

MGIC Policies and Procedures – Corporate Governance

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1 -CORPORATE GOVERNANCE

Maryland Global Initiatives Corporation (MGIC) Policies and Procedures exist to guide and direct personnel of MGIC and of the University of Maryland, Baltimore (UMB) who implement research, education, and service programs through MGIC.

Definitions

Award: A legal instrument – usually a cooperative agreement, grant, or contract – that provides financial assistance to a recipient to carry out a project.

AVP/IO: Assistant Vice President of UMB International Operations.

Conflict of Interest: A situation in which a person is in a position to derive personal benefit from actions or decisions made in the person's official capacity; a situation in which the interests of the person compete with the interests of Maryland Global Initiatives Corporation (MGIC) or the University of Maryland, Baltimore (UMB).

Country director (CD): The lead manager of a country office. In non-traditional MGIC structures (such as MGIC USA, small teams or embedded positions), the CD role is referred to as a Country Representative (CR). The CD position directly supervises senior management positions in an MGIC country office and reports to the designee of the MGIC President.

Country office (CO): An MGIC branch, corporate affiliate, field office, or program office established in a physical facility outside the United States, to conduct business in a country where UMB's research, education and related programs are implemented.

Country representative (CR): The senior-most representative of MGIC based in a country or representing MGIC in that country remotely, as designated by the MGIC President. In countries where MGIC operates a full country office, the senior-most MGIC representative is the Country director (CD). In countries where MGIC is not legally registered, does not have a full country office, or has another operating model (e.g. embedded within a partner institution), the MGIC Country Representative role may be held by the AVP of International Operations, an MGIC consultant or employee hired through the MGIC under an Employer of Record (EOR) contract, or another position as designated by the MGIC President.

Director of finance and administration (DFA): The lead manager of MGIC financial and accounting functions for an office or team, who may oversee and direct the office's administrative/operational functions as well, and whose title might be Director of Finance and Administration, Head of Finance, International Finance & Procurement Manager, or some other title indicating their leadership role in MGIC financial management.

Duty of care: Responsibility to provide all employees with a reasonably safe work environment, free from recognized hazards, and to warn of any reasonably foreseeable risks.

Employer of Record (EOR): A professional employment firm that takes on the role of managing payroll, benefits, and risk management for a company's employees on its behalf, relieving the company of these responsibilities.

Equipment: Any item that (1) is durable with an expected service life of one or more years; (2) has an acquisition cost (purchase value) of US\$5,000 or more; and (3) is complete in itself and does not lose its identity or become a component part of another article when put into use.

Expatriate: An employee directly hired by UMB who is a resident of or authorized to work in the United States, and is assigned to a MGIC duty station outside the U.S. with requisite work authorization in that country.

Fraud: Wrongful or criminal deception that is intended to result in financial or personal gain or to deprive a victim of a legal right. Fraud can violate civil law or criminal law, or it may cause no loss of

money, property, or legal right but still be an element of another civil or criminal wrong.

MGIC office: A unit, team, or designated representative within MGIC who maintain a physical presence in a country (such as a Country Office), or operate remotely when there is no physical office in country (such as MGIC USA).

MGIC office leadership: The CD or designated Country Representative, director of finance and administration (DFA), and other senior managers whom the CD supervises and who are collectively accountable for office or team management, operations, and programs.

MGIC personnel: All employees working in an MGIC position, whether on UMB payroll, MGIC payroll, or another UMB-authorized payroll, including staff, UMB faculty with MGIC positions, fellows, students, other temporary workers, and individuals formally seconded to MGIC under professional services agreements with MGIC.

MGIC USA: The operational structure of MGIC procedures and services provided to UMB Funding Units outside of an MGIC country office. MGIC USA's services include procurement, financial transactions, recruitment and employment, and facilitation of legal services in countries where MGIC is not registered or operational. MGIC USA is an MGIC Office and is subject to the MGIC policies and procedures.

Partner: A civil society organization (CSO), including local and international non-governmental organizations (NGOs), or a governmental (state) actor with which MGIC has an alliance or an agreement that supports UMB research and programmatic aims.

Payment Authorization Agreement (PAA): An agreement instrument that establishes the terms under which sponsored or lightly restricted project funds that are disbursed from UMB to its affiliate must be used for direct implementation of UMB's research and programs through the affiliate.

Project: A distinct programmatic or research activity funded by a sponsor or by UMB lightly restricted funds that has specified expected results, timeframe, and budget.

Refitting contract: A type of subaward that provides a subcontractor with resources to construct or refit existing facilities, carried out as part of a project, and subject to specific sponsor restrictions.

Sponsor: A funder of a sponsored project; an awarding agency or institutional donor; a funding source; an institution that funds activity that is separately budgeted and accounted for according to the terms the institution lays out in an award agreement.

Sponsored project: A project funded by a sponsor (as opposed to those funded by UMB lightly restricted or unrestricted funds).

Start-up lead: The person appointed by the MGIC President with authority to proceed with establishing a new MGIC field operation, generally including recruiting and hiring staff, procuring office space, and establishing in-country operations.

Subaward: A legal instrument – usually a subgrant or subcontract – provided to a subrecipient to carry out part of a project, and which transfers a portion of the resources from the prime award to the subrecipient as documented in the subagreement.

UMB department administrator: The person in a UMB Funding Unit who typically serves as chief financial and operating officer for the UMB unit and is responsible for the planning and execution of compliance, financial, personnel, and other administrative affairs for the department's programs. When multiple UMB Funding Units engage the same MGIC office, the MGIC President designates one individual to serve as the UMB department administrator for that MGIC office's approvals and oversight purposes.

UMB department operations lead: The person in a UMB Funding Unit with responsibilities related to program operations, human resources management, and administration. When multiple UMB Funding Units engage the same MGIC office, the MGIC President designates one individual to serve as the UMB department operations lead for that MGIC office's approvals and oversight purposes.

UMB department program lead: The person in a UMB Funding Unit who directs the program. This role is often performed by the Principal Investigator or equivalent program director named in UMB's award agreement. This role may directly supervise MGIC technical leads in collaboration with the CD/CR.

UMB Funding Unit: A UMB school, department, institute, center, or other structure that manages international program awards and engages and funds MGIC to implement those programs.

UMB lightly restricted or unrestricted funds: UMB private funds (versus award funds) that are provided to MGIC with minimal spending restrictions indicated; sometimes referred to as “discretionary funds.”

1-1 Overview of the Corporate Governance Policies and Procedures

Organization of the Corporate Governance Policies and Procedures

This part of the Maryland Global Initiatives Corporation (MGIC) Policies and Procedures introduces the full body of MGIC Policies and lays out corporate governance requirements for MGIC itself and its offices and teams. This part of the MGIC Policies provides a framework for all global MGIC operations and country-specific processes, procedures, and guidelines, indicating where authorities lie and assigning operational and administrative responsibility to the UMB departments, institutes, or centers (Funding Units) that operate programs through MGIC.

Corporate Governance Policies of MGIC address the scope, purpose, and applicability of the MGIC Policies and Procedures as a whole and provide an overview of the organization and content of those Policies and Procedures. The Corporate Governance Policies specify MGIC and UMB requirements for offices to comply with applicable local laws and regulations, as well as applicable laws and regulations of the United States government (USG) and the State of Maryland. One key Policy in this section covers the establishment and operation of affiliated entities (offices) and another addresses creation of unaffiliated entities. These two Policies are complemented by the operational start-up procedures found in [3-Administration and Operations](#), as well as [3-13 Closing MGIC Offices](#).

Summary of governance and program execution roles held by UMB

Following is a brief overview of the role of key UMB players and structures, as they relate to MGIC governance and program execution:

- **MGIC Board of Directors:** MGIC is governed by a Board of Directors to manage MGIC’s business and affairs. The corporate by-laws, as amended, state the policies for MGIC operation, including the function and number of Directors, Board meeting requirements, and Officer positions and duties. The UMB President must provide prior written approval for any individuals to be elected as Directors. The current by-laws should be consulted for more information about the Board and officer positions.
- **MGIC Officers:** As provided in the by-laws, the Board designates a President, a Secretary, and a Treasurer to serve as executive officers of MGIC. The Board may designate a Chair who shall be a Director and who shall preside at Board meetings and perform other duties assigned by the Board. The Board may also have one or more Vice-Presidents, assistant officers, and subordinate officers. Officers’ duties may be described in the by-laws or in Board resolutions establishing officer positions.
- **MGIC President:** The President is accorded certain powers and, under the by-laws “may sign and execute, in the name of the Corporation, all authorized deeds, mortgages, bonds, contracts or other instruments, except in cases in which the signing and execution thereof

shall have been expressly delegated to some other officer or agent of the Corporation,” as provided by the by-laws. In addition, the President fulfills duties and holds authority as named in these Policies and as assigned by the MGIC Board. This includes receiving reports of suspected criminal violations, potential or actual litigation, and legal claims against MGIC and/or UMB.

- **MGIC Vice President for Policy and Administration:** The Assistant Vice President of UMB International Operations serves as MGIC Vice President for Policy and Administration, subject to approval by the UMB President and election to that position by the MGIC Board. One of the VP’s primary responsibilities is to ensure that in-country legal requirements for MGIC activities are identified, addressed, and satisfied.
- **UMB Funding Unit:** UMB Funding Units may request to rely upon the services provided by MGIC to carry out their international activities. The UMB Funding Units have extensive responsibility to support the efficient management and functioning of MGIC offices that implement the Funding Unit’s programs. In situations where more than one UMB Funding Unit is engaging the same MGIC office or team to support its international activities, the MGIC President is authorized to designate which UMB Funding Unit will fill certain leadership roles as described throughout the MGIC Policies and Procedures. Department positions with leadership roles in project/program operations are:
 - **UMB department administrator:** The person who typically serves as chief financial and operating officer for the UMB unit and is responsible for the planning and execution of compliance, financial, personnel, and other administrative affairs for the department’s programs.
 - **UMB department operations lead:** The person with responsibilities related to program operations, human resources management, and administration.
 - **UMB department program lead:** The person who directs the program, often as the Principal Investigator or equivalent program director named in UMB’s award agreement, and who holds primary responsibility for achieving technical and programmatic outcomes.

UMB Funding Units may also have a UMB department communications lead and a UMB department grants and contracts (G&C) lead.

- **UMB International Operations (IO):** This department serves the UMB community as it engages in the international implementation of global education, research, and service. International Operations provides direction and specialized services to UMB units in travel, safety and security, procurement, finance, audit, ethics, human resources (HR), and other operational areas. International Operations also develops UMB standards for international operations, oversees operational compliance, and facilitates and promotes robust risk management.

In this role, IO provides oversight of MGIC administration on behalf of UMB. It defines MGIC Policies and Procedures, standards and processes, and facilitates the MGIC Board of Directors and local Boards of MGIC international affiliate offices. It monitors adherence to MGIC policies and procedures and to the [MGIC Code of Ethics and Professional Conduct](#) (the Code, found in [2-Ethics and Conduct](#)), and provides direction, capacity building, and other support to MGIC personnel and UMB Funding Units engaging MGIC.

MGIC USA: MGIC USA is the operational structure that conducts business in and from the United States. This entity, which is managed by the UMB International Operations department, primarily conducts procurement and financial transactions to facilitate international activity. In addition, it administers one or more bank accounts, fulfills statutory requirements associated with MGIC's registration as a corporation in the United States, and fulfills any administrative and reporting requirements made of MGIC by the University System of Maryland (USM) as a result of MGIC's status as a recognized affiliated business entity of UMB. MGIC USA is not an incorporated entity separate from MGIC. MGIC USA has no employees (although it contracts personnel outside the U.S. on behalf of UMB) and does not carry out UMB responsibilities in the United States.

- **The international affiliate Boards of Directors:** MGIC international affiliate offices are governed by a board consisting of MGIC Directors and Officers who are appointed by the MGIC Board to serve, ex officio, as members of the affiliate's board of directors. Consistent with corporate filings, officers of an affiliated entity may hold their positions ex officio as a result of their MGIC or UMB offices or job titles or may be elected to office by the affiliate's board of directors. The affiliate board oversees administration and operations in a manner sufficient to fulfill their fiduciary responsibility as directors under the host country's law. The affiliate's Board requires MGIC employees to act in a manner consistent with the requirements of the affiliate's charter documents, local law, UMB and MGIC policies, the terms of Payment Authorization Agreements (PAAs) and other UMB funding sources obligating the affiliate to UMB, and the terms of any awards and subawards received by the affiliate for performance under UMB's and MGIC's direction. The affiliate's Board reviews and signs financial statements, approves financial audits, and ensures fulfillment of any registration or reporting of audits required by the host country. It may receive, review, and comment upon periodic updates from the affiliate to MGIC/UMB. It responds to any specific queries made of the affiliate by the MGIC Board or MGIC executive leadership.

UMB Funding Unit leadership, the MGIC VP – Policy & Administration, and MGIC CDs and CRs are all accountable to the MGIC Board for proper operation of offices and MGIC-related affairs conducted by UMB units.

Key references

- [MGIC By-Laws](#)
- [2-2 MGIC Code of Ethics and Professional Conduct](#)
- [3-Administration and Operations](#)
- [3-13 Closing MGIC Offices](#)

1-2 Scope and Purpose of the MGIC Policies and Procedures

Note: This Policy and the following procedures flow from the [MGIC by-laws](#) as amended July 9, 2013, and July 1, 2017, and which may be further amended. As with all MGIC Policies and Procedures, they are subject to change by proper action of the MGIC Board of Directors. See [1- 10 Updates and Changes to MGIC Policies and Procedures](#) for more information.

Policy scope

The Maryland Global Initiatives Corporation is a tax-exempt Maryland corporation established by UMB under authority given by the USM Board of Regents. MGIC was established in 2009 as an

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affiliated business entity of UMB. MGIC is a *supporting organization* (under Section 509(a)(3) of the Internal Revenue Code of 1986, as amended) to UMB as the *supported organization*.

MGIC was established solely for the purpose of aiding UMB in carrying out select international activities and projects for which MGIC can provide the specialized support and engagement that UMB needs, including when a sustained international presence of personnel is tasked to execute UMB research and programs globally.

MGIC's operations support the international research, education, and service activities of UMB. When MGIC support is needed, UMB Funding Units may engage MGIC for direct implementation through a PAA or other fund transfer agreement, or MGIC may be assigned to engage local vendors, partners, and service providers on the Funding Unit's behalf, using MGIC float funds that are replenished from the State of Maryland Treasury. Funding Units work closely with the MGIC leadership, the MGIC Board of Directors, and with UMB administrative staff responsible for sponsored projects, financial administration, and accountability and compliance (collectively referred to as Central Administration).

MGIC Policies and Procedures apply to all MGIC operations and, as relevant, to certain functions carried out by UMB as it directs, collaborates with, and supports MGIC offices. MGIC is required to follow all applicable UMB and MGIC policies as a condition of receiving UMB funding, regardless of funding purpose, source, or mechanism.

When MGIC policy conflicts with other institutional, statutory, or regulatory rules, the order of prevalence shall be:

1. Country government law
2. Sponsor regulation
3. MGIC policy

Policy purpose

MGIC Policies define and describe the governance and oversight requirements of MGIC for itself. They specify expectations, provide rules and guidelines that support operational effectiveness and promote efficiency, ensure clarity and consistency, and set standards to which management is accountable. MGIC Policies align with relevant UMB policies, which flow down from USM policy and Maryland law, and reflect applicable USG laws and regulations. MGIC Policies are intended to ensure that MGIC meets all applicable legal requirements for its operations in a country where an office is located or where MGIC is conducting activities.

MGIC procedures describe and specify routine business processes required to carry out MGIC's work in international contexts. They state accountabilities, responsibilities, and actions for implementing and enforcing MGIC Policies and following local laws and regulations.

The **primary users** of the MGIC Policies and Procedures are personnel and the UMB faculty and staff who provide direction and support to them. In these policies and procedures, "MGIC personnel" (hereafter referred to simply as "personnel") refers to all employees assigned to work in or out of an office, whether on UMB payroll, MGIC payroll, or another UMB-authorized payroll, and includes staff, UMB faculty with project positions, fellows, students, interns and other temporary workers, and individuals formally seconded to MGIC under professional services agreements with MGIC.

MGIC Policies and Procedures have companion **forms and templates**, which may be found in the [MGIC Forms Library](#). This online repository provides standardized forms as well as samples for use by country offices. See [1-8 Overview of the MGIC Policies and Procedures](#) for more information.

UMB Responsibilities versus MGIC responsibilities, as related to MGIC Policies

UMB responsibilities (Funding Units, IO Department and other Central Administration units)

- Follow all policies issued by UMB and MGIC
- Provide copies of approved MGIC Policies to personnel in a timely manner whenever issued or updated
- Provide policy-related guidance and training to personnel
- Advise MGIC Board of Directors of any violations of applicable policies and recommend corrective and remedial actions
- Convey corrective actions to personnel and monitor implementation until completed

MGIC responsibilities

- Follow all policies issued by UMB or MGIC
- Address any questions or concerns about policy requirements or legal requirements to the MGIC VP of Policy and Administration, or to another position designated in specific policies
- Promptly report suspected or confirmed serious violations of policy or law to the UMB department administrator and MGIC President (see [2-Ethics and Conduct](#))
- Implement corrective and remedial actions as required by UMB

In the event that contradictory policy guidance or direction is issued and it cannot reconcile, the MGIC President shall make a determination or see a determination from the Board of Directors.

Policy exceptions: The MGIC Policies occasionally specify the action to take to seek an exception to a policy requirement. Where no exception request action or an alternate approver is not otherwise specified in a particular policy section, MGIC management may seek an exception to a policy by submitting a completed [Policy Exception Request Form](#) to the MGIC VP Policy and Administration. The request should specify the following:

- The MGIC Policy for which an exception is being requested
- The nature of non-compliance or deviation from the policy
- Why an exception is required
- How the MGIC office or team will minimize any potential risk associated with deviating from the policy
- Additional information, as needed to support the request

The MGIC VP of Policy and Administration will review and approve requests for exceptions on a case-by-case basis, seek other UMB approvals if needed, and communicate the results of the exception request.

Checklist for CDs/CRs:

- ☐ Follow all policies provided
- ☐ Address to UMB any questions or concerns about policy or legal requirements
- ☐ If seeking an exception to an MGIC Policy, send a written request to the MGIC VP of Policy and Administration or other designee for specific policies, who will consider, approve, or deny, and/or seek other approvals if needed
- ☐ Promptly report violations of policy or law
- ☐ Implement corrective and remedial actions as required

Key references

- [MGIC Forms Library](#)
- [Policy Exception Request Form](#)
- [1-8 Overview of MGIC Policies and Procedures](#)
- [2-Ethics and Conduct](#)
- [5-15 Procurement](#)
- [Center for International Health, Education & Biosecurity \(Ciheb\)](#)
- [Institute of Human Virology \(IHV\)](#)
- [USG Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards](#)

1-3 Legal and Regulatory Compliance

Policy statement

MGIC operates within the legal authority specified in its governing documents and in USM policy, as follows:

1. U.S. federal and State of Maryland laws, including Internal Revenue Service (IRS) regulations and legally binding contracts
2. [Maryland Global Initiatives Corporation Articles of Incorporation](#), a document that is a public record and includes the purposes for which MGIC was formed by UMB under authority of USM
3. [Maryland Global Initiatives Corporation By-Laws](#), as amended, which lay out the rules governing the corporation's internal operations
4. MGIC Board Resolutions as recorded in the Board minutes
5. MGIC Policies and Procedures

While some MGIC offices outside the United States are registered as branches of MGIC as an international nongovernmental organization (NGO), others have been organized as separate companies, either as an international organization or as a corporation limited by guarantee and as affiliates of MGIC (not affiliates of UMB). Other MGIC mechanisms for legal presence in a foreign country – such as the engagement of individuals under consultancies or Employer of Record services, designation of an in-country Country Representative, or secondments under professional service

agreements, may also be used as appropriate to that country's legal context and UMB operating requirements in the country.

MGIC expects each office representing or implementing MGIC business to comply with all its statutory duties and obligations. In the case of MGIC affiliates, the MGIC VP of Policy and Administration and CD are jointly responsible for ensuring compliance with the affiliate's articles of association or equivalent charter documents and applicable legal requirements for corporations in that country. This includes the activity of the affiliate's Board of Directors.

MGIC offices must comply with all applicable laws and regulations associated with sponsors' requirements. Of special importance for USG-sponsored projects are the [USG Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards](#) (commonly referred to as the USG Uniform Guidance – 2 CFR 200) and U.S. export controls and sanctions laws and regulations. See [6-Award and Subaward Management](#) for details.

Legal Compliance responsibilities

MGIC responsibilities

- Follow all relevant local and US laws and regulations
- Address to UMB any questions or concerns about legal and regulatory compliance requirements
- Promptly report to the MGIC VP of Policy and Administration any legal and regulatory compliance issues that arise, including any contradictions between local law and MGIC policies, terms of the PAAs and other funding agreements, and USG laws and regulations

International Operations responsibilities vis-à-vis MGIC

- Ensure the in-country legal requirements for an MGIC office's activities are identified, addressed, and satisfied (identify any business forms, statements, licenses, or other documents that are required to be filed with the relevant government agencies of the country and ensure that the forms are completed and submitted, and that the country office remains in compliance with statutory duties and obligations)
- Ensure the activity of MGIC USA is compliant with applicable local and US laws and regulations
- Work with MGIC country leadership structures (senior management and, when applicable, an affiliate's Board of Directors) or designated UMB Funding Units to ensure financial statements are understood and approved, annual meeting requirements are appropriately met and documented, financial audits are procured and completed in a timely manner, and proper registrations and filings with government agencies are made in a timely manner
- Fulfill the requirements of the MGIC Board of Directors, including those related to meetings, reporting, financial audits, and statutory duties and obligations, as well as any specific requirements of sponsors

UMB Funding Unit responsibilities

- Notify affected MGIC office in a timely manner of new or updated UMB/USM policies and USG laws and regulations that are relevant to MGIC implementation of UMB programs.
- Be aware of local laws and regulations as they apply to programs implemented through MGIC

- If an apparent contradiction exists between local law and MGIC Policies, the terms of PAAs or other funding agreement, and USG or other sponsor laws and regulations, consult with MGIC office leadership and the UMB International Operations department to obtain MGIC President's determination of potential policy exception, and engage program sponsor or funding source to reconcile award requirements and local law.
- Fulfill reporting and other requirements assigned by the MGIC Board of Directors

For additional information related to legal concerns (such as registration, local legal counsel, litigation, and intellectual property), see [3-3 Legal Affairs](#).

Reporting any concerns

If any personnel or Director serving on an MGIC affiliate's Board of Directors or on the MGIC Board has a concern about legal or regulatory compliance of the MGIC office or its personnel with relevant UMB or MGIC policies, local laws, or terms of grants and contracts, that person should immediately advise the MGIC President, MGIC VP of Policy and Administration, and UMB department program lead, in writing. Alternatively or supplementally, the concern may be reported through the [Ethics Hotline](#) which provides a confidential and anonymous reporting mechanism.

Checklist for CDs/CRs

- ☐ Follow all relevant local and USG laws and regulations
- ☐ Promptly report to the MGIC VP of Policy and Administration any legal and regulatory compliance issues that arise
- ☐ If contradictions exist between local and MGIC/UMB/USG requirements, work closely with the VP of Policy and Administration and applicable UMB units to determine the course of action and implement any changes required

Key references

- [MGIC Articles of Incorporation](#)
- [MGIC By-Laws](#)
- [3-3 Legal Affairs](#)
- [6-Award and Subaward Management](#)
- [Ethics Hotline \(https://www.umaryland.edu/mgic/ethics-hotline/\)](#)
- [USG Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards](#)

1-4 The MGIC Board of Directors

Policy statement

The MGIC Board of Directors is responsible for monitoring, overseeing, and providing direction for MGIC activities in support of UMB's mission. Given MGIC's status as a supporting organization of UMB, Directors have primary responsibilities to UMB (the supported organization) and should manage MGIC in the best interest of UMB.

The MGIC Board of Directors must operate in compliance with the MGIC Articles of Incorporation and [MGIC By-Laws](#), as may be amended from time to time, Maryland law, and USM policy. The Board has the specific responsibility to create and ratify major policies covering all aspects of MGIC's business, to record such policies, and to retain them in an electronic and/or hard-copy record. The Board is expected to periodically review the Policies and revise them as needed. The Board is expected to assure that MGIC observes the requirements imposed upon it as a result of its status as a supporting organization under Section 509(a)(3) of the U.S. tax law.

Board members have a legal and ethical responsibility to oversee MGIC and provide accountability. The Board members' participation is either required as a result of their Board post being ex officio related to a UMB position or is strictly voluntary. Board positions are unpaid. Board members must follow the established code of conduct of MGIC and never use their Board role to seek personal profit or other benefit. Board members who are UMB personnel also must comply with the Maryland State Ethics Law, which applies to their dual employment roles with UMB and as MGIC Board members. The Maryland State Ethics Commission considers MGIC Board membership to be "employment" even though there is no compensation paid by MGIC.

The Board has responsibility for the following:

- Set strategic direction for MGIC, consistent with UMB's goals and instructions to the Board
- Review and approve MGIC annual budget for corporate business expenses
- Approve submission of a funding application as MGIC to an external entity (see [6-2 Award Management's](#) Policy Statement)
- Establish and close MGIC offices, including legally registering in a country and changing or terminating that registration
- Appoint a country director (CD) when MGIC establishes a Country Office, or appoint a Country Representative (CR) when MGIC does not maintain a full Country Office
- Name interim CDs and CRs
- Acquire and sell real property as MGIC or an MGIC affiliate in the form of buildings or land, for a cost or at no cost, as well as construct spaces, with the exception of construction and refitting subawards (see [6-6 Subaward Implementation](#))
- Open bank accounts
- Close down operations due to security concerns and re-initiate operations as and when appropriate
- Establish unaffiliated local non-governmental organizations outside the U.S.
- Other matters that may arise and for which Board approval is required (what is not delegated)

The Board has delegated to the President the authority for the following actions:

- Approve the acceptance of award funds and certain other types of income that an external entity proposes to provide directly to MGIC or an affiliate
- Close bank accounts, select banks in-country, name, and change UMB-based bank signatories

- Contract local legal counsel or substantively change arrangements with them
- Name a start-up lead or leads for opening a new MGIC office
- Designate the supervisor of the CD/CR in a new MGIC office and designate the UMB department administrator and operations lead to fulfill MGIC policy duties in offices where more than one UMB Funding Unit is implementing activities.
- Sign employment agreements for CDs/CRs and expatriate and Third Country National (TCN) employees
- Approve documents that will be filed as part of an MGIC registration process in a foreign country
- Enter into new and renewed space lease contracts
- Contract armed security in operating contexts with a high level of insecurity
- Temporarily suspend any or all MGIC office operations and subsequently re-open or re-initiate operations
- Authorize MGIC leadership engaging in professional work outside their MGIC employment (not applicable to UMB employees)
- Approve new or revised MGIC office Tables of Authorities
- Name country--based bank account signatories
- Make changes to bank accounts, including adding or removing country-based signatories
- Approve procurements, change orders, and program advances at the level of US\$10,000 or above
- Approve certain high-level policy exceptions
- Approve travel on MGIC business to countries subject to U.S. financial and trade sanctions

Unless otherwise indicated above or in subsequent Board decisions, the MGIC VP of Policy and Administration and as delegated to other managers has the authority to represent the MGIC President in the day-to-day affairs of MGIC.

Board structure and functioning

The by-laws as amended dictate the structure of the MGIC Board of Directors and how the Board functions with respect to the following areas:

- Appointment, tenure, and removal of Directors
- Holding of annual, regular, special, and committee meetings
- Establishment of committees with delegated powers
- Election, tenure, and removal of officers and each officer's role
- Designation of officers
- Full disclosure of conflicts of interest
- Issuance of payments and preparation of annual financial statements
- Recordkeeping and minutes of Board and Board committee proceedings

Flowing from the by-laws as amended, general best practice for non-profit organizations, and USM and UMB expectations for their non-profit affiliates, the MGIC Board of Directors' core responsibilities are to:

- Ensure legal and ethical integrity in the Board's collective actions and that of the members (see [Board member fundamental responsibilities](#))
- Hold an annual meeting of the Corporation between October 1 and October 30 of each year
- Convene on a regular basis to consider MGIC business, with proper notice of the meetings, unless the Board formally approves establishing a different schedule
- Ensure a quorum is present at meetings prior to taking action
- Take, disseminate, and file written minutes of all meeting proceedings (see [Board minutes](#))
- Select, support, and evaluate the MGIC officers
- Participate in planning and setting long-term direction
- Receive reports of audits and financial/operational reviews conducted by external parties and, in some cases as appropriate, by internal parties
- Manage organizational risk
- Protect assets and provide financial oversight, including reviewing the Corporation's annual financial statements
- Maintain the [Board Policies Manual](#)
- Maintain the [Board Calendar](#)
- Select qualified candidates and orient new members
- Evaluate its own performance

Board member fundamental responsibilities

Board members hold fundamental responsibilities, which may be summarized as follows.

Duty of Care: Board members are responsible for participating actively and exercising reasonable care in the decision-making process on behalf of MGIC.

Duty of Loyalty to MGIC and UMB: Board members are responsible for putting the needs of MGIC ahead of personal needs, acting on behalf of MGIC as consistent with UMB's mission and aligned with its policies, and not using Board membership for personal gain.

Duty of Obedience: Board members are responsible for ensuring that MGIC activities are consistent with MGIC's mission and purpose, and in compliance with UMB and USM policies and applicable Maryland and U.S. law. (See [1-3 Legal and Regulatory Compliance](#).)

Ethics and conduct procedures

In addition to those three fundamental responsibilities, the Board is responsible for ensuring that all new Directors are thoroughly oriented to the [MGIC Code of Ethics and Professional Conduct](#) and advised on how to report any violations of that Code, including the use of the [Ethics Hotline](#).

Moreover, the Board is responsible for ensuring that the MGIC Whistleblower Policy is known to Directors and all personnel. The Board takes a leadership role in requiring that all personnel and other parties who interact with MGIC report any fraud, fiscal irregularities, illegal activity, and serious violations of policy and in protecting whistleblowers from reprisal actions. See [2-5 MGIC Whistleblower Policy](#) for details.

As per [MGIC By-Laws](#), Directors are required to fully disclose existing and potential conflicts of interest (COI). Any disclosure made is reviewed by the Ethics and Compliance Committee, who determines whether a conflict of interest exists or can reasonably be construed to exist. (In the case of a Director, the Board Chair may decide on whether to present the potential conflict to the Board for a vote to determine whether a conflict of interest exists or can reasonably be construed to exist). The disclosure and the determinations are reflected in the meeting minutes. Furthermore, as with all personnel, Directors must complete and submit a [Conflict of Interest Disclosure](#) upon appointment to the Board and on an annual basis at the commencement of each fiscal year. See [2-3 MGIC Conflict of Interest Policy](#) and [2-4 UMB Policies on Conflicts of Interest and Research](#) for further information.

Addressing material issues

MGIC and UMB leadership is encouraged to bring to the MGIC Board any material issues, which are issues that pose a substantial risk or represent a substantive problem with legal compliance, research and programming implementation, operational disruptions, financial management (e.g., significant over- or underspending, potential sponsor disallowances), and other issues that potentially or actually are barriers to fulfilling obligations.

In general, material issues should be brought to the Board through management reports presented at Board meetings or executive sessions. If an issue requires more immediate consideration, the issue should be raised promptly and directly with the MGIC President or the Board Chair. The Board is responsible for becoming informed about issues, for advising and guiding MGIC and UMB leadership, and, as appropriate, for making decisions and giving direction.

Board operations

Executive sessions

The Board may choose to hold executive (closed) sessions during Board meetings or in separate meetings to address MGIC matters privately. During these sessions, only MGIC Directors and invited Officers are present; staff and other outsiders are generally not present, unless specifically invited. Furthermore, minutes may be taken separately, and the discussion may be treated as confidential, or its proceedings and conclusions may be shared at the discretion of the Board.

Board minutes

The Board minutes, as legal documents, are part of the corporation's permanent record. Minutes are taken during any official meeting of the Board and are submitted for approval of the Board. Approved minutes must be promptly disseminated to all Board members. The full body of Board

Minutes are made readily accessible to Directors and Officers in a secure, electronic form.

Board Policies Manual (BPM)

Approval of Board policies is recorded in the Board minutes. The Secretary is responsible for maintaining a compilation of the approved policies in a Board Policies Manual and ensuring Directors are provided with the information needed to locate and access the BPM.

Board Calendar

The President or delegee is responsible for creating and maintaining the annual Board Calendar. It indicates the dates of regular Board activity, including but not limited to: Board meetings (including the annual meeting of the Corporation), review of the annual financial statements, management reports, periodic review of programmatic and financial performance, periodic review of the MGIC risk register, periodic review of audits, periodic review of litigation, signing of the annual disclosures of conflicts of interest (COI), Board recruitment/nominations, Board orientation, and Board self-evaluation.

Key references

- [Conflict of Interest Disclosure](#)
- [MGIC Articles of Incorporation](#)
- [MGIC By-Laws](#)
- [1-3 Legal and Regulatory Compliance](#)
- [1-9 Updates and Changes to MGIC Policies and Procedures](#)
- [2-2 MGIC Code of Ethics and Professional Conduct](#)
- [2-3 MGIC Conflict of Interest Policy](#)
- [2-4 UMB Policies on Conflicts of Interest and Research](#)
- [2-5 MGIC Whistleblower Policy](#)
- [6-2 Award Management](#)
- [6-6 Subaward Implementation](#)
- [Ethics Hotline](#)

1-5 Establishing and Operating Through MGIC Country Offices

Policy statement

Upon UMB's request, MGIC may establish offices outside the United States at any time as required to meet UMB research and programming requirements. The MGIC Board is solely authorized to open and close MGIC offices, which can be international **branches** or MGIC corporate **affiliates** acting on behalf of UMB and MGIC.

If the MGIC Board determines an office is needed, it arranges the most appropriate legal presence in that context, which could be as an international branch, as a new legal affiliate incorporated as a separate company limited by guarantee, or through another locally appropriate mechanism as recommended by appropriate legal counsel. In the case of a new legal affiliate and to the extent permitted by local law, the affiliate's governing board shall consist of MGIC Directors and Officers

who serve, ex officio, as members of the affiliate's board of directors. Consistent with corporate filings, officers of an affiliated entity may hold their positions ex officio as a result of their MGIC or UMB offices or job titles or may be elected to office by the affiliate's board of directors.

Each office operates at the discretion of UMB and MGIC, subject to the availability of sufficient funding support from sponsored projects or other resources available to the UMB Funding Units relying upon the office for program support and execution.

MGIC offices act on behalf of UMB and MGIC, and, as determined by UMB, are subject to UMB and MGIC policies as laid out in [1-2 Policy Scope and Purpose](#) of the MGIC Policies and Procedures.

MGIC offices may at times implement programs under PAAs funded by more than one UMB Funding Unit, and may be requested to facilitate international activities by UMB Funding Units when the funding source and nature of support do not warrant a PAA. When necessary to facilitate sound oversight and efficient decision-making when more than one Funding Unit is implementing programs through the same MGIC office, the MGIC President will designate a UMB employee to fill the roles of UMB Department Administrator and UMB Department Operations Lead for purposes of fulfilling the responsibilities described in these policies and procedures. The MGIC President will also designate a UMB employee to directly supervise the MGIC CD or CR in the case of multiple UMB Funding Units implementing programs through the same MGIC office.

Assessment and approval process

If a UMB unit seeks the services of MGIC to implement UMB-sponsored research or other programs in an international location, the UMB department program lead submits a letter to the dean of the UMB school proposing to engage MGIC in carrying out those international activities. Upon notification of the letter, MGIC executive leadership embarks on a comprehensive evaluation of the issues associated with launching operations in the international location. The assessment may involve contracting for professional consulting services and generally covers:

- Determination as to whether the MGIC operating model is the best option for the research and programs, given the project size and duration, anticipated level of risk to UMB, and anticipated administrative and programmatic support needs
- Options for registration and establishment of an in-country legal entity, and associated reporting requirements
- Local labor laws and employer requirements for local, expatriate, and TCN employees
- Immigration requirements, such as visa and work permits, for expatriate and TCN employees
- Insurance options to mitigate risk
- Potential for sourcing local providers of services required for rapid and efficient start-up
- Options for managing security and other high-risk issues such as compliance with USG sanctions, if applicable

MGIC executive leadership uses the assessment results to draw up a *Plan for the Establishment of Office Structure* and presents the plan to the MGIC Board of Directors. If the MGIC Board approves the establishment of MGIC as a legal entity, the MGIC President seeks approval from the UMB President.

- If the UMB President approves, the MGIC President arranges for MGIC registration in that country.
- Once registration is obtained, the MGIC President appoints the start-up lead(s) who are charged with establishing an in-country presence.

Role of the start-up lead

The start-up lead generally has delegated authority to recruit and hire staff, lease office space, and otherwise launch in-country operations. While many CD or CR authorities and responsibilities may be assigned to the start-up lead, others may be retained by designated UMB department personnel until such time as a country representative is appointed.

In certain cases, the MGIC President may appoint a start-up team, which the start-up lead directs, and which might include specialists in programming, human resources, legal affairs, and/or finance and administration.

Certain actions by the start-up lead or team will require prior HO approvals, including these MGIC Board-level approvals:

- The MGIC President must approve the contracting of local legal counsel (see [3-4 Legal Affairs](#)).
- The MGIC President must approve all documents filed to register a country office, whether structured as an MGIC affiliate, field office, or program office.
- The MGIC President must approve the selection of a bank and the opening of bank accounts (see [5-11 Bank Accounts](#)).

See [Summary of governance and program execution roles](#) in 1-1 Overview of the Corporate Governance Policies and Procedures for more information about roles played by UMB and MGIC parties.

See [3-2 Establishing Operations](#) for details on launching day-to-day operations in a new country.

Note that suspension or closing of operations is covered in [8-4 Modification, Suspension, and Closure of MGIC Operations](#) and [3-14 Closing MGIC Offices](#). A full suspension or a closure requires authorization by the MGIC Board.

Key references

- [1-1 Overview of the Corporate Governance Policies and Procedures](#)
- [1-2 Policy Scope and Purpose of MGIC Policies and Procedures](#)
- [3-2 Establishing Operations](#)
- [3-4 Legal Affairs](#)
- [3-14 Closing MGIC Offices](#)
- [5-11 Bank Accounts](#)
- [8-4 Modification, Suspension, and Closure of MGIC Operations](#)

1-6 Use of the MGIC USA Mechanism

Policy statement

When the nature of UMB's programs and strategies warrant the opening of an MGIC office and corporate registration in a country, the MGIC Board of Directors approves the establishment of a Country Office (either a branch or international affiliate) as described in Section 1-5.

However, MGIC activity can also take place within the framework of a global remote business managed from the U.S., representational presence by a Board-designated individual, or another non-traditional structure such as an MGIC employee(s) embedded in a partner institution facility. MGIC USA is the mechanism commonly used for these alternative structures.

The business case for using MGIC USA typically considers convenience, facility, transparency, and timeliness of action, as well as risk management. In keeping with its governing documents and MGIC Board of Directors' determination, MGIC USA can be assigned to take action in the following situations:

- If the client is MGIC
- If the client is UMB, and if goods or services will be delivered primarily outside the United States, in consideration of the business case described above
- If the action/transaction poses a threat of potential or actual liability to UMB or the State of Maryland outside the United States, then MGIC can be assigned to take action to protect UMB from the liability, provided the MGIC Board of Directors accepts the liability to MGIC.
- If there are other major risks or costs that make it unwise for UMB to take an action, in consideration of the business case described above

This guidance applies regardless of the source of funds for the action or transaction. Whenever MGIC is assigned to take action, the relevant UMB and MGIC Policies and Procedures apply.

Examples of activities which UMB may prefer that MGIC perform in lieu of UMB are:

- Procuring goods and services internationally
- Facilitating international payments
- Partnering with and administering funds to foreign organizations for project activities that are funded through lightly and unrestricted UMB sources (not sponsor funds under a PAA)
- Engaging foreign contractors for activities outside the United States
- Paying stipends or honoraria to foreign researchers or students
- Hiring staff outside the United States
- Opening an international bank account
- Conducting business outside the United States that may attract tax or other liabilities

The above scenarios are often punctual, task-specific, and time-bound, and do not typically involve complex budgets or long-term staffing outside the United States. In such "ad hoc" cases, a PAA is typically not necessarily due to the limited duration and small scale of MGIC's support to the UMB

project. However, MGIC policies and procedures apply to all funding sources and mechanisms, including MGIC USA.

1-7 Establishing Unaffiliated Local Organizations

Policy statement

MGIC holds the authority to establish unaffiliated local organizations in foreign countries for the purposes of achieving UMB research and program goals and fulfilling sponsor expectations or requirements. While **MGIC offices** represent UMB and implement activities under the direction and governance of UMB, **unaffiliated organizations** are separate legal entities that have no managerial involvement by UMB and whose institutional relationship is anticipated to be contractual (e.g. UMB serving as a subawardee to the unaffiliated organization).

When establishing unaffiliated local organizations, MGIC will follow relevant UMB protocols and approval authorities. MGIC offices do not have the authority to establish unaffiliated local organizations without approval of the MGIC Board of Directors.

Establishment of an unaffiliated local organization requires a process similar to that used for approving a new MGIC country office. The initial approvals come from MGIC leadership, and the MGIC President appoints a start-up lead or leads who have the authority to proceed with establishing the new legal entity.

When an MGIC office already exists in the country where UMB/MGIC is establishing an unaffiliated local organization, the country office will provide on-the-ground support only as authorized by the head office throughout the process.

Note: MGIC mandates and MGIC Policies and Procedures apply only to MGIC and not to unaffiliated local organizations.

Procedures

The process of establishing an unaffiliated local organization is driven by UMB, which leads in writing and approving incorporation documents, registering the entity, and vetting and selecting the initial members and officers of the entity's board of directors. The MGIC office may serve as a resource to support this process as called upon by UMB personnel.

MGIC management, personnel, finances, physical and technology assets, and other operational resources must be separate and independent from those of unaffiliate organizations. Any shared services or resources must be governed by the terms and conditions of a subaward agreement between the two organizations and must be agreed by the UMB department administrator or designee of the MGIC President. The relationship between MGIC and unaffiliate organizations is managed under the same terms as with any other external partner organizations. For example:

- Potential or actual conflicts of interest are monitored and managed to preserve the integrity of UMB research and other activity.
- If the unaffiliated organization receives UMB subaward funding and UMB requires MGIC support to monitor the subrecipient, the MGIC office receives a PAA and sufficient funding from UMB to perform that scope.

- If the MGIC office receives award funding from the unaffiliated organization through UMB, they engage with the unaffiliated organization as they would with other external sponsors or Prime Recipients.
 - Any lending of equipment between MGIC and the unaffiliated organization is handled as provided in the MGIC Policy regarding loaning equipment to another entity – see [3-8 Property Management](#).
 - Any secondment of personnel between MGIC and the unaffiliated organization is approved by the MGIC President and managed by the UMB department operations lead, and the subsequent level of effort must be appropriately documented and expensed, with appropriate cost recovery by MGIC or the unaffiliated organization, as appropriate.
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Key references

- [3-8 Property Management](#)

1-8 Overview of MGIC Policies and Procedures

Sections (groupings of policies)

MGIC Policies and Procedures are organized under eight sections, each with multiple subsections that address specific policies and associated procedures.

1. **CORPORATE GOVERNANCE:** This section introduces the full body of MGIC Policies and lays out MGIC corporate governance requirements for MGIC. It indicates where authorities lie and assigns operational and administrative responsibility to the UMB Funding Units that operate international programs using the MGIC mechanism. It covers the purpose, applicability, and organization of the MGIC Policies and Procedures and lays out the requirements for compliance with applicable local (in-country) and USG laws and regulations.
2. [ETHICS AND CONDUCT](#): This section lays out the requirements of laws and policies that relate to ethical and professional conduct in carrying out MGIC's work. It includes the [MGIC Code of Ethics and Professional Conduct](#) as well as policies on conflicts of interest, whistleblowing, equal opportunity, prohibition of harassment and discrimination, including sexual misconduct, combatting trafficking in persons, and child safeguarding.
3. [ADMINISTRATION AND OPERATIONS](#): This section covers a range of administrative and operational functions carried out by an MGIC office and not addressed in other policies and procedures, including requirements and guidance specific to establishing and closing field operations. It includes direction on legal affairs, facilities management, insurance, property management, travel, fleet management, communications, confidentiality and data security, and record retention.
4. [HUMAN RESOURCES](#): This section directs and guides MGIC offices' management of their human resources (HR), from development of job descriptions and recruitment through transfer and termination of employment. It describes the requirement that each office maintain an up-to-date Human Resources Handbook and ensure safe, respectful, and productive work conditions.

It also lays out timekeeping and effort reporting requirements and standards for performance management and professional development.

5. [FINANCIAL AFFAIRS](#): This section directs and guides financial management in the MGIC office, highlighting compliance requirements applicable to USG funding. The first portion covers general financial policies such as codes of conduct, internal controls, signature authorities, and audits. The second portion addresses financial management systems and processes, with guidance related to compliance. Other topics include cash management, payroll, and procurement. This section also describes the extensive requirements associated with financial reporting from MGIC to UMB.
6. [AWARD AND SUBAWARD MANAGEMENT](#): This section focuses on MGIC's roles and responsibilities with respect to both award compliance and subaward management. It provides important information on compliance associated with USG-sourced funding, whether the funding mechanism is a grant, cooperative agreement, contract, or subaward with UMB. It specifies involvement in awards from application through close-out. It covers compliance in areas such as conflicts of interest in research and development, copyrights, patents, and human subject's research. This section also lays out the substantial responsibilities that country offices hold for subaward management and subrecipient oversight and support.
7. [INFORMATION TECHNOLOGY](#): This section provides policies and procedures to guide MGIC offices in all aspects of information technology. It covers requirements from procurement of hardware and software through authorizing use and protecting assets, to equipment disposition. IT security, including protection of sensitive data, is highlighted throughout.
8. [SAFETY AND SECURITY](#): This section describes requirements related to MGIC's duty of care, which are documented in each Safety and Security Plan. It covers the role of the safety and security focal point, the importance of timely and complete incident reporting, and the requirements for safety and security of facilities, transportation safety, and prohibition of firearms and other weapons. Also addressed are MGIC's Policies related to critical incident management, suspension of operations, and relocation and evacuation of personnel.

Subsections (policies with associated procedures and supporting material)

Each **policy statement** is presented separately as a numbered portion of a section – called a “**subsection**” – and is followed by the **associated procedures**. The procedures are typically organized under **multiple subheadings**.

At the end of each subsection, the user will find supporting material in the form of checklists and key references.

- **Checklists for country directors and country representatives:** A summary of that policy's key requirements, written to serve CDs/CRs and other leadership as a tool for managing policy implementation and monitoring compliance
- **Key references:** Links to all referenced MGIC forms and to relevant resources for users seeking source material and additional information

MGIC Forms Library

MGIC Policies and Procedures have a companion [MGIC Forms Library](#), which provides standardized forms and formats, as well as samples. These documents are provided in editable formats, and it is expected that offices will adapt them to their specific needs. Such adaptations will range from adding the country name and address to including an extra column or additional signatory.

Over the course of time, UMB may issue new standardized forms and may revise or update existing ones. MGIC offices will receive direct notification of any such changes, and the content of the [MGIC Forms Library](#) will be amended accordingly.

Other companion materials

In addition to the MGIC Forms Library, job aids, training materials, reference sheets, and other resources are available to support operational efficiency and compliance with the MGIC Policies and Procedures. Unless otherwise indicated, personnel may modify these resources to reflect the complexities of their office's or team's operating environment and to meet their specific operational and programmatic needs.

Key references

- [MGIC Forms Library](#)
- [2-2 MGIC Code of Ethics and Professional Conduct](#)
- [2-Ethics and Conduct](#)
- [3-Administration and Operations](#)
- [4-Human Resources](#)
- [5-Financial Affairs](#)
- [6- Award and Subaward Management](#)
- [7-Information Technology](#)
- [8-Safety and Security](#)

1-9 Complementary Policies and Procedures in MGIC Offices

Policy statement

In alignment with MGIC Policies, each MGIC office is required to maintain complementary policies, procedures, and other guidance specific to that country office in the form of a Human Resources Handbook and a Country or Project Safety and Security Plan. These documents must be readily accessible to all personnel for sustained use in quality management of the MGIC office.

Human Resources Handbook: Each office must have a HR Handbook that reflects local labor law, has been reviewed and approved by local legal counsel, and has been reviewed and approved by the head office. See [4-Human Resources](#).

Country/Project Safety and Security Plan: Each country office, or an individual project where there is no physical office, must have a Safety and Security Plan that outlines its strategy for preventing, mitigating, and responding to threats to safety and security of personnel and property. This plan must be reviewed and approved by the International Safety & Security Manager and UMB department operations lead. See [8-Safety and Security](#).

Checklist for CDs/CRs

- ☐ Maintain an up to date Human Resources Handbook
- ☐ Maintain an up to date Safety and Security Plan

Key references

- [3-Administration and Operations](#)
- [4-Human Resources](#)
- [8-Safety and Security](#)

1-10 Updates and Changes to MGIC Policies and Procedures

Policy statement

MGIC owns and maintains the MGIC Policies and Procedures. MGIC **policies** are subject to change at the sole discretion of the MGIC Board of Directors. Any such changes, once approved by the Board, will be communicated via “management memos” or other formal communications issued by the MGIC President.

The MGIC President holds the authority to update or amend **procedural requirements** to reflect policy changes or for any other reason. The **templates** provided in the [MGIC Forms Library](#) may be updated or amended by UMB or MGIC whenever the need arises. The AVP/IO is responsible for ensuring that CRs receive prompt notification of changes to procedures and forms and provides direction on the timeline for implementation of those changes.

Procedures for updates and changes

On an as-needed basis, MGIC will conduct a full review of these MGIC Policies and Procedures and provide country offices with updated versions.

MGIC welcomes suggestions, corrections, and feedback on these policies and procedures at any time. Comments should be submitted to the AVP/IO.

Checklist for CDs/CRs

- ☐ Ensure personnel are made aware of changed or new requirements as conveyed through revised policies, procedures, and forms
- ☐ As suggestions for improving MGIC Policies and Procedures arise, send the office’s feedback to the MGIC VP of Policy and Administration

Key references

- [MGIC Forms Library](#)