NEW COLLEGE OF FLORIDA
REGULATIONS MANUAL

Chapter 2—The Board of Trustees

Chapter 2 of the New College of Florida Regulations Manual is comprised of the Board of Trustee By-Laws. Below you will find a breakdown of the Chapter by regulation.

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CHAPTER 2—The Board of Trustees

2-1001 General Provisions. The NCF BOT is vested with the authority to govern and administer NCF as necessary to carry out its mission in accordance with law, and regulations and agreements of the BOG. Chapter 2 of the Regulations of NCF shall constitute the By-laws of the BOT.

New 11-5-05. Originally adopted 9-29-01 as By-laws of the Board of Trustees of NCF, amended 11-03-01, 5-25-01, 7-15-01, 8-24-02, 2-8-03, and 2-5-05; revised and adopted as Regulation 11-4-05. Revised 11-6-10.

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CHAPTER 2—The Board of Trustees

2-1002 Membership.

(1) Composition. The BOT is composed of thirteen (13) citizen members dedicated to the purposes of the State University System, six (6) of whom shall be appointed by the Governor, and five (5) of whom shall be appointed by the BOG. The appointed members shall be confirmed by the Senate. The BOT shall be a body corporate with the powers and duties established by Article IX, section 7 of the Constitution of the State of Florida, and the BOG resolution dated January 7, 2003. In addition, the student body president and the chair of the faculty senate, or the equivalent, shall be members. There shall be no residency requirement for College ~~Board~~ BOT members, but the Governor shall consider diversity and regional representation.

(2) Terms. BOT members will serve staggered terms of five (5) years as provided by law. BOT members shall receive no compensation but may be reimbursed for travel and per diem expenses as provided in section 112.061, Florida Statutes.

(3) Vacancy. A vacancy on the BOT is filled by appointment by the Governor for the unexpired term. Members shall continue to hold office until their successors have been appointed and have qualified.

(4) Removal. BOT members may be removed by the Governor for cause or upon recommendation of the BOG. Three (3) consecutive unexcused absences from regular Board meetings in any fiscal year may be grounds for removal. If any BOT member fails to attend three consecutive regular meetings in any fiscal year, the Chair shall notify the Governor of such failure to attend.

New 11-4-05. Originally adopted 9-29-01 as By-laws of the Board of Trustees of NCF, amended 11-03-01, 5-25-01, 7-15-01, 8-24-02, 2-8-03, and 2-5-05; revised and adopted as Regulation 11-4-05. Revised 11-6-10.

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2-1003 Meetings. Meetings of the ~~Board~~ BOT are of two kinds: regular meetings (of which one is the Annual Meeting) and special meetings.

(1) Regular Meetings. Regular meetings of the BOT shall be called by the Chair not less than four (4) times a year for the purpose of approving the minutes of regular BOT meetings and Executive Committee meetings, and for considering such other business as may properly be brought before it.

(2) Annual Meeting. The first regular meeting after July 1 shall be the Annual Meeting. The purpose of the Annual Meeting shall be to receive a report on the state of NCF by its President, to elect officers and the Executive Committee, and to conduct such other business as may properly come before the meeting. At the meeting at which a Chair is selected, the retiring Chair shall preside pro tempore if he/she is still a member of the BOT; if not, the retiring Vice Chair. If no officer or retiring officer remains on the BOT, the first named BOT member is the temporary Chair and will call for the election of a Chair pro tem. A Chair pro tem shall be elected by the BOT to preside at the election of a new Chair.

(3) Special Meetings. Special meetings of the BOT may be called by the Chair or any three (3) members at such dates, times and places as may be specified in the call for the meeting.

(4) Notice. Notice of the time and place of the Annual Meeting and all regular meetings of the BOT shall be sent by the Secretary to each member at least one (1) week before such meeting accompanied by an agenda of those matters scheduled to be raised for consideration and by the minutes of such Executive Committee meetings as may have been held since the BOT's last annual or regular meeting. Written notice of all special meetings shall be sent by the Secretary at least three (3) days in advance of the meeting. All notices of special meetings shall be sent to the address of record of each member and shall include the item or items of business to be considered. No matter may be considered at any special meeting that was not included in the call of that meeting except by a two-thirds vote of the trustees present at the meeting.

(5) Quorum. Seven (7) members shall constitute a quorum for the conduct of business by the full BOT, except in those instances where a different quorum may be required by other statutory provisions. BOT members may participate via teleconference if they are unable to physically attend the meeting.

(6) Vote. Approval of any proposal at any meeting of the BOT shall require the affirmative vote of a majority of those members present. BOT members shall be required to vote on all proposals made at any meeting; provided, however, that no member shall participate in any matter in which that BOT member has a conflict of interest as set forth in section 112.3143, Florida Statutes, without first complying with the disclosure requirements set forth therein.

(7) Open Meeting Requirements. All meetings of the BOT and its committees will be considered open as provided in the Florida Government in the Sunshine Act.

(8) Agenda. For the Annual Meeting and each regular meeting, the President shall have prepared, in consultation with the Chair of the BOT, an agenda comprising such matters as the BOT, the Chair, the President and the chair of each standing committee shall refer for consideration. After receiving the Chair's approval, the Secretary shall mail a copy of this agenda to each member of the BOT at least one (1) week prior to the meeting of the BOT. Matters which arise subsequent to the sending of the agenda and prior to the convening of the meeting of the BOT shall be presented to the BOT at the time of the meeting as determined by the President in consultation with the Chair.

New 11-4-05. Originally adopted 9-29-01 as By-laws of the Board of Trustees of NCF, amended 11-03-01, 5-25-01, 7-15-01, 8-24-02, 2-8-03, and 2-5-05; revised and adopted as Regulation 11-4-05. Revised 11-6-10.

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CHAPTER 2—The Board of Trustees

2-1004 Powers and Duties of the BOT. Pursuant to Article IX, section 7 of the Constitution of the State of Florida and BOG resolution dated January 7, 2003, BOT Regulation 1-1001 and the State University System Governance Agreement dated march 24, 2010, the BOT shall have the following status, powers, duties and responsibilities:

(1) The BOT shall be a public body corporate by the name of "The New College of Florida Board of Trustees," with all the powers of a body corporate, including the power to adopt a corporate seal, to contract and be contracted with, to sue and be sued, to plead and be impleaded in all courts of law or equity, and to give and receive donations. In all suits against the BOT, service of process shall be made on the Chair of the BOT or, in the absence of the Chair, on the corporate secretary or designee.

(2) The BOT is not a department of the executive branch of state government within the scope and meaning of Article IV, section 6 of the Constitution of the State of Florida.

(3) The BOT is constituted as a public instrumentality, and the exercise by the BOT of the power conferred by this section is considered to be the performance of an essential public function. The corporation is subject to chapter 119, Florida Statutes, subject to exceptions applicable to it, and to the provisions of chapter 286, Florida Statutes; however, the corporation shall be entitled to provide notice of internal review committee meetings for competitive proposals or procurement to applicants by mail, email, web posting, or facsimile rather than by means of publication. The corporation is not governed by chapter 607, Florida Statutes. The corporation shall maintain coverage under the State Risk Management Trust Fund as provided in chapter 284, Florida Statutes.

(4) No bureau, department, division, agency, or subdivision of the State shall exercise any responsibility and authority to operate NCF except as specifically provided by law or regulation or agreement of the BOG. This regulation shall not prohibit any department, bureau, division, agency, or subdivision of the state from providing access to programs or systems or providing other assistance to NCF pursuant to an agreement between NCF and such department, bureau, division, agency, or subdivision of the State.

(5) The BOT shall be a corporation primarily acting as an instrumentality or agency of the state, pursuant to section 768.28(2), Florida Statutes, for purposes of sovereign immunity.

(6) Whenever appointed by any competent court of the State, or by any statute, or in any will, deed, or other instrument, or in any manner whatever as trustee of any funds or real or personal property in which any of the institutions or agencies under its management, control, or supervision, or their departments or branches or students, faculty members, officers, or employees, may be interested as beneficiaries, or otherwise, or for any educational purpose, the BOT is hereby authorized to act as trustee with full legal capacity as trustee to administer such trust property, and the title thereto shall vest in said board as trustee. In all such cases, the BOT shall have the power and capacity to do and perform all things as fully as any individual trustee or other competent trustee might do or perform, and with the same rights, privileges, and duties, including the power, capacity, and authority to convey, transfer, mortgage, or pledge such property held in trust and to contract and execute all other

documents relating to said trust property which may be required for, or appropriate to, the administration of such trust or to accomplish the purposes of any such trust.

(7) Deeds, mortgages, leases, and other contracts of the BOT relating to real property of any such trust or any interest therein may be executed by the BOT, as trustee, in the same manner as is provided by the laws of the State for the execution of similar documents by other corporations or may be executed by the signatures of a majority of the members of the BOT; however, to be effective, any such deed, mortgage, or lease contract for more than 10 years of any trust property, executed hereafter by the BOT, shall be approved by a resolution of the BOG; and such approving resolution may be evidenced by the signature of either the chair or the secretary of the BOG to an endorsement on the instrument approved, reciting the date of such approval, and bearing the seal of the BOG. Such signed and sealed endorsement shall be a part of the instrument and entitled to record without further proof.

(8) Any and all such appointments of, and acts by, the BOG as trustee of any estate, fund, or property prior to May 18, 1949, are hereby validated, and said board's capacity and authority to act as trustee until July 1, 2001, in all of such cases is ratified and confirmed; and all deeds, conveyances, lease contracts, and other contracts heretofore executed by the BOG, either by the signatures of a majority of the members of the board or in the board's name by its chair or chief executive officer, are hereby approved, ratified, confirmed, and validated.

(9) Nothing herein shall be construed to authorize the BOT to contract a debt on behalf of, or in any way to obligate, the State; and the satisfaction of any debt or obligation incurred by the BOT as trustee under the provisions of this section shall be exclusively from the trust property, mortgaged or encumbered; and nothing herein shall in any manner affect or relate to the authority of the State Board of Education.

(10) The BOT shall be responsible for cost-effective policy decisions appropriate to NCF's mission, the implementation and maintenance of high quality education programs within law and rules of the BOG, the measurement of performance, the reporting of information, and the provision of input regarding state policy, budgeting, and education standards.

(11) The BOT is vested with the authority to govern NCF, as necessary to provide proper guidance and direction to carry out its mission in accordance-with law and with regulations, resolutions and agreements of the BOG. The Board shall perform all duties assigned by law or by the BOG.

(12) The BOT shall have the power to take action without a recommendation from the President and shall have the power to require the President to deliver to the BOT all data and information required by the BOT in the performance of its duties.

(13) The BOT may adopt regulations pursuant to the regulation development procedure adopted by the BOG on July 19, 2005 to implement the provisions of law conferring duties upon it. Such regulations must be consistent with regulations, rules, and resolutions of the BOG.

(14) The BOT shall have the authority to acquire real and personal property and contract for the sale and disposal of same and approve and execute contracts for the purchase, sale, lease, license, or acquisition of commodities, goods, equipment, contractual services, leases of real and personal property, and construction. The acquisition may include purchase by installment or lease-purchase. Such contracts may provide for payment of interest on the unpaid portion

of the purchase price. Title to all real property acquired prior to January 7, 2003, and to all real property acquired with funds appropriated by the Legislature shall be vested in the Board of Trustees of the Internal Improvement Trust Fund and shall be transferred and conveyed by it. Notwithstanding any other provisions of this subsection, the BOT shall comply with the provisions of section 287.055, Florida Statutes for the procurement of professional services as defined therein.

(15) The BOT shall have responsibility for the use, maintenance, protection, and control of NCF owned or NCF controlled buildings and grounds, property and equipment, name, trademarks and other proprietary marks, and the financial and other resources of NCF. Such authority may include placing restrictions on activities and on access to facilities, firearms, food, tobacco, alcoholic beverages, distribution of printed materials, commercial solicitation, animals, and sound. The authority vested in the BOT in this subsection includes the prioritization of the use of space, property, equipment, and resources and the imposition of charges for those items.

(16) The BOT has responsibility for the establishment and discontinuance of degree programs up to and including the master's degree level; the establishment and discontinuance of course offerings; provision of credit and noncredit educational offerings; location of classes; services provided; and dissemination of information concerning such programs and services. Approval of new programs must be pursuant to criteria established by the BOG.

(17) The BOT is authorized to create divisions of sponsored research pursuant to the provisions of section 1011.411, Florida Statutes to serve the function of administration and promotion of the programs of research.

(18) The BOT has responsibility for: ensuring that students have access to general education courses as identified in regulation and requiring no more than one hundred and twenty (120) semester hours of coursework for baccalaureate degree programs unless approved by the BOG. At least half of the required coursework for any baccalaureate degree must be offered at the lower-division level, except in program areas approved by the BOG.

(19) The BOT has responsibility for policies related to students, enrollment of students, student activities and organizations, financial assistance, and other student services. Specifically:

> (a) The BOT shall govern admission of students pursuant to section 1007.261, Florida Statutes and regulations of the BOG. The BOT may consider the past actions of any person applying for admission or enrollment and may deny admission or enrollment to an applicant because of misconduct if determined to be in the best interest of NCF.
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> (b) The BOT shall establish student performance standards for the award of degrees and certificates.
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> (c) The BOT must identify its core curricula and work with school districts to ensure that its curricula coordinate with the core curricula and prepare students for college-level work.
>
> (d) The BOT must adopt a written anti-hazing regulation, appropriate penalties for violations of such regulation, and a program for enforcing such regulation.

(e) The BOT may establish a uniform code of conduct and appropriate penalties for violations of its rules by students and student organizations, including rules governing student academic honesty. Such penalties, unless otherwise provided by law, may include fines, the withholding of diplomas or transcripts pending compliance with rules or payment of fines, and the imposition of probation, suspension, or dismissal.

(f) The BOT shall establish a committee, at least one-half of the members of which shall be students appointed by the student body president, to periodically review and evaluate the student judicial system.

(g) The BOT must adopt a policy pursuant to section 1006.53, Florida Statutes that reasonably accommodates the religious observance, practice, and belief of individual students in regard to admissions, class attendance, and the scheduling of examinations and work assignments.

(h) The BOT may establish intrainstitutional and interinstitutional programs to maximize articulation pursuant to ~~s.~~ section 1007.22, Florida Statutes.

(i) The BOT shall approve the internal procedures of student government organizations.

(20) The BOT shall establish fees pursuant to the State University System Governance Agreement dated March 24, 2010, BOG regulation and delegation, and sections 1009.24 and 1009.26, Florida Statutes.

(21) The BOT shall submit an institutional budget request, including a request for fixed capital outlay, and an operating budget to the BOG for approval in accordance with guidelines established by the BOG.

(22) The BOT shall account for expenditures of all state, local, federal, and other funds in the manner described by the BOG.

(23) The BOT shall develop a strategic plan specifying institutional goals and objectives for NCF for recommendation to the BOG.

(24) The BOT shall develop an accountability plan pursuant to guidelines established by the BOG and statute.

(25) The BOT shall maintain an effective information system to provide accurate, timely, and cost-effective information about NCF, and shall ensure that all data and reporting requirements of the Chancellor of the State University System are met.

(26) The BOT is authorized to secure comprehensive general liability insurance pursuant to section 1004.24, Florida Statutes.

(27) The BOT may provide for payment of the costs of civil actions against officers, employees, or agents of the board pursuant to section 1012.965, Florida Statutes.

(28) The BOT shall establish the personnel program for all employees of NCF, including the President, pursuant to the provisions of chapter 1012, Florida Statutes and, in accordance with rules and guidelines of the BOG, including: compensation and other conditions of employment, recruitment and selection, nonreappointment, standards for performance and

conduct, evaluation, benefits and hours of work, leave policies, recognition and awards, inventions and works, travel, learning opportunities, exchange programs, academic freedom and responsibility, promotion, assignment, demotion, transfer, tenure and permanent status, ethical obligations and conflicts of interest, restrictive covenants, disciplinary actions, complaints, appeals and grievance procedures, and separation and termination from employment. The Department of Management Services shall retain authority over College employees for programs established in sections 110.123, 110.1232, 110.1234, and 110.1238 and in chapters 121, 122, and 238, Florida Statutes.

(29) The BOT may consider the past actions of any person applying for employment and may deny employment to a person because of misconduct if determined to be in the best interest of NCF.

(30) The BOT shall appoint a presidential search committee to make recommendations to the full BOT, from which the BOT may select a candidate for ratification by the BOG.

(31) The BOT shall conduct an annual evaluation of the President in accordance with rules of the BOG and submit such evaluations to the BOG for review. The evaluation must address the achievement of the performance goals established by the accountability process implemented pursuant to section1008.46, Florida Statutes and the performance of the President in achieving the annual and long-term goals and objectives established in the institution's employment equity accountability program implemented pursuant to section 1012.95, Florida Statutes.

(32) The BOT constitutes the contracting agent of NCF.

(33) The BOT may enter into agreements for, and accept, credit card payments as compensation for goods, services, tuition, and fees.

(34) The BOT may establish educational research centers for child development pursuant to section 1011.48, Florida Statutes.

(35) The BOT may develop and produce work products relating to educational endeavors that are subject to trademark, copyright, or patent statutes pursuant to section 1004.23, Florida Statutes.

(36) The BOT shall submit to the BOG, for approval, plans for all new campuses and instructional centers.

(37) The BOT shall administer a program for the maintenance and construction of facilities pursuant to chapter 1013, Florida Statutes.

(38) The BOT shall ensure compliance with the provisions of section 287.09451, Florida Statutes for all procurement and sections 255.101 and 255.102, Florida Statutes for construction contracts, and rules adopted pursuant thereto, relating to the utilization of minority business enterprises, except that procurements costing less than the amount provided for in CATEGORY FIVE as provided in section 287.017, Florida Statutes shall not be subject to section 287.09451, Florida Statutes.

(39) The BOT may exercise the right of eminent domain pursuant to the provisions of chapter 1013, Florida Statutes. Any suits or actions brought by the BOT shall be brought in the name

of the BOT, and the Department of Legal Affairs shall conduct the proceedings for, and act as the counsel of, the BOT.

(40) Notwithstanding the provisions of section 253.025, Florida Statutes, the BOT may, with the consent of the Board of Trustees of the Internal Improvement Trust Fund, sell, convey, transfer, exchange, trade, or purchase real property and related improvements necessary and desirable to serve the needs and purposes of NCF.

(a) The BOT may secure appraisals and surveys. The BOT shall comply with the rules of the Board of Trustees of the Internal Improvement Trust Fund in securing appraisals. Whenever the BOT finds it necessary for timely property acquisition, it may contract, without the need for competitive selection, with one or more appraisers whose names are contained on the list of approved appraisers maintained by the Division of State Lands in the Department of Environmental Protection.

(b) The BOT may negotiate and enter into an option contract before an appraisal is obtained. The option contract must state that the final purchase price may not exceed the maximum value allowed by law.

The consideration for such an option contract may not exceed ten (10) percent of the estimate obtained by the BOT or ten (10) percent of the value of the parcel, whichever is greater, unless otherwise authorized by the BOT.

(c) This subsection is not intended to abrogate in any manner the authority delegated to the Board of Trustees of the Internal Improvement Trust Fund or the Division of State Lands to approve a contract for purchase of state lands or to require policies and procedures to obtain clear legal title to parcels purchased for state purposes. Title to property acquired by the BOT prior to January 7, 2003, and to property acquired with funds appropriated by the Legislature shall vest in the Board of Trustees of the Internal Improvement Trust Fund.

(41) The BOT shall prepare and adopt a campus master plan pursuant to section 1013.30, Florida Statutes.

(42) The BOT shall prepare, adopt, and execute a campus development agreement pursuant to section 1013.30, Florida Statutes.

(43) The BOT has responsibility for compliance with state and federal laws, rules, regulations, and requirements.

(44) The BOT may govern traffic on the grounds of that campus pursuant to section 1006.66, Florida Statutes.

(45) The BOT has responsibility for supervising faculty practice plans for the academic health science centers.

(46) The BOT shall prescribe conditions for direct-support organizations and NCF health services support organizations to be certified and to use NCF property and services. Conditions relating to certification must provide for audit review and oversight by the BOT.

(47) The BOT shall actively implement a plan, in accordance with guidelines of the State Board of Education, for working on a regular basis with the other university boards of trustees, representatives of the community college boards of trustees, and representatives of the district school boards, to achieve the goals of the seamless education system.

(48) Notwithstanding the provisions of section 216.351, Florida Statutes, the BOT may authorize the rent or lease of parking facilities, provided that such facilities are funded through parking fees or parking fines imposed by NCF. The BOT may authorize NCF to charge fees for parking at such rented or leased parking facilities.

(49) The BOT may adopt rules and procedures related to data and technology, including information systems, communications systems, computer hardware and software, and networks. Such policies and procedures shall ensure that each institution participate fully and efficiently in statewide management information systems.

(50) The BOT shall ensure that each institution participates fully in statewide programs that advance articulation, access, equity, financial assistance and accountability as provided by law or rule.

(51) The BOT shall perform such other duties as are provided by law or by the BOG.

(52) In addition to the duties and responsibilities enumerated herein, NCF and the BOT shall have those duties and responsibilities as may be specifically delegated by the BOG and as may be provided by law or agreement and shall act consistent with those responsibilities.

New 11-4-05. Originally adopted 9-29-01 as By-laws of the Board of Trustees of NCF, amended 11-03-01, 5-25-01, 7-15-01, 8-24-02, 2-8-03, and 2-5-05; revised and adopted as Regulation 11-4-05. Revised 11-6-10.

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CHAPTER 2—The Board of Trustees

2-1005 Officers of the ~~Board~~ BOT.

(1) Officers. The Officers of the ~~Board~~ BOT shall consist of the Chair, the Vice Chair, and the Secretary.

(2) Election. At the Annual Meeting, the BOT shall elect from its own body a Chair, who shall preside at meetings, a Vice Chair, and a Secretary. The President shall serve as Secretary of the BOT. However, the BOT may appoint assistant secretary to assist the President or to serve in the President's stead.

(3) Term. The officers may serve two-year terms and may be reselected for one additional consecutive term. Where any officer is unable to complete the entire two-year term, an election shall be held to fill the unexpired portion.

(4) Chair. The duties of the Chair shall be as follows:

(a) To preside over all meetings of the BOT and, in that capacity, to fix the order of business, call special meetings of the BOT, attest to actions of the BOT, appoint all standing and special committees, require the proper preservation of records of the BOT's proceedings by the Secretary, and notify the Governor in writing whenever a board member fails to attend three consecutive meetings in any fiscal year.

(b) Without diminishing the right of individual trustees to publicly express their personal views, the Chair of the BOT, unless otherwise determined by the BOT or the Chair, shall act as spokesman for the BOT.

(c) To sign all diplomas, certificates or degrees issued by the institution.

(d) To execute all deeds, contract, agreements or other legal documents authorized by the Board.

(e) To attend official functions of NCF as the representative of the BOT.

(f) To carry out such other acts and functions as the BOT may from time to time direct.

(g) Whenever the office of the President becomes vacant or a vacancy is impending, the Chair shall appoint a Special Committee on the Nomination of a President to seek and recommend to the BOT a person to fill the vacancy. This special committee shall be responsible to the Chair and shall consist of no fewer than five (5) members.

(5) Vice Chair. The duties of the Vice Chair shall be as follows:

(a) In the absence of the Chair, to preside at meetings of the BOT.

(b) To serve in the place and stead of the Chair upon the disability of the Chair or at such other times and circumstances when directed by the Chair.

(c) To perform such other duties as the BOT from time to time may direct.

(6) The President. The President is the chief executive officer of the corporation and the corporate Secretary of the BOT. The President is responsible for the operation and administration of NCF. The President is responsible to the BOT, and shall be charged with carrying out the policies and plan of the BOT in achieving the stated goals and objectives of NCF. In consultation with the Chair of the BOT, the President shall set the agenda for meetings of the BOT, as set out more fully under these By-laws. Specific duties of the President relating to the management of the affairs of NCF are set out in 2-2001 to 2-2003 of these regulations.

(7) Other Personnel. In addition, the BOT shall appoint, upon recommendation of the President, such other personnel of NCF as the BOT may from time to time deem appropriate.

(8) Selection and Removal of the President. The President shall be elected by the BOT and may be removed only by assent of two-thirds of the whole number of trustees. The President shall attend all meetings of the BOT and shall have notice of and the privilege of attending all meetings of its committees.

(9) Presidential Review. The BOT shall adopt a statement of priorities for the year which shall include the President's initiatives and obligations. These statements, along with standards of performance to be developed by the BOT, will become the performance plan by which the BOT evaluates the President. At least once per year, the BOT will discuss the President's performance. The BOT will provide the President with a written summary of its evaluation.

(10) Secretary. The duties of the Secretary—who is also the President—shall be as follows:

(a) To attend all meetings of the BOT and to provide for preparation and maintenance of all the minutes of the meetings of the BOT and of all other records or documents pertaining to actions of the BOT. The BOT may prescribe appropriate regulations with respect to access to said records.

(b) To provide for the issuance of all notices required pursuant to these By-laws.

(c) To be custodian of the corporate seal of NCF.

(d) To carry out such other duties as the BOT may from time to time prescribe.

New 11-4-05. Originally adopted 9-29-01 as By-laws of the Board of Trustees of NCF, amended 11-03-01, 5-25-01, 7-15-01, 8-24-02, 2-8-03, and 2-5-05; revised and adopted as Regulation 11-4-05. Revised 11-6-10.

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2-1006 Committees. The committee system of the BOT shall be composed of the Executive Committee, standing committees and special committees. In addition to the appointed members, the Chair of the BOT shall be an ex officio member of all standing and special committees.

(1) Executive Committee. At each Annual Meeting, the BOT Chair shall appoint from among BOT membership an Executive Committee composed of eight (8) members. These eight members shall consist of the BOT Chair, who shall serve as Chair, BOT Vice Chair and the six (6) Chairs of the BOT's standing committees to be elected by the Board. Nominations for these six (6) positions on the Executive Committee may be made by any trustee, and if there are more than six nominations, a vote shall be taken and the results shall be announced jointly by the Chair of the BOT and the Secretary. Any vacancy on the Executive Committee shall be filled for the unexpired term at the next regular meeting of the BOT and by vote if there is more than one nomination. The President shall serve as an ex-officio member of the Executive Committee.

(a) The Executive Committee shall meet upon the call of the Chair of the BOT. It shall consider all matters referred to it by the Chair or the President and shall, in the interim between meetings of the BOT, be vested with the powers and authority of the full BOT and shall take such action on all matters that may be referred to it as in its judgment is required. All such actions taken by the Executive Committee in the interim between meetings of the BOT shall be reported to the BOT at the next regular meeting and shall be confirmed and approved by the BOT at that time.

(b) All BOT members may fully participate in Executive Committee meetings. However, voting will be limited to members of the Executive Committee.

(c) The Executive Committee will act in the name of the BOT only on matters which need immediate action or are of an emergency nature. The Executive Committee will authorize expenditures only during times of emergency.

(2) Standing Committees. The standing committees of the BOT shall consist of the Finance and Administration Committee, Audit Committee, Academic Affairs Committee, Student Affairs and Athletics Committee, External Affairs Committee and the Strategic Planning Committee. The number to be appointed to each standing committee shall be determined by the Chair of the BOT at the time of appointment. However, no committee shall consist of fewer than three members. The Chair of the BOT may appoint non-BOT members to any standing committee, except that no College management or other employees may serve on the Audit Committee; provided, however, that only BOT members shall chair standing committees.

(a) The standing committees shall be nominated by the Chair of the BOT and appointed at the Annual Meeting of each year, and at the time of appointment, the BOT shall elect the chair of each committee. A vacancy on any committee shall be filled by the Chair of the BOT for the unexpired term, and the Chair of the BOT shall have the power to change the membership of any standing committee at any time. Each standing committee shall meet at the call of the committee chair, or the Chair or the Secretary of the BOT.

(b) The committee secretary shall prepare an agenda for each committee meeting in consultation with the Chair and shall attend the meeting.

(c) In addition to the duties of the standing committees as listed below, each committee shall consider such other matters as may be referred to it by the BOT, the Chair of the BOT, the President, or the committee chair, and shall make and report its recommendations as required to the BOT and to the President. No standing committee has power or authority to commit the BOT to any policy or action unless specifically granted such power or authority by the BOT.

(3) Finance and Administration Committee. The Finance and Administration Committee shall be responsible for all matters relating to NCF's financial affairs and business operations, including all matters relating to buildings and grounds. The Committee shall continually analyze the various financial operations, activities, and plans of NCF and make appropriate recommendations to the BOT to ensure achievement of NCF's stated goals and objectives. It shall be responsible for in-process guidance, review and analysis of the preparation of NCF's annual budget, capital outlay budget, and other budget requests for submission to the BOG. The Committee shall conduct the same type of review and analysis of the annual maintenance and operation budget.

(a) It shall review and make a recommendation to the BOT concerning the annual budget and the setting of tuition rates, student fees, and other student charges. The Committee shall ensure that budget materials are submitted to the BOT in a way that is timely and facilitates BOT review.

(b) On behalf of the BOT, it shall approve the investment of endowment and other funds, the purchase of real and personal property, and it shall make progress reports to the BOT on its actions.

(c) The Committee shall review the contractual policies of NCF to ensure conformance with State regulations and with sound business and ethical practices. It shall review and make recommendations to the BOT on proposed contracts or agreements which are major and/or not routine and which the Committee shall consider to be of particular interest or concern to the BOT.

(d) It shall ensure that NCF complies with restrictions on gifts and report periodically to the BOT on those gifts.

(e) It shall exercise oversight over the care, maintenance, and security of NCF's buildings and grounds; the selection of architects and the construction and naming of new buildings; the care and preservation of all furnishings and equipment; and such other matters relating to the buildings and grounds of NCF as may come before it.

(4) Audit Committee. The Audit Committee shall be responsible for all matters relating to NCF's~~the College's~~ financial reporting and internal controls. It shall provide oversight of the integrity of NCF's ~~the College's~~ financial statements; the independence and qualifications of its Independent Auditor; the performance of NCF's~~the College's~~ internal audit process; interaction with the State Auditor General's Office; and NCF's ~~the College's~~ compliance with legal, regulatory and internal NCF ~~College~~ policies. At least one member of the Committee shall be designated as the Committee's financial expert.

(a) The Committee shall be responsible for the appointment, compensation, retention, dismissal and oversight of the work of any public accounting firm engaged (including the resolution of disagreements between management and the auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for NCF. The Independent Auditor shall report directly to the Committee.

(b) The Committee shall review the annual audited financial statements with management and the Auditor General, including NCF's disclosures; review with management and the Independent Auditor the scope of any audit and significant accounting policies and audit conclusions; provide a basis for direct exchanges of views and information between the Committee and the Independent Auditor or Auditor General concerning unresolved differences between management and the Independent Auditor or Auditor General arising from any audit, any failure of internal controls, or any other significant financial or accounting matters or any other matter which, in the opinion of the Auditor, are not receiving adequate management attention.

(c) The Committee shall review and approve the audit plan prepared by the Independent Auditor regarding objectives and activities, including any major changes to the scope of the audit plan.

(5) Academic Affairs Committee. The Academic Affairs Committee shall have responsibility in all matters relating to educational policies and programs. Its powers shall include but not be limited to appraising all proposed new programs and degrees and monitoring the conduct of existing programs; reviewing policies concerning the selection, appointment, compensation, tenure, rights and responsibilities, conditions, development and retention of the faculty; developing procedures governing the appointment and promotion of faculty for use by the President; reviewing all proposals for the organization of the academic structure of NCF; reviewing the adequacy of instructional facilities; reviewing policies governing the admission of students to NCF and periodically reviewing experience with application of such policies and such other matters relating to the policies and programs as may be brought before it by the President or referred to it by the BOT.

(a) As a general matter, the Academic Affairs Committee will not sit in review of specific salary complaints or other faculty grievances. Faculty members will be expected to follow the procedures set out specifically for faculty to resolve such complaints.

(6) Student Affairs and Athletics Committee. The Student Affairs and Athletics Committee shall be responsible in all matters relating to nonacademic student affairs and athletics. It shall exercise oversight over student conduct, residential and social life, student government, student organizations and extracurricular activities, student publications, food services, health and such other matters relating to student affairs as may be brought to its attention. The Committee shall have oversight over athletic policy and programs, both intramural and intercollegiate.

(7) External Affairs Committee. The External Affairs Committee shall have responsibility in all matters pertaining to public communications. It shall consult and coordinate with the New College Foundation in matters pertaining to College development, alumni affairs, and programs that promote private donations to and alumni support of NCF, including related activities undertaken directly by NCF offices on NCF's behalf.

(8) Strategic Planning Committee. The Strategic Planning Committee shall be responsible for defining and developing a strategic plan for NCF and recommending the plan to the full BOT, as provided by law, specifying the institutional goals and objectives of NCF.

(9) Special Committees. The Chair of the BOT may appoint special committees of the BOT as required for the benefit of the BOT and NCF. Such committees shall consist of no fewer than three members appointed by the Chair of the BOT and shall have a life of not to exceed one year unless renewed for a specific period by action of either the BOT or the Chair of the BOT. At the time a special committee is created, its mission shall be specifically established either by action of the BOT or written direction of the Chair of the BOT and the resolution shall specify the time the special committee is to make its report to the BOT. The Chair may appoint non-BOT members to any special committees; provided, however, that only ~~Board~~ BOT members shall chair special committees.

(10) Quorum. A quorum for the Executive Committee and all standing and special committees of the BOT shall consist of one-third of the appointed members of the Committee, except in no case shall the number be fewer than two.

(11) Service on Committees. The maximum number of standing committees a trustee may serve on shall be three. Unless otherwise stipulated, committee members shall be appointed for one year. No BOT member shall be chair of more than one committee.

(12) BOT Discretion Regarding Committees. The duties and responsibilities and terms of membership on committees of the BOT shall be defined by the BOT and may be changed from time to time.

New 11-4-05. Originally adopted 9-29-01 as By-laws of the Board of Trustees of NCF, amended 11-03-01, 5-25-01, 7-15-01, 8-24-02, 2-8-03, and 2-5-05; revised and adopted as Regulation 11-4-05. Revised 11-6-10.

2-1007 Delegation of Certain Responsibilities. The BOT may extend authority in writing to other officers or entities pursuant to its statutory obligations. The BOT may, from time to time, amend or withdraw any such authorization issued pursuant to this article.

New 11-5-05. Originally adopted 9-29-01 as By-laws of the Board of Trustees of NCF, amended 11-03-01, 5-25-01, 7-15-01, 8-24-02, 2-8-03, and 2-5-05; revised and adopted as Regulation 11-4-05. Revised 11-6-10.

2-1008 Indemnity. The BOT may pay civil costs for actions against trustees.

New 11-5-05. Originally adopted 9-29-01 as By-laws of the Board of Trustees of NCF, amended 11-03-01, 5-25-01, 7-15-01, 8-24-02, 2-8-03, and 2-5-05; revised and adopted as Regulation 11-4-05. Revised 11-6-10.

NEW COLLEGE OF FLORIDA
REGULATIONS MANUAL

CHAPTER 2—The Board of Trustees

2-1009 Adoption and Amendment of By-laws.

(1) Amendment of By-Laws. The By-laws of the BOT may be amended by a two-thirds vote of the BOT at the Annual Meeting or at any regular or special meeting provided that the proposed amendments are conveyed to the members of the BOT at least ten days in advance of the meeting in which they are to be acted upon. Certified copies of amendments or of the amended By-laws shall be forwarded to the Governor.

(2) Subsequently Enacted Statues. The enactment of any statute by the Legislature, or the amendment of any existing statute, inconsistent with these By-laws shall take precedence over the provisions hereof.

(3) Service of Process. Service of process may be made on Chair an of the BOT, or in the Chair's absence, on the Secretary.

New 11-4-05. Originally adopted 9-29-01 as By-laws of the Board of Trustees of NCF, amended 11-03-01, 5-25-01, 7-15-01, 8-24-02, 2-8-03, and 2-5-05; revised and adopted as Regulation 11-4-05. Revised 11-6-10.

NEW COLLEGE OF FLORIDA
REGULATIONS MANUAL

CHAPTER 2—The Board of Trustees

2-1010 Miscellaneous.

(1) Service of Process. Service of process may be made on the Chair of the BOT, or in the Chair's absence, on the Secretary or his or her designee.

(2) Meeting Procedures According to Robert's Rules of Order. The BOT will conduct all business according to the By-laws, as amended. All meetings shall be conducted in accordance with the principles of procedure prescribed in Robert's Rules of Order.

New 11-4-05. Originally adopted 9-29-01 as By-laws of the Board of Trustees of NCF, amended 11-03-01, 5-25-01, 7-15-01, 8-24-02, 2-8-03, and 2-5-05; revised and adopted as Regulation 11-4-05. Revised 11-6-10.

NEW COLLEGE OF FLORIDA
REGULATIONS MANUAL

CHAPTER 2—The Board of Trustees

2-1011 Ethics and Conflict of Interest.

(1) Purpose and Scope.

(a) Purpose. The purpose of this regulation is to establish clear policies for ethics and conflicts of interest on the part of NCF Trustees and the BOT.

(b) Scope. Trustees are "state officers" as defined in section 112.313(1), Florida Statutes, and are accordingly subject to the requirements of the Florida Code of Ethics for Public Officers and Employees set out in sections 112.311-112.326, Florida Statutes. This regulation is intended to supplement provisions of the Florida Code of Ethics for Public Officers and Employees.

(2) General Statement. The welfare of NCF shall at all times be paramount and take precedence over any and all personal, parochial, and business conflicts of interest thereby ensuring that a Trustee's independence of judgment is not compromised, and that the public's confidence and NCF's confidence for the integrity of the BOT are preserved, and that NCF's public mission is protected and served.

(3) Definition of Conflict of Interest. "Conflict of interest" means a situation in which regard for a private interest tends to lead to disregard of duties related to NCF or the interests of NCF. A Trustee shall be considered to have a conflict of interest if

(a) Such Trustee has existing or potential financial or other interests that impair or might reasonably appear to impair such member's independent, unbiased judgment in the discharge of his or her responsibilities to the College, or

(b) Such Trustee is aware that a member of his or her family, or any organization in which such Trustee (or member of his or her family) is an officer, director, employee, member, partner, trustee, or controlling stockholder, has such existing or potential financial or other interests.

(4) Reporting and Prohibited Conduct.

(a) Any potential conflict of interest or uncertainty regarding a conflict of interest shall be brought to the immediate attention of the BOT.

(b) A trustee is not prohibited from voting on any matter, however a trustee voting upon any measure which would inure to the Trustee's special private gain or loss, or the special gain or loss of a relative or business associate of the Trustee, shall disclose the nature of his or her interest in a public record in a memorandum filed with the Clerk, who shall incorporate the memorandum in the minutes of the BOT meeting.

(c) The BOT has legal authority to give direction to the President of NCF. Unless specifically referred by the President, Trustees shall not intervene in relations with other administrators, faculty, staff or students. Complaints made to any Trustee shall be referred directly to the President.

(d) Trustees are prohibited from soliciting or accepting gifts, loans, or anything of value based upon the understanding that the Trustee's official action(s) or judgment would be influenced by such a gift. Further, a Trustee or a Trustee's spouse or minor child may not accept any compensation, payment or thing of value when the Trustee knows or with exercise of reasonable care should know is given to influence official actions of the Trustee.

New 11-4-05. Originally adopted 9-29-01 as By-laws of the Board of Trustees of NCF, amended 11-03-01, 5-25-01, 7-15-01, 8-24-02, 2-8-03, and 2-5-05; revised and adopted as Regulation 11-4-05. Revised 11-6-10.

NEW COLLEGE OF FLORIDA
REGULATIONS MANUAL

CHAPTER 2—The Board of Trustees

2-2000 The President

2-2001 General Provisions—The President. The President is the chief executive and academic officer of the NCF and corporate secretary to the BOT. The President is responsible for the operation and administration of NCF. The President is responsible to the Board, and shall be charged with carrying out the policies and plan of the Board in achieving the stated goals and objectives of NCF.

New 11-4-05. Originally adopted 9-29-01 as By-laws of the Board of Trustees of NCF, amended 11-03-01, 5-25-01, 7-15-01, 8-24-02, 2-8-03, and 2-5-05; revised and adopted as Regulation 11-4-05. Revised 11-6-10.

NEW COLLEGE OF FLORIDA
REGULATIONS MANUAL

CHAPTER 2—The Board of Trustees

2-2002 Powers. As the chief executive and academic officer of NCF and corporate secretary to the Board, the President shall have the power and duty to:

(1) Recommend the adoption of regulations, as appropriate, to the BOT to implement provisions of law governing the operation and administration of NCF, which shall include the specific powers and duties enumerated in this section. Such regulations shall be consistent with the mission of NCF and the rules, regulations, resolutions and policies of the Board of Governors.

(2) Prepare a budget request and an operating budget for approval by the BOT.

(3) Establish and implement policies and procedures to recruit, appoint, transfer, promote, compensate, evaluate, reward, demote, discipline, and remove personnel, within law and rules and resolutions of the BOG and in accordance with rules or policies approved by the BOT.

(4) Govern admissions, subject to law and rules, regulations, resolutions or policies of the BOT and the BOG.

(5) Approve, execute, and administer contracts for and on behalf of the BOT for licenses; the acquisition or provision of commodities, goods, equipment, and services; leases of real and personal property; and planning and construction to be rendered to or by NCF, provided such contracts are within law and rules, regulations, and resolutions of the BOG and in conformance with policies of the BOT, and are for the implementation of approved programs of NCF. The President shall comply with the provisions of section 287.055, Florida Statutes for the procurement of professional services and may approve and execute all contracts on behalf of the Board for planning, construction, and equipment. For the purposes of a President's contracting authority, a "continuing contract" for professional services under the provisions of section 287.055, Florida Statutes is one in which construction costs do not exceed $1 million or the fee for study activity does not exceed $100,000.

(6) Act for the Board as custodian of all College property.

(7) Establish the internal academic calendar of NCF within general guidelines of the BOG.

(8) Administer NCF’s program of intercollegiate athletics.

(9) Recommend to the Board the establishment and termination of undergraduate and master's-level degree programs within the approved role and scope of NCF.

(10) Award degrees.

(11) Recommend to the Board a schedule of tuition and fees to be charged by NCF, within law and rules and resolutions of the Board of Governors.

(12) Organize NCF to efficiently and effectively achieve the goals of NCF.

(13) Review periodically the operations of NCF in order to determine how effectively and efficiently NCF is being administered and whether it is meeting the goals of its strategic plan.

(14) Enter into agreements for student exchange programs that involve students at NCF and students in other postsecondary educational institutions.

(15) Provide purchasing, contracting, and budgetary review processes for student government organizations.

(16) Ensure compliance with federal and state laws, rules, regulations, and other requirements that are applicable to NCF.

(17) Maintain all data and information pertaining to the operation of NCF, and report on the attainment by NCF of institutional and statewide performance accountability goals.

(18) Adjust property records and dispose of state-owned tangible personal property in NCF's custody in accordance with procedures established by the BOT. Notwithstanding the provisions of section 287.55(5), Florida Statutes, all moneys received from the disposition of state-owned tangible personal property shall be retained by NCF and disbursed for the acquisition of tangible personal property and for all necessary operating expenditures. NCF shall maintain records of the accounts into which such moneys are deposited.

(19) Have vested with the President or the President's designee the powers, duties, and authority that is vested with NCF.

New 11-4-05. Originally adopted 9-29-01 as By-laws of the Board of Trustees of NCF, amended 11-03-01, 5-25-01, 7-15-01, 8-24-02, 2-8-03, and 2-5-05; revised and adopted as Regulation 11-4-05. Revised 11-6-10.