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ATTENDANCE AT BOARD & COUNCIL MEETINGS BY ELECTEES

POLICY:

It is the policy of InSight that all elected or appointed members of the Board of Directors and Councils are required to attend any meeting of their Board of Directors or Councils scheduled concurrently with the Annual Conference.

PURPOSE:

To ensure the continuity of activities, programs and policy-making functions, all elected or appointed members of the Board of Directors and councils are required to attend any meeting of their Board of Directors or council scheduled concurrently with the Annual Conference. In addition, newly elected members of the Board of Directors and the councils are invited to attend, as observers, any meeting of their Board of Directors or council scheduled concurrently with the Annual Conference to assist in the transition of responsibilities.

PROCEDURE:

All electees are expected to make appropriate conference travel arrangements to permit attendance at the applicable Board of Directors or council meetings. The cost of any extra nights of hotel accommodation will be reimbursed in accordance with reimbursement policy.

Where a required run-off election for a Board of Directors or council position would not permit adequate time for the successful candidate to make appropriate travel arrangements after completion of the election, applicable funding of extra nights of hotel accommodations will be provided to all run-off candidates, although only the successful candidate will attend the meetings.

MEMBERSHIP/ORGANIZATION STRUCTURE AND DEFINITION OF COUNCILS

POLICY:

As defined by the bylaws, Councils shall consist of groups of elected or appointed individual members representing product areas.

PURPOSE:

To facilitate implementation of the decisions of the members with regard to educational needs and to serve as intermediaries for the members in the product enhancement process.

PROCEDURE:

Councils shall be established by majority vote of the Board of Directors. Definitions are as follows:

COUNCILS

The InSight Board groups and establishes the represented products into Councils. Councils coordinate the activities of their members in working collaboratively with McKesson on enhancement and education objectives. Other Councils may be defined as directed by industry patterns or other organizational objectives.

Members of specific councils must be Individual members of the Corporation and current users of the product for which the specified council provides education and product enhancement support.

Given the vendor's development resources for Special Interest Group (SIG) enhancements and the requests from each SIG, councils determine the final list of enhancement recommendations for their product line. Councils work closely with a vendor's product manager, who is responsible for enhancements for their product line. Councils also coordinate with the vendor's product manager in providing product educational offerings to the membership.

Each council shall define the election or appointment process for its own body of members. Membership in the councils should be representative of the product lines included. Council members are responsible for taking an active role in conference planning and facilitation of the enhancement process.

A Council Enhancement Chair leads all council enhancement activities. A Council Education Chair leads all council education activities. The Board of Directors may appoint other Council Chairs as councils are defined. See the job descriptions for accountabilities and roles for these positions.

See the current organization chart for a listing of Councils.

SPECIAL INTEREST GROUPS (SIGs)

SIGs exist to provide a forum for members with common goals to learn, exchange ideas, share experiences, and identify practical solutions to common concerns. In addition, SIGs may prioritize recommendations regarding software enhancements. These recommendations address a variety of topics, including product improvements, commonly encountered problems or concerns, new functionality requirements, and program alterations and corrections. The recommendations are called CSEs (customer satisfaction enhancements). SIGs work closely with a vendor SIG Liaison, who is responsible for enhancements in that SIG's area of interest.

Each SIG reports to one or more Councils for coordination of activities within the SIG.

A SIG Chair leads each SIG, with assistance from a SIG Vice Chair and SIG Secretary (as deemed necessary by the SIG.) See the job descriptions for accountabilities and roles for these positions.

See the current organization chart for a listing of SIGs.

EXPECTATIONS OF PARTNER AFFILIATES AND PARTNER AFFILIATE PRODUCT MANAGERS

POLICY:

It is the policy of InSight that there will be defined expectations of Partner Affiliates and Partner Affiliate Product Managers.

PURPOSE:

To ensure and promote a positive working relationship with the Corporation's Board of Directors and provide a forum for participation and input by Partner Affiliates and Partner Affiliate Product Managers.

PROCEDURE:**EXPECTATIONS OF PARTNER AFFILIATES**

Partner Affiliates shall:

1. Promote a working relationship with the Corporation's Board of Directors based on mutual trust and joint partnership.
2. Provide timely information to the Board of Directors regarding the Partner Affiliate's activities and/or issues that potentially impact the Corporation's Individual members.
3. Participate on the Corporation's Education and Enhancement Committees.
4. Permit and coordinate use of corporate facilities for the Board of Directors, council and/or committee meetings.
5. Provide information for Corporation conference brochure production when asked.
6. Participate in Corporation conference breakout sessions as mutually agreed upon by the Corporation and Partner Affiliates.
7. Submit to the Corporation's Education Committee the expected number of attendees from Partner Affiliate's corporation for the next conference in a time frame that permits the Committee to plan for room commitments.
8. Present at each Corporation conference in the general session, if requested, an update on company status, changes, developments, enhancements and other information of interest to the individual member population.
9. Will ONLY recognize the Board approved product enhancement process and requests from the Corporation.
10. Partner Affiliates will provide a timely submission to the Director-Membership of the Corporation, a detailed list of all new facilities/organizations who have purchased products and/or services. The Corporation will utilize this list for solicitation of new Individual members.

EXPECTATIONS OF PARTNER AFFILIATE PRODUCT MANAGERS

The Product Managers shall:

1. Participate in reviewing product enhancement requests submitted by the Corporation and classify/clarify the status of previously submitted requests.
2. Participate in joint conference planning meeting at each conference with Education and Enhancement Committee representatives to plan future education sessions.
3. Coordinate assignment of speakers for individual product lines as determined by Education Committee representatives.
4. Provide product update reports and product status classifications in a consistent manner across all product lines.
5. Understand and follow the Corporation's enhancement process to ensure all users perceive process in a consistent manner.
6. Provide input and support to the Education Committee in planning and embrace the authority of the Education Council Chair(s) with regard to the content of the sessions.

PROHIBITION OF PERSONAL GAIN

POLICY:

It is the policy of InSight that no member of the Corporation shall use their position on the Board of Directors or any council or committee, or any other association with the Corporation, to derive any personal gain, except for the normal benefits of membership which accrue to all members through their participation in the goals, objectives and functions of the Corporation.

PURPOSE:

To ensure the highest level of standards and maintain independent, objective participation by all members.

PROCEDURE:

Any member found in violation of this policy shall be subject to removal from their position and/or forfeiture of their membership, as shall be determined by the Board of Directors

TRANSITION

POLICY:

Appointments to the position of Director at Large may be made as required to enable the transition of new user groups into the InSight Board. These appointments shall be effective for specified terms of office not to exceed three years, nor exceed six transitional positions at any one time.

PROCEDURE:

Application to assimilate new product line representatives may be made to the incumbent InSight Board via the President. A Director at Large will be recommended by the requesting group and appointed by a majority vote of the InSight Board with an appropriate transition period (usually one year, not to exceed three years.) Regular election following the election policy as established by the bylaws shall begin for expiring terms in the last year of the appointment.

**APPROPRIATE UTILIZATION OF SERVICES OF CORPORATION'S ADMINISTRATIVE OFFICE BY
BOARD, COUNCILS AND COMMITTEES**

POLICY:

It is the policy of InSight to provide administrative support to the Board of Directors, the Council Chairs and committees.

PURPOSE:

To enable maximum utilization of members contributions and time.

PROCEDURE:

The Corporation's Administrative Office is available to support the Board of Directors, the Council Chairs, and committees by supplying goods and services as agreed upon in the attached Management Agreement. See Appendix A of the Management Agreement.

ELECTION PROCESSES

POLICY:

Each active member shall be entitled to one vote in the General Election and in the Council election. Nominating and balloting procedures and timelines shall be established by the Nominating Committee and approved by the Board of Directors within the guidelines of the by-laws.

PURPOSE:

To ensure consistency and a fair, equitable process.

PROCEDURE:

The Nominating Committee consists of the following:

- Past President serving as the chair of the committee
- Director - Membership serving as the vice-chair of the committee
- Nine members elected by the membership, four of which shall be elected in the even years and five in the odd years

The members elected to the Nominating Committee agree not to run for a position on the Board of Directors for their term of office on the Nominating Committee. The members of the committee shall actively seek nominees for the open positions on the General Election ballot. The committee shall convey to the general membership a request for nominations which includes the list of open positions for Board and Nominating Committee no less than six months prior to the Annual Conference. The names of individual nominees may be submitted by the Board of Directors, Councils, Committees or any Individual member.

In the event that any nominee would bring the membership of the Board or the membership of the Nominating Committee to more than one individual from any product license holding organization, such will be fully disclosed on the ballot. Each nominee shall furnish the chair of the Nominating Committee with the following:

- A written commitment to serve signed by the nominee and an authorized principal of their employer organization. The nominee shall, with the support of their organization, agree to render all reasonable services which shall be required by their position if elected.
- A completed Conflict of Interest form. Any potential or perceived conflicts of interest must be brought to the immediate attention of the Nominating Committee. The Nominating Committee shall present these items to the Board of Directors for a determination of eligibility to serve prior to the nominee being placed on the ballot.
- Information on the candidate and his/her qualifications for office as requested by the Nominating Committee. The information may be drafted from prior InSight service dates or requested of the nominee; in either instance, the nominee shall have the opportunity to review any such biographical data prior to publication of the information during his/her candidacy. This information shall be made available to the membership during the election process.

The Nominating Committee shall attempt to submit a minimum of two candidates for each open position. The nominee may withdraw from nomination by submitting the request in writing to the chair of the Nominating Committee.

The Nominating Committee shall prepare the slate of candidates for the general election to be presented to all Individual members at least 90 days prior to the Annual Meeting of the Corporation. The ballot shall include the deadline date for the return receipt of the ballot. The ballot shall be returned to the Corporation's administrative offices at least 60 days prior to the Annual Meeting of the Corporation. The ballot shall be counted by the administrative office staff and be available to the chair of the Nominating Committee for review.

ELECTION PROCESSES

In the event of a lack of simple majority of the ballots cast for any position, guidelines as established in the bylaws shall be followed. In the event that a lack of a simple majority exists after the vote at the Annual Meeting, the election shall be determined by vote of the Board of Directors. The President shall abstain in the event of a tie among the members of the Board.

The results of the election shall be communicated according to the bylaws.

POLICY APPROVAL AND REVISION

POLICY:

The Board of Directors recognizes the need for operational guidelines apart from but within the guidelines established by the bylaws of the Corporation. Policies and associated procedures will be established and approved by the Board of Directors to provide guidance for the Corporation in conducting its business.

PURPOSE:

To maintain a recognized process for approving policies in a standard manner.

PROCEDURE:Policy Approval

1. Policies are established either at the direction of the Board of Directors or by identification of need by any member of the Board of Directors.
2. Proposed policies are drafted by the person most closely associated with the process or assigned to the Secretary of the Board for draft preparation.
3. Draft copies are distributed to the Board of Directors with the pre-meeting mailing prior to any meeting of the Board of Directors.
4. Board members review the policy and procedure prior to the meeting
5. Policies are approved by vote of the Board of Directors at the meeting. Approval of policies shall be recorded in the minutes of the meeting.
6. Once approved, policies must be adhered to by the Board of Directors, Committees, and the members of the Corporation.

Policy Revision

1. Any member of the Board of Directors may submit a policy for review, revision, or deletion by presenting the proposed changes in draft form with the pre-meeting mailing prior to any meeting of the Board of Directors.
2. Policy revisions are approved by vote of the Board of Directors at the meeting. Revision of policies shall be recorded in the minutes of the meeting.

Policy Maintenance

1. Policy maintenance shall be the responsibility of the Secretary with the assistance of the administrative staff.
2. Policies of the Board of Directors shall be available to the membership for reference only.
3. New policies and revisions to policies will be posted on the Corporation's web site immediately following the meeting of the Board of Directors at which they are approved.

VOLUNTEER RECOGNITION**POLICY:**

It is the policy of InSight to give expression of appreciation for service.

PURPOSE:

To express appreciation for members who volunteer their time and talent to make InSight a productive, viable and successful organization.

PROCEDURE:

Expression of appreciation for service will be given as follows:

VOLUNTEER	GIFT	PRESENTATION
Board of Directors	To be determined by the Executive Director Not to exceed \$75	At the last Board meeting of the calendar year
	Certificate of Appreciation and a presentation folder	At the Business Meeting & Volunteer Recognition held in conjunction with the Annual Meeting
	Conference Credit: See Member Service Incentive Plan Policy	
President	Plaque, 9" x 12" with gavel	At the Business Meeting & Volunteer Recognition held in conjunction with the Annual Meeting
	Gift to be determined by the Executive Director Not to exceed \$500	At the last Board meeting of the calendar year
Retiring Board Members	Plaque, 9" x 12" - should include list of positions held while on the Board	At the Business Meeting & Volunteer Recognition held in conjunction with the Annual Meeting
Council Chairs and Co-Council Chairs	Conference Credit: See Member Service Incentive Plan Policy	
	Certificate of Appreciation and a presentation folder	At the Business Meeting & Volunteer Recognition held in conjunction with the Annual Meeting
	Gift to be determined by the VP-Education & VP-Enhancement Not to exceed \$20	At the Business Meeting & Volunteer Recognition held in conjunction with the Annual Meeting
SIG Chairs	Conference Credit: See Member Service Incentive Plan Policy	
	Certificate of Appreciation and a presentation folder	At the Business Meeting & Volunteer Recognition held in conjunction with the Annual Meeting
SIG Vice Chairs and Secretaries	Conference Credit: See Member Service Incentive Plan Policy	
	Certificate of Appreciation and a presentation folder	At the Business Meeting & Volunteer Recognition held in conjunction with the Annual Meeting
Committee Chairs (who are not Board members)	Same gift as for the Council Chairs	At the Business Meeting & Volunteer Recognition held in conjunction with the Annual Meeting
	Certificate of Appreciation and a presentation folder	At the Business Meeting & Volunteer Recognition held in conjunction with the Annual Meeting
Committee Members (who are not Board members)	Certificate of Appreciation and a presentation folder	At the Business Meeting & Volunteer Recognition held in conjunction with the Annual Meeting

VOLUNTEER RECOGNITION

2. The following practices will serve to publicly recognize the service of volunteers to the organization:
 - Recognition in presentation at Opening Session
 - Distribution of printed list of volunteers at InSight Business Meeting & Volunteer Recognition
 - Posting of Organization Chart in registration area at Annual Meeting
 - Sending of "Thank you" letter to each volunteer's supervisor

CONFLICT OF INTEREST

POLICY:

It is the policy of InSight to support a conflict of interest policy.

PURPOSE:

To ensure members of the leadership of InSight will not have a conflict of interest while serving in leadership positions in the organization.

PROCEDURE:

Whereas the potential for conflict of interest exists in membership on the InSight Board of Directors due to the following:

- Leaders in the InSight organization have access to planning processes enhancing the free interchange of ideas and adding value to InSight membership over membership in other user organizations.
- McKesson shares confidential information with the Board of Directors and other members of the leadership of InSight prior to public release.
- Active leadership in an organization such as InSight enables a Board Member to be privy to information which may be used inappropriately.

Conflict of Interest may be engendered when a member of the Board of Directors has or maintains:

- Active leadership in a user organization in competition with InSight as determined by the Board
- Active leadership in a user organization associated with a vendor in competition with the McKesson Corporation
- Material financial investment in McKesson or any other financial opportunity for gain
- Current or pending litigation against InSight or McKesson
- Employment as a contractor or consultant for McKesson

An annual review of this policy shall be instituted calling for signature and disclosure in January of each year of Board membership. Previously discussed conflict situations are not subject to review without approval of a two-thirds majority of the entire Board.

The officers of the Board shall conduct a discussion of each disclosure. If conflict of interest is perceived, discussion with the affected Board member shall be held in an attempt to determine if the conflict of interest is valid. At that meeting, a course of action shall be determined.

Options for action may include:

- Determination that no conflict exists
- Proposals for reduction or elimination of conflict
- Request for resignation
- Other proposals at the discretion of the officers of the Board and the Board member

This policy requires immediate disclosure of changes in possible Conflict of Interest status during course of term of office.

Please list potential or perceived conflicts of interest below or on the reverse. The Board will make final determination if conflict of interest exists.

I declare that I have no conflict of interest as defined above, except as noted below or on the reverse, and that I will notify the Board should any conflict occur during my term of office.

Name

Date

A signed copy of this statement will be maintained for all members of the Board of Directors of InSight and for other leadership positions as the Board shall determine necessity. Signature may be maintained electronically by receipt in the InSight office of a copy of this policy with the statement of approval.

APPROVAL PROCESS FOR COUNCIL CHAIR APPOINTMENTS

POLICY:

The Board of Directors will support the appointment of council officers between board meetings.

PURPOSE:

In order to ensure continuity of business, appointments may be made to fill vacancies as they occur.

PROCEDURE:

1. The Vice President-Education and the Vice President-Enhancement will determine needs for officers as vacancies occur.
2. Volunteers for these positions will be named to the vacancies by these Vice Presidents, and presented to the Board for approval via e-mail. SIG officers within the council will be solicited.
3. The Board members will review the proposed nominees and respond to the Vice President sending the e-mail if they have concerns about any appointment or nominee within three working days of the date of the e-mail.
4. Absent any concerns being expressed regarding any nominee, the appointment will be made.
5. If concerns regarding any nominee are expressed, the Vice President will attempt to address the concern expressed with the Board member directly.
 - If the concern is able to be resolved, the nominee will be appointed.
 - If the concern is not able to be resolved, the nominee may be brought to the next Board meeting for approval or replaced with a totally acceptable nominee at the discretion of the Vice President.
6. All appointments made through this process will be ratified at the next duly called Board meeting for reflection in the minutes.

OWNERSHIP/MAINTENANCE OF MEMBERSHIP DATABASE

POLICY:

It is the policy of InSight to establish a membership database.

PURPOSE:

The membership database is owned and managed by InSight. InSight may assign management of the database. There shall be no database used for any InSight business other than this database. The Director of Membership determines the appropriateness of people to be added to or removed from the membership database.

PROCEDURE:

If an Affiliate member desires to add additional people to the membership database for the purpose of accessing the "Members Only" area of the InSight Web site, he/she will place that request in writing to the Director of Membership, the Communications Committee Chair, with a cc to the Membership staff support. It is the responsibility of the two Board members to make a determination in no less than two weeks from the date of the request. InSight or its assigned representative will notify the requestor in writing.

InSight will transmit an update of the database to the InSight Web Host on the first business day of each month. Additionally, and updated database will be transmitted anytime there are more than ten changes to the database.

DISTRIBUTION OF CONFERENCE AND MEMBERSHIP DATABASES

POLICY:

It is the policy of InSight that conference and membership databases will not be made available on electronic media to organizations outside the McKesson or InSight organizations.

PURPOSE:

Restriction of access to conference and membership databases is essential to maintain confidentiality.

PROCEDURE:

1. Conference and membership databases will be available on paper in venues approved by the Board of Directors.
2. The Board will not control transforming this information to electronic media and further use of databases so created.
3. All requests for conference and membership databases will come to the Board of Directors for approval to determine that no conflict with the approved policy exists.

SMOKING AT CONFERENCES AND MEETINGS

POLICY:

It is the policy of InSight to support a non-smoking environment.

PURPOSE:

In order to provide a pleasant and healthy environment for all Conference and meeting attendees, and to ensure compliance with State and Local laws, smoking will not be permitted in any conference session, pre-or post-Conference meetings, or meetings of the Board or any councils or committees of the Corporation.

As an organization of healthcare institutions and recognizing the harmful effects of smoking, the Corporation also discourages smoking at social functions.

MEMBERSHIP OF STANDING COMMITTEES AND OTHER COMMITTEES OF THE BOARD

POLICY:

As directed by the bylaws, membership of the standing committees shall be established in the policies of the board.

PURPOSE:

To define, by position, the composition of standing committees and other committees of the board.

PROCEDURE:

The bylaws provide for the following committees:

- **Committees of the Board** (shall consist of two or more directors as defined in the bylaws)
- **Committees of the Members** (shall consist of the appointed committee chairperson and appointed committee members as defined in the bylaws)
- **Standing Committees of the Board of Directors** (shall consist entirely of members of the Board of Directors as defined in the bylaws.)
 - Finance Committee (shall be chaired by the current VP-Finance and the VP-Education and VP-Enhancements shall be members, per Job Descriptions)
 - Conference Planning Committee – The Conference Planning Committee will be comprised of only board and ex-officios of the board from the Education Committee, including the Vice President-Education and Director-Education.
 - Executive Committee – When matters not appropriate to the Finance or Conference Planning Committees arise and the board has chosen to enact the Executive Committee of the Board, that committee shall be comprised of the six officers of the Board and the Past President.
- **Standing Committees of the Members** (shall consist of at least one member of the Board of Directors and at least one member of the Corporation who is not a member of the Board of Directors as defined in the bylaws.)
 - Education Committee (shall be chaired by the current VP-Education, per Job Description)
 - Enhancement Committee (shall be chaired by the current VP-Enhancements, per Job Description)
 - Bylaws Committee (shall be chaired by the current Secretary, per Job Description)
 - Nominating Committee (membership as outlined in the bylaws)
 - Membership Committee (shall be chaired by the current Director-Membership, per Job Description)
 - Communications Committee (shall be chaired by the current President Elect, per Job Description)

Ex officio members of committees shall be determined and shall serve on an as needed basis directed by the committee chair. The President shall be an ex officio member of all committees per the bylaws.

Composition of any other committee of the board shall be defined at the time of the formation of the committee and shall be recorded in the minutes of the meeting at which the committee was formed.

Election or appointment processes for committee chairs and general committee members shall be defined in the bylaws, policies, job descriptions or the Board of Directors.

EX-OFFICIO MEMBERS OF THE BOARD

POLICY:

Ex-officio Board members may be appointed by the InSight Board of Directors on an annual basis.

PURPOSE:

To increase the mutual accountability between the InSight Board of Directors and other associated organizations.

PROCEDURE:

1. Affiliate member Board liaisons may be appointed as ex-officio members with **voting rights**, subject to approval by the Board on an annual basis with annual performance appraisal, following the annual conference and not to exceed two positions at any time.
 - A. McKesson will appoint two members of senior management to the InSight Board of Directors. McKesson will review the members on an annual basis for appropriateness to continue to work with the Board based on the Board's strategic plan annual objectives and based on results from an annual evaluation by the Board.

McKesson and the InSight Board of Directors will mutually agree upon the representatives. All attempts will be made to provide continuity of membership.

- B. The McKesson representatives will attend all Board meetings at the expense of McKesson.
 - C. The McKesson representation to the Board will be voting positions, and as such will contribute to the Board objectives as a voting member of the Board in accordance with and as allowed by the InSight bylaws.
2. Paid positions (executive director, staff) cannot have voting privileges, and will be appointed in conjunction with term of contract and review of performance.

ELECTRONIC BOARD MEETINGS

POLICY:

It is the policy of InSight to recognize electronic board meetings.

PURPOSE:

When appropriate the Board of Directors may conduct official meetings using the Internet when the Electronic Board Meeting Protocol (below) protocol is followed.

InSight's Board meets a minimum of four times per year. These meetings constitute the most appropriate setting for conducting most of the organization's business. However, other situations occur that require consideration by the Board between meetings. These situations fall into four categories:

1. Matters requiring an urgent response;
2. Pro forma matters that need to be handled in a timely manner;
3. Actions associated with ongoing issues requiring response; and
4. Follow up on business deferred from a formal Board meeting.

In these instances the Board may choose to conduct its business via conference call or in cyberspace using listserv (broadcast email) or some other form of electronic communication.

While the parliamentary procedures used in a conference call are similar to those used in a formal meeting, the process for an electronic Board meeting differs. Consequently, electronic communication issues must be addressed in order to demonstrate that the Board conducted the business effectively and responsibly while maintaining its accountability to the membership. Among these issues are the following:

- The Corporate Meeting Act requires that all directors "simultaneously hear each other during the meeting". Electronic procedures must enable this.
- Due to the open nature of Internet communication, highly controversial issues may not be decided on-line.

PROCEDURE:

1. When any member or ex officio member of the Board of Directors determines that an item of business is appropriate to be conducted online, he or she petitions the president to present the issue to the Board electronically. The Board member proposing a motion for e-mail voting is responsible for contacting the President personally to obtain authorization to conduct an electronic board meeting.
2. After obtaining presidential agreement, the Board member requesting the electronic meeting notifies InSight staff that presidential authorization for a meeting has been obtained.
3. Staff then posts a message with "Board Business: (subject)" in the subject line. The message is sent to all board members. The message must contain the following elements:
 - Any appropriate background information precipitating the motion
 - Wording of the requested motion
 - A request for a second.
4. Within one business day, a second is sent as "reply to all". (If no second is received within one business day, the motion is deemed dead and must be presented at the next convened Board meeting.)
5. When a second is received, a three-business-day discussion phase begins. Monitoring of discussion is the responsibility of InSight staff. Any comments are to be sent "reply to all" so that all Board members have equal opportunity to participate in the discussion. If a Board member has no comment to make on the motion, a message to that effect must be sent as "reply to all" so that the presence of a quorum can be determined.
6. If there are amendments to the original motion, Robert's Rules of Order are followed. Discussion of amendments is limited to 24 hours.
7. At completion of discussion process (after three business days), any changes to original motion based on discussion will be reviewed with the Board members who originated and who seconded the motion. At this point, these two Board members may present a revised motion to the Board, or they may decide to maintain the wording of the original motion.

ELECTRONIC BOARD MEETINGS

8. InSight staff will be informed of the final wording for the motion. As a courtesy, staff will then notify the President that all requirements needed for voting have been completed.
9. A "Voting e-mail" using voting buttons will be mailed to Board members with one business day allowed for response. A quorum of the members of the Board must vote for the motion to pass. At the completion of the voting period, InSight staff notifies all Board members of the results of the election.
10. All decisions made electronically are placed on the agenda at the next meeting for review and notification only. Minutes of the electronic meeting are recorded and approved as for any meeting of the Board.

WEB SITE ROLE DELINEATION

POLICY:

A Web Site Committee is sanctioned by the Board as a sub-committee of the Communications Committee.

PURPOSE:

The Board recognizes the need to have a focused group address the technologies and processes to optimize electronic communication via the Internet to the members of InSight.

PROCEDURE:

It shall be the role of the Web Site Committee to:

- Report to the Communications Committee
- Receive content, ready for publication, from the Communications Committee
- Discover, define, and develop the processes and technologies needed to optimize the use of electronic communications and e-business transactions via the Internet
- Develop, reconcile, and report an annual operating and capital budget
- Maintain a representative committee membership of at least one Board member, no less than two Individual members, as well as a representative from the hosting organization
- Web Site Committee chair shall be appointed by the Chair of the Communications Committee and the members of the Web Site Committee shall be appointed by the Web Site Committee Chair.
- Determine the process for gathering enhancement/change requests
- Maintain a list for review, prioritization, sizing, and generation of cost estimates of the aforementioned enhancement/change requests
- Create, obtain approval from the Board, and maintain a Service Level Agreement with the hosting organization

WEB SITE RESOURCE MANAGEMENT

POLICY:

A consensus process will be used to manage the resources available for the maintenance and enhancement of the InSight web site. These resources include but are not limited to the funds budgeted annually by the Web Site Committee and the time devoted to the web site by the McKesson developer. The Web Site Committee will operate within the constraints of the budget as approved by the Board.

PURPOSE:

The InSight Web Site Committee is accountable to the Board and the members to 1) be good stewards of the resources available for the maintenance and enhancement of the web site and 2) ensure these resources are used in a manner consistent with the organization's goals and objectives. This policy will define a process to facilitate this accountability.

PROCEDURE:

- 1) Requests and ideas for education, enhancement and administrative projects related to the InSight web site will be communicated to the InSight office.
- 2) All requests will be distributed as soon as possible to all Web Site Committee members. The email associated with this distribution will include a reminder to the McKesson Web Developer to size the project (see Step #5).
- 3) The Web Site Committee Chair will create an entry in the prioritization matrix (see Step #7) for each request.
- 4) Using the following table, a priority will be assigned to the request. This assignment will be made with input from the customer (requestor).

Project Priority	Requires Resolution Within
Critical	<5 business days
High	5-10 business days
Medium	10-30 business days
Standard	>30 business days

- 5) Using the following table, the McKesson web developer will size the project:

Project Size	Developer Time
Small	<4 hours
Medium	4-16 hours
Large	>16 hours

- 6) Recognizing that InSight pays a monthly fee to McKesson for web site maintenance and is billed at an hourly rate for web site enhancement, the following definitions will be used to categorize each request as maintenance or enhancement:
 - a. *Maintenance* includes activities to keep the current functionality working and current. Also includes server operations/maintenance and any fixes. Examples include:
 - i) Replacing a note from the InSight President with a new one from a new President.
 - ii) Replacing last years's conference information with this years's.
 - b. *Enhancements* are new functions that did not previously exist.

WEB SITE RESOURCE MANAGEMENT

- 7) Using the following matrix, the person(s) empowered to approve and prioritize the request will be identified and contacted by the InSight office:

	Small	Medium	Large
Critical	Web Site Cmte Chair or designee	Web site Cmte Chair and two members	Full Web site Cmte
High	Web site Cmte Chair and two members	Full Web site Cmte	Full Web site Cmte
Medium	Full Web site Cmte	Full Web site Cmte	Full Web site Cmte
Standard	Full Web site Cmte	Full Web site Cmte	Full Web site Cmte

Conference calls will be arranged as necessary to review project requests with the appropriate Web site committee members so that priority projects can be scheduled.

- 8) All approved requests will be documented in priority order. The documentation will include the following information for each request/project:
- A unique numeric identifier
 - Project summary
 - Project detail
 - Requestor's name
 - Date request is received
 - Delivery (due) date requested
 - Date project is implemented
 - Priority
 - Size (estimated number of developer hours required to complete and test)
 - Categorization of the project as Maintenance or Enhancement
- 9) All completed requests will be documented in order of completion date. The documentation will include the following information for each request/project:
- A unique numeric identifier
 - Project summary
 - Date request is received
 - Date project is implemented
 - Size (estimated number of developer hours required to complete and test)
 - Categorization of the project as Maintenance or Enhancement
 - For enhancement projects:
 - the total amount billable to InSight
 - a running balance of available enhancement funds
 - Maintenance fees will be documented as a single annual line item
- 10) The prioritization documentation will be attached to a Web site Committee discussion group posting on the web site. The Web site Committee Chair will determine the frequency of the updates.
- 11) A review of the prioritization documentation will be a standing agenda item for all Web site Committee communications.
- 12) The Vice President–Finance must approve all projected budget overages.

WEB BOARD MODERATION

POLICY:

Moderation of the each application specific discussion group on the Corporation's WebBoard is the responsibility of each Special Interest Group (SIG) Chair.

PURPOSE:

This policy will ensure that messages posted to the Corporation's website are consistent with organizational objectives and meet the needs of the membership.

PROCEDURE:

1. Each SIG Chair will maintain access to the Corporation's website. A user ID and password are required. These are included in the new member packet supplied by the Administrative Office.
2. Each SIG chair will review the WebBoard discussion group documentation located at <http://www.insight-net.org/moderator.htm>. It is suggested that particular attention be given to the "Moderating Conferences" section.
3. On a regular basis, the SIG Chair will check the appropriate discussion group for new messages. It is strongly recommended that this process occur weekly at a minimum. More frequent checks are encouraged. Experience over 150+ logons has shown that this will require less than five minutes per logon.
4. To perform this check:
 - Logon to the Corporation's home page at <http://www.insight-net.org>.
 - Click on the "Members Only" link.
 - Enter the user ID and password. Click on "OK".
 - Click on the "InSight Discussion Area" link.
 - Select the appropriate discussion group and then click on "Go". A listing of the conferences sorted alphabetically by application will display. The number of messages currently contained in the discussion group and the number of new messages will display to the right of the discussion group description.
 - Click on the appropriate discussion group. A listing of posted messages will display.
 - Messages will not post (be viewable by anyone other than the moderator) until they are verified. Unverified messages have a red check mark to the right of the message description.
 - To verify a message without reading it, click on the red check mark.
 - To read the message first, click on the message description. The message will display. The message can be edited, deleted, or posted to the conference.
 - If a decision is made to delete an unverified message, the author of that message should be contacted.

Guidelines

The following guidelines for using discussion groups are recommended in an attempt to facilitate the efficient processing of the growing (and potentially overwhelming) use of Internet email by InSight members. Each discussion group moderator will facilitate the use of the following guidelines.

WEB BOARD MODERATION

1. When posting new topics to conferences in any discussion group, use the SIG name (or another designated keyword) in the topic field. In doing so, MS Outlook and other email viewers will be able to automatically route (using Inbox Assistant) incoming mail to specific folders in the member's email system. For example, every discussion group posting with "STAR-MIS" in the subject field can be filtered to the member's folder named "STAR-MIS." This will be a significant help to those InSight members who subscribe to several discussion groups.
2. The discussion group moderator should routinely monitor the discussion area for new messages. This policy requires weekly checks. Since each SIG requires different levels of attention, specific time(s) and frequency are left to the discretion of each moderator. The goal is to ensure the timely release of information.

HOSPITALITY SUITES

POLICY:

It is the mission of the Corporation to provide education and network opportunities in technology and information management, to advance the professional development of its members, and to assist with the realizing of a maximum return on their information technology investment.

PURPOSE:

It is also the intent of the Corporation to assist its members in achieving their organizational missions, goals, and objectives through the use of shared information technology. To assist in the accomplishment of that mission, the Corporation provides educational conferences no less than one time per year.

PROCEDURE:

Therefore, no Affiliate member or any vendor soliciting participation of any Corporation member shall provide an arena in conflict with the venues sponsored and provided by the Corporation for the purpose of conducting a meeting of a business or social nature during the course of the conference. Failure to comply with this policy could result in immediate termination of membership and/or ineligibility for renewal of membership.

USE OF ELECTRONIC COMMUNICATION DEVICES AT INSIGHT MEETINGS AND CONFERENCES

POLICY:

To establish clarity and uniformity for the use of electronic communication devices during InSight meetings. Electronic communication devices include, but are not limited to, cellular phones and beepers.

PURPOSE:

The interruptions and disturbances caused by the use of electronic communication devices during meetings reduce the value of these meetings to InSight members. Clear guidelines as to when and how these devices are used during InSight meetings are necessary.

PROCEDURE:

1. Electronic communication devices should be turned off or put in the "non-ring" position during all InSight meetings and conference sessions before entering the meeting room. These meetings include Board of Director meetings, Committee meetings, business meetings and conference sessions.
2. If the electronic communication device is not turned off and a call is received, the user must turn the device off immediately and quietly leave the meeting room to return the call outside the meeting room if necessary.
3. Electronic communication devices may be used in all open areas and during social events.

PRODUCT SOLUTION CENTER

POLICY:

It is the policy of InSight to establish guidelines to provide a Product Solution Center.

PURPOSE:

The purpose of the Product Solution Center is to enable vendors to demonstrate and provide members with the most up-to-date information of an array of information technology products. The focus is to be primarily on education of the functionality of software and hardware.

PROCEDURE:

1. The Corporation may elect to extend an invitation to any Affiliate member as deemed appropriate.
2. The invitation to exhibit in the Product Solution Center shall consist of the *Vendor Prospectus*, letter from the Chair of the Product Solution Center, and sponsorship guidelines.
3. A company must complete all forms and provide all information as requested in the *Vendor Prospectus* in order to be considered for exhibit space.
4. The Corporation's Administrative Office will notify companies within ten (10) days of the application deadline of their status as an exhibitor.
5. The Corporation reserves the right to deny exhibit space to any company.
6. The Corporation retains the exclusive ability to assign booth space and configure exhibit layout in the most appropriate manner.
7. Exhibitors must comply with all regulations as set forth in the *Vendor Prospectus*.

ENHANCEMENT PROCESS

POLICY:

The Special Interest Group (SIG) structure provides a forum for InSight members to interact with colleagues of similar interests. The SIGs are InSight's foundation, allowing InSight members the opportunity to exchange ideas, share experiences, and identify practical solutions to common concerns.

PURPOSE:

One of InSight's purposes is to collaborate with McKesson to press for changes and additions considered desirable or essential by the members. The Enhancement process is the formal means by which each InSight SIG partners with McKesson to set priorities for the development of the application that it represents. The process is designed to provide structured feedback from InSight members to McKesson regarding the enhancement and development of McKesson products.

PROCEDURE:

The complete cycle of the InSight Enhancement process involves a number of steps:

1. InSight members enter Customer Satisfaction Enhancement (CSE) requests via the InSight Web site. (Note: CSE requests are also referred to as "tactical" enhancement requests.) The ability to submit a CSE request is inactivated before the scheduled voting period to allow the completion of the grouping and sizing process.
2. Using the discussion groups available on the InSight web site, the SIG Chair facilitates discussion among interested members regarding submitted enhancements. The Council Enhancement Chair is responsible for monitoring progress.
3. The SIG Chair and McKesson SIG Liaison review CSE requests at least monthly. The SIG Chair and McKesson SIG Liaison organize the CSE requests by grouping similar requests, consolidating duplicate requests, and updating to clarify specific requests. The Council Enhancement Chair is responsible for monitoring progress.
4. McKesson SIG Liaisons identify and communicate all relevant strategic product enhancements to the SIG Chairs prior to the scheduled voting period. This step ensures that the SIG Chair has enough background regarding the product's strategic direction to effectively facilitate discussion about the tactical enhancements. (Please see Attachment A for information regarding the differences between tactical and strategic enhancements.)
5. The McKesson SIG Liaison provides a high-level development resource estimate for each of the requests. The estimate is entered in each of the CSE requests in the Size field using the general categories of Small, Medium, Large and Very Large. The SIG Chair ensures that all CSE grouping, sizing and updating is complete and viewable on the InSight web site before the scheduled voting period.
6. Prior to the enhancement voting, a McKesson representative communicates the strategic direction of the upcoming product releases to the InSight membership.
7. Eligible InSight members vote on these enhancement requests during the scheduled voting period via the InSight Web site from any PC with Internet capabilities.
8. After the voting period, the voting results are viewable on the InSight web site.
9. After the voting period, the McKesson SIG Liaison identifies which CSE requests are accepted for inclusion in a future product release. All other requests remain viewable on the InSight web site.
10. McKesson SIG Liaisons review the enhancement requests and voting results across SIGs and councils for suggestions that may provide additional customer feedback for their products.

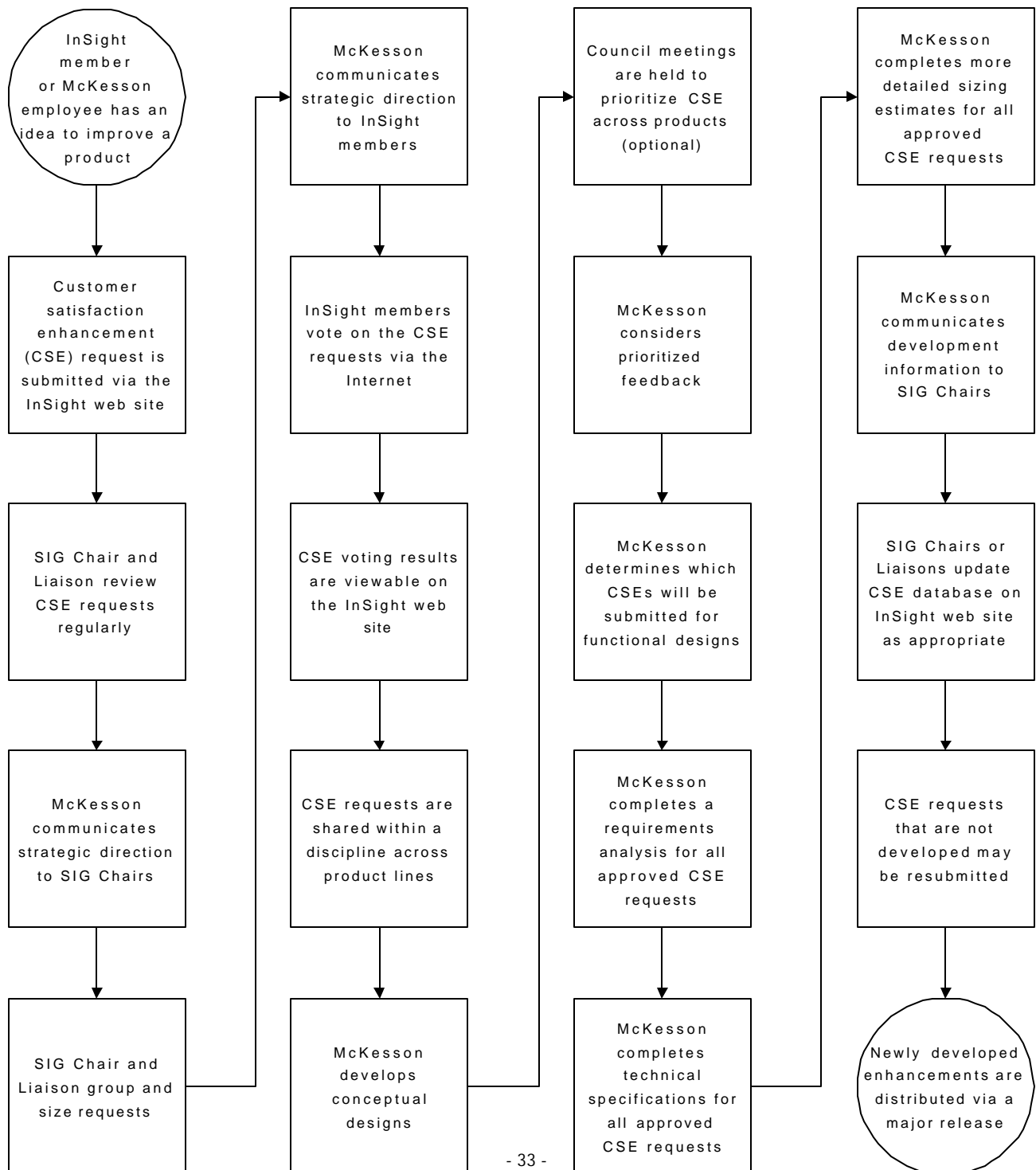
ENHANCEMENT PROCESS

11. If necessary, Council meetings or conference calls are conducted to discuss and further prioritize CSE requests within a product line but across applications. The purpose of this meeting is to provide feedback to McKesson where development resources may be used for multiple applications within a product line. Participants in the Council meetings include the SIG Chairs, the McKesson SIG Liaisons and McKesson Product Manager and are lead by the Council Enhancement Chair.
12. McKesson considers the InSight members' prioritized feedback, along with the associated technical requirements and the identified strategic enhancements when making final decisions about which CSE requests to include in upcoming releases. McKesson determines which enhancements will be submitted for functional designs.
13. After McKesson identifies which CSE requests are accepted for inclusion in a future product release, all other requests remain viewable on the InSight web site. If a member would like a CSE request to be reconsidered in a future voting period, the member resubmits the request.
14. McKesson follows its standard development process to complete the requirements analysis, functional specifications, and detailed project planning. As McKesson finalizes the release detail and identifies the release detail and identifies the specific release in which the enhancement will be delivered, SIG liaisons update the status of the CSE requests on the InSight web site.

ENHANCEMENT PROCESS

InSight Enhancement Process

November 1, 2001



ENHANCEMENT PROCESS

ATTACHMENT A

Strategic Enhancement Process

This strategic enhancement process is intended to insure that the McKesson product suite continues to meet the strategic needs of InSight member organizations. The tactical process is driven by the customer satisfaction enhancement (CSE) requests from the best sources, the day to day users of the products. Likewise, this strategic process is designed to leverage the strategic thinkers within InSight. McKesson Management has the final authority to determine what strategic and tactical functionality is developed into all McKesson products.

Following is an outline of the process used to determine strategic enhancements:

1. McKesson Management is responsible for determining enhancements for all products. They obtain input from various sources, including McKesson Marketing, McKesson Sales, and the Technical Advisory Council (TAC).
2. The InSight Board of Directors has at least three representatives on the TAC. These seats are in addition to any seats held by board members for other reasons. The VP and Directors of Enhancements or designees will likely fill these positions.
3. The TAC focuses on technologies and architecture and considers standards and directions. Refer to attachment C for a description of the TAC-InSight process.
4. The InSight representatives will give regular summary reports (as appropriate) of these sessions to the full InSight board.
5. McKesson Management assimilates the input from all sources and develops a strategic enhancement list.
6. Prior to enhancement voting, the McKesson SIG Product Liaisons communicate all relevant strategic enhancements to their SIG Chairs with sizing implications as they effect the McKesson resources that are available for the development of tactical enhancements (see Step #6 in the Enhancement Process documentation).

ENHANCEMENT PROCESS

ATTACHMENT B

Enhancement Process for New Products

New and/or emerging products are dynamic and do not follow a regular annual release cycle. Furthermore, there are generally few live customers of emerging products, so tactical enhancement suggestions based on productive use is limited. Since the standard InSight SIG Enhancement Process does not apply to new or emerging products, InSight developed the following process for these products. These guidelines will be used once the InSight Board of Directors appoints a responsible SIG.

McKesson will drive the development of these products and actively solicit input from not only development partners, but also from the corresponding InSight SIG. The SIG Chair, or designee, will be actively involved in all formal product enhancement discussions between McKesson and their customers to represent the InSight SIG members in person or via conference call.

To further the work of the SIG, InSight will sponsor some or all of the following:

- 1) Up to monthly conference calls for the team made up of selected SIG members and McKesson developers to discuss enhancements.
- 2) Web hosting for posting of conceptual and functional specifications, requirements and other working documents.
 - a. Enhancement working documents will be posted for all interested SIG members to see and provide input.
 - b. There will be published deadlines for input from users, so that the process can move forward timely.
 - c. Once the deadlines pass, McKesson will proceed assuming InSight members have participated.
 - d. The goal is broader participation by users for improved product functionality and shorter product development cycle times.
- 3) Chat room access for any SIG work.
- 4) A discussion group for team members to facilitate the exchange of ideas and information.
- 5) The SIG Chair, or designee, to attend up to one team meeting per year. InSight will not pay if McKesson has called and is sponsoring the meeting for other attendees.
- 6) An Enhancement Council meeting at the conference, if requested.

Once the initial product development cycle is complete, a regular release schedule has been established, and the new product is live in several sites, then the standard InSight SIG Enhancement Process will be used.

ENHANCEMENT PROCESS

ATTACHMENT C

Technology Directions: TAC-InSight Process

McKesson's mission for the Technical Advisory Council (TAC) is to provide input to and feedback on general technology directions, specific technology initiatives and technology standards at McKesson Information Solutions.

The Technical Advisory Council provides a forum for customers who are leaders in information technology to ensure that "real world" enterprise goals and operational issues are considered in McKesson's technology decisions. McKesson selects the members of the TAC with the exception of three members designated by the InSight Board of Directors.

The following process is designed to encourage InSight membership input into the workings of this council.

1. The TAC discusses and prioritizes topic areas for broader discussions by the full InSight membership.
2. McKesson drafts a discussion topic scope and feedback document and e-mails to the TAC.
3. The TAC reviews and comments on the document(s) to be discussed. Agrees on title of discussion topic.
4. McKesson posts the approved document(s) on InSight Web site in designated "discussion group".
5. The InSight VP-Enhancements determines who would likely be interested in the topic area and e-mails those InSight members with an invitation to join the discussion on the Web site and gives the date that the discussion will close. Discussion areas are open to all InSight members, so those not receiving the e-mail can still participate.
6. McKesson monitors & guides the discussion group to keep it on topic and requests clarification or more information, as appropriate.
7. InSight closes the discussion group on the close date.
8. McKesson prints the discussion transcript of the close day. Summarizes and synthesizes the discussion into tentative conclusions.
9. The TAC discusses & prioritizes the feedback.
10. McKesson uses the feedback in developing technical direction and implementation. Uses selected InSight members who contributed to the discussion group for subsequent input, as desired.

SIG CREATION AND DISSOLUTION

POLICY:

Special Interest Groups (SIGs) are formed to provide a forum for professionals of like disciplines and interests to exchange ideas, share experiences, provide education, identify practical solutions to common concerns and to provide recommendations to McKesson for product enhancements and requirements.

PURPOSE:

SIGs are created or dissolved at the sole discretion of the InSight Board, due to the costs that come along with their support.

PROCEDURE:

Below are questions for consideration:

1. Do a significant number of members want the SIG?
2. Is someone willing to organize it and plan the sessions?
3. What Council would it be a part of?
4. Does the Council Chair agree that a new SIG should be formed?
5. Is there a corresponding set of resources at McKesson that would benefit from organized input and enhancement voting from this SIG?
6. Does the McKesson VP of Product Management agree?
7. Do the VPs of Enhancement and Education agree with the proposal?

PRESS

POLICY:

InSight has a "no press" policy for all meetings and conferences of the organization. Any requests from the press for exceptions to this policy shall be directed to the designated McKesson representative.

ACCESS TO ENHANCEMENT VOTING INFORMATION

POLICY:

Upon request, information about which members voted for specific enhancements shall be made available to McKesson liaisons.

PURPOSE:

To gain a better understanding of the enhancement request as a result of analyzing the profiles of the organizations that voted for an enhancement request. Examples: Size of facilities that supported a request, geographic region of facilities that supported a request, organizational structure (teaching, community, corporate business office, etc.) of facilities that supported a request.

To contact members that supported an enhancement request to solicit participation in a design focus group, for design feedback, or to serve as a beta test site.

In addition, when members have indicated that an enhancement request would have a negative impact on operations, information about who voted against the enhancement will also be available to the McKesson liaison.

McKesson will not use individual voting information to solicit support for customer-funded development projects.

Information about which members voted for specific enhancements shall not be accessible to general InSight members and will not be posted on the InSight web site or discussion areas.

PROCEDURE:

McKesson liaisons will request access to enhancement voting information by contacting the InSight Enhancement Committee chair, preferably in writing via e-mail. The request must identify the information requested (the SIG and voting period) and define how the information will be used. When the Enhancement Committee has verified that the request for information is consistent with the policy defined above, access to the data will be approved. If the request does not fit the policy definition, access may be denied. The requestor will be informed of the Committee's decision.

PAYMENT OF MEMBERSHIP FEES

POLICY:

Membership fees are established annually by the Board of Directors.

PURPOSE:

To ensure current revenue covers expenses.

PROCEDURE:

The annual membership fee can be paid in three ways:

- A current member will be invoiced with the annual membership drive that occurs each year.
- A new member will pay when application is made.
- The current member can pay the membership fees for the following year in conjunction with the conference registration. Prepayment for the following year is desirable for these reasons:
 - a. A hospital organization would be able to pay for membership and conference registration with one check.
 - b. The organization would realize cost savings in the membership mailing process.

The membership fee is due by January 1 of each year for that year. Membership is not valid until application has been approved and payment has been received.

NEW MEMBERSHIP

POLICY:

It is the policy of InSight to receive applications for new members. It is the policy of InSight to terminate membership by April 1 annually.

PURPOSE:

To ensure only active/approved members are maintained in database.

PROCEDURE:

Individual and Consultant members, whose applications for renewal of membership have not been received by April 1 of the year following membership, will be changed to a status of INACTIVE in the membership database on April 15.

TRANSFER OF MEMBERSHIP

POLICY:

The Board recognizes the staffing and employment issues within the healthcare information technology industry. However, due to the difficulty of managing membership listing and the minimal amount of the dues, memberships are not transferable.

ELIGIBILITY REQUIREMENTS FOR INDIVIDUAL MEMBERSHIP

POLICY:

Individual membership eligibility is defined as follows:

Eligibility for individual membership is open to any employee of an organization actively involved in the healthcare industry. Every individual member must be an employee of a license holder of one or more products of McKesson Information Solutions.

Consultants who work for an organization that is a license holder of McKesson Information Solutions products are not eligible for individual membership but may apply for consultant membership.

The Board reserves the right to determine the eligibility and category of membership for each applicant.

PURPOSE:

Membership shall be defined by the policy of the Board of Directors for the purpose of defining eligibility.

PROCEDURE:

Membership guidelines and benefits are as follows:

Guidelines

1. Membership is individual, not organizational.
2. Membership is non-transferable.
3. Membership dues are established annually by the Board of Directors and are not prorated or refundable.
4. Membership dues are payable by January 1 and will be invoiced in December if not pre-paid with conference registration.
5. Members must certify eligibility annually for this category of membership on the membership application.

Benefits of Individual Membership

- i. Annual Conference benefits:
 - a. Advance notice of annual conference information.
 - b. Eligibility to attend conference at Individual member registration rate.
 - c. Opportunity to speak at conference.
 - d. Attendance at vendor provided workshops.
 - e. Eligibility to vote on customer software enhancements for a designated product.
 - f. Networking opportunities at conference.
 - g. Networking opportunities on the InSight web site
 - h. Eligibility for continuing education credits:
- ii. Other Individual membership benefits:
 - a. "Members Only" web site access.
 - b. Eligibility to vote on matters submitted to vote of members.
 - c. Eligibility to participate on product enhancement focus groups.
 - d. Ability to access and print member information from the Web site. (Unauthorized use of the member data is strictly prohibited.)
 - e. Access to McKesson Information Solutions and other vendor representatives through use of the Corporation's structure.

ELIGIBILITY REQUIREMENTS FOR CONSULTANT MEMBERSHIP

POLICY:

Consultant membership eligibility is defined as follows:

Eligibility for Consultant membership is open to a person who is contracted to work full-time at an organization that is a license holder of McKesson Information Solutions products and is sponsored by that organization. Consultant members can vote on product enhancements on behalf of the sponsor. S/he is not eligible to hold an elected or appointed office within InSight. The Consultant must attach a Verification of Contractual Agreement Form, completed by the McKesson license holder demonstrating the term of the consulting contract to span the entire InSight membership year.

Consultant membership must be approved and validated, therefore applications and Verification of Contractual Agreement Forms must be submitted no later than eight weeks prior to the beginning of the annual conference each year to be eligible for attendance at the annual conference.

Consultants are not guaranteed entry into the conference if membership and current Contractual Agreement Verification are not approved prior to the conference. Consultant members MUST complete a current Verification of Contractual Agreement Form and submit along with conference registration forms to be eligible to attend the conference.

The Board reserves the right to deny consultant membership for each applicant.

PURPOSE:

Membership shall be defined by the policy of the Board of Directors for the purpose of defining eligibility.

PROCEDURE:

Membership guidelines and benefits are as follows:

Guidelines

1. Membership is not transferable.
2. Membership dues are established annually by the Board of Directors and are not prorated or refundable.
3. Membership applications will be accepted between January 1 and no later than eight weeks prior to the beginning of the annual conference.
4. Membership dues are payable by January 1.
5. Dues cannot be prepaid as sponsorship must be validated each membership year
6. Members must certify eligibility annually for this category of membership.

Benefits of Consultant Membership

1. Advance notice of annual conference information.
2. Eligible to attend annual conference.
3. Eligible for attendance at selected sessions at the conference.
4. Eligible for continuing education credits.
5. "Member's Only" Web site access.
6. Ability to access and print member information from the Web site. (Unauthorized use of the member data is strictly prohibited.)
7. Eligible to vote on product enhancements.

Consultant Membership Does Not Include

1. Eligibility to attend education sessions deemed closed by the InSight Education Committee.
2. Eligibility to vote on matters submitted to a vote of the membership.
3. Eligibility to attend Affiliate Member sponsored workshops or sessions without invitation from Affiliate who is providing the workshop or session.
4. Eligibility to hold elected or appointed positions.

ELIGIBILITY REQUIREMENTS FOR AFFILIATE MEMBERSHIP

POLICY:

Eligibility for affiliate membership is open to a corporation or organization actively engaged in the development and installation of healthcare information products.

PURPOSE:

Membership shall be defined by the policy of the Board of Directors for the purpose of defining eligibility.

PROCEDURE:

Membership guidelines and benefits are as follows:

Guidelines

1. Membership is corporate.
2. Membership is not transferable.
3. One key contact is assigned to the Corporation per corporation.
4. Membership dues are established annually by the Board of Directors and are not prorated or refundable.
5. Membership dues are payable by January 1.
6. Members must certify eligibility annually for this category of membership on the membership application.

Benefits of Affiliate Membership

Affiliate Membership benefits are available at three levels:

- A. Corporate Partner Affiliate – Board approved products in all Individual member sites
 - \$5,000.00 fee per calendar year
 - Eligible to attend annual conference; 25 conference brochures will be mailed to the key contact
 - Eligible for speaking opportunity as invited by the Education Committee
 - Eligible for attendance at all open sessions at the conference
 - Eligible for attendance at all social events at the conference
 - Eligible for group discounts on conference registration
 - Eligible to exhibit in Product Solution Center
 - Endorsed by the Corporation with sponsorship opportunities
- B. Business Partner Affiliate – Documented business partnership with a Corporation Corporate Partner Affiliate AND provides a Board-approved product to the Individual membership
 - \$1,500.00 fee per calendar year
 - Eligible to attend annual conference; 12 conference brochures will be mailed to the key contact
 - Eligible for speaking opportunity as invited by the Education Committee
 - Eligible for attendance at all open sessions at the annual conference
 - Eligible for attendance at all social events at the annual conference
 - Eligible to participate in Product Solution Center
 - Recognized by the Corporation with sponsorship opportunities
- C. Associate Affiliate – Provides a Board-approved product to the Individual Membership
 - \$750.00 fee per calendar year
 - Eligible to attend annual conference; 5 conference brochures will be mailed to the key contact.
 - Eligible to attend selected sessions at the annual conference
 - Eligible to request participation in the Product Solution Center

Other Affiliate Membership Features

1. Corporation "Members Only" web site access for designated key contact.
2. Ability to access and print member information from web site. (Unauthorized use of the member data is strictly prohibited.)
3. Not eligible to vote on matters submitted to vote of members.
4. Not eligible to attend other Affiliate Member sponsored workshops without invitation from sponsor.

MEMBER SERVICE INCENTIVE PLAN

POLICY:

It is the policy of InSight to support a member service incentive plan.

PURPOSE:

Board/Council/Committee Service Incentives

To encourage well-qualified members to participate in leadership positions and to show appreciation for that service to the Corporation, the Board of Directors has established a Member Service Incentive Plan.

PROCEDURE:

The Board of Directors will review the organizations' financial position annually along with the time commitment of the Board and each council and committee to establish a conference registration credit or other appropriate incentive.

Speaker Credits

As a part of this process, credits may be established for speakers at the Annual Conference. Each speaker that is required to prepare a presentation is eligible for speaker credit(s). Facilitation only of a session (i.e. networking sessions and/or roundtable discussions) does not qualify for speaker credit(s). Credit may be issued for up to three speakers per session. For sessions with four or more speakers, no speaker credit will be issued. Speakers may be issued the maximum of two credits for two or more separate presentations.

Members who serve in more than one capacity (i.e. SIG Chairs, SIG Vice Chairs and/or committee members) may combine committee service incentives with speaker credit(s) not to exceed the full conference registration fee. Speaker credit(s) and committee service incentives may be combined regardless if the presentation is within the members' area of responsibility. Members who may be eligible to receive speaker credit(s) in addition to committee service incentives should obtain approval from the Council Chair responsible for the area in which they are speaking. The Council Chair will then contact the InSight office to advise of the member's eligibility to receive speaker credit(s) in addition to committee service incentives. To facilitate the conference registration process, a credit letter will be sent to qualified members stating the applicable credit available. This credit letter must be attached to the conference registration form and deducted from the registration fee.

The applicable conference registration fee will be waived for any official conference speaker, provided they are only attending the conference to speak at their designated sessions(s) and do not attend or participate in any other conference sessions or functions.

Committee service incentives, speaker credit(s) or any other credits issued are non-transferable, may only be used by current members and only applied to the full conference registration fee.

CONFERENCE ATTENDANCE ELIGIBILITY

POLICY:

Eligibility for attendance at Corporation conferences will be restricted.

PURPOSE:

To avoid potential liability for the discovery and/or divulging of proprietary information outside the Corporation.

PROCEDURE:

Eligibility for attendance at Corporation conferences will be restricted to four (4) categories of individuals, as follows:

Individual Member

Any individual holding an **Individual Membership** as defined in the bylaws. Individual members are eligible to attend all events at Corporation conferences.

Consultant Member

Any individual holding a **Consultant Membership** as defined in the bylaws and policies. Consultant members are eligible to attend the conference if sponsored by their customer (a license holder of McKesson products) or by McKesson. Verification of current employment will be required at the time of conference registration by completing the Verification of Contractual Agreement Form along with the conference registration form. At the discretion of the President and in accordance with the bylaws, attendance at all or part of any business meeting may be restricted. **Consultant Members** are not allowed to exhibit in the Product Solution Center or Poster Presentation session or to attend any workshop or educational session provided by or conducted by an Affiliate member without the consent of the Affiliate or educational sessions deemed closed by the InSight Education Committee. Refer to the Eligibility Requirements for Consultant Membership Policy for membership deadlines.

Affiliate Member

Any employee of a corporation or business holding an **Affiliate Membership** as defined in the bylaws. At the discretion of the President and in accordance with the bylaws, attendance at all or part of any business meeting may be restricted. Although all categories of **Affiliate Membership** are provided with the opportunity to attend Corporation conferences, **Associate Affiliate Members** are not allowed to participate in the Product Solution Center, the Board approved social events, or any educational session provided by or conducted by another Affiliate member or deemed closed by the InSight Education Committee. **Partner and Business Affiliate Members** are eligible to attend all events at Corporation conferences.

Non-Member

Any individual, approved by the Membership Director and at least one (1) other Board member, who:

- a. is employed by an institution holding any type of Board approved vendors' products or services, which is not covered under one of the preceding categories; **or**
- b. has selected one of the Board approved vendors' products or services as the Vendor of Choice; **or**
- c. is determined would receive information beneficial to his/her ability to make an informed vendor selection and whose subsequent participation would not detract from the conference objectives.

Attendance at selected Corporation conference events may be restricted and will be determined by the Director-Membership and one other Board member. Consideration for attendance to Corporation conferences should be forwarded to the Director-Membership of the Corporation or the Corporation's Administrative Office by the vendor account executive or other appropriate person such as an Independent Consultant. Determination will be made within 30 days of receipt.

****All Members and Non-Members are subject to all current Conference registration processes and fees. Non-Members, once approved for conference attendance, will not pay membership dues.**

CODE OF ETHICS AND PROFESSIONAL CONDUCT

POLICY:

It is the policy of InSight to establish a code of ethics and professional conduct.

PURPOSE:

To ensure highest standard of professional conduct and honorable behavior of members.

PROCEDURE:

As a member of InSight, the Association for Education in Healthcare Information Technology, I pledge myself to the highest standard of professional conduct and honorable behavior in my relationships with other members, my employer, fellow employees, vendors, community and other stakeholders of InSight. Furthermore, I join with InSight to commit to:

- Demonstrate respect for all persons.
- Professional conduct, in all my activities, which is not only legal but ethical.
- The long-term success of all stakeholders in terms broader than simply financial measures.

Ethical Principles:

Our ethical principles represent the shared values that are the foundation for all that we do. These ethical principles are:

- Treat all individuals with DIGNITY and RESPECT.
- Act with the highest level of HONESTY and INTEGRITY.
- Create and foster an environment of FAIRNESS.
- Promote positive LEADERSHIP and lead by example.
- Maintain LOYALTY to the institution that employs me, and pursue its objectives in ways that are consistent with the public interest.

Guidelines:

In working to maintain the highest standards of ethical and professional conduct, I pledge to:

- Serve all members of InSight impartially and provide no inappropriate privilege to any individual member.
- Act in the best joint interests of InSight, McKesson, and the customers of McKesson, and refuse to engage in activities that detract from these joint interests.
- Maintain the confidentiality of information of a privileged or private nature entrusted or known to me by virtue of my office or position.
- Refuse to engage in activities for personal gain that may conflict with the interests of InSight or my employer.
- Communicate internal and external statements in a truthful and accurate manner.
- Refuse to engage in, or tolerate, discrimination on the basis of race, gender, age, sexual preference, ethnicity, or religious affiliation.
- Cooperate in a spirit of collegiality with other members, and work with them in the advancement of the profession of information technology.

Obligations of Members:

It is the obligation of all InSight members to actively participate in the user group. Active participation, in addition to paying dues, shall include one or more activities such as:

- Participation in committees and special interest groups.
- Attendance at user conferences.
- Attendance at Business Meetings and other key meetings of the organization.
- Contribution of experience, information and advice when requested.

PETITION CANDIDATE

POLICY:

Additional petition nominations for any of the Board of Directors or elected committee positions may be submitted in writing, signed by at least ten percent of the total active individual membership as of one hundred thirty (130) days prior to the annual meeting of the corporation. The InSight office must receive such petitions at least one hundred (100) days prior to the annual meeting of the Corporation. All qualifying petition candidates shall be added to the ballot and noted as such. It is the responsibility of any member wishing to be considered as a petition candidate to make his or her candidacy known to the membership without the assistance of InSight staff.

PURPOSE:

To provide a mechanism for candidates not selected by the Nominating Committee to have the opportunity to run for an elected office. The Nominating Committee process is very important in screening and qualifying potential candidates. However, it is appropriate to have a mechanism by which eligible individuals can run for an elected office outside this formal process. This is a safety net policy that protects the organization from becoming too self-perpetuating if other mechanisms get out of balance. The bylaws allow for "petition candidates" to reach the ballot per this policy.

PROCEDURES:

Following is a summary of the steps and timing relative to the Nominating Committee process, using the 2002 schedule only as an example.

1. The Nominating Committee produces a preliminary slate of candidates no later than 150 days prior to the annual meeting of the members. All candidates on the slate as well as those that submitted ATS forms and were not selected are notified of their status within five business days.
2. Any current member who had previously submitted the appropriate Agreement to Serve form and was not placed on the slate have the opportunity to petition to have his/her name added.
3. The potential petition candidate must be an individual member in good standing and submit a signed Agreement to Serve form, Conflict of Interest form and any other forms required by the Nominating Committee of all other candidates and state that he/she intends to seek a petition candidacy for a particular office. These requirements must be met by no later than one hundred thirty (130) days prior to the annual meeting of the Corporation.
4. To prevent unwanted solicitation of InSight membership full membership mailing lists are not made available to individual members. Website posting(s) are also not permitted for this purpose. However, discussion group activity is permitted.
5. The InSight office will quantify the required number of signatures required, ie 10% of the current active membership.
6. Petitions must clearly state their support for the petition candidate being placed on the slate for a specific eligible position. Example wording: "I support the inclusion of _____ as a petition candidate on the slate for the eligible position of _____ with a term commencing _____."
7. Signatures must include the full printed name of the active individual member and their organization.
8. Emailed petition signatures are acceptable only if they include the signature lines as generated from each signor's email system. Simply listing names in one email is not acceptable, since there is no assurance that the individuals listed have agreed to have their names listed.
9. The petitions must be received in the InSight office no later than (100) days* prior to the annual meeting of the Corporation. Once counted and validated, the results are to be immediately communicated to the chair of the Nominating Committee who will notify the petition candidate(s).
10. The final slate of candidates for election shall be distributed to all individual members in good standing at least ninety (90) days prior to each annual meeting of the Corporation.

Note: *The 100 days would be 10 days prior to when the slate needs to be posted per the bylaws.

TRAVEL AND RELATED EXPENSES

POLICY:

To establish guidelines that promote consistent, equitable, and prudent control over the reimbursement of ordinary, necessary, and reasonable business expenses, which are incurred by those persons, designated below in carrying out the assigned duties of their respective positions within the Corporation.

PURPOSE:

These guidelines are intended to be as comprehensive as possible. However, since it is not practical to set forth every allowable expense or circumstance, all affected persons are expected to apply these guidelines on a conservative basis, consistent with normal living standards and, where the policy is silent, to exercise sound business judgment and good common sense.

PROCEDURE:

In those rare instances when there may be a legitimate business reason for reimbursement of expenses which are exceptions to this policy, the reasons must be clearly explained and the exceptions must be approved in advance by the President and the Vice President-Finance.

Travel and related business expenses must be properly documented and approved on an Expense Report (copy attached).

All affected persons are expected to:

- Adhere to this policy when incurring expenses reimbursable by the Corporation.
- Spend the Corporation's funds as carefully and judiciously as they would their own.
- Check the accuracy of any bills and other documents presented before paying or accepting them.
- Claim reimbursement for ordinary, necessary, and reasonable business expenses only, i.e. affected persons are to report only actual expenditures and should not expect to gain financially.

It is essential that continuing consistent control be exercised over travel and related expenses which is a major cost to the Corporation. All affected persons traveling or incurring business expenses on behalf of the Corporation and those responsible for the approval of such expenses are expected to consistently apply this policy to assist in maintaining control over travel expenses.

PERSONS AFFECTED

The Corporation will reimburse the following persons for travel and related expenses incurred in the conduct of business activities for the Corporation:

Members of the Board of Directors. Officers, including the immediate Past President, Special Interest Group (SIG) Chairpersons and related committees required and approved by the Board of Directors.

REIMBURSEMENT CRITERIA

1. *Non-Conference Related Travel*

Subject to the limitations set forth in this policy, expenses incurred relating to meetings not held in conjunction with the regularly scheduled Corporation Annual Conference will be fully reimbursed. This would include, but not be limited to, Board of Directors meetings, committee meetings, and Release Panel meetings held at times other than during the conference, and other special meeting travel required in the performance of the Corporation's activities. Other travel must be pre-approved in each instance by both the President and the Vice President-Finance.

2. *Conference Related Travel*

It is the position of the Corporation that recognition of the commitment and effort of all volunteers and their organizations is essential and the following expenses are therefore reimbursable:

TRAVEL AND RELATED EXPENSES

- A. Board of Directors
 - 100% of hotel accommodations
 - Meals for pre/post conference days only
 - 50% of travel expenses up to \$250
- B. Council Chairs and Co-Council Chairs
 - Hotel accommodations and meals for pre/post conference days only as determined annually by the VP-Education & VP-Enhancements
- C. SIG Chairs
 - Hotel accommodations and meals for pre/post conference days only as determined annually by the VP-Education & VP-Enhancements
- D. Other Board-approved committee members
 - Flat reimbursement amount may be approved annually by Board of Directors
 - Any reimbursement will be communicated to committee members prior to conference

REIMBURSABLE EXPENSES

The following describes the types of expenses that will be reimbursed by the Corporation. In all cases, the affected person is to bear the initial incurred expense, which will subsequently be reimbursed by the Corporation upon submission of a properly completed expense report. Expenses must be appropriately categorized on the expense report. The Corporation will not maintain any master accounts to which an individual's expenses can be charged.

1. Expense Advances

There will be no payment in advance for any expenses and accordingly, no member of the Board of Directors, Officers, or any committee is to receive either a permanent or temporary expense advance.

2. Transportation Expenses

The cost of air, automobile, bus, or other conventional transportation used to conduct Corporation business is a reimbursable expense. The mode of transportation selected should provide comfortable, timely travel at the least expense to the Corporation.

3. Air Travel

Travelers are to use the least expensive airfares available including discounted fares, if available. Coach or tourist fares are to be the standard mode of air travel. First class airfares are prohibited. The passenger copy of the airline ticket must be attached to the travel expense report. If a flight is cancelled or changed (such that a partial credit is due), the affected person is responsible for obtaining the credit. If a partial credit is issued against the original ticket then the person must submit a copy of the credit along with the airline ticket and report only the net amount. If credit cannot be obtained, a letter of explanation must be attached and permission will be required from the President before reimbursement will be made. If a non-refundable airline ticket was purchased and the travel must be cancelled or changed for any reason, the person must first attempt to obtain a refund from the airline (i.e. medical reason). Otherwise, a letter of explanation must be submitted to the President of the Corporation outlining the reason for the change in travel plans.

Any air travel mileage credits earned by the person through the purchase and use of airline tickets shall accrue to that person. As noted previously, airfare will not be fully reimbursed in the event that the travel is for the dual purpose of attending a User Conference, a Board of Directors or other committee meeting. The maximum reimbursement for airfare in connection with a Corporation conference is limited to \$250.00. If personal and Board of Directors airfare are combined into one trip, the Corporation will reimburse only the portion of the airfare that would have been incurred if the ticket was purchased solely for Board of Directors business (i.e., from point of departure to location of conference and return).

4. Personal Car Mileage Allowance

Reimbursement for the use of a personal automobile will be at the maximum allowable rate as determined from time to time by the Internal Revenue Service. The Vice President-Finance will inform all affected persons of the rate to be used.

TRAVEL AND RELATED EXPENSES

Only mileage incurred relating to the business of the Corporation's Board of Directors is reimbursable. No personal mileage will be reimbursed. Generally, the only mileage to be reimbursed will be:

- a. Mileage to and from the airport for trips strictly pertaining to Board of Directors and other committee meetings not held in conjunction with the Corporation conference.
- b. If persons choose to use their personal automobiles in lieu of air travel, reimbursement will be made only for the lesser of the total reimbursable mileage allowed or the cost of regular coach airfare.

The Corporation assumes no liability for personal auto repairs, damage claims, traffic violations, or any other expenses incurred in the use of a personal automobile.

5. Parking, Tolls, Etc.

Taxi, bus, rapid transit, airport limousine, tolls, and parking fees are allowable expenses when incurred to conduct Corporation Board of Directors business. First class rail transportation is acceptable under all circumstances. Parking will normally include only airport parking or hotel parking during meeting attendance.

6. Rental Cars

Due to the expense of car rental, all Board members, Officers, and other committee members are urged to arrange their travel plans so that rental cars can be shared. These arrangements must be made and coordinated in advance. Rental cars should only be obtained when other modes of transportation (taxi or hotel shuttles) are not practicable.

The size and type of vehicle rented in each instance should be reasonable considering the number of persons transported, the amount of luggage, the length of the trip, and other relevant factors.

A copy of the car rental agreement must be attached to the travel expense report.

7. Lodging

Lodging will be reimbursed for attending Board or other committee meetings only. Lodging will not be reimbursed for attendance at conferences, except as to pre- and/or post-conference days coincident with the scheduled Board or other committee meetings.

The choice of lodging will generally be limited to the meeting sites. Persons should, however, seek to exercise sound judgment in instances where choices are available.

A copy of the lodging bill must be attached to the travel expense report.

8. Telephone Charges

Local call service fees automatically added to hotel/motel bills will be reimbursed by the Corporation. A maximum of two personal long distance telephone calls per trip will be reimbursed in connection with the Board of Directors or other committee meetings held other than during the Corporation conference.

9. Meals

The actual cost of meals incurred by affected persons in connection with Corporation business is reimbursable.

Individuals must maintain a conservative and reasonable standard in the selection of restaurants.

Receipts are required for any individual meal charge that exceeds \$25.00. A credit card receipt is preferred. Members are urged to obtain substantiation from the restaurant for the charge. Individuals are also urged to obtain receipts for all meals under \$25.00 where practicable. Tips should be consistent with the prevailing rate for the geographical area where the meal expense is incurred. However, in no case should the amount of the tip exceed 20% of the meal charge.

TRAVEL AND RELATED EXPENSES

Copies of receipts for charges over \$25.00 must be attached to the travel expense report. If the meal cost includes charges for persons other than the affected person, the name(s) of the other persons must be indicated on the receipt.

Meals will be reimbursed on an actual cost basis; no supper money, per diems, or other payments will be made.

10. Tips

Tips to porters, valets, parking attendants, etc. are reimbursable. The amounts are to be reasonable and customary for the services provided.

11. Entertainment

No entertainment expenses will be reimbursed without the prior written consent of the President of the Corporation.

NON-REIMBURSABLE EXPENSES

The following items are considered to be personal expenses and are therefore not reimbursable by the Corporation:

1. Travel, meals, lodging, etc. for spouse, children, or any other individual.
2. Excessive or unreasonable expenses for travel, meals, or lodging.
3. Other items of personal nature (i.e. personal entertainment, laundry, etc.).
4. The Corporation will not approve entertainment (i.e. alcoholic beverages) outside of full Board functions unless approved in advance by the President of the Corporation.

The President and/or Vice President-Finance of the Corporation should be contacted as to the reimbursement of any questionable expenses prior to the submission of the travel expense report.

REPORTING OF EXPENSES

No expenses will be reimbursed without submitting to the Vice President-Finance a properly completed Expense Report. The report must be completed in its entirety and must include all necessary receipts otherwise reimbursements will be delayed. The expense report and the originals or copies of each receipt must be forwarded to the Vice President-Finance. The following guidelines apply to the completion of the Expense Report:

1. Only actual costs will be reimbursed.
2. All receipts (hotel, rental car, taxi, airfare, meals, etc.), must be attached. No expense over \$25.00 will be reimbursed without a receipt.
3. The reason for the business travel must be indicated.
4. The form is to be prepared legibly, completely, and in ink. All forms must be signed. Maintain a copy for your personal records. Submit the report, with all attachments, to the Corporation's Administrative Office within 30 days of the occurrence of a reimbursable expense. Expense reimbursement checks will be returned promptly.

LIMITS OF AUTHORITY/CHECK REQUESTS

POLICY:

It is the policy of InSight to establish limits of authority/check requests.

PURPOSE:

Most expenditures require check requests (evidence of approval prior to the purchase) and receiving reports (evidence of the goods being received) to be issued before disbursing the funds by the Corporation. However, circumstances arise for which payments are required for non-routine expenditures that are not handled through the normal purchasing function.

PROCEDURES:

The following should be used in preparing and reviewing check requests:

1. Check requests should be made for only non-routine expenditures and should be limited to:
 - a. Board of Directors Meeting/Ad-Hoc Committees
 - b. Hotel Contracts
 - c. Capital Expenditures
 - d. Other miscellaneous disbursements, at the discretion of the Board of Directors.
2. Expenditures incurred for all non-employed contracted professional staff, e.g. consultants, legal, marketing, etc. should be processed through the Corporation's normal purchasing procedures.
3. All check requests must have original documentation to support the requests.
4. All check requests must have the proper approvals (see attached Schedule A).
5. In certain instances, a vendor may require prepayment prior to committing goods and/or services to the Board of Directors. In these cases, there will be no immediate supporting documentation. If this occurs, a check request can be processed as long as it is supported by approved documentation.

All prepayments require the approval of the President of the Corporation's Board of Directors or designee.

6. In order to improve cash flow management and check issuance efficiency, there must be some advance notice. If there is a request for a "special" item as previously noted, we must have a request at least a week in advance of due date. This will allow time for processing of the check request. All check requests received subsequent to above deadline will be processed once a month. Any exceptions must be approved by the President, Vice President-Finance, or designee.
7. Check requests can be prepared by any employee of the Corporation's Administrative Office; however, the request must have an approval signature from the Executive Director.
8. All check requests will be made payable only to a vendor and mailed directly to the vendor by the Corporation's Administrative Office, unless otherwise instructed.

The only checks to be returned to the individual Board members and made payable to the individual Board members are:

- a. Travel Reimbursements.
 - b. Items for which prior approval is obtained with the proper supporting documentation.
9. All non-budgeted expenses must be approved by the appropriate committee chair and the President and Vice President-Finance prior to commitment to pay.
 10. All contract signatures must conform to guidelines and limits established by the Board of Directors as listed in Appendix A.

LIMITS OF AUTHORITY/CHECK REQUESTS – CONTRACT APPROVAL

APPENDIX "A"

APPROVAL SUMMARY

<u>AMOUNT</u>	<u>APPROVAL SIGNATURE REQUIRED</u>
<u>Check Requests</u>	
Check Request not in excess of \$2,500	Executive Director
Check Request not in excess of \$50,000	President or Vice President-Finance Prior e-mail or fax approval by non-signatory required
Over \$50,000	Signed by any two of the following: President President Elect Vice President-Finance Prior e-mail or fax approval by non-signatory required
<u>Contracts</u>	
Contract Not Related to Conference Under \$50,000	President or Vice President-Finance Prior e-mail or fax approval by non-signatory required
Contract Related to Conference Under \$50,000	Prior e-mail or fax approval by Vice President- Education Executable by Executive Director
Contracts in Excess of \$50,000	Attorney Review Required Prior to Execution

GUIDELINES:

Guidelines for Attorney Review of Contracts in excess of \$50,000

1. Estimated time and cost of review will be defined and communicated to counsel in advance.
2. Limits on extent of review will be determined by budget process. The Vice President-Finance and the President must authorize all expenditures beyond budgeted allowances prior to commitment of funds.
3. Review of standard contracts should determine the following:
 - Risk areas to organization if contract is approved "as is"
 - Advantages to organization in contract as written
 - A listing of top priority changes *only* (i.e., what should keep InSight from approving this contract)
4. Concerns identified during this review are discussed with appropriate Board members including the President and the Vice President-Finance prior to signing.
5. Review of non-standard contracts may be conducted in greater depth based on budget and Board mandate. The Board must authorize signing of non-standard contracts following attorney review.

PAYMENT OF INVOICES

POLICY:

Prior to the payment of any invoice, an expense report/check request will be completed by either the appropriate Committee Chair, Board Member or the Executive Director.

PURPOSE:

To ensure adequate internal controls for payment of invoices.

PROCEDURE:

The Executive Director will check the invoice against the budget and assign it to the appropriate GL account. All expense reports/check requests will be reviewed and approved by either the Vice President-Finance or the President. Expense reports/check requests may be transmitted electronically (FAX, E-mail) for approval. The Executive Director has the authority to issue a check for approved (budgeted) expenses with the following restrictions:

1. Any check made payable to the Executive Director or his organization must be co-signed by the President or Vice President-Finance.
2. Any check in excess of \$2,500 must be co-signed by the President or Vice President-Finance.

The Executive Director has the authority to issue checks for budgeted expenses less than \$2,500 without the prior approval of the Vice President-Finance or President providing:

1. The expense is budgeted.
2. The appropriate expense report/check request is submitted to the Vice President-Finance or President for approval within 30 days of the issuance of the check.

All non-budgeted expenses must be approved by the appropriate Committee Chair AND the President and Vice President-Finance prior to commitment to pay.

OPERATING BUDGET

POLICY:

An annual revenue and expense budget will be developed by the Finance Committee and approved by the Board of Directors.

PURPOSE:

To maintain prudent financial management and control of assets.

PROCEDURE:

1. Each Vice President and Director will prepare an annual expense budget request for their areas of responsibility and submit the request to the Finance Committee.
2. The Finance Committee will meet with the Executive Director and make modifications to the expense budget requests as appropriate.
3. The finished budget will be presented to the Board of Directors for approval on an annual basis.
4. The completed expense budget will be utilized as the basis for developing revenue projections, setting fees and dues, and establishing required profit margins.
5. The management organization will provide quarterly variance reporting to the Finance Committee.
6. Any revisions to the original and approved budget must be presented to and approved by the Board of Directors.

INVESTMENT

POLICY:

It is the policy of InSight to establish a detailed investment plan.

PURPOSE:

This statement is set forth to govern the management of the funds of the Corporation. This is an area of particular responsibility for the Finance Committee (the "Committee"), as the Committee is called upon to insure the prudent investment of funds in order to meet the short- and long-term spending needs of the Corporation's Board of Directors. The Committee shall establish broad guidelines for the funds, select an investment manager (or managers), and determine or approve asset allocations that achieve the Board of Directors' objectives.

This investment policy (the "Policy") has been established to provide a general framework for the management and investment of the Corporation's funds. The Policy sets forth specific investment objectives (see investment objectives and guidelines) to help ensure that the funds or assets of the Corporation are financially managed in the best interests of the members, at the most economical cost.

Investment Philosophy

The overall philosophy concerning the investment of the Corporation's assets is to preserve principal, both in absolute terms and real terms (adjusted for inflation), while seeking to maximize returns within acceptable levels of risk.

Because the Corporation's Board of Directors has definitive spending needs, it is important for the assets to generate returns not only sufficient current returns, but sufficient future returns as well. This can only be accomplished by achieving growth equal to, or in excess of, an established and expected rate of return from the funds. As part of this philosophy, the funds have been diversified among multiple asset classes, consisting of equities (stocks), fixed income (bonds), and money market securities. In doing this, the Board of Directors acknowledges that history has demonstrated that equity and fixed income returns can at times be somewhat volatile and will take this into consideration when making its final allocation decisions. However, the Board of Directors still expects that, although there may be interim periods of negative returns, the manager(s) will make every attempt to preserve the principal of the assets under management, keeping these periods of negative returns to less than twelve months.

PROCEDURE:

Overview

1. The Corporation's Board of Directors has established funds with the primary objective to provide sufficient cash to meet the budgeted financial obligations of the Corporation in a timely manner. The primary goal of investing assets is to ensure that working capital is invested as fully as possible in high quality, liquid securities to maximize investment income.
2. The Corporation's assets will be allocated to a diversified portfolio of equity investments, fixed income securities, and cash equivalents. The funds will be separated into three categories.

A. Short-Term Investment Plan

The purpose of the short-term fund is to provide sufficient cash to meet the budgeted financial obligations of the Corporation in a timely manner. The primary goal of investing operating fund assets is to ensure that working capital is invested as fully as possible in high-quality, liquid securities to maximize investment income.

1. Investment Objectives

- a. Preservation of principal
- b. To provide liquidity
- c. To maximize investment income within the constraints of 1 and 2

INVESTMENT

2. Investment Guidelines

Acceptable investments shall include:

- Federal insured certificates of deposit Money market funds or their equivalent
- Commercial paper rated A-1 or better
- Repurchase agreements with underlying rating of A or better
- U.S. Treasury and agency debt instruments

Maturity: Investments in the operating fund will be limited to one (1) year or less.

3. Performance Measurement

Maximizing investment income is a secondary consideration to provide liquidity and maintaining safety of principal. Performance will be reported quarterly and compared to a short-term Treasury bill index.

4. Board Responsibility

Staff: The responsibility for short-term investment decisions will rest with the Vice President-Finance who will provide an investment status report to the Committee once a quarter. The Vice President-Finance will review the investment policy at least annually and will present to the Committee any recommend changes.

Finance Committee: The Committee will monitor investment decisions to ensure that they fulfill the investment objectives of this policy. The Committee will also consider any proposed revisions to the investment policy and recommend any appropriate action to the Board of Directors.

Board of Directors: The Board of Directors will establish and approve all investment policies for the Corporation.

B. Long-Term Funds Investment Plan

The long-term fund is for investment of money expected to be held no longer than three (3) years to provide funds to meet requirements from unbudgeted expenses and for capital expenditures.

1. Investment Objectives

- a. Preservation of principal
- b. To provide liquidity
- c. To maximize investment income within the constraints of 1 and 2

2. Investment Guidelines

Acceptable investments shall include:

- Federal insured certificates of deposit
- Money market funds or their equivalent
- Commercial paper rated A-1 or better
- Repurchase agreements with underlying rating of A or better
- Corporate debt rated A or better
- Mutual funds that meet the above-listed criteria

Maturity: Investments in the long-term fund shall be no longer than three (3) years.

3. Performance Measurement

The long-term fund will be evaluated quarterly. Returns will be compared to the Consumer Price Index and one-year Treasury notes. The primary goal of the short-term fund is to provide liquidity to the operating fund as needed. Accordingly, maximizing income is a secondary consideration.

4. Board Responsibility

Staff: The responsibility for long-term investment decisions will rest with the Vice President-Finance who will provide an investment status report to the Committee once a quarter. The Vice President-Finance will review the investment policy at least annually and will present to the Committee any recommended changes.

INVESTMENT

Finance Committee: The Committee will monitor investment decisions to ensure that they fulfill the investment objectives of this policy. The Committee will also consider any proposed revisions to the investment policy and recommend any appropriate action to the Board of Directors.

Board of Directors: The Board of Directors will establish and approve all investment policies for the Corporation.

C. Reserve Fund Investment Plan

The reserve fund of the Corporation is for general investment purpose. This fund would be utilized for future growth in terms of capital or unforeseen contingencies in the future.

Preservation of capital is the primary investment goal for these funds with growth of capital as the secondary objective. It is anticipated that the time horizon available for the investment of these funds is three (3) to five (5) years or an average market cycle. The Board of Directors is authorized to select an investment manager to provide services necessary for it to perform its obligations as set forth in the policy statement.

The investment manager, the designated agent of the Board of Directors, shall be guided by certain investment guidelines and objectives that the Board of Directors shall review from time to time.

1. Investment Guidelines

Reserve funds: These funds are to be invested in a portfolio of high-quality stocks and bonds as follows:

- a. **Stock specifications** – Equities may be chosen from the New York Stock Exchange, American Stock Exchange, and National Market System. No minimum market capitalization is required. However, securities should be invested in well-known highly capitalized companies. No more than 5 percent of the portfolio (at cost) should be invested in any one security or more than 20 percent of the portfolio (at cost) in any one industry.
- b. **Bond specifications** – Fixed-income investments may include U.S. Government obligations and their agencies or corporate debt securities rated AA or better by Moody's or S&P. The weighted average maturity of the portfolio will be at the discretion of the manager but in keeping with a conservatively oriented portfolio. The fixed-income portfolio should be diversified with no investment in a single issuer to exceed 10 percent of the portfolio at cost, with the exception of U.S. Government bonds and its agencies.
- c. **Prohibited Investments** –
 - Venture capital
 - Private placements
 - Unregistered or restricted stock
 - Options and futures, except for hedging
 - Warrants
 - Margin trading
 - Commodities
 - Limited partnerships
 - Short selling
 - Oil and gas wells
 - Direct real estate investments
 - Art objects or other collectibles
- d. **Asset allocation** – The specific asset allocation for this portfolio will be set up by the Finance Committee and Board of Directors. Allocation provisions will be reviewed on a regular basis and may be changed from time to time by the Board of Directors. The current desired allocation is 50 percent in stocks and 50 percent in bonds.

INVESTMENT

Within these guidelines, the investment manager has the authority to invest less than the maximum allocation in stocks depending on market conditions.

No substantial cash may be held.

- e. **Monitoring of guidelines, objectives, and results** - The investment manager's progress in meeting the objectives contained in the plan will be reviewed by the Finance Committee every six months and by the Board of Directors once a year. The investment manager will report holdings and performance to the Finance Committee on a quarterly basis.

2. Performance Measurement

Risk – It is not acceptable for the portfolio to decline in a value by more than 7.5 percent during any one-quarter or consecutive quarters. In the event this happens, the investment manager will arrange a meeting with the Finance Committee to discuss what further action should be taken.

Return – There are two return objectives. One is to outperform the CPI (Consumer Price Index) over a full market cycle (which is defined as three to five years). The second objective is to equal a 50-50 blend of S&P 500 and Lehman Brothers Govt./Corp. Intermediate Index over a full market cycle.

3. Management Responsibility

The Vice President-Finance will provide an investment status report to the Finance Committee once a quarter. The Vice President-Finance will review the investment policy at least annually and will present to the Finance Committee any recommended changes.

Finance Committee: The Committee will monitor investment decisions to ensure that they fulfill the investment objectives of this policy. The Finance Committee will also consider any proposed revisions to the investment policy and recommend any appropriate action to the Board of Directors.

Board of Directors: The Board of Directors will establish and approve all investment policies for the Corporation.

PURCHASE OF CAPITAL ITEMS

POLICY:

The Board will provide for the purchase of capital items as required by the organization.

PURPOSE:

To provide strong internal controls and sound business practice.

PROCEDURE:

The capital item purchase is as follows:

1. The Finance Committee will determine the level at which items are to be considered capital items and maintain that level as an Appendix to this policy.
2. Annual solicitation of needs for capital items will be addressed at the time of the Operating Budget process.
3. Purchase of budgeted capital items will come to the Board for approval prior to purchase.
4. A record of Capital Items will be maintained by the Vice President-Finance.
5. Recording of Capital Items in the financial statements of the organization will be according to generally accepted accounting principles.
6. Reporting of Capital Items for taxation purposes will be according to applicable federal and state regulations.

Appendix A

Capital items will be those items designed to have a useful life of at least three years and a cost of \$500 or more.