

**Higher Education
Data Sharing Consortium**

Policy Manual

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Introduction

The HEDS Policy Manual was created to clarify definitions, policies, practices, and procedures the HEDS Board of Directors and HEDS Staff use to carry out the mission consortium. While the Bylaws delineate the governance structures and practices of the consortium, the Policy Manual describes routine procedures used to carry out the day-to-day work of the consortium. The policy manual is a companion to the Bylaws, as well as the Statement of Understandings; the three documents, taken as a whole, guide the organization. Revisions to the Policy Manual may be made by majority vote of the Board of Directors, subject to the Bylaws as appropriate. A current copy of the Policy Manual is posted on the public HEDS website.

In a few instances, the Bylaws reference sections of this Policy Manual. Changes to these sections of the Policy Manual that would conflict with the Bylaws may only be made by concurrently revising the Bylaws through the process described in Article VII of the Bylaws. References in the Bylaws to policy documents are as follows:

Article I: Members

- Section 1.05. Membership Dues and Fees. The annual dues and fees for membership may be recommended by resolution of the Board of Directors and approved by the members. Payment of annual dues shall conform to the procedures laid out in the HEDS Policy Manual.

Article III: (Directors)

- Section 3.02. Number of Directors. The Board of Directors shall consist of nine (9) persons from member institutions in good standing, elected in accordance with provisions in the Election and Term of Directors section of the Bylaws and the HEDS Policy Manual.
- Section 3.03a. Election and Term of Directors. Normally Expiring Terms. Each of the members in good standing served by HEDS shall have the right to cast one vote for the election of directors to the Board. The election process will be completed in advance of the annual meeting of the members, including notification of the outcomes of the election first to the candidates and then to the general membership, according to procedures described in the HEDS Policy Manual.

Article IV (Officers)

- Section 4.02. Election of Officers and Term. Officers are to be elected by the Board of Directors at the regular meeting of the Board that coincides with the annual meeting of the members, according to the guidelines in the current HEDS Policy Manual. All such officers shall serve for a period of one year or until their successors are elected.

I. Mission

The HEDS Consortium Mission

The Higher Education Data Sharing Consortium (HEDS) is an organization of colleges and universities committed to sharing data, knowledge, and expertise to advance undergraduate liberal arts education, inclusive excellence, and student success at member institutions.

HEDS fulfills its mission by:

- Facilitating collaborative efforts among its member institutions on institutional research and effectiveness, strategic planning, and assessment.
- Assembling, analyzing, and openly sharing institutional and survey data among member institutions to advance their educational missions.
- Fostering increased capacity in institutional research, assessment, and institutional effectiveness to lead efforts that help others make sense of and use data to inform and advance liberal learning.
- Offering professional development opportunities through conferences, regional workshops, and a network of colleagues at member institutions.

The HEDS mission is developed by the HEDS Board of Directors to frame the consortium's work within the bounds articulated by the consortium's articles of incorporation:

Section 1. Purposes. Higher Education Data Sharing Consortium, Inc. (the "Organization") is a public benefit corporation that shall be organized and operated exclusively for charitable purposes and other programs and projects as are described in §§ 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding provisions of any subsequent federal tax laws.

The Organization principally exists to (a) support the educational goals of public and private universities and colleges by providing assistance to member institutions; (b) solicit and receive funds for the accomplishment of the above purposes; and (c) pursue any other purpose permitted to be pursued by a charity (or, by a private foundation should this organization ever become a private foundation), as that term is defined in 26 USC §§ 501(a) and (c)(3) and associated regulations, as each may from time to time be amended.

II. HEDS Board of Directors Roles and Responsibilities

HEDS board members are fiduciaries who work in close collaboration with the HEDS leadership (to include the HEDS Director, Associate Director, and Assistant Director) and HEDS staff to steer the organization towards a sustainable future as the consortium works to enact its mission. The roles and responsibilities of board members include:

- 1. Engage with HEDS mission and purpose.** The board collaborates with the HEDS director to ensure that the consortium has a relevant and applicable mission that articulates the consortium's goals, means, and constituencies served. It is also the board's responsibility to work with the director to ensure that the consortium's activities fulfill the mission. Board members are expected to actively participate in one or more HEDS activities (e.g., listserv, data exchange, workshops, conference presentation) a year.
- 2. Set expectations for and support the HEDS director.** The board ensures that the director has the support needed to further the goals of the organization while also setting the responsibilities and expectations for the director and evaluating the director's accomplishment of these expectations.
 - Putting the interests of the organization above personal interests.
 - Representing the range of interests of the institutions in the consortium in board discussions, not only the interests of one's own institution.
 - Observing established lines of communication and directing requests for information or assistance to the HEDS director.
- 3. Protect assets and provide proper financial oversight.** The board reviews the consortium's budget and expenditures to ensure that a) proper financial controls are in place, and b) that the consortium's budget and assets are utilized in a manner that supports the consortium's mission and financial sustainability.
 - Refraining from intruding on operational issues that are the responsibility of HEDS staff, except to monitor the results and ensure that procedures are consistent with stated policies.
- 4. Build a competent board.** Board members articulate prerequisites for candidates, orient new members, and regularly evaluate Board performance.
 - Making attendance at all meetings of the board (e.g., monthly board phone calls and the annual meeting) a high priority.
 - Cooperating with and respecting the opinions of fellow board members, HEDS leadership, and HEDS staff. While healthy constructive disagreement and/or criticism is welcome, personal prejudices are to be left out of all board discussions.
 - Being prepared to discuss the issues and business on the agenda, having read all background material relevant to the topics at hand.
- 5. Enhance the organization's public standing.** The board clearly articulates the organization's mission, accomplishments and goals to the public and garners support from the community.
 - Representing the organization in a positive and supportive manner, including supporting the actions of the board even when the board member personally did not support the action taken.
- 6. Maintain confidentiality.** Board members will have access to confidential financial, personnel and other matters concerning the organization, staff, and member institutions in board materials or discussions from time to time. Board members shall not disclose such confidential information to anyone.
- 7. Support HEDS principles and values.** HEDS embraces the principle that diversity is essential for communities of practice to enrich both the participants in these communities and the people and

organizations with which these communities interact. HEDS is committed to being open and welcoming organization and offering all programs and activities without regard to race, color, creed, ethnicity, religion, gender, national origin, marital status, veteran status, actual or perceived sexual orientation, gender identity and expression, or status with regard to public assistance, disability, or age.

8. Ensure legal and ethical integrity. The board is ultimately responsible for adherence to legal standards and ethical norms. Any board member who engages in discriminatory or harassing conduct while engaged in HEDS activities is subject to removal from those activities. Complaints involving a board member or the HEDS director alleging misconduct will be investigated promptly and as confidentially as possible by a task force of the board appointed by the executive committee and, when appropriate, the HEDS director. Upon receiving the results of the task force's investigation, the board will determine appropriate next steps. If the board determines that the board member should be removed from the board, it will follow the procedure described in Section 3.13 of the HEDS Bylaws.

9. HEDS Committees To meet the needs of the consortium, the Board can create and eliminate committees at any time except as specified elsewhere in this document or the Bylaws. The Board may fill vacancies and modify membership on committees at the Board's discretion.

10. Hire HEDS Director. When the position is vacant, the Board will undertake a careful search to find the most qualified individual for the position. The Board may appoint an interim Director as needed.

If a board member cannot or does not fulfill these commitments to the organization, the chair of the board will contact them to discuss their responsibilities with them.

Duties of the Executive Committee

Composed of the Board Chair, Vice Chair/Secretary, and Treasurer, the Executive Committee (EC) provides leadership for prioritizing the board's work based on the aforementioned board roles and responsibilities. Working together the EC is responsible for:

- Collaborating with the HEDS leadership on responses to pressing issues
- Undertaking the financial review with the auditors and reviewing monthly account statements
- Undertaking the HEDS Director's annual review
- Taking the lead on hiring a new HEDS Director when necessary
- Developing a long-range financial planning model for HEDS.
- Advising the Board of the financial consequences of alternative strategic and tactical decisions.
- Advising the Board on the development of financial policies and operating procedures that represent accepted best practice.

Duties of the Board Chair

As stated in the Bylaws, Section 5.03

The Board Chair shall preside at all meetings of the Board and of the members and shall see that all orders and resolutions of the Board are carried into effect. The Board Chair shall make an annual report to the members about actions taken by the Board since the last annual report.

Core Duties of the Chair

- Organizes the work of the board - The Board Chair:
 - Leads meetings of the board, including monthly conference calls, the annual retreat, and any special meetings.

- Organizes and coordinates the board’s activities (e.g., setting the annual agenda, prioritizing activities).
- Leads the review and evaluation of the HEDS Director.
- Maintains open and ongoing communication with the HEDS leadership and Board Executive Committee.
- Checks in periodically with HEDS leadership about financials, staff work, membership numbers and targets, and progress on plans for the year. Adjusts the work of the board accordingly.
- Reviews the policy on HEDS Board Roles and Responsibilities.
- Ensures that the board’s work is fulfilling the roles and responsibilities
- Has conversations as appropriate with the HEDS Executive Committee and the HEDS Director about board roles and responsibilities.
- Serves as the contact point for board members on board issues:
 - Sets goals and objectives for the board and ensures that they are met.
 - Ensures that all board members are involved in the work of the board.
 - Motivates board members to get and stay engaged in HEDS.
- Promotes professional development - HEDS Board membership is a voluntary activity, so it is important that the Board Chair keep the following in mind:
 - Board members should find professional value in being on this board.
 - Ideally, being on the board should be enjoyable.
- Ensures transparent communication between the HEDS Board, the HEDS Executive Committee, and the HEDS leadership:
 - In practice this means copying the HEDS leadership on all emails that deal with HEDS Board business and copying the HEDS Executive Committee, HEDS leadership on emails that refer to them directly, when adding something to a conference call or meeting agenda, or when responding to a concern or question from a member, unless someone requests confidentiality.
 - Ensures the Board is kept informed by the Executive Committee
 - The goal of open communication is to create trust and to ensure that other members of the Executive Committee or the HEDS leadership team can continue the work of the consortium uninterrupted in the absence of the Board Chair and/or HEDS Director.
- Promotes the contributions of all board members to board conversations – It is the Chair’s responsibility to ensure that all board members have the opportunity to contribute to the board’s conversations, that one or a small number of board members do not dominate these conversations, and that conversations maintain a respectful and engaging tone.
- Has conversations as appropriate with the HEDS Executive Committee and the HEDS Director about board roles and responsibilities.
- Is visibly present and serves as an ambassador at HEDS and HEDS-related events throughout the year.

The Board Chair has certain responsibilities that repeat throughout the year and others that are tied to specific dates. See Appendix A (Board Chair Responsibilities) for this information.

Duties of the Vice Chair/Secretary

The Vice Chair shall perform the Chair’s duties in the absence of the Chair.

As stated in the Bylaws, Section 4.04

In the Chair’s absence, the Vice Chair/Secretary shall be called upon to Preside at meetings of the Board and of the members. When necessary, the Vice Chair/Secretary also may be called upon to perform other duties assigned to the Chair. The Vice Chair/Secretary shall act as Secretary of the Board and ensure that a record is kept of all proceedings. The Secretary shall see that due and proper notice is given of all meetings of the consortium, and shall perform other duties as may be required from time to time by the

Board. The Board of Directors may appoint assistant officers to assist the Vice Chair/Secretary in the performance of his/her duties.

Vice Chair/Secretary Responsibilities

- Be prepared to assume the work of the Board Chair on a short- or longer-term basis.
- Fulfill duties of the Executive Committee.
- Nominating Committee.
 - Oversee the nominating process for the Board by serving as an ex officio of the Board-appointed Nominating Committee. Act as a liaison between the Nominating Committee, the HEDS leadership (Director, Associate Director, and/or Assistant Director), and the HEDS Board. See Nominating Committee Guide for additional responsibilities and associated timelines.
 - Generate a list of Nominating Committee candidates to be appointed by the Board that will ensure representativeness of membership
- Orient new board members, with the HEDS Director
- Ensure a record is kept of all proceedings
- Ensure all Board members are aware of meetings (e.g., create calendar invites with dates, times, agendas, location and/or conference call links as well as assignments for taking minutes)
- Participate in board committee work in support of the HEDS mission.

The Board Vice Chair/Secretary has certain responsibilities throughout the year that are tied to specific dates. See Appendix B (Board Vice Chair/Secretary Responsibilities) for this information.

Duties of Treasurer

As stated in Section 4.05 of the Bylaws

The Treasurer shall be responsible for oversight of the corporate accounts and finances and for making such reports to the Board as shall be requested by the Board concerning the financial condition and operations of the Corporation. The Treasurer shall make an annual financial report to the members.

Treasurer's responsibilities

- Fiduciary responsibility. The Treasurer has full, ongoing access to the HEDS ledger of revenues and expenses and accounting program. During monthly Board meetings, the Director reviews revenues, budgeted and actual expenses, and overall financial information as prepared by the Assistant Director, with the full Board.
- Accountant's annual review. The Executive Committee and HEDS leadership meet annually with the HEDS accountant to discuss the accountant's annual review.
- Presentation to the membership. At the annual meeting, the Treasurer presents a summary of the previous year's finances, the budget proposal for the upcoming fiscal year, the results from the accountant's review and an update on the reserves to the membership.
- Respond to requests from HEDS staff for signatures or other information required to create and maintain accounts.
- Provide training for the "Future Treasurer" should that position be filled.

III. Board Election Policies

The Nominating Committee

The Nominating Committee (NC) develops the slate of candidates for the annual HEDS Board election with an interest the goal of fostering potential leaders who are committed to advancing the HEDS mission and who represent the breadth (diversity of?) HEDS membership.

The Nominating Committee consists of seven people in total, six of who are (a) from member institutions in good standing and (b) not on the Board, and one who (a) is the Vice-Chair of the HEDS Board, who serves as an ex officio member of the Nominating Committee. Each Nominating Committee member will serve a three-year staggered term so that two Nominating Committee members' terms expire each year; the exception is the HEDS Board Vice-Chair, who is elected by their HEDS Board peers to serve a one-year term.

The HEDS Board Vice-Chair will serve as an ex officio member of the Nominating Committee to provide the history, values, and mission of HEDS as it relates to the committee's purpose and to facilitate communication and transparency around the election process, respond to questions raised by the committee, etc. The HEDS Board Vice-Chair can also work with the Nominating Committee to further expand and diversify the applicant pool. In years when the HEDS Board Vice-Chair is up for reelection to the Board, the Board will elect an alternate representative from the Board to serve as an ex-officio member of the Nominating Committee.

The Board of Directors will review the membership of the Nominating Committee prior to or at the annual meeting, identify candidates, and appoint candidates to fill any vacancies for the upcoming year by August 31. The HEDS Director will send a request through the listserv and invite people to consider serving on the Nominating Committee. The HEDS Director and/or Board Chair/Vice Chair will contact each candidate and ask them about serving on the Nominating Committee. The Director and/or Board Chair/Vice Chair will then determine who of the candidates will serve, and will notify them, either way, about the appointment decision. To be appointed to the Nominating Committee, institutions employing Nominating Committee members must be in good standing and have invoices fully paid by August 31.

The Board shall appoint one member of the Nominating Committee to serve as Chair, when necessary and in consultation with the outgoing NC Chair, by August 31. The Board shall appoint one member of the Nominating Committee to serve as Vice Chair by August 31. The Nominating Committee Vice Chair will assume the role of Chair the following year, creating continuity in Nominating Committee leadership. The responsibility of the Nominating Committee Chair is to organize the work of the Nominating Committee. Customarily, a Committee member will serve as Chair during the last year(s) of the Chair's term on the Nominating Committee, but the Board has the discretion to appoint any member of the Nominating Committee to serve as Chair.

Responsibilities of the Nominating Committee

The role of the Nominating Committee is to create the best possible slate of candidates for the HEDS Board. In creating a slate, the Nominating Committee should consider the diversity of institutions in HEDS, the diversity of positions within HEDS institutions that are impacted by the consortium's work, the diversity of people within and across HEDS institutions, and the commitment of potential candidates to advance the work of the consortium. The Nominating Committee should choose which aspects are most relevant to creating a balanced slate of candidates.

The Nominating Committee creates a slate of nominees by considering recommendations from people at member institutions, including people who offer themselves for consideration. Anyone at a HEDS institution is eligible to recommend a candidate. The Committee members are encouraged to identify potential candidates on their own through the course of their deliberations. The Nominating Committee can nominate individuals on the Board who are eligible to serve an additional term.

The Nominating Committee shall create a slate with the number of nominees based on the table below:

Number of Board Openings	Number of Nominees
3	6-8
4	7-9
5	8-10
6	9-11
7	10-12
8	11-13
9	12-14

Final responsibility for the slate of nominees rests with the Nominating Committee. The deliberations of the Nominating Committee, including all discussions of individual qualifications and the names of those considered who do not finally appear on the slate, are confidential. ?Records of deliberations will be kept? Or not? Shared with whom?

Before the Nominating Committee agrees on a candidate, the committee shall contact the member to determine if the member is willing to serve on the Board. Only members who have expressed their willingness to serve on the Board shall be included on the slate of nominees.

When the Nominating Committee completes the slate of nominees, it will inform the Board Vice Chair of the slate. The Board Vice Chair will share the draft slate with the Board and the leadership of the HEDS staff. The slate will not be shared with member institutions until the time of the election.

If there are serious operational problems within the Nominating Committee, the Committee Chair may discuss these problems with the Board Vice Chair.

HEDS Board of Director Election Procedures

Elections to the HEDS Board of Directors will be completed in advance of the annual meeting of the membership, according to the following process:

- On or about October 1, the HEDS staff will send forms to the HEDS listserv requesting recommendations for candidates to stand for election to the HEDS Board. The window for accepting recommendations will close at the end of the day on October 31.
- On or about November 1, the HEDS staff will send completed forms to the Chair of the Nominating Committee.
- The Nominating Committee will review all potential candidates for the Board and determine the final slate of nominees according to the guidelines specified above.
- The Nominating Committee shall report the names of the final slate of nominees to the Board Vice Chair by January 15. After sharing the list with the current Board Members, the HEDS staff will prepare and deliver ballots with the slate of nominees to primary contacts of each member institution in good standing by February 15. Only primary contacts may vote for members of the HEDS Board.

- The ballot shall list all the nominees in random order with appropriate biographical information, indicating the total number of directors to be elected.
- The member institutions shall cast their votes electronically and the election will close on or about April 1.
- HEDS staff shall tally the ballots after April 1 and the HEDS Director shall notify all nominees of the result. In the case of a tie vote for the last seat to be filled, a second ballot shall be sent to the primary contacts, to determine which of the nominees receiving a tie vote shall be elected.
- If no tie vote is necessary, member institutions will be notified of the results by April 15. If there is a tie, the HEDS staff will notify member institutions as soon as possible after the second ballot is completed and the HEDS Board is notified.

Nomination and Election Procedures for officers of the HEDS Board of Directors

The HEDS Director will distribute Board officer nomination forms, a listing of the Board members, and a confidential nomination form to each new and continuing member of the Board in attendance at the annual meeting.

- Each Board member will write his, her, or their confidential nomination form(s) for each office, if any. A person may be nominated for more than one office. Board members may nominate themselves for officer positions.
- Each Board member will seal his, her, or their nomination forms (even if blank) in the envelope provided and give the envelope to the HEDS Director.
- Envelopes from all Board members in attendance must be returned by the beginning of the next Board meeting.
- The HEDS Director will call the next Board meeting to order and temporarily assume the position of Chair.
- The HEDS Director will unseal the envelopes and announce the slate for each office.
- Nominated board members may withdraw their names from candidacy for any office. Nominations may also be made from the floor at this time.
- After each candidate has accepted a nomination, votes will be held using paper ballots for each office in the following order: Chair, Vice Chair/Secretary, and Treasurer. The HEDS Director will conduct the vote and tally the ballots. Votes may be done by voice if candidates are running unopposed.
- After all three offices are filled, the newly-elected Board Chair will assume responsibility for chairing the remainder of the meeting.
- At the beginning of an outgoing Treasurer's last year of office, the board may elect a "Future Treasurer" to work with the outgoing Treasurer to learn the duties of that position. The Future Treasurer still needs to be elected by the board to the office of Treasurer the following year to serve in that position. This does not obligate the board to elect that member to the treasurer position or the board member to serve as treasurer.
- This procedure is referenced in Bylaws Section 4.02.

IV. Conflict of Interest

As active professionals, HEDS Board members will have ongoing fiduciary commitments to other entities, including their own institution, and institutions or organizations for which they serve in some voluntary or paid capacity. At some point in their work on the HEDS Board, and for entirely legitimate reasons, the interests of other institutions and organizations with which board members have a relationship will run in tension with the interests of HEDS.

A conflict of interest arises whenever some action or potential action by the Higher Educational Data Sharing (HEDS) Consortium conflicts with:

- a. the personal interests, financial or otherwise, of a board member, an immediate family member of a board member;
- b. the board member's employer; or
- c. the interests of an institution or organization with which that individual has a relationship.

Acknowledging a conflict of interest is a way of preserving both the Board's and the individual board member's integrity. Addressing potential conflicts of interest ensures that we a) don't place board members into awkward and conflicting positions, and b) preserve the confidence of people at member institutions that Board decisions were made solely for the benefit of HEDS and its mission. It would be a notable exception for a Board member to report no conflicts of interest.

After the board election, and at the beginning of their service, the Board will meet either in person or on a conference call with the HEDS leadership for a conversation about conflicts of interest. The goal of this conversation is to familiarize the Board with the roles and responsibilities of being a member of the HEDS Board, and to make a record of board members' potential or actual conflicts of interest and identify votes, actions, and discussions from which it might be appropriate for board members to recuse themselves.

Board members should review and consider the following questions which will be reviewed at the annual meeting:

1. Do you or, to the best of your knowledge, others with whom you have substantial common financial interests, have financial interests that could be affected by the outcome of the activities of the HEDS Consortium?
2. Do you have any relationships, or positions with institutions or organizations, volunteer or otherwise, whose interests may compete with the interests of the HEDS Consortium?
3. To the best of your knowledge, will your participation as a board member of HEDS enable you to obtain access to proprietary information that could benefit you or an institution/organization with which you are connected that may compete in some way with HEDS?
4. Do you have a family relationship or a business relationship with any other HEDS Board member or HEDS employee excluding the products and services that HEDS provides?

Board members may also consider the scenarios in Appendix D (Conflict of Interest Scenarios for Discussion) which will be discussed during the meeting or conference call about conflicts of interest.

We suggest that the conversation at the board meeting include the following:

1. Review the HEDS Board roles and responsibilities section of the HEDS Policy Manual.
2. Review the concept of "fiduciary responsibility" as it pertains to the work of a HEDS Board Member.
3. Discuss the conflict of interest scenarios outlined above.
4. Discuss Board members' obligations to HEDS after their term expires, and they leave the board. This includes:
 - a. How we maintain the documents we create and receive from HEDS as part of our board roles,

- b. How we are to treat those documents upon departure from our board role and/or our institutional role, and
 - c. How we may or may not use knowledge gained about the HEDS organization from our board member roles.
5. Review and record each Board member's actual or potential conflicts of interest.

The goal of this conversation is for each board member and the HEDS Director to enumerate potential conflicts of interest in a conversation for the record so that these conflicts can be reviewed (or kept in mind) prior to votes and board conversations to determine whether individuals should recuse themselves from these conversations or votes.

After having this conversation about conflicts of interest, each member of the Board shall sign the conflict of interest statement in Appendix E (Board Member Conflict of Interest Disclosure Form) each year. The form may be signed and submitted to the HEDS Director electronically.

V. Data Policies

Data-Sharing Activities

HEDS Member Data

The HEDS Director is responsible for ensuring that HEDS stores and disseminates information a) according to the principles described in the Statement of Understandings, and b) in a manner that maintains the security of member institution's data and information.

HEDS stores information from member institutions on a password-protected, encrypted, secure file storage system that is not connected with the file storage system of any member institution. The HEDS staff only grants access to the appropriate information in this system to the Primary Contact of a HEDS institution or an individual(s) designated by the Primary Contact.

When HEDS shares institutional data from HEDS Data Exchanges (<https://www.hedsconsortium.org/heds-data-exchanges/>), it does so via secure distribution methods directly to the Primary Contacts at institutions who submitted data. HEDS only gives access to a spreadsheet for a data exchange to the Primary Contacts of HEDS institutions that have submitted data for that exchange.

HEDS secures survey data and survey participant information by:

- Using Qualtrics to protect and store participant information and responses securely. Qualtrics protects its servers with firewalls, security scans, and nightly data backups. Qualtrics' security statement is available at <http://www.qualtrics.com/security-statement/>.
- Storing participant information and survey results downloaded from Qualtrics in a password-protected, encrypted, secure file storage system.
- Using end-to-end encryption to securely transfer survey files between HEDS and institutions that have participated in a survey.
- Using a virtual private network (VPN) whenever HEDS staff are working remotely.
- Deleting all materials with invited participants' personal information from our file storage system and the HEDS Qualtrics account sixty days after all final reports and data files have been delivered to institutions. HEDS confirms that institutions have received these files before it deletes them.
- HEDS does not share any personally identifiable information from survey participants with any individuals or entities outside of HEDS.

All information submitted to HEDS becomes the collective property of the organization and cannot be withdrawn at any time, except to make corrections to existing errors in the data. All data and information sharing rules and guidance can be found in the annually reviewed Operative Statement of Understandings as well as in the Principles and Values Statement.

VI. Financial Policies

Fund Balance Policy

Statement of Purpose

Consistent with accepted non-profit association management practices, the Board will designate and maintain reserve funds. The reserve fund is not invested to generate income. These funds will help to ensure the long-term financial stability of the organization and position it to quickly 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.

The objectives of the funds are:

1. To enable HEDS to sustain operations through increasing expenses or declines in revenues.
2. To provide resources for strategic initiatives.
3. To provide tuition benefits to eligible HEDS staff members.

Reserve Fund Targets

Reserve fund targets will be reviewed annually by the Board following review of the previous year's financial statements and will be informed by analyses of possible shortfalls and expenses provided by the HEDS staff. There are four components of the HEDS reserve funds targets.

1. The target amount of reserve funds for sustaining operations is 100% of the necessary expenses in the current year's operating budget, exclusive of any one-time special revenues or expenses. Necessary expenses are items in the operating budget that are essential to the operations of the consortium. Examples of necessary expenses include staff salary and benefits, liability insurance, survey administration engines, and accountant's fees.
2. The target amount of reserve funds for strategic initiatives is \$40,000. The board and HEDS staff will revisit this amount in the annual review to ensure that it is sufficient.
3. To cover salary and benefits for HEDS employees who are on either short-term disability, parental leave, or a combination of both the reserve funds will include 1 year of the average salary and fringe benefits for all staff members whose salaries are covered by HEDS.
4. When necessary, reserve funds will include an amount designated for supporting tuition benefits for HEDS employees and dependents. This amount will be based on both long- and short-term estimates of the cost of supporting this benefit. The need for this benefit will be monitored annually by the Board. Should the need to support this benefit arise, the HEDS Director will bring to the Board any relevant information to determine that amount that should be set aside for this purpose.

Reserve Fund Shortfalls or Overages

If at the time of the annual review any of the reserve funds are not at or near their target levels, the Board will develop a written plan for moving the balances towards the target amounts. The reserve funds for sustaining operations is the most critical of the three components of the reserve funds. It is designed to sustain the consortium during an extended emergency. If the consortium reserves fall below this amount, the Board and the HEDS Director will develop a plan for replenishing this component of the reserves. This plan may include constraining operational budgets to replenish this component of the reserve. The reserve funds for strategic initiatives are designed for supporting new programming or strategically important one-time needs. It is not as essential as the reserves that are designated for sustaining operations during an emergency. When the strategic reserves fall below the designated amount, the Board and the HEDS Director should develop a plan for replenishing the reserves, but this plan should not constrain operational budgets.

Use of Reserve Funds

The HEDS Director may access up to \$20,000 annually for purposes outlined above. For amounts exceeding \$20,000, the HEDS Director will obtain approval from the Board or the Executive Committee.

Investment of Funds

The Board will assure that the reserve funds are invested prudently and that HEDS receives a reasonable rate of return considering the size of the reserve fund, the instruments in which it is invested, the need for liquidity, and other relevant factors.

Report to Membership

The Treasurer will ensure that the membership receives an update on the reserves at the annual meeting.

Capitalization of Equipment

HEDS does not currently own any property or equipment that requires capitalization. In the event that HEDS does acquire property or equipment, we describe the consortium's policy on capitalization below.

If HEDS acquires property or equipment that requires capitalization, as defined below, HEDS will establish a Capital Fund to move the purchase of capitalized items out of operating activities. The Capital Fund will be established as a Board-designated portion of all unrestricted net assets.

The Capital Fund should remain sufficiently funded to ensure staff are supported with regular updates to technology and resources. To ensure this, the annual reimbursement of the Capital Fund will generally be equal to the amount of that year's accumulated depreciation barring a specific decision to the contrary from the Board.

Property and equipment are carried at cost. Depreciation of property and equipment is determined using straight line and accelerated methods for financial statement purposes at rates based on the following estimated useful lives:

- Buildings 15 – 40 years
- Leasehold improvements 10 – 40 years
- Equipment 3 – 7 years
- Office furniture & fixtures 7 – 15 years
- Vehicles 5 – 10 years

Upon sale or retirement, the cost and related accumulated depreciation are eliminated from the respective accounts, and the resulting gain or loss is included in the results of operations.

Expenditure for major improvements that extend the useful lives of property and equipment are capitalized. Expenditures for maintenance and repairs are charged to expenses as incurred.

The cost cutoff for capitalization is \$5,000. Property and equipment with costs equal to or above this amount are capitalized and all others are charged to expense as incurred.

Salary Pool

Since HEDS employees are leased employees of Wabash College, the size of both merit and cost-of-living increases for HEDS employees will be tied to the sizes of merit and cost-of-living policies set each year by Wabash College. The HEDS Director will inform the Board Chair, Vice Chair, and Treasurer of these policies each year as she or he prepares salary increase recommendations for the HEDS staff. HEDS is committed to supporting equitable cost-of-living increases, merit increases, and avoiding salary compression.

Powers of Officers

Routine Operating Expenditures

The HEDS Director has the authority to write checks and/or authorize all operating expenditures that are described in the approved HEDS operating budget without any specific authorization from the Chair or Treasurer of the Board. The HEDS Director should seek authorization from the Board Chair or Treasurer to write a check and/or authorize any operating expenditure that exceeds or differs in kind from the amounts described in the approved HEDS operating budget by \$4,000 or more.

Expenditures from Reserves

Per the previous section on the Fund Balance Policy, The HEDS Director may access up to \$20,000 annually for purposes outlined in the Fund Balance Policy. For amounts exceeding \$20,000, the HEDS Director will obtain approval from the Board or the Executive Committee.

Board Financial Reporting

The HEDS Board will adhere to the following procedures for financial accountability:

- The HEDS Director will contract annually with a certified public accountant to review the finances of HEDS.
- The accountant will discuss the results of this review in an annual conference call that includes the Executive Committee of the Board and HEDS leadership.
- The Treasurer and HEDS Director will provide copies of the accountant's report to the full Board for discussion at a board meeting or on a board conference call.
- The Treasurer will report to the full membership on the results of the financial review at the annual meeting of the members.
- A copy of the financial review will be available to all HEDS members on the public HEDS web site.
- The HEDS Director is responsible for ensuring that the Board is up-to-date about the consortium's financial conditions, e.g. providing monthly updates.

Financial Accounts

HEDS will maintain financial accounts as appropriate to operating needs. Members of the Executive Committee shall have viewing privileges to all accounting information stored in HEDS accounting software. In addition, Treasurer will have viewing and transactional access to the primary financial account through the financial institution. Banking and legal contact information will be maintained and updated by HEDS leadership in a format accessible to the EC for emergency purposes.

Fiscal Year Dates

Fiscal year dates are July 1 through June 30.

Schedule for Developing Budget

- The first draft is prepared by HEDS staff for the Treasurer's review in May.
- The proposed budget is presented to the board in June for review, discussion, and possible changes.
- A final version is reviewed for approval by the Board at the June Board meeting prior to the annual meeting.
- The Treasurer presents the proposed budget to the membership during the annual meeting.

HEDS Assistant Director Responsibilities Related to Financial Policies

- Draft a budget for the upcoming fiscal year each May.
- Maintain all HEDS financial accounts.
- Pay invoices and process reimbursements as needed.

- Reconcile expenses that Wabash presents for payment each month with HEDS records. Pay Wabash monthly.
- Maintain HEDS books.
- Provide appropriate information for the accountant to be able to conduct a review and prepare tax returns at the end of each fiscal year.
- Prepare monthly updates of expenses and send these to the HEDS treasurer along with bank statements each month.
- Provide historic and summary financial data for HEDS board retreat and June board meetings.

VII. Staff Policies

HEDS Employee Confidentiality Agreement

All members of the HEDS will sign a confidentiality agreement in September of each year see Appendix E (HEDS Employee Confidentiality Agreement). This agreement will outline employees' responsibilities to respect and promote the confidentiality of information that HEDS collects at both the individual and institutional level.

Responsibilities and Evaluation of the HEDS Director

The HEDS Director is responsible for developing appropriate strategic goals for the consortium in consultation with the Board, moving the consortium toward these goals, and effectively managing all activities of the consortium. Specifically, the HEDS Director is responsible for:

- Creating rich interactions for representatives from HEDS institutions.
- Developing and implementing data reporting, sharing, and analysis strategies that advance undergraduate liberal arts education, inclusive excellence, and student success at member institutions.
- Maintaining a membership that is consistent with the consortium's mission and its financial health.
- Ensuring the short- and long-term financial health of the consortium.
- Creating activities that promote the professional development of individuals at member campuses who use data to advance undergraduate arts liberal education, inclusive excellence, and student success at member institutions.
- Developing and promoting cooperative and collaborative relationships with external organizations and individuals in ways that advance the strategic goals of the consortium.
- Creating a strong, collaborative "community of practice" among individuals at member institutions that advances their capacity to use data to advance their institution's educational missions.
- Soliciting the views of institutional representatives on an ongoing basis about both the operation and direction of the consortium.
- Communicating effectively on a regular basis with the HEDS Board and HEDS institutional representatives about the consortium's strategic goals, activities, financial health, and other important aspects of the consortium's work. This is to include monthly financial status updates to the Board during regular meetings.
- Hiring, developing, and evaluating the HEDS staff to support the work of the consortium.

The Board will evaluate the HEDS Director's performance and annual goals at regular intervals set by the Board Chair and the HEDS Director. This evaluation will include the following steps:

- The HEDS Director will share a brief self-reflection on the previous year and proposed goals and objectives for the next year with the Board Chair, Vice Chair, and Treasurer.
- The Board Chair, Vice Chair, and Treasurer will provide feedback to the HEDS Director on her, his, or their performance, and work with the HEDS Director on revising the HEDS Director's goals and objectives as necessary.
- The Board Chair will discuss the results of the review, as well as any recommendations from the Board Chair, Vice Chair, and Treasurer, with the rest of the Board.
- The Board Chair will send a summary of the evaluation to the Dean of Wabash College

HEDS Staff Evaluations

Staff hiring, evaluation, operational practices, and firing are under the purview of the HEDS Director. The HEDS Director shall periodically update the Board Chair, Vice Chair, and Treasurer, on both the mechanisms and results of her, his, or their evaluations of the HEDS staff. HEDS is committed to

formative, timely, and uniform evaluation of staff that includes support for individual professional development. Staff procedures should reinforce a humane and transparent workplace.

VIII. Non-discrimination Policy

The Higher Education Data Sharing Consortium embraces the principle that diversity is essential for communities of practice to enrich both the participants in these communities and the people and organizations with which these communities interact. HEDS works to overcome inequities in higher education and is committed to welcoming and including organizations through programming and activities.

HEDS recognizes that the creativity we need to develop good ideas, processes, or actions is enhanced through working with people at member institutions who have diverse perspective on the consortium's mission and work. We learn more about ourselves as we work with other individuals and institutions in the HEDS community to provide perspective and improve our work.

The Higher Education Data Sharing Consortium is committed to being open and welcoming organizations and offering all programs and activities without regard to race, color, creed, ethnicity, religion, gender, national origin, marital status, veteran status, actual or perceived sexual orientation, gender identity and expression, or status with regard to public assistance, disability, or age.

Appendix A – Board Chair Responsibilities

Timelines below may be altered to fit the current needs of HEDS, the Board, and membership.

Monthly

- Review minutes from the previous board meeting(s) prior to the next board meeting or conference call.
- Identify the board member who will be responsible for taking minutes for the upcoming board conference call.
- Review the monthly financial statements from HEDS with the Executive Committee and the HEDS leadership team.
- Finalize the monthly board meeting agenda in consultation with HEDS leadership and board members. This agenda should go out about a week before the board meeting occurs.
- Ensure that reports of the FY year-end financials, membership numbers, other activities, and plans for the year, are on the appropriate agendas.

Responsibilities

Annual Meeting

- Lead board meeting(s) at the annual meeting.
- Lead the business meeting at the annual meeting.
- Work with the board and the HEDS leadership team to:
 - Determine the annual call schedule and board retreat date.
 - Set goals and prioritize the board’s work for the upcoming year.
 - Identify potential candidates to serve on the HEDS nominating committee.

July

- Unless circumstances require it, there is no monthly board conference call in July.

September

- Discuss the review of the prior fiscal year’s finances with the accountant, the HEDS Executive Committee, and the HEDS leadership team. (This may occur later in the year, depending on the accountant’s schedule.)

March

- Begin annual review of the HEDS Director. (See Section VII – Staff Policies, “Responsibilities and Evaluation of the HEDS Director” for the details of this review.)

April

- Announce new board members to board in coordination with the HEDS Director and Nominating Committee Chair.
- Begin working with the HEDS Executive Committee, the HEDS Board, and the HEDS leadership team to develop an agenda for the board meeting.

May and June

- Continue to work on and finalize the agendas for the board meeting.
- Write a memo on “best practices” and “lessons learned” for the work of the Board Chair and share with the rest of the Board and/or the next Board Chair.
- Finalize retreat agenda in collaboration with HEDS Executive Committee and the HEDS leadership team.
- HEDS Board Retreat may take place this month.
- Review the HEDS Director’s self-reflection with the Executive Committee.
- Working with the Executive Committee, provide feedback on the HEDS Director’s review.

- Summarize and share that conversation with the HEDS Board.

Appendix B – Board Vice Chair/Secretary Responsibilities

Monthly

- Review the monthly financial statements from HEDS with the Executive Committee and the HEDS leadership team.

Responsibilities tied to specific dates

July

- Work with the Board Chair to establish the ways that the Vice Chair/Secretary and Chair will collaborate so that the Vice Chair/Secretary can support the Chair's work.

August

- Meet with Nominating Committee Chair in advance of any Nominating Committee meetings to orient them to Nominating Committee Guide including timeline of work, answer any questions, and determine how Vice Chair/Secretary can support the Nominating Committee Chair's work.

September

- Work with the Nominating Committee Chair to constitute Nominating Committee, orient them to Nominating Committee Guide including timeline of work, answer any questions, and determine how Vice Chair/Secretary can support the Nominating Committee Chair's work.
- Attend Nominating Committee meetings

October

- Ensure that the HEDS staff sends out the call for HEDS Board nominations to membership. (See timeline in Section III – Board Election Policies, “HEDS Board of Director Election Procedures.”)
- Attend Nominating Committee meetings
- Confirm the number of available Board spots, which translates to number of nominees that need to be slated on the ballot

November

- Attend Nominating Committee meetings

December

- Attend Nominating Committee meetings

January

- Attend Nominating Committee meetings
- Pass the slate from nominating committee to HEDS Board and HEDS Staff.

February

- Collaborate with HEDS leadership to ensure board election ballot goes out to primary contacts.

April

- Working with the Executive Committee and the HEDS leadership to develop plans for orienting new members of board.
- Debrief with Nominating Committee Chair and HEDS leadership.
- Debrief with Nominating Committee.

May and June

- Finalize and implement the orientation of board members who begin their term in June.
- Determine number of vacancies on Nominating Committee for coming year. Work with HEDS Board and HEDS EC to generate a list of possible candidates. Propose list of candidates with rationale to Board Chair, discuss with Board Chair, draft and send email to HEDS Director (cc: Associate Director and HEDS Board Treasurer) with proposed candidates in rank order and get the EC and Director/Associate Director. Work with the Board to decide who to appoint as Nominating Committee members and chair.
- Work with the HEDS Director to invite new members of nominating committee

Appendix C – Board Treasurer Responsibilities

Monthly

Review bank statements. Follow-up with EC and HEDS staff with any questions or concerns.

Fall

Discuss the review of the prior fiscal year's finances with the accountant, the HEDS Executive Committee, and the HEDS leadership team. (This may occur later in the year, depending on the accountant's schedule.)

June

Provide an annual financial report to membership, summarizing revenues and expenses from the previous fiscal year and the proposed budget for the next year.

Appendix D – Conflict of Interest Scenarios for Discussion

1. You're at a conference, and an invited speaker describes an upcoming national project that would be beneficial for your institution to join but might also be beneficial for HEDS. What should you do?
2. Based on some preliminary financial projections for the consortium that you reviewed at the last board meeting you have some concerns about HEDS's business model. You're on a planning committee of another organization where you will be working with someone with considerable financial and business acumen, and you'd like to talk with them about the financial projections of the consortium. What should you do?
3. You see an interesting opportunity for HEDS in a national project. You have a meeting with the director of the project coming up, and you'd like to sound them out to see if HEDS could join the project. What should you do?
4. You're working with an institution as a consultant, and based on your work, you realize that the institution needs to use a survey that HEDS happens to administer. Based on your knowledge, the HEDS survey aligns better with the institution's needs than other available surveys. Is it appropriate to recommend the HEDS survey?
5. Is it okay to ask another board member to work as a consultant for your office or your institution while you are both on the board?

Appendix E – Board Member Conflict of Interest Disclosure Form

A conflict of interest arises whenever some action or potential action by the Higher Educational Data Sharing (HEDS) Consortium conflicts with the personal interests, financial or otherwise, of a board member; an immediate family member of a board member; the board member’s employer; or the interests of an institution or organization with which that individual has a relationship (collectively “your personal interests”).

Please describe below any relationships, transactions, or positions you hold (volunteer or otherwise), or circumstances that you believe could create a conflict of interest, now or in the future, between the HEDS Consortium and your personal interests.

_____ I have no conflicts of interest to report.

I have the following conflicts of interest, or potential conflicts of interest, to report:

1. _____
2. _____
3. _____
4. _____

I understand that it is my obligation to disclose a conflict of interest, or the appearance of a conflict, to the Chair of the Board when a conflict, or the appearance of a conflict, arises, and that for transactions in which I have a conflict, I will abstain from any deliberation or vote on the matter involving the conflict.

Signature: _____ Date: _____

Appendix F – HEDS Employee Confidentiality Agreement

All members of the HEDS staff are entrusted with access to various kinds of confidential data, both in paper and electronic form. It is the HEDS staff's responsibility to both respect and protect the confidentiality of such information on two levels:

1. Protection of the individual

The privacy and confidentiality of individual information residing in the databases of HEDS or its member institutions is protected by federal laws such as FERPA (Family Educational Rights and Privacy Act) and the Federal Trade Commission Rules on Safeguarding Customer Information. In addition, the confidentiality of individual data acquired through surveys or other research methodologies is protected under federal human subjects protection regulations, the IRB policies of member institutions, and the informed consent agreement signed by the participants.

2. Protection of the institution

All institutions with which we work, HEDS members or otherwise, must also be protected in any public use of data. We must prevent the release of any institutional information that is associated with the institution by name unless given specific authorization by the institution to do so.

We will not share confidential information with anyone who does not have a legitimate need for that information and specific authorization for access to it.

We will also observe best practices in maintaining the security of data in our charge to avoid accidental, inadvertent, mischievous, or criminal access to confidential data.

We also acknowledge that our responsibility to protect the confidentiality of institutional data and individual data does not end when one of us is no longer employed at HEDS.

I acknowledge that I have read the information above and understand my responsibility to respect and maintain the confidentiality and security of all records and information to which I have access. I further understand that this obligation continues should I no longer be employed by HEDS.

Name _____

Signature _____

Date _____

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