

**NEW COLLEGE OF FLORIDA  
REGULATIONS MANUAL**

**CHAPTER 2 - The Board of Trustees**

**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 and Compliance 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 (3) 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.

**NEW COLLEGE OF FLORIDA  
REGULATIONS MANUAL**

**CHAPTER 2 - The Board of Trustees**

- (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 College 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 to the College 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 and Compliance Committee. The Audit and Compliance Committee shall be responsible for all matters relating to NCF's financial reporting and internal controls. It shall provide oversight of the integrity of NCF's financial statements and reporting; the independence and qualifications of its Independent Auditor; the performance of NCF's internal audit process; interaction with the State Auditor General's Office; risk management; and NCF's Program of Compliance and Ethics. 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.

**NEW COLLEGE OF FLORIDA  
REGULATIONS MANUAL**

**CHAPTER 2 - The Board of Trustees**

- (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.
- (d) The Committee shall review, both internally and externally, the effectiveness of the College's Program of Compliance and Ethics, including program design, fitness, and compliance with applicable laws, rules, and regulations. Upon external review of the Program, the Committee shall implement changes as necessary to address any findings of inefficiency or noncompliance.
- (e) The Committee shall bear ultimate responsibility for the process of investigating complaints regarding unethical behavior, criminal conduct, and/or noncompliance.
  - 1. The Committee will ensure that timely notification is provided to the BOG when significant and credible allegations of fraud, waste, mismanagement, misconduct, and other abuses are made against the President or a trustee. Such allegations will be addressed as follows:
    - a. The Chair of the BOT, in consultation with the chair of the BOG, shall review allegations against the President and may ask the BOG Office of Inspector General to conduct a preliminary inquiry. If it is determined that an investigation is warranted, such investigation will either be conducted by the OIG, or by an independent external firm that is hired by the BOT and that is guided and monitored by the OIG.
    - b. If the alleged fraud, waste, mismanagement, misconduct, and other abuses involve the Chair of the BOT, then the Chair of the Audit and Compliance Committee will consult with the Chair of the BOG, as required in the preceding Section.
    - c. At the conclusion of such investigation, the report shall be submitted to the subject of the investigation, who shall have twenty (20) working days from the date of the report to submit a written response to the investigator. The subject's response and the investigator's rebuttal, if any, shall be included in the final report. Such report shall be presented to the Chair of the BOT and the BOG Audit and Compliance Committee.
  - 2. If allegations of fraud, waste, mismanagement, misconduct, or other abuses are made against the Chief Audit Executive and/or the Chief Compliance Officer, the Chair of the Audit and Compliance Committee shall address such allegations and coordinate the investigation as necessary and appropriate.
  - 3. The BOT and the College are firmly committed to a policy that encourages timely disclosure of such concerns and prohibits retribution or retaliation against any person who, in good faith, reports such concerns. Any employee who, in good faith, reports such incidents described

**NEW COLLEGE OF FLORIDA  
REGULATIONS MANUAL**

**CHAPTER 2 - The Board of Trustees**

above will be protected from retaliation, threats of retaliation, discharge, or other discrimination that are directly related to the disclosure of such information.

- (f) The Committee is subject to requirements of Chapters 119 and 286, Florida Statutes, regarding public records and public meetings. However, pursuant to Chapter 119.07, Florida Statutes, certain records are confidential and exempt from the public record. The Chief Audit Executive and Chief Compliance Officer will communicate directly with the Committee on matters considered to be confidential and exempt. Such exemptions include, but are not limited to:
1. Documents and reports created pursuant to Chapter 112, Florida Statutes (the Florida Whistle-blower Act);
  2. Complaints of discrimination and misconduct pursuant to Chapter 119.071, Florida Statutes; and
  3. Enterprise security of data and information technology pursuant to Chapter 286, Florida Statutes.
- (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. 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 for all matters relating to nonacademic student affairs and athletics. It shall exercise oversight of 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 also have oversight of 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.

**NEW COLLEGE OF FLORIDA  
REGULATIONS MANUAL**

**CHAPTER 2 - The Board of Trustees**

- (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 (3) members appointed by the Chair of the BOT and shall have a life of no more than one (1) 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 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 (3). Unless otherwise stipulated, committee members shall be appointed for one (1) year. No BOT member shall be chair of more than one (1) committee.
- (12) BOT Discretion Regarding Committees. The duties, responsibilities, and terms of membership on committees of the BOT shall be defined by the BOT and may be changed from time to time.

*Authority: Article IX, Sec. 7, Fla. Constitution; Fla. Board of Governors Regulations 1.001 and 4.003*

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