

# HERKIMER COUNTY COMMUNITY COLLEGE BOARD POLICY

**TITLE:** Oversight, Approval, and Executive Authority of Affiliated and Institutionally-Related Entities

**POLICY #:** BT 25-7

**DATE OF BOARD OF TRUSTEES APPROVAL:** February 27, 2026

**RESOLUTION #:** 25-7

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**POLICY STATEMENT:** Pursuant to the authority vested in the Herkimer County Community College Board of Trustees under Article 126 of the New York Education Law, applicable provisions of the New York Not-for-Profit Corporation Law, and standard compliance requirements set forth by the College's accrediting bodies, the Board of Trustees maintains institutional oversight of affiliated or institutionally-related entities established to support the College, including the Herkimer County College Foundation, Inc., the Herkimer County Community College Housing Corporation, and the Herkimer County Community College Faculty Student Association.

Such oversight includes approval of board, corporation, or association members; authority to remove board, corporation, or association members when necessary to protect the College's legal, financial, or reputational interests; and delegation of executive supervisory authority over affiliated or institutionally-related leadership to the College President or their designee.

**SCOPE:** This policy applies to all affiliated or institutionally-related entities formally recognized by the College, whether existing as of the date of adoption or recognized thereafter, their board, corporation, or association members, and their executive leadership.

As a condition of initial and continued recognition or affiliation with the College, any affiliated or institutionally-related entity shall formally agree in writing to comply with this policy and all applicable College policies, governance requirements, and legal obligations.

**DEFINITIONS:**

*College* means Herkimer County Community College.

*Board of Trustees* means the governing board of Herkimer County Community College.

*Foundation* means the Herkimer County College Foundation, Inc., a not-for-profit foundation organized to support the College.

*Housing Corporation* means the Herkimer County Community College Housing Corporation, a not-for-profit corporation organized to support the College's student housing operations.

*Affiliated or institutionally-related* entity means a direct support organization, auxiliary entity, or other separately incorporated entity established to benefit the College.

*Executive Leadership* means the chief administrative officer of an affiliated or institutionally-related entity, regardless of title.

*Faculty Student Association* means the Herkimer County Community College Faculty Student Association, a not-for-profit campus auxiliary association that supports the educational, social, and cultural needs of the campus community.

**PRESIDENTIAL EXECUTIVE SUPERVISION:** The College President shall exercise executive oversight over affiliated or institutionally-related leadership to ensure institutional alignment, fiscal integrity, and compliance with law, including the Foundation, Housing Corporation, and the Faculty Student Association. The Executive Director of the Foundation and Housing Manager shall report directly to the College President or the College President's designee for purposes of performance evaluation, goal setting, strategic alignment, and institutional accountability. The College President is vested with full authority to approve and direct hiring, contract renewal or non-renewal, corrective action, or termination, in accordance with and subject to applicable law.

The College President shall be responsible for oversight of affiliated or institutionally-related operations, fundraising practices, financial stewardship, and governance activities to maintain alignment with College policy, strategic priorities, fiduciary standards, and applicable state and federal law. The College President shall provide regular reports to the Board of Trustees regarding affiliate performance, governance integrity, and risk management.

**FOUNDATION OR CORPORATION COMPOSITION:** The College President or their designee shall serve as a voting member of an affiliated or institutionally-related Foundation, Corporation, or Association. All Foundation, Corporation, or Association members, other than ex-officio and student members required by governing documents, are subject to review and approval by the Board of Trustees as a condition of institutional recognition. Non-student Foundation, Corporation, or Association board members shall reside in Herkimer County, or a contiguous county with two-thirds approval by the Foundation, Corporation, Association members and the Board of Trustees.

**BOARD OF TRUSTEES REVIEW AND APPROVAL:** A Foundation, Corporation, or Association shall maintain a nominations process and submit recommended candidates at least fourteen (14) calendar days prior to requested approval and in alignment with Board of Trustees scheduled meeting dates.

Candidates must demonstrate a clear commitment to the College's mission, demonstrated capacity for effective advocacy, substantive leadership experience, the ability and willingness to actively support and advance fundraising efforts, where relevant, and adherence to fiduciary obligations

and conflict of interest standards. The Board of Trustees retains the authority to approve, reject, or remand nominations by two-thirds vote.

**REMOVAL OF AFFILIATED OR INSTITUTIONALLY-RELATED MEMBERS:** A Foundation, Corporation, or Association member may be removed if continued service is inconsistent with the best interests of the College. Grounds include, but are not limited to, breach of fiduciary duty, violation of conflict-of-interest or whistleblower policies, conduct materially adverse to the College, failure to comply with governance standards, or persistent failure to fulfill responsibilities. By two-thirds vote, the Board of Trustees may formally remove any Foundation, Corporation, or Association member.

**CONFLICT OF INTEREST AND COMPLIANCE:** Affiliated or institutionally-related Foundation, Corporation, or Association members and their leadership must comply with New York Not-for-Profit Corporation Law, New York Education Law, and applicable federal, state, and local laws, and College policies. All affiliated or institutionally-related entities must maintain written conflict-of-interest and whistleblower policies consistent with law.

**RESPONSIBILITIES:** The College President or designee shall ensure documentation of nominations, approvals, evaluations, corrective actions, and removals in accordance with public records requirements.

**REVIEW CYCLE:** This policy shall be reviewed annually or sooner if required by changes in law or governance standards.

**BACKGROUND:** Herkimer County Community College maintains relationships with separately incorporated not-for-profit entities that exist to support and advance the mission of the College, including the Herkimer County College Foundation, Inc., the Herkimer County College Housing Corporation, and the Herkimer County Community College Faculty Student Association. While these entities are legally distinct organizations, they operate in close alignment with the College's strategic priorities, public identity, financial stewardship responsibilities, and fiduciary obligations.

As a public institution governed by the Herkimer County Community College Board of Trustees pursuant to New York Education Law, the College retains ultimate responsibility for institutional integrity, governance oversight, and risk management. This policy is therefore being adopted to codify the Board of Trustees' oversight authority; to define executive supervisory responsibilities delegated to the College President; to establish consistent approval and removal procedures for affiliated board members; and to formalize the conditions under which an entity may be recognized as affiliated or institutionally related to the College. The policy ensures compliance with applicable law, protects the College's legal and reputational interests, strengthens fiduciary accountability, and reinforces alignment with the College's strategic direction.

The document titled "Affiliated or Institutionally-Related Entity Policy Compliance Acknowledgment and Agreement" shall be executed by all entities seeking initial recognition, or maintaining existing recognition, as affiliated or institutionally-related to Herkimer County Community College as a condition of such recognition.