

UNC Shared Services Alliance By-Laws

1.0	NAME.....	2
2.0	GUIDING PRINCIPLES	2
3.0	VISION.....	2
4.0	MISSION.....	2
5.0	5.0 GOALS	2
6.0	SERVICES	3
7.0	MEMBERSHIP	4
8.0	ALLIANCE BOARD	5
9.0	ADVISORY SUPPORT GROUPS.....	6
10.0	GENERAL ADMINISTRATION	8
11.0	EXECUTIVE DIRECTOR	9
12.0	12.0 BOARD MEMBER RESPONSIBILITIES	10
13.0	MEASURES OF SUCCESS.....	10
14.0	FINANCING	11
15.0	AMENDMENTS OF THE BYLAWS.....	12
16.0	LOCATION	12
17.0	EFFECTIVE DATE	12

Shared Services Alliance By-Laws

1.0 Name

- 1.1 The name of the organization shall be the UNC Shared Services Alliance (hereafter referred to as the “Alliance”).

2.0 Guiding Principles

- 2.1 The Alliance will operate based on the following principles:

- 2.1.1 Services and shared resources shall be mutually beneficial to a majority of member institutions.

- 2.1.2 The member institutions shall provide the funding for the organization, with the understanding that extended commitments should be made with the knowledge that Alliance membership is subject to change as described in section 7.

- 2.1.3 The member institutions, under the direction of the chancellors, shall set the philosophy, policy, direction, and accountability of the organization.

3.0 Vision

- 3.1 The Alliance, a voluntary consortium of the campuses of the University of North Carolina and other higher education institutions, operates cost effective, responsive, and high-quality enterprise systems and emerging technology-related services for the collective benefit of its membership.

4.0 Mission

- 4.1 The Alliance shall serve as a forum for exploring technology-related opportunities for collaboration among member institutions. The Alliance will facilitate and support a set of enterprise level IT solutions as determined by its membership, and will assist with the negotiation of UNC system-wide technology-related contracts.

5.0 Goals

- 5.1 Enhance the ability of individual campuses to serve their constituencies and fulfill their mission.
- 5.2 Leverage shared IT resources for efficiency and effectiveness.
- 5.3 Increase reliability and availability of mission critical IT assets.
- 5.4 Strive to utilize state of the art technology.
- 5.5 Leverage the combined purchasing power of member institutions to negotiate volume discounts for technology-related purchases.

6.0 Services

- 6.1 Alliance services shall have the following characteristics:
 - 6.1.1 Provide application and infrastructure services that promote efficiencies and cost savings across member institutions
 - 6.1.2 Focus on common applications and the infrastructure that supports them
 - 6.1.3 Address common requirements of both existing and emerging technologies and technology services
 - 6.1.4 Provide support center services to member institutions
- 6.2 Consistent with these characteristics, the Alliance shall provide member institutions a variety of services including:
 - 6.2.1 Apply and test common modifications to base systems and applications, and distribute to member institutions and/or apply them to hosting environments as subscribed
 - 6.2.2 Facilitate hosting service for disaster resistance/business continuity, production, on demand service and backup service for member institutions as subscribed
 - 6.2.3 Provide technical support services such as database administration and systems administration support as identified by the Board and subscribed by member institutions
 - 6.2.4 Coordinate and provide common interface development services for member institutions as subscribed
 - 6.2.5 Coordinate and provide common reports to member institutions as subscribed
 - 6.2.6 Maintain version control processes for common interfaces, common reports, and base system software
 - 6.2.7 Facilitate collaborative training opportunities among interested member institutions
 - 6.2.8 Facilitate planning and implementation of collaborative services
 - 6.2.9 Explore and provide other technology-related collaborative opportunities
 - 6.2.10 Serve as a contract agent on behalf of member institutions

7.0 Membership

- 7.1 Membership is open to all public or independent, not-for-profit higher education institutions in the State of North Carolina.
- 7.2 There shall be two categories of membership:
 - 7.2.1 Full Member: Campuses of the University of North Carolina System choosing to join and participate in the shared campus funds budget
 - 7.2.2 Associate Members: Institutions desiring to participate in selective collaboration projects of the Alliance
 - 7.2.2.1. Campuses of the University of North Carolina System
 - 7.2.2.2. North Carolina Community College System institutions
 - 7.2.2.3. Independent colleges and universities
- 7.3 Membership provides:
 - 7.3.1 Access to Alliance-supported services and shared resources (see Section 6.0)
 - 7.3.2 Participation in setting policy and direction
- 7.4 Membership responsibilities include:
 - 7.4.1 Payment of annual membership fee as recommended by the Alliance Board
 - 7.4.2 Active participation in the affairs of the Alliance
- 7.5 Membership obligations:
 - 7.5.1 Member institutions have an initial three-year obligation, with membership continuing on a year-to-year basis in subsequent years
 - 7.5.2 The membership year is July 1 to June 30
 - 7.5.3 A full, one-year advance written notification is required for membership withdrawal
 - 7.5.4 Institutions seeking to withdraw membership shall submit a letter of intent from the institution's chief executive officer to the chair of the Alliance Board
- 7.6 Membership application procedure:
 - 7.6.1 Institutions seeking membership in the Alliance shall submit a letter of intent from the institution's chief executive officer to the chair of the Alliance Board
 - 7.6.2 The letter of intent shall include a statement describing how the institution's membership will contribute to the Alliance, its mission, and its members, as well as receive benefits from the Alliance

Shared Services Alliance By-Laws

- 7.6.3 Membership, at either full or associate status, requires a signed letter of acceptance by the institution's chief executive officer acknowledging willingness to abide by the by-laws and policies of the Alliance
- 7.7 Change of membership status:
 - 7.7.1 Institutions seeking to change from full to associate or associate to full membership status shall submit a letter from the institution's chief executive officer to the chair of the Alliance Board
 - 7.7.2 The Alliance Board will determine a fair and equitable amount of investment from the associate institution to enter into full membership status.
 - 7.7.3 Letters seeking a change of status shall be submitted no later than June 1 for a change of status beginning with the next membership year

8.0 Alliance Board

- 8.1 The Alliance Board shall guide the overall direction of the Alliance. The Board's responsibilities shall include:
 - 8.1.1 Ensuring that the Alliance effort is consistent with University of North Carolina policy and direction.
 - 8.1.2 Reviewing and recommending the annual Alliance budget.
 - 8.1.3 Reviewing and recommending policies and procedures relative to the Alliance membership, membership fees, and other issues relative to the management of the Alliance.
 - 8.1.4 Designing and initiating a strategic planning process and developing and promulgating long and short-range goals for the Alliance.
 - 8.1.5 Arbitrating issues among members within the Alliance and facilitating appropriate communication between member campuses and the Alliance.
 - 8.1.6 Making hiring and firing recommendations for the position of the Executive Director.
 - 8.1.7 Participating in the performance evaluation of the Executive Director.
- 8.2 The Board membership shall include:
 - 8.2.1 One voting representative from each full member institution
 - 8.2.2 One voting representative from each associate UNC member institution
 - 8.2.3 One voting representative chosen by the non-UNC associate member institutions
 - 8.2.4 One General Administration representative (*ex officio*) appointed by the Vice President for Information Resources and CIO
 - 8.2.5 Executive Director (*ex officio*)

Shared Services Alliance By-Laws

8.2.6 One General Administration representative (*ex officio*) appointed by the Vice President for Finance

8.2.7 One General Administration representative (*ex officio*) appointed by the Vice President for Academic Affairs

8.3 Appointment to the Alliance Board:

8.3.1 The chancellor of each UNC member institution shall appoint a representative Board member to a three-year term.

8.3.2 Non-UNC member institutions shall be represented by at least one, and no more than one per campus, Board member from among the group of non-UNC representatives nominated by their respective campus chief executives.

8.3.3 Appointments to the Board will be staggered over a three-year period to provide for continuity in membership. The Vice President for Information Resources shall request confirmation of these appointments on behalf of the UNC President.

8.4 Alliance Board leadership:

8.4.1 The Board leadership shall consist of a chair and a vice chair.

8.4.2 Prior to July, voting members of the Alliance Board shall elect by simple majority one member to serve a two-year term, first as vice chair and subsequently as chair.

8.4.3 In the event a chair is unable to complete a term as chair, the vice chair shall assume the responsibilities of chair and a new vice chair elected.

8.4.4 The chair, vice chair and Executive Director shall serve as an executive committee to develop Board agendas and to monitor overall Alliance communications.

8.5 Alliance Board operations:

8.5.1 The presence of a majority of voting members of the Board shall be necessary to constitute a quorum.

8.5.2 Institutions may send alternative representatives to attend Board meetings. The Board member may designate the alternative representative as a proxy voter for a specific meeting by notifying the chair or meeting moderator.

8.5.3 The Board shall meet semi-annually; more frequent meetings shall be called as deemed necessary by the executive committee.

8.5.4 The Board shall publish an Alliance annual report to be distributed to the member campuses.

8.5.5 The Executive Director shall serve as staff support to the Alliance Board and to the Executive Committee.

9.0 Advisory Support Groups

9.1 Standing advisory support groups (ASGs) shall be used to advance the work of the Alliance.

9.1.1 There shall be at least five advisory support groups.

Shared Services Alliance By-Laws

- 9.1.1.1. Financials
- 9.1.1.2. Student and Financial Aid
- 9.1.1.3. Human Resources
- 9.1.1.4. Advancement
- 9.1.1.5. Technical
- 9.1.2 Other ASGs may be established in the future as needed
- 9.2 Each functional ASG shall have a similar, if not identical, set of responsibilities.
 - 9.2.1 Each group must be knowledgeable of their operations and any Alliance enhancements made to the information system baseline product and/or products.
 - 9.2.2 Each group shall be responsible for identification and prioritization of requests for service (e.g., software enhancements) from their respective groups to the Alliance staff. These requests for service shall be submitted to the Alliance Board through the Executive Director as Future Direction Requests (FDR) for Alliance enhancements to the information systems products.
 - 9.2.3 Each group shall draw heavily upon campus technical expertise and appropriate decision groups to enhance their deliberations.
 - 9.2.4 Each group shall be responsible for identification and development (design) of written functional specifications. Each group shall be responsible for oversight of the development, testing, and implementation of the approved enhancements with the Alliance and any other functional area group directly impacted.
- 9.3 The technology advisory support group shall include campus representatives with broad understanding and advise the Alliance staff and Board on all technical issues relating to technical infrastructure, information systems, and emerging technology.

Shared Services Alliance By-Laws

- 9.4 Advisory Support Group operations:
 - 9.4.1 Each ASG shall be expected to work closely with Alliance staff, campus technical staff, and campus decision groups to resolve problems; at least one Alliance staff person shall serve on each advisory group in a support role.
 - 9.4.2 Each full and associate UNC member shall appoint one representative to each of the ASGs; for each project in which they participate, each non-UNC associate member shall appoint one representative to the respective ASG.
 - 9.4.3 In voting matters, including recommendations to the Alliance Board, each ASG representative shall have one equal vote. In the event there is more than one ASG representative per campus, the campus only has one vote.
 - 9.4.4 The voting members of each group shall be responsible for electing a chair to represent the group and to facilitate ASG meetings and activities.
 - 9.4.5 Each ASG shall meet at least semi-annually and more frequently as needed.

10.0 General Administration

- 10.1 The Vice President for Information Resources, directly or through the Vice President's designee, shall work closely with the Board to:
 - 10.1.1 Ensure that the Alliance meets its mission and goals in a manner that is consistent with the needs and expectations of the member campuses;
 - 10.1.2 Define the operation of the Alliance and of the Board;
 - 10.1.3 Define the responsibilities and evaluate the performance of the Executive Director; and
 - 10.1.4 Recommend action on proposals and policies.
- 10.2 General Administration oversight shall include but shall not be limited to:
 - 10.2.1 Annual reports submitted by the Executive Director.
 - 10.2.2 Annual program and project proposals, operating budgets, and funding strategies submitted by the Executive Director.
 - 10.2.3 Legal contracts, leases, and insurance agreements associated with the Alliance's operations and services.
 - 10.2.4 Proposals to levy membership fees or project assessments that arise for the Alliance's operations and services.
 - 10.2.5 Project proposals and operational issues that may be brought to the Board by any voting or non-voting member or by the Executive Director.
 - 10.2.6 Policies and procedures to manage special programs.
 - 10.2.7 Program outlines for symposia, conference, workshop, or other programs.
 - 10.2.8 Responsibilities and performance of the Executive Director.

Shared Services Alliance By-Laws

10.2.9 Appropriate benchmarks and ongoing metrics to measure the effectiveness and value of the Alliance.

10.2.10 Requests to add, modify, or remove bylaws.

10.2.11 Creation and oversight of sub-committees and workgroups to further the work of the Alliance.

10.3 The Vice President must approve all actions and policies recommended by the Board before being implemented. The Vice President may authorize the Board to act on her or his behalf to approve specific actions and policies, and may also revoke this authority.

10.4 The Vice President, with the concurrence of the President's Administrative Council, shall have the authority to approve the Alliance's annual budget and related fee structures.

11.0 Executive Director

11.1 Key responsibilities of the Executive Director shall be:

11.1.1 Day-to-day management of the Alliance.

11.1.2 Supervision of the Alliance Staff.

11.1.3 Coordination of the Advisory Support Groups in the software customization process.

11.1.4 Development of the annual budget, annual report, and operational policies and procedures of the Alliance.

11.1.5 Direction of the Alliance strategic planning process.

11.1.6 Maintenance of vendor relationships.

11.1.7 Liaison between campuses and the Alliance.

11.1.8 Participation in relevant user groups.

11.2 The Executive Director shall report to the Board in matters associated with the policies, procedures, budgeting, and strategic direction of the Alliance.

11.3 In matters of operational issues including purchasing, personnel and facilities, the Executive Director shall report to the Vice President for Information Resources in General Administration.

11.4 The Executive Director shall be responsible for the on-going communication and involvement of appropriate state agencies in the software support process.

Shared Services Alliance By-Laws

- 11.5 The Executive Director shall be the University's focal point with information systems relative to training, invoices, scheduling of information systems resources, and product releases.
- 11.6 The Executive Director shall be an *ex officio* member of the Alliance Board and provide staff support.

12.0 12.0 Board Member Responsibilities

- 12.1 The UNC Shared Services Alliance Board seeks to ensure the success and advancement of the Alliance in a collaborative environment for the common good of all institutions. Roles and responsibilities include:
 - 12.1.1 To strive to provide the highest level of service to users through appropriate financial and human resource collaboration.
 - 12.1.2 To communicate the Alliance's mission, accomplishments and goals to the campus administration and support staff, as well as garner support from key stakeholders for projects endorsed by the Alliance.
 - 12.1.3 To be prepared to devote time to Alliance business at one's home institution and to make every effort to make timely responses to requests from the Alliance Executive Director and the UNC Chief Information Officer.
 - 12.1.4 To assist in identifying key resources to accomplish projects endorsed by the Alliance.
 - 12.1.5 To attend meetings regularly and express viewpoints.
 - 12.1.6 To serve on various subcommittees as requested by the Alliance Executive Director and the UNC CIO to support the Alliance mission, project objectives, and By-Law requirements.
 - 12.1.7 To share complete and accurate information about any product or solution the Board is using or intends to use.
 - 12.1.8 To identify issues and concerns the Board needs to address.
 - 12.1.9 To distinguish between personal convictions and professional duties and not allow personal convictions to interfere with representation of Board obligations.
 - 12.1.10 To inform the Board of any positions held on Boards, Advisory Committees or other such activities with prospective vendors that has potential to be viewed as conflict of interest.

13.0 Measures of Success

- 13.1 Measures for determining the success of the Alliance shall include:
 - 13.1.1 Reduced time and cost to implement information systems and upgrades
 - 13.1.2 Reduced cost of technology training
 - 13.1.3 Cost effective use of human resources through services of shared staff

Shared Services Alliance By-Laws

- 13.1.4 Expanded use and reduced cost of resilient and highly available systems
- 13.1.5 Reduced cost due to leveraged relationships with vendors
- 13.1.6 Optimized use of campus technology staff
- 13.1.7 Increased level and number of services the campuses are able to offer
- 13.1.8 Increased number of training workshops and participants
- 13.1.9 Evaluation results of training courses
- 13.1.10 Improved external evaluations (e.g., audits, accreditation assessments)
- 13.1.11 Improved customer services
- 13.1.12 Enhanced vendor relationships, including cost efficiencies, training, participation in user groups, and access to thought leadership
- 13.1.13 Compliance with state, federal and other regulatory mandates

14.0 Financing

- 14.1 The following principles shall guide the financing strategies for the Alliance:
 - 14.1.1 Maximize self-funding operations
 - 14.1.2 Maximize income from service/usage fees, with fee levels determined on a project-by-project basis
 - 14.1.3 Minimize dependence on membership fees
 - 14.1.4 Promote efficient use of vendor outsourcing
 - 14.1.5 Demonstrate the benefits of collaboration to prospective funding agencies, including the state
- 14.2 The Alliance Board shall propose an annual membership fee structure for participation in the Alliance.
 - 14.2.1 Separate levels shall be established for full and associate members.
 - 14.2.2 Membership fees are due July 1 of each year and are not refundable.
- 14.3 For Alliance initiatives such as shared software licensing, maintenance contracts, or training, a variety of assessment strategies will be used, consistent with the objectives of the initiatives; strategies will include:
 - 14.3.1 Assessment of members on a fee-for service basis.
 - 14.3.2 Direct pass through of vendor fees to members.
 - 14.3.3 Recharge to participating members on the basis of a tiered system to be established according to institutional size.

Shared Services Alliance By-Laws

- 14.4 The Alliance will function on a full cost recovery model for all operating costs; members will be charged on the basis of a tiered system to be established according to institutional size.
- 14.5 Part of the Alliance budget was developed and funded from UNC funds allocated to the full member campuses. Since Associate members and non-UNC members did not contribute to this budget, each may elect to participate in any initiative that is funded with this budget by contributing additional budget dollars appropriate for the initiative as defined by the Alliance Executive Committee.

15.0 Amendments of the Bylaws

- 15.1 These Bylaws, including dissolution of the Alliance, may be altered or amended by a two-thirds vote of the full Board membership at any regular or special meeting, provided that there shall have been a distribution (or reading) of the proposed amendment(s) to member institutions not less than ten days prior to the meeting at which the amendment(s) shall be voted on.
- 15.2 Any member of the Board may propose amendments.

16.0 Location

- 16.1 The Board shall select a location for hosting the Alliance equipment and staff.
- 16.2 In the event the host location is on a member campus or in General Administration facilities, the host location shall have no more authority or role in the day-to-day operations of the Alliance than any other participant.

17.0 Effective Date

- 17.1 The Board approved these Bylaws effective September 16, 2011.