

SUNY Orange

Board of Trustees



Committee Charters and Forms

June 2012

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, the Academic Master Plan and the Student Services Plan for timeliness, relevance, effectiveness, and alignment with college goals and strategic priorities.
3. Confer with a representative from the Finance and Audit Committee by the end of February 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 by law or regulation. One member of the committee shall be the Student Trustee. The Vice President of Academic Affairs and the Vice President of 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 of certificate and degree programs
3. Policies related to affirmative action, due process and standards of behavior
4. Changes in tuition and fees and any other financial charges to students
5. 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 fix 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 written minutes which will be kept with the books and records of the College
5. The Committee shall report to the Board on matters discussed at meetings.
6. The Committee may delegate authority to any of its members, except if that authority is proscribed by law or regulation.
7. 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

SUNY Orange Board of Trustees

Committee of the Whole Charter

Purpose

The Committee of the Whole (“Committee”) of SUNY Orange (“College”) will meet informally for the purpose of discussing general or specific topics related to any College operation or program or for the purpose of receiving reports, presentations or briefings, formal or informal, from employees of the College in an effort to remain current on important College matters.

Composition

The Committee is comprised of all members of the Board of Trustees (“Board”).

Meetings and Procedures

The Committee will meet at 5 p.m. on the second Monday of each month—September through June—immediately prior to regularly scheduled Board meetings. The Chairman of the Board will direct the College to prepare and schedule such reports, presentations and/or briefings as he or she deems appropriate, the subjects of which may be suggested by members of the Board or by the College President.

Adopted: Jan. 14, 2008

Revised: Jan. 9, 2009

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.

SUNY Orange Board of Trustees

Finance and Audit Committee Charter (page 2)

Meetings and Procedures

1. The Committee will meet at least annually with the Vice President for Administration, the Comptroller and the President to 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

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. Assist the Board in reviewing, establishing and recommending effective governance policy of the College
2. Establish and recommend to the Board appropriate committee charters for the committees established in the by-laws
3. Lead a review of the Board's performance once every two years (criteria for Board and Committee review is included in Exhibit A)
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. Recommend to the Board for adoption Governance Guidelines for the College, and periodically review and make recommendations to the Board regarding those guidelines
2. 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;
3. Review and assess the structure of Board meetings and recommend methods to the Board for improving meetings and enriching Board involvement with the College
4. Recommend continuing education opportunities and requirements for Board members
5. 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

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 good 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. Be willing to hold the administration accountable for performance and results
 - f. Be mindful to 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 appropriate 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 sensitive 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. Be willing to regularly attend all scheduled and special meetings of the Board and its committees
 - b. Be willing to participate in professional development programs as deemed appropriate

Adopted: January, 2008

SUNY Orange Board Of Trustees
Governance and Nominating Committee
Exhibit B

Board of Trustees Self-Evaluation Form
2010-2011

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.

POLICY CREATION, OVERSIGHT AND REVISION		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.					
BOARD MANAGEMENT AND MEETINGS						
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.					
STRATEGIC PLANNING						
1.	The Board is knowledgeable about and involved in defining the mission, vision and strategic goals of the College.					

	STRATEGIC PLANNING	Excellent 5	Above Average 4	Average 3	Below Average 2	Poor 1
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.					
FISCAL OVERSIGHT						
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.					
FACILITIES AND CAPITAL PROJECTS						
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.					
BOARD RELATIONSHIPS						
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.					

BOARD ORIENTATION AND DEVELOPMENT		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.					
PROMOTION OF COLLEGE TO COMMUNITY						
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

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. Present recommendations to the Board concerning the President's annual compensation package

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 a compensation package for the President

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 year
 - d. Requests for changes in compensation for the upcoming year
2. The Committee will compile member evaluation results and Board input, and will 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 evaluation and recommendation for compensation.
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

**SUNY Orange Board Of Trustees
 President's Performance Review and Compensation Committee
 Exhibit A**

**President's Annual Evaluation Form (CONFIDENTIAL)
 2010-2011**

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 this form as the foundation for creating an evaluation report that will be provided to the entire Board.

LEADERSHIP CHARACTERISTICS		Excellent 5	Above Average 4	Average 3	Below Average 2	Poor 1
1.	Has a vision for the College and effectively communicates it					
2.	Develops annual strategic objectives to achieve the vision					
3.	Maintains high ethical standards					
4.	Is respected by College colleagues					
5.	Works effectively with campus and local groups					
6.	Communicates Effectively					
7.	Makes effective decisions under pressure					
8.	Effectively uses time and energy					
9.	Is a visible leader on campus and in the community					
10.	Sets high standards for self and others					
11.	Effectively recognizes and rewards excellence					
12.	Fosters a positive culture within the College community					
COMMUNITY RELATIONS						
1.	Effectively represents the College to the community					
2.	Effectively represents the College's interests to the County Legislature					
3.	Effectively communicates with the community-at-large					
4.	Is visible in area communities					
5.	Is perceived as a community leader					
6.	Effectively represents the College at the local level					
7.	Effectively represents the College at the New York State level					
8.	Uses local advisory committees or other mechanisms for input concerning academic programming					

9.	Effectively markets the College to foster a positive image					
PHYSICAL PLANT		Excellent 5	Above Average 4	Average 3	Below Average 2	Poor 1
1.	Addresses future physical plant needs by championing a Facilities Master Plan process					
2.	Effectively utilizes the Facilities Master Plan to determine future building needs					
3.	Effectively deploys human resources to adequately maintain the physical plant					
4.	Effectively deploys fiscal resources to adequately maintain the physical plant					
5.	Effectively communicates physical plant needs with the College community					
CURRICULA						
1.	Effectively ensures that academic programs follow the stated educational goals and objectives of the College					
2.	Provides effective leadership in curriculum development and maintenance of standards					
3.	Effectively communicates to the Board of Trustees major changes to academic programs					
4.	Conducts effective academic program evaluations internally and prepares the College for outside evaluation					
5.	Academic programs are perceived to be useful for transfer					
6.	Academic programs are perceived to be useful for career preparation					
7.	Provides academic programs that are consistent with community workplace needs					
PERSONNEL RELATIONS						
1.	Promotes highly qualified people from within					
2.	Identifies and recruits highly qualified candidates for open positions					
3.	Conducts new employee orientations and does periodic performance reviews					
4.	Establishes an atmosphere of mutual respect, trust and high morale					
5.	Works well with College Governance					
6.	Is fair, ethical and respectful in dealing with union matters					
7.	Communicates well with faculty, administrators and staff					
8.	Delegates authority as appropriate					
9.	Creates a College environment that appreciates and					

	reflects a diverse workforce and student body					
	PERSONNEL RELATIONS	Excellent 5	Above Average 4	Average 3	Below Average 2	Poor 1
10.	Encourages professional development growth of all College employees					
11.	Is accessible to faculty and staff					
12.	Is comfortable with giving feedback and gives it in a constructive and non-demeaning manner					
13.	Keeps people clearly focused on the priorities of the College.					
	STUDENT SERVICES AND CAMPUS ENVIRONMENTS					
1.	Effectively implements policy regarding health, welfare and non-curricular programming					
2.	Provides effective leadership for the administration of student services					
3.	Provides campus atmosphere that provides for student development					
4.	Effectively implements marketing activities that result in adequate enrollments					
5.	Provides leadership resulting in effective services (counseling, registration, athletics, career development, advising)					
6.	Provides a campus where students feel safe and secure					
7.	Provides a campus where students feel adequate resources are available to promote learning and self-growth					
8.	Is accessible to students					
	FINANCE MANAGEMENT					
1.	Effectively utilizes fiscal resources to advance the strategic objectives of the College					
2.	Secures adequate alternative funding sources to expand programming and care for the physical plant as required					
3.	Effectively implements procedures based upon audit recommendations					
4.	Effectively maintains adequate internal expenditure controls					
5.	Effectively manages the annual budget					
6.	Effectively manages and stewards county and New York State funding					
7.	Effectively interacts with the Educational Foundation Board on behalf of the College					

RELATIONSHIP WITH THE BOARD OF TRUSTEES		Excellent 5	Above Average 4	Average 3	Below Average 2	Poor 1
1.	Keeps Board members informed about College affairs					
2.	Provides the Board with adequate and timely information to make good decisions					
3.	Works cooperatively with Board members					
4.	Keeps lines of communication open between the Board and the President					
5.	Effectively implements Board policies					
6.	Encourages and facilitates mutual trust and respect between the Board and the College community					
7.	Effectively utilizes the committee structure to advance the detailed workings of the vision of the College					
OVERALL PERFORMANCE		Excellent 5	Above Average 4	Average 3	Below Average 2	Poor 1
1.	How would you rate the President's overall performance					

Trustee Name: _____

Date: _____

Open Ended Questions. In the spaces provided, please give any comments you might have in response to the following questions.

1. What are the President's greatest strengths?
2. In what areas could the President improve performance?
3. What goals should the President have for the following year or even further into the future?

Trustee Name: _____

Date: _____