**TEMPLATE-REQUEST FORM**

**Complex Substantive Change Preliminary Review Form**

*Effective Date: July 1, 2023*

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**Change in Legal Status, Form of Control or Ownership**

**Tier V**

A change in the legal status of the institution, form of control, or ownership is defined as a transaction or modification of the ownership or governing body of the institution that changes or has the potential to change the control of the institution or its fundamental structure or organization. A change in ownership or control can involve any number of changes or transactions which are defined in federal regulation and described in the *Substantive Change Guidelines*.

The Commission conducts a careful review of the Complex Substantive Change Preliminary Review Form to: (1) verify the type and structure of a transaction related to a change in legal status, form of control or ownership, (2) review and verify the parties involved in the transaction, (3) review any changes to the governance structure of the institution and the impact of the change on decision making for all the entities involved in the transaction, (4) review the flow of funding and sufficiency of resources after the change, (5) review the accreditation history of the parties involved in the transaction, (6) determine the potential impact of the transaction on the continuation of MSCHE accreditation, (7) prepare a realistic and appropriate schedule for review, (8) identify any additional policy or legal issues which may be important for accreditation, and (9) outline the scope and progression of all required approvals that will be monitored as the transaction evolves.

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**Date Submitted:  Click or tap to enter a date.**

**Institution:**Click or tap here to enter text.

**City, State:** Click or tap here to enter text.

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**Instructions:**

* Provide early notification to the Commission staff liaison of the potential change.
* Submit this [Complex [Substantive](https://www.msche.org/substantive-change/) Change Preliminary Review Form](https://www.msche.org/substantive-change/) to the ­­Commission staff liaison as soon as you can provide a comprehensive description.
* Complete all questions with succinct and detailed information. Where some questions do not apply, note “N/A” in the provided response sections.
* The complex substantive change preliminary review form, including attachments, should not exceed 150 pages.
  + Do not include attachments that have not been referred to in the request.
  + Submissions exceeding 150 pages will be returned to the institution for editing and must be resubmitted.
* All attachments should be labeled appropriately.
* Each member institution involved in the transaction must submit an individual form and each member institution will be invoiced separately by the Commission at the completion of the review.
* The Commission staff liaison will provide written feedback, guidance, and a schedule for the review, including a due date for the submission of the Substantive Change Request Form.
* The review of the preliminary form typically takes 1-2 months. It is common for the Commission to ask for additional information, which may increase the time necessary for review. The Commission is closed for all federal holidays and is closed the week between Christmas day and New Year’s Day. Commission holidays are excluded from any scheduled time for review.
* The Commission will complete its review within one calendar year of the date that the complex substantive change request form was submitted.

**Section A: Proposed Complex Substantive Change**

*The institution should provide a clear description of the change in legal status, form of control, or ownership, including as much information as is currently available. The description should focus on major structural changes and help the Commission understand how the change/transaction will unfold and the steps that will occur.* A change in ownership or control can involve any number of changes or transactions which are defined in federal regulation and described in the *Substantive Change Guidelines*.

1. **Description**

 Click or tap here to enter text.

* 1. Select the most appropriate sub-type for a change in legal status, form of control or ownership:

 Acquisition of the institution (equity purchase or asset purchase)

Acquisition by the institution of another educational entity (equity purchase or asset purchase)

Merger with another institution

Consolidation with another institution

Division of one institution into two or more institutions

Sale of institution (equity sale or asset sale)

Acquisition or sale of controlling interest

Beginning or ending public sponsorship and control

 Transfer of liabilities to the parent corporation

Transfer of substantially all of the educational assets/business

Change in [tax] status (change in legal status as a for-profit, non-profit or public)

Any other transaction or modification of the ownership or governing body of the institution

I am uncertain which sub-type applies. Explain: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

*\*While any type of substantive change may be considered complex, this preliminary form is only necessary for a change in legal status, form of control or ownership. All other complex substantive changes should use the appropriate substantive change request form for the type of change and this preliminary form is not required.*

* 1. **Additional Substantive Changes.**Describe any additional substantive change areas that may need to be considered as part of this complex substantive change. If any of the following are checked, the institution must provide information in the complex substantive change request form and the changes must be reviewed by peer evaluators and documented in the Review Report in order to be included within the revised scope of accreditation for the surviving institution.

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| --- | --- | --- |
|  | **Type of Substantive Change** | **Description of Additional Substantive Change** |
|  | 1. Substantial Change in the Established Mission or Objectives of the Institution | Not Applicable |
|  | 1. Change in Legal Status, Form of Control, or Ownership | Not Applicable |
|  | 1. Significant Departure from Existing Educational Programs | Not Applicable |
|  | 1. Alternative Delivery Method |  |
|  | 1. Direct Assessment Programs |  |
|  | 1. Higher Credential Level |  |
|  | 1. Changes in Measures of Student Progress |  |
|  | 1. Substantial Increase in Clock or Credit Hours |  |
|  | 1. Written Arrangements (Domestic or International) |  |
|  | 1. Establishment, Relocation, Reclassification or Closure of Additional Locations |  |
|  | 1. Establishment, Relocation, Reclassification or Closure of a Branch Campus |  |
|  | 1. Relocation, or Reclassification of a Main Campus |  |
|  | 1. Institutional Closure |  |
|  | 1. Experimental Sites Initiatives (ESI) with U.S. Department of Education |  |
|  | 1. Prison Education Programs (PEP) | Not Applicable |

1. Describe any changes, reorganization or restructuring of the locations of the member institution including if the main campus will be re-located, if any branch campuses or additional locations will be acquired as a result of the transaction, as well as changes (establishment, relocation, reclassification, or closure) to the member institution’s branch campuses, additional locations, or other instructional sites.

Click or tap here to enter text.

*A change in ownership that is intended to make one institution into an additional location of another must occur in two steps in accordance with 34 CFR 600.20(g) and (h). When an institution anticipates a change in ownership or acquisition of an additional location, it should notify its School Participation Division as early as possible to ensure that it remains in compliance with the requirements of 34 CFR 600.20(g) and (h).*

* 1. **Preliminary Needs Analysis**.  Explain the need for the proposed substantive change, including details about the process(es) employed to identify the need.   (*Label attachment Preliminary-****Needs-Analysis***)

 Click or tap here to enter text.

(*Examples of evidence:  Descriptions of what benefits, costs, strengths and weaknesses were considered; market analysis; summary of student surveys*; *analysis of* *national trends; analysis of employment statistics; analysis of student demands;* *assessment and planning documentation; descriptions with examples of discussions of assessment results by stakeholders; summary of discussions with community partners about the proposed substantive change*)

* 1. **Preliminary Timeline**.  Provide a timeline of the proposed substantive change with critical milestones, including **an anticipated final transaction date**. Examples of milestones and estimated dates are provided in the table below. This timeline may need to be updated as the transaction evolves. An update to this timeline can be provided in the substantive change request form submitted later. (*Use the table provide below or label attachment* ***Preliminary-Timeline***)
     1. Anticipated date of the final transaction: Click or tap here to enter text.

|  |  |
| --- | --- |
| **Critical Implementation Milestones** | **Estimated Date** |
| *Ex. Due diligence period* | *Ex. Nov 2019 - Jan 2020* |
| *Ex. Board Approval* | *Mar 2020* |
| *Ex. Letter of Agreement signed* | *Mar 2020* |
| *Ex. Agreement signed* | *Jul 2020* |
| *Ex. Public Announcement of Transaction* | *Jul 2020* |
| *Ex. Creation of Implementation Task Force* | *Jul 2020* |
| *Ex. Submission of Complex Sub Change Preliminary Form to MSCHE* | *Aug 2020* |
| *Ex: Exploratory Study* | *Aug-Nov 2020* |
| *Ex. Contact State regarding change to degree granting authority* | *Nov 2020* |
| *Ex. Contact USDE regarding any impact on title IV* | *Nov 2020* |
| *Ex. Submission of Request Form to MSCHE* | *Nov 2020* |
| *Ex. Teach-out period begins* | *Nov 2020* |
| *Ex. Negotiations* | *Dec 2020* |
| *Ex. Communications checkpoint* | *Jan 2021* |
| *Ex: Asset Purchase Agreement signed* | *Jan 2021* |
| *Ex. Final teach-out activities* | *Feb-June 2021* |
| *Ex: Anticipated transaction date* | *Jul 1, 2021* |
|  |  |

* 1. **Description of Agreements/Legal Documents (proposed or draft)**. Most transactions related to a complex substantive change are legal transactions and are therefore accompanied by agreements (or specific legal documents) between all of the parties involved in the transaction.

*As a starting point to assist and guide the institution, the Commission provides a list of typical legal documents for each type of transaction in the Substantive Change Guidelines. The specific legal documents that are required will depend on the transaction and other legal documents that are not listed may be necessary. Please list any legal documents that have been drawn up at this time, including any drafts, and provide them as attachments.* ***All documents must be provided in English.*** *If you know that legal documents will be drafted, then list those also and include an expected date.*

|  |  |  |
| --- | --- | --- |
| Name of document | Description | Date |
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* *The institution should be prepared to submit at least a draft version of all required agreements or legal documents for review.*
* *At the preliminary stage, documents that outline the transaction such as a non-binding agreement, letter of intent, or memorandum of understanding are critical for the Commission’s review and should be submitted.*
* *The institution must provide acceptable and appropriate substitute evidence or documentation of the transaction if legal documents are not available. The Commission will determine sufficient and appropriate documentation at its discretion.*
* *Failure to provide all agreements or legal documents may result in the delay of the review or may prevent the Commission from completing the review.*

1. **Description of Accreditation.** Complex substantive changes may impact the continuation of MSCHE accreditation. Please describe the impact of the proposed complex substantive change on the accreditation of all institutions involved in the transaction. Describe the specific impact on any member institution’s MSCHE accreditation and the member institution’s plans for MSCHE accreditation after the transaction.

Click or tap here to enter text.

*The Commission will conduct a thorough review of the impact on accreditation and will communicate the results of that review to the institution and peer evaluators in a written summary.*

*In some cases, the transaction will mean that one or more entit(ies) will cease to exist and MSCHE accreditation will cease. The Commission will determine the date that accreditation will cease, at its discretion.*

1. **Teach-Out Plans and Agreements.** Complex substantive changes may require a teach-out plan and agreements if one or more member institutions will cease to exist as a result of the transaction in accordance with the Commission’s [*Teach-Out Plans and Agreements Policy and Procedures*](https://www.msche.org/policies-guidelines/?title-search=teach-out&type=). The purpose of a teach-out plan is to provide for and make accommodations for students to complete their educational programs or transfer to a new institution with ease.

Will one or more MSCHE institutions cease to exist as a result of the transaction?

No  Yes

* *A teach-out plan or agreements is not required at this time, but the institution should begin thinking about the logistics of a potential teach-out plan if applicable and talk with the Commission staff liaison.*
* *If a teach-out plan and agreements are required, the Commission staff liaison will provide information about the teach-out plan to the institution.*
* *The institution will submit the Teach-Out Plans and Agreements Form at the same time as the Substantive Change Request Form.*

**Section B: Continued Compliance with Commission Standards, Requirements, Policies and Procedures and Applicable Federal Regulatory Requirements**

*The institution will provide an analysis, description, and evidence documenting how it will maintain continued compliance with the specific Commission standards for accreditation identified below. The institution will be asked to provide more detail and any updates on all of the Commissions standards in the subsequent submission of the Substantive Change Request Form.*

* 1. **Mission and Goals (Standard I).** 
     1. Provide an analysis of the benefits that the complex substantive change will bring the institution.

Click or tap here to enter text.

* + 1. Describe how there is reasonable alignment between the member institution and other parties involved in the transaction in terms of mission, institutional goals, program or educational offerings, student focus, and culture, fit or values.

Click or tap here to enter text.

* 1. **Planning, Resources, and Institutional Improvement (Standard VI).** Provide an analytical narrative assessing the financial implications of the change and the future financial viability of all the institutions or entities involved in the change, including a brief analysis and discussion of how the institution plans to ensure overall stability and quality including adequate and efficient utilization of resources.

Click or tap here to enter text.

* + 1. Describe the financing for the transaction.

Click or tap here to enter text.

* + 1. Attach a three-year financial plan, including financial and enrollment projections for the period covered by the financial plan. (*Label attachment* ***Preliminary-Financial-Plan****)*
    2. Attach a pro forma statement of financial position. If the transaction involves more than one institution or entity, this pro forma statement may be combined. (*Label attachment* ***Combined-Financial-ProForma***)
    3. Where applicable, attach additional data and evidence related to the financial analysis. (*Label attachment* ***Financial-Data***)
  1. **Governance, Leadership, and Administration (Standard VII).** Describe how the complex substantive change might impact the control, ownership, or governance of the member institution, including any changes in the institution's governance structure or governing body (both pre- and post- merger, acquisition, or other changes).

Click or tap here to enter text.

*It is critical that the institution is transparent about and fully describes the proposed governance structure, including layers of ownership and related entities. Existing and amended governing documents must be provided for each party involved in the transaction.*

* + 1. Attach a preliminary diagram that depicts any proposed structural changes to the governance structure, control, or ownership or other changes that are described above. The institution may provide one diagram that depicts the existing (pre-transaction) structure and a proposed governance structure (post-transaction) or two separate diagrams. This is a diagram of the governance structure of the organization not the administrative organizational chart. (*Label attachment* ***Preliminary-Governance-Structure***)
    2. Attach the member institution’s *existing* governance documents such as bylaws, articles of incorporation, certificate of incorporation, or other founding documents. (*Label attachment* ***Preliminary-Existing-Governance-Documents****)*
    3. Describe any *anticipated changes* to the member institution’s governance documents such as bylaws, articles of incorporation, or other founding documents.

Click or tap here to enter text.

* + 1. Attach the member institution’s proposed or amended governing documents as appropriate. (*Label attachment* ***Preliminary-Amended-Governance-Documents****)*

*If changes will occur to founding or governing documents and those documents are not yet available, the proposed or amended governing documents must be included in the subsequent submission of the Substantive Change Request Form.*

*The Commission may require documentation that the governance structure will remain unchanged as a result of the transaction.*

* + 1. Describe any significant changes to the leadership and administration of the institution that are anticipated.

Click or tap here to enter text.

* + 1. If the institution is proposing a temporary shared presidency as part of the complex substantive change request, describe the rationale and anticipated timespan for a shared presidency.

Click or tap here to enter text.

* + - * *Commission policy and procedures limit the time allowed for a shared presidency to no longer than three years as the institutions work through the process.*
    1. Provide the following information for all parties involved in the transaction. Include any related entity(ies) that are involved in the transaction. Provide the required information Add rows as necessary.

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **All Parties Involved in the Transaction** | | | | | |
| **Name** | **Type of Owner (corporation/individual/LLC, Limited Partnership, etc.)** | **Percent Owned** | **Accredited by/ Status** | **HCM1 or HCM2 Status** | **Federal Responsibility Composite score** |
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* + 1. **Accreditation status.** Describe the accreditation status or institutional standing with other accrediting agencies for all parties involved in the transaction.

Click or tap here to enter text.

* + 1. **Governing documents for each party in the transaction identified above, as applicable**.

1. For each party involved in the transaction, attach the entity’s existing governing documents *(including but not limited to charter, bylaws, and/or articles of incorporation).* (*Label attachment* ***Preliminary-Parties-Existing-Governance-Documents****)*
2. For each party involved in the transaction, attach the entity’s amended or proposed governing documents, as applicable. (*Label attachment* ***Preliminary-Parties-Amended-Governance-Documents***)
   * 1. **Related Entities**. If this substantive change involves a related entity as defined in the Commission’s *Related Entities Policy and Procedures,* please answer the following questions:
3. Describe the institution’s relationship with the related entit(ies) and the entity’s role in the transaction.

Click or tap here to enter text.

1. Describe here how the related entity will function with the institution, in light of the substantive change, will provide oversight, and will comply with the Commission’s *Related Entities Policy and Procedures*.

Click or tap here to enter text.

1. Attach the *Related Entities Certification and Disclosures statement* in accordance with the Commission’s *Related Entities Policy and Procedures*. (*Label attachment* ***Related-Entity-Certification***)

**Section C: Institutional Standing with Quality Assurance Agencies**

Complete the following table.

|  |  |  |
| --- | --- | --- |
| Institutional Standing Question | Accrediting Agency Status | If YES, please indicate:  • Name of the agency  • Due date of the next report  • Attach a copy of the most recent related action letter |
| Is the institution currently in non-compliance status (e.g., warning, probation, show-cause or subject to any adverse action with the Commission)? | NO  YES |  |
| Has any other accrediting agency asked for follow-up reporting from the institution, including any of its branch campuses, additional locations, or other sites within the last two full academic years, including current year? | NO  YES |  |
| Is the institution being monitored or reviewed by any federal agency, including the United States Department of Education, or any state agency for any reason (including but not limited to title IV program responsibilities, heightened cash monitoring), including any of its branch campuses, additional locations or other sites within the last two full academic years, including current year? | NO  YES |  |

**Section D: Required Approvals for the Substantive Change**

List and **provide written documentation** of all required internal and external approvals required for the proposed substantive change.  The institution must provide written documentation from the entity or agency to demonstrate if no approval is required (e.g., correspondence, regulation, statute). The institution must provide written documentation of all required approvals to the Commission as soon as they are received.  (***Label attachments Board-Approval, State-Agency-Approval, Federal Agency-Approval, etc****.)*

|  |  |  |  |
| --- | --- | --- | --- |
| Type of Approvals | Name of Agency | Obtained? | Date Received/  Date Expected  *If not required, provide documentation* |
| Institutional  (*administration, faculty, committees, governing body*) |  | \*NO    YES |  |
| System |  | NO   YES  N/A |  |
| State |  | NO    YES |  |
| Federal  *(including USDE and any title IV implications)* |  | NO    YES |  |
| International |  | NO  YES   N/A |  |
| Other Legal, Contractual, or Other Required |  | NO    YES  N/A |  |

*\* The institution must provide, at a minimum, written documentation of all required institutional approvals with the submission of this form.*

* 1. Describe any impact of the complex substantive change on the institution’s degree granting authority or licensure and describe any state or other government agency requirements for this transaction. Attach sufficient documentation (i.e. agency requirements, correspondence, interim or final approvals).

Click or tap here to enter text.

* 1. Describe any state or other government agency requirements for this transaction. Attach documentation.

Click or tap here to enter text.

* 1. **Title IV certification.** If the institution participates in Title IV student financial aid programs, please answer the following questions:
     1. Describe any correspondence or communication with the USDE/FSA regarding this transaction and the impact of it on the member institution’s continued participation in Title IV.

*When an institution anticipates a change in ownership or acquisition of an additional location, it should notify its United States Department of Education (USDE) Financial Student Aid (FSA) School Participation Division as early as possible to ensure that it remains in compliance with the requirements of 34 CFR 600.20(g) and (h).*

* + 1. Describe any anticipated impact of the complex substantive change on the institution’s participation in Title IV HEA programs.
    2. If the USDE has indicated that there is no impact on Title IV funding (student financial aid programs), please provide documentation or verification that the institution has discussed the transaction and verified with USDE/FSA that there is no anticipated impact on the member institution’s continued participation.

Click or tap here to enter text.

* + 1. If the institution will apply for an Abbreviated Pre-Acquisition Review (APAR) with the United States Department of Education (USDE), describe the steps taken so far and provide an estimated timeline for that process.

*A pre-acquisition review by USDE/FSA is an optional review process available to an institution that is considering a change in ownership (CIO). A CIO transaction can be completed without a pre-acquisition review.*

* + 1. Attach all available documentation related to the pre-acquisition review (i.e. Application for Pre-Application Review,, correspondence with FSA or USDE, approvals).

Click or tap here to enter text.

* + 1. Describe the institution’s plans to ensure continuity of Title IV and minimal disruption to students, if applicable.

Click or tap here to enter text.

* + 1. Attach the institution’s most recent Program Participation Agreement (PPA) for all campuses.
    2. Attach the institution’s most recent Eligibility and Certification Approval Report (ECAR).

**Section E: Required Disclosures Statement**

|  |  |  |
| --- | --- | --- |
|  | Yes | No |
| Regarding the proposed change in legal status, form of control, or ownership, has any current or proposed new owner(s), manager(s), or related entit(ies) been directly or indirectly employed or affiliated with any institution which has lost or been denied accreditation by any accrediting agency during that individual’s period of employment or affiliation?  If the answer is YES, please attach a statement which details the facts and circumstances surrounding that institution’s loss or denial of accreditation, including documentation. |  |  |
| Regarding the change in legal status, form of control, or ownership, has any current or proposed new owner(s), manager(s), or related entit(ies) been directly or indirectly employed or affiliated with any institution that has entered bankruptcy and /or receivership?  If the answer is YES, please attach a statement which details the facts and circumstances surrounding that institution’s bankruptcy, receivership, or both as applicable. |  |  |
| Regarding the change in legal status, form of control, or ownership, has any current or proposed new owner(s), manager(s), or related entit(ies) served in a similar capacity in any other institution where it closed without required approvals?  If the answer is YES, please attach a statement which gives full disclosure of the person(s) and the institution(s) involved and a description of approvals that were required and how the institution closed, including a description of the teach-out plan and/or any teach-out agreements that were developed and/or implemented. |  |  |
| Regarding the change in legal status, form of control, or ownership, has any current or proposed new owner(s), manager(s), or related entit(ies) associated with this substantive change been directly or indirectly employed or affiliated with any institution that has lost or been denied eligibility to participate in Federal Student Financial Aid (Title IV) programs?  If the answer is YES, please attach a statement which details the facts and circumstances surrounding the loss or denial of Title IV eligibility. |  |  |
| Is any action or investigation pending (e.g. court action, audit, inquiry, review, administrative action), or has action been taken, by any court or administrative body (e.g. federal or state court, grand jury, special investigator, U.S. Department of Education, or any state or federal regulatory or law enforcement agency) regarding any proposed new owner(s), manager(s), or related entit(ies) associated with this substantive change?  If the answer is YES, please attach a statement which gives full disclosure of the person(s) and the matters involved. Include a statement of the facts and circumstances surrounding the action identifying the owner or manager and the institution involved. If the matter is not yet final, please describe the procedural status of the matter (i.e., still under investigation, preliminary decision under appeal, etc.) and the position taken by the proposed new owner or manager involved. If the matter is final, provide a copy of the final action documentation. |  |  |
| Has any current or proposed new owner(s), manager(s), or related entit(ies) with the change in legal status, form of control, or ownership served in a similar capacity in any other institution where either that individual or the institution has been charged or indicted in a civil or criminal forum or proceeding alleging fraud, misappropriation, or any criminal act?  If the answer is YES, please attach a statement which gives full disclosure of the person(s) and the matters involved. Include a statement of the facts and circumstances surrounding the action identifying the owner or manager and the institution which is involved. If the matter is not yet final, please describe the procedural status of the matter (i.e., still under investigation, preliminary decision under appeal, etc.) and the position taken by the proposed new owner or manager involved. If the matter is final, provide a copy of the final action documentation. |  |  |
| By signing and submitting this Disclosures Statement, the individuals below certify that:  The information provided is accurate at the time of submission.  Supporting statements and documents have been provided as attachments and are appropriately labeled.  The institution understands that it must notify the Commission of subsequent, significant developments that could affect the institution’s request.  The institution understands that it must abide by the relevant policies and procedures set forth by the Commission.  The institution understands that the Commission may reject the complex substantive change request.  The institution understands that the Commission may request additional information and/or communicate with other state or accreditors regarding the change.  The Disclosures Statement must be submitted and signed by the identified representatives Please complete the following information and sign this form by typing your name or inserting an electronic signature in the space provided: | | |

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| --- | --- | --- | --- |
| CHIEF EXECUTIVE OFFICER/PRESIDENT OF INSTITUTION: | | | |
| Name: |  | Title: |  |
| Signature: |  | Date: |  |

|  |  |  |  |
| --- | --- | --- | --- |
| BOARD CHAIRPERSON OF INSTITUTIONFFICER/PRESIDENT OF INSTITUTION: | | | |
| Name: |  | Title: |  |
| Signature: |  | Date: |  |

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| CHIEF EXECUTIVE OFFICER/PRESIDENT OF RELATED ENTIT(IES) (IF APPLICABLE): | | | |
| Name: |  | Title: |  |
| Signature: |  | Date: |  |

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| --- | --- | --- | --- |
| CHIEF EXECUTIVE OFFICER OR BOARD CHAIRPERSON (PROPOSED NEW OWNERSHIP IF APPLICABLE) | | | |
| Name: |  | Title: |  |
| Signature: |  | Date: |  |

Version: 2023-07-01