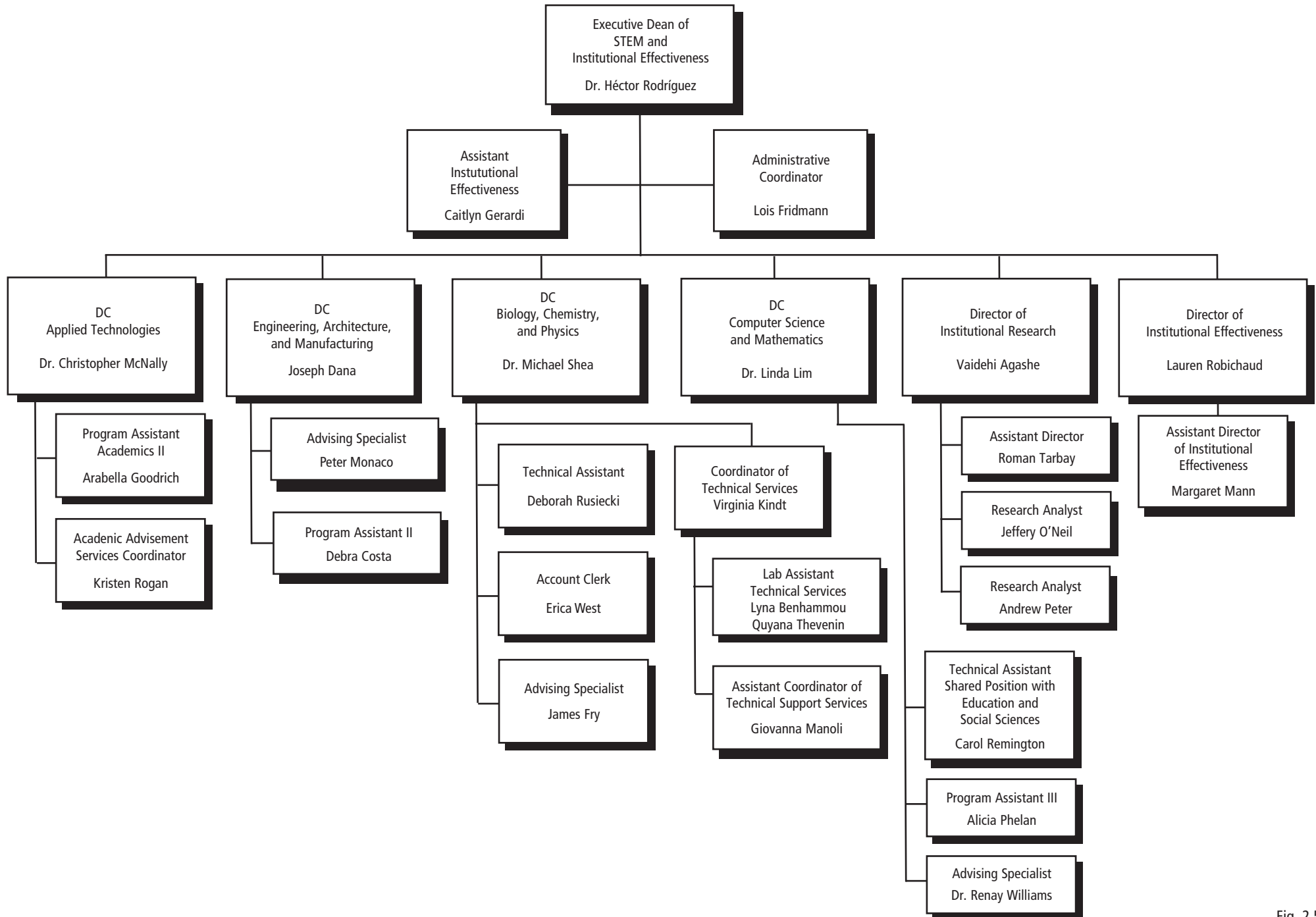


Fig. 2.5
revised Oct. 2025

School of Health Sciences

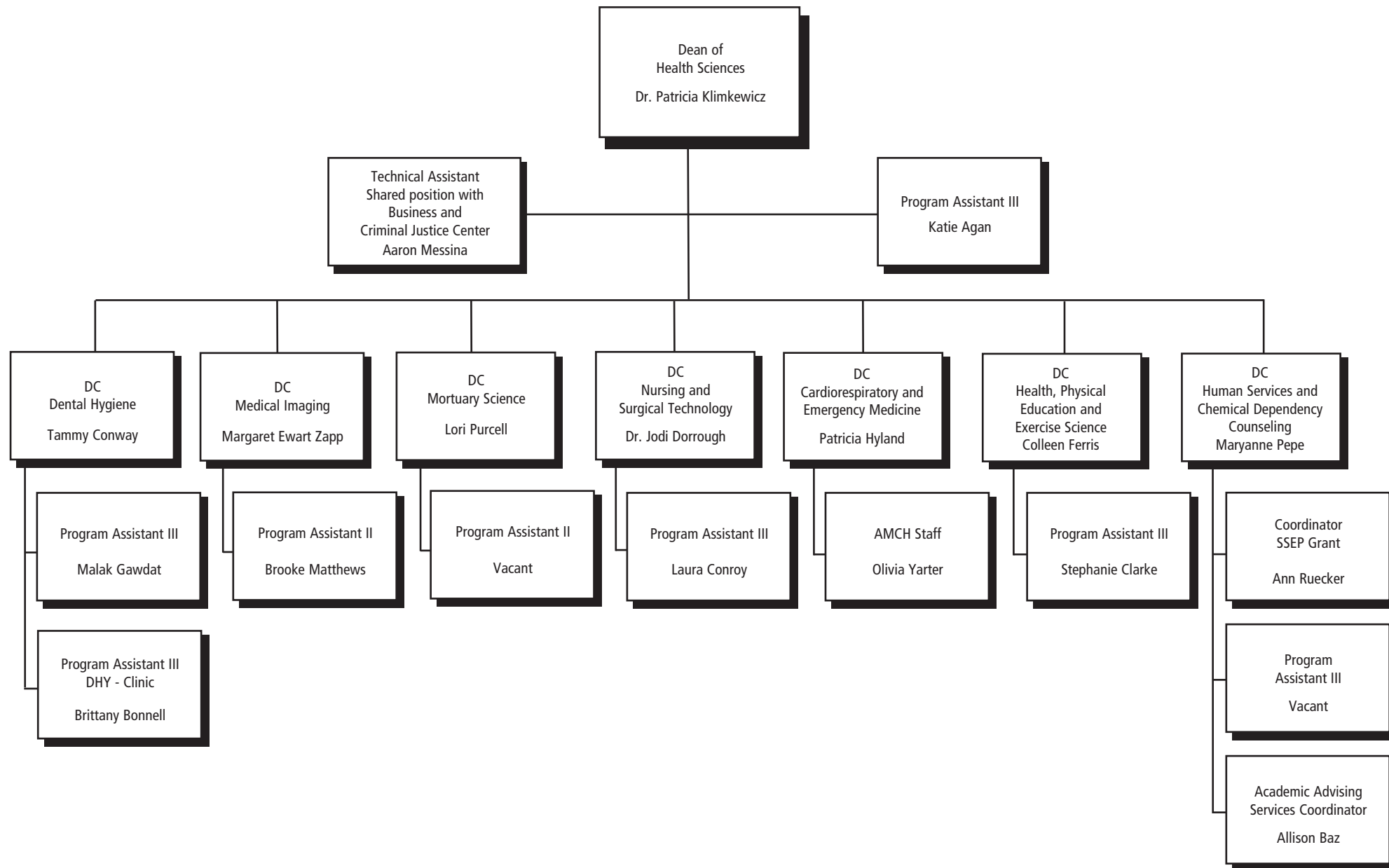


Fig. 2.6
revised Oct. 2025

School of Business and Liberal Arts

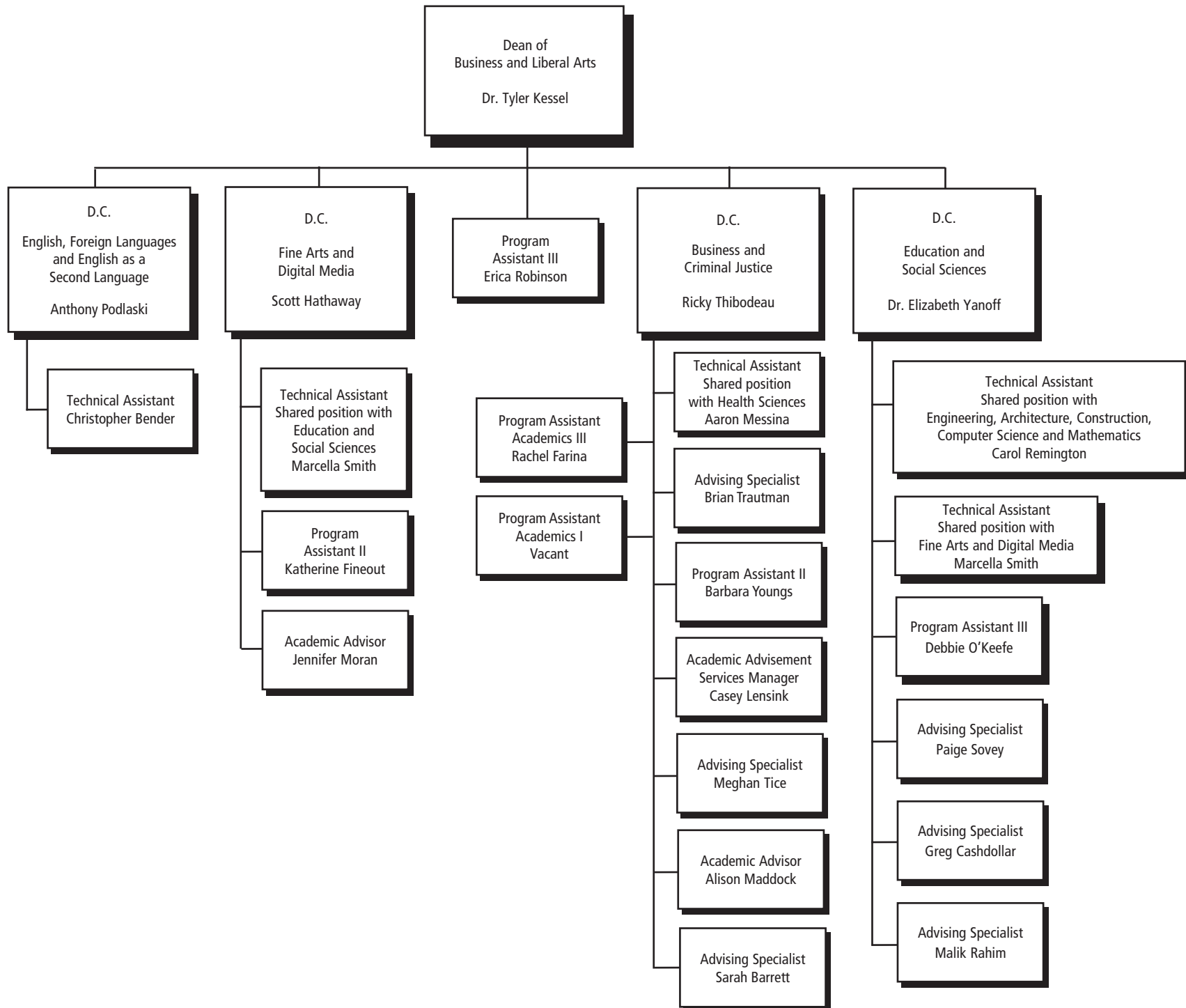
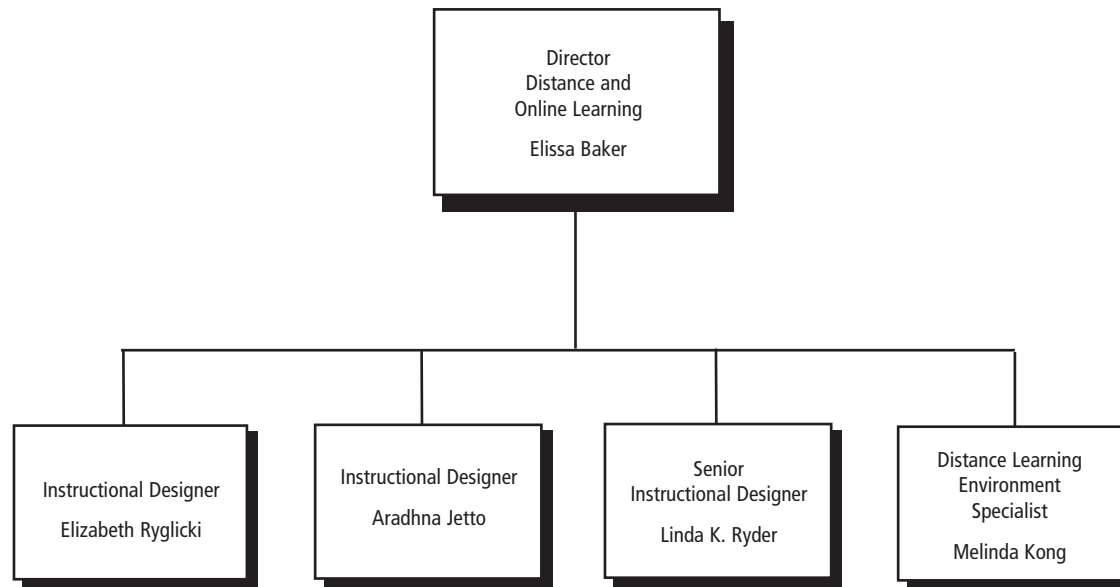
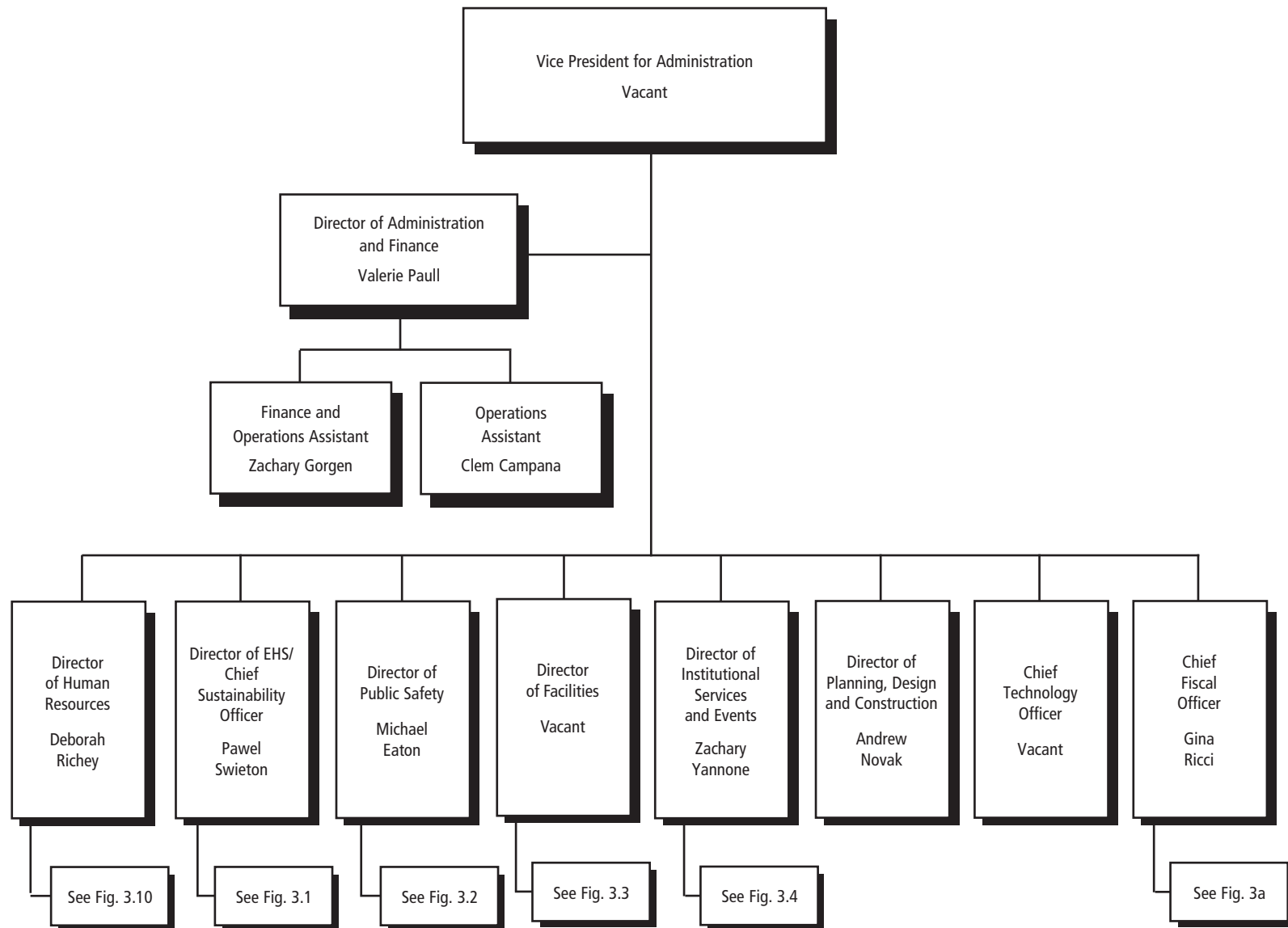


Fig. 2.7
revised Oct. 2025

Distance and Online Learning



Administration



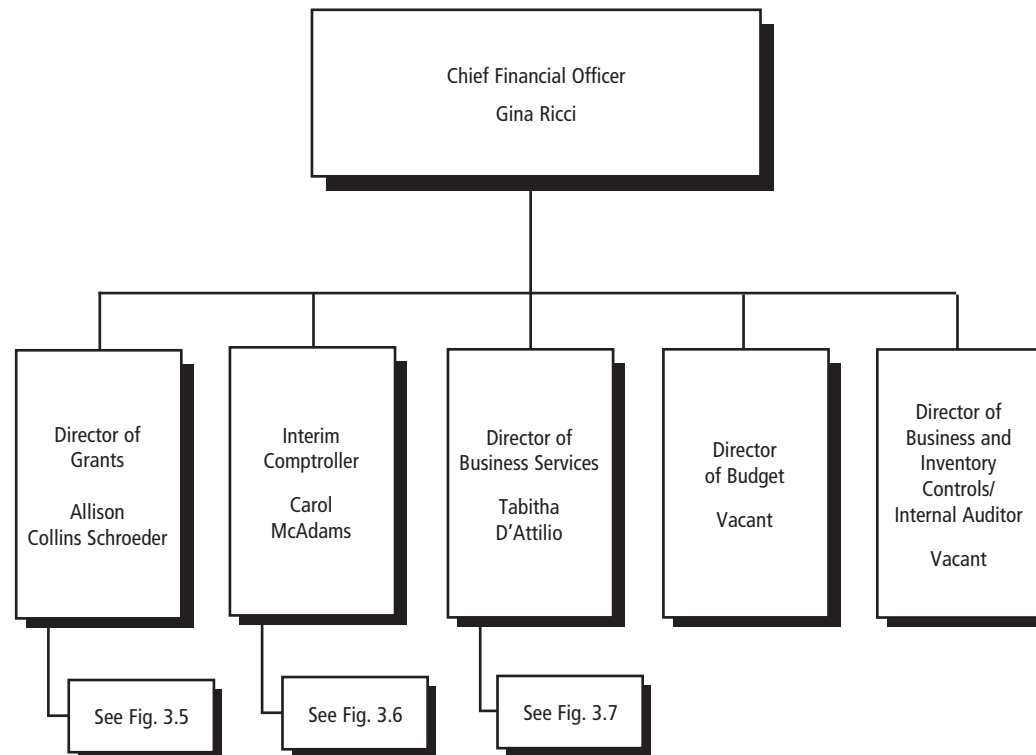


Fig. 3a
revised Oct. 2025

Instructional and Information Technology

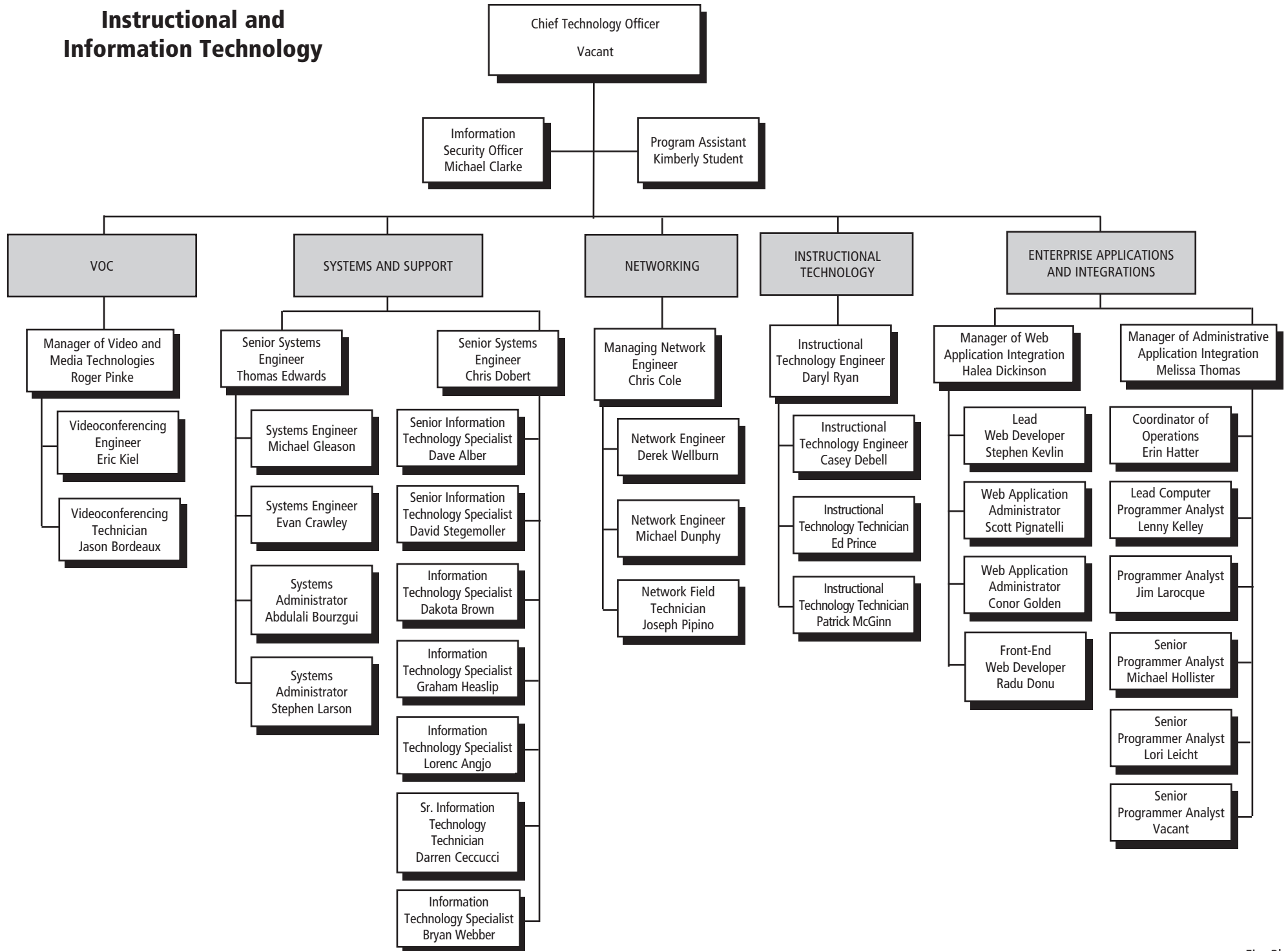
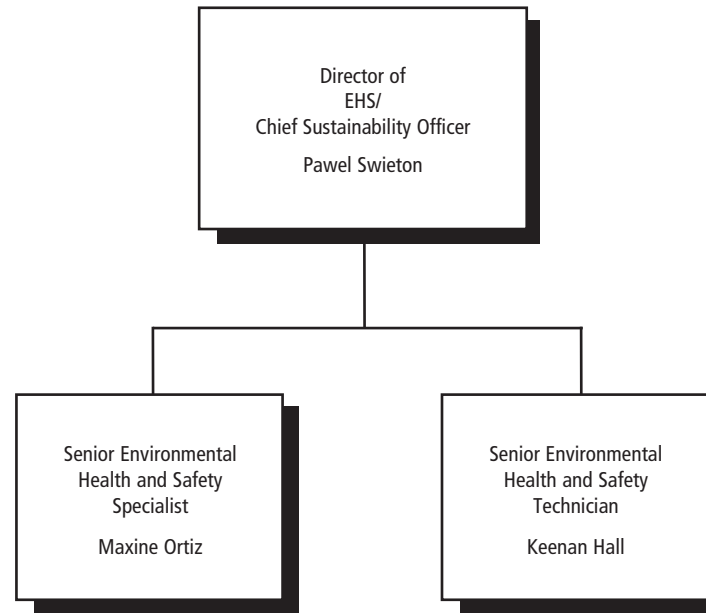


Fig. 3b
revised Oct. 2025

Environmental Health and Safety



Public Safety

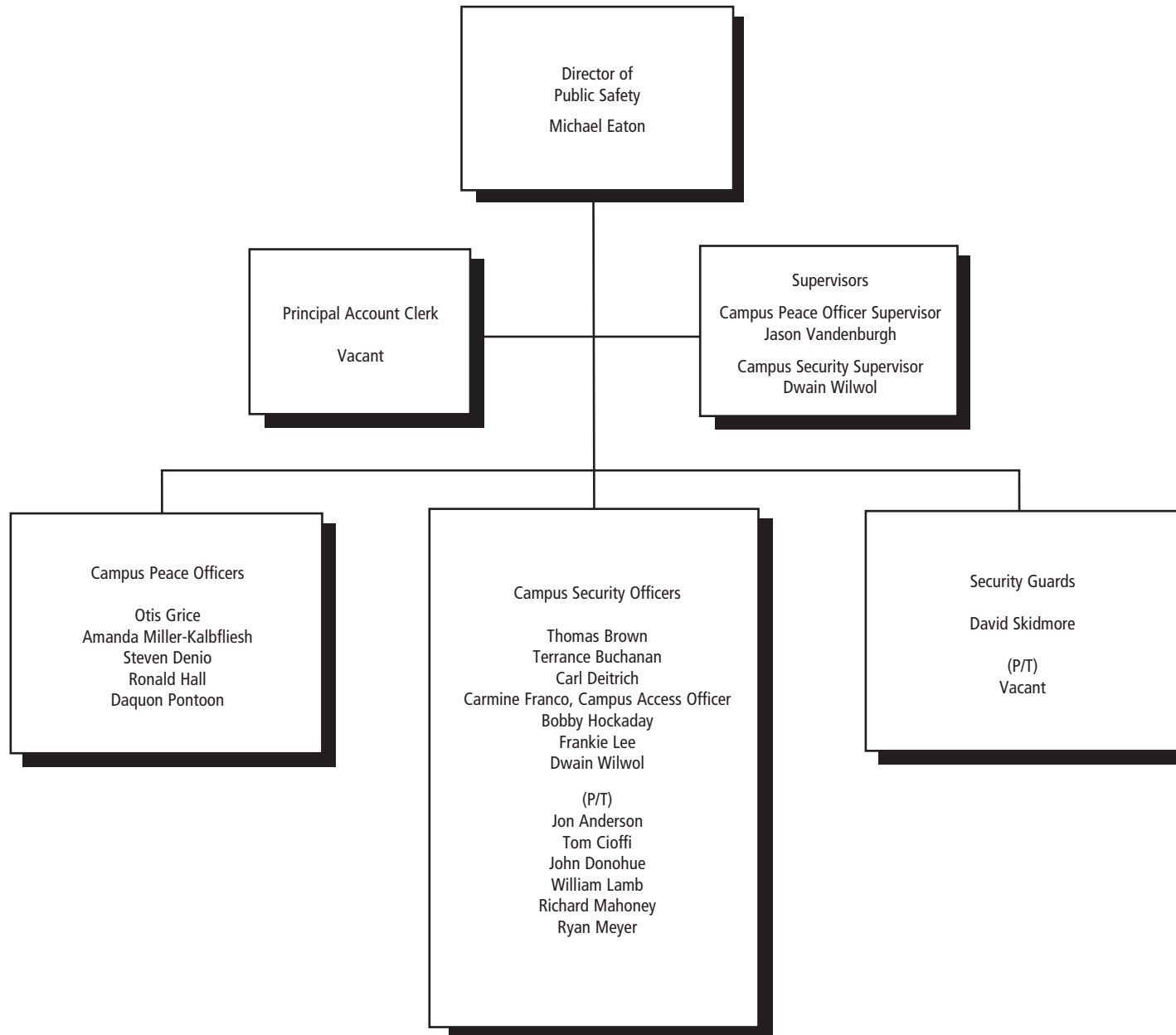


Fig. 3.2
revised Sept. 2025

Physical Plant

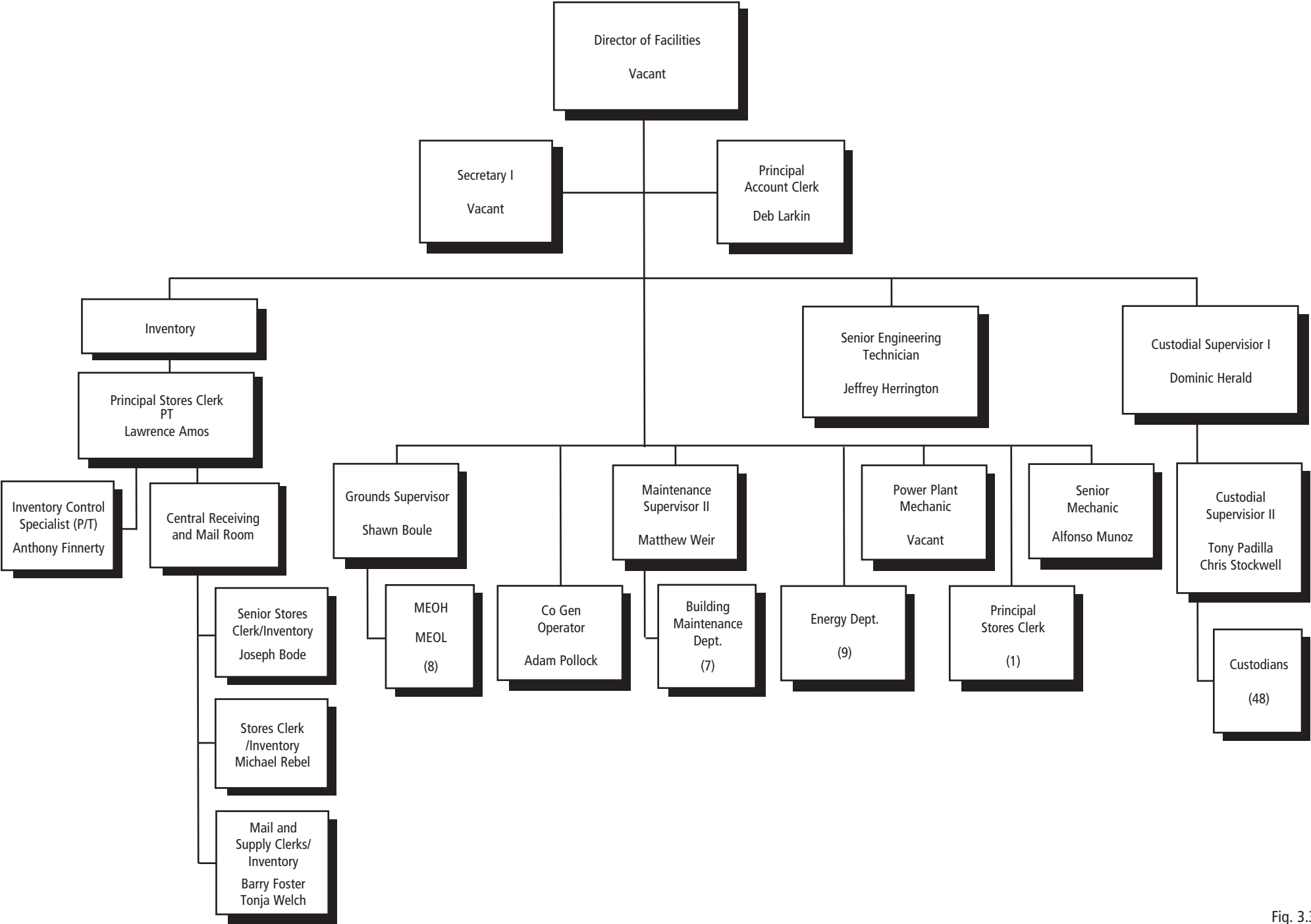
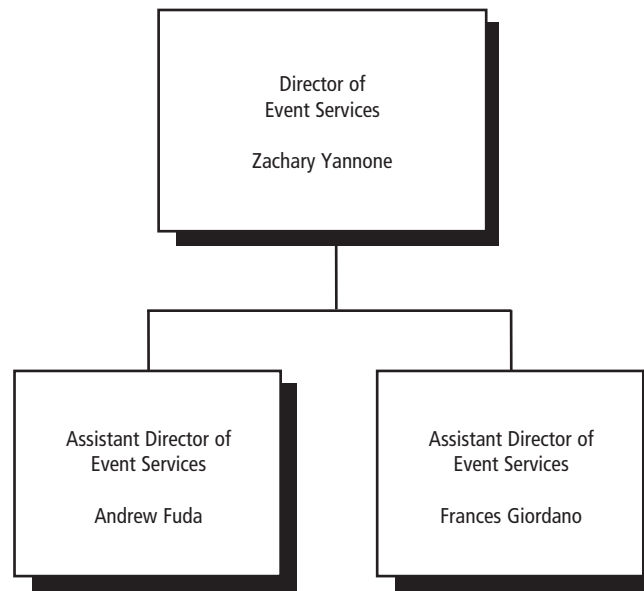
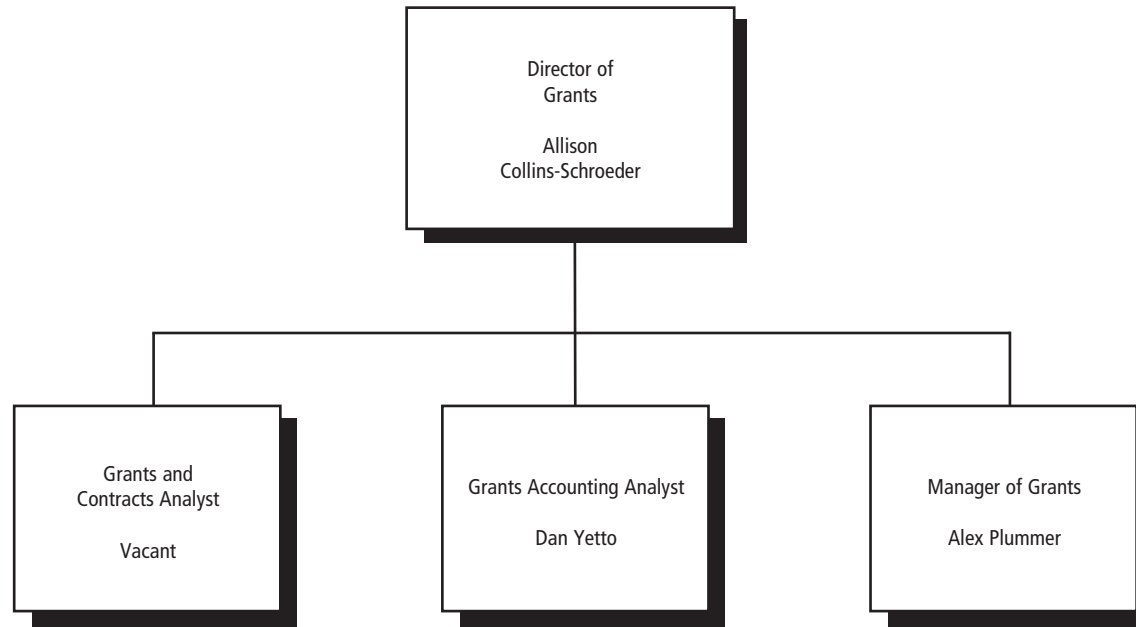


Fig. 3.3
revised Sept. 2025





Comptroller

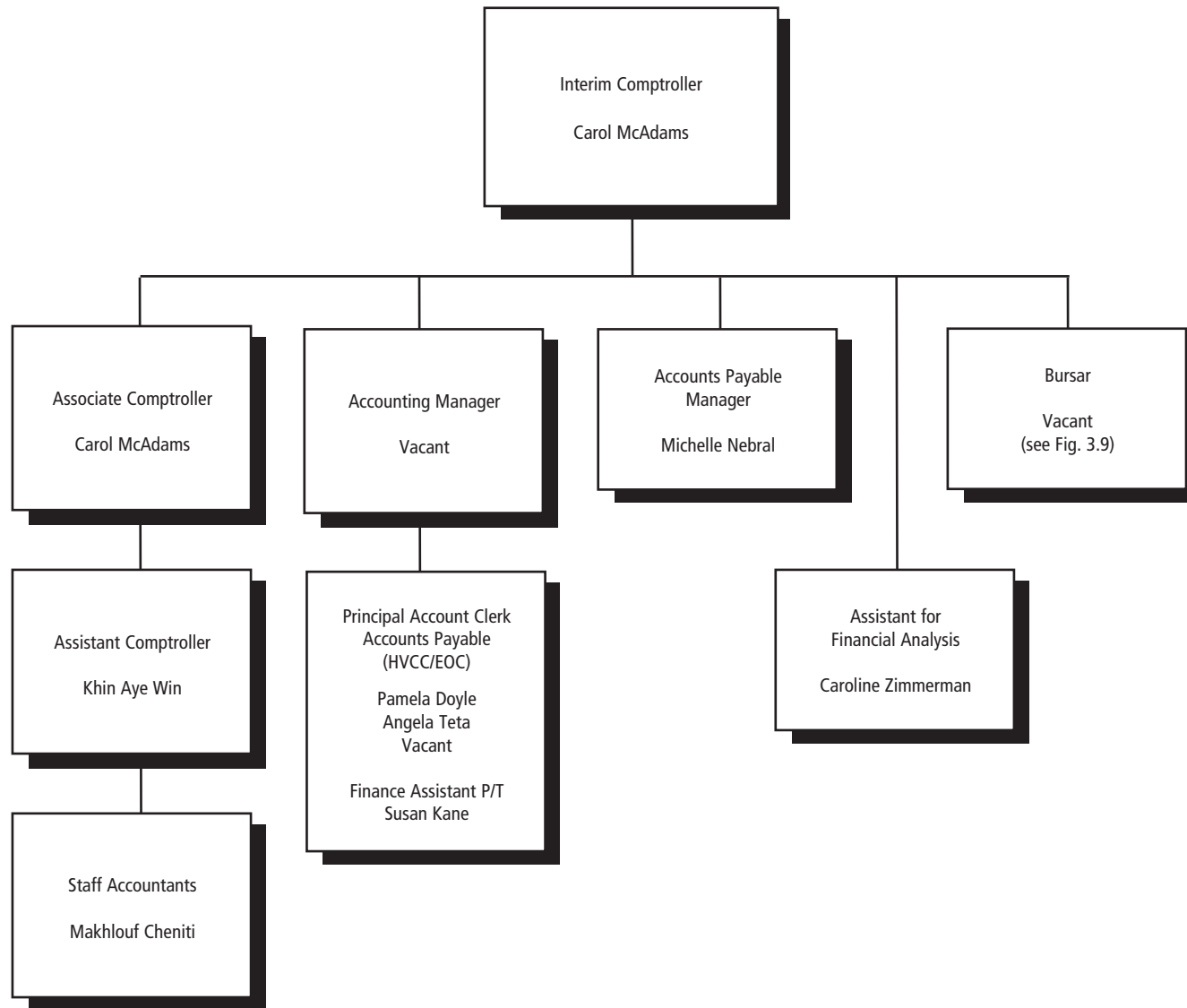
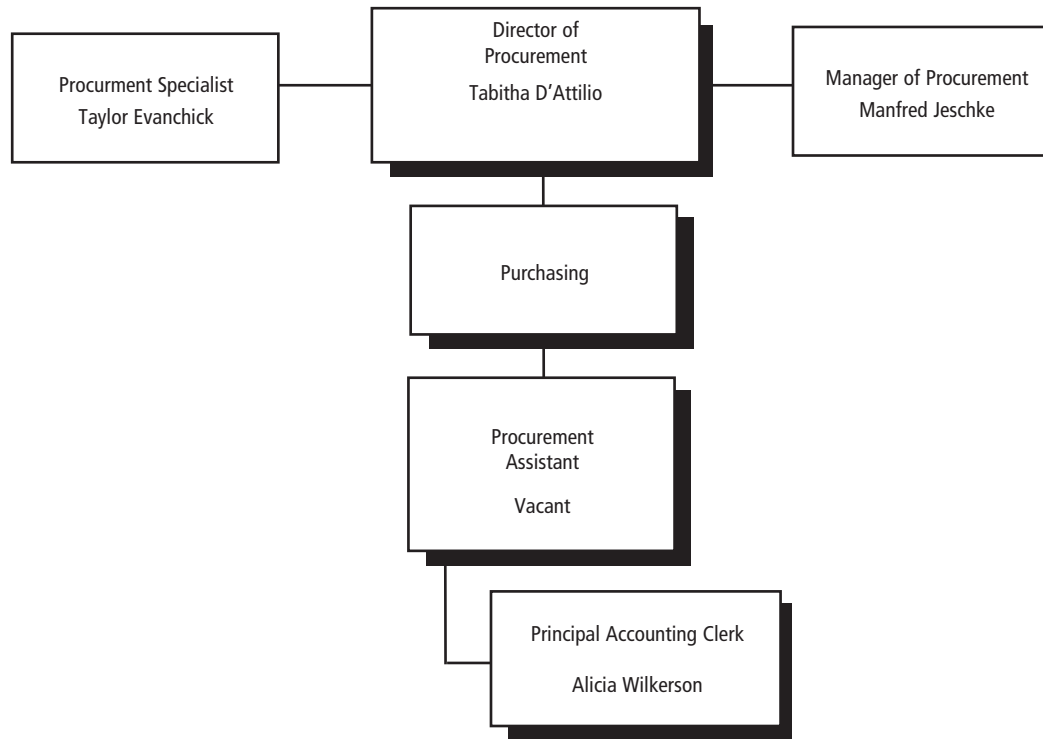
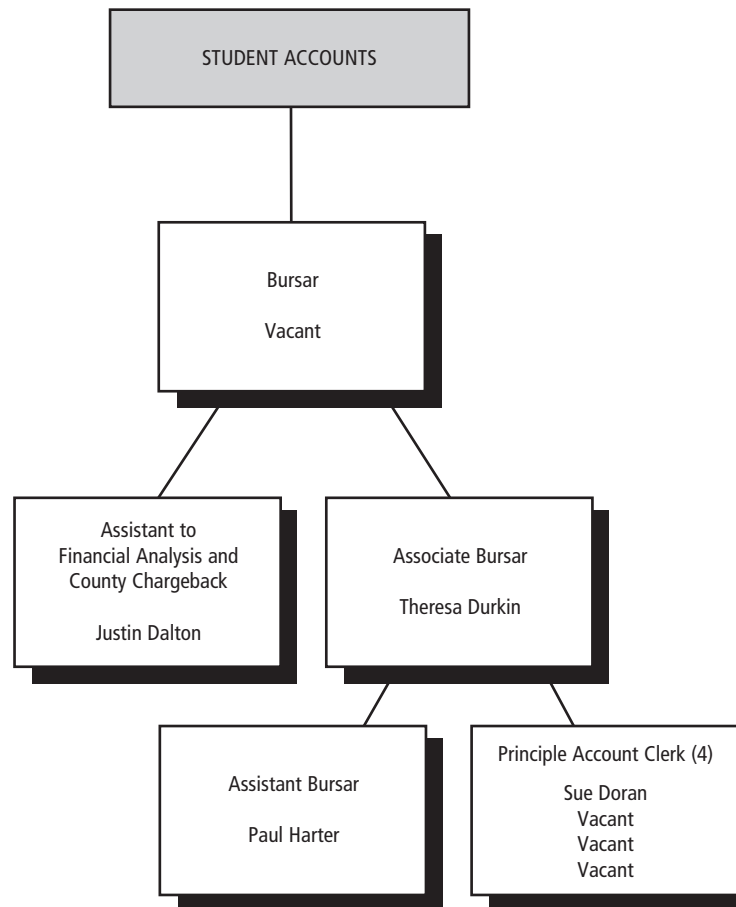


Fig. 3.6
revised Oct. 2025

Procurement



Student Financial Services



Human Resources

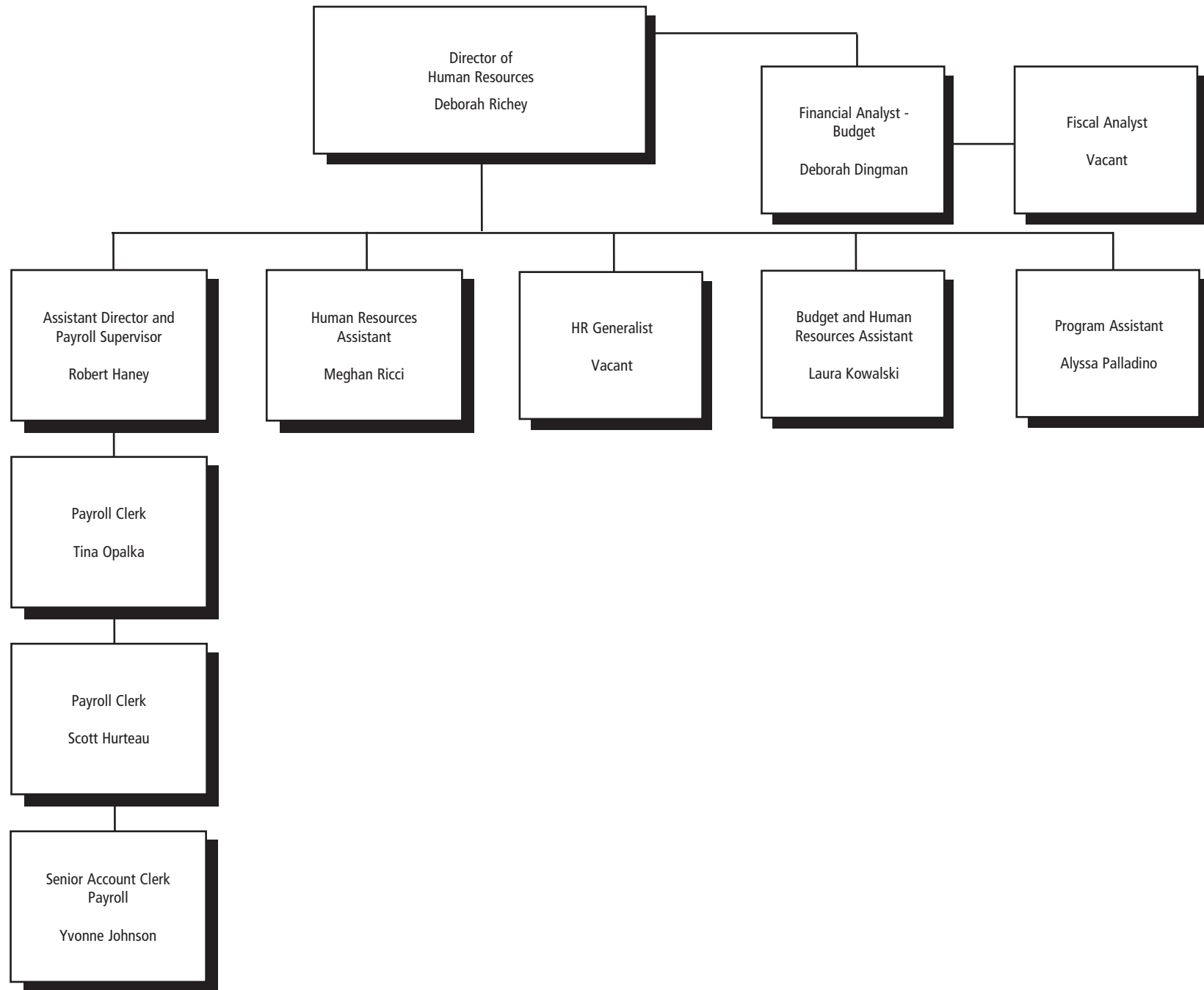


Fig. 3.10
revised Oct. 2025

Student Affairs

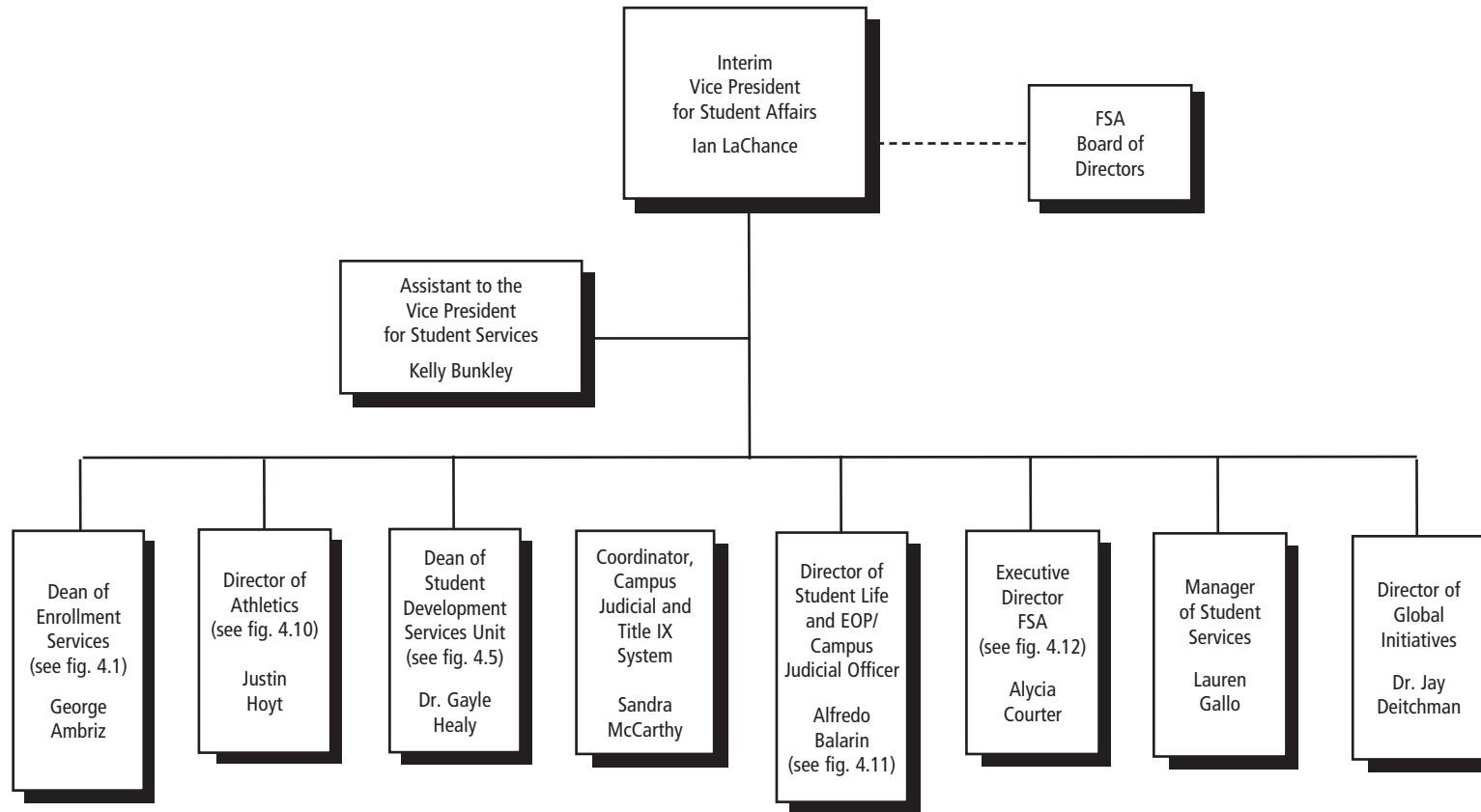
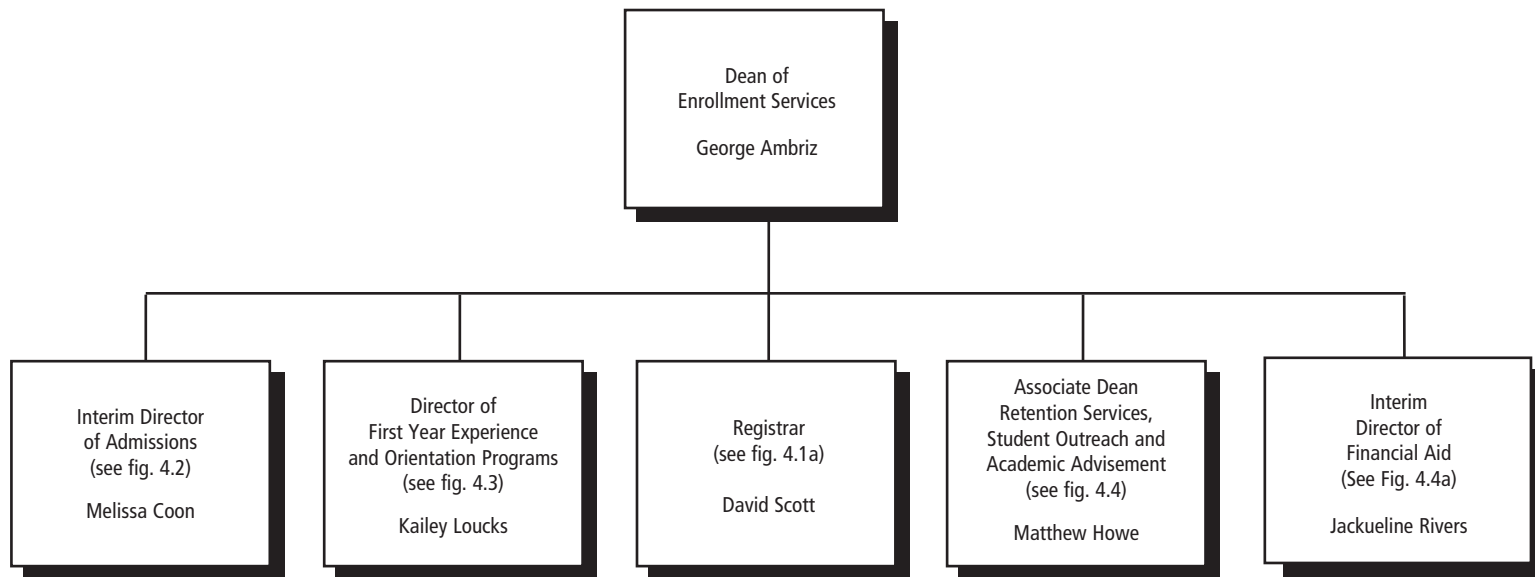


Fig. 4
revised Oct. 2025

Enrollment Services



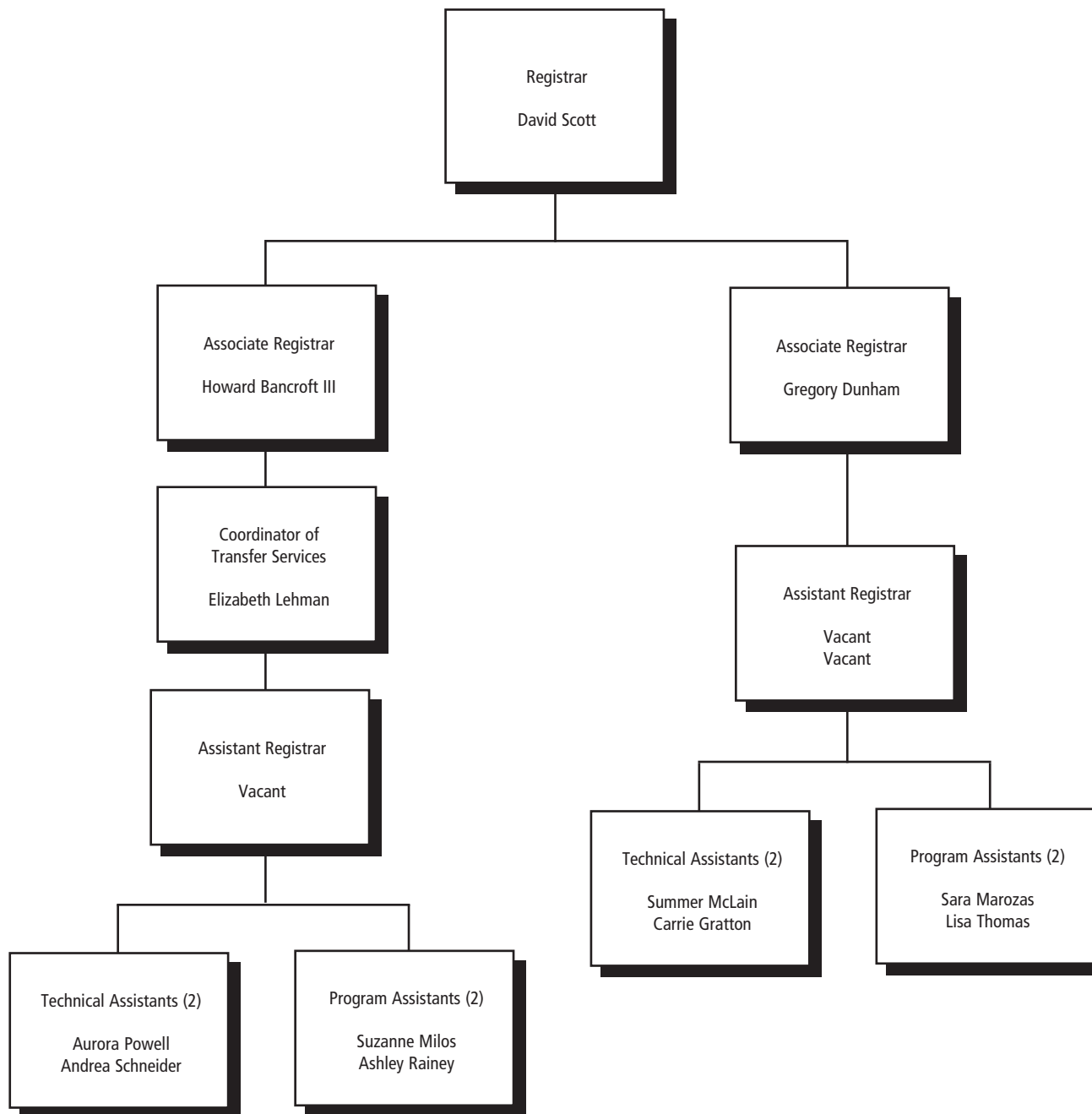
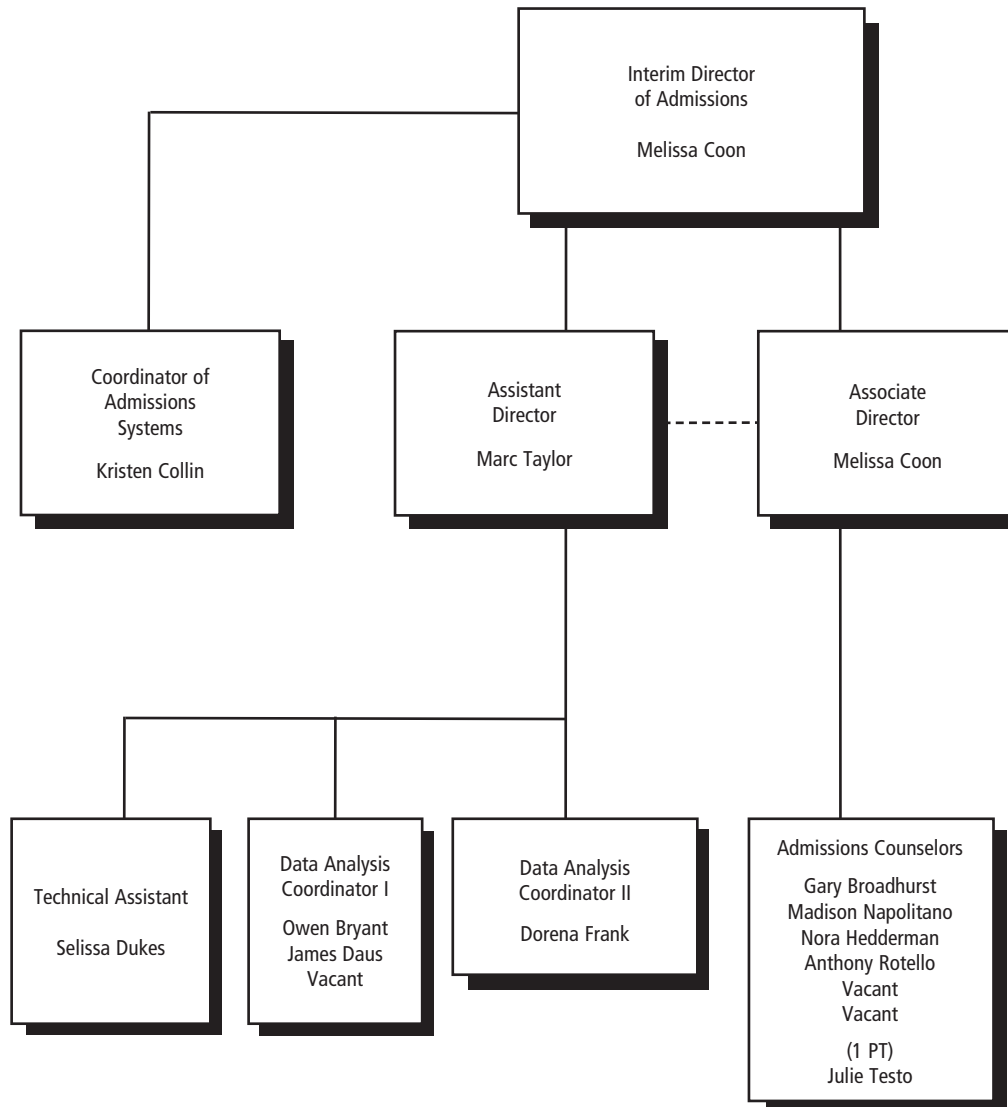
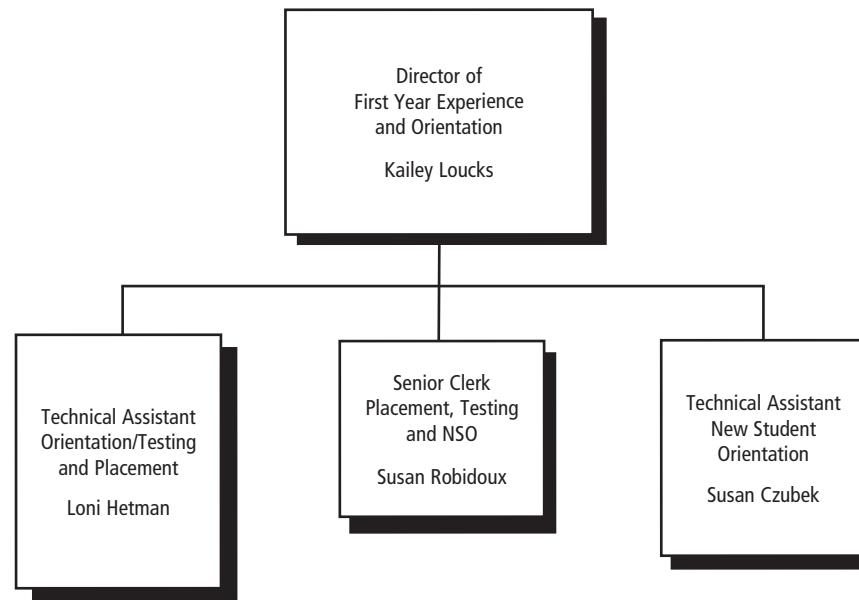


Fig. 4.1a
revised Oct. 2025

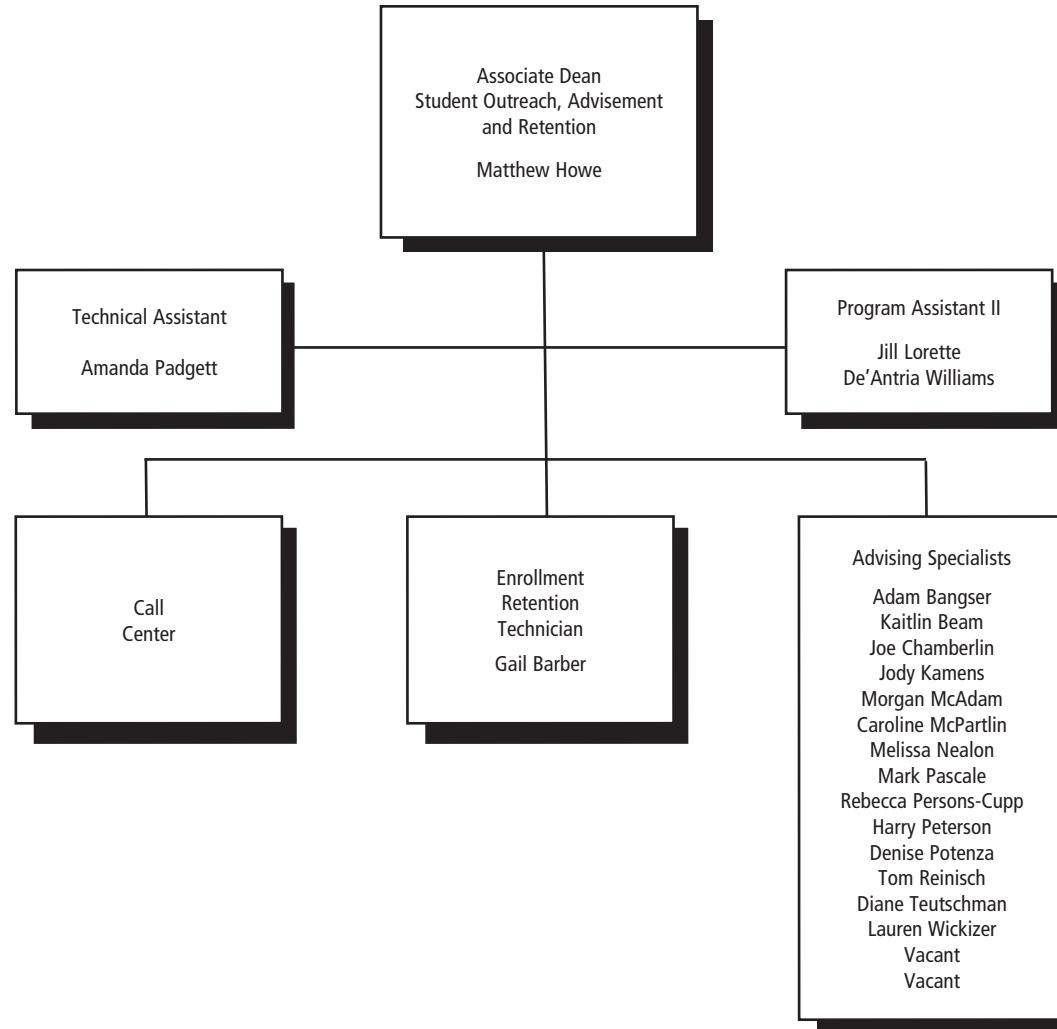
Admissions



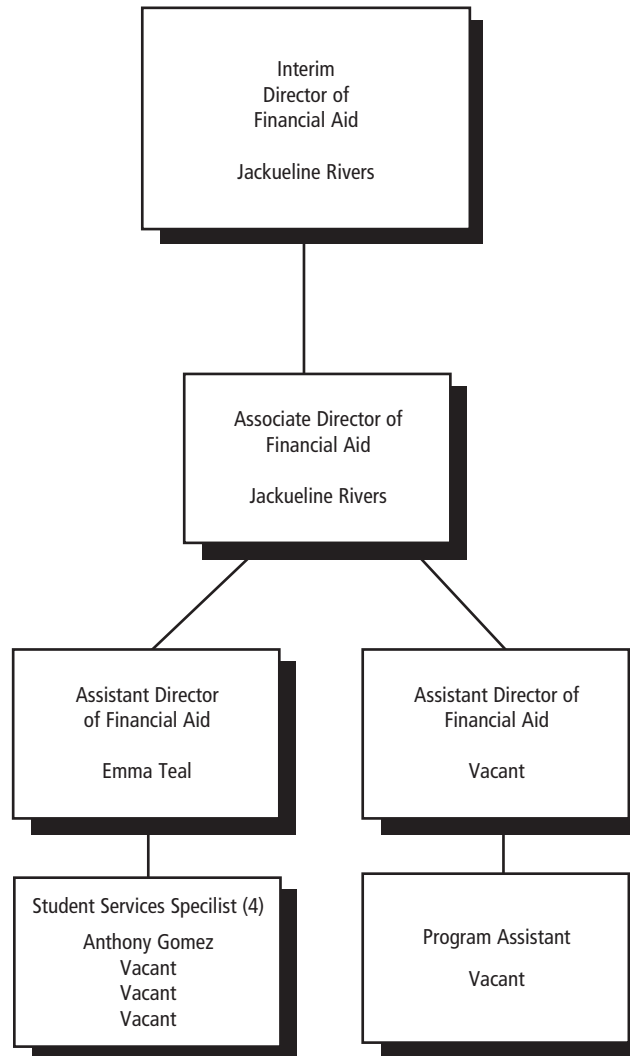
First Year Experience and Orientation



Student Outreach, Advisement and Retention



Financial Aid



Student Development Services

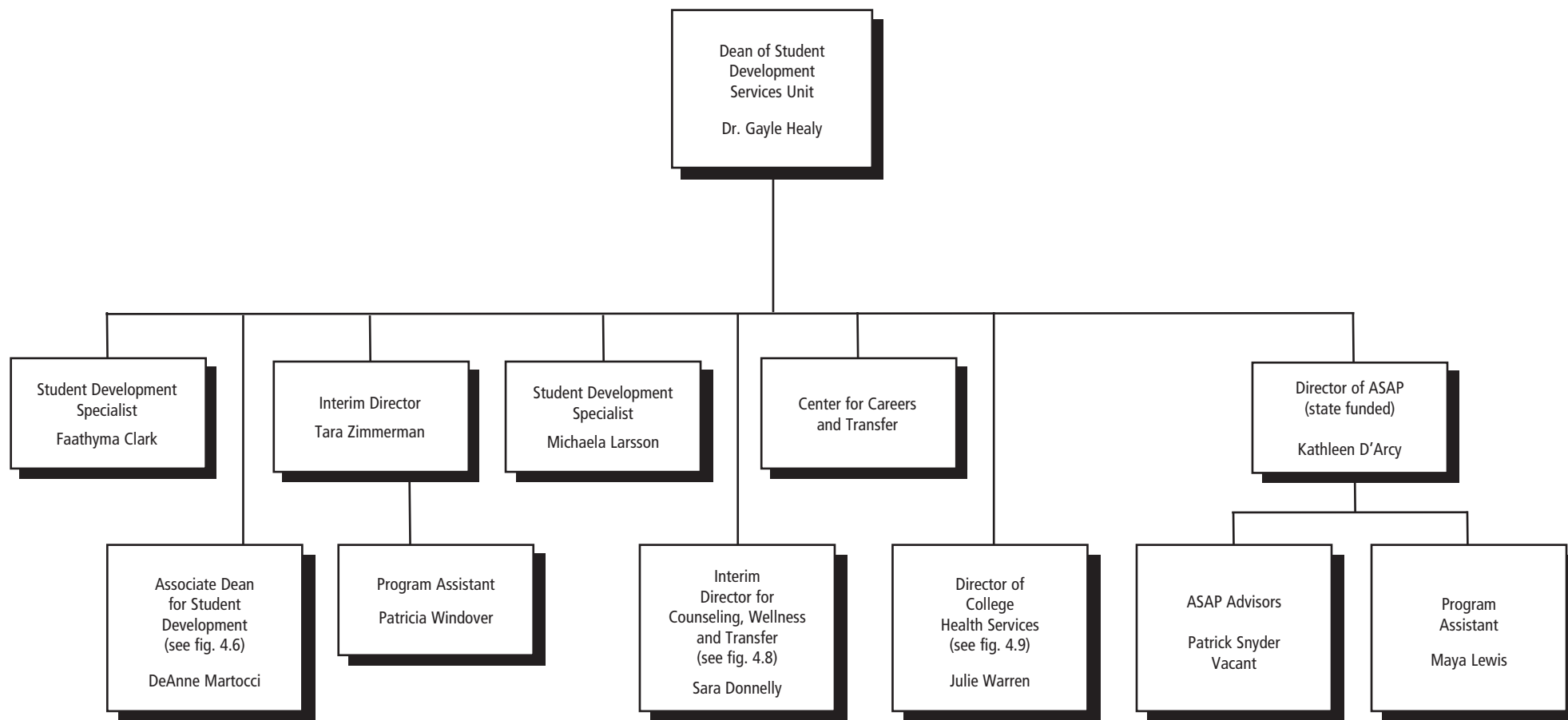
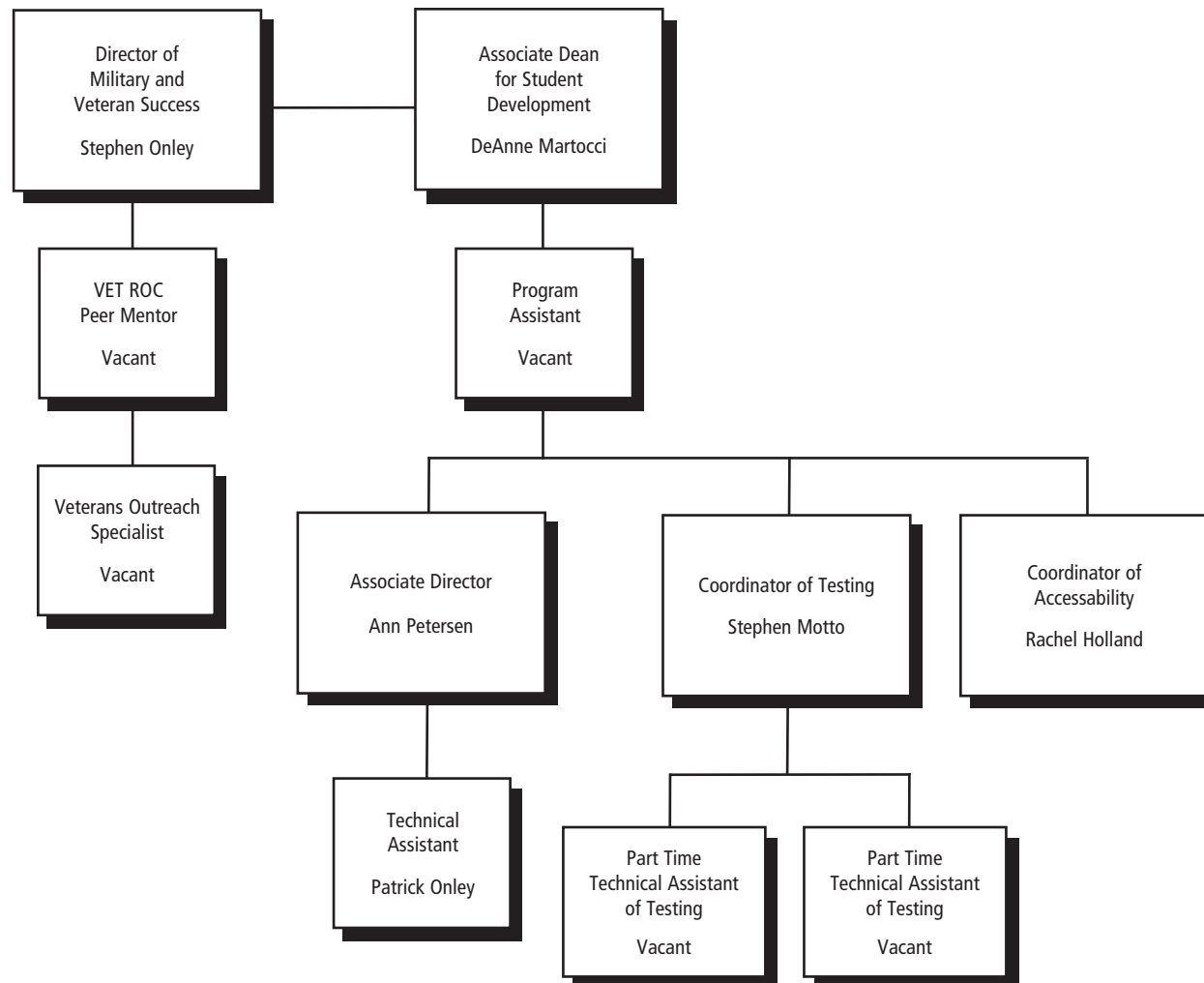
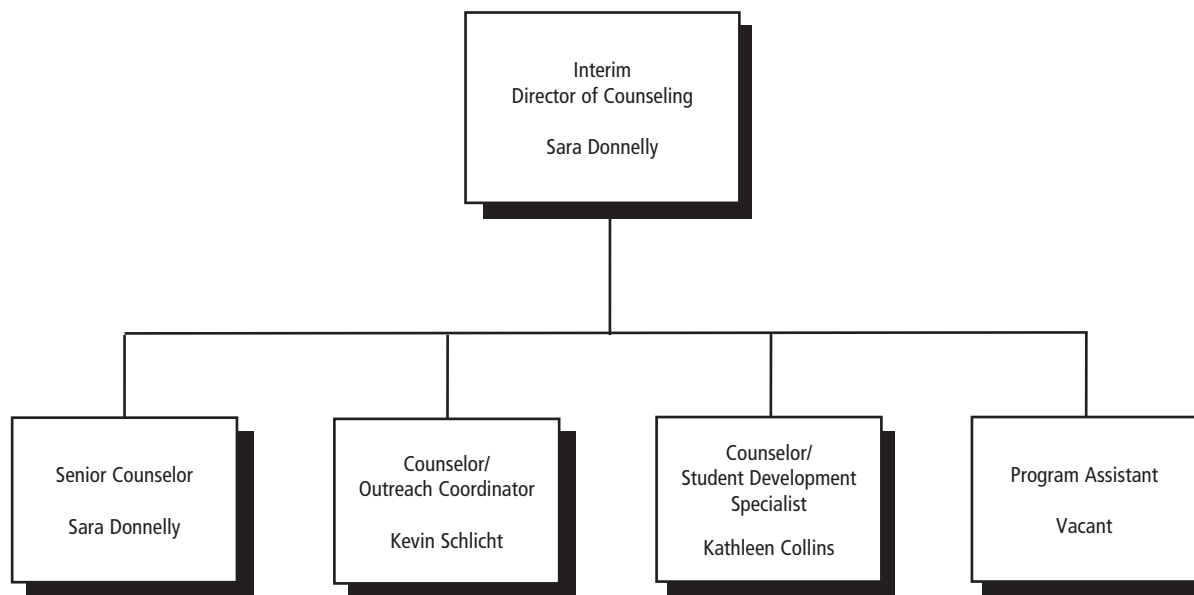


Fig. 4.5
revised Oct. 2025

Center for Access and Assistive Technology / Veterans Resource and Outreach Center (VET ROC)





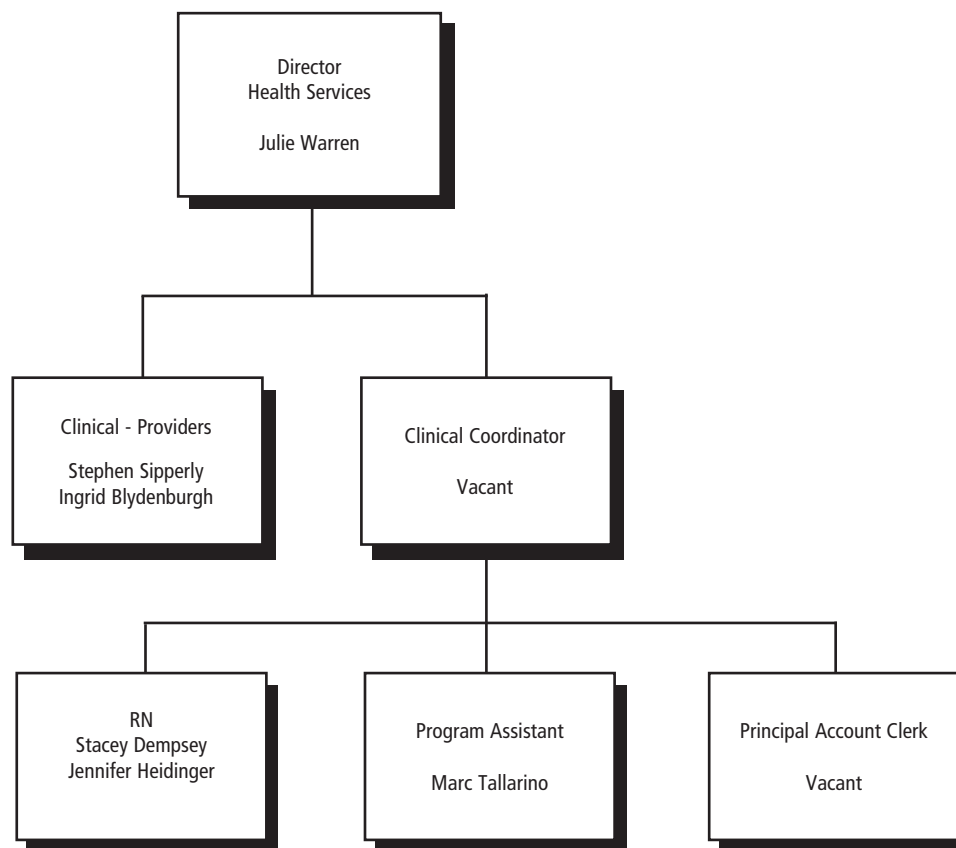


Fig. 4.9
revised Oct. 2025

Athletics

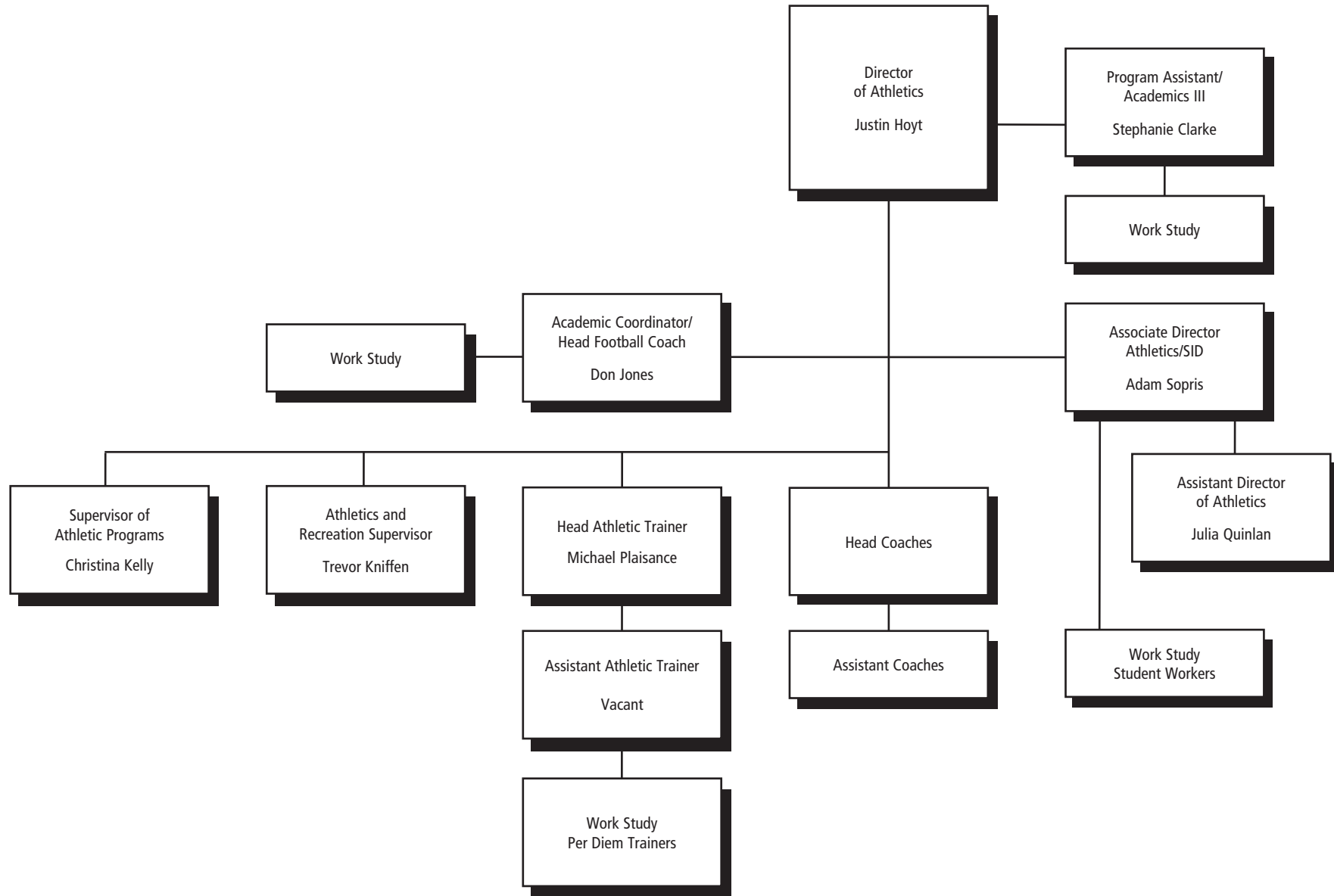
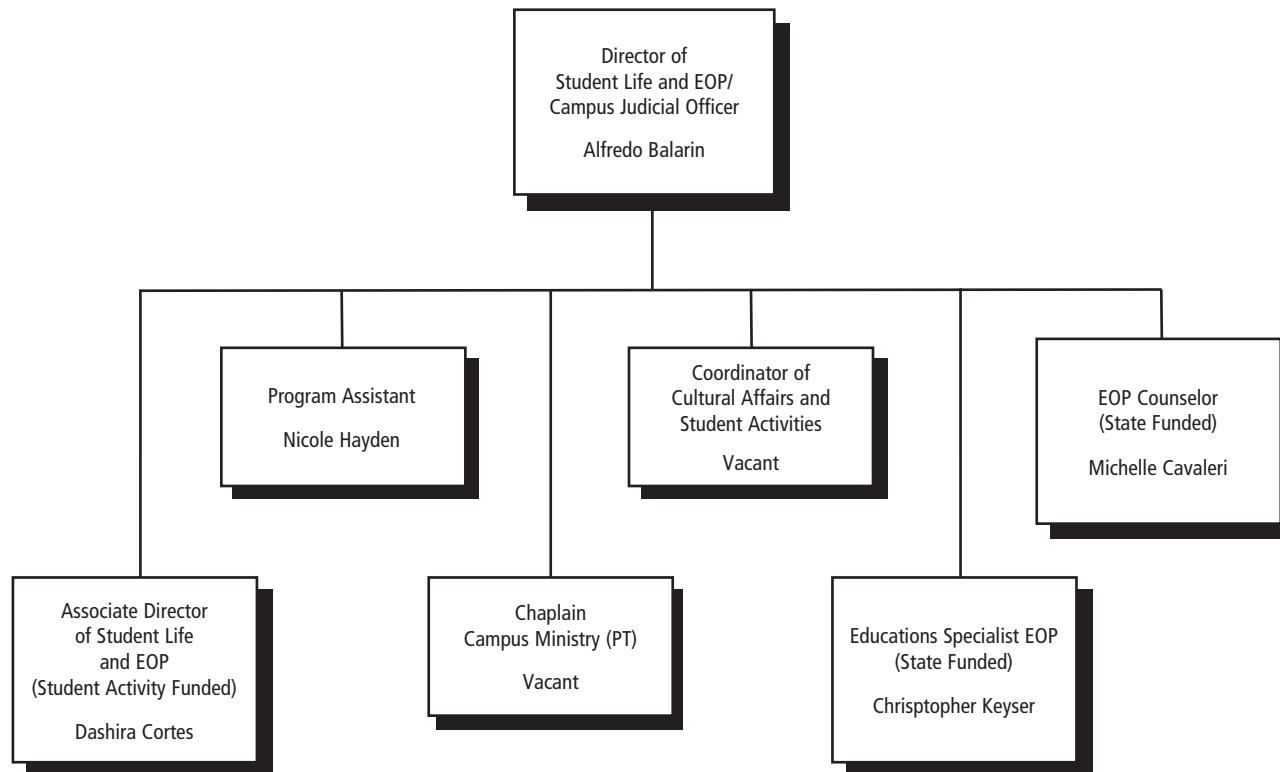


Fig. 4.10
revised Oct. 2025

Student Life



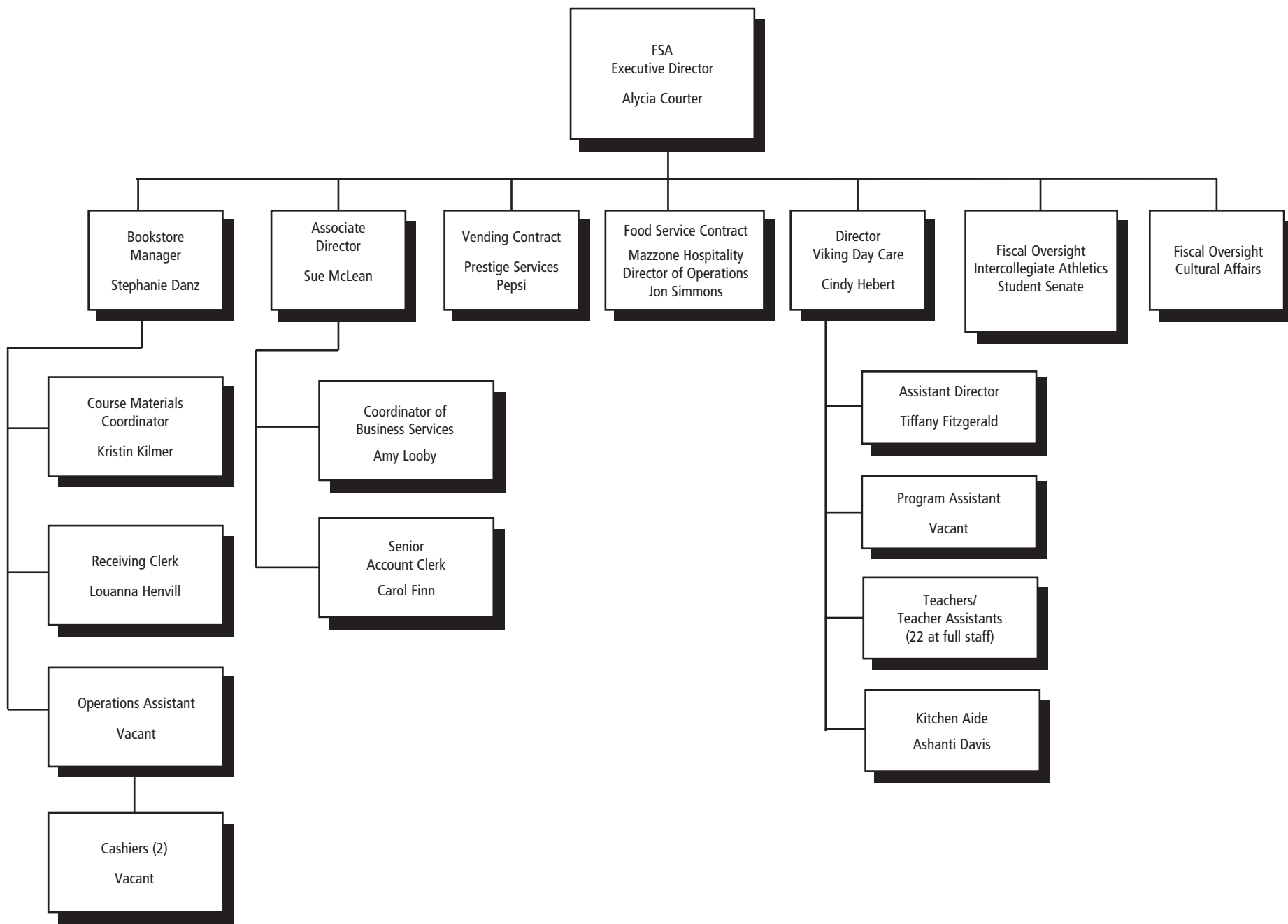


Fig. 4.12
revised Sept. 2025

Capital District Educational Opportunity Center

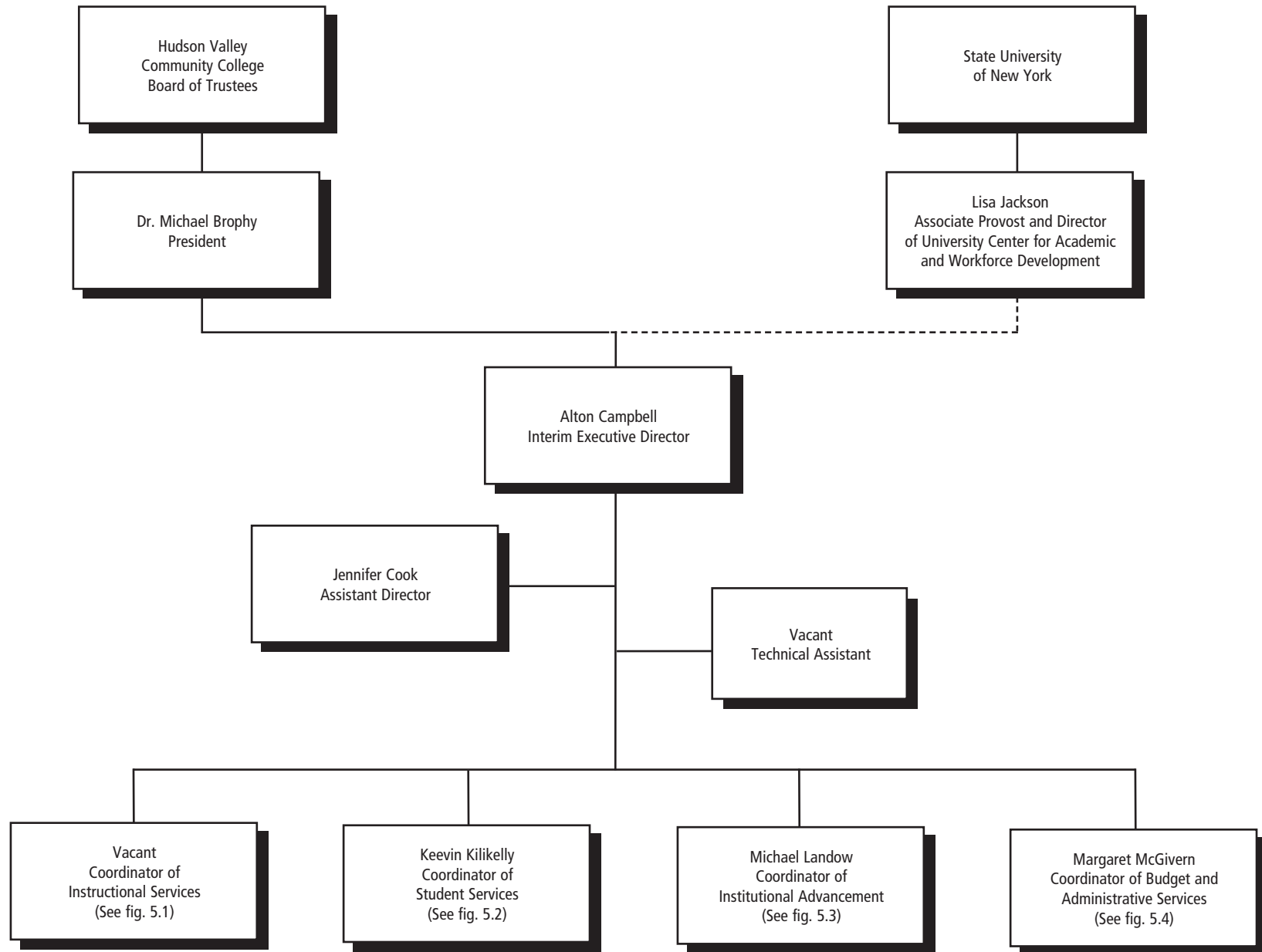


Fig. 5
revised Sept. 2025

Capital District Educational Opportunity Center

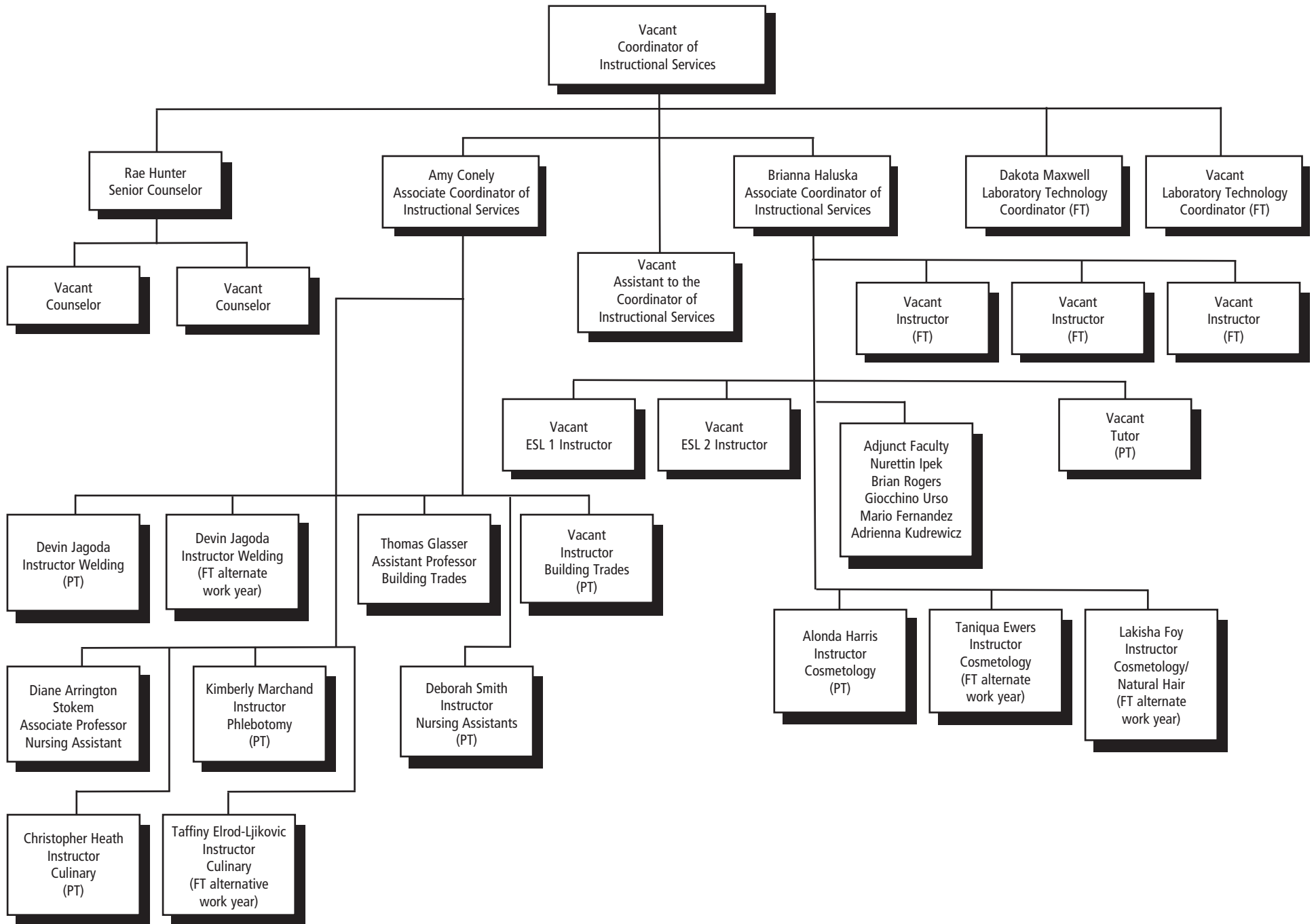


Fig. 5.1
revised Sept. 2025

Capital District Educational Opportunity Center

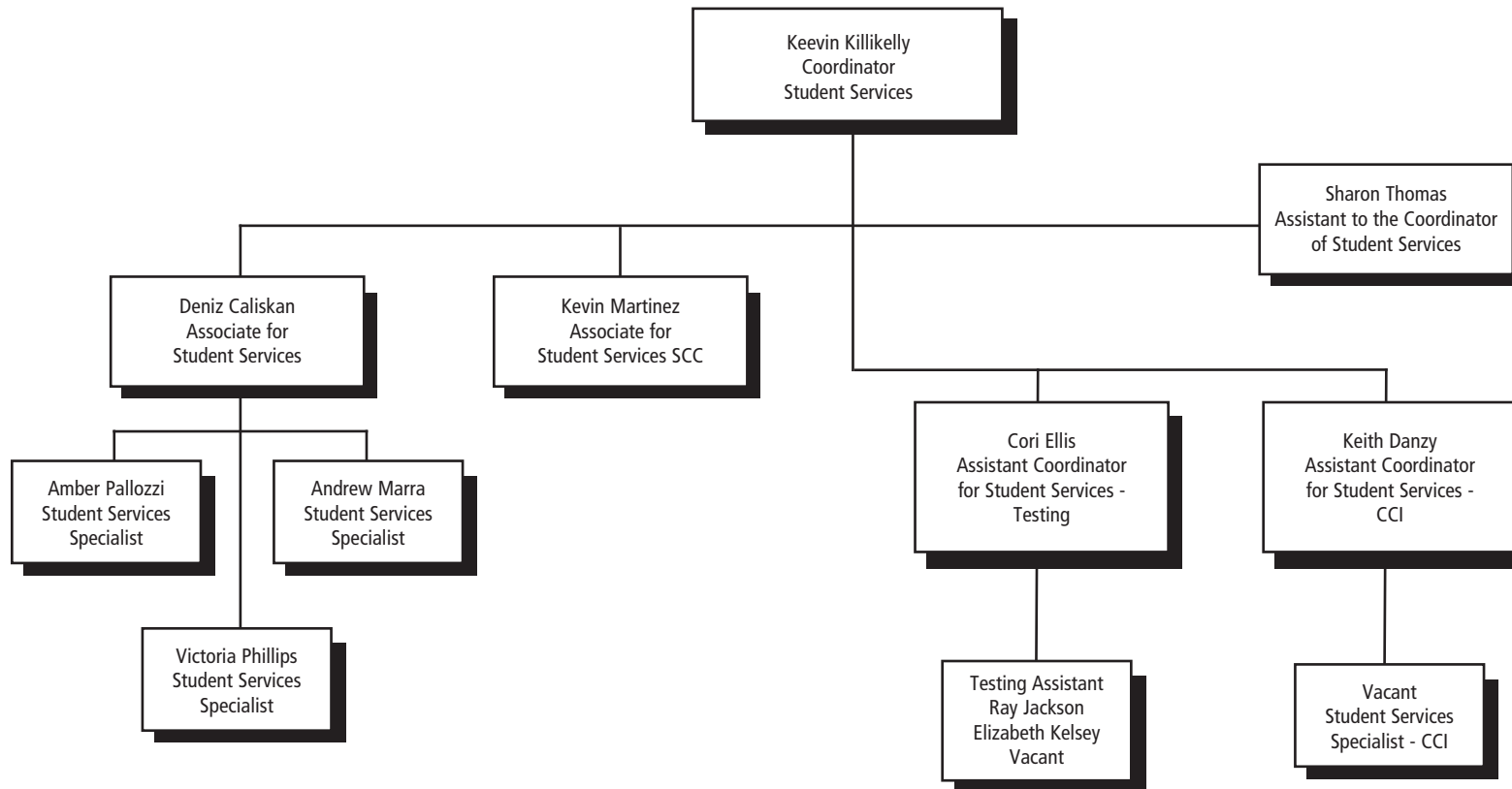
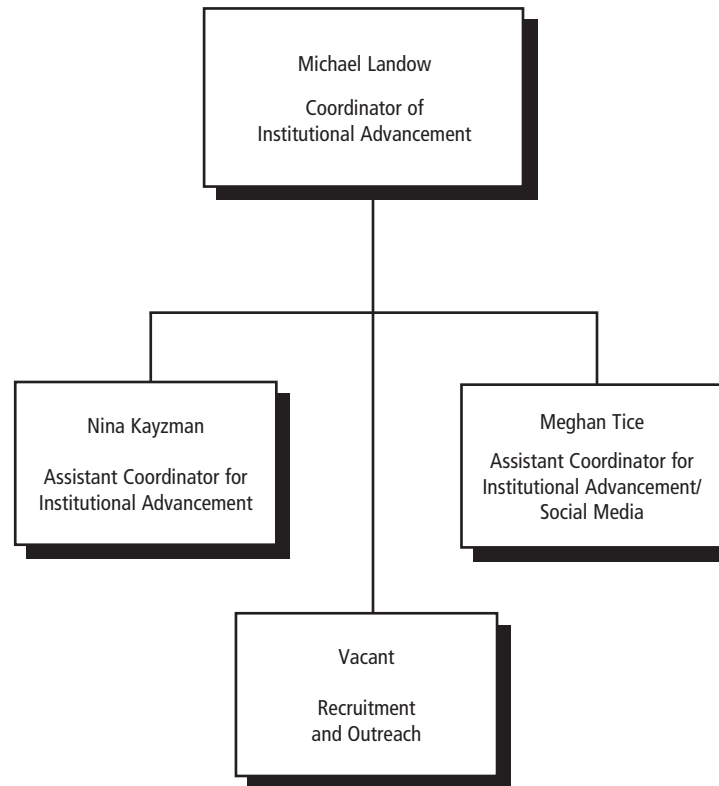


Fig. 5.2
revised Sept. 2025

Capital District Educational Opportunity Center



Capital District Educational Opportunity Center

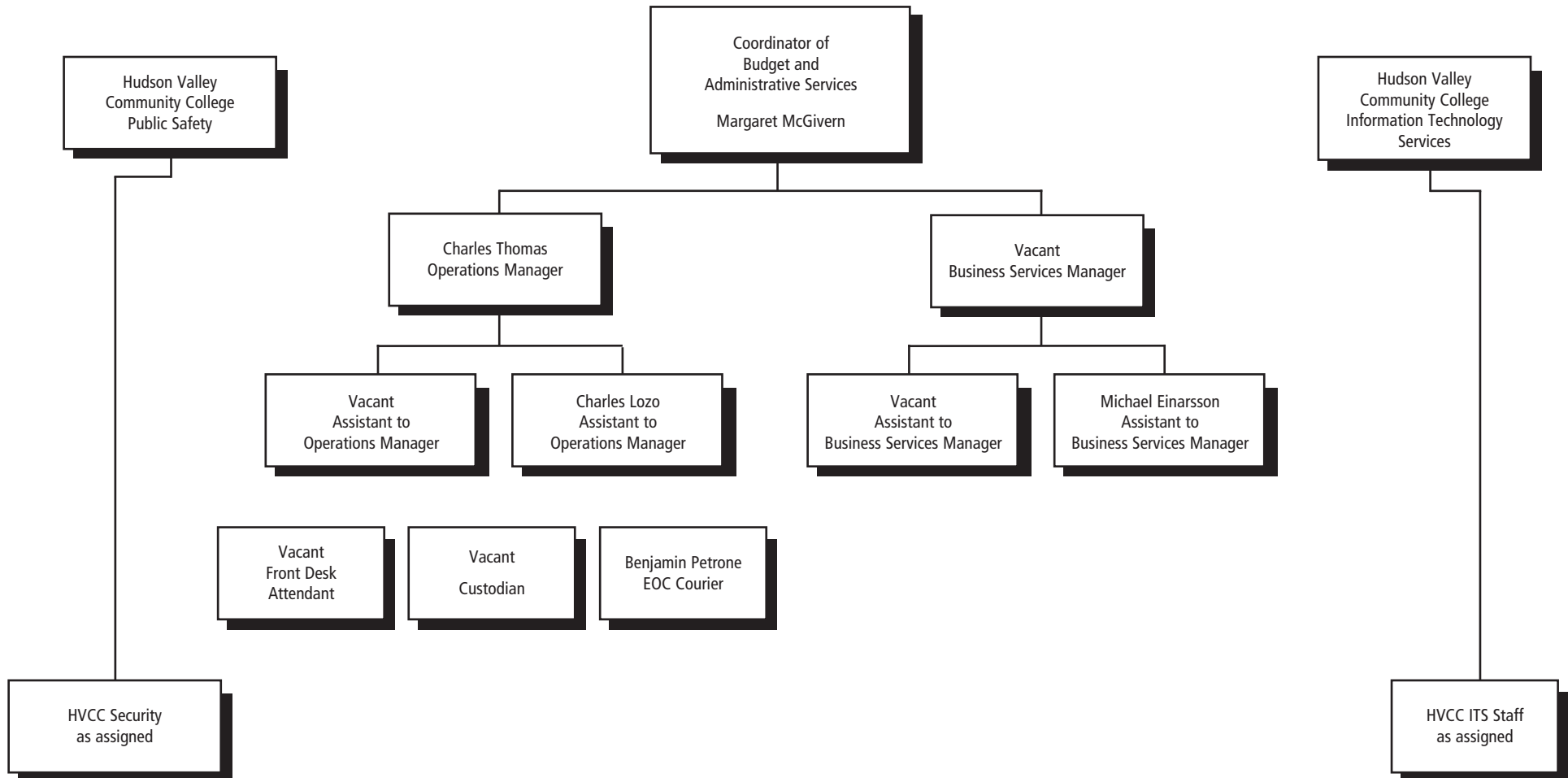


Fig. 5.4
revised Sept. 2025



***The Faculty Student Association of
Hudson Valley Community College, Inc.***

80 Vandenburg Avenue

Troy, New York 12180

Phone (518) 629-4822

Fax (518) 629-7166

**Faculty Student Association
Of Hudson Valley Community College
Net Profit (Loss) Summary
For the Period Ended September 30, 2025**

Department	Previous Fiscal Year Actual Year End	Previous Fiscal Year Year to Date	Current Fiscal Year Budget	Current Fiscal Year Year to Date	% of Budget	% Change Over Previous Fiscal Year
Bookstore	\$ 150,965	\$ 462,771	\$ 100,244	\$ 490,601	489.41%	6.01%
Food Service	66,667	2,765	50,100	2,081	4.15%	-24.74%
Vending	77,641	32,693	66,000	10,521	15.94%	-67.82%
Administration	147,992	(13,951)	61,008	37,499	61.47%	-368.79%
Viking Child Care	(21,793)	209,615	152,774	247,707	162.14%	18.17%
Capital Projects	-	-	-	-		0.00%
HPER	-	-	-	-		0.00%
Graduation	-	(8,701)	-	(26,378)		0.00%
Contingent	(10,596)	(3,822)	(32,000)	(2,500)	7.81%	-34.59%
Other Auxiliary	(25,889)	(265)	(63,750)	(350)	0.55%	32.08%
Cultural Affairs	-	(61,970)	-	(15,738)		-74.60%
Post Retirement	(30,820)	-	-	-		0.00%
Total	\$ 354,167	\$ 619,135	\$ 334,376	\$ 743,443	222.34%	20.08%



***The Faculty Student Association of
Hudson Valley Community College, Inc.***

80 Vandenberg Avenue
Troy, New York 12180
Phone (518) 629-4822
Fax (518) 629-7166

**Faculty Student Association
Of Hudson Valley Community College
Revenue/Expense Summary
For the Period Ended September 30, 2025**

Department	Previous Fiscal Year Actual Year End	Previous Fiscal Year Year to Date	Current Fiscal Year Budget	Current Fiscal Year Year to Date	% of Budget	% Change Over Previous Fiscal Year
Revenues						
Bookstore	\$ 2,574,463	\$ 1,616,212	\$ 2,720,796	\$ 1,592,243	58.52%	-1.48%
Food Service	95,694	10,019	86,500	11,173	12.92%	11.52%
Vending	77,641	33,408	68,500	11,138	16.26%	-66.66%
Administration	552,766	105,685	491,260	158,074	32.18%	49.57%
Viking Child Care	983,464	514,142	1,730,028	538,282	31.11%	4.70%
Capital Projects	622,961	207,654	622,961	207,654	33.33%	0.00%
HPER	-	904	6,400	672	10.50%	-25.67%
Graduation	-	2,110	205,089	2,586	1.26%	22.57%
Cultural Affairs	-	-	143,636	285	0.20%	#DIV/0!
Total	\$ 4,906,989	\$ 2,490,134	\$ 6,075,170	\$ 2,522,106	41.51%	1.28%
Expenditures						
Bookstore	\$ 2,423,498	\$ 1,153,441	\$ 2,620,552	\$ 1,101,641	42.04%	-4.49%
Food Service	29,027	7,254	36,400	9,092	24.98%	25.34%
Vending	-	715	2,500	617	24.67%	-13.73%
Administration	404,774	119,636	430,252	120,574	28.02%	0.78%
Viking Child Care	1,005,257	304,527	1,577,254	290,576	18.42%	-4.58%
Capital Projects	622,961	207,654	622,961	207,654	33.33%	0.00%
HPER	-	904	6,400	672	10.50%	-25.67%
Graduation	-	10,811	205,089	28,965	14.12%	167.92%
Contingent	10,596	3,822	32,000	2,500	7.81%	-34.59%
Other Auxiliary	25,889	265	63,750	350	0.55%	32.08%
Cultural Affairs	-	61,970	143,636	16,023	11.16%	-74.14%
Post Retirement	30,820	-	-	-	#DIV/0!	
Total	\$ 4,552,822	\$ 1,870,999	\$ 5,740,794	\$ 1,778,664	30.98%	-4.94%
Net Income (Loss)	\$ 354,167	\$ 619,135	\$ 334,376	\$ 743,443	222.34%	20.08%

Ali Schaeffing, Ph.D.

Assistant Professor of Geography | Director of Service Learning
Russell Sage College

Education

Ph.D., Geography, 2018

Rutgers University, The State University of New Jersey

Dissertation: *From Girls to the Poor: Understanding Changes in a Conditional Cash Transfer Education Stipend Project in Bangladesh*

M.A., Geography, 2016

Rutgers University, The State University of New Jersey

B.A., Geography & French, 2003

University at Albany, State University of New York

Academic Appointments

Assistant Professor of Geography, Russell Sage College, 2020–present

Director of Service Learning, Russell Sage College, 2017–present

Adjunct Professor of Sociology, Hudson Valley Community College, 2016–2018

Instructor of Geography, Rutgers University, 2014-2016

Scholarship

Peer-Reviewed Publications

Schaeffing, A. *Every Campus a Refuge, Every Refuge a Campus: Reciprocal Relationships in Refugee Resettlement*. In *Community Geography: Engaged Scholarship for a More Just World*. University of Georgia Press, forthcoming 2026.

Schaeffing, A. and Schuman, S. *Social Justice and Critical Communication Pedagogies in Service-Learning: Making Space for Identity Exploration*. In *Critical Approaches to Crisis Communication in the Classroom and Higher Education Contexts* (Lexington Books, Critical Communication Pedagogy Series). Manuscript accepted Fall 2022; publication anticipated Fall 2025.

Schaeffing, A. and Eccarius-Kelly, V. *Digital Storytelling and Visual Representations: Refugees Disrupt Stereotypical Narratives*. *Collaborations: A Journal of Community-Based Research and Practice*. March 2022.

Presentations and Conferences (Selected)

Refugee Resettlement Across Colleges: Cultivating Connections to People and Place One Family at a Time. C2U Presentation. March 2025. Co-PI and Co-Presenter.

Every Campus a Refuge Gathering. Hosted at Russell Sage College. National conference with 200 attendees, Fall 2024. Co-Chair, Opening Speaker, Panelist, and Presenter.

Refugee Voice College Access. Bringing Theory to Practice: *The Way Forward* (Elon University). July 2022 and July 2023. PI and Presenter.

Refugee Resettlement in Albany, NY: Academic-Community Partnerships. American Association of Geographers (AAG) Annual Meeting. February 2022. Presenter.

Program Leadership in Scholarship (Selected)

CREST Fellowship: Capital Region Engaged Scholar and Teacher, Community Campus Collaborative (CCC), 2019–2020.

- Facilitated year-long cohort program with 13 scholars across 8 institutions.
- Led workshops and community-based learning initiatives.

Engage for Change (CCC), 2020–2025.

- Co-Chair (2020–2024), Chair (2025).
- Delivered opening remarks, organized conference, and presented annually.

Grants and Funding (Selected)

- **Bringing Theory to Practice: The Way Forward, Multi-Institution Innovation Grant**
\$12,000
- **Henry Luce Foundation**
\$9,000
- **J.M. McDonald Foundation**
\$10,000
- **Albany County Legislature Women's Health Grant**
\$7,000
- **Bank of Greene County Charitable Foundation**
\$500
- **AAC&U Mini-Grant for Civic Engagement in STEM**
\$500
- **Philanthropic gifts to ECAR and Service Learning**
\$400,000

Teaching

Academic Courses Developed and Taught

- **WORLD 401** (Capstone Seminar)
- **RSC 101, 201, 301** (General Education Core)
- **SOC 241: Refugee Resettlement** (new course developed)

- **SOC 243: People, Place, and Society** (new course developed)
- **SOC 410: Independent study** (Ferguson scholars)
- **PBH 210: Global Health** (integrated Service Learning)

Student Advising and Mentorship

- CSTEP Summer Research Mentor
 - AmeriCorps Research Mentor
 - Internship supervision (Intercultural Café, Food Hub, Refugee Welcome Center)
 - Administrator, Doris Ferguson Scholarship Program
-

Service and Leadership

Russell Sage College

- Faculty Development Committee (FDC)
- Administrator, Rubin Community Fellows Program
- Founder & Leader, RSC *Every Campus a Refuge* (ECAR) Chapter
- Co-implementer, *Sage Engage* High School Engaged Learning Mini-Conference
- Organizer & Co-Chair, *Engage for Change* Conference

Regional & National Service

Refugee Support Coalition, 2022-2025

- Co-Founder & Co-Chair
- Facilitate monthly meetings, lead collaborative funding applications

Rensselaer County Volunteer Administrators Network (RVAN), 2019–2025

- Co-Founder and Co-Chair
- Facilitate monthly and quarterly meetings for collaboration and impact

Community Campus Collaborative (CCC), 2019-2025

- Co-Founder & Co-Chair
 - Facilitate quarterly meetings, maintain listserv, and co-host annual conference
-

Community Engagement

- **Board Member, Refugee Welcome Center** (2016–2024)
 - **Board Member, BirthNet** (2017–2022)
-