

Resolution to Establish Approved by Board of Trustees September 6, 1996
Resolution to Charge Approved by Board of Trustees September 12, 1997
Revised Resolution to Charge Approved by Board of Trustees September 24, 1999
Resolution to Charge Approved by Board of Trustees September 19, 2003
Resolution to Charge Approved by Board of Trustees December 3, 2004
Resolution to Charge Approved by Board of Trustees September 30, 2005
Resolution to Charge updated by Bylaw Amendments. Approved by the Board of Trustees, September 25, 2009

**UC SAN DIEGO FOUNDATION  
RESOLUTION TO CHARGE COMMITTEES**

Resolved to establish and charge Committees as follows:

**STANDING COMMITTEES:**

The Chair of each standing Committee will be appointed by the Foundation Chair annually, and with the exception of the Audit Committee, the membership of each standing Committee will be appointed annually by the Foundation Chair in consultation with the *relevant* Committee’s Chair and with the provisions of this resolution. The membership of the Audit Committee, including the Chair, must be appointed by the Board of Trustees.

**1. Audit Committee**

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 spelled out in the Audit Committee Charter, developed in response to recommendations for higher education pertaining to the Sarbanes-Oxley Act of 2002 and related legislation, codes, and statutes.

**2. Development Committee**

The Development Committee shall assist UCSD’s private support fund-raising and development programs. The Committee shall include at least three (3) Trustees in addition to the Ex Officio Committee members, and such other non-Trustee members as the Chairs of the Foundation and the Committee shall deem appropriate. Non-Trustees shall be selected based on their expertise in fund-raising, their knowledge of the San Diego community, or their willingness to contribute or solicit funds for UCSD.

**3. Executive Committee**

The Executive Committee does not need to be established by this resolution as it continues to be established by the amended bylaws.

**4. Investment/Finance Committee**

The Investment Committee shall be responsible for significant financial matters affecting the Foundation, including but not limited to investments, budget, 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;
- 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 monitor the annual operating budget for the Foundation as approved and provided by the Vice Chancellor, External & Business Affairs; and
- 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 be comprised of not less than five (5) Trustees in addition to the Ex Officio members. Additionally, one member of the UCSD 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 Foundation and the Committee deem appropriate. It shall be the Committee's practice to invite the Foundation Treasurer and Audit Committee Chair to all meetings.

**5. Nominating Committee**

The Nominating Committee shall assist in identifying and helping the University to cultivate relationships with potential candidates for Trustees. 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 Foundation. Committee members shall consist of at least three (3) Elected Trustees in addition to the Ex Officio members.

**6. Donor Stewardship**

The Donor Stewardship Committee shall serve to advocate for donors and to look for assurance that they are receiving adequate communications from the University concerning their gifts and the ultimate use of their gifts. Toward this end, the Committee may review and monitor on a test basis such things as gift fund expenditures, gift acknowledgements,

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fund reports, etc. While the Committee's focus will be on endowed gift funds, current use gifts made to either the UC San Diego Foundation, or gifts made directly to UCSD may be included in the Committee's review as needed. The Committee has the option to report items of concern directly to the Chancellor. 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 will consist of a minimum of three (3) Trustees in addition to the Ex-Officio members-and will meet on a quarterly basis.

**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 be comprised of at least five (5) Elected Trustees (three of which 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 UCSD and its missions or their professional expertise in student foundations as the Chair of the Foundation and the Committee Chair deems appropriate.

**AD HOC COMMITTEES:**

The Chair and membership of each ad hoc Committee will be appointed by the Foundation Chair, in accordance with the provisions of this resolution, as may become necessary when relevant issues arise.

**1. Art Review Committee**

The Art **Review** Committee shall recommend policy and advise the **campus and** the Foundation on the acceptance of gifts-in-kind of *art and objets d'art (excluding additions to the Stuart Collection)*. The Committee shall be comprised 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**

The Planned Gifts Committee shall be responsible for reviewing and approving planned gifts for acceptance by appropriate Foundation officers, and shall review and recommend related policies for consideration by the Board of Trustees. The Committee shall be comprised of members from the Development and Investment Committees. Additionally, the Chair and the Vice Chair of UCSD's Planned Giving Executives Committee, and such other non-Trustees as the Chairs of the Foundation and the Committee deem appropriate, may also be named to the Committee so long as they do not constitute the majority of members present at

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any meeting. To constitute a quorum, a majority of those present must be Trustees and there must be a minimum of two representatives of the Investment Committee and one representative of the Development Committee. The Committee shall report actions to the Development and Investment Committees and to the Board.