



ADVISORY GROUPS CHARTER

LAST REVISED AUGUST, 2017

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Section 1 - Mission

The Higher Education User Group ('HEUG') helps its member institutions around the world realize value through education and advocacy. Specifically, HEUG serves as a mechanism for assisting its members with the selection, implementation and cost-effective use of Oracle Corporation ('Oracle') and related software and services in support of higher education. The HEUG also listens carefully to the needs of its members and advocates to Oracle on their behalf on matters of current interests, future initiatives and investments. The HEUG helps its members learn about Oracle technology, software and services by working closely with Oracle product strategists and encouraging the sharing of information within the HEUG community through online communications and conferences.

Advisory groups represent the HEUG membership and their communities on:

- Business challenges and opportunities as expressed by HEUG members
- Monitoring and collecting information of current topics of interest from the HEUG community
- Strategic and tactical developments, and end to end business process solutions to improve shared understanding of current, planned and potential functionality, and usability of products and services for HEUG members
- Prioritization of key initiatives in consultation with the Board
- Connecting their HEUG community members to collectively advocate and education each other

The advisory groups share key information from Oracle resulting from these discussions and work to identify and promote best practice in order to utilize full capabilities of Oracle solutions.

Full membership in the advisory groups is open to any employee of a not-for-profit institution, which uses Oracle application software and has paid HEUG membership fees. Employees of for-profit higher education institutions, which have paid the HEUG membership fees, may participate as alternate, non-voting members.

Section 2 - Organization

The HEUG is the parent organization of the advisory groups. There shall be two primary classes of advisory group established for the HEUG: the product, functional or business challenge Advisory Groups ('AG') and the Technical Advisory Group ('TAG'). All authority for them to operate shall be derived from the HEUG and the HEUG Board of Directors shall oversee all activities.

A Product Council shall be established which coordinates the activities and interactions of the advisory groups. The HEUG Vice President for Products shall chair the Product Council. The HEUG Vice President for Technology will serve as the vice chair of the Product Council and the two executives will work together in the best interests of the advisory groups and the HEUG community.

Advisory Groups and one Technical Advisory Group are defined by the HEUG. Extraordinarily, the assessment of any exceptions to the structure of Advisory Groups will be a function of the Board of Directors. The HEUG Board of Directors reserves the right to add, remove, resize or reconstitute

advisory groups or individual representatives of the groups as deemed to be in the best interests of the organization.

Section 3 - Membership

The HEUG Board, according to the needs, size and complexity of the membership represented, and the scope of the product, business, will determine membership of each advisory group or technology the group has responsibility for. Elected members serve a three-year term for a max of two elected terms for a specific advisory group. Representatives will be selected from the institutional membership of the HEUG. Representation should be a mix reflecting the customer base for Oracle products and there may be no more than one representative from an institution or system on a specific group. Each group shall consist of voting members, outlined in Section 2, selected from HEUG member institutions and shall include one non-voting liaison selected by Oracle and one non-voting liaison from the HEUG Board of Directors. The Oracle liaison shall serve as a non-voting member. Assignments for liaison positions shall be made annually, prior to the HEUG Alliance Conference, and shall be announced at the Advisory Group Summit. A member of the HEUG Board of Directors may serve as a non-voting member of any advisory group.

Advisory groups and their membership are listed on HEUG.Online.

Alternate Membership

During the annual nomination and election process, advisory groups may select an Alternate member. The Board may approve more than one Alternate member for an advisory group on a case-by-case basis. This member will participate in the monthly calls, but will be a non-voting member of the advisory group and does not attend the Advisory Group Summit. If another member is unable to continue participation, the Alternate may be chosen to replace that member without further approval by the HEUG Board of Directors. Alternate members are appointed for a one-year term renewable for up to two terms. Alternate membership will provide a level of flexibility to the advisory groups each cycle should a specific skill, geographic or institutional category balance may be required.

Liaisons from the Public Sector

In order to further the HEUG mission to align with other organizations with similar interests, applicable advisory groups may add up to two liaisons from the Public Sector User Group (PSUG). These liaisons are non-voting members and are not eligible for full membership (regular representative or alternate member). However, they will be invited to participate in monthly phone calls and, at the discretion of the HEUG Board, may be invited to attend the annual Advisory Group Summit.

Member Selection Process

The new member selection process for full voting members will consist of two phases, a Nominations Process and an Election Process, details of which are provided in Sections 8 and 9 of this Charter.

Replacement Policy (Vacancies)

A representative's election is based on a combination of factors, including their employment at a HEUG member institution. If the representative leaves the institution for any reason, their representation on the advisory group is vacated. If this occurs, or if the representative must leave the advisory group for other reasons, the following replacement policy shall apply:

1. If there is less than six months remaining in the representative's term, no immediate replacement will occur. The position will be filled through the next election. If the representative was an officer, the group may select another member to serve the balance of the term in the vacated office by a majority vote of the group membership.
2. If there are more than six months remaining in the representative's term, the group may submit the names of one to three qualified individuals to the Product Council Chair or Vice Chair to fill the vacancy. The member will be appointed when approved by a majority vote of the HEUG Board of Directors. An alternate member previously approved by the HEUG Board may be selected to fill the vacancy without further Board approval.

In the first year a new advisory group is formed, the representatives shall divide themselves as equally as possible into groups serving one, two or three-year terms.

The members of an advisory group may remove a representative from the group for inappropriate, wrongful or unlawful conduct or the gross inattention and lack of participation in duties and events. Removal will require a vote of at least two-thirds of the group members, not counting the member under consideration.

Section 4 – Officers

Each year, in conjunction with the annual conference, each advisory group shall select officers from its members. The PAG/TAG shall have the following officers/roles:

1. Chair

The Chair or Vice-Chairs shall organize and conduct meetings, and generally be responsible for the operation of the group. If Vice-Chairs are selected, they will share the responsibility for the operation, and share any subsidies or benefits provided to Chairs.

2. Vice Chair (optional)

The vice chair stands in for the chair as necessary and may ascend to the chair in the year following his/her election to the vice chair position.

3. Member of the Product Council

The chairperson shall select a member to participate in the Product Council; typically, this is the Chair and/or the Vice-Chair.

4. Secretary/Librarian/Scribe

The Secretary assists the Chair in organizing meetings, and is responsible for publishing meeting agendas, taking and publishing meeting minutes, and maintaining an archive of all Advisory Group proceedings and correspondence.

5. Track Chair

The Track chair supports the conference committee by coordinating presentation proposals for the annual conference. Co-Track Chairs may be elected to share the responsibility.

6. Product Enhancement Tracker Coordinator(s)

The Product Enhancement Tracker Coordinator(s) review, manage, and approve enhancements submitted by the HEUG constituency.

7. Communications Committee Representative

The Communications Committee representative will be responsible for providing a monthly summary of activities to the Board VP for Communications for inclusion in the monthly HEUG newsletter.

Section 5 – Meetings

Meetings shall be held, in-person, not less than once a year. The Advisory Group Summit is partially funded by the HEUG Board. In addition to the in-person meetings, a teleconference of the members shall be conducted every month. Additional face-to-face meetings, if desired, may be held at individual member institution expense.

At least two weeks before each meeting or teleconference, the Secretary shall publish a Call for Agenda Items. At least one week before each meeting or teleconference, the Secretary shall publish the Meeting Agenda. No later than seven days following each meeting or teleconference, the Secretary shall publish the Meeting Minutes. In the event the Secretary is unavailable, the Communications Representative, Chair, Vice Chair, or designee shall be responsible for these activities.

Section 6 – Procedure for Advisory Group Communications

From time to time, an Advisory Group may prepare an official communication intended for Oracle management or for the HEUG membership. This may be a letter on a specific topic or a white paper exploring an issue in depth. The HEUG Board of Directors or one of its committees may also in some cases charge an Advisory Group with the task of preparing a document for Oracle or for the membership. The final document is submitted to the Board of Directors for review and approval via the Board liaison to the advisory group. The appropriate member of the Board executive committee forwards the document to Oracle under HEUG cover or publish it to the membership. This approach provides a consolidated statement that reflects the voice of the HEUG organization and ensures that positive relationships are maintained.

Section 7 – Financial Support for the Advisory Groups

Each year when the Board of Directors approves the HEUG budget, funding decisions made and communicated regarding financial support for the advisory groups. Depending on funding priorities of the Board, support may include the following:

1. Registration fee waivers for the Alliance annual conference and Advisory Group Summit,
2. Travel expenses for the Advisory Group Summit for both North American and International attendees,

3. Funding for Liaison expenses to attend the Advisory Group Summit,
4. Travel expenses for specific advisory group initiatives,
5. Additional travel or other expenses for the chairperson,
6. Funding for travel to participate in beta testing.

Requests for specific additional funding during the year may be submitted by the advisory group Chair for Board approval, prior to incurring the expense. Examples of funding requests may include additional conference calls, funding for travel to attend an advisory group business meeting, etc.

Section 8 – Nomination Process

1. Advisory Groups shall maintain global diversity and balance by careful consideration of the appropriate mix of types of institutions and geographical representation.
2. Advisory Groups in conjunction with VP of Products will compile a list of the open voting member positions.
3. Advisory Groups will create a list of needed skills for each of the open positions, and the attributes stated in Advisory Group Member Expectations, which should be read in conjunction with this Charter and provide that information to the HEUG Nominations & Elections Committee (N&E) for review.
 - a. Special circumstances: On rare occasions, the HEUG Board may request that the N&E committee work with a given advisory group to pursue specific skills or institutional attributes that will help achieve a more balanced/effective/representative mix. This type of intervention will take place prior to the beginning of the nomination process.
4. The N&E committee through HEUG.Online will launch a Call for Nominations for the advisory groups. The communications document will provide a link to this Advisory Group Charter and provide a listing of all open positions and the skillsets required for nomination.
5. Advisory Groups shall post a call for nominees on its own listserv/blogs, social media accounts and newsletters, along with the required skillsets being sought.
6. Nominations will be submitted through HEUG.Online to the N&E committee. The N&E committee will validate general eligibility and pass those eligible members on to the appropriate advisory groups for review. In order to qualify as a candidate for an elected position on an advisory group:
 - a) The nominee must be an employee of a paid Institutional Member of HEUG.
 - b) The institution must have up to date profile on HEUG.Online.
 - c) The nominee must submit a statement outlining how they meet the required skills being sought by the advisory group and the attributes set out under Advisory Group Member Expectations
 - d) The nominee must have an up to date bio and picture on HEUG.Online
 - If the nominee’s bio and picture are not updated before the election, they will be disqualified and removed from the ballot.
 - e) The nominee may not be from the same institution or system as another currently elected group member who has at least one year remaining in their term. The election process

will codify exceptions and may allow multiple advisory group members from the same institution.

Section 9 – Elections Process

1. The N&E Committee will prepare the ballot for the HEUG Advisory Group Election that lists the qualified nominees for each advisory group. An approved slate of candidates shall be presented to the HEUG membership for election under the rules and procedures specified in the Standing Orders.
2. All Member Representatives of paid Institutional Members of the HEUG, who have a login on HEUG.Online and are enrolled in the listserv associated with the advisory group(s), will be eligible to vote in the election. Voting members will vote for candidates in each of the advisory groups listed on the ballot.
3. Each paid institutional Member Representative will be allotted one vote in each of the advisory group categories listed on the ballot.
4. The opening date for voting and the duration of the voting process shall be set at the discretion of the N&E Committee. The duration of the voting shall be less than fifteen days.
5. Results of the election will be determined as follows:
 - a) The Institutional Member votes will be determined by popular vote i.e. the person who receives the most votes from HEUG institutional/system representatives will win the election.
 - b) The candidates who receive the most votes from Member Representatives in each advisory group category will be awarded the Advisory Group seat. In case of a tie, the HEUG Board will vote to break the tie.
6. The N&E Committee shall announce the results of the election to the HEUG Membership no later than ten days after voting has closed. Once confirmed, newly elected advisory group members will begin their new term effective at the next Alliance Conference/Advisory Group Summit.

Section 10 – Ratification and Amendments

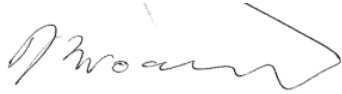
This Charter shall be ratified, and the advisory groups officially established, when approved by a majority vote of the HEUG Board of Directors.

Amendments to this charter may be proposed by any of the specific advisory groups or the HEUG Board of Directors and shall become effective when approved by a majority vote of the HEUG Board.

CERTIFICATION

I, Jane Broad, President of the Higher Education User Group, Inc., DO HEREBY CERTIFY that the foregoing is a true and correct copy of the Advisory Groups Charter approved by the corporation's Board of Directors.

IN WITNESS WHEREOF, I have hereunto affixed my signature this 20 day of August, 2017.

A handwritten signature in black ink, appearing to read "Jane Broad", with a stylized flourish at the end.

Jane Broad, HEUG President