

UNIVERSITY OF MISSISSIPPI FOUNDATION
UNIVERSITY OF MISSISSIPPI
UNIVERSITY OF MISSISSIPPI MEDICAL CENTER

JOINT COMMITTEE ON INVESTMENTS CHARTER

June 5, 2020

I. PURPOSE

The University of Mississippi Foundation (“UMF”) Board of Directors (the “Board”) in coordination with the University of Mississippi (“UM”) and the University of Mississippi Medical Center (“UMMC”) has established a Joint Committee on Investments (the “Committee”) to ensure the proper management of endowment financial activities and funds held by UMF, UM and UMMC. The Committee’s mission is to oversee the endowment investments and report regularly to the Board regarding the status of those investments. The Committee shall also provide oversight of non-endowed funds held by UMF, as deemed appropriate by the Committee. The Committee is responsible for properly managing investment funds in the most beneficial manner consistent with its fiduciary duty including, but not limited to:

1. Defining and maintaining written investment objectives, policies and guidelines, using a Joint Investment Policy Statement and recommending an endowment spending rate approved by the Board;
2. Adopting procedures for the on-going management of invested assets;
3. Adopting criteria for selecting, monitoring and replacing investment managers, custodians, consultants and other outside service providers;
4. Monitoring compliance with stated objectives, guidelines and procedures; and
5. Conducting any other regular business as it deems necessary or as directed by the Board

II. STRUCTURE AND OPERATIONS

The Committee shall consist of not less than six (6) or more than twelve (12) voting members, and include representation from each of UMF, UM and UMMC, generally in proportion to each entity’s endowment investments managed by the Committee. The UMF representatives on the Committee shall be appointed, and may be removed with or without cause, in accordance with the UMF by-laws. The Committee may include up to (2) two members who are not active directors of the UMF Board (subject to compliance with the UMF by-laws). The UM and UMMC representatives on the Committee shall be appointed and may be removed by the Chancellor of UM. At least two (2) UMF voting members shall have significant investment management expertise. The members shall serve until such member’s successor is duly qualified and appointed or until such member’s earlier resignation or removal. The chair of the Committee shall be approved by the UMF Board and must have served on the Committee for at least two years prior

to his/her appointment. The UMF President, who is a voting member of the Committee, will provide staff support to the Committee and Investment Consultant.

III. MEETINGS

The Committee shall meet as often as it determines, but no less than three (3) times per year. Meetings of the Committee may be called at the direction of the Committee chair or at the request of the chair of the Board. Meetings and voting may be conducted in person, telephonically or electronically. A majority of the voting members of the Committee shall constitute a quorum. A vote of a majority of the voting members at a meeting in which a quorum is present shall constitute an action by the Committee.

IV. DUTIES

Introduction

The Committee has fiduciary responsibility for directing and monitoring investment of the endowment assets, but is authorized to retain and solicit the recommendations of qualified professionals including the (a) Independent Investment Consultant, (b) Investment Managers and (c) Investment Custodians. The Committee shall also provide oversight of UMF's investments of non-endowed assets which, while much less significant than the endowment, also warrant monitoring of investment risk and performance. The Committee's major responsibilities involve developing policy and providing advice, administration and direction on strategic matters, but also include:

Documents/Reports Review

1. Maintain investment objectives and oversight for the investment funds; reviewing Joint Investment Policy Statement for approval by the UMF Board annually;
2. Review and maintain appropriate asset allocations for the investment funds and set target allocations on a periodic basis in accordance therewith;
3. Recommendation of the endowment spending policy to the Board;
4. Monitor the expenses and performance of the Investment Consultant, investment managers and administrators;
5. Receive monthly and quarterly reports from the Investment Consultant regarding the investment funds' performance;
6. Providing regular reporting to the Board in form and content sufficient for the Directors to exercise their duty of oversight;
7. Evaluate the performance of and relationship with the Investment Consultant at least annually and report to the UMF Board on such evaluation; and
8. Obtain from the Investment Consultant, at least annually, a written representation confirming the lack of any direct or indirect compensation derived from the UMF relationship other than from the consulting fee.

V. ANNUAL EVALUATION

The Committee shall review and reassess, at least annually, the adequacy of this Charter. The Committee shall conduct such reviews and reassessments in whatever manner it deems appropriate.