



STANDING ORDERS

LAST REVISED JULY 2022

Table of Contents

Contents

Section 1 – Membership Classifications, Dues and Allied Groups.....	4
Membership Dues	4
Paid Institutional/System Membership Benefits.....	4
Allied Member Benefits	4
Subscriber Institution Membership Benefits	4
Allied Membership Rules & Regulations	4
Allied Council Membership	5
Benefits and Privileges.....	6
Section 2 - Nomination and Election of the Board of Directors	6
Nominations & Elections Committee (N&E).....	6
N&E Committee Composition.....	6
Duties of the N&E Committee:.....	6
Board of Directors Election Process	7
Section 3 - HEUG Financial Policies and Procedures	8
Assistant Treasurer(s)	8
Travel Reimbursement Policy.....	8
Reimbursement to Members’ Institutions.....	11
Reimbursement to Member.....	11
General.....	11
Purpose, Destination and Dates of Trip	11
Transportation	11
Lodging	12
Meals	12
Miscellaneous	12
Other Business Expense.....	13
Payment Request Processing and Disbursement	13
Section 4 - Audit Committee	13
Role and Responsibilities.....	13
Duties	14
Review with Outside Auditors	14
Audit Committee Actions.....	15
Whistleblower Policy	15
Cash Reserve Policy	15
Section 5 - Code of Conduct for Board Members	16
Section 6 - Document Destruction	16
Section 7 - Alliance Program Committee	18
Reporting Relationship	18
Alliance Program Committee Structure and Succession	18
General Alliance Program Team Responsibilities	19
Conference Planning.....	19
Conference Contracts.....	19
Future Site Selection	20
Vendor and Contract Review	20
Conference Budget Development.....	21

Section 8 – The HEUG Global Council & Non-United States Representation.....	21
HEUG Non-United States Representation.....	21
Global Council Membership.....	21
HEUG Community Readiness	22
HEUG Community Charters.....	23
Standing Orders for Non-United States Representation.....	23
HEUG Non-United States Conference Board Representatives	23
HEUG Community Advisory Group Structures	23
Section 9 – Regional Conferences.....	24
CERTIFICATION	25

Section 1 – Membership Classifications, Dues and Allied Groups

Membership Dues

HEUG member institutions shall have the option of belonging to HEUG at either a Paid member level or a Subscriber level. Membership fees will be tiered based on the Student Full-Time Equivalent (FTE) count for the institution:

FTE students
Less than 10,000
10,000-29,999
30,000-59,999
60,000 or more

Membership dues for each level will be established and approved by vote annually by the HEUG Board of Directors. Student Full-Time Equivalent FTE shall be based on the standards observed by the institution in reporting official annual student FTE data. In the absence of a definition, FTE shall be defined as annual, unduplicated full-time student count plus one-third of the unduplicated part-time student count.

Paid Institutional/System Membership Benefits

- Discounted Alliance conference fee for all attendees from that institution,
- Full access to the HEUG Community
- Free access to all HEUG Education Series webinars,
- Eligible to serve as a Director of the Board,
- Eligible to serve on Advisory Groups,
- Eligible to vote in HEUG Board of Directors elections.

Allied Member Benefits

- Discounted Alliance conference fee for all attendees from that organization,
- Full access to the HEUG Community
- Eligible to serve on Advisory Groups,
- Able to participate on HEUG committees as requested by the HEUG Board of Directors

Subscriber Institution Membership Benefits

- Limited access to the HEUG Community,
- Non-discounted Alliance registration fee,
- Not eligible to serve as a Director of the Board,
- Not eligible to serve on Advisory Groups,
- Not eligible to vote in HEUG

Allied Membership Rules & Regulations

In addition to the two classes of membership outlined in the bylaws (Paid Institutional Members and

Subscriber), the Higher Education User Group (HEUG) also recognizes Allied User Groups such as the Public-Sector User Group (PSUG), Federal User Group (FUN) and the Health Care Industry User Group (HIUG). Allied User Groups are groups associated with the HEUG through shared HEUG Community resources and/or participation in the annual Alliance conference, or as otherwise designated by the HEUG Board. Members of those user groups may become eligible for discounted Alliance conference fees by paying the annual allied membership dues.

Allied User Groups shall offer a focused community for members outside of Higher Education, such as but not limited to state and local governments, K-12, healthcare organizations, and teaching hospitals. These industry councils will be committed to providing members a venue to share their perspectives, ideas, opportunities, and concerns regarding their information system partners with the global HEUG Board as well as the larger HEUG Community.

Allied Council Membership

Each specific industry (Public Sector, Federal, Healthcare) will have a dedicated council that will report into the global HEUG Board. The purpose of a council includes, but is not limited to, the following:

- Allow for a stronger unified voice for members across industry sectors.
- Provide a broad and diverse perspective to the global HEUG Board.
- Share ideas for advocacy on continuous improvement and future direction of the applications from our primary information system partners.
- Maintain a robust and effective communication channel with our primary information system partners and HEUG members regarding users' collective priorities for the applications, upgrades and support.
- Ensure proper representation on all HEUG programs as appropriate.
- Establish a protocol for reviewing non higher education specific conference session submissions for follow up and updates as needed to ensure broad representation at the Annual Alliance Conference.
- Annually review regional conference calendar, presentations and structure to identify opportunities for sharing as well as other synergies between the groups.
- Promote relationships between members and key agencies of the government responsible for legislative and regulatory control of the higher and vocational education as well as public sectors.

The representatives from each council will be responsible for choosing a chair to serve as an ex officio member on the global HEUG board and act as the official liaison between their respective council and the HEUG Board of Directors. Office bearers on the industry specific Councils, including the Chair, may only serve for two terms per position in order to ensure that all representatives are able to serve in these capacities. Members may serve different offices consecutively.

The Council will meet monthly via conference call and if approved by the HEUG Board of Directors, two (2) times per year face-to-face, with one of those meetings aligned with the Annual Alliance conference. The Chair may call additional meetings as needed. Vendor Partner representatives may be invited to Council meetings as needed.

Benefits and Privileges

Description	Paid Institutional members	Subscriber members	Allied User Groups
Attend HEUG annual conference	Yes	Yes	Yes
Vote in HEUG Elections	Yes	No	No
Submit HEUG conference presentations	Yes	Yes	Yes
Hold HEUG Board Office	Yes	No	No
Advisory Group Membership	Yes	No	Yes
HEUG Community Blogs	Yes	Yes	Yes
HEUG Community Forums	Yes	No	Yes
HEUG Community Surveys	Yes	Yes	Yes
HEUG Education Series Webinars	Free	No	Free

Section 2 - Nomination and Election of the Board of Directors

Nominations & Elections Committee (N&E)

The HEUG Nominations & Elections Committee is charged with developing the slate of candidates for election to the HEUG Board of Directors, structuring the election and announcing the results.

N&E Committee Composition

- The Nominations & Elections Committee (N&E) will be chaired by the Past President or, on the occasion that there is no Past President, the committee will be chaired by an executive officer of the HEUG at the appointment of the President.
- For continuity, the Committee will be formed prior to the annual conference, after the Advisory Group and Board of Directors election results and appointments are known and be maintained throughout the year.
- The composition of the N&E Committee shall be approved by the Board of Directors.
- In addition to the Chair, the N&E Committee shall include the Executive Director of the HEUG and three members of the Board of Directors. The composition of N&E, like that of the board itself, should represent the totality of our membership in terms of roles, competencies, region, and diversity.
- The President may propose (and the board approve) additional appointments to N&E above these minimum requirements to achieve representation and balance on the Committee.

Duties of the N&E Committee:

- Recommend to the Board of Directors appropriate criteria for the selection of new Directors, periodically review the criteria adopted by the Board of Directors and, if deemed desirable, recommend to the Board of Directors changes to such criteria.
- Conduct a skills and attributes audit, as well as collection of key demographic information of the existing Board membership would be routinely undertaken to inform what skills, attributes and diversity factors might need to be targeted.
- Develop an election slate from the nominees. The N&E considers the nominees' backgrounds and experiences in these areas:

CORE	BUSINESS
Alignment with the HEUG mission, vision and purpose	Business Administration & Operations (CFO, VCFA, CBO, CIO, etc.)
Governance and/or Board Experience	Higher Education Administration (Student Affairs, Academic Affairs, etc.)
Industry Knowledge	Technology
Accounting/Finance	Non-U.S. Administration
Business Management and Administration	Research Administration (Compliance, Pre- Award, Post Award, Procurement, HR Recruitment, etc.)
Strategy & Leadership	Cloud ERP (Procurement, Implementation, Project/Change Management, Administration, etc.)
Risk Management	Higher Education Experience in a different country/culture/language than the United States

- N&E will do the first review of minimum qualifications for all recruitment, elections, and awards and provide a recommendation to the appropriate party i.e., Advisory Groups, Alliance Planning Committee, Audit Committee, etc.
- Identify and recommend qualified candidates to the Board of Directors and recommend the slate of nominees for election by members.
- Identify Directors qualified to fill vacancies on any committee of the Board of Directors and recommend that the Board of Directors appoint the identified Director or Directors to the respective committee.
- Communicate call for nomination to HEUG members.
- Ensure nominees meet the requirements to be elected to the HEUG Board of Directors.
- Ensure election process of HEUG Board of Directors complies with the Bylaws and Standing Orders.
- Report election results to President so that they can be announced at the annual meeting.
- Review or develop the mechanisms for dispute resolution within the Board of Directors
- Review the Bylaws and Standing Orders governing the HEUG and recommend changes to the Board of Directors.

Board of Directors Election Process

In order to qualify as a candidate for election to the HEUG Board of Directors (BOD):

- The nominee must be an employee of a paid HEUG member institution.
 - Both the institution and the nominee must have up to date profiles on the HEUG Community.
 - The nominee may not be from the same institution or system as a currently elected Board member who has at least one year remaining in that elected term.
- The N&E Committee shall verify eligibility of the nominees through the HEUG Community institutional profile. No more than one nominee from a given institution or system may run in any given election: in case of multiple nominees from an institution or system, the N&E committee will work with that institution to determine which nominee best fits the current set of skill sets required for the Board of Director's seat.
 - The N&E will prepare a ballot for the HEUG General Election that lists the qualified candidates.
 - All member representatives of paid organizations of the HEUG who have logged into HEUG Community since the start of the new fiscal year, July 1 will be eligible to vote in the general election.
 - Voting members will vote for candidates listed on the ballot.

6. Results of the election will be determined as follows:
 - a. The winning candidate will be the candidate that receives the most votes from the eligible voter pool as outlined in Number 4.
 - b. If multiple seats are available, the board of directors' seat will be awarded to those candidates that receive the most votes.

Section 3 - HEUG Financial Policies and Procedures

Assistant Treasurer(s)

In the absence or disability of the Vice President for Finance and Treasurer ("Treasurer") or when so directed by that Vice President, an Assistant Treasurer may perform all the duties of the Treasurer, and, when so acting, shall have all the powers of, and be subject to, all the restrictions upon, the Treasurer. Each Assistant Treasurer shall perform such other duties as may be assigned by the Board, the President or the Treasurer.

The Treasurer or President may propose to the Board an individual to serve as an Assistant Treasurer. The selection of each Assistant Treasurer must be approved by the Board of Directors.

Assistant Treasurer(s) shall not be considered board member(s), nor be required to attend meetings, unless requested by the Board.

Travel Reimbursement Policy

The HEUG has established an accountable plan to reimburse current and former organization members and other specified volunteers for reasonable and customary travel expenses incurred in conjunction with approved HEUG initiatives. Prior to incurring any travel expenses, written authorization must be provided by the appropriate executive officer, as outlined in the table below. The written authorization must include the purpose, destination and dates of travel and must be provided as part of the reimbursement request or travel expenses may not be reimbursed. The HEUG will reimburse expenses related to HEUG approved activities which meet Internal Revenue Service guidelines for reimbursement of business-related expenses. It is HEUG policy that all travel be conducted in the least expensive manner that meets both personal and business needs. Any monetary rates listed in this procedure are expressed in United States Dollars.

The following expenses shall be reimbursable:

Event	Food	Room	Travel	Other	Approval required**
Audit Committee – Annual Conference					
	Not reimbursable; some meals may be provided by HEUG.	Not Reimbursable*	Not Reimbursable*	Alliance Conference Registration fees waived if conference presentation is submitted otherwise a 50% comp will be issued.	VP of Finance
Board Meeting Travel - General					
	Reimbursable* or provided by HEUG.	Reimbursable* or provided by HEUG.	Reimbursable*		President
Board Meeting Travel - Annual Conference					
	Reimbursable* or provided by HEUG.		Reimbursable*		President
		Complimentary rooms are used, or rooms are provided by HEUG.		Alliance Conference Registration fees waived if conference presentation is submitted otherwise a 50% comp will be issued. (charged internally to the operating budget)	VP Finance & appropriate executive officer
Conference Program Team Meetings					
	Reimbursable* or provided by HEUG.	Reimbursable*	Reimbursable*		VP of Finance
Program Task Force & CPE Review Committee – Annual Conference					
				Alliance Conference Registration fees waived if conference	VP of Education & Engagement

				presentation is submitted otherwise a 50% comp will be issued.	
Advisory Group Members					
	Not reimbursable; some meals may be provided by HEUG.	Not Reimbursable*	Not Reimbursable*	Alliance Conference Registration fees waived if conference presentation is submitted otherwise a 50% comp will be issued.	VP of Education & Engagement
Partner Conference Attendance (Oracle OpenWorld, Workday Rising, Dreamforce, EDUCAUSE etc...)					
	Reimbursable*	Reimbursable* or paid by HEUG.	Reimbursable*	Conference registration fees are reimbursable.	President
Other meetings approved by the HEUG Board					
	Reimbursable*	Reimbursable* or paid by HEUG	Reimbursable*		President or appropriate executive officer
Non-U.S. Regional Conference Board Representation					
	Reimbursable*	Reimbursable* or paid by HEUG	Reimbursable*		Past President or appropriate executive officer
U.S. Regional Conference Board Representation					
	Only reimbursable if you are asked to travel to a regional event	Only reimbursable if you are asked to travel to a regional event	Only reimbursable if you are asked to travel to a regional event	Conference registration fees are reimbursable	Past President or appropriate executive officer

* Reimbursement to Member Institution or reimbursement to Member for specific rates.

** Expense reimbursements submitted by the executive officers shall be approved by the President. The President's expenses shall be approved by the Treasurer. All expenses outside of the above categories must be approved either through the initial budget planning process or during regular board meetings.

Reimbursement to Members' Institutions

Reimbursement shall be based on the member institution travel policy when HEUG is reimbursing the institution, not to exceed the amounts outlined in the approved Travel Guidelines. HEUG member(s) requesting reimbursement of their institution must follow the normal process for request and approval or reimbursements, and a copy of the member institution's travel expense approval is required in lieu of personal receipts. No additional supporting documentation is required.

Reimbursement to Member

General

The following paragraphs constitute the official HEUG policy for reimbursement of expenses incurred in the performance of official duties for HEUG. When requesting reimbursement for expenses which do not meet the requirements listed below, a statement of explanation must be included; otherwise, reimbursement may be denied. Persons traveling at HEUG expense will limit their expense claims to the period of official HEUG business only.

Reimbursement will be provided for expenses for the night prior to an early morning appointment, and for the night following a late afternoon appointment, if it is impossible to depart at a reasonable hour that same day. In the case of international travel or travel requiring non-stop flights of 8 hours or longer, reimbursement will be provided for expenses up to 48 hours prior to the beginning of the event.

Receipts are required for all expenditures of \$25 or more. There are at least two levels of review that should provide adequate opportunity for a "conscience check point". The first level of review is personal; if an expense to be incurred seems excessive, it probably is and should be avoided. The second level is the officer review; if an expense already incurred fails to gain the approval of the appropriate officer, it was probably excessive. Expenses not approved by the appropriate officer will be returned for correction and/or re-submission through the review process.

Purpose, Destination and Dates of Trip

The purpose, destination, and dates of all HEUG-related travel must be specified in both the advance approval documentation and the request for reimbursement. If combining HEUG travel with non-HEUG travel, the rationale for amounts charged to HEUG must also be specified. For international travel, documentation of appropriate medical insurance outside of the home country of the traveler must be provided in advance of booking travel.

Transportation

For locations serviced by regularly scheduled airlines, air travel must be by the most economical fares and by the most direct route. Planning air travel well in advance and taking advantage of restricted fares when possible (e.g., staying over a Saturday night) can result in significant cost savings to HEUG. Transportation expenses for family members will not be reimbursed.

An explanation must be provided if travel is by other than the most direct route or by a class of travel more expensive than coach (Y) class. Exceptions to coach class air travel may be requested for non-stop flights of eight (8) hours or longer and must be authorized by the Past President and approved by the President in advance of booking the flight(s). This authorization and approval covers all travel paid for or reimbursed by HEUG. The use of private automobile or rental car may be authorized for locations not serviced by regularly scheduled airlines. Depending on the method of reimbursement (to the member institution or the individual), reimbursement for private automobile use will be at the same rate as the reimbursement allowed by either the member institution or the Internal Revenue Service. Reasonable meals, lodging, parking, and tolls while in transit are also reimbursable (see sections below). When automobile travel is chosen for personal reasons, reimbursement will be the lower of (1) the equivalent of the least expensive unrestricted airfare between the nearest airports in lieu of all other transportation expenses, or (2) mileage reimbursement at the level set by the Internal Revenue Service plus reasonable lodging, meals, parking, and tolls while in transit. Expenses for taxis, limousines, and buses must be itemized and explained, with receipts included for individual fares of \$25 over.

Lodging

Include in this section only the charges for lodging and related taxes. Charges for meals, phone calls, and incidentals must be listed separately. HEUG does not pay additional costs for family hotel accommodation or meals.

Meals

HEUG will reimburse reasonable and prudent expenses for meals plus tips. Persons who pay for group meals must list the names of all persons for whom meals are paid. Receipts are required for all meal expenditures of \$25 or more. When HEUG schedules a meal for which it assumes the cost, meals taken elsewhere are not reimbursable. Meal expenses for family members and other guests will not be reimbursed, except when a group meal is hosted by HEUG. The highest-ranking Board member in attendance shall pay for the group meal. In the case where multiple Board officers are in attendance, either may pay the bill. The description of the group meal expense must include the names and affiliations of each person and the business reason for the group meal. An itemized receipt (not a credit card summary receipt) must also be included, or reimbursement may be delayed or denied. A Group Meal is two or more people on the same receipt.

*Please refer to the per diems for breakfast, lunch and dinner as specified by the [US General Service Administration](#) (for New York) as the HEUG's acceptable charges applicable to both (i) travel days and (ii) for when no HEUG meal is arranged and persons then elect to have a meal on their own.

Miscellaneous

Miscellaneous and incidental expenses not listed in other sections should be itemized, and may include luggage handling, business telephone calls, and conference registration fees. Receipts must be attached for registration fees. Costs of travel insurance may be reimbursed if the member or volunteer can demonstrate that appropriate coverage is not provided by the member's institution. Charges for personal laundry and cleaning are not generally reimbursable. In the event that it is impractical to obtain a required receipt or if such receipt has been inadvertently destroyed, the traveler should furnish a written statement to that effect, as well as an explanation of the expenditure.

involved.

Other Business Expense

Anticipated “other business expenses” should be included in the annual HEUG budget proposal by each Officer with budget responsibilities. Each budget should attempt to predict the need for related business expenses outside of the normal operating costs associated with Board responsibilities. Some examples of other expenses might include, but are not necessarily limited to, the following:

- Guest participation in Board meetings and other events - Normal and reasonable travel costs in accordance with this policy for Board members; participation in group meals; a “thank you” gift of *de minimus* value (i.e., up to \$100, in accordance with Internal Revenue Service regulations); inclusion in an event with the Board group (event tickets, etc.).
- Remembrances (flowers, books, contributions recommended by the family, etc.) may be offered upon the death in the immediate family of a board or advisory group member, up to a maximum of \$100, as approved by a board officer.
- Tips and gratuities associated with services provided to the Board group, calculated as customary and reasonable percentages of value received.
- Shipping and handling charges or office services (photocopies, etc.) associated with Board meetings and events.
- Other small expenses (up to \$100) approved by a board officer.
- Other expenses approved by the Executive Committee of the Board.

Payment Request Processing and Disbursement

Requests for travel reimbursements must be submitted using the designated business process within 30 days of the time the event occurred. Reimbursements will be issued as expense reports are approved by the appropriate officer(s). Additional details concerning the business process will be issued by the Vice President for Finance and Treasurer, as warranted.

Section 4 - Audit Committee

Role and Responsibilities

This Audit Committee is appointed by the HEUG Board of Directors to assist the Board in fulfilling its oversight responsibilities. Duties of the committee include:

- Overseeing the integrity of the Corporation's financial accounting process and systems of internal controls regarding finance, accounting and use of assets.
- Overseeing the independence and performance of the independent auditors and staff with finance responsibilities.
- Overseeing the operation of the policies on conflicts of interest and the Corporation's board- staff communications.
- Providing an avenue of communication among the Corporation's independent auditors, management, staff, and the Board of Directors.

The Audit Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities, and it has direct access to the independent auditors as well as

to anyone in the organization. The Audit Committee has the authority to retain, at the Corporation's expense, special legal, accounting, or other consultants or experts it deems necessary in the performance of its duties.

The Audit Committee members shall be appointed for three (3) year terms, up to a limit of two (2) terms (no more than six (6) years of service) and are approved by the Board of Directors. The term of the appointment begins at the Alliance Conference. The Committee shall be comprised of between three (3) and four (4)) members selected from the association members or other qualified individuals. In addition, at least one representative from the Board of Directors shall be appointed annually by the President. Any vacancy or vacancies occurring within the Committee shall be filled at the next annual business meeting and the appointment shall be a new appointment, subject to the term limits. In the case that a vacancy causes Committee membership to fall below the minimum number, the President shall appoint an additional Board representative to serve until the next annual business meeting. All members of the Audit Committee shall be independent, free from any relationship that would interfere with the exercise of his or her independent judgment. The Vice President for Finance and Treasurer and the Assistant Treasurer(s) shall serve as ex-officio members of the Committee.

Duties

Review with Outside Auditors

- The annual financial statements and related footnotes and financial information to be included in the annual report to members.
- The scope and general extent of the outside auditor's annual audit. The committee's review should include an explanation from the outside auditors of the factors considered by the accountants in determining the audit scope, including major risk factors.
- The outside auditors should confirm to the committee that no limitations have been placed on the scope or nature of their audit procedures.
- Results of the audit of the financial statements and the related report therein and, if applicable, a report on changes during the year in accounting principles and their application.
- Significant changes to the audit plan, if any, and any serious disputes or difficulties with management encountered during the audit. Inquire about the cooperation received by the outside auditors during their audit, including access to all requested records, data, and information.
- Ask the outside auditors if there have been any disagreements with staff that, if left unresolved, would have caused them to issue a nonstandard report on the organization's financial statements.
- Receive written communication from the outside auditors concerning their judgment about the quality of the staff's accounting principles and confirm that they concur with management's representation concerning audit adjustments.
- Obtain annually from the outside auditors a letter regarding the adequacy of internal controls. Meet with the executive board and the outside auditors to discuss any "material" or "serious" recommendations. The committee should review staff's responses to the letter of comments and recommendations from the independent accountants and receive follow-up reports on action taken to

resolve recommendations.

- Inquire as to the independence of the outside auditors and obtain from the outside auditors (at least annually) a formal written statement delineating all relationships between the outside auditors and the organization.
- Review significant accounting and reporting principles, practices, and procedures used by the organization in preparing its financial statements.
- Discuss with the outside auditors their judgments about the quality--not just the acceptability--of the organization's accounting principles.

Audit Committee Actions

- Recommend to the Board the selection, retention, or termination of the organizations outside auditors.
- Reassess the adequacy of the committee charter and recommend any proposed changes to the Board for approval.
- Discuss with the outside auditors the quality of the organization's financial and accounting personnel. Also, ask the executive board about the responsiveness of the independent accountants to the organization's needs.
- Subject to the prior approval of the Board, arrange for and monitor special investigations, as needed.
- Develop a policy and process for grievances associated with organizational financial practices.

Whistleblower Policy

The HEUG's Code of Ethics and Conduct ("Code") requires directors, officers, and contracted partners to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the Organization, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

It is the responsibility of all directors, officers, and employees to comply with the Code and to report violations or suspected violations in accordance with the Whistleblower Policy.

No director, officer, member, or employee who in good faith reports a violation of the Code shall suffer harassment, retaliation, or adverse consequence. A director, officer or employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of appointment. This Whistleblower Policy is intended to encourage and enable employees, members, and others to raise serious concerns within the HEUG prior to seeking resolution outside the organization.

The HEUG's whistleblower mechanism for reporting violations can be found on the HEUG website under the "About the HEUG" section of the website (<https://www.heug.org/about/whistleblower-information>).

Cash Reserve Policy

As a complex international volunteer organization, HEUG should maintain a reasonable cash reserve (reserve) to provide a cushion for when unexpected circumstances arise that could have a significant impact on the viability of the organization.

- The reserve policy should be based on 60% of the most recent year's Board's operating cost, and the average of the last four (4) years conference liability schedules rounded to the nearest \$100K.

- The reserve should be identified on the balance sheet.
- Formal review and adjustment of reserves should occur annually as part of the year-end close.
- The policy should be routinely reviewed, at least every two years, and revised as risks change.

Section 5 - Code of Conduct for Board Members

The purposed of the HEUG Code of Conduct policy is to promote a respectful workplace that is free from all forms of discriminatory harassment, including, without limitation, sexual harassment. This policy against harassment covers all HEUG volunteers and third parties with whom we work, including board members, institutional, system, allied and subscriber members, sponsors, and outsourced administrative and event support staff. Collectively referenced as “HEUG Representatives” throughout, a living document that can be found here: <https://www.heug.org/footer/code-of-conduct>.

Each director and officer shall annually sign a statement which affirms that such person:

- Has received a copy of the code of conduct policy,
- Has read and understands the policy,
- Has agreed to comply with the policy.

Section 6 - Document Destruction

The Sarbanes-Oxley Act addresses the destruction of business records and documents and turns intentional document destruction into a process that must be carefully monitored. Nonprofit organizations should have a written, mandatory document retention and periodic destruction policy. Policies such as this will eliminate accidental or innocent destruction. In addition, it is important for administrative personnel to know the length of time records should be retained to be in compliance.

The following table provides the minimum requirements.

<i>Types of Documents</i>	Minimum Requirement
Accounts payable ledgers and schedules	7 years
Audit reports	Permanently
Bank Reconciliations	2 years
Bank statements	3 years
Checks (for important payments and purchases)	Permanently
Contracts, mortgages, notes and leases (expired)	7 years
Contracts (still in effect)	Permanently
Correspondence (general)	2 years
Correspondence (legal and important matters)	Permanently
Correspondence (with customers and vendors)	2 years
Deeds, mortgages, and bills of sale	Permanently
Depreciation Schedules	Permanently
Duplicate deposit slips	2 years
Employment applications	3 years
Expense Analyses/expense distribution schedules	7 years
Year End Financial Statements	Permanently
Insurance Policies (expired)	3 years

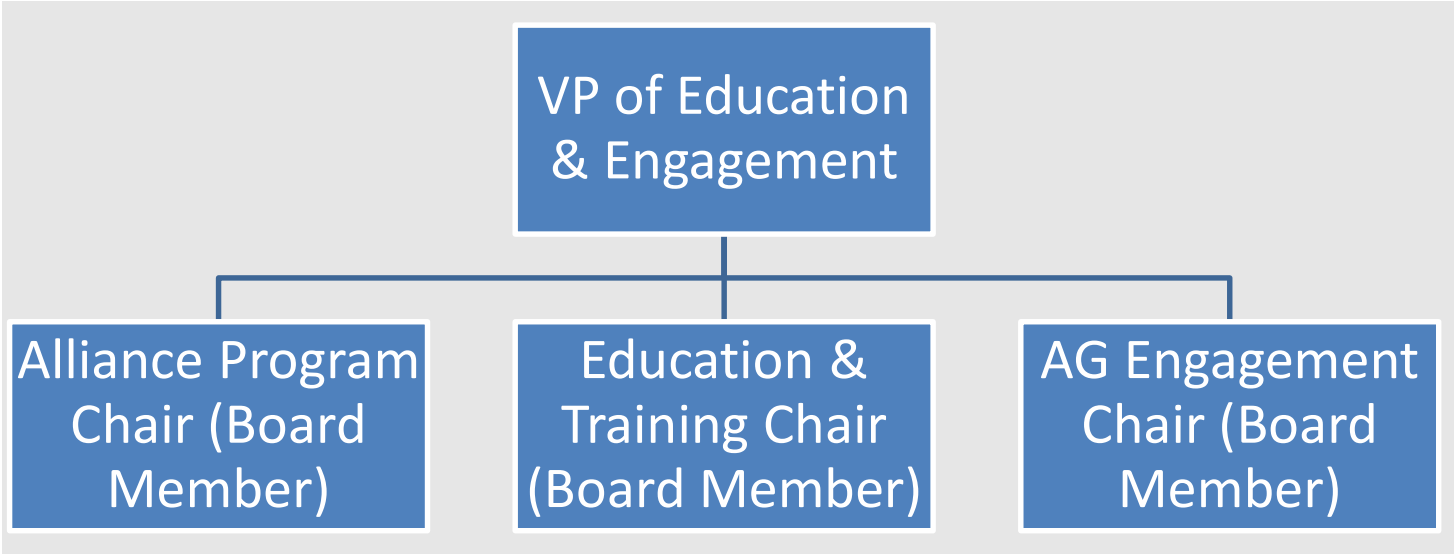
Internal audit reports	3 years
Inventories of products, materials, and supplies	7 years
Invoices (to customers, from vendors)	7 years
Minute books, bylaws and charter	Permanently
Patents and related Papers	Permanently
Payroll records and summaries	7 years
Personnel files (terminated employees)	7 years
Retirement and pension records	Permanently
Tax returns and worksheets	Permanently
Trademark registrations and copyrights	Permanently
Withholding tax statements	7 years
Insurance records, current accident reports, claims, policies, etc.	Permanently

Section 7 - Alliance Program Committee

This defines the responsibilities of the Alliance Program Committee and establishes written guidelines to ensure understanding of the relationship between the Committee and the HEUG Board. The Alliance Conference is the primary source of revenue for the HEUG, it is critical for this committee to operate under guidelines established by the HEUG board to ensure continued revenue generation for years to come.

Reporting Relationship

The Alliance Program Committee shall be a standing committee of the HEUG Board. The Alliance Program Chair should be a member of the Board (appointed) and will report to the Vice President of Education & Engagement. All committee appointments must be approved by the HEUG Board of Directors. The conference event is a core activity of the HEUG, and the Alliance Program Committee tasked with the event should be integrated in Board operations and should be accountable to the Board and its members as all other offices. It is recommended that the Alliance Program Chair should not serve concurrently in other board offices. As necessary, it is also permissible that the committee be supported by other qualified member representatives (Board members, advisory group members, and other regular members).



Alliance Program Committee Structure and Succession

The succession model for oversight of the annual Alliance Conference is to ensure continuity of experienced HEUG leadership for the annual member event. The plan allows for a standard term of four (4) years in program committee appointments, with new member(s) joining the team based on need. In the event a team member departs prior to rotating through the succession, past, experienced team members (Program Committee “Emeritus”) may be appointed for a limited, interim assignment, providing they still meet qualifications as employees of HEUG member organizations.

Applications for the Program Committee shall be accepted in response to a call for nominations from employees of Paid (Institutional and System) Member Institutions. The Nominations & Elections Committee shall conduct an initial eligibility screening, review applications and shortlist candidates.

A Program committee appointing panel will be comprised of no more than 8 persons and membership being outlined as follows:

- Alliance Program Chair (Panel Chair)
- Sr. Program Assistant
- Jr. Program Assistant
- HEUG Vice President of Education & Engagement
- HEUG Executive Director
- HEUG Director of Meetings & Events
- HEUG Program & Education Manager

The Program Team Appointing Panel will then conduct interviews via telephone/video-calls with candidates and progress to a smaller number of recommend candidates for face-to-face interviews to be held during the Alliance Conference. In the event that face-to-face interviews can't be conducted during Alliance, all final interviews will be conducted via telephone/video-calls.

The recommendation of the panel will be determined through review of the nominees' applications and performance in interview, with all panel members expressing their preference (through vote if required). In the event of a tie, the Alliance Program Chair will act as the tie breaker with the 'final say'. The Alliance Program Chair will communicate the results of the appointment process to the Chair of the N&E so that they can be presented to the Board of Directors for confirmation at the April or May Board meeting. Once confirmed, the Alliance Program Chair (Chair of the appointment panel) will communicate the results to the successful and unsuccessful candidates

General Alliance Program Team Responsibilities

While significant work goes into each of these areas, the primary responsibilities of the Alliance Program Committee include:

- Set program strategy and goals
- Strategic thought and planning
- Gap analysis and session recruitment
- Liaison with all HEUG Community conference committees
- Strategic Thought & Planning - It will be important for the Program Committee and the Director of Meetings & Events to stay abreast of trends in the area of an enticing program annually. Being able to implement new strategies in the areas of technology, program development, and the environmental impact of conferences will allow the Committee to enhance the experience of the attendee as well as the potential revenue generated for the HEUG.

Conference Planning

Led by the Director of Meetings & Events, with support from the Vice President of Education & Engagement, Vice President of Finance, President, Executive Director, and HEUG Team will organize and develop the annual conference each year. Working with Alliance program committee, current venue, vendor partners, exhibitors, sponsors, primary system partners, hotel staff, etc., this team will create the event each year.

Conference Contracts

The conference is supported by strong vendor partners that should be relied upon to carry out the

various business services for which they are obligated. The Board is encouraged to review conference contractual obligations to ensure the organization and its partners adhere to generally accepted business practices. The Board should direct the meeting planning partner to regularly review and re-compete contract services. The organization should not contract with employees of HEUG member institutions for conference services; furthermore, there should be a period of at least one year between employment with a HEUG member and vendor status contracting with the HEUG. The HEUG Treasurer will review and approve all conference contracts and assist the Director of Meetings & Events with budget planning and financial reporting for the conference.

This model is suggested for the Alliance conference but may be appropriate for other HEUG sponsored conferences and educational events.

Future Site Selection

The future site selection committee will be made up of the following:

Role	Attend Site Visit	Ex-Officio
Alliance Program Chair	X	
Vice President of Education and Engagement		X
HEUG President		X
Vice President of Finance & Treasurer		X
Executive Director	X	
Director of Meetings & Events (Meeting Planner Partner) *	X	

* *If unable to attend, that member will delegate a designee with board approval

[Once the Site Selection team has decided on the preferred site, should the Standing Orders clarify how many subsequent trips to the site can be made / and by whom? Always the full Site Selection team or fewer persons?]

This Future Site Selection Team works with service providers and will attempt to ensure that venues are contracted at least 4 years in the future. They should assess if it is advantageous to the HEUG to enter into multi-year contracts as well as the potential for gaining contract advantage by considering established, 'rotating' venues. The team will perform onsite visits to future venues as needed. The future site selection team will compile information and recommendations for board approval.

Vendor and Contract Review

Comprised up of the VP of Finance & Treasurer, Vice President of Education and Engagement, Alliance Program Chair, Executive Director, and the Director of Meetings & Events, this committee will review current Alliance contracts from service vendors and other vendors to identify and minimize any duplication of services. Periodic Request for Proposals (RFPs) may be developed from this group. Evaluation and selection based on RFP process and other processes should consider fiscal responsibility, the need for continuity, and the value of a strong partnership relationship.

Conference Budget Development

The Vice President of Finance & Treasurer will work with the Vice President of Education & Engagement, Executive Director and the Director of Meetings & Events to develop an annual conference budget. In developing the budget, the focus will be on:

- Revenue return to HEUG,
- Long term financial viability of the annual conference,
- Quality of program development,

Section 8 – The HEUG Global Council & Non-United States Representation

The HEUG Global Council offers a focused community for members who reside outside of the United States (U.S.). The group will be committed to providing non-U.S. members a venue to share their perspective, ideas, regional opportunities and concerns regarding their primary information system partners with the global HEUG Board as well as the larger HEUG community.

The purpose of the group is to acknowledge the global nature of higher education and ensure that the HEUG understands, clearly represents, and advocates on behalf of the entirety of its membership.

HEUG Non-United States Representation

The Global Council strives to:

- Allow for a stronger unified voice for members outside the U.S.
- Provide a broad and diverse perspective to the global HEUG Board
- Share ideas for advocacy on continuous improvement and future direction of the applications from our primary information system partners
- Maintaining a robust and effective communication channel with our primary information system partners and HEUG members regarding users' collective priorities for the applications, upgrades and support
- Ensuring proper global representation on all HEUG programs as appropriate
- Establish a protocol for reviewing non-U.S. conference session submissions for follow up and updates as needed to ensure broad representation at the Annual Alliance Conference
- Annually review regional conference calendar, presentations and structure to identify opportunities for sharing as well as other synergies between the regions
- Promoting relationships between members and key agencies of the government responsible for legislative and regulatory control of the higher and vocational education as well as public sectors.

Global Council Membership

The council will be made up of at least one representative from each of the following regions, membership can be broadened per country to accommodate unique country drivers or requirements:

- ANZ (Australia/New Zealand)
- EMEA (Europe, Middle East, Africa)
- Latin America
- APAC (Asia Pacific)
- Canada

The representative term of appointment will be dictated by the individual region's HEUG Charter. Additional membership to accommodate regional needs will also be added via approval of the HEUG

Past President. The Past President will be an ex-officio member of the Global Council. All additional VP appointments will be a one-year term with the option to reappoint for no more than three (3) total terms.

The representatives from this group will be responsible for choosing a chair to serve on the global HEUG board and act as the official liaison between the council and the HEUG Board of Directors. Office bearers on the Global Council, including the Chair, may only serve for one term per position in order to ensure that all regions are able to serve in these capacities. Members may serve different offices consecutively.

The Global Council Chair's position on the Board does not prevent other Council members, or any other eligible HEUG member from outside of the United States, from being elected or appointed to any HEUG role or body, including the Board. The Council's remit is to encourage and monitor international representation at all levels of the organization.

The Council will meet a minimum of four (4) times (quarterly) per year via conference call and face to face as needed, with one meeting aligned with the Annual Alliance conference. The Chair may call additional meetings as needed. Vendor Partner representatives may be invited to Global Council meetings as needed.

HEUG Community Readiness

There is no objective collection of hard and fast rules for determining when a geographically based Community may be formally established, as there will be a degree of subjectivity brought into any discussion about a specific region being considered. However, the following factors will be considered:

- *The proposed Community should reflect a true geographic region, not a single country.*
It is important not to encourage a proliferation of Communities leading to an expectation that all groups are entitled to a seat on the Board. Groups organized at a 'Regional' level will be considered for Board representation subject to satisfying the other criteria described here.
- *The membership within a proposed region must have reached 'critical mass'.*
The total number of HEUG Paid Institutional Members in a region must achieve a certain level to ensure the formation of a viable and sustainable community. It is not possible to state this figure specifically and may vary between regions due to local factors. This judgment will be made by the Board.
- *Institutions should have formed themselves into an active, structured group and have demonstrated a willingness to work collaboratively among themselves.*
The institutions should have formed on their own initiative into a group with some formal structure including an identifiable leadership that is either elected or appointed. The group should have adopted or be in the process of adopting its own Charter, preferably using the HEUG charter template as a model.
- *Collaboration and cooperation among community members and acknowledgement of being part of a broader community.*
The institutions should already be conducting some types of events and/or routine communications among its members of a recurring basis.

- *Group leadership.*

It is important that those who are considered leaders of the group have a thorough understanding of the aims and ideals of the HEUG and can be seen as evangelists for the HEUG and the benefits of membership.

HEUG Community Charters

Each Community formally recognized by the HEUG Board as an independent group within the HEUG structure, will reflect a community with local interests and issues. As a component part of the HEUG organization, such a community will be expected to conform to the overriding structure and principles of the HEUG. To ensure coherence between groups, a suitable template for a local 'Charter' will be the basis for defining a group. The HEUG Board of Directors will have final vote in authorization of the wording of any charter.

Standing Orders for Non-United States Representation

A formally chartered Community may adopt Standing Orders or similar policy documents in addition to its Charter. In the event of a conflict between the HEUG Bylaws and Standing Orders and those of the community, the Bylaws and Standing Orders of the HEUG parent organization shall prevail.

HEUG Non-United States Conference Board Representatives

To maintain relationships with HEUG members across the globe, any member holding one of the 8 elected Board of Directors seats, Past President, and Representatives of the Global Council, who are willing and able to travel will be assigned to be a Board Representative to each of the various conferences outside the US.

1. There may be up to two Board Representatives for each non-U.S. regional conference, one board member and the local international elected representative
Responsibilities include:
 - a. Working with the respective representative(s), understand the needs of the region.
 - b. Help put people together from around the globe to meet the needs of the region.
 - c. Serve as a resource for members of the region on HEUG policies and standing orders.
 - d. Be willing and able to travel to the region to attend that region's conference.
 - e. Present session about the HEUG mission, vision and goals if requested by the regional representative.
2. To promote these relationships, every attempt will be made to have continuity in the assignments.
3. Process: Each February, the Chair of the Global Council will:
 - a. Identify openings.
 - b. Ask eligible board members to indicate interest.
 - c. Discuss the results of that survey with the global council for their input.
 - d. Notify affected Board members of results and process for travel arrangement and reimbursement.

HEUG Community Advisory Group Structures

Specific local Advisory Group structures may be put in place to reflect local areas on interest and issues. These Advisory Groups should be seen as subordinate to the main Advisory Group structures and will feed suggestions, issues and requirements up to the corresponding Advisory Group(s) within the HEUG. Recommendations for the adoption of local Advisory Groups will be put forward by the VP for Education & Engagement.

Section 9 – Regional Conferences

Regional communities including those within the United States may propose the creation of one or more conferences within their region to support the HEUG’s mission of education and advocacy. These events will typically be held on an annual basis but may occur on other schedules as circumstances warrant.

As with online communities, there is no objective collection of hard and fast rules for determining when a geographically based regional group is ready to host a conference, as there will be a degree of subjectivity brought into any discussion about specific region. However, the following factors should be considered:

- Regional Characteristics.
 - Number, size and type of institutions in the region.
 - Geographical Region Size.
 - Availability, cost and safety of transportation.
- Level of planning committee organization, energy and commitment.
 - A regional conference program committee should be formed with at least 5 members, with representation from multiple institutions.
- Level of member interest in attendance and in contributing content.
 - Program committees can work with the HEUG board to conduct a member interest survey.
- Level of interest among vendors and potential sponsors.
 - Program committees can work with the HEUG board to survey vendor interest. While vendor sponsorship isn’t a requirement; in practice it significantly reduces conference registration costs for attendees.
- Availability and cost of support resources, especially conference support staff.

The HEUG board will review and approve regional program committee requests to create or reactivate a regional conference and will consider the factors above when making the decision.

If a conference is approved, each year thereafter, the committee will be asked to review and sign a memorandum of understanding (MOU) with the HEUG that clearly defines the responsibilities of the committee and of the HEUG organization with the goal of ensuring the success of the conference.

CERTIFICATION

I, Michael Russell, President of the Higher Education User Group, Inc. (the "Corporation"), a District of Columbia nonprofit corporation, DO HEREBY CERTIFY that the foregoing is a true and correct copy of the Corporation's bylaws current through the date hereof.

IN WITNESS WHEREOF, I have hereunto affixed my signature this 27 day of July 2022.

Michael L. Russell

Michael Russell, HEUG President