



FINANCE

A. BUDGETING/FORECASTING

Budgeting any fiscal year or the remaining part of any fiscal year shall not deviate materially from Board priorities, risk fiscal jeopardy, nor fail to show a generally acceptable level of foresight.

Accordingly, the Board may not cause or allow budgeting which:

- I. Contains too little information to enable:
 - a. accurate projection of revenues and expenses based upon control chart data
 - b. separation of capital and operational items and
 - c. cash flow projections based upon sound assumptions.
- II. Plans the expenditure in any fiscal year of more funds than are realistically projected to be received unless authorized by the Board
- III. Fails to plan for an annual discretionary fund

B. REALLOCATION & BUDGET EXCEPTION POLICY

A **budget reallocation** is defined as an additional expense that is not covered in the current budget, but can be covered by funds from a different expense line or program.

A **budget exception** is defined as an additional expense that is not covered in the current budget, cannot be covered by the current budget within any programs, and is for an initiative that is supported and approved by the board of directors.

The Treasurer/Secretary shall be notified of any reallocation of funds and the reason for the reallocation.

C. FINANCIAL CONDITION

With respect to the actual, ongoing condition of the organization's financial health, the Board may not cause or allow the development of fiscal jeopardy nor a material deviation of actual expenditures from Board priorities established in Objectives policies.

Accordingly the Board may not:

1. Indebt the organization in an amount greater than can be repaid by certain, otherwise unencumbered revenues by the end of the fiscal year in which the funds will be expended.
2. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.

D. RESERVE POLICY

The goal is to grow and maintain at minimum a 50% reserve of the annual operational reserve. The strategy of CONVERGED will be to allocate the appropriate percentage of annual net income to enable CONVERGED's goal to achieve the desired 50% minimum.

E. ASSET PROTECTION

The Board may not allow CONVERGED assets to be unprotected, inadequately maintained nor unnecessarily risked.

GOVERNANCE PROCESS

A. GENERAL GOVERNANCE COMMITMENT

On behalf of the Members, the Board will govern CONVERGED with a strategic perspective continually improving its process and capability to express values and vision.

The Board will be comprised of 3-7 Members:

1. 3 officers, including a President, Vice-President, and Treasurer/Secretary
2. Up to 4 Director positions
3. All members of the Board except the Executive Director and one Dell EMC representative shall have voting privileges
4. Board Positions shall be subject to the term limits described in the bylaws.

B. GOVERNING STYLE

The Board will govern with a style that emphasizes outward vision rather than an internal preoccupation, encouragement of diversity in viewpoints, strategic leadership more than administrative detail, clear distinction of Board and ED roles, collective rather than individual decisions, future rather than past or present, and being proactive rather than reactive.

More specifically, the Board will:

1. Operate in all ways mindful of its director obligation to the Members. It will allow no officer, individual, or committee of the Board to hinder or be an excuse for not fulfilling this commitment.
2. Enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, policy making principles, respect of roles, speaking with one voice, and ensuring the continual improvement of Board processes and capabilities. Continual redevelopment will include recruitment and orientation of new members in the Board's governance process and periodic Board discussion of process improvement.
3. Direct, control, and inspire the organization with thoughtful establishment of the broadest organizational policies reflecting the Board's values and perspectives. The Board's major focus will be on the intended long-term impacts outside the operating organization (objectives), not on the administrative means of attaining those effects.
4. Cultivate a sense of group responsibility. The Board, not the staff, will be responsible for excellence in governing. The Board will be an initiator of policy, not merely a reactor to staff initiatives. The Board will use the expertise of individual members to enhance the knowledge and ability of the Board as a body, rather than to substitute their individual judgments for the Board's values.

5. Monitor and discuss the Board's process and performance at each meeting

C. BOARD JOB DESCRIPTION

The work of the Board is to serve as directors for the Members in determining and demanding appropriate organizational performance. To distinguish the Board's own unique work from the work of its staff, the Board will concentrate its efforts on the following work:

CONVERGED Board Member Role

1. Attend all Board meetings and calls.
2. Be informed about CONVERGED's mission, services, policies, and programs.
3. Support the decisions of the Board in public. (Speak with one voice.)
4. Make decisions that reflect the concerns of the membership as a whole.
5. Review agenda and supporting materials prior to Board and committee meetings.
6. Suggest possible nominees to the Board who can make significant contributions to the work of the Board and CONVERGED.
7. Follow conflict of interest and confidentiality policies.
8. Refrain from making unreasonable requests of the staff.
9. Assist the Board in carrying out its fiduciary responsibilities and exercising financial stewardship and good business judgment in all CONVERGED affairs.
10. Assist the Board in the orientation of new Board Members about the CONVERGED mission, services and policies.

C. 1. Officer Role Descriptions

1. **President:** The work of the President is, primarily, the integrity of the Board's process and, secondarily, occasional representation of the Board to outside parties.
 - a. The work of the President is to ensure that the Board behavior is consistent with its own rules.
 - b. The President is authorized to use any reasonable interpretation of the provisions in these policies:
 - i. The President is empowered to chair Board meetings with all the commonly accepted power of that position.
 - ii. The President may represent the Board to outside parties in announcing Board-stated positions.
 - c. The President will be responsible for preparing the agendas for Board meetings. Adequate time will be given for input from all Board members.
2. **Vice President:** The primary function of the Vice-President position is to support the role of President through an active orientation focusing on all aspects of the President's responsibilities. This includes, but is not limited to:
 - a. Becoming thoroughly familiar with the CONVERGED's mission, member services, and program offerings.
 - b. Becoming thoroughly familiar with the Bylaws, Board Governance Policies, and other documents that form the basis for governing the organization.
 - c. Learning how board meetings are planned and conducted.
 - d. Actively participating in discussions at board meetings.
 - e. Act in role of President in the absence of the President.
 - f. Assume the office of President should the office become vacant, for the remainder of the term for which the President was elected.
 - g. Serve as parliamentarian for the Board.
 - h. Other duties as assigned by the President.

- i. Vice-President/President-Elect is expected to fulfill any other duties normally assigned to board members.
3. **Treasurer/Secretary:** The primary function of the Treasurer/Secretary is to serve as the Chief Financial Officer of CONVERGED and to ensure the necessary organizational records are kept in accordance with the Board Governance Policies. This includes, but is not limited to:
 - a. Ensures the financial records for CONVERGED are:
 - i. Kept under the supervision of the President and the Board
 - ii. Kept in a manner according to generally accepted accounting principles.
 - b. Review monthly financial statements and distribute to the Finance and Audit Committee for review.
 - c. Perform other duties which normally are a part of the office of Treasurer/Secretary and such other duties as may be assigned by the Board.
4. **Director:** Represents the interests of both the end-user members and the association as a whole and is responsible for representing the best interests of the CONVERGED members as a whole. This includes but is not limited to:
 - a. Sets policy and strategic direction for CONVERGED.
 - b. Always represents Board of Directors decisions in a way that is consistent with the direction of the board.
 - c. Sets direction of CONVERGED's Program staff to ensure that activities are carried out in accordance with the goals and objectives.
 - d. Has fiduciary responsibility for CONVERGED activities. Reviews monthly financial statements.
 - e. Maintains communication channels with Dell EMC
 - f. Must act in accordance with CONVERGED Bylaws and Policies.
 - g. Must be able to act in any capacity as designated by the Board of Directors.

D. SUSPENSION OR REMOVAL OF BOARD MEMBERS

1. Any Officer, Director or the entire Board of Directors may be removed, with or without cause, at any time by the affirmative vote of a majority of the voting members.
2. Any Board member who becomes unemployed or is not eligible as an end-user member will be given a 90-day grace period. If the Board Member is still not eligible as an end-user member at the end of the 90-day grace period the Board member will be automatically removed as a director.

E. BOARD MEMBERS' CODE OF CONDUCT

Board members agree to:

1. Abide by the Articles of Incorporation, by-laws and policies of the organization.
2. Exercise reasonable care, good faith and due diligence in organizational affairs.
3. Disclose information that may result in a perceived or actual conflict of interest.
4. Disclose information of fact that would have significance in Board decision-making.
5. Remain accountable for prudent fiscal management to association members, the Board, and nonprofit sector, and where applicable, to government and funding bodies.

6. Maintain a professional level of courtesy, respect, and objectivity in all organization activities.
7. Strive to uphold those practices and assist other members of the Board in upholding the highest standards of conduct.
8. Exercise the powers invested for the good of the organization rather than for his or her personal benefit, or that of the nonprofit they represent.
9. Respect the confidentiality of sensitive information known due to Board service.
10. Respect the diversity of opinions as expressed or acted upon by the Board, committees and membership, and formally register dissent as appropriate.
11. Promote collaboration and cooperation among association members.

I. ELECTIONS POLICY

1. Purpose of Policy
 - a. To supervise the elections of the CONVERGED Board.
2. Nominating Committee Responsibilities
 - a. Solicit qualified candidates for all Board positions.
 - b. Certify that a candidate for election is qualified and has submitted the required documentation.
 - c. Develop a slate of qualified candidates for all open Board of Directors positions.
 - d. Supervise the CONVERGED election process.
3. Methods Used to Solicit Nominations
 - a. Publish notice on CONVERGED Web Site.
 - b. And, any other methods as deemed appropriate by the Nominating Committee.
 - c. All efforts will be made by the Nominating Committee to have multiple candidates for each position.
4. Qualifications for Candidates
 - a. The qualifications for candidates are specified in the Bylaws and CONVERGED BGP's.
5. Board Responsibilities
 - a. Any member of the Board shall remain impartial during the election process and shall refrain from publicly endorsing any candidate.
6. Electronic Balloting Process – The Following Rules Shall Apply:
 - a. Ballots shall be anonymous.
 - b. Only one ballot shall be submitted by each member eligible to vote as defined by the By Laws of the International.
7. Officers shall be elected by the existing BoD members prior to the end of the year. Votes will be counted in the following order: President, Vice-President/President-Elect, Treasurer/Secretary, Director.
 - a. The number of votes per candidate shall be released in a confidential manner only to the Nominating Committee
8. General membership
 - a. Slate approval will be done electronically.
9. Miscellaneous
 - a. An election timeline will be developed by the Nominating Committee and approved by the Board prior to every election.

J. TRAVEL AND EXPENSE REIMBURSEMENT POLICY

CONVERGED will pay or reimburse reasonable, legitimate expenses for approved travel undertaken for the purpose of conducting CONVERGED business. In order for expenses to be paid or reimbursed, travelers will be required to adhere to the following regulations and procedures.

1. CONVERGED travel must be approved in advance by the appropriate authority, defined as follows:
 - a. The Board must approve the President's travel.
 - b. The ED must approve staff travel.
 - c. The President must approve budgeted Board committee travel.
 - d. The Board or the ED must approve all other travel.
2. All unbudgeted travel must be approved by President or Vice-President/President-Elect in writing, prior to travel.
3. Except in emergency or critical situations, funding for all proposed travel must be included in the current year's approved operating budget. If unbudgeted travel is approved, the person(s) authorizing the unbudgeted travel must submit a report to the Board at the next regularly scheduled meeting.
4. The following types of travel expenses, within reason, will be paid or reimbursed by CONVERGED:
 - a. Coach airfare. Premium class, business class and first-class travel will not be reimbursed. When possible, travelers should reserve their tickets 21 days in advance of travel. When traveling on short notice, travelers should book as far in advance as possible to take advantage of reduced airfares.
 - b. Travelers are instructed to search diligently for the lowest available fares and to use travel itineraries that will yield the lowest fares.
 - c. Round-trip ground transportation between the traveler's home or office and the departure point, and round-trip transportation between the arrival point and the meeting location. Whenever prudent the least expensive form of ground transportation should be used. When personal automobiles are used for ground transportation, reimbursement shall be in the form of a per-mile (kilometer) amount not to exceed the current U.S. government allowance or the allowance that your firm would pay when traveling on company business. If a traveler elects to drive to an CONVERGED meeting, the total amount reimbursed will not exceed the cost of round-trip coach airfare booked in advance. Tolls will be reimbursed in addition to the mileage allowance. No reimbursement will be made for repairs, and the operator of the vehicle is totally responsible for carrying adequate insurance.
 - d. Hotel room lodging and tax for standard rooms; upgrades will not be reimbursed.
 - e. Gratuities for bell or housekeeping staff, porters, and other service personnel.
 - f. Internet access/connectivity
5. The following are not considered reimbursable expenses:
 - a. Sightseeing and entertainment.

- b. Expenses for non-members accompanying members to CONVERGED functions.
 - c. Laundry
6. CONVERGED shall not pay any expense for companions accompanying CONVERGED travelers on CONVERGED business except at CONVERGED meals/events.
 7. Board members electing not to attend an CONVERGED sponsored meal/event will not be reimbursed for meal expenses incurred during that time without approval from the ED or President.
 8. In order to be reimbursed for CONVERGED-related travel, travelers must submit an CONVERGED Expense Reimbursement form to the CONVERGED office after the trip is completed. Expense reports must be accompanied by receipts whenever possible. Each expense must be separately itemized. If funds are budgeted and the necessary advance approvals have been obtained as described in item 1 above, the ED will have the authority to issue travel reimbursements without further approval. All reimbursement request and accompanying receipts must be submitted within 60 days of the expenditure.
 9. Individuals (this includes the Board, ED and staff) may retain the travel points earned from actual miles traveled while on authorized and approved CONVERGED business for their personal use.
 10. For any/all travel and entertainment expenses, the expense will be incurred by the most senior staff member present.

V. COMMON PRACTICES

J. USE OF CONVERGED NAME

The CONVERGED 's name, marks and logos may be used only in conjunction with CONVERGED business and only upon the prior written authorization of the Board. CONVERGED's name, marks and logos shall not be used where such use could be construed as an endorsement of a company, person, product, service or activity. However, CONVERGED speakers, members and presenters may acknowledge their participation in CONVERGED, including awards received, in their vitae, biographies and resumes.