

APPENDIX A

BOARD OF DIRECTORS

A.1 BOARD MEMBERS

The Board of Directors will have seven (7) user members. In addition, SunGard Higher Education will provide one non-voting representative to attend meetings at the invitation of the Board. This individual will be designated by SunGard Higher Education.

A.2 PURPOSE

- Oversee the activities related to the corporate entity (i.e., manage the enterprise);
- provide leadership and direction for conference planning and execution as well as product advocacy;
- serve as the focal point for executive level interaction with SunGard Higher Education.

A.3 RESPONSIBILITIES

- Supervision and control of all business activities including the approval of and conduct of conferences;
- the execution of product advocacy and member services; the acquisition and/or provision of administrative services;
- planning and conducting required communication;
- stewardship.

A.4 QUALIFICATIONS

1. **Mandatory qualifications** -- objective criteria which can be verified easily.
 - current SETA member;
 - currently licensed SunGard Higher Education maintenance user;
 - past SETA and/or Summit conference attendance or interaction with SunGard Higher Education through other means;
 - electronic accessibility (both e-mail and Web);
 - written confirmation of institutional support from nominee's next level of management;
 - written confirmation of having read the Bylaws and Policies & Procedures;
 - written commitment to attend at least one SETA conference;
2. **Preferred qualifications** -- subjective:
 - from institutions using two or more products;
 - experience in vendor relationships (whether with SunGard Higher Education or other vendors);
 - evidence of commitment to the SETA organization (i.e., presenter, track chair, program chair, conference chair, etc.);
 - demonstrated leadership experience; ability to influence planning and direction on their campus; written intent to attend SunGard Summit.

A.5 TERMS

The term for Board Member is for three years, limited to two consecutive terms.

A.6 UNEXPECTED VACANCY

If a vacancy results because a Board member is unable to complete their term, the Board may appoint an individual to fill the remaining term of that vacancy.

A.7 NOMINATION AND ELECTION PROCESS

- The President will appoint a Board Director(s) to coordinate the nomination and election.
- The Coordinator will solicit nominations, screen nominees, and prepare a slate of candidates for Board approval.
- The Coordinator does not have to utilize all nominations when creating a slate of candidates for the ballot. The slate of candidates should be sufficient to provide at least (2) candidates for each vacancy.
- The Coordinator will seek to provide a slate of candidates for the ballot that seeks Board institutional balance. Board membership should provide diverse representation including:
 - Community Colleges and Four-Year Institutions
 - Public and Private Institutions
 - Large and Small Institution
- There can be no more than one person from the same institution, or same type of institution (i.e., community college or four-year institution) within a single state system, serving on the Board simultaneously.
- The Committee will seek to provide a slate of candidates for the ballot that seeks Board balance representative of a broad spectrum of SunGard Higher Education products and services.
- The Coordinator will audit the ballots after they have been tallied.

A.8 NOMINATIONS AND ELECTION TIMETABLE

(See also Policy and Procedures 7.1.2)

BOARD NOMINATION - ACTION ITEM	DEADLINE DATES
President appoints Nomination and Elections Coordinator(s)	Fall Board meeting
Call for Nominations (before Summit)	March 1st
Nominations Close	May 31st
Chair has verified nominees' mandatory qualifications, confirmed institutional support, and then presents all nominees to Board. Board finalizes slate.	June 30th
Nominee slate is emailed to members	On or before August 1 st

Voting Opens	Mid August – Mid Week
Voting Closes	7 to 10 days after Voting Opens
Candidates notified and invited to the next Board meeting	on or before August 31
Membership notified by email	in September

A.9 BOARD POSITIONS AND THEIR ROLES

President

- must have served one full year on SETA Board;
- serves as Executive Officer and as official representative/spokesperson of the Association;
- presides over and conduct the SETA Board meetings and all meetings of the Association;
- oversees the Association’s management consultant regarding all business of the organization;
- sets meeting agendas;
- coordinates SETA financial expenditures, and execute all contracts on behalf of the Board;
- coordinates and facilitates all executive communication with SunGard Higher Education;
- appoints ad hoc committees;
- assigns duties to Directors and the Association’s management consultant as necessary;
- performs such other duties as customarily pertaining to the office of President.

Vice President

- must have served one full year on SETA Board;
- shall assume the duties of the President in his/her absence;
- shall serve as advisor to the President;
- develops, reviews and maintains the Bylaws, the Policies and Procedures , Conference Planning and Program Committee Handbook, and Presenter Handbook;
- performs other duties as assigned by the President;
- serves as parliamentarian.

Treasurer

- shall be the Financial Officer of the Association;
- coordinates tax reporting;
- prepares an annual financial report for the membership to be presented at conferences by Board Liaison;
- maintains insurance for the organization;
- reviews checking and investment accounts re transfer of funds;
- develops and monitor adherence to budgets;
- oversee and carry out investment activities;
- review deposit detail;
- disburses funds;
- prepare and archives financial statements;
- coordinates external audit and review and present the findings to the Board;
- performs other duties as assigned by the President;

Secretary

- shall be responsible for documenting all official proceedings in a timely manner;
- makes board minutes summary available to membership;
- performs other duties as assigned by the President;

Directors at Large

- shall perform duties as assigned by the President;
- duties the President might assign include:
 - coordinate nominations procedure;
 - coordinate election procedure;
 - coordinate SETA membership and conference marketing;
 - serve as editor of the SETA newsletter;
 - serve as liaison to vendor sponsors;
 - conference liaison;
 - oversee SETAsource;
 - etc.