

## Membership Committee Guidelines

The mission of the Membership Committee (MC) is to strategically shape UNICON membership in accordance with the will of the Board. Duties include:

1. Maintain the Membership Committee policies and procedures to include the Antitrust/Compensation policy – Appendix A.
2. Monitor current membership mix to determine the alignment with the Board’s objectives and make recommendations.
3. Strategically identify and recruit new members as appropriate
4. Monitor and manage member participation and make recommendations for board action
5. Manage membership applications in accordance with policy in a timely manner
6. Manage the “Associate-to-Full” procedure in a timely manner
7. Working with the Executive Director, provide the UNICON board with a Committee report at each Board meeting
8. Co-chair(s) to work effectively with other Membership Committee members to ensure they are actively involved and participative
9. Co-chairs to maintain appropriate membership staffing for their respective Committee

### Committee Membership

1. The Membership Committee will be headed by Board Members as Chair and Co-Chair selected by the Chairman of the UNICON Board.
2. Membership Committee members will represent a cross-section of UNICON member institutions.

### Membership and Requirements

There is no term limit for serving on the Membership Committee. MC members can recommend to the Membership Chair or Co-Chair, as can other Board members, additional names for committee membership or UNICON members can self-nominate themselves to serve on the Committee. When an opening is available, the Chair or Co-Chair will recruit candidates. In the process, these names may be discussed with the UNICON Chairman, Executive Director, and/or other Board members for their inputs before an invitation is sent to the nominee to join the MC.

### Goals & Objectives

1. The Committee makes policy recommendations concerning school membership criteria to the Board.
2. The Committee processes completed applications for membership against an established set of membership criteria in a timely manner (not to exceed three months from date of application). The Committee makes final recommendations to the Board for membership acceptance or denial.
3. The Committee is charged with maintaining an active association membership and a pipeline of schools that can be considered for future membership that bring diversity and balance to the organization regarding global presence.
4. The Committee, after a school has been an associate member for two years, reviews their status and makes recommendations to the Board for full membership status.

### **Membership & Requirements**

1. Two values drive UNICON membership policy. The first is that the consortium should be composed of those business schools (generally universities) that have a serious commitment to quality executive education and development. The second is that successful applicant institutions should be those that demonstrate a commitment to UNICON goals and activities. To this end, interested institutions are required to send a representative to one UNICON Staff Development or Director's conference prior to filing an application for membership to gain greater insight into what the consortium is about.
2. The application process for UNICON membership serves both the consortium and the applying institution. For UNICON, the documentation provides important information that can serve as the basis for dialogue between UNICON's Membership Committee and the applicant. For the applying school, the application process raises issues of self-examination that the consortium believes are valuable for any school engaged in the field executive education and management development.
3. The information that is submitted as part of the application process is treated confidentially. It is used only by the Membership Committee and the Board and is not released to the general membership.

### **Application Process**

1. The purpose of the application process is to gain a differentiated and multi-faceted picture of the applying school. In this process, both parties, UNICON and the applying school, start working together to deepen mutual understanding and appreciation for a long-term and trusted relationship.
2. Interested schools address inquiries to the UNICON Executive Director, who provides a package of information and an application form.
3. The Executive Director refers all completed applications to the Membership Chair and Co-Chair. The Chair or Co-Chair, working with the Executive Director, may designate a Membership Committee member as a primary contact for the applicant school to answer any questions that might arise after review of the material furnished; however, this is not a requirement.

4. The applicant school reviews its program to judge whether its approach to executive education and the scope of its operation appear to meet UNICON membership criteria. The school must also determine whether it is willing to make the commitment that UNICON asks of its members.
5. The completed application is submitted with a cover letter from the school's Dean or Principal indicating institutional support of active UNICON membership. The application for membership must complete or comment on all required criteria and not exceed 20 pages in length.
6. As a means to familiarize the applying school with the fundamental nature of the consortium, and for UNICON to get to know the school better, attending one UNICON conference is a required step in the application process. Applying institutions are required to send one (and only one-PA will track) representative to either the UNICON Team Development or the UNICON Director's conference.
7. The Membership Committee reviews the application, engages in a further discussion with the school if needed, and prepares a recommendation for Board consideration. Within a period of three months, the Membership Committee completes the following process:
  1. All committee members send in their analysis/recommendation regarding the applicant to the Co-chair, using the membership criteria as documented
  2. The Chair of the committee facilitates a discussion among the committee members and escalates to the Board if necessary.
  3. After discussion, a consensus decision regarding the applicant school is attained. Simple majority is sufficient.
  4. The Membership Committee's recommendation is prepared and presented to the Board.
8. The decision of the Board is final with respect to admission. All Board decisions on membership applications will be communicated to the applying school by the Executive Director in writing.
9. In summary, UNICON is an organization that is open to all quality academically-based providers of executive education. Thus, the review of the Membership Committee and the Board is based on two primary considerations:
  1. A conviction that an institution is seriously committed to quality executive education.
  2. A belief that the institution will be a fully participating member of the consortium.
10. The multi-faceted picture of the institution that emerges from the application process will be the basis for UNICON admission. Admission or rejection is based on established membership criteria. Rejections can be reviewed after a period of 2 years. Application review is a process of judgment and not the precise measurement of what a school offers against a defined set of metrics. A school whose application has been refused by the Board can submit a new application proving that established membership criteria has been met. UNICON can offer assistance/coaching to reach this goal.

11. Schools approved for membership are admitted as Associate Members of UNICON. They then enter into a two-year period during which the school assures that membership criteria continue to be met or surpassed (a school's program may, for example, be in a developmental stage). Also, this period allows the consortium to assess a school's participation in UNICON activities. Associate members are asked to submit a supplemental application by the Executive Director after two years so that they can be reviewed for full membership.

## **Membership**

1. Active Voting Members – “Full” members of the corporation with rights to vote. These are Regular Members.
2. Affiliate Members – “Associate” Members enjoy all the benefits of UNICON, do not vote on any motions.
3. Membership Criteria, Assessment form and Application Letter are posted in Appendix B.

## **Membership Dues**

1. Members are required to pay an annual Membership Due. The amount of this due is set by the Board of Directors.
2. First year dues, if admitted at the annual meeting, will be in full; if admitted at the Team Development Conference meeting the dues will be half; and if admitted at the Directors' Conference meeting, no payment for the current year.

## **“Associate Members”**

1. Payment of annual dues when due
2. Representation at one of two conferences per year

All Associate Member schools will receive a letter at the end of their first year from the PA on behalf of the Membership Committee co-chairs, reviewing the status of participation. For applicants that are meeting the associate membership requirements, they will be positively acknowledged. For those not meeting the requirements, they will be reminded of the requirement to engage in the membership and to comply with the requirements. At the end of the second year, if the school has met the Associate Membership requirements, they will be sent a letter by the Executive Director on behalf of the board requesting additional information. Should a school not meet the membership criteria established, the Membership Committee can take the following actions:

1. Recommend to maintain Associate Membership for one additional year, with the expectation that membership criteria can and will be met by the school.
2. Recommend to cancel the Associate Member from membership in UNICON. Should this occur, they will not be able to reapply for membership for two years from the date of Board cancellation.

## **Reinstatement of Membership**

Reinstatement to membership is based on resubmission of an application from a former member that had once been active. If reinstatement is approved, payment of a reinstatement fee of \$500 is required in addition to the dues for the year.

### **“Full Members”**

1. To maintain good standing as a UNICON member, schools are required to participate in UNICON activities and contribute to the collective development of the industry and UNICON. This includes:
  1. Volunteering for UNICON committee membership and related activities
  2. Participation in the annual UNICON board member nomination and vote
  3. Regular participation in UNICON surveys and questionnaires
  4. Regular participation in UNICON conferences
  5. Adhere to required and restricted action (antitrust)
  6. Prompt payment of annual dues
2. Failure to maintain an active UNICON role will result in a membership review process (noted below). The UNICON board, upon recommendation from the Membership Committee, will institute a review process. The school will be informed of this action, the reasons for the action, conditions for their return to “good-standing” and they’ll be placed on probation. In order to be returned to “member in good-standing” the Membership Committee and board must be satisfied that the school has convincingly corrected the situation. At the conclusion of the probation period, the Committee will make a recommendation to the board to restore the school to membership in good standing, to be dropped from UNICON membership, or to continue probation. Conduct that could result in probation might include:
  1. Non-payment of membership dues following a 3rd and final notice
  2. Not attending a UNICON conference or workshop in over 2 years
  3. Actions considered serious departures from expectations of a UNICON member, as determined by the UNICON board

### **Required Conduct by Members - based on UNICON Antitrust/Competition Policy – see Appendix A**

UNICON does not tolerate agreements among Members to restrict competition. To avoid the risk that conduct by Members may give rise to an actual or perceived antitrust violation, Members shall engage in the following conduct:

1. Members shall exercise independent judgment with respect to their business decisions regarding pricing, costs, target customers, target geographic markets, and similar matters.
2. Members shall make pricing decisions independently of competitors, in light of costs, general market conditions, and competitive prices.
3. Members shall document the source of any sensitive information regarding or from a competitor to avoid any inference or allegation that such information was obtained improperly.

4. Members shall reject any offer, whether explicit or implied, from any competitor to enter into any agreement to restrict competition, as described in Part V.A above (see Appendix A).
5. If a Member reasonably believes that an agreement with a competitor may give rise to an actual or perceived antitrust violation, the Member shall consult with its own antitrust counsel as to the legality of such agreement.

#### **Restricted Conduct by Members - based on UNICON Antitrust/Competition policy – see Appendix A**

To avoid the risk that conduct by Members may give rise to an actual or perceived antitrust violation, Members shall not engage in any of the following:

1. Members shall not enter into, or offer to enter into, any agreement to restrict competition, as described in Part V.A above, with a competitor, whether or not such competitor is also a Member of UNICON.
2. Because sharing current and future price information with a competitor may imply or evidence an agreement to fix prices, even if no explicit agreement exists, Members shall not engage in any discussions with a competitor concerning current prices charged or expected future prices to be charged for goods or services, whether or not such competitor is also a Member of UNICON.
3. Because sharing cost and expense information, such as salaries paid or benefits offered, with a competitor may imply or evidence an agreement to fix prices, even if no explicit agreement exists, Members shall not engage in any discussions with a competitor concerning current or anticipated cost or expense information, whether or not such competitor is also a Member of UNICON.
4. Members shall not engage in any discussions with a competitor concerning any of the following: warranties, discounts, costs and margins, bids or intentions to bid, sales territories, customers, or any other matter which may give rise to the appearance of the existence of an agreement to restrict competition.

#### **Primary Representative**

The UNICON Primary Representative (PR), designated by the member school, serves as the main contact with UNICON and representative for the member university. This important liaison relationship strengthens the bond between the two organizations and elevates the value membership. In this role the PR assumes several key roles and responsibilities to include the following:

1. The PR is responsible for promoting engagement between their school's staff and UNICON; utilizing UNICON resources to support the professional development of their staff and support the success of their organization.
2. UNICON will send the PR a request for nominations for the board elections each year. The PR will respond with the names of any qualified candidate their organization would like on the ballot.

3. UNICON will send the PR a ballot asking for the member school's vote. The PR votes their school's choice for board membership.
4. UNICON will send the PR surveys managed by the Benchmarking Committee, to include the annual "State-of-the-Industry" survey. The PR is responsible for responding to these surveys in a timely manner.
5. UNICON's Research Committee occasionally requests that schools participate in research projects. The PR or his/her designee, will manage the school's contribution to these projects.
6. The PR will receive a membership dues invoice each year and will promptly process this payment.
7. Each year the PR will receive a request for contact information of staff members to be listed in the UNICON printed and on-line directory. The PR or his/her designee will provide this information annually and when key changes happen throughout the year; especially if the school's PR changes.
8. The PR or his/her designee will manage the school's registrations for UNICON conferences in accordance with the conference guidelines.
9. The PR will pass along all UNICON communications to stakeholders within their school.
10. The PR and/or his/her designee will provide UNICON with ongoing feedback and suggestions regarding UNICON products and services.

### **Membership Engagement**

1. The Membership Committee is responsible for monitoring existing member's participation against stated criteria. If a UNICON member school fails to meet the following standards for "good-standing" status, the Membership Committee will recommend them to the board for "review." The PA will track membership participation and report to the membership co-chairs the schools that are on this watch list.
  1. Have not paid membership dues following the "Third and Final Notice" payment deadline.
  2. Have not attended a UNICON conference or Annual Workshop (six events) in two years.
  3. Other violations as outlined by the board (e.g., antitrust/competition, etc.)
2. The Membership Committee will monitor member participation for delinquent members, manage the review process, and make recommendations to the board. The committee will launch a review process if a member school has: a) not paid their annual dues by April following a "Third and Final Notice," and/or b) have not attended a conference event in two years (6 events), or actions considered serious departures from expectations of a UNICON member. The review process includes a phone call from the Membership Committee co-chair with the school's Prime Representative about concerns and future intentions, a letter to the school's dean regarding the situation, and a mutually agreed upon plan forward. Additional monitoring

of the plan follows this. The committee will make a recommendation to the board about the status of the school, which could include no-action, a probationary period with defined corrective steps, or removal from membership

3. The review recommendation will be presented by the Committee to the board for consideration at the next board meeting. Each case will be reviewed based on data including, all participative activity (e.g., voting, survey participation, committee work, and other contributions) and externalities (e.g., crisis at the school). The board has the option to revoke membership, place the school on a probationary plan, or to take no action. If the board places the school on probation, specific terms of the probation will be defined by the board on a case-by-case basis. These decisions will be communicated to the school by the Executive Committee or the Executive Director and will be monitored by the Membership Committee.