

**INTERNATIONAL UNIVERSITY CONSORTIUM FOR
EXECUTIVE EDUCATION
(UNICON)
POLICIES AND PRACTICES GUIDELINES**



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UNICON

UNICON is a global consortium of business school-based executive education organizations. Its community of member organizations is engaged in accelerating the development of leaders and managers, thereby enhancing performance in public and private organizations globally, through executive development initiatives.

UNICON's primary activities include conferences, research, benchmarking, sharing of best practices, staff development, recruitment/job postings, information sharing, and extensive networking among members, all centered on the business and practice of executive education.

UNICON members are Universities and Business Schools that have a commitment to executive non-degree education. These members have an established client base that benefits from a portfolio of public and/or custom programs. Member universities are recognized for excellent products and services and for their passion for continual improvement.

Incorporation

A) Name

1. Official name of incorporation: International University Consortium for Executive Education, Incorporated.
2. Short name, UNICON, registered with the State of New Jersey at time of incorporation. UNICON is also incorporated in Minnesota.
3. "International" added to the name in 1985 as planning was undertaken for the first conference outside the United States, which was held at Ashridge in 1986, co-hosted by Ashridge and the University of Western Ontario.

B) Founding and Incorporation

1. Founded as the Consortium for University Executive Program Directors in 1982.
2. Incorporated in the State of New Jersey, October 24, 1994. Incorporated in the State of Minnesota, October, 2007.
3. Federal tax exempt status granted February 6, 1995, under section 501(a) of the Internal Revenue Code, as an organization described in section 501(c)(3).

C) Members

1. Degree-granting educational institutions, normally universities, with a major commitment to executive education.
2. Two classes of membership: Full Members and Associate Members.
3. See Section 6, Membership, below.

D) Mission Statement/Aspiration

UNICON exists to foster the continued development of university-based executive education by helping its members become more competitive and better serve their clients.

This is accomplished by:

1. Enhancing the professionalism and effectiveness of university-based executive education departments and their leadership through the creation of cooperative relationships among members.
2. Creating forums to promote interaction and understanding in the field of executive education between leadership in industry and academia.
3. Developing unique products and services that will enable providers to better identify and address their client's evolving needs.
4. Building alliances with other organizations similarly committed to the field.

E) Aspiration

The global reference for executive education

UNICON and its members comprise the global reference for executive education. Everyone with an interest in Executive Education/Executive Development looks to UNICON as their most vital resource.

UNICON's aspiration is that its members are the most relevant, most successful, and most sought-after learning partners for leaders and organizations who want to improve their performance. Through participation in UNICON, the leaders, managers, and team members of its member organizations gain new knowledge, inspiration, new perspectives, capabilities for enhancing the effectiveness of their operations, and a global network of colleagues. They stay at the forefront of the industry, and together help create the future of the Executive Education industry.

F) Core Values

UNICON as a collaborative organization

1. Is composed of schools that have a natural affinity based on their strong commitment to quality executive development
2. Builds respectful relationships and networks among its members
3. Is an open organization that is strengthened by the willingness of members to share information
4. Is a "community of practice" where members learn from each other
5. Encourages collaborative initiatives

UNICON as a knowledge-based organization

1. Draws on the expertise of its members, initiates and funds research, gathers and disseminates benchmarking data
2. Engages in dialogue with experts in the field of executive development
3. Explores the business context in which its members operate to gain perspective for enhancing executive education offerings
4. Is self-reflective, evaluating its accomplishments and striving for improvement

UNICON as a service organization

1. Designs practical services and products to serve members' strategic and operational needs
2. Operates in a fiscally responsible manner
3. Supports growth and quality of the university market

Board of Directors

The Board of Directors exists to lead and manage the affairs of the organization. The Board has two basic responsibilities: to ensure that the generation of resources exceeds the use of resources, and to ensure the generation of value for the membership. It is expected that the Board members will act as good stewards of the membership current and future interests, resources and brand. The Board considers proposals, makes decisions and oversees the application of UNICON policy, procedures and practices. The Board oversees the Executive Director. The Board also manages the organization's committee system.

UNICON Board members will strive to conduct the business of the board in a manner that is positive and productive. Members are encouraged to articulate their opinion in a straightforward manner that is respectful of others, truthful, fair and open. Members will actively listen to the views of others. Our collective goal is to successfully represent the interest and values of our member schools to advance the prosperities of university-based executive education through effective leadership.

Board members will faithfully meet these imperatives and support these principles to maintain their standing as UNICON board member.

Roles and Responsibilities of UNICON board members

The UNICON board was established in the By-Laws of The International University Consortium for Executive Education, filed in 1994. The UNICON Policies and Guidelines document outline the policies and criteria governing board membership and qualifications for board membership. Each new board member is advised of these policies, criteria and qualifications before accepting this honor.

Imperatives of board membership

Based on these policies, criteria and qualifications, every board member is expected to meet or exceed the following board imperatives:

- Actively represent the UNICON membership with a sophisticated knowledge of the industry and the values of the consortium.
- Actively participate in three UNICON board meetings each year, and be fully prepared for all committee discussions.
- Collaborate with other board members to achieve consortium goals and help meet membership expectations.
- Provide leadership for one or more committees.
 - Create goals, strategies, action steps and measures for the committee(s)
 - Build and maintain committee membership
 - Delegate tasks to committee members
 - Manage continuous communications with committee members (e.g., establish scheduled conference calls, etc.)
 - Represent committee at board meetings by negotiating committee goals, communicating committee views and activity, attaining approvals, acquiring resources, and reporting results
 - Work collaboratively with committee co-chairs and members
- When requested, provide guidance, support, and in some cases oversight for special interest groups that are not part of an established committee's work.
- Actively participate in all UNICON activities (e.g., surveys, research, benchmarking, learning community, board nominations, board elections, and conferences).

Activities

A) Meetings

1. Three face-to-face meetings per year, two associated with the Directors and Team Development Conferences, and one in June or July in conjunction with the Annual Workshop. Three virtual board meetings, usually 90 minutes to 2 hours, during the period between the face-to-face meetings.
2. End of fiscal year meeting constitutes the annual meeting of the corporation and the annual meeting of the Board, at which officers are elected (current practice to fulfill the requirements of the By-laws that there be an annual meeting of the corporation and an annual meeting of the Board).
3. Special meetings, including teleconference and on-line meetings, can be called by the Chair.
4. Board meetings are open to any school representative or delegate and Emeritus Board member by invitation only, and the invitation is issued by the Executive Director.
5. Proposals to the Board should be provided in brief written form in advance of Board meetings.
6. Executive Director works with the Chair to develop the agenda for each Board meeting.

7. Executive Director polls the Board for any items to be included in the agenda released two weeks prior to each Board meeting.

B) Decision Making

1. The UNICON Board makes decisions according to Robert's Rules of Order (motion, second, discussion, vote).
2. Board decisions may be made (motion, second, discussion, vote) between the face-to-face meeting, utilizing conference call, email, or similar technology. Those bringing the motion must present any explanatory or supportive materials in advance, allowing reasonable time for busy board members to familiarize themselves with the issue. The motion, second and discussion may take place in an email-chain, conference call or other technology, made available to all board members. Once the discussion has ended a vote may be taken. In order to pass the motion, a minimum of 10 of 12 positive votes must be attained.
3. Each committee has an opportunity to establish a committee budget to conduct business during the development of the annual budget. At that time, the committee can seek permission to make specific anticipated payments (e.g. research report, benchmarking survey, PR article) during the year. Once granted, the committee may proceed with payment without further board involvement. Otherwise, the proposed payment must come before the full board for approval.

C) Committees

1. Committees are created (or disbanded) by the Board of Directors based on the needs of the consortium. There are no limits to the number of committees that can be created by the Board. The Board should provide the committee with a clear purpose statement, objectives, and access to appropriate resources and support, and a sense for what outcomes are expected. On an annual basis, committees will propose to the board annual goals and objectives for the following year.
2. Each committee will be led by 2 co-chairs, who are a current member of the Board of Directors. The co-chairs may organize the committee in a way that facilitates the execution of their goals and objectives. The co-chairs will serve for a targeted period of service of 2 – 3 years. Off-board co-chairs may also be recruited by the committee co-chairs to provide additional support.
3. Prior to the annual Board meeting the Executive Director of UNICON, in discussion with the incoming Chair, may send an inquiry to all Board members requesting that they indicate their interest regarding committee co-chairs and member assignments. The Executive Committee will review the results and determine assignments prior to the annual meeting.
4. One of the key criteria for membership in UNICON is participation in the consortium's activities, be it conference attendance or committee work. It is expected that representatives will realize an obligation to contribute to the collective effort of the consortium through committee work.
5. At UNICON conferences, representatives will be offered an opportunity to apply for membership in one or more committees. Committee Chairs may use this opportunity to recruit members. Committee membership will be used as a way of developing people for future Board membership.
6. There is no term limit imposed on committee membership.

7. Each committee co-chair will produce an annual plan for Board review, at the Annual Board meeting. This will include a set of objectives for the year, strategy, budget requirements, staffing and resource requirements, a timeline that will be used in the course of the year to report progress, and measurable outcomes.

The co-chairs will also give an accounting at the Annual Meeting of the accomplishments of the committee measured against the objectives that were set for that year. These will be used by the Executive Director when preparing the UNICON annual report.

Committee Chairpersons and members will be recognized at Conferences for their accomplishments.

Special Interest Groups and Activities (SIGA)

1. Special interest groups arise from member suggestions, board initiatives, as well as organically from other sources.
2. Some special interest groups or activities fall directly into a committee's work, and the oversight will by default become part of the the committee co-chairs' responsibilities.
3. Some SIGAs are centered around a specific topic or theme that is not a clear part of any committee's responsibility. In this case, a board member and/or the Executive Director will be appointed to serve as a liaison between the group and the board. This liaison role at a minimum is meant to ensure effective communication between the board and the group and to ensure the group's activities are congruent with the UNICON strategic priorities and organization guidelines and by-laws.
4. The organization chart will reflect the assignments of SIGAs

Board Membership

A) Membership Criteria

1. Twelve members, each with a single six-year term.
2. Rotating Board with two members completing terms and replaced each year.
3. Board member should be a senior person in executive education at his/her institution.
4. Only one representative from a member institution can serve on the Board at one time.
5. Representatives from associate or affiliate member institutions are not eligible to serve on the Board. However, if a sitting Board member moves from a full member institution to an associate member institution, the board member may complete their current term. If, at the two-year mark, their institution has not been approved for full membership under the established guidelines, the board member must step down from the board.
6. Additional criteria provided on the nomination form are:
 - Experienced in the field of executive education
 - Active in UNICON and supportive of its goals
 - Willing to commit time to the work of the consortium
 - Prepared to represent the entire membership, not just their own institution
 - Supported by their institution which will bear costs associated with Board membership (e.g., travel expense).

7. Board may appoint affiliate Board members who may serve for a specified period and are named for a specific purpose (e.g., planning and running a UNICON conference).

B) Board Membership Nomination, Election, Appointment and Termination

1. One Board member elected each year by the members and one appointed by the Board.
2. Nominees for Board election are determined by the Nominating Committee (composed of the members of the Continuity Committee), based on a solicitation of nominations from the membership. Ballots distributed to all members (not to associate and affiliate members), and results determined at the annual meeting.
3. Ballots are accompanied by biographies of those nominated.
4. Election will be scheduled so as to allow newly elected members to attend the Annual meeting.
5. All vacancies resulting in unexpired terms (e.g., from resignation) are filled by Board appointment.
6. If an individual is appointed to an unexpired term of three years or less, he/she can be elected or appointed to a full six-year term upon completion of the unexpired term.
7. Chair confers with any member who misses two consecutive Board meetings or misses three of six board meetings in a one-year period to determine continuing membership on the Board. [Note: virtual attendance instead of in-person attendance when the board is meeting face-to-face is permitted on an occasional special-circumstance basis (i.e. illness, birth or death in the family, etc.) but is not acceptable as a regular practice. Virtual attendance is defined as attending 50% or more of the meeting.]
8. If a board member transfers their employment from one UNICON member university to another UNICON member university, the board member may request to remain on the UNICON board for the remainder of their term. If there is a current UNICON board member already at that new university, the board in consultation with the university will decide which individual will remain on the UNICON board. If the board member transfers to a non-UNICON school, they forfeit UNICON board membership.

C) Board Officers

Officers of the corporation: President, Vice President, Secretary, Treasurer. One person may fill roles of both Secretary and Treasurer.

1. The Secretary and Treasurer do not have to be members of the Board.
2. The President and the Vice President are the Chair and the Vice Chair, respectively, of the Board. The role of the Chair is to be first among equals and the forward direction of the organization should rest primarily with the Board and not focus on the role of the Chair.
3. Officers are elected by the Board at its annual meeting; terms are one-year long.

D) Executive Committee

1. Comprised of the Executive Director, Chair, Vice Chair, and former Chair (if still on the Board).
2. Takes action between Board meetings for confirmation at subsequent Board meeting.

E) Emeritus Board Members

1. Board members who have completed a full six-year term.
2. Board members who have completed less than a six-year term may be named emeritus members by Board resolution. Board members will be eligible to be elected to Emeritus status at the sole discretion of the board, provided they serve at least two complete years and make active contributions to the organization, including attending a minimum of 80% of board meetings. Emeritus status, once achieved, is maintained indefinitely, at the discretion of the Board, consistent with the best interest of UNICON.
3. Emeritus Board members may volunteer to provide services at the request of the Board of Directors.
4. Emeritus Board members are encouraged to fully participate and vote at their last (overlapping) Board meeting.

F) Off-Board Co-Chair

The primary purpose of the OBCC is to provide continuity for all committee activities. It will be the objective of the Research, Membership, Benchmarking, Conferences and Communications committees to have an Off-Board Co-Chair (OBCC). The OBCC will be recruited and managed by the committee co-chairs. The term is indefinite.

The OBCC will be responsible for monitoring the committee policies and practices and advising the Co-Chairs. The OBCC will also be the committee historian and help inform committee decisions. The OBCC also serves as liaison to the Communications Committee. The OBCC remains a member of the committee with normal membership responsibilities but they are **not** responsible for any of the Board Co-Chair roles or responsibilities.

The ideal candidate is someone with a history with the committee and who is likely to remain on the committee for some time.

Having someone in the role will help facilitate the board member committee assignment rotation process. Board members will more easily move to a committee that they are less familiar, to gain a broader understanding of the consortium, as they prepare for a leadership role.

Administration

Meeting expenses (e.g., room and equipment rental, food) are paid by UNICON.

Board member travel and living expenses are paid by the members' institutions.

Antitrust/Competition Policy

Antitrust/Competition law describes a variety of laws aimed at preserving fair, honest, and vigorous competition in the marketplace. It is based upon the theory that such competition ultimately leads to lower prices, increased supply, and continued improvements in goods and services, thereby ultimately benefiting the customer. Therefore, antitrust/competition laws,

for example, prohibit agreements between competitors to fix prices and also limit monopolies. UNICON believes that vigorous competition is essential for driving innovation, improvements, and efficiencies in all industries, including the executive education industry, and believes the services it provides to Members foster that competition. Because of this position, UNICON hereby adopts this Antitrust/Competition policy (see Appendix A).

UNICON Partnerships (framework)

UNICON will pursue partnership arrangements with organizations that can provide products, services and/or values (e.g. brand, exposure, etc.) that are beneficial to our membership and are beyond the current reach of our consortium. Partnerships will be with trusted organizations with a shared vision, a proven track record and will be customized to the needs of UNICON. Partnerships will be aligned with UNICON's mission, values and strategy.

Candidates for partnership arrangements will be vetted by the UNICON board through the committee proposing the partnership. The proposal will include a statement of need and how this arrangement fits UNICON's strategic needs, a comprehensive assessment of the candidate, and a business plan for how the partnership will be launched and operate. Performance measures and budget considerations will also be identified. An approved partnership will be accompanied by a written agreement signed by both parties.

UNICON Statement on Affinity Groups

As the trusted global consortium for university-based executive education, UNICON is committed to fostering innovation, collaboration, and shared learning across our diverse membership.

To support this mission, UNICON supports the formation of member-led Affinity Groups that bring together professionals with shared interests, strategic priorities, or regional perspectives. These groups provide focused forums for peer exchange, dialogue, and the advancement of best practices in executive education.

Groups may be organized around thematic areas (e.g., technology, program innovation) or geographic regions where members seek to address specific opportunities and challenges related to their affinity interest. While many groups will engage consortium-wide, others may tailor participation to those aligned with their specific focus or region. UNICON supports this structure as a way to balance global connectivity with local relevance.

Each group will be led by member volunteers and coordinated in partnership with UNICON leadership to ensure strategic alignment. Groups will be formally recognized as part of the UNICON consortium, provided they follow UNICON policies (e.g. anti-trust policy) and do not interfere with consortium operations.

UNICON may provide limited administrative and communications support to these groups at the discretion of the Board of Directors, when such support advances the mission of the consortium. The UNICON Board of Directors will determine whether an Affinity Group will be assigned a board liaison based on the potential material impact of the consortium.

Affinity Groups and Activities (not embedded in committee responsibilities)

As of the publication date of this guidelines document, the affinity groups and activities are:

1. **UNICON Leadership Academy**
2. **Coffee Break Groups**
3. **Technology Disruptors' Group (TDG)**
4. **European Group**
5. **CRM Group**

1. The Leadership Academy

The Leadership Academy is an eight-month development program (late October-June) designed specifically for university-based executive education professionals seeking to transition into leadership roles within member schools. The program includes teamwork, projects, webinars, mentoring, individual development planning, peer coaching, and participation in the annual team development conference in November/December. Interested members submit an application to include their current Resume / CV, a Letter of Recommendation, and an Essay. Applications are reviewed and acceptance letters are distributed in early fall, along with information on registering for the team development conference separately. At the completion of the program in June participants receive a graduation certificate from UNICON.

Two UNICON members with curriculum design experience co-lead the program, with oversight from the UNICON Executive Director. The UNICON Operations Director coordinates all logistics for the Academy.

2. UNICON Coffee Break Groups:

Goal, Definition and Features:

The UNICON Coffee Break Groups (CBG) are a networking and engagement opportunity for our membership. Groups of five to ten members who are current active members of UNICON and have similar job responsibilities share a one-hour virtual phone call to discuss challenges, insights, best practices and perspectives among peers. Importantly, these calls are self-managed, with some administrative support from UNICON.

Operations:

The UNICON Operations Director (OD) will keep a log of all CBG's and participants.

The OD will assign members to a peer group and schedule the first six Zoom meetings. There will be peer group categories: Director, Operations, Program Management, Technology, Associate/Assistant Director, Learning Design, Marketing, and Business Development. Members can only join one coffee break group.

Advertisement to join a coffee break group is on main page of the website, every so often mentioned in the newsletter, and announced at every conference with a follow-up email invitation. Interest forms are received by the OD. Those interested will be placed on a waitlist, until a group can be formed, or an opening presents itself.

Each CBG will have a facilitator who will be responsible for the following:

- Welcoming members to the meeting and starting the discussion
- Providing feedback to the OD about the CBG needs (replacing members, etc.), sharing ideas with UNICON and its membership (topics of concern/solutions to challenges, etc.), and any other assistance. The OD will periodically reach out for feedback, but the facilitator can provide feedback to the OD at any time.
- Schedule Zoom meeting following the first six calls

The OD will issue a quarterly evaluation/feedback email to the facilitators of each group. The email will ask about the quality of the calls, the participation levels, any group needs, and will include a list of topics discussed in similar groups. It will also ask if the CBG has feedback for UNICON (e.g. suggested topics for research or conferences, ideas to share with other members, etc.). The OD will also issue an evaluation every 6 months to all Coffee Break members to ask these same questions. The OD will pass this report to the Executive Director, the board Chair and Vice-Chair and relevant Committee Co-Chairs.

The list of participants, schedule of calls for all groups, evaluation summary, and list of topics will be stored in the UNICON Administration folder on GoogleDrive.

The Executive Director will monitor to CBG program to ensure that it is functioning in accordance with the goals and definition of the program. The Membership Committee oversees the CBG program.

3. Technology Disruptors Working Group (TDG)

Formed in October of 2021 through an initiative by Markus Frank, the Tech Disruptor Working Group (TDG) brings together UNICON members who are interested in supporting the larger membership with information and tools to more effectively comprehend the dynamic landscape of education technology, and utilize that technology to enhance the value we create as university-based executive education providers. To accomplish this goal, the TDG, reporting to the Benchmarking committee, meets regularly to explore two key areas. The first is sensing the leading edges of the landscape of new technologies to identify trends early that might impact our industry. The second is going deeper into how UNICON members can apply key technologies by sharing use cases in various forums. The group meets monthly, and shares information with the membership at least three times per year aligned with the timing of the three major UNICON conferences. These updates include write-ups in the UNICON newsletter and interactive sessions at the conferences themselves. In the future the group would like to create a dashboard available for UNICON members to access a continuously updated view of the changing landscape of education technology and explore use cases for key technologies. Importantly, the TDG works hand in hand with the Benchmarking committee with regards to

data gathering, recently providing input on new questions around technology that were included in the most recent survey. The TDG also meets quarterly with the Research committee to identify and implement ways for the two groups to mutually support their respective missions.

4. European Group

The UNICON European Meet-Up was formed in 2021 by a few European member schools who recognized the importance of meeting in a regional context, following the pandemic. The meet-up has since evolved into a limited gathering, focusing on topics and issues unique to the European context. Today, the meet-up is organized once per year and is designed specifically for member schools and universities with headquarters in Europe. The regional focus enables in-depth, candid dialogue on shared opportunities and challenges, providing a platform for European members to connect more intimately on region-specific priorities.

5. CRM Group

Originally established as the UNICON Salesforce Implementation Discussion Group under the leadership of Joe Renshaw from Alliance Manchester Business School, the CRM Special Interest Group has evolved to address broader customer relationship management challenges across executive education institutions.

The group tackles key challenges including CRM adoption and training strategies, lead scoring and grading systems, lead routing processes, and reporting KPIs. What began as a Salesforce-focused discussion has expanded to explore various CRM systems and solutions used across member institutions.

The group meets bi-monthly via virtual sessions to share implementation lessons, discuss best practices around data governance and change management, and explore solutions for common challenges such as data deduplication, account ownership, and staff training. Future meetings feature peer case studies showcasing successful CRM implementations, tool demonstrations and walkthroughs of various platforms, and expert insights from industry specialists.

As of 2025, with nearly 90 participants, the CRM Group provides a collaborative forum for members to enhance their customer relationship management capabilities and improve their executive education marketing and operations effectiveness. The group operates as a self-managed affinity group with administrative support from UNICON, focusing on practical, actionable insights that can be immediately applied within member institutions.

Committees

1. Benchmarking Committee Guidelines

The mission of the Benchmarking Committee (BC) is to design, develop, execute and distribute reports of benchmarking surveys and studies on strategically selected topics. Duties include:

1. Maintain the Benchmarking Committee policies and procedures to include the UNICON Antitrust/Competition Policy (Appendix A)
2. Present proposals to the board for future surveys and studies
3. Form actionable surveys and studies based on the board and committee recommendations
4. Manage project budget, progress and quality
5. Design and deliver surveys and studies to the membership or target audience, and manage the data processing
6. Provide an executive overview for all Benchmarking reports
7. Present survey results to the members in a timely and effective manner
8. Working with the Executive Director, provide the UNICON board with a committee report at each Board meeting
9. Co-chair(s) to work effectively with other Benchmarking Committee members to ensure they are actively involved and participative
10. Co-chairs to maintain appropriate membership staffing for their respective committee
11. Oversee the Technology Disruptors Working Group (TDG)

Responsibilities

1. Conduct a minimum of two surveys or studies per year
 1. One survey will be the annual “State of the Industry/Membership Benchmarking Survey” survey which is shared with UNICON members in the November/December conference.
 2. Additional surveys or studies will be selected by benchmarking committee members based on input from member schools.

3. Additional surveys or studies may be conducted at the request of membership when a significant external shock impacts a majority of schools. Past examples have included a post September 11, 2001 survey and a SARS survey in 2003.
2. Design surveys and studies
 1. Survey and study design is responsibility of the committee members. A committee member will be designated for each survey/study design or redesign. This responsibility can be shared by a small committed team of members (2 or 3 maximum).
 2. The committee can recommend that an outside service provider be selected for particularly sensitive surveys or study. If this option is selected an RFP tender process will be the responsibility of the Committee.
3. Survey and Study Execution
 1. This will be coordinated with the UNICON web master or approved third party.
 2. Benchmarking Committee will periodically review online survey and study tools used. Committee may recommend upgrading tools to allow for more robust data analysis and/or greater ease of data collection and analysis.
 3. Antitrust/Competition Requirements/Restrictions

Required Conducts

1. Annual survey and study reports will contain only historical data concerning members and not current data, except where, in UNICON's sole discretion, the publication of current data cannot reasonably be expected to give rise to an actual or perceived antitrust violation or where the provision of current data is necessary for the annual survey reports to be useful to Members.
2. Annual survey reports will publish data without any identifying information regarding the Member who provided the data. Data published in the annual survey reports will generally be published in the aggregate and will be as general as possible while still permitting the annual survey reports to be useful to Members.
3. Collection of information from Members for annual survey reports will be conducted and managed by a third-party data collection service provider or by UNICON employees, and no information collected will be disclosed or made available to any Member except through the publication of the annual survey report.
4. Survey questions requesting any price-related or cost-related data, including without limitation prices charged, discounts offered, salaries paid, and benefits offered, will be limited to data that is more than three months old.

5. For any statistic disseminated through the publication of the annual survey report, the statistic will be based upon data from five or more Members, no individual Members' data will represent more than 25 percent on a weighted basis of that statistic, and the data comprising such statistic will be sufficiently aggregated such that it will not allow Members to identify the prices charged or costs incurred by any particular Member.
6. Annual surveys reports are provided by UNICON to Members for informational purposes only in order that Members might increase efficiencies and improve education services offered to customers, and are not intended to influence or require Members to take or avoid any particular course of action, and Members are not bound by any conclusion, opinion, or recommendation contained in any such annual survey report. Members shall independently evaluate all information contained in such annual survey report to determine, what, if any, action to take as a result of such annual survey report.
7. [Optional] UNICON will make annual survey reports available to all Members and may make annual survey reports available to nonmembers, but UNICON may require nonmembers to pay a fee equal to the reasonable cost of preparing and delivering such annual survey reports, and any such fee will be established by UNICON in its sole discretion.

Restricted Conducts

1. Annual survey and study reports will not include any recommendations regarding any action Members should take based on the survey report.
2. Annual survey and study reports will not include conclusions or predictions regarding future price or cost trends.
3. Annual survey will not request information from members concerning future actions that Members may take with respect to pricing or costs, and annual survey reports will not include such data or information if acquired by UNICON.
4. Annual survey and annual survey reports will not study or report on pricing information, except in accordance with the antitrust safe-harbor guidelines provided by the United States Department of Justice and the Federal Trade Commission and substantially reproduced in Sections V.B.1.c through V.B.1.e, above.
5. Members shall not rely exclusively on the data, conclusions, or other information provided as part of the annual survey reports in determining future actions regarding pricing, costs, target customers, target geographic markets, and similar matters.

Committee Members

1. Committee members will serve on a voluntary basis for an annual term.
2. New members will be invited to join at the November/December UINCON Conference. An updated Committee Roster will be shared with the UNICON Board in January.
3. The Committee will have two Co-Chairs who are UNICON Board members. An off-board co-chair may also be added.

The Benchmarking Committee adheres to the [UNICON Antitrust/Competition Policy](#).

2. Communications Committee Guidelines

The mission of the Communications Committee is to strategically manage both internal and external messages that will keep members and other stakeholders informed and position UNICON as the voice of the industry. Duties include:

1. Maintain the Communications Committee policies and procedures to include Antitrust/Competition Policy (Appendix A).
2. Partner with other UNICON Committee's to communicate insights relevant to members and stakeholders including research, benchmarking reports, conference events and other insights.
3. Develop appropriate articles and reports for public relations releases.
4. Develop and maintain the UNICON website and related technology.
5. Work with other committees to develop material for public relations.
6. Monitor UNICON's public relations impact and make strategic recommendations.
7. Manage the external PR contract and activities and outputs from the current vendor.
8. Working with the Executive Director, provide the UNICON board with Communications reporting at each Board meeting.
9. Co-chair(s) to work effectively with other Communications Committee members to ensure they are actively involved and participative.
10. Co-chairs to maintain appropriate membership staffing for their respective committee.

Goals and Objectives

1. Enhance members' knowledge of the executive education industry and market and build an effective network of executive education professionals.
2. Promote an understanding of the importance of university-based executive education to the development of leaders in business and industry.
3. Work with Executive Director and Board Chair on identifying media and other promotional or informational opportunities.
4. Devise and communicate procedures and channels for information to be shared within and outside of the organization, utilizing tools such as email and the UNICON website.

Committee Membership

1. The Communications Committee will be headed by a Chair or Co-Chairs who are board members and are selected by the Chairman of the UNICON Board to perform those roles. The committee members will represent a cross-section of UNICON member institutions.
2. Members are recruited through formal and informal channels and are selected based on their interest and capabilities. Participation is fostered via co-chairs' communication, in-person meetings during UNICON conferences, net meetings, etc.

Internet, Social Media, and Other Communications Policy Requirements and Restrictions

1. Communication by UNICON or among Members may raise antitrust concerns where the communications themselves constitute or evidence an antitrust violation. For example, any communication tending to show an agreement between competitors to raise prices or allocate markets will be evidence of a per se violation of antitrust law.
2. UNICON communicates to Members and to the general public through press releases, newsletters, email bulletins, and social media (such as Facebook, Twitter, or LinkedIn), websites, traditional paper media ("UNICON Communications"). Moreover, Members have access to resources provided to communicate to other Members. Such communications must comply with all parts of this Antitrust Policy, including the specific policies set forth below.
3. To avoid the risk that any communications by UNICON or among Members may give rise to an actual or perceived antitrust violation, such communications shall be governed by the following policies:

Required Activities

1. UNICON Communications will be reviewed prior to dissemination to ensure such communications do not, at UNICON's sole discretion, appear to violate antitrust laws or promote or encourage actions which, if undertaken by Members, would be a violation of antitrust laws.
2. UNICON may monitor social media posts or communications on any UNICON-associated social media pages or websites and remove any post which, at UNICON's sole discretion, appears to violate this Antitrust Policy, violates antitrust laws, or promotes or encourages actions, which, if undertaken by Members, would be a violation of antitrust laws.
3. Resources provided by or associated with UNICON such as membership lists, Member contact information, email lists, or UNICON-associated social media pages or accounts (such as Facebook, Twitter, or LinkedIn) shall not be used or utilized by Members to take or attempt to take any action which violates this Antitrust Policy.
4. Members shall not post any content or communication on UNICON's websites (including, without limitation, sites under the www.uniconexed.org domain name) which violates this Antitrust Policy, otherwise violates antitrust laws, or promotes or encourages actions which, if undertaken by Members, would be a violation of antitrust laws.

Operational Practices

1. Wherever feasible and appropriate, the press release will include quotes from members and/or the UNICON Executive Director.
2. Wherever feasible and appropriate, the press release will include a quote that can be customized by, and attributed to, individual schools.
3. Wherever feasible, the press release will include a link to a page on the UNICON site that lists all member schools.
4. In cases where there is a clear reason to mention and/or quote a particular school, or schools, the press release will do so (for example, if there were a release about executive education in South America, the release would certainly mention and have quotes from our members in South America).
5. In more broad-based releases, where a number of schools can be mentioned and/or quoted, the Communications Consultant will select from the list of schools which have not yet been mentioned and/or quoted in a press release, and will ensure a representation of schools of different geographic location and ranking (Business Week, Financial Times) unless inappropriate for that particular press release.
6. Review and approval for release is done by executive director and communications committee chair or co-chair. Wherever feasible, both will provide final approval. If an instance should arise when one of these two is not available, and the release of the item is urgent, final approval of one of the two will be sufficient.
7. In addition to the link to the UNICON homepage, every press release will contain a link to a new page on the UNICON website where all schools are listed. The said page still needs to be created, so this will happen when the page is in place.

3. Conference Committee Guidelines

The mission of the Conference Committee is to strategically plan and maintain a steady pipeline of conferences and work with conference hosts to design, develop and deliver conferences and to make sure the quality of conferences is maintained at the highest level.

Duties include:

1. Maintain the Conference Committee policies and procedures (to include Antitrust/Competition – Appendix A).
2. Strategically recruit host schools for future conferences, maintaining a pipeline at least two years in advance (with board approval).
3. Work with host schools to design and develop conferences, making sure they receive a copy of the “Conference Hosting Playbook” document.
4. Monitor conference development to ensure quality and the planning process is moving forward.
5. Attain support for host if/when needed.
6. Manage all administrative details (e.g., Policies, budget policy and reports, evaluation reports, etc.).
7. Provide final conference report.
8. Work with the Executive Director to provide the UNICON board with a committee report at each Board meeting.
9. Co-chair(s) to work effectively with other Conference Committee members to ensure they are actively involved and participative.
10. Co-chair(s) to maintain appropriate membership staffing for their respective committee.
11. UNICON Executive Director’s Office will be responsible for:
 - Maintaining, updating, and disseminating all documents related to conference policies, guidelines, budget, and planning notes.

Committee Membership

1. Normally, representatives have a senior operating level position in the host schools so that they can consult on conference organizational details with future host schools and so that they can be considered for future UNICON leadership positions.
2. There are a maximum of fifteen (15) seats on the Conferencing Committee

3. Two (2) seats are reserved for the committee co-chairs who are also sitting members of the UNICON Board and are appointed to the committee by the UNICON Board Chair for a term of up to six (6) years. These co-chairs will lead all aspects of committee operations and act as liaisons to the UNICON board on all matters related to UNICON conferences.
4. Nine (9) seats are reserved for representatives of member schools who are, have or will be hosting a UNICON conference. Each of these committee members serve a three (3) year term beginning two (2) full years before the start of their own school's conference, and ending one (1) full year after the conclusion of their own school's conference.
5. The final four (4) seats are reserved for other member schools who are interested in serving on the committee. These are considered "standing" seats and are meant to ensure that the committee is representative of the fullest possible scope of the UNICON membership. They have no term limit and are transitioned at the discretion of the co-chairs.
6. Only one (1) representative of a member school is allowed to serve on the committee at any given time
7. Interest in participation in the committee must be submitted to UNICON administration or to the co-chairs of the committee for consideration
8. Host schools must select one (1) representative to serve according to the required term
9. Host schools may change their representative at any time and must work with the committee co-chairs on the transition
10. Only the co-chairs of the committee have the power to appoint committee members for "standing" seat vacancies

4. Continuity Committee Guidelines

The Continuity Committee adheres to the [UNICON Antitrust/Competition Policy](#).

The mission of the Continuity Committee is to develop and maintain a pipeline of qualified board candidates, manage the annual board membership vote, and as needed “appointments” to the board. Duties and objectives include:

1. Carefully and intentionally review and recommend board nominated candidates and appointments to the board to ensure inclusive representation of the members taking into consideration factors such as, but not limited to, experience, gender, ethnicity, geography, past/current involvement at UNICON, and school size*
2. Develop and maintain a pipeline of qualified board member candidates who meet membership requirements and bring diversity and balance (e.g., location, gender, size, type of programs, etc.) to the schools represented by the board.
3. Manage the board election process and inform the board of election outcome.
4. Make recommendations to the board regarding the “board appointment” candidates.
5. If the Board decides not to follow the recommendation of the Community Committee, the Board will document the rationale for its decision for further discussion.
6. Stand ready to make recommendations for appointment in the event of a Board member resignation or departure.
7. Manage all candidate communications related to elections and appointments.
8. Working with the Executive Director, provide the UNICON board with Continuity reporting at each Board meeting.
9. Co-chair(s) to work effectively with other Continuity Committee members to ensure they are actively involved and participative.
10. Co-chairs to maintain appropriate membership staffing for their respective committee.

Continuity Committee Membership

1. All members of the committee are either Board members or former Board members. The Committee will have a chair and a non-board co-chair. The current UNICON Board chair is member of the committee ex officio. In addition, Committee members must be currently working for a UNICON member school.

2. The co-chairs will review the committee membership annually to ensure the CC has appropriate membership representation and a fully functioning committee. The co-chairs manage the committee membership.

Board Membership & Requirements

1. The Board of Directors is comprised of 12 Board members serving 6-year terms each.
2. The Board of Directors holds six Board meetings per year; three of which are typically face-to-face for one day and three of which are typically a two hour Zoom call; and one annual meeting. Each Board member either chairs or co-chairs a committee.
3. Every year two Board members fulfill their terms and are replaced; one by membership vote and one appointed by the Board.

Candidate Qualifications

The ideal Board member:

1. Is a senior person in executive education in a UNICON full member institution (associate member institutions can't have a seat on the Board or vote in the election).
2. Only one representative from a member institution can serve at a given time.
3. Can articulate and promote the value of executive education programs and has a sophisticated knowledge of the industry.
4. Represents a member school that helps achieve a representative balance across UNICON's membership.
5. Is prepared to represent the entire membership, not just their school.
6. Has a minimum of five years experience in the industry.
7. Can inject a fresh perspective and energy.
8. Actively participates in UNICON and supports its goals individually; such as through committee assignments, and by sending staff to conferences.
9. Is willing to commit time and work to the consortium.
10. Is supported by their institution, which will bear the costs associated with Board membership.
11. Willingly makes a commitment to attend ALL Board meetings.
12. Has a disposition towards teamwork and collaboration.

13. Has foreseeable stability in industry and role.

Board Terms

1. Board members serve a six-year term.
2. Abbreviated terms may develop when someone leaves the board before completing their full term and an appointment is made to that Board slot.
3. If a member is appointed to a partial term, that term may be extended at the will of the Board in agreement with the appointed member.

Process of Nomination, Election and Appointment

Annual election of a Board Member:

1. Annually (Jan – March) the co-chairs work with Executive Director (ED) to poll membership for nominations to the Board.
2. Each school can put forward up to 3 candidates, sending these nominations to the Executive Director via email..
3. Members may solicit nominations by asking others to nominate them. However, once the slate has been determined (and candidates have agreed to run, submitted a bio, and a rationale for why he/she wants to be on the board), and put forward to the membership, no outreach or campaigning of any kind, by the candidate or a representative of the candidate, is permitted (emails, calls, solicitations, etc.). Violators will be dropped from the slate.
4. The ED makes a list of nominations received and forwards this list by email or shared document to the Continuity Committee co-chairs, who will not individually respond to each but will add those nominations to the Feb / March general membership slate for the committee to evaluate.
5. The committee evaluates the candidates and chooses those that should be placed on the ballot (ideally 3 to 6). The co-chairs or someone from the committee will send an email to each person who was nominated but not placed on the final slate to inform them that they will not be on the slate as the committee membership supported other candidates. This email includes a statement that appropriately manages the candidate's expectations regarding election or appointment.
6. The committee prepares a ballot, typically with 3-6 candidates, based on nominations from the membership and the committee's judgment using the candidate criteria mentioned above (note that not all nominations will appear on the ballot).
7. Someone on the committee confirm with the 3-6 nominees for Board seats to be placed on ballot, by telephone call from a committee member to ensure their willingness to be

on the ballot and to serve, if elected (“If you were elected, would you accept?”) and fully explain the election procedures and board commitments if elected.

8. Obtain a brief bio of the nominees for distribution with the ballot.
9. The ED sends out a ballot with bios attached to each member’s prime representative.
10. The person with the most votes is elected. The ED informs the Board Chair and the committee co-chairs. Board election results will not be shared with anyone other than members of the committee and sitting board members. This policy will provide the board with more freedom to make strategic appointments, uncoupled from election tallies.
11. In case of a tie for highest number of votes in the annual board election, the continuity committee may recommend both candidates to the board for approval, with or without naming one as "elected" and one as "recommended for appointment." Note that it is not required that the top two are recommended in the instance of a tie; the continuity committee may determine a criterion upon which to determine the election winner (such as the candidate with more nominations) and can recommend a different candidate for the appointed position.
12. Following a board election, the committee co-chairs will host a conference call with the committee, share the election tallies and discuss appointment candidates. Their recommendations will be immediately shared with the sitting board. Prior to the Directors’ Conference board meeting, the committee co-chairs will host a “virtual” conference with the board to consider the election results and the appointment recommendation (s). At this time, the board will sanction the election results and the selected annual appointment.
13. Following the above mentioned board conference, the committee co-chairs will immediately notify (email or phone call, as appropriate) all of the candidates about their individual results (refraining from divulging other vote outcomes). These steps will be taken in advance of the Directors’ Conference board meeting.
14. A public announcement will be made about these outcomes at the Directors Conference and a mention of this will be included on the UNICON website and UNICON NEWS email.

Board Appointments

1. Annually, a board position is occupied by a candidate appointed by the Board of Directors taking into account a recommendation from the committee.
2. The priority consideration for this appointment is the strategic need of the sitting board, to include representative balance.
3. A secondary consideration is the capability and track record of the individual candidates.
4. The appointed candidate may or may not have been nominated or included on the election ballot.
5. In the event of a Board member resignation, the committee identifies and recommends replacement candidates to the board for their timely consideration, and vote. Following

a positive vote, the Board Chair confirms the appointment with the new Board member and with the ED, who brings the appointed member up to speed, as the board term begins immediately. The length of the term is whatever was left of the vacated position (and, as noted above, can be extended).

Retiring Board Members

1. After the election and Directors' Conference, a message from the Board Chair is sent out to the membership acknowledging the leaving Board members' contributions and welcoming the new Board members.
2. In the event of a resignation, a message from the Board Chair is sent to the membership informing them of the changes to the Board.
3. If while serving a term, an individual moves to another role in Executive Education in another member school, he/she can remain on the Board; however, there can be just one representative from a member school on the board.
4. Board members will be eligible to be elected to Emeritus status at the sole discretion of the board, provided they serve at least four complete years and make active contributions to the organization, including attending a minimum of 80% of board meetings. Emeritus status, once achieved, is maintained indefinitely, at the discretion of the Board, consistent with the best interest of UNICON.

The Lifetime Achievement Award for Services to UNICON and to the Field of Executive Education

1. The award is designed to honor "meritorious contributions to the International University Consortium for Executive Education (UNICON)."
2. Eligible individuals will have demonstrated high degrees of service to the organization, above and beyond the normal call of duty. All UNICON members bring valuable contributions to the organization, but every now and then, there are certain individuals who show outstanding commitment and whose contributions surpass what would be expected from a member. It is for these individuals that the Lifetime Achievement Award has been created, and therefore will only be granted on those occasions when such a person is identified. The intent of the award is to motivate and reward the highest standards of achievement.
3. Candidate will be developed by the committee. The committee will make recommendations to the Board for approval, as appropriate.
4. In the event a Lifetime Achievement Award is granted, the award will be presented to the recipient during a UNICON conference. Related costs (economy flights, hotel, and conference fee) for the individual honored will be absorbed by UNICON.

* The board recognizes that diversity of thought is the goal and that ensuring the dimensions of diversity mentioned here can serve as a proxy for ensuring diversity of thought among groups.

5. Finance Committee Guidelines

The mission of the Finance Committee is to provide a thorough and accurate oversight of all UNICON finance reports and transactions, communicating and working with the full board to ensure the financial health of the consortium. Responsibilities include:

1. Maintain the Finance Committee policy and procedures to include Antitrust/Competition Policy – Appendix A
2. Review the annual accountant report produced in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants
3. Monitor statement of assets, liabilities and fund balances
4. Review and oversee current investments and investment strategies
5. Monitor membership fees and make annual recommendations on their level
6. Working with the Executive Director, provide the UNICON board with a committee report at each Board meeting
7. Co-chair(s) to work effectively with other Finance Committee members to ensure they are actively involved and participative
8. Co-chair(s) to maintain appropriate membership staffing for their respective committee
9. The Finance Committee provides recommendations for increases in UNICON member dues.

Finance Committee Membership

The Committee is composed of the current Board Chair, the current Board Voice Chair, and the Executive Director. The Executive Director may also serve as Treasurer.

Goals & Objectives

1. Recommend and gain board approval for an annual budget, submitted by the Executive Director.
2. The Executive Director works with the investment advisor to achieve an appropriate return on the reserve fund investment account.
3. The Finance Committee makes recommendations regarding extraordinary expenses (i.e., those outside the annual budget).
4. Ensure board is up to date on the organization's financial status with reports at each board meeting.

Account Management

1. UNICON operating funds are maintained in a Bank of America checking account, which supports check processing, ACH payments, and wire transfers.
2. UNICON reserve funds are maintained in a Merrill-Lynch Investment account.

3. The UNICON budget, account balances, and transactions are entered and tracked in QuickBooks Online.
4. The Executive Director has a Bank of America-issued credit card and debit card which can be used to handle UNICON disbursements.
5. The Finance Committee may, at its discretion, engage the services of a bookkeeper to ensure the operational accounting is accurately captured and to advise on accounting-related issues.
6. The Finance Committee Co-chairs and the Executive Director have password-protected access to the financial accounts and are empowered to manage the investment of reserve funds.
7. Any board member may request and receive access to view the account balances and transactions.

Fiscal Year

Fiscal year: July 1 to June 30 of the following calendar year.

Operational Guidelines and Precedents

1. Any surplus funds remaining after a UNICON-sponsored conference revert to the UNICON treasury.
2. UNICON provides computer equipment for the Executive Director. It becomes the personal property of the Director per the following schedule: 60% year one, 90% year two, 100% year three. At appropriate intervals in line with industry standards, UNICON will purchase new computer equipment for the executive director's use.
3. To protect the Executive Director and ensure transparency, the Board authorized an annual accounting review to be performed by a CPA.
4. This accounting review is in lieu of an official audit which is costly, and, as advised by a CPA firm, is sufficient for an organization of UNICON's type and size. Dates of future audits/reviews are to be determined by the Board.

Expense Guidelines

1. As a non-profit, member-funded organization, UNICON must act as a prudent steward of its financial resources. When engaging the services of external contractors, UNICON's contractor expense and reimbursement guidelines should be followed.
2. In advance of any work being commissioned or expenses incurred, a letter of agreement should be written between UNICON and the individual or group contracted defining the scope of the work, the duration of the project, an estimate of the expenses, and UNICON's policy of reimbursement. The letter of agreement will be countersigned by the Executive Director.
3. The letter of agreement will be reviewed and affirmed by the Executive Committee of the Board.

4. After expenses are incurred, the contractor will submit the actual expenses for reimbursement in writing and with receipts.
5. Reimbursement for travel such as airfare, lodging, and car rentals will be reimbursed at the most economical rates.
6. UNICON will attempt to reimburse, upon proper submission, within 30 days of receiving approved receipts.
7. Any variation from these guidelines must be approved in advance by the Executive Committee of the Board.

Costs of doing UNICON work incurred by representatives from member institutions are paid for by the member institution.

Policy Statement for Board-Designated Funds

UNICON's annual operations are managed using three separate funds. The **Annual Operating Fund** is the primary vehicle for regular day-to-day fiscal management to support the essential functions of the organization. Additionally, UNICON maintains two other funds to safeguard its financial stability and to support the mission of the organization; **The Operating Reserve Fund** and the **Special Purpose Fund**. This document outlines policies for management of these two additional funds.

I. OPERATING RESERVE FUND

Statement of Purpose

The general purpose of the fund is to help to ensure the long-term financial stability of the organization and position it to respond to varying economic conditions and changes affecting the organization's financial position and the ability of the organization to continuously carry out its mission.

UNICON will maintain a Board-Designated Operating Reserve Fund to achieve the following objective(s):

1. Manage cash flow interruptions and emergency situations.
2. Minimize the need for working capital borrowing.
3. Meet commitments, obligations or other contingencies.

Board-Designated Operating Reserve Fund Balance

The target amount to be attained and maintained for the Board-Designated Operating Reserve Fund is approximately 50% of fixed annual operating expenses, or about 6 months of fixed operating expenses on average. This threshold will be reevaluated every three years by the Finance Committee and adjusted as needed.

Use of the Board-Designated Operating Reserve Fund

Uses:

1. Internal line of credit for use to financially operate the organization.
2. Provide Funds to stabilize a level of allocations or a level of increased allocation when events affect the source and application of funds.

3. Funds to meet unfunded and unexpected organization needs (e.g. urgent need to hire a lawyer).
4. Funds for emergency and emerging needs of the organization (e.g. force majeure event, urgent need for additional labor).

The Executive Director may access up to \$50,000 for purposes as outlined above, as long as sufficient accounts receivable is available to repay such usage within three months time. The Executive Director will notify the Executive Committee in writing, and usage will be acknowledged in writing by the Board Chair. E-mail shall be an acceptable form of notification and acknowledgement.

Any funds borrowed from the Operating Reserve Fund for greater than \$50,000 and/or for longer than 90 days will be paid back through a prescribed repayment schedule/method. Approval of any such usage and the proposed repayment schedule shall be requested by the Executive Director from the Executive Committee. If approved by the Executive Committee, such disbursement shall be reported at the next full Board meeting. At any time that a borrowing from the Operating Reserve is outstanding, the status of the borrowing and payments made against the proposed repayment schedule will be reviewed at the regularly scheduled Board meetings.

The Operating Reserve Fund will be fully depleted before use of the commercial line of credit is considered.

Management of the Board-Designated Operating Reserve Fund

Under the direction of the Finance Committee, the Executive Director will maintain a separate bank account for the Board-Designated Operating Reserve Fund. Policies and procedures for handling deposits, reconciling statements, safeguarding access, etc. will be the same as established from time to time for any of the organization's other bank accounts. If feasible, the funds will be invested according to the guidelines set by the Finance Committee in the Operating Reserve Investment Policy. The Operating Reserve Fund will be listed separately in the net assets section of the organization's statement of financial position as "Board-Designated Operating Reserve" and longer-term borrowings from the reserve will be shown as a liability – "Due to Operating Reserve" – in internal financial reports.

Authorization of Draw-Down* from the Board-Designated Operating Reserve Fund

A draw-down from the fund that will not or cannot be replaced with operating funds in the timeframe established in "Use of the Board-Designated Operating Reserve Fund" above, must be approved by a majority of the Board, either by a majority of the votes of a quorum present at a Board meeting, or by a 2/3 majority of the Board if such vote is conducted by other means. A record of any such action will be maintained and be made a part of the Board meeting minutes. Any such action would remove the Board designation of "reserves" from these funds.

*Note: this essentially decreases the fund from the established target level and is not recommended except under extraordinary circumstances.

Responsibilities of the Finance Committee

The Finance Committee will receive reports on the Board-Designated Operating Reserve Fund at its regular meetings and shall be charged with assuring that the funds are invested prudently and that the organization receives a reasonable rate of return considering the size of the reserve fund, the instruments in which it is invested and other relevant factors.

The Executive Director will report the status of the Board-Designated Operating Reserve Fund to the Board as part of the regular Executive Director report. The Finance Committee will review the Operating Reserve Policy every three years, or sooner if conditions warrant, and put forward any necessary changes for Board approval.

- *Investment policy is being drafted by Finance Committee*

II. SPECIAL PURPOSE FUND

Statement of Purpose

UNICON will maintain a board-designated special-purpose fund as a portion of unrestricted net assets to fund certain programs, activities, or purposes at the discretion of the board. The special purpose fund can only be used after the organization reaches the board-designated goal for the operating reserve fund.

Board-Designated Operating Reserve Fund Balance

The target amount to be attained and maintained for the Board-Designated Operating Reserve Fund approximately 25% of annual operating expenses. This threshold will be reevaluated every three years by the Finance Committee and adjusted as needed.

Use of the Board-Designated Operating Reserve Fund

Uses:

1. Special projects that are aligned with the mission of the organization
2. Major program initiatives or opportunities requiring development or start-up costs.

Uses of the Board-Designated Special Purpose Fund must be approved by a majority of the Board, either by a majority of the votes of a quorum present at a Board meeting, or by a 2/3 majority of the Board if such vote is conducted by other means.

Special Purpose Reserve Shortfalls

In the event that the special purpose fund is less than the targeted reserve level, this deficit must be eliminated in a minimum of three years as a part of the annual budgeting cycle, with one third of the deficit balance being required to be funded in the current operating budget, until the reserve is restored to the target balance.

6. 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
10. Oversee the Coffee Break Groups

Committee Membership

1. The Membership Committee will be headed by Board Members as Co-Chairs selected by the UNICON Board Chair.
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 Co-Chairs, 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 Co-Chairs will recruit candidates. In the process, these names may be discussed with the UNICON Board Chair, 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 associate 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 Team Development or Director's conference prior to submitting 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 of 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 Co-Chairs. The Co-Chairs, 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-Operations Director (OD) will track) representative to either the UNICON Team Development or the UNICON Director's conference. If the conference is virtual, more than one representative is allowed to attend.
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 Membership Committee Co-Chairs in writing prior to public announcement.

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 Membership Committee Off-board Co-chair 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, but 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 Membership Committee Off-board Co-chair 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 Membership Committee Off-board Co-chair 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.

“Full Members”

- A) 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*
- B) 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 OD 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 Membership Committee Co-Chairs.

7. Research Committee Guidelines

The mission of UNICON's Research Committee is to discover new knowledge and innovative practices in university-based executive education and the industry category. We do this by commissioning and distributing research on important strategic themes for the UNICON membership. Committee responsibilities include:

1. Identify a stream of meaningful research topics, with inputs from the membership, and create RFPs for a selection of these topics
2. Identify third party research partners, and present research proposals to the board for approval
3. Monitor all work done by third-party partners (contract – working with Executive Director – through completion of final product)
4. Manage project budget, progress and quality
5. Present research results to the members in a timely and effective manner
6. Work with the Executive Director, to provide the UNICON board with a committee report at each Board meeting
7. Committee Co-chair(s) to work effectively with other Research Committee members to ensure they are actively involved and participative and maintain appropriate membership staffing for their respective committee
8. Committee Co-chairs assure quality of research output, end to end project-manage research projects and work with the Executive Director for budgetary approvals, legal documentation of, and periodic updates for UNICON board meetings.
9. Co-chairs work with other UNICON committees and professional teams for dissemination of research.

Research Committee Membership

The Research Committee will be headed by two board members as co-chairs, selected by the chair of the UNICON Board. It is also recommended there be an off-board co-chair to support the committee. Research Committee members will represent a cross-section of UNICON member institutions and persons with research interests and capability.

Research Committee Membership and Requirements

Members may be recommended to the Co-chairs or volunteer based on their research interests. When openings are available, the Co-chairs will review candidates from the UNICON membership and an invitation will be sent to the nominee. The term for serving on the Research Committee is “open,” due to the nature of research projects. The Committee will manage a variable membership level that will provide it with the staffing required to accomplish its goals. Members will serve terms that are: congruent with the length of their assigned project(s), that meet their continuing interests, and are determined at the discretion of the Committee Co-chairs.

Policy and Guidelines

1. When published, research will be branded as UNICON's content.
2. Where an independent researcher is involved, he/she may publish with an acknowledgement of UNICON's sponsorship.
3. Usable products resulting from research will be free to members and sold to non-members when appropriate. If a researcher is involved in the development of the research, they will be free to publish scholarly material and any revenues derived will be apportioned between UNICON and the researcher, based on a written agreement in advance of the research.

The committee will not authorize research without Board approval. Approval can be secured at a Board meeting, during a conference call, or by email ballot.

Appendix A

Antitrust/Competition Policy and Procedure of UNICON

INTRODUCTION

UNICON is a global consortium of business-school-based executive education organizations. UNICON's Members are business schools and other educational institutions that provide education and training to leaders in business, non-profits, and other areas through a wide variety learning settings (such members, along with their affiliates, agents, employees, officers, directors, and representatives shall hereinafter be collectively referred to as "Members"). UNICON provides many services to Members including conferences, research, benchmarking, sharing of best practices, recruitment and job-posting services, and networking. These services are provided to help Members gain new knowledge, understanding, perspectives, and capabilities to enhance the effectiveness and efficiencies of their operations and provide better education to their customers. By providing these services, Members are able to stay at the forefront of the executive education industry, constantly innovating to ensure Members are providing superior services to customers.

Antitrust/Competition law describes a variety of laws aimed at preserving fair, honest, and vigorous competition in the marketplace. It is based upon the theory that such competition ultimately leads to lower prices, increased supply, and continued improvements in goods and services, thereby ultimately benefiting the customer. Therefore, antitrust/competition laws, for example, prohibit agreements between competitors to fix prices and also limit monopolies. UNICON believes that vigorous competition is essential for driving innovation, improvements, and efficiencies in all industries, including the executive education industry, and believes the services it provides to Members foster that competition. Because of this position, UNICON hereby adopts this Antitrust/Competition policy ("Antitrust Policy").

The UNICON Board recognizes that it serves members around the globe and yet there is no universal antitrust/completion law but only national and regional laws may apply. As UNICON is incorporated in the United States of America, it is bound to comply with United States antitrust laws. This Antitrust Policy is therefore drafted to ensure compliance with United States antitrust law. Members should be aware that the European Union, and many foreign countries may have antitrust/competition laws which may differ considerably from United States antitrust law. Members should therefore not rely solely on this Antitrust Policy to guide their actions where different antitrust laws might apply.

ANTITRUST LAW BACKGROUND

Antitrust laws in the United States are intended to ensure fair, honest, and vigorous competition in the marketplace. These laws prohibit conduct that will reduce or diminish the intensity of the struggle among competitors, on the one hand, or, on the other, increase that struggle by unfair means so that only a single competitor is likely to survive, resulting in a monopoly. Section 1 of the Sherman Act addresses the first type of harm, and prohibits all agreements "in restraint of trade." The most obvious violations of Section 1 of the Sherman Act

are agreements between competitors to fix prices, or to not compete against one another. Section 2 of the Sherman Act addresses the second type of harm to the marketplace, and prohibits certain conduct by monopolists or by someone attempting to become a monopolist. The Sherman Act is written in general terms and has been interpreted by courts over the years, to condemn conduct that is always a violation of antitrust law regardless of the intention or result, a “*per se*” violation (“When a restraint is so plainly anticompetitive that no elaborate study of the industry is needed to establish its illegality, it is illegal *per se*” *Texaco Inc. v. Dagher*, 547 U.S. 1, 5 (2006)), and conduct that may be determined to violate antitrust laws in situations where the harm to competition outweighs any procompetitive benefits (“Under the rule of reason, a court examines the facts peculiar to the business, the history of the restraint, and the reasons why it was imposed, to determine the effect on competition in the relevant product market” *In re Nat’l Football League’s Study Ticket Antitrust Litig.*, 933 F.3d 1136, 1150 (9th Cir. 2019)).

There are other antitrust laws as well. Section 1 of the Federal Trade Commission Act has established the Federal Trade Commission, which is empowered to prevent “unfair methods of competition” and “unfair or deceptive acts or practices” as prohibited in Section 5 of the Federal Trade Commission Act. Any violation of the Sherman Act also violates the FTC Act, but the FTC Act has been interpreted to cover some additional conduct as well. The Clayton Act addresses some specific practices that the Sherman Act does not clearly prohibit, including mergers and situations where directors serve multiple companies. Finally, many states have antitrust laws that are based upon federal antitrust laws.

Per se violations of the Sherman Act are often pursued aggressively by federal authorities and may lead to fines of up to \$100 million for a corporation and prison sentences for individuals. Other violations of antitrust law may lead to civil enforcement by government authorities which may result in serious fines. Consumers or other competitors harmed by antitrust violations are often able to bring civil lawsuits which may result in treble damages against offending companies.

GENERAL ANTITRUST POLICIES

It is the policy of UNICON to comply with all antitrust laws, and to ensure that its services provided to Members are not used in furtherance of a violation of antitrust law, and therefore the following general policies apply:

UNICON and its board members, officers, employees, consultants, counsel, representatives, or agents, shall comply in all respects with applicable antitrust laws, and UNICON will not authorize, permit, condone, or ratify any conduct by any Member that violates antitrust laws or may reasonably give rise to the risk of a violation of antitrust laws.

UNICON and its board members, officers, employees, consultants, counsel, representatives, or agents, shall comply in all respects with applicable antitrust laws, and UNICON not engage in conduct that encourages or aids any Member in conduct which violates antitrust laws or may reasonably give rise to the risk of a violation of antitrust laws.

Members shall, as a condition of continued membership in UNICON, comply in all respects with applicable antitrust laws.

Members and UNICON shall abide by the applicable specific antitrust policies set forth in Sections IV through Sections IX, below.

AGREEMENTS TO RESTRICT COMPETITION

Types of Agreements to Restrict Competition.

Agreements among competitors to restrict competition are *per se* violations of antitrust law. As an example, a written contract between two competitors to set a certain price for a product or service is an obvious violation of antitrust law. But even without a written contract, a court may conclude that an “agreement” still exists. An illegal contract, conspiracy, or agreement may be tacit or implied, may exist whenever competitors agree to take actions to restrict competition and can be found to exist without a writing or even without words indicating an agreement. Even casual conversation followed by actions consistent with that conversation may show an agreement exists. However, even if no agreement actually exists, unexplained identical behavior by competitors might result in allegations of an agreement. Conspicuous parallelism evidenced by parallel conduct performed by competitors with cognitive understanding or undertaking of each other’s behavior, conducts, and actions, may constitute sufficient basis for finding illegal contract, combination, or conspiracy in violation of antitrust laws. Also, illegally concerted action occurs when there is a conscious commitment to a common scheme designed to achieve an otherwise unlawful objective or when distinct actors share a unity of purpose or a common design and understanding, or a meeting of minds. Findings of such illegality can be based on the presentation of circumstantial (as compared to direct) evidence, including a showing of parallel conducts among competitors demonstrating that their similar behavior would probably not result from chance, coincidence, independent responses to common stimuli, or mere interdependence unaided by an advance understanding among the parties. Furthermore, offenders need not have identical motives.

On the other hand, not all consistent conduct among competitors is evidence of an agreement to restrict competition. For example, two competitors may charge identical prices for a product simply because it is the prevailing market price or competitors may all raise prices at the same time because input costs have risen for all competitors. Also, geographical division of market among competitors may naturally occur due to the divergence of their respective manufacturing locations, relative costs of transportation, and other legally justifiable causes without illegal agreement.

Therefore, critical distinction between the legality and illegality often lies at the existence or non-existence of the common understanding or sharing of each other’s current or future (as compared to historic) behavior or business plan related to competitively sensitive subject matters, such as (i) pricing or other terms and conditions of sale or supply to consumers, (ii) pricing or other terms and conditions of purchase or procurement from suppliers, vendors, contractors, or employees, (iii) capacity or production size or other

factors indicating or determining output, (iv) costs of production, (v) territories of business, sales, or promotion, or (vi) business strategies or plans. In that regard, information sharing among competitors draw increased antitrust scrutiny if the information being shared falls into one of these competitively sensitive areas.

The following are common examples of agreements made to restrict competition:

Price Fixing.

Any agreement by or among competitors to engage in any type of price fixing or bid rigging is a *per se* violation of antitrust law. Price fixing involves an agreement between competitors to tamper with prices, price levels, or the terms and conditions upon which any sale or supply may be made. Price fixing might include, for example, an agreement among Members to charge a specific price for a particular executive marketing course to all customers. But price fixing agreements include less obvious conduct such as agreeing to certain discount policies, or agreeing to the standard terms and conditions that must be included in a sales or service contract. Price fixing agreements include agreements to:

Raise the price of a product or service to or by a specified amount (for example, an agreement to set price at \$5,000.00 per course or to raise price of course by 5%);

Establish or adhere to uniform price discounts, or eliminate discounts (for example, an agreement among Members to eliminate group discounts to executives from small-cap or mid-cap companies);

Adopt a specific formula for setting prices;

Adhere to certain terms of conditions of sale which may affect the ultimate price of the product (for example, an agreement to charge a uniform interest rate for sales on credit); or

To not advertise prices or refuse to sell through a bidding process.

Buyer Price Fixing.

In addition to price fixing with respect to the sale of goods or services, price fixing can occur with respect to the purchase of goods or services. For example, an agreement among Members to set maximum wages paid to executive education faculty or an agreement not to provide certain benefits to faculty would constitute an illegal price fixing agreement. In addition, an explicit or tacit agreement among Members to set price or price ranges paid to vendors, suppliers, intermediaries, and other contractors for certain products or services commonly or universally used by Members would constitute an illegal contract, combination, or conspiracy. Such price fixing agreements or arrangements are also *per se* antitrust violations in a sense that any alleged pro-competitive purpose or effect that can arguably be drawn from such agreement or arrangement will be ignored in the analysis of its antitrust violation.

Bid Rigging.

Bid rigging is similar to price fixing and typically involves an agreement between competitors to determine the successful bidder in advance of submitting bids by communicating the price the “winning” party will pay in advance. Competitors may attempt bid rigging to rotate projects among themselves or to allocate geographic areas. Bid rigging agreements are *per se* antitrust violations.

Agreements not to Compete.

Agreements among competitors not to compete with one another in particular markets or to allocate market share, geographically or otherwise, are *per se* violations of antitrust law. Those agreements may be found in a trade association’s code of ethics, bylaws, or membership agreements that aim at governing or controlling certain behaviors of its members which would otherwise be unregulated among competitors. Agreements not to compete include agreements to:

Allocate market share by agreeing to serve only certain customers, or to not solicit business from a competitor’s existing customer;

Allocate market share by agreeing to serve only certain geographic territories;

Allocate market share by agreeing not to compete in the market for particular goods or services (e.g., agreements among Members to provide only certain types of courses);

Abstain from entering into certain market for particular goods or services (e.g., online executive education);

Provide goods or services only under certain uniform or harmonized terms and conditions, including, but not limited to, certain pricing, tying, grouping, or other terms and conditions of provision or sale;

Deal with providers or distributors of goods or services only under certain terms and conditions, including, but not limited to, certain pricing, delivery, or other terms and conditions of receipt or purchase;

Refrain from competing on pricing terms, especially discounted fees; or

Reduce the quantity or type of goods and services offered for sale.

Group Boycotts and Other Concerted Refusals to Deal.

A group boycott, also known as a concerted refusal to deal, involves a concerted attempt by a group of competitors at one level to protect themselves from competition from non-group members who seek to compete at that level. Agreements or arrangements among competitors to boycott or refuse to deal or do business with targeted individuals or businesses, or to not do business except on certain prearranged or agreed-upon terms, may constitute illegal group boycotts or constitute illegal concerted refusal to deal separate or independent from any price fixing agreements. Such agreements raise serious antitrust risk and may often constitute *per se* violations of antitrust law. The prohibited forms of these agreements may include exclusionary arrangements creating entry barriers for new competition or other collective arrangements aiming at limiting competition by facilitating market exit by existing competitors. A few examples of the illegal boycotts include:

- a. A trade association's distribution of blacklists (i.e., suppliers, wholesalers, etc.) to its members, followed by concerted or parallel actions of those members resulting in refusal to deal with those on the blacklists;
- b. A concerted effort among providers of goods or services to refuse to deal with certain distributor or group of distributors for such goods or services;
- c. A concerted effort among providers of goods or services to refuse to deal with certain supplier or group of suppliers concerning contents, ingredients, materials, and components of such goods or services;
- d. A concerted effort among providers of goods or services to refuse to deal with their distributors or suppliers unless they agree to a standardized uniform contract form;
- e. Bylaws or other membership terms and conditions of a trade association that precludes access to certain critically important facilities (i.e., wire service) owned and operated by such association to non-members;
- f. Bylaws or other membership terms and conditions of a trade association that prohibits its members from engaging in both retail and wholesale operations;
- g. **Bylaws or other membership terms and conditions of a trade association that prohibits its members from providing or selling certain goods or services to non-members;**

- h. **Bylaws or other membership terms and conditions of a trade association that prohibits admission of new members while membership in such trade association provides significant competitive advantages to its members when such economic impact is immediately obvious; or**
- i. **A concerted effort among providers of goods or services to refuse to supply certain information or data related to such goods or services (i.e., x rays) to third parties who are to determine or influence the compensation for such goods or services (i.e., insurers, auditors, etc.).**

Policies Regarding Agreements to Restrict Competition

Required Conduct by Members.

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:

Members shall exercise independent judgment with respect to their business decisions regarding pricing, costs, target customers, target geographic markets, and similar matters.

Members shall make pricing decisions independently of competitors, in light of costs, general market conditions, and competitive prices.

Members shall document the source of any sensitive information regarding from a competitor to avoid any inference or allegation that such information was obtained improperly.

Members shall reject any offer, whether explicit or implied, from any competitor to enter into any agreement to restrict competition, as described in Part IV.A above.

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.

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:

Members shall not enter into, or offer to enter into, any agreement to restrict competition, as described in Part IV.A above, with a competitor, whether or not such competitor is also a Member of UNICON.

Because sharing recent historic, current, or future pricing (or output) data or information with a competitor may imply or evidence an agreement to fix prices (or reduce output), even if no explicit agreement exists, Members shall not engage in any discussions with a competitor concerning recent historic or current prices charged (or output offered) or expected future prices to be charged (or expected output levels) for goods or services, whether or not such competitor is also a Member of UNICON.

Because sharing cost and expense data or information, such as salaries paid or benefits offered to its faculties or other employees, such as pricing and other key terms and conditions of dealings with suppliers, vendors, and other intermediaries relevant to goods or services offered by a Member with a competitor may imply or evidence an agreement to fix prices or otherwise restrict competition, 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.

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.

Members shall avoid adopting, implementing, or engaging in, intentionally or unintentionally, efforts to standardize programs for the higher education industry, which attempt to set terms and conditions of education programs or other products or services being offered by Members, including, but not limited to, pricing, discount terms, curriculum categories, enrollment criteria, enrollment privileges, etc.

ANNUAL SURVEYS AND SURVEY REPORTS.

Annual Surveys and Survey Reports.

The sharing of business information, even via a third party such as a trade association like UNICON, presents some antitrust risk and possible significant risk, especially, in cases involving collection and sharing of anticompetitively sensitive data or information, such as current or future pricing data, cost and expense related data, information as to employment conditions, geographical distribution of goods or services, personal information concerning customers or classes or categories of customers, new demand or order information, information about members having surplus capacity on goods or services, data about current inventory or capacity level concerning goods or services offered by members, and information about cancellation of orders. In some cases, the courts have found *per se* illegality merely out of exchange of pricing information (including information concerning specific sales to identified customers) among trade association members although there was no evidence of agreement among those members to adhere to a price schedule.

The concern among antitrust regulators is that information provided to and later disseminated by a trade association may result in coordinated activity among competitors, reducing competition. For instance, the courts recognize, without

additional proof, that knowledge of a competitor's price usually meant matching that price. Alternatively, information sharing through a trade association may be used as a "cover" for an actual agreement among competitors to restrict competition. For example, if trade association members were required to report all sales activity and the prices at which their goods or services were sold on an immediate basis, that reporting might be used to monitor compliance with an price-fixing agreement.

UNICON annually conducts surveys of Members to gather data concerning the Members' operations. UNICON compiles that data into annual survey reports (e.g., State of the Industry Summary Report) which are distributed to all Members. This information sharing by and among Members through UNICON is an area of higher antitrust concern.

Policies Regarding Annual Surveys and Survey Reports.

To avoid any risk that the annual surveys and annual survey reports may give rise to an actual or perceived antitrust violation, the following policies will be adhered to by UNICON or the Members in the preparation, publication, and use of the annual survey reports.

Required Conducts.

Annual survey reports will contain only historical (except recent historic, such as less than three month old) data concerning members and not current data, except where, in UNICON's sole discretion, the publication of current data cannot reasonably be expected to give rise to an actual or perceived antitrust violation or where the provision of current data is necessary for the annual survey reports to be useful to Members.

Annual survey reports will publish data without any identifying information regarding the Member who provided the data. Data published in the annual survey reports will generally be published in the aggregate and will be as general as possible while still permitting the annual survey reports to be useful to Members.

Collection of information from Members for annual survey reports will be conducted and managed by a third-party data collection service provider or by UNICON employees, and no information collected will be disclosed or made available to any Member except through the publication of the annual survey report.

Survey questions requesting any price-related or cost-related data, including without limitation prices charged, discounts offered, salaries paid, and benefits offered, will be limited to data that is more than three months old.

For any statistic disseminated through the publication of the annual survey report, the statistic will be based upon data from five or more Members, no individual Members' data will represent more than 25 percent on a weighted basis of that statistic, and the data comprising such statistic will be sufficiently aggregated such that it will not allow Members to identify the prices charged or costs incurred by any particular Member.

Annual surveys reports are provided by UNICON to Members for informational purposes only in order that Members might increase efficiencies and improve education services offered to customers, and are not intended to influence or require Members to take or avoid any particular course of action, and Members are not bound by any conclusion, opinion, or recommendation contained in any such annual survey report. Members shall independently evaluate all information contained in such annual survey report to determine, what, if any, action to take as a result of such annual survey report.

UNICON will make annual survey reports available to all Members and may make annual survey reports available to nonmembers, but UNICON may require nonmembers to pay a fee equal to the reasonable cost of preparing and delivering such annual survey reports, and any such fee will be established by UNICON in its sole discretion.

Restricted Conducts.

Annual survey reports will not include any obligatory requirements or mandates (i.e., reporting of price changes, reporting on sales or purchases, etc.), recommendations (i.e., pricing range recommendations, suggestions to deal or not to deal with certain vendors, suppliers, or intermediaries, etc.), or enforcements (i.e., any penalty on Members breaching or deviating from any mandates) regarding any action Members should or may take based on the survey report.

Annual survey reports will not include conclusions or predictions regarding future price or cost trends, output levels, or any other anticompetitively sensitive items.

Annual survey will not request information from Members concerning future actions that Members may take with respect to pricing or costs, output levels, or any other anticompetitively sensitive items and annual survey reports will not include such data or information if acquired by UNICON.

Annual survey and annual survey reports will not study or report on pricing, output, or other anticompetitively sensitive information, except in accordance with the antitrust safe-harbor guidelines provided by the United States Department of Justice and the Federal Trade Commission and substantially reproduced in Sections IV.B.1.c through IV.B.1.e, above.

Members shall not rely exclusively on the data, conclusions, or other information provided as part of the annual survey reports in determining future actions regarding pricing, costs, target customers, target geographic markets, and similar matters.

OTHER RESEARCH.

Other Research Produced by UNICON

It is axiomatic to say that certain level of sharing information on technology, know-how, or other intellectual property among competitors may be procompetitive and so could reasonably be determined necessary to achieve the procompetitive benefits of certain collaborations. Nonetheless, research and other materials produced by trade associations for distribution to members, especially those containing or concerning information related to a market, pricing, output, costs, or strategic planning, often raises similar antitrust concerns as information sharing, addressed in Part V, above. If research conclusions direct or encourage uniform conduct among competitors, regulators may believe that such research is part of an actual agreement not to compete. For example, a research report regarding prices that suggests members could each raise prices by 10% without any decrease in demand, it might be viewed as part of an implicit price fixing agreement.

Among the services UNICON provides to Members is research and related reports. This research provided by UNICON to Members presents an antitrust concern.

Policies Regarding Other Research Produced by UNICON

To avoid any risk that research undertaken by UNICON and provided to Members may give rise to an actual or perceived antitrust violation, the following policies will be adhered to by UNICON or the Members in the preparation, publication, and use of the researched.

Required Conducts.

The goal of all research undertaken by UNICON will be to improve the delivery of executive education service by Members to their customers by increasing efficiencies, improving content, or otherwise increasing the type and quantity of services available to Members.

Research is provided by UNICON to Members for informational purposes only in order that Members might increase efficiencies and improve education services offered to customers, and is not intended to influence or require Members to take or avoid any particular course of action, and Members are not bound by any conclusion, opinion, or recommendation contained in any such research. Members shall independently evaluate all information contained in such research to determine, what, if any, action to take as a result of such research.

UNICON will make research available to all Members and may make research available to nonmembers, but UNICON may require nonmembers to pay a fee equal to the reasonable cost of preparing and delivering such research, and any such fee will be established by UNICON in its sole discretion.

Restricted Conducts.

UNICON will not conduct research regarding prices to be set or expenses to be paid by Members.

Research produced by UNICON will not include any recommendations regarding any action Members should take based on the survey report.

In other research produced by UNICON and made available to Members or the general public, UNICON will not include recommendations, predictions, or conclusions that may, in UNICON's sole judgment, appear to violate antitrust laws or promote or encourage actions, that, if undertaken by Members, would be a violation of antitrust laws.

Members shall not rely exclusively on the data, conclusions, or other information provided as part of research produced by UNICON in determining future actions regarding pricing, costs, target customers, target geographic markets, and similar matters.

Annual Conferences and Other UNICON Meetings.

Annual Conferences and Other UNICON Meetings.

Conferences and meetings hosted, organized, or sponsored by or in conjunction with UNICON and attended by Members ("UNICON Conferences") may raise particular antitrust concern, because UNICON Conferences allow for close interaction among competitors and may appear to present an opportunity to influence competitors and coordinate activity among competitors. Trade association conferences and meetings in general allow for competitors to interact in unstructured settings, where little concern might be paid to the antitrust risk that an attendee's conduct poses. For example, trade association meetings may allow an opportunity for executives at two competing organizations to meet and speak freely; if one executive conveyed to his prime competitor that his organization intended on raising prices in the next month, his competitor may do so as well, leading to an inference of an agreement to fix prices among them.

Alternatively, the presenters or hosts of such a conference may, intentionally or unintentionally, encourage uniform conduct among competitors, which may lead to accusations of a conspiracy to restrict competition among attendees. For example, if an annual conference presenter suggested that reducing the number of class openings may result in higher prices, this suggestion might be construed to be part of an agreement to restrain competition.

Policies Regarding Annual Conferences and Other UNICON Meetings.

To avoid the risk that UNICON Conferences may give rise to an actual or perceived antitrust violation, UNICON Conferences shall be governed by the following policies:

Required Conducts.

Prior to any UNICON Conference, an agenda shall be prepared providing, in reasonable detail, the presentations, speeches, panels, question and answer sessions, forums, roundtables, breakout sessions, or similar events to occur (“UNICON Conference Events”), topics or areas of discussion to be included in the UNICON Conference Events, and all speakers or presenters that will be attending the UNICON Conference (the “Agenda”). UNICON shall review the Agenda provided to ensure compliance with this Antitrust Policy and may require changes or amendments to the Agenda prior to the UNICON Conference. After Approval by UNICON and prior to the commencement of the UNICON Conference in question, the Agenda shall be distributed to all attendees.

The Agenda shall be strictly followed throughout the UNICON Conference in question, and UNICON may take any action, up to and including cancelling or terminating the UNICON Conference in order to correct any deviations from the Agenda.

UNICON shall designate a recorder to keep detailed minutes of the UNICON Conference and all activity associated therewith.

UNICON may require that speakers and presenters at UNICON Conferences agree to this Antitrust Policy.

UNICON may provide Members or other attendees of UNICON Conferences a copy of this Antitrust Policy or an abbreviated or summarized antitrust policy in such form as UNICON may adopt.

Regardless of whether UNICON provides Members or other attendees with any antitrust policy, Members and other attendees shall strictly adhere to this Antitrust Policy at all times during the UNICON Conference., including during UNICON Conference Events, during “breakout sessions” or similar UNICON Conference Events, between UNICON Conference Events, during lunch or meal breaks, or during informal gatherings before, during, or after the UNICON Conference, whether or not such informal gatherings occur in a separate location than the UNICON Conference.

Restricted Conducts.

The follow topics or areas of discussion shall be prohibited in all UNICON Conference Events: prices charged, discounts offered, pricing trends, anticipated prices, terms and conditions of sale, salaries paid, benefits offered, cost margins, markups, or any other topic or area of discussion which may give rise to an actual or perceived antitrust violation, including, without limitation, any recommendation than Members should engage in any of the prohibited conduct identified in Section 1 of this Antitrust Policy.

Internet, Social Media, and Other Communications.

Internet, Social Media, and Other Communications.

Communication by UNICON or among Members may raise antitrust concerns where the communications themselves constitute or evidence an antitrust violation. For example, any communication tending to show an agreement between competitors to raise prices or allocate markets will be evidence of a *per se* violation of antitrust law. Involvement of all or significant portion of UNICON Members is not necessary to find such communications to be anticompetitive. Certain clusters of conspiracies among a few Members (i.e., pricing or other anticompetitively sensitive discussions through online chat rooms available on social media or other commonly used software platforms) could be sufficient evidence to find violation of antitrust law not only on the part of those participating Members but also, possibly, on the part of UNICON if such clusters may not have existed or continued to exist but for UNICON. In addition, UNICON communicates to Members and to the general public through press releases, newsletters, email bulletins, and social media (such as Facebook, Twitter, or LinkedIn), websites, and traditional paper media ("UNICON Communications."). Moreover, Members have access to resources provided by to communicate to UNICON and/or other Members. Such communications must comply with all parts of this Antitrust Policy, including the specific policies set forth below:

Policies Regarding Internet, Social Media, and Other Communications

To avoid the risk that any communications by UNICON or among Members may give rise to an actual or perceived antitrust violation, such communications shall be governed by the following policies:

Required Activities.

UNICON Communications will be reviewed prior to dissemination to ensure such communications do not, in UNICON's sole discretion, appear to violate antitrust laws or promote or encourage actions, which, if undertaken by Members, would be a violation of antitrust laws.

UNICON may monitor social media posts or communications on any UNICON-associated social media pages or websites and remove any post which, in UNICON's sole discretion, appears to violate this Antitrust Policy, violates antitrust laws, or promotes or encourages actions, which, if undertaken by Members, would be a violation of antitrust laws.

Restricted Activities.

Resources provided by or associated with UNICON such as membership lists, Member contact information, email lists, or UNICON-associated social media pages or accounts (such as Facebook, Twitter, or Linkin) shall not be used or utilized by Members to take or attempt to take any action which violates this Antitrust Policy.

Members shall not post any content or communication on UNICON's websites (including, without limitation, sites under the www.uniconexed.org domain name) which violates this Antitrust Policy, otherwise violates antitrust laws, or promotes or encourages actions, which, if undertaken by Members, would be a violation of antitrust laws.

Members shall refrain from any communication with other Members via any and all methods, including, without limitation, online chat rooms, social media, or other commonly used software platforms, concerning or involving any competitively sensitive subject matters, such as (i) pricing or other terms and conditions of sale or supply to consumers, (ii) pricing or other terms and conditions of purchase or procurement from suppliers, vendors, contractors, or employees, (iii) capacity or production size or other factors indicating or determining output, (iv) costs of production, (v) territories of business, sales, or promotion, or (vi) business strategies or plans.

ANTITRUST PROCEDURES

The following procedures should be followed to ensure compliance with this Antitrust Policy and to avoid conduct that may give rise to an actual or perceived antitrust violation.

Written Communications.

Members shall keep this Antitrust Policy in mind when communicating with Members or other competitors. Because written communications which may be unobjectionable at the time may be later misconstrued as part of an antitrust investigation, Members should carefully consider the content of all written communications, both internal and external, and consider whether a verbal conversation may be appropriate in lieu of written communications.

Consultation with Counsel.

Any time a Member considers engaging in action which reasonably appears to violate this Antitrust Policy or any antitrust law, or if there is a reasonable question as to whether such action may violate this Antitrust Policy or any antitrust law, the Member should seek legal advice from its own experienced antitrust counsel before engaging in such action.

Report of Investigations.

Members shall immediately seek guidance from or notify UNICON if the Member receives any inquiry from any governmental agency or from any private lawyer regarding any alleged antitrust violation.

Violation of Antitrust Policy.

In addition to any and all other rights and remedies that UNICON is entitled to under any applicable law or in equity, upon any Member's violation of this Antitrust Policy, as determined by UNICON in its sole discretion, UNICON may take any or all of the following actions: provide a warning or notice of breach to said member, publicly disavow the actions of said Member, or terminate the membership of said Member,

ANTITRUST POLICY TERMS AND CONDITIONS

The following terms and conditions are part of and govern this Antitrust Policy.

Incorporation.

This Antitrust Policy shall become a part of the membership agreement to which each Member is bound and is made a part thereof. As a condition of membership in UNICON, and by agreeing to be bound by the membership agreement, each Member agrees to the terms and conditions of this Antitrust Policy.

Indemnity.

Each Member agrees to defend, indemnify, and hold harmless UNICON and any other non-breaching Member from and against any and all claims, demands, causes of action, liabilities, obligations, losses, damages, penalties, fines, governmental investigations, costs, expenses (including, without limitation, reasonable attorneys' fees), or disbursements of any kind or nature whatsoever which may be imposed on, incurred by, or asserted against UNICON or any non-breaching Member arising out of or in any way connected to such indemnifying Member's material breach of any term or condition of this Antitrust Policy.

Member Communication and Actions.

Members shall not engage in any communication with any other Member or engage in any action or conduct, by whatever means or manner, that is designed to cause (or may have reasonable possibility of causing) any material violation of the Antitrust Policy by such Member. Before taking any action involving UNICON or another Member that may be questionable or as to which a Member shall have a reasonable inquiry as to its possible violation of the terms and conditions of this Antitrust Policy, the Member contemplating such action shall first consult its own experienced antitrust law counsel.

Authority to Censor and Amend.

Members hereby authorize UNICON to and UNICON shall have the power and authority to change, amend, revise, edit, delete, reject, or otherwise censor any content or communication by any Member posted on any UNICON-associated social media pages

or accounts or UNICON's websites (including, without limitation, sites under the www.uniconexed.org domain name). UNICON shall have the power and authority to change, amend, revise, edit, delete, reject or retract any content produced by UNICON at any time including UNICON Communications, annual survey reports, or other research.

Waiver of Liability.

In no event, whether by way of adopting this Antitrust Policy, by exercising or failing to exercise any of the rights provided to UNICON under this Antitrust Policy, or otherwise, shall UNICON or any of its board members, officers, employees, consultants, counsel, representatives, agents, or assigns, be held liable to any Member for any causes of action, claims, damages, costs, or expenses arising out of any other Members' material breach of any term or condition of this antitrust policy or any other action.

Disclaimer.

Each Member understands, acknowledges, and agrees that the Antitrust Policy does not and cannot address every situation in which or all conduct by which a Member may violate or be alleged to violate antitrust law and that even strict compliance with this Antitrust Policy does not guaranty that such Member will not violate or be alleged to violate any antitrust law. Each member further understands, acknowledges, and agrees that UNICON or any of its board members, officers, employees, consultants, counsel, representatives, agents, or assigns, is not, nor shall be deemed to be, an advisor, counsel, counselor, expert, or fiduciary for any Member concerning any antitrust matter of such Member, any such Member's action or activities concerning UNICON, or any such Member's business affairs.

Amendment.

This Antitrust Policy may be amended, revised, changed, modified, restated, or replaced in its entirety or otherwise by UNICON. Immediately upon adoption by UNICON of such amendment, it shall be binding on and enforceable against all Members.

Enforcement.

In addition to any and all other rights and remedies that UNICON is entitled to under any applicable law or in equity, UNICON shall be entitled to specific remedies and may enforce this Antitrust Policy in the form of injunctive relief in case of any breach hereof by a Member.

Appendix B

UNICON MEMBERSHIP CRITERIA AND GUIDELINES FOR MEMBERSHIP

MEMBERSHIP CRITERIA	GUIDELINES
1. Business Schools (generally University-based), which offer executive education.	• Primary purpose of the institution is educational. • Academically-focused. • Own faculty. • Faculty engaged in research and/or business-related activities.
2. Experience in field of executive education	• Minimally two years in the field, meeting quality and performance levels defined below. • Experience of senior members of executive education staff. • Significant accomplishments to date.
3. Size of Operation	• Instructional days during the past two years. • Number, scope, and length of individual programs offered. • Types of programs offered. • New programs added in the past year. • Growth/change over the past two years. • Number of students by level (senior management, upper middle management, middle management, lower management). • Range of organizations served (size, number, and geographic spread). • Number of staff (non-faculty) supporting executive education. • Members are at an annual minimum of \$2 million US dollars in executive education revenues (non-degree programs)
4. Faculty	• % of executive education provided by school's faculty and % by external faculty (please indicate Full Time, Dedicated and External Faculty). • Faculty background and qualifications (academic, research, business, consulting).
5. Andragogical Approaches	• Description of typical program format (lecture, distance learning, residential, etc.). • Use/quantity of technology within the program (classroom, student support, etc.).
6. Quality of Program Offerings	• Corporate clients from whom UNICON can seek information (contact name, title, organization, address, and type of service provided by the school). • Involvement of clients in: Open enrollment programs Custom programs, Consortia programs

	• Evaluation criteria used. • Pre- and post-follow-up with students and client organizations. • Support services provided to students during programs to enhance learning. • % of repeat business with major clients.
7. Commitment of Institution to the Objectives and Expectations of UNICON	• Dean/principal support for executive education • Recognition and acknowledgment that membership is at the institutional, not the personal level. (A letter from the Dean or Principal indicating the institution's commitment to UNICON membership is required). • Recognition that UNICON is not a subscription organization but a consortium which expects active involvement of members. • Commitment to share information, respond to surveys, etc. • Attendance of senior staff at UNICON conferences • Commitment to support membership by providing staff time and financial resources (beyond dues) to UNICON activities (e.g. serving on committees) • Senior staff involvement in UNICON - representatives with authority to make commitments for the member institution. • Reasons why the institution wants to be a member of the consortium.