

Rochester College

2016 Interim Board Policy Manual

Approved

February 12, 2016

These 2016 Interim Board Policy Manual Updates will provide operational context only for the duration of the interim period without a President and with an alternative management structure for Rochester College.

Key Elements of Interim Governance Model:

- 1) The existing By-Laws need to be updated and therefore the primary governance model will be set by the Board Policy Manual with the updates included herein.
 - a. Article V of the By-Laws governing the appointment, duties, and salary of the Leadership will set by the Board on an interim basis.
- 2) By-Laws Article VI is specifically superseded by the Board Policy Manual and the interim management structure.
- 3) Board Policy Manual: “The President” or “The Chief Executive” will refer to “The Management Counsel” collectively in the interim.
 - a. Policy 2.2: shall apply to the members of the Management Counsel collectively and individually.
 - b. Policy 2.10 #1 and 3.4: Management Counsel shall deliver the approved Dashboard and metrics to the Board on a monthly basis (after such time as when metrics have been approved by the Board); Communications shall be reviewed and approved by the Chairman of the Board or board designated individuals. Monitoring as defined by Policy 3.4 shall include the Dashboards and metrics jointly developed and approved with the Board.
 - c. Policy 3.0: will apply to the Management Counsel.
 - d. Policy 3.1: Information requests to the Management Counsel outside of those requested by a quorum of a working group to an appropriate officer about his own area of responsibility require Board authorization or approval by the Chairman of the Board.
 - e. Policy 3.2: suspended in the interim; the Board will evaluate the Management Counsel collectively and individually.
- 4) Management Counsel Empowerment: The three officers making up the Management Counsel shall act collaboratively in the decision-making process and the reporting processes.
 - a. They will each be empowered to act and manage in their assigned areas of responsibility, but with collective review of major changes or commitments consistent with the normal process with a President in place.
 - b. If they Management Counsel is not able to reach a clear consensus on any matter, they shall bring the unresolved item(s) to the attention of the Chairman of the Board or his assign for review and resolution.

- c. The Chairman of the Board shall bring the item(s) to the Executive Committee of the Board or to the full Board as deemed appropriate by the Chairman.
 - d. The Management Counsel is limited by all of the Executive Limitations of the Board Policy Manual, Section II, 2012 BPM; or as modified herein, as officers individually responsible for the Ends defined in Section 1 of the 2012BPM.
- 5) As noted previously, if it should become necessary to replace a Management Counsel Officer, for any reason, the Board of Rochester College shall be responsible for any such interim or permanent assignment. Members of the Management Counsel will be consulted, as appropriate, by the Board.
- 6) The Board will remain consistent with the Revised 2012 Board Policy Manual and not add traditional Board Oversight Committees. However, targeted Working Groups aligned with key operational areas, as targeted by the Board with input from the Management Counsel will be initiated. Mandatory Working Groups for the interim period are:
 - a. Academic strategy (includes CEL)
 - b. Student Recruiting and Athletic programs
 - c. Development program
 - d. Spiritual formation (student body environment)
- 7) Policy 4.7.2 (and 2.1 and 3.4): Consistent with the Monthly Dashboard Reporting expectations, the Audit Committee will provide Monthly Reports covering the financial operations of Rochester College. These reports shall include data on revenue and expenses for the fiscal year-to-date in comparison to budget, and full year forecasted revenue and expenses, in categories agreed between the Audit Committee and the Management Counsel, as well as cash flow projections for 18 months. These reports shall be provided to each Board member after review by the Audit Committee.
- 8) During the time that Dr. John Tyson still holds the office of President of Rochester College, his duties shall be to act as a consultant to the Management Counsel when requested by the Management Counsel. He also shall preside at activities as requested by the Board Chair, such as ground breaking ceremonies, Graduation, and Partnership Dinner. If he is available, he may be requested to accomplish other functions as requested by the Management Counsel. Dr. Tyson is allowed and encouraged to take time to seek future employment as he desires.

Definitions and Scope of Responsibility:

- 1) The Management Counsel is defined as the following officers of Rochester College; the Provost, the Vice-President, Enrollment and Athletics, and the Vice-President, Finance & Operations, and Development.
- 2) The Provost's assigned areas of responsibility include academic programs and student development
- 3) The Vice President, Enrollment and Athletics assigned areas of responsibility include all areas related to athletics and student recruitment/enrollment including CEL operations
- 4) The Vice President, Finance & Operations, and Development, assigned areas of responsibility include business office, development, and campus physical operations including new construction
- 5) The Management Counsel shall select a chairman who shall be the primary communications contact between the counsel and the Board of Trustees. Every month this chairmanship shall rotate so that all three members shall serve as the chair.