



UC SAN DIEGO FOUNDATION RESOLUTION TO CHARGE COMMITTEES

Resolved to establish and charge Committees as follows:

The Chair of each Committee will be appointed by the Chair of the Board annually except as noted below. With the exception of the Executive and Audit Committees, the membership of each Committee will be appointed annually by the Chair of the Board in consultation with the relevant Chair of each Committee and with the provisions of this resolution. The Chair of the Board may appoint one or more Trustees as alternate members of any Committee, who may replace any absent member at any meeting, except with respect to the Executive and Audit Committees. The membership of the Executive Committee is specifically defined in Item 1. below. The membership of the Audit Committee, including the Committee Chair, must be appointed by the Board of Trustees annually, as provided in Item 2. below.

Except as provided in the Audit Committee Charter, the Chair, President, and Executive Vice President shall be Ex Officio members of all Committees of the Board and may at their discretion attend any or all meetings as voting members. Neither the President nor the Executive Vice President may be a member of the Audit Committee or may vote thereon.

STANDING COMMITTEES:

In general, standing Committees will meet quarterly, but additional or fewer meetings may take place as determined necessary by the Chair of each Committee. With the exception of the Executive Committee, all Committees may include non-Trustees with appropriate expertise related to the work of the Committee if so desired by the Chair of the Board and the Chair of each Committee. Trustees must constitute the majority of the members of all Committees.

1. Executive Committee

The Executive Committee, except when the Board is in session, and except as its powers may be otherwise limited by the Board, shall have and may exercise the powers of the Board in the management of the business and affairs of the Foundation and may authorize the seal of the Foundation to be affixed to all papers which may require it. The Executive Committee shall also have the power of general supervision, management, and control of the business of the Foundation and over its several Officers. Any action which under the provisions of the Law may be taken at a meeting of the Executive Committee, may be taken without a meeting if authorized by a writing signed by all members of the Executive Committee who would be entitled to vote at a meeting for such purpose and filed with the Secretary of the Foundation. In addition to these specific powers of the Executive Committee, the Executive Committee determines the strategic direction and agendas for the Board, the desired size of the Board from time-to-time, and consults with the President and the Executive Vice President on all matters as needed. The Executive Committee is chaired by the Chair of the Board. The membership shall consist of the Chair, Immediate Past Chair, Chair-Elect (when in place), Vice Chair (when in place), Treasurer, and the Chairs of each standing committee. At the

discretion of the Chair and President, a designated leader of a campaign cabinet or similar group may be appointed to the Executive Committee, as long as the individual is also a Trustee.

2. Audit Committee

For any fiscal year in which the Foundation receives or accrues revenues of \$2 million or more, the Board of Trustees shall establish an Audit Committee in accordance with the provisions of California Government Code Section 12586(e). The composition and duties of the Audit Committee shall be as set forth in the Audit Committee Charter adopted by the Board. The Audit Committee shall recommend an independent audit firm to conduct the annual financial audit, oversee the audit and its results, and recommend special audits and procedures for the approval of the Board. The membership and specific responsibilities of the Audit Committee are more fully defined in the Audit Committee Charter, developed in response to legislation, codes, and statutes in the State of California.

3. Development Committee

The Development Committee serves as an advisor to campus leadership on the strategic direction of UC San Diego's program for private support to enhance the teaching, research, patient care, and student life missions of the University. The Development Committee will be inactive during periods of campaigns and replaced by a campaign committee or similarly named group, which may be broader in inclusion than the Foundation Trustees. When active, the Development Committee shall consist of at least three (3) Trustees in addition to the Ex Officio Committee members, and such other non-Trustee members as the Chairs of the Board and the Committee deem appropriate. Non-Trustees shall be selected based on their expertise in fundraising, their knowledge of the San Diego community, or their willingness to contribute or solicit funds for UC San Diego.

4. Investment/Finance Committee

The Investment/Finance Committee shall be responsible for overseeing all significant financial matters affecting the Foundation, including but not limited to investments, and other matters of financial import as they occur from time-to-time.

Specifically, the Investment/Finance Committee shall:

- recommend Investment Policy for approval by the Board;
- recommend the use and hiring of investment consultant(s);
- supervise the investment of the Foundation's funds in accordance with the currently approved policy;
- meet at least quarterly to implement all pertinent Board investment policies, supervise investment managers, and review investment portfolio performance;
- review and advise Foundation staff on matters of financial significance or consequence as they occur from time-to-time, e.g., matters pertaining to credit, insurance, asset acquisition or disposition, write-off, etc.

The Committee shall consist of not less than five (5) Trustees in addition to the Ex Officio members. Additionally, one member of the UC San Diego faculty, and such other non-Trustees with expertise in the field of investments, economics, or a similar field, may be named to the Committee as the Chairs of the Board and the Committee deem appropriate. It shall be the Committee's practice to invite the Foundation Treasurer to all meetings.

5. Trustee Recruitment and Engagement Committee

The Trustee Recruitment and Engagement Committee performs the mission critical role of ensuring that Trustees are adequately involved and engaged with the UC San Diego Foundation Board and the campus

at large. The Committee also reviews the composition, demographics, and diversity of the Board and determines the qualifications and qualities of future Trustees. The Committee shall work to ensure a tactical and strategic approach is taken to identify and cultivate relationships with potential candidates for Trustee, with a view toward future Board leadership, committee membership, campus engagement, fundraising and giving capability, and advocacy for the campus. The Chair of the Trustee Recruitment and Engagement Committee will be appointed by the Chair of the Board. To ensure that this charge is fulfilled, Committee members should have a broad range of community involvement, be able to take an active role in developing relationships with these individuals, and when appropriate, extend invitations to serve. The Committee shall prepare and submit to the members of the Board in advance of any election a written slate of Trustee candidates and proposed officers of the Board. Committee members shall consist of at least five (5) current or former Trustees, the majority of whom shall be current Trustees, in addition to the Ex Officio members.

6. Donor Relations and Stewardship Committee

The Donor Relations and Stewardship Committee shall serve to assist in building and enhancing relationships with donors and prospective donors, and ensuring that stewardship practices and activities for donors at all levels are exemplary. The Committee will advocate for donors and look for assurance that they are receiving adequate communications from the University concerning their gifts and the ultimate use of their gifts. Activities of the Committee will include assisting the campus with donor relationship building, and the Donor Relations and Donor Stewardship Offices in carrying out best practices. The Committee will review and monitor a variety of stewardship activities, including acknowledgements, recognition standards, annual and ad hoc donor reporting, fund monitoring, and UC policy matters pertaining to stewardship. The Committee has the option to report items of concern directly to the President. The Committee may also assist with other issues or projects as they arise from time-to-time in the stewardship/donor relations realm. The Committee shall consist of a minimum of five (5) Trustees in addition to the Ex-Officio members and may include non-Trustees if so desired by the Chairs of the Board and the Committee.

7. Student Foundation

The Student Foundation Committee shall be responsible for providing oversight and assistance to the Student Foundation. The purpose of the Student Foundation Committee is to ensure the setting and achieving of goals and to provide the necessary personal attention and mentoring to the student Trustees. The Student Foundation Committee shall consist of at least three (3) Trustees (two of whom should be alumni) in addition to the Ex Officio members. Additionally, other faculty and non-Trustees may be named to the Committee based on their dedication and support of UC San Diego and its missions or their professional expertise in student foundations as the Chairs of the Board and the Committee deem appropriate.

SPECIAL COMMITTEES:

The membership of each Special Committee will be appointed by the Chair of the Board, in accordance with the provisions of this resolution, as may become necessary when relevant issues arise from time to time. Special Committees will address the matter at hand, then disband until appointments are made for a new matter. The two Special Committees as noted below have been appointed as needed in the past and are likely to be needed in the future. However, the Chair of the Board may create and appoint a Special Committee regarding any topic as it becomes necessary.

1. Art Review Committee

As appointed from time to time, the Art Review Committee shall recommend policy and advise the campus and the Foundation on the acceptance of certain gifts-in-kind of art and *objets d'art* (excluding additions to the Stuart Collection) as they occur. The Committee shall consist of at least three (3) Trustees. Non-Trustees with expertise, knowledge, and achievements in the fine arts may be appointed to the Committee as may be appropriate, so long as the number of non-Trustees does not constitute a majority of members present.

2. Planned Gifts Committee

As appointed from time to time, the Planned Gifts Committee shall be responsible for reviewing and approving certain planned gifts for acceptance by appropriate Board officers as they occur, and shall review and recommend related policies for consideration by the Board of Trustees. The Committee shall consist of members from the Investment/Finance Committee and such other Trustees as the Chair of the Board deems appropriate to review the particular type of planned gift in question. There must be a minimum of two (2) Trustees from the Investment/Finance Committee and two (2) other Trustees, for a total of four (4) Trustees to constitute a quorum. The Committee shall report actions to the Board.

TRUSTEE APPOINTMENTS TO OTHER CAMPUS COMMITTEES:

Trustees of the Foundation will be appointed to a variety of campus committees as nominated by the President and other executive campus leadership from time to time. The Executive Committee will approve Trustee appointments to these committees and ensure that reports are made to the Board. (Examples of campus committees under consideration include campaign leadership, campus business, and commercialization assessment.)