

# **SUNY Orange**

## **Board of Trustees**



### **Committee Charters and Forms**

**February 2024**

# **SUNY Orange Board of Trustees**

## **Academic and Student Services Committee Charter**

### **Purposes**

The Academic and Student Services Committee (“Committee”) of SUNY Orange (“College”) is appointed by the Board of Trustees (“Board”) to:

1. Assist the Board with review of programs and services for timeliness, relevance, and effectiveness.
2. Review, with College leaders, academic, student services and related divisional plans for timeliness, relevance, effectiveness, and alignment with college goals and strategic priorities.
3. Meet with representatives from the Finance and Audit Committee by the end of March to review all financial charges to students for appropriateness, including tuition rates, general and special fees, and any other charges related to admission, matriculation and graduation.

### **Composition**

The Committee will be comprised of a minimum of three (3) Board members or as required law or regulation. One member of the committee shall be the Student Trustee. The Provost and (1) designated Associate Vice President from Academic Affairs or Student Services shall serve as non-voting ex-officio members of the committee.

The members of the Committee shall be appointed by the Chair.

### **Responsibilities and Authority**

Following its review, the Committee shall forward to the Board the following items for recommended approval:

1. New certificate and degree programs
2. Deactivation and discontinuance of certificate and degree programs
3. Major changes that affect the commitment of the colleges’ resources or the college mission

Following its review, the Committee shall notify the Board of the following items:

1. Academic and student support programs and initiatives
2. Student Life activities
3. Changes in Admission Criteria
4. Changes in Criteria for Graduation

### **Meetings and Procedures**

1. The Committee will establish its own rules of procedure, assuring consistency with by-laws and this charter.
2. The Committee will meet regularly in accordance with schedules determined by the Board and at any other time that the Chair of the Committee deems necessary in order to fairly meet its responsibilities.
3. A quorum of the Committee must be present to conduct business. A quorum is defined as a simple majority of the voting members of the committee.
4. The Committee will keep a written record of discussion points and recommendations from its meetings which will be kept with the records of the College.
5. The Committee shall report to the Board on matters discussed at meetings. The Committee may delegate authority to any of its members, except if that authority is proscribed by law or regulation.
6. The Committee may request the presence of any College staff for the purpose of counsel or advice.

Adopted: Oct. 20, 2008

Revised: June 13, 2012

Revised: February 21, 2024

# **SUNY Orange Board of Trustees**

## **Finance and Audit Committee Charter**

### **Purposes**

The Finance and Audit Committee (“Committee”) of SUNY Orange (“College”) is appointed by the Board of Trustees (“Board”) to:

1. Review, draft and submit final recommendation for approval to the Board of the College’s annual operating budget
2. Oversee and approve appropriate accounting and budgeting policies, including the review of the annual audit and recommendation of acceptance to the Board.

### **Composition**

The Committee will be comprised of a minimum of three (3) members pursuant to any standards that law or regulation may require or that the Board shall determine apply.

The members of the Committee shall be appointed by the Chair.

### **Responsibilities and Authority**

The Committee will provide oversight to ensure that appropriate accounting and budgeting policies and internal controls are established and followed, and that the College issues financial statements and reports in a timely manner in accordance with all regulatory obligations. In addition, the Committee shall serve to further assist the Board in fulfilling its responsibilities to the beneficiaries of the College’s programs. Accordingly, the Finance and Audit Committee shall assume the following responsibilities to accomplish these objectives:

1. Review the annual operating budget and recommend a final budget for Board approval. Review all changes in tuition and fees and any other financial charges to students with the Academic and Student Services Committee.
2. Recommend to the Board the selection and retention of the independent public accountants for the College
3. Recommend to the Board specific studies and reports (regarding auditing matters, accounting procedures and other matters) to be generated by the independent public accountants
4. Review annual financial statements, including any adjustments to those statements recommended by the independent public accountants, and any significant issues that arise in connection with the preparation of those financial statements
5. Recommend to the College, in consultation with the independent public accountants, the inclusion of specific financial disclosures in audited financial statements
6. Review, as appropriate and in consultation with the independent public accountants, accounting policies, internal controls and procedures applicable to the College as well as any management responses to comments relating to those policies and procedures
7. Review the administration of the College’s Conflict of Interest policy (BP 2.19) and ensure the College’s compliance on at least an annual basis
8. Periodically review and update the College’s Code of Ethical Conduct policy (BP 2.27) and ensure that the College has established a system to enforce this policy for all personnel
9. Obtain the advice of outside consultants and professionals (including but not limited to retention of special legal counsel) to advise the Committee on matters within the scope of its charge
10. Obtain from College administration and external advisors reports relating to accounting, tax, regulatory, governance, investment and other business matters.
11. Advise the College administration on insurance and other risk management matters.
12. Review annually the status of the College’s six-year capital projects plan.
13. Assist College administration as necessary with budget presentations to the Orange County Legislature

## **SUNY Orange Board of Trustees**

### **Finance and Audit Committee Charter (page 2)**

### **Meetings and Procedures**

1. The Committee will meet monthly during the academic year with the Vice President for Administration, the Comptroller and the President to review relevant financial reports and discuss any issues arising from the Committee’s responsibilities.

2. The Committee will meet annually with the independent public accountants, or more frequently as circumstances require, to discuss issues arising from the Committee's responsibilities. In addition, the Committee may request the presence of College administrators or other personnel to attend meetings and provide pertinent information as necessary. Other matters which should be given consideration for discussion could include:
  - a. Significant findings during the year, including the status of prior year management recommendations
  - b. Difficulties encountered in the course of performing audit work, including restrictions on the scope of activities or access to required information
  - c. Significant revisions or adjustments to the auditor's work plan as initially approved by the Committee
  - d. Inquire as to the auditors' independent qualitative judgments about the appropriateness, not just the acceptability, of the accounting principles and the clarity of the financial disclosure practices used or proposed to be adopted by the College
  - e. Other matters related to the conduct of the audit which are to be communicated under U.S. Generally Accepted Auditing Practices (GAAP).
  - f. Confirm and assure the independence of the independent public accountants, including a review of advisory services and related fees provided by the independent public accountants
3. The Committee will meet at least annually with College administration (outside the presence of the independent public accountants) to discuss the College's evaluation of the work performed by the independent public accountants.
4. A quorum of the Committee must be present to conduct business.
5. The Committee will keep written minutes which will be kept with the Board of Trustee minutes in the President's Office.
6. The Committee shall report to the Board on matters discussed at meetings, including describing all actions taken by the Committee.

Adopted: Sept. 11, 2006

Revised: Jan. 9, 2009

Revised: June 13, 2012

Revised: February 21, 2024

# **SUNY Orange Board of Trustees**

## **Enrollment and Retention Committee Charter**

### **Purposes**

The Enrollment and Retention Committee (“Committee”) of Orange County Community College (“College”) is appointed by the Board of Trustees (“Board”) to:

1. Assist the Board with understanding and supporting the College’s application and enrollment processes for credit and non-credit programs, as well as new student recruitment and retention efforts.
2. Review, with College leaders, the Strategic Enrollment Management Plan for timeliness, relevance, effectiveness, and alignment with College goals and strategic priorities.
3. Report on non-credit credentialing and certification programs as they relate to the College’s Strategic Plan
4. Collaborate with the Board Audit and Finance Committee to support enrollment initiatives and monitor their impact upon the College budget.

### **Composition**

The Chair of the Board is responsible for appointing Trustees to the Enrollment and Retention Committee, which will be comprised of a minimum of three (3) Board members. The President; Provost; and Vice President for Workforce, Strategy and Innovation shall serve as non-voting ex-officio members of the committee. The President, upon request from the Chair of the Board or from the Chair of the Enrollment and Retention Committee, shall be responsible for appointing specific additional members of the College community (non-Trustees) who can provide some expertise in areas related to enrollment. These individuals appointed by the College President will serve on the Committee in an ex-officio capacity.

### **Responsibilities and Authority**

The Committee shall notify the Board of the following items:

1. Updates on credit and non-credit student recruitment initiatives, application/acceptance outcomes and enrollment trends.
2. Reports on student retention programs
3. Reports on College marketing efforts
4. Updates to state or federal laws that may impact enrollment at the College

### **Meetings and Procedures**

The Enrollment and Retention Committee shall meet at the pleasure of the Committee Chair. Once a meeting is called, the Executive Assistant to the President and Secretary to the Board of Trustees, or an ex-officio member of the Enrollment Committee as designated by the College President, shall communicate to the members (standing and ex-officio) of the Committee the date, time and location (in-person or online) of the meeting. Items for the agenda should be submitted to the Chair of the Committee preferably one week in advance of the meeting.

Additionally:

1. The Committee will fix its own rules of procedure, assuring consistency with by-laws and this charter.
2. A quorum of the Committee must be present to conduct business. A quorum is defined as a simple majority of the voting members of the committee.
3. The Committee will maintain written minutes which will be kept with the books and records of the College.

4. The Committee shall report to the Board on matters discussed at meetings. The Committee may delegate authority to any of its members, except if that authority is proscribed by law or regulation.
5. The Committee may request the presence of any College staff for the purpose of counsel or advice.

Adopted: February 21, 2024

# **SUNY Orange Board of Trustees**

## **Governance and Nominating Committee Charter**

### **Purposes**

The Governance and Nominating Committee of SUNY Orange is appointed by the Board of Trustees to:

1. Establish criteria for the evaluation of the Board of Trustees and its Committees as noted in Exhibit A
2. Be responsible to ensure all Committees, established in the By-laws, review, revise and update their charters at least every three years.
3. Lead a review of the Board's performance once every two years (criteria for Board and Committee review is included in Exhibit B)
4. Recommend to the Board membership and leadership of each committee

### **Composition**

The Committee will be comprised of a minimum of three (3) and a maximum of five (5) members pursuant to any standards that law or regulation may require or that the Board shall determine apply.

The Chairman of the Board shall appoint members and the Chairperson of the committee. The members of the Committee shall serve until their resignation, retirement or removal by the Board, or until their successors are appointed. No member of the Committee shall be removed by the Board except by the majority vote of the entire Board.

### **Responsibilities and Authority**

1. Review and make recommendations to the Board for the organization and processes of the Board, including Board leadership (chair and vice chair); types, functions, size, membership and leadership of Board committees;
2. Encourage and support continuing education opportunities and requirements for Board members.
3. Assume other responsibilities as assigned by resolution of the Board

### **Meetings and Procedures**

1. All Committee rules of procedure shall be consistent with Board by-laws and this charter.
2. The Committee shall meet as often as it deems necessary or appropriate, but no less than twice each year. Regular committee dates will be determined by a majority vote of committee members.
3. A majority of the Committee members shall constitute a quorum.
4. The chairperson of the Committee, or a majority of the members of the Committee, may call special meetings of the Committee. A quorum of the members must be present to conduct official business.
5. The Committee shall keep a written record of discussion points and recommendations from its meetings. The Committee shall report to the Board on the matters discussed at each meeting of the Committee, including describing all actions taken by the Committee at the meeting.
6. The Committee may request that any directors or staff of the College, or other persons whose advice and counsel are sought by the Committee, attend any meeting to provide such information as the Committee requests.

**Exhibit A** (Criteria for Evaluation of the Board of Trustees and its Committees)

**Exhibit B** (Board of Trustees Self-Evaluation Form)

Adopted: Jan. 9, 2009

Revised: June 13, 2012

Revised: Feb. 21, 2024

# **SUNY Orange Board of Trustees**

## **Governance and Nominating Committee**

### **Exhibit A: Criteria for Evaluation of the Board of Trustees and its Committees**

1. **Representation of Stakeholders:** Each Trustee and committee must:
  - a. Clearly recognize the role of Trustees to represent the interests of the College, its staff, its students and the community the College serves
  - b. Understand the difference between the functions of the Board (or committees) and that of College administration
2. **Judgment and Knowledge:** Each Trustee must demonstrate judgment and knowledge in the ability to assess College strategy, strategic plans and other key issues.
3. **Meaningful Participation:** Each Trustee must:
  - a. Manifest confidence and willingness to express ideas and engage in constructive discussion
  - b. Actively participate in decision-making and be willing to make tough decisions
  - c. Demonstrate diligence and faithfulness in attending Board and committee meetings
4. **Communications:** Each Trustee must:
  - a. Assure that communication flows freely within the Board (and its Committees) and with College president and administration
  - b. Serve as a resource and sounding board for the President
  - c. Be willing to challenge himself/herself and the President
  - d. Ask insightful questions and raise thought-provoking perspectives
  - e. Hold the administration accountable for performance and results
  - f. Not get overly involved in operational details and the administrative process
  - g. Listen with an open mind
5. **Suitability:** Each Trustee must:
  - a. Fulfill all legal and fiduciary responsibilities
  - b. Cooperate with the College administration and employees
  - c. Make time commitments for the Board and committee service
  - d. Assure there are no conflicts of interest
6. **Expertise:** Each Trustee will:
  - a. Make his or her individual expertise available to the Board (or its Committees) so that the Board and Committees may draw on relevant experience in addressing issues facing the College
  - b. Respond to appropriate requests of the President outside of Board (or Committee) meetings for advice and support
7. **Vision and Leadership:** Each Trustee will:
  - a. Understand College philosophy and strategy
  - b. Be oriented and aware toward the future direction of community college education in New York State
  - c. Understand the College's short- and long-term goals and objectives
  - d. Understand the College's legal requirements
  - e. Understand the needs of those communities that the College serves
  - f. Support the College's mission and values
  - g. Be open, honest and direct



# **SUNY Orange Board of Trustees**

## **Governance and Nominating Committee**

### **Exhibit A: Criteria for Evaluation of the Board of Trustees and its Committees (page 2):**

8. **Professional Status:** Trustees should maintain standing and reputation in the business, professional and social communities in which such College operates and appropriately represent the College in all such communities.
9. **Participation:** Each Trustee must:
  - a. Regularly attend all scheduled and special meetings of the Board and its committees
  - b. Participate in professional development programs as deemed appropriate

Adopted: Jan. 12, 2009

Revised: Feb. 21, 2024

# SUNY Orange Board of Trustees

## Governance and Nominating Committee Exhibit B

### Board of Trustees Self-Evaluation Form

2023

Based upon Board evaluation strategies recommended by the Association of Community College Trustees, this evaluation form is designed to allow Board members the opportunity to evaluate the performance of the Board as an entity.

For each of the following statements, please check the column of the rating you feel best reflects the performance of the full Board. Written comments for each statement are welcomed, and open-ended questions appear at the end of the form to help you provide additional information.

<b>POLICY CREATION, OVERSIGHT AND REVISION</b>		Excellent 5	Above Average 4	Average 3	Below Average 2	Poor 1
1.	Board members understand and support the concept that establishment and oversight of policy is the primary role of the Board.					
2.	The Board understands and operates upon the difference between its primary role and the roles of the President and administrative staff.					
3.	The Board focuses on policy in meetings and discussions rather than on administrative and management matters.					
4.	The Board periodically reviews and evaluates its policies, by-laws, procedures and charters.					
5.	The Board is knowledgeable about and is actively involved in accreditation of the College.					
<b>BOARD MANAGEMENT AND MEETINGS</b>		Excellent 5	Above Average 4	Average 3	Below Average 2	Poor 1
1.	The Board operates as a unit, considers and respects all opinions, and upholds the final majority decision of the Board.					
2.	Board meetings are conducted in an orderly, efficient manner with relevant agenda and sufficient background information.					

3.	Board members are well prepared for regular and committee meetings.					
4.	Closed executive sessions are held only when necessary and in strict statutory compliance.					

<b>STRATEGIC PLANNING</b>		Excellent	Above Average	Average	Below Average	Poor
		5	4	3	2	1
1.	The Board is knowledgeable about and involved in defining the mission, vision and strategic goals of the College.					
2.	The Board spends appropriate time discussing the future direction of the College.					
3.	The Board requires long-range planning and is appropriately involved in the planning process.					
4.	The Board is familiar with the College's Strategic Plan as well as those master plans contained within.					
5.	The Board acknowledges and supports that diversity, equity and inclusion are important strategic priorities of the College.					
<b>FISCAL OVERSIGHT</b>		Excellent	Above Average	Average	Below Average	Poor
		5	4	3	2	1
1.	On an ongoing basis, the Board understands the fiscal condition of the College.					
2.	The Board understands the College's annual budget document, including its projected revenues and expenses.					
3.	Board policies adequately address guidelines for fiscal management that meet audit standards.					
4.	The Board advocates before New York State and the County for adequate funding of the College.					
<b>FACILITIES AND CAPITAL PROJECTS</b>		Excellent	Above Average	Average	Below Average	Poor
		5	4	3	2	1
1.	The Board ensures that the College has a long range Facilities Master Plan.					
2.	The Board directs the administration to effectively address facilities maintenance and appearance.					
3.	The Board is appropriately informed of, and provides direction for, all capital projects.					
4.	The Board ensures that facilities are used appropriately for educational, student support and community engagement purposes.					
<b>BOARD RELATIONSHIPS</b>		Excellent	Above Average	Average	Below Average	Poor
		5	4	3	2	1

1.	The Board and the President have a positive, cooperative relationship of mutual trust, respect and open communication.					
2.	The Board clearly delegates the College's administration to the President and effectively evaluates his performance.					
3.	The Board maintains effective relationships with the New York State and County sponsors and expects the President to do the same.					
4.	The Board is knowledgeable about community needs and expectations and works to maintain effective relationships with community leaders and citizens.					
<b>BOARD ORIENTATION AND DEVELOPMENT</b>		Excellent 5	Above Average 4	Average 3	Below Average 2	Poor 1
1.	New Board members, including the student member, receive an appropriate orientation to the Board and the College.					
2.	New Board members are assigned mentors from among existing Board members for the initial year of new service.					
3.	Board members are knowledgeable about trustee responsibilities and the statutory basis for them.					
4.	Board members attend regional, state, and national meetings and conferences for professional development as trustees.					
<b>PROMOTION OF COLLEGE TO COMMUNITY</b>		Excellent 5	Above Average 4	Average 3	Below Average 2	Poor 1
1.	Board members speak positively about, and advocate for, the College in the community.					
2.	Board members play leadership roles in the community and promote College-community partnerships.					
3.	The Board actively seeks political and civic support for the College, including adequate funding.					
4.	The Board actively supports the College's foundation and fundraising efforts.					
5.	The Board members agree that only the chairperson speaks to the media about College matters when the opinion of the Board is requested.					

## COMMENTS

**Evaluation Categories.** In the spaces provided, please feel free to add any comments you may have regarding the Board's performance in the category areas in the evaluation chart. Use additional pages if necessary.

1. Policy Creation, Oversight, and Revision

2. Board Management and Meetings

3. Strategic Planning

4. Fiscal Oversight

5. Facilities and Capital Projects

6. Board Relationships

7. Board Orientation and Development

8. Promotion of College to Community

**Open Ended Questions.** In the spaces provided, please give any comments you might have in response to the following questions. Use additional pages if necessary.

1. What are the Board's greatest strengths?

2. What are the Board's major accomplishments over the past year?

3. In what areas could the Board improve?

4. What changes should be made in Board operations and activities?

5. What goals should the Board have for the following year or further into the future?

**Trustee Name:** \_\_\_\_\_

**Date:** \_\_\_\_\_

# **SUNY Orange Board of Trustees**

## **Policy Committee Charter**

### **Purpose**

The Policy Committee develops and carries out a process for the review, modification and decommission of current Board of Trustees (“Board”) policies, as well as the creation of new Board policies. This committee is tasked with communicating the process with all members (“Trustees”) of the Board of Trustees through the Chair of the Board, and standardizing the language and style of written policies. The Executive Assistant to the President and Secretary to the Board is responsible for maintaining a history of policy development, review and approval.

### **Composition**

The Chair of the Board is responsible for appointing Trustees to the Policy Committee. The President of the College (“President”), upon request from the Chair of the Board or from the Chair of the Policy Committee, shall be responsible for appointing specific members of the College community (non-Trustees) who can provide some expertise in policy development. These individuals appointed by the College President will serve on the Policy Committee in an ex-officio capacity.

### **Meetings and Agendas**

The Policy Committee shall meet at the pleasure of the Chair of the Policy Committee. Once a meeting is called, the Secretary of the Board or an ex-officio member of the Policy Committee, as designated by the College President, shall communicate to the members (standing and ex-officio) of the Policy Committee the date, time and location of the meeting. The Secretary of the Board or ex-officio member of the Policy Committee shall be responsible for reserving a meeting place. Items for the agenda should be submitted to the Chair of the Policy Committee preferably one week in advance of the meeting. The Chair of the Policy Committee will distribute the agenda to the members of the committee preferably three days prior to each meeting.

### **Decision-Making/Recommendations**

Any proposed revision, modification, or decommission of current Board policies, or proposed new policies, that are approved by the Policy Committee will be presented to the entire Board for review at the next regularly scheduled meeting and will be placed on the agenda for a full Board vote at the subsequent Board meeting.

### **Approved Policy**

Once a proposed revision, modification, or decommission of a current Board policy, as well as the development of a new policy, is approved by the Board, that action is communicated by the Executive Assistant to the President and Secretary to the Board to the Executive Director for Communications, who serves as the keeper of all College policies and ensures the written and electronic policy manual is up to date.

Adopted: Dec. 10, 2019

Amended: Nov. 15, 2023

Revised: February 21, 2024



# **SUNY Orange Board of Trustees**

## **President's Performance Review and Compensation Committee Charter**

### **Purpose**

The President's Performance Review and Compensation Committee of SUNY Orange is appointed by the Board of Trustees to:

1. Conduct the Board's annual review and evaluation of the President's performance.
2. Prepare and negotiate the President's Employment Contract.

### **Composition**

The Committee will be comprised of a minimum of three (3) members.

The Chairman of the Board shall appoint members and the Chairperson of the committee. The members of the Committee shall serve until their resignation, retirement or removal by the Board, or until their successors are appointed. No member of the Committee shall be removed by the Board except by the majority vote of the entire Board.

### **Responsibilities and Authority**

1. Coordinate annual review of the College President's performance and provide thorough report to the entire Board.
2. Work with President to establish goals and objectives for the upcoming year, based upon review of past performance and in accordance with College's Strategic Plan.
3. Recommend for Board approval the President's Employment Contract.

### **Meetings and Procedures**

1. The Committee will require the College President to mail to each member of the Committee a copy of the following items by June 15:
  - a. President's self-evaluation report, based upon his/her current year's goals
  - b. Copy of his/her current year's goals
  - c. Draft of President's goals for upcoming academic year
2. The Committee will review, revise and approve evaluation results and finalize the goals for the President, by the end of August. The mutually agreed upon goals will provide part of the basis for the President's evaluation the following year.
3. The Committee shall meet as often as it deems necessary or appropriate.
4. At the September Board meeting, the Committee will report to the Board the results of the President's annual performance review evaluation.
5. A majority of the Committee members shall constitute a quorum.
6. The Committee shall keep a written record of discussion points and recommendations from its meetings.

### **Exhibit A (President's Annual Evaluation Form)**

Adopted: Jan. 9, 2009

Revised: June 13, 2012

Revised: Feb. 21, 2024

**SUNY Orange Board of Trustees  
 President’s Performance Review and Compensation Committee  
 Exhibit A**

**President’s Annual Evaluation Form (CONFIDENTIAL)  
 2024**

The SUNY Orange Board of Trustees will evaluate the President’s performance on an annual basis. The President’s Performance Review and Compensation Committee will utilize the current AACC form as the foundation for creating an evaluation report that will be provided to the entire Board.

1.	<b>NEED TO ATTACH THE 2024 AACC FORM</b>					
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