

UNM FOUNDATION INC.
AUDIT COMMITTEE CHARTER

A. Purposes

1. This charter implements Section 8.8 of the Bylaws of the UNM Foundation, UNM Foundation Policy 1.8 Operations of the Board of Trustees Committees, and UNM Foundation Policy 1.8 Code of Conduct.
2. This Charter identifies the role, decision making authority and matters that must be referred to the Board of Trustees.

B. Committee Membership

The Audit Committee shall consist of at least five (5) voting Trustees, preferably one (1) or more of whom has financial, accounting and/or audit experience. No person who receives a salary, fee or other form of compensation from the University or the Foundation shall be a voting member of the Audit Committee.

The Chair of the Committee shall be appointed by the Board Chair from among the Committee Members. The Committee Chair will convene and chair meetings of the Committee.

The Committee Chair, in consultation with the President of the Foundation, sets agendas for meetings and determines the Committee's information needs. In the absence of the Committee Chair at a duly convened meeting, the Committee shall select a temporary substitute from among its members.

The Foundation Chief Financial Officer will usually serve as staff liaison to the Committee, will participate in each meeting of the Committee and will assist the Committee in gathering information, managing any follow-up actions, and in other ways assisting the Committee to fulfill its purpose.

C. Committee Meetings

The Audit Committee shall meet at least twice annually, but more often if desired or necessary, in order to discharge its responsibilities.

The Committee shall establish its own schedule of meetings. Meetings of the Committee may be held by telephone.

A majority of the members of the Committee attending in person and through teleconferencing shall constitute a quorum for the purpose of transacting business.

The Committee may take action by means of electronic ballot through the online portal, by email, or other similar means if all eligible Committee members vote on the action and a majority of those voting approves the action, or the vote is ratified at a subsequent duly called Committee meeting.

Other members of the Foundation staff, University staff and/or special guests will attend meetings at the invitation of the Chair or the President to provide information, expertise or to recommend action to the Committee.

Board members are encouraged to observe Committee meetings, other than their own, as their schedules permit, to facilitate enhanced interaction between Committees and to broaden their understanding of the Foundation as a whole.

D. Authority

In discharging its role, the Audit Committee is empowered to inquire into any matter it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Foundation. With the approval of the Chair, the Committee has the power to retain outside advisors to assist it in carrying out its activities.

E. Key Responsibilities

The following responsibilities are set forth as a guide for fulfilling the Committee's purposes, with the understanding that the Committee's activities may diverge as appropriate given the circumstances. The Committee is authorized to carry out these activities and other actions reasonably related to the Committee's purposes or assigned by the Board from time to time.

- a. Select independent accountants to perform the annual audit;
- b. Review the general scope, fees and procedures for the audit;
- c. Review and approve any proposed involvement of the audit firm in activities other than the annual audit and ensure that such work is consistent with Board Policy 1.8 Code of Conduct;
- d. Ensure a direct line of communications with the Foundation's auditor;
- e. Provide oversight of management's performance with respect to required and recommended financial responsibilities and disclosure;
- f. Consider and review with management and the auditors the adequacy of the Foundation's risk management methodology and internal controls, including computerized information system controls and security;
- g. Review and address the management letter and auditor's comments;
- h. Review any serious difficulties or disputes with management encountered during the course of the audits;
- i. Review other matters related to the conduct of the audits that are to be communicated to the Committee under generally accepted auditing standards;
- j. Review the results of the audit with the Board;
- k. Cause to be made an investigation into any matter brought to its attention within the scope of its duties, with the power to retain outside counsel for this purpose if, in its judgment, that is appropriate, and promptly report any such actions to the Executive Committee;
- l. Receive and consider information on each complaint brought under Board Policy 2.5 Whistleblower Policy;

- m. Review and approve Forms 990 and 990-T;
- n. Make recommendations to the Board based on the Committee's review activities;
- o. Conduct periodic self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter;
- p. Review and reassess the adequacy of this Charter periodically, and recommend to the Board amendments as the Committee deems appropriate;
- q. Report at each meeting of the Board on Committee actions and recommendations and any other matters the Committee deems appropriate; and
- r. Maintain minutes or other records of the Committee meetings and activities.

F. Approvals Required by the Foundation Board

Unless otherwise authorized by the UNM Foundation Board, the Audit Committee shall have no power to act on behalf of the Board, but shall present its recommendations to the Board for action.



Chair, UNM Foundation Board of Trustees

This Charter of the Audit Committee was approved by the UNM Foundation Board at a duly called meeting at which a quorum was present on 2/16/2018

UNM FOUNDATION, INC.
COMMUNICATION COMMITTEE CHARTER

A. Purposes

1. This charter implements Section 8.3 of the Bylaws of the UNM Foundation and UNM Foundation Policy 1.8 Operations of the Board of Trustees Committees.
2. This Charter identifies the role, decision making authority, and matters that must be referred to the Board of Trustees.

B. Committee Membership

The Committee shall consist of at least three (3) voting Trustees, to be appointed by the Board Chair. The Committee may also include up to two non-Trustee members who are appointed by the Board Chair. The Foundation Board Chair and the President of the Foundation are *ex officio* nonvoting members of this Committee.

The Chair of the Committee shall be appointed by the Board Chair from among the Committee Members. The Committee Chair will convene and chair meetings of the Committee. The Committee Chair, in consultation with the President of the Foundation and the Chair of the Board, set agendas for meetings and determine the Committee's information needs. In the absence of the Committee Chair at a duly convened meeting, the Committee shall select a temporary substitute from among its members.

A staff liaison from the Foundation will participate in each meeting of the committee to assist the committee in gathering information, managing any follow-up actions, and in other ways assisting the committee in fulfilling its purpose.

Committee Meetings

The Committee shall meet on a regularly-scheduled basis at least four times per year, or more frequently as circumstances dictate.

The Committee shall establish its own schedule. Meetings of the Committee may be held by telephone.

A majority of the members of the Committee attending in person and through teleconferencing shall constitute a quorum for the purpose of transacting business.

The Committee may take action by means of electronic ballot through the online portal, by email, or other similar means if all eligible Committee members vote on the action and a majority of those voting approves the action, or the vote is ratified at a subsequent duly called Committee meeting.

Other members of the Foundation or University staff may attend meetings at the invitation of the Chair or the President to provide information, expertise or to recommend action to the Committee.

Board members are encouraged to observe committee meetings, other than their own, as their schedules permit, to facilitate enhanced interaction between committees and to broaden their understanding of the organization as a whole.

C. Authority

In discharging its role, the Committee is empowered to inquire into any matter it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Foundation. With the approval of the Chair, the Committee has the power to retain outside advisors to assist it in carrying out its activities.

D. Key Responsibilities

The following responsibilities are set forth as a guide for fulfilling the Committee's purposes, with the understanding that the Committee's activities may diverge as appropriate given the circumstances. The Committee is authorized to carry out these activities and other actions reasonably related to the Committee's purposes or assigned by the Board from time to time:

- a. Review current and ongoing communications strategies to ensure that they tie back to the Foundation's overall charter, mission and fiscal responsibilities;
- b. Receive an overview of current Marketing Communication Department work in order to offer outside expertise;
- c. Review and suggest changes from time to time to the communication policies;
- d. Conduct periodic self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter;
- e. Review and reassess the adequacy of this Charter periodically, and recommend to the Board amendments as the Committee deems appropriate;
- f. Report at each meeting of the Board on Committee actions and recommendations and any other matters the Committee deems appropriate;
- g. Maintain minutes or other records of the Committee meetings and activities; and
- h. Form, and delegate any of its responsibilities to, a subcommittee so long as such subcommittee is solely comprised of one or more members of the Committee.
- i. Provide collaborative services with UNM and/or the Alumni Association as requested and needed.

E. Approvals Required by the Foundation Board

Unless otherwise authorized by the UNM Foundation Board, the Committee shall have no power to act on behalf of the Board, but shall present its recommendations to the Board for action.


Chair, UNM Foundation Board of Trustees

This Charter of the Communications Committee was approved by the UNM Foundation Board at a duly called meeting at which a quorum was present on 2/16/2018

UNM FOUNDATION INC.

COMPENSATION COMMITTEE CHARTER

A. Purpose

The Compensation Committee (hereinafter referred to as the "Committee") has been duly established by the Board of Trustees (hereinafter referred to as the "Board"), and has three primary purposes:

1. Analyze, approve and document in advance the compensation arrangement including salary ranges for each of those Foundation employees who are considered "disqualified persons" to assure each such employee's compensation arrangement does not constitute an "excess benefit transaction" as those terms are defined under Section 4958 of the Internal Revenue Code and related regulations;
2. Approve the Incentive Compensation Program Plan and the Annual Incentive Compensation Awards, if any; and
3. When requested by the Executive Committee, provide recommendations regarding the CEO's compensation.

B. Committee Membership

The Committee shall be comprised of all members of the Executive Committee and any other members appointed by the Board Chair.

The Board Chair shall appoint the Committee Chair.

C. Committee Meetings

The Committee Chair or a majority of the Committee members may call a meeting of the Committee.

The Committee Chair, in consultation with the Foundation President and/or Board Chair, sets agendas for meetings and determines the Committee's information needs. In the absence of the Committee Chair at a duly convened meeting, the Committee shall select a temporary substitute from among its members.

Meetings of the Committee may be held by telephone.

A majority of the members of the Committee attending in person and through teleconferencing shall constitute a quorum for the purpose of transacting business.

The Committee may take action by means of electronic ballot through the online portal, by email, or other similar means if all eligible Committee members vote on the action and a majority of those voting approves the action, or the vote is ratified at a subsequent duly called Committee meeting.

Any individual whose performance or compensation is to be discussed at a Committee meeting shall not attend such meeting unless specifically invited by the Committee for the purpose of providing information to the Committee; and in such cases, the individual shall not participate in any debate or vote regarding his/her performance or compensation.

In connection with its task of approving the compensation arrangement for “disqualified individuals,” members of the Committee must take special care to assure that they have no conflict of interest with respect to the compensation arrangement at issue. Thus, in accordance with the regulations implementing Internal Revenue Code Section 4958, a Committee member may only participate in the approval of salary ranges if the member:

1. Is not a disqualified person participating in or economically benefitting from the compensation arrangement, and is not a member of the family of any such disqualified person;
2. Is not in an employment relationship subject to the direction or control of any disqualified person participating in or economically benefitting from the compensation arrangement;
3. Does not receive compensation or other payments subject to approval by any disqualified person participating in or economically benefitting from the compensation arrangement;
4. Has no material financial interest affected by the compensation arrangement; and
5. Does not approve a transaction providing economic benefits to any disqualified person participating in the compensation arrangement, who in turn has approved or will approve a transaction providing economic benefits to the member.

A staff liaison from the Foundation will participate in each meeting of the Committee, take minutes and assist the Committee in gathering information, managing any follow-up actions, and in other ways assisting the Committee in fulfilling its purpose. Other members of the Foundation staff will attend meetings at the invitation of the Committee Chair or the Board Chair to provide information, expertise, or to recommend action to the Committee.

Board members are encouraged to observe Committee meetings to facilitate enhanced interaction between committees and to broaden their understanding of the organization as a whole.

D. Authority

The Committee shall have appropriate resources and authority to discharge its responsibilities, including, for example, appropriate funding, in such amounts as the

Board deems necessary, to compensate any consultants or any other advisors retained by the Committee. Any consultants retained shall be independent and have appropriate expertise regarding compensation arrangements for nonprofit tax-exempt organizations.

E. Key Responsibilities

The following responsibilities are set forth as a guide for fulfilling the Committee's purposes, with the understanding that the Committee's activities may diverge as appropriate given the circumstances. The Committee is authorized to carry out these activities and other actions reasonably related to the Committee's purposes or assigned by the Board or Executive Committee from time to time:

1. Adopt, upon the recommendation of the Foundation President, an overall philosophy for the Foundation's compensation programs applicable to Foundation staff and to make periodic amendments thereto;
2. Analyze, approve and document in advance the compensation arrangement for each of those Foundation employees who are considered "disqualified persons" to assure each such employee's compensation arrangement does not constitute an "excess benefit transaction" as those terms are defined under Section 4958 of the Internal Revenue Code and related regulations; on at least an annual basis and whenever there is a proposed significant change to the compensation arrangement of a "disqualified person," the Committee shall analyze, approve and document its approval of the compensation arrangement for each "disqualified person" considering all compensation to be received by such person; to assist in its analysis of compensation arrangements for "disqualified persons," at least every five (5) years, the Committee shall conduct or cause to be conducted a survey of compensation levels paid by similarly situated organizations, to determine whether the Foundation's salary ranges for "disqualified individuals" are entirely reasonable;
3. Approve the Incentive Compensation Program Plan and the Annual Incentive Compensation Awards, if any;
4. When requested by the Executive Committee, provide recommendations regarding the CEO's compensation;
5. Report to the Executive Committee or the Board in such manner and at such times as the Committee, the Executive Committee or Board deem appropriate; and
6. Perform any other duties or responsibilities delegated to the Committee by the Executive Committee or the Board.


Chair, UNMF Board of Trustees

This Charter of the Compensation Committee was approved by the UNM Foundation Board of Trustees at a duly called meeting at which a quorum was present on 10 day of Feb, 2018.

UNM FOUNDATION INC.
FINANCE COMMITTEE CHARTER

A. Purposes

1. This charter implements Section 8.3 of the Bylaws of the UNM Foundation and UNM Foundation Policy 1.8 Operations of the Board of Trustees Committees.
2. This Charter identifies the Finance Committee's role and decision making authority and matters that must be referred to the Board of Trustees.

B. Committee Membership

The Finance Committee shall consist of at least five voting Trustees appointed by the Board Chair.

The Chair of the Committee shall be appointed by the Board Chair from among the Committee Members. The Committee Chair will convene and chair meetings of the Committee.

The Committee Chair, in consultation with the President of the Foundation, sets agendas for meetings and determines the Committee's information needs. In the absence of the Committee Chair at a duly convened meeting, the Committee shall select a temporary substitute from among its members.

The Foundation Chief Financial Officer will usually serve as staff liaison to the Committee, will participate in each meeting of the Committee and will assist the Committee in gathering information, managing any follow-up actions, and in other ways assisting the Committee to fulfill its purpose.

C. Committee Meetings

The Finance Committee shall meet quarterly, but more often if desired or necessary, in order to discharge its responsibilities.

The Committee shall establish its own schedule. Meetings of the Committee may be held by telephone.

A majority of the members of the Committee attending in person and through teleconferencing shall constitute a quorum for the purpose of transacting business.

The Committee may take action by means of electronic ballot through the online portal, by email, or other similar means if all eligible Committee members vote on the action and a majority of those voting approves the action, or the vote is ratified at a subsequent duly called Committee meeting.

A staff liaison from the Foundation will participate in each meeting of the committee and will assist the committee in gathering information, managing any follow-up actions, and in other ways assisting the committee in fulfilling its purpose. Other members of the Foundation staff will attend meetings at the invitation of the Chair or the President to provide information, expertise or to recommend action to the Committee.

Board members are encouraged to observe committee meetings, other than their own, as their schedules permit, to facilitate enhanced interaction between committees and to broaden their understanding of the Foundation as a whole.

D. Authority

In discharging its role, the Finance Committee is empowered to inquire into any matter it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of

the Foundation. With the approval of the Chair, the Committee has the power to retain outside advisors to assist it in carrying out its activities.

E. Key Responsibilities

The following responsibilities are set forth as a guide for fulfilling the Committee's purposes, with the understanding that the Committee's activities may diverge as appropriate given the circumstances. The Committee is authorized to carry out these activities and other actions reasonably related to the Committee's purposes or assigned by the Board from time to time.

- a. Provide oversight of the UNM Foundation annual operating budget and other financial issues, including tax reports, disclosure of financial information and other external finance reports;
- b. Monitoring of the Foundation's actual expenditures compared to the approved budget;
- c. Make recommendations to the Board based on the Committee's review activities;
- d. Conduct periodic self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter;
- e. Review and reassess the adequacy of this Charter periodically, and recommend to the Board amendments as the Committee deems appropriate;
- f. Report at each meeting of the Board on Committee actions and recommendations and any other matters the Committee deems appropriate; and
- g. Maintain minutes or other records of the Committee meetings and activities.

F. Approvals Required by the Foundation Board

The Finance Committee will bring the following actions for consideration by the Board of Trustees:

- a. Recommend the annual operating budget to the Board of Trustees and any adjustments thereto;
- b. Unless otherwise authorized by the Board, the Finance Committee shall have no power to act on behalf of the Board, but shall present its recommendations to the Board for action.


Chair, UNM Foundation Board of Trustees

This Charter of the Finance Committee was approved by the UNM Foundation Board at a duly called meeting at which a quorum was present on 2/16/2018.

UNM FOUNDATION, INC.
GIFT ACCEPTANCE COMMITTEE CHARTER

A. Purpose

The Gift Acceptance Committee (hereinafter referred to as the "Committee") has been duly established by the Board of Trustees (hereinafter referred to as the "Board") for the primary purpose of determining whether to accept certain gifts on behalf of the Foundation and/or the University.

B. Committee Membership

The Committee shall be comprised of at least five (5) Trustees, including a Committee Chair, appointed by the Chair of the Foundation's Board of Trustees.

C. Committee Meetings

The Committee Chair or a majority of the Committee members may call a meeting of the Committee.

The Committee Chair, in consultation with the Foundation President and/or Board Chair, sets agendas for meetings and determines the Committee's information needs. In the absence of the Committee Chair at a duly convened meeting, the Committee shall select a temporary substitute from among its members.

Meetings of the Committee may be held by telephone.

A majority of the members of the Committee attending in person and through teleconferencing shall constitute a quorum for the purpose of transacting business.

The Committee may take action by means of electronic ballot through the online portal, by email, or other similar means if all eligible Committee members vote on the action and a majority of those voting approves the action, or the vote is ratified at a subsequent duly called Committee meeting.

A staff liaison from the Foundation will participate in each meeting of the Committee, take minutes and assist the Committee in gathering information, managing any follow-up actions, and in other ways assisting the Committee in fulfilling its purpose. Other members of the Foundation staff will attend meetings at the invitation of the Committee Chair or the Board Chair to provide information, expertise, or to recommend action to the Committee.

Board members are encouraged to observe Committee meetings to facilitate enhanced interaction between committees and to broaden their understanding of the organization as a whole.

D. Authority

The Committee shall have appropriate resources and authority to discharge its responsibilities, including, for example, appropriate funding, in such amounts as the Board deems necessary, to compensate any consultants or any other advisors retained by the Committee.

E. Key Responsibilities

The following responsibilities are set forth as a guide for fulfilling the Committee's purposes, with the understanding that the Committee's activities may diverge as appropriate given the circumstances. The Committee is authorized to carry out these activities and other actions reasonably related to the Committee's purposes or assigned by the Board or Executive Committee from time to time:

1. When requested, determine whether gift made to or for the benefit of the University – other than gifts in the form of cash, checks, electronic funds transfers, credit or debit card transactions, securities and planned gifts – may be accepted in accordance with the Foundation's and the University's applicable written gift acceptance policies;
2. Where title to a gift of tangible or intangible personal property or real estate is proposed to be given directly to the University, to refer such proposal to the appropriate University officials to determine whether the proposal is acceptable to the University and in accordance with University policy;
3. To review the proposed sale of tangible or intangible personal property or real estate and determine whether the price, and other terms, are acceptable; and
4. Perform any other duties or responsibilities delegated to the Committee by the Executive Committee or the Board.


Chair, UNMF Board of Trustees

This Charter of the Gift Acceptance Committee was approved by the UNM Foundation Board of Trustees at a duly called meeting at which a quorum was present on 16 day of 2, 2018.

UNM FOUNDATION INC.
GOVERNANCE COMMITTEE CHARTER

A. Purposes

1. This Charter implements Section 8.3 of the Bylaws of the UNM Foundation and UNM Foundation Policy 1.8 Operations of the Board of Trustees Committees.
2. This Charter identifies the role of the Governance Committee, its decision making authority and matters that must be referred to the Board of Trustees.

B. Committee Membership

The Governance Committee shall be comprised of at least five (5) voting Trustees to be appointed by the Board Chair. Any Trustee being considered by the Governance Committee for reappointment or for election as an Officer of the Foundation must recuse himself or herself from voting on his/her reappointment or election.

The Chair of the Committee shall be appointed by the Board Chair from among the Committee Members. The Committee Chair will convene and chair meetings of the Committee.

The Committee Chair, in consultation with the President of the Foundation, sets agendas for meetings and determines the Committee's information needs. In the absence of the Committee Chair at a duly convened meeting, the Committee shall select a temporary substitute from among its members.

C. Committee Meetings

The Governance Committee shall meet at least twice annually, but more often if desired or necessary, in order to discharge its responsibilities.

The Committee shall establish its own schedule.

Meetings of the Committee may be held by telephone.

A majority of the members of the Committee attending in person and through teleconferencing shall constitute a quorum for the purpose of transacting business.

The Committee may take action by means of electronic ballot through the online portal, by email, or other similar means if all eligible Committee members vote on the action and a majority of those voting approves the action, or the vote is ratified at a subsequent duly called Committee meeting.

A staff liaison from the Foundation will participate in each meeting of the Committee, take minutes and assist the Committee in gathering information, managing any follow-up actions, and in other ways assisting the committee in fulfilling its purpose.

Other members of the Foundation staff or University staff will attend meetings at the invitation of the Committee Chair or the President to provide information, expertise, or to recommend action to the Committee.

Board members are encouraged to observe committee meetings, other than their own, as their schedules permit, to facilitate enhanced interaction between committees and to broaden their understanding of the Foundation as a whole.

D. Authority

In discharging its role, the Governance Committee is empowered to inquire into any matter it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Foundation. With the approval of the Chair, the Committee has the power to retain outside advisors to assist in carrying out its activities.

E. Key Responsibilities

The following responsibilities are set forth as a guide for fulfilling the Committee's purposes, with the understanding that the Committee's activities may diverge as appropriate given the circumstances. The Committee is authorized to carry out these activities and other actions reasonably related to the Committee's purposes or assigned by the Board from time to time.

- a. Oversee periodic self evaluation of Trustees;
- b. Recommend to the President and CEO training for trustees;
- c. Periodically review and recommend changes to core governance documents;
- d. Make recommendations to the Board based on the Committee's review activities;
- e. Conduct periodic self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter;
- f. Review and reassess the adequacy of this Charter periodically, and recommend to the Board amendments as the Committee deems appropriate;
- g. Report at each meeting of the Board on Committee actions and recommendations and any other matters the Committee deems appropriate;
- h. Maintain minutes or other records of the Committee meetings and activities; and
- i. Presenting candidates to the Board for elected voting Trustees; Officers of the Foundation; and Honorary/Emeritus/other non-voting Trustees.


Chair, UNM Foundation Board of Trustees

This Charter of the Governance Committee was approved by the UNM Foundation Board at a duly called meeting at which a quorum was present on 2/16/2018.

UNM FOUNDATION INC. INVESTMENT COMMITTEE CHARTER

A. Purpose of Charter

This charter implements Section 8.3 of the Bylaws of the UNM Foundation and UNM Foundation Policy 1.8 Operations of the Board of Trustees Committees.

This Charter identifies the Investment Committee's role and decision making authority and matters that must be referred to the Board of Trustees.

B. Committee Membership

The Investment Committee shall be comprised of the following members: The President of the University or designee; the Chief Financial Officer of the University or designee; at least seven (7) voting Trustees to be appointed by the Board Chair; and up to five (5) at-large members to be appointed by the Board Chair.

The Committee Chair of the Committee shall be appointed by the Board Chair from among the voting Trustee Committee Members.

The Committee Chair will convene and chair meetings of the Committee. The Committee Chair, in consultation with the President of the Foundation, will set agendas for meetings and determine the Committee's information needs.

C. Committee Meetings

The Committee will hold meetings at least quarterly, and may be convened at the request of the President of the Foundation, the Committee Chair, or any three (3) members of the Committee.

Meetings of the Committee may be held by telephone.

A majority of the members of the Committee attending in person and through teleconferencing shall constitute a quorum for the purpose of transacting business.

The Committee may take action by means of electronic ballot through the online portal, by email, or other similar means if all eligible Committee members vote on the action and a majority of those voting approves the action, or the vote is ratified at a subsequent duly called Committee meeting.

D. Authority

The University of New Mexico Board of Regents has designated the University of New Mexico Foundation Investment Committee to act as the official Advisory Committee to oversee and manage the investment of both the University of New Mexico and the University of New Mexico Foundation's endowment assets known as the Consolidated Investment Fund (CIF).

E. Fiduciary Responsibilities

Investment Committee members, as any governing board members, have the fiduciary duties of "Care, Loyalty and Obedience":

The duty of Care requires board members to carry out their responsibilities in good-faith and using a degree of diligence, care and skill which ordinarily prudent persons would reasonably exercise under similar circumstances in like positions.

The duty of Loyalty requires board members to act in a manner that is reasonably believed to be in the interests of the organization they serve rather than their own interests or the interests of another person or organization.

The duty of Obedience requires board members to ensure that the organization is operating in furtherance of its stated purposes and in compliance with the law.

In addition, Investment Committee members have specific fiduciary duties as defined by the Uniform Prudent Management of Institutional Funds Act (UPMIFA):

- Give primary consideration to the donors' general intent to make ongoing distributions from the endowment fund while at the same time preserving the purchasing power of the fund;
- Focus on maintaining the endowment fund permanently as opposed to the charitable purposes of the charity;
- Incur only reasonable costs to invest and manage charitable funds;
- Make decisions about assets held in the portfolio of investments as part of an overall investment strategy;
- Diversify investments unless due to special circumstances, the purpose of the charitable fund is better served without diversification; and
- Dispose of unsuitable assets.

F. Investment Responsibilities

Investment Committee members, as any governing board members, have the following investment responsibilities:

- Develop an investment policy to include an asset allocation model taking into consideration appropriate rates of return and risk for each asset class;
- Recommend an Investment Consultant and the contract;
- Select an Investment Custodian and approve the contract;
- Approve investment products for the CIF portfolio;
- Review the performance of the investments on a periodic basis;
- Recommend a Development Funding Allocation (DFA) as part of the Foundation's fee for service;
- Approve an annual spending distribution from the CIF; and
- Provide regular reports to the Board of Regents and the Board of Trustees

G. Approvals Required by the Board of Regents and the Board of Trustees

Both the Board of Regents and the Board of Trustees must approve the following:

- The Consolidated Investment Policy and any changes thereto;
- The Investment Consultant and its contract;
- The Development Funding Allocation (DFA) fee and any changes thereto.



Chair, UNM Foundation Board of Trustees

This Charter of the Investment Committee was approved by the UNM Foundation Board at a duly called meeting at which a quorum was present on 2/16/2018.