

UC Foundation

Governing Documents



UNIVERSITY OF CINCINNATI FOUNDATION
GOVERNING DOCUMENTS:
BYLAWS, ARTICLES OF INCORPORATION,
POLICIES & CHARTERS

*Adopted by the University of Cincinnati Foundation Board of Trustees
October 18, 2014,
Amended October 17, 2015, October 15, 2016, April 22, 2017*



OCTOBER 18, 2014
UNIVERSITY OF CINCINNATI FOUNDATION
51 Goodman Drive, Cincinnati, OH 45219

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THE UNIVERSITY OF CINCINNATI FOUNDATION BYLAWS

CINCINNATI, OHIO

Adopted October 18, 2014

Amended October 17, 2015; October 15, 2016; and April 22, 2017

ARTICLE I. AUTHORITY, POWERS AND LIMITATIONS

The University of Cincinnati Foundation was chartered by Articles of Incorporation, dated December 19, 1975, and approved by the Secretary of the State of Ohio, as a not-for-profit corporation. The powers and limitations of the corporation shall be those contained in the Articles of Incorporation filed with the Secretary of the State of Ohio on December 19, 1975; and these Bylaws approved October 18, 2014. The term “Bylaws” shall, for purposes of this document, have the same meaning as the term “Regulations” as provided by the Ohio Revised Code, (“ORC”).

ARTICLE II. PURPOSES

The purposes, limitations and powers of the corporation shall be those contained in the Articles of Incorporation filed with the Secretary of the State of Ohio on December 19, 1975.

ARTICLE III. BOARD OF TRUSTEES

Section 1. General Powers

The Board of Trustees is vested by law with all the powers and authority to govern effectively and set policy for the Foundation in accordance with the laws of the state of Ohio. The term “Trustees” shall, for purposes of this document, have the same meaning as the term “Directors” as provided by the ORC. The Board of Trustees serves the following primary functions: 1) Stewarding and overseeing the University of Cincinnati Foundation’s overall development efforts; and 2) Serving as the legal governance body of the Foundation. The Trustees are responsible for fulfilling the development role. The governance role primarily is fulfilled by the Executive Committee, as informed by the Committee on Trustees and Governance, who serve as described in Article VI, Section 2A.

The Board of Trustees shall support the University of Cincinnati and the Foundation in pursuit of their respective missions and, more particularly, shall: plan, participate in and monitor development and fundraising activities including capital campaigns for the Foundation and the University; carry-out self-assessment and strategic planning; help develop and implement strategies to help secure a strong future for the University of Cincinnati; help provide coordination and collaboration between the University, the Foundation, UC Alumni Association, UC Health Foundation, any authorized entities, and the advisory Boards and councils of the various University of Cincinnati units and campuses.

Section 2. Number of Board Members

The Foundation shall have no members other than its Trustees. The Foundation shall have a Board of Trustees consisting of no fewer than 12 but no more than 100 voting members, as determined from time to time by the Board of Trustees. The President of the Foundation shall be an ex-officio, non-voting member of the Board.

Section 3. Classification of Trustees

The Foundation shall have regular voting, honorary, emeriti, and ex-officio Trustees. Trustees in the categories Section 3A, 3B, and 3C shall be eligible to attend meetings of the Board of Trustees and Committee, and to participate fully, but shall have no right to vote, except for the transition noted in Section 5.

Section 3. A. Honorary Trustees

The Trustees, through the Committee on Trustees and Governance, may elect from time to time selected individuals as Honorary Trustees who, because of their position and/or prestige, may reflect honor upon the Foundation and its purposes, but who shall not have served as active Trustees. In the election of Honorary Trustees, special consideration shall be given to persons who, through their personal gifts, have demonstrated extraordinary commitment to the University of Cincinnati. If so appointed, Honorary Trustees may serve in an advisory, non-voting role on Committees of the Board.

Section 3. B. Trustees Emeriti

The Trustees, through the Committee on Trustees and Governance, may elect from time to time selected individuals as Trustees Emeriti who have served with distinction as active members of the Board of Trustees.

Section 3. C. Ex Officio Trustees

The Board, through the Committee on Trustees and Governance, may elect from time to time selected individuals as Ex Officio Trustees to serve and meet with the Trustees and/or the Committees. The permanent Ex Officio Trustees shall be:

- Chairperson, Board of Trustees, University of Cincinnati
- President, University of Cincinnati
- Vice President for Academic Health Center, University of Cincinnati
- Senior Vice President for Academic Affairs and Provost, University of Cincinnati
- Up to three designees from the Council of Deans, University of Cincinnati
- Senior Vice President for Administration and Finance, University of Cincinnati
- A member of the Faculty of the University of Cincinnati designated by the President of the University of Cincinnati
- Any equivalent officers of the University of Cincinnati as determined by the President of the University of Cincinnati
- CEO, UC Health
- President of the Board, UC Health

- Chair of the Board, UC Health Foundation
- President, University of Cincinnati Foundation
- Secretary, University of Cincinnati Foundation
- Treasurer, University of Cincinnati Foundation

Section 4. Method of Selection

New and incumbent Trustees who are eligible for re-election, shall be nominated by the Committee on Trustees and Governance, recommended to the Executive Committee, and ratified at the April or October meeting of the Board by a majority of the Board members.

Section 5. Terms of Office

Trustees, other than the Chair, Vice Chair and the Immediate Past Chair may serve on the Board for up to a maximum of three (3) four-year terms for a total of twelve (12) years. The term limit for the Chair, Vice Chair and the Immediate Past Chair is suspended during his/her term of office. The Immediate Past Chair completes his/her suspended term following the election of the new Chair.

After a minimum of a one (1)-year sabbatical, Trustees again shall be eligible for election. The Trustees shall be eligible for election to subsequent terms as deemed appropriate by the Committee on Trustees and Governance.

The terms of elected Trustees shall commence at the Annual Meeting of the UC Foundation (October) and shall continue until the adjournment of this Meeting in the final year of their three (3) four-year terms.

Section 6. Attendance

Trustees are expected to attend the majority of all regular committee and board meetings of the UC Foundation, and are requested to provide at least three (3) days written notice of their absence from meetings. Periodically the Committee on Trustees and Governance will review attendance records to quantify the engagement and commitment of trustees as one of the determining factors in renewal of trustees' terms on the Board. Attendance records are retained in the Foundation Board Relations Office, and are published annually.

Section 7. Leave of Absence

A trustee may request a leave of absence (LOA) from the Board when short-term circumstances prevent the trustee from fulfilling Board responsibilities. The LOA will be included in the trustee's term of service on the board. The written request must be made to the board chair, and will be reviewed and approved by both the Committee on Trustees and Governance and the Executive Committee

Section 8. Resignation

Any Trustee may resign at any time by submitting a written notice to the Board Chair or Secretary. Such resignation shall take effect at the time specified therein or within 30 days of the date of receipt.

Section 9. Removal

Any Trustee may be removed from the Board by a two-thirds majority vote of the Trustees at any regular or special meeting of the Board called expressly for that purpose. Any board member proposed to be removed shall be entitled to reasonable notice and an opportunity to be heard.

Section 10. Automatic Review

The absence of any elected Trustee from three (3) consecutive regular meetings of the Board of Trustees, not excused by the Chair, shall prompt an automatic review of his/her continued service as a Trustee by the Committee on Trustees and Governance.

Section 11. Vacancies

The Trustees, through the Committee on Trustees and Governance, may from time to time elect new Trustees to fill vacancies caused by death, resignation, or other reason. Elections to fill such vacancies shall be for the remainder of the unexpired term in which the vacancy exists; and if the remainder of the term is for more than two (2) years, the term remainder shall count as a full term in determining eligibility for re-election.

Section 12. Elections

Officers and the Executive Committee shall be elected at the annual meeting of the Board of Trustees from a list of nominees prepared by the Committee on Trustees and Governance. The annual meeting shall be held each October. New Trustees may be elected at any regular or special meeting upon recommendation of the Committee on Trustees and Governance, and the Executive Committee or by the action of a majority of the voting members of the Board present and shall take office at the next regularly scheduled meeting. In rare instances, new Trustees may be appointed by the Chairperson and shall take office immediately after such appointment subject to the approval of the Committee on Trustees and Governance, and the Executive Committee.

ARTICLE IV **BOARD MEETINGS**

Section 1. Regular Meetings

The Board of Trustees shall have two regular meetings each year including the annual meeting which takes place after October 1, on such dates and at such places as it shall determine. At such meetings, any business related to the authority of the Board may be discussed and transacted.

Section 2. Special Meetings

Special meetings may be held at the call of the Board Chair or the President or upon the written request of twenty-five percent of the voting Trustees. The Board Chair or Secretary shall deliver to each Trustee, by regular mail, electronic mail, or otherwise, notice of such special meetings, along with a clear statement of purpose(s), at least fourteen (14) business days in advance.

Section 3. Notice

Notice of all meetings of the Board shall be communicated by regular mail, electronic mail, or otherwise to Trustees at least seven (7) business days before any regular or special meeting - unless waived in writing. The time and place of the meeting(s) along with a proposed agenda and all available, pertinent material shall be delivered to each Trustee.

Section 4. Remote Participation

Any Trustee may participate in a Committee meeting of the Board by means of a conference telephone or similar communications mechanism that allows all persons participating in the meeting to hear each other simultaneously. Participation by such mechanism shall be equivalent to presence in person at the meeting.

Section 5. Quorum

At all meetings of the Board of Trustees and at all meetings of the Board Committees, a majority of the voting Trustees present in person or by telephone, as the case may be, shall constitute a quorum for the transaction of business; and the act of a majority of the voting Trustees of the Committees present in person or by telephone at any meeting at which there is a quorum, shall be the act of the Board of Trustees or Committees, as the case may be.

Section 6. Voting

Voting during the meeting may be conducted by email, mail, fax, electronic polling, conference call, telegram, cable or by any other means as approved by the Board of Trustees. A written consent setting forth the action(s) taken and signed by each appropriate member Trustee shall be filed with the minutes of the proceedings as soon as practical.

Section 7. Executive Session

The Board of Trustees or any Committee of the Board may be called into Executive Session in the course of any meetings as provided in the agenda or by vote of the majority of those voting Trustees present. The Executive Session is a meeting of the Board to handle confidential matters that are not disclosed; often with no staff in attendance. The Chairperson may excuse any member or other person from such sessions as appropriate.

ARTICLE V. **BOARD OFFICERS**

Section 1. Officers of the Board

The officers of the Board shall be the Chair and Vice Chair, President, Secretary and Treasurer. The Board may establish additional officers of the Board as it deems necessary. All Officers of the Board serve at the pleasure of the Board.

Section 1. A. The Chair

The Chair of the Foundation shall be elected at the annual meeting of the Trustees and serve one renewable term of two years for a total of four years. The Chairperson of the Foundation shall preside at meetings of the Board of Trustees and perform such duties as the Board of Trustees directs. He/she shall be Chair of the Executive Committee and an ex-officio member of all Committees. In the event of the absence of both the Chair and the Vice-Chair, the Chair shall designate another member of the Executive Committee to preside at any meeting of the Executive Committee, or of the Board of Trustees. The Chair and President shall arrange agendas for all meetings of the Board of Trustees and Executive Committee. The Chair may appoint new Trustees, as provided in Article 3, Section 9.

Section 1. B. The Vice Chair

In the absence of the Chair, The Vice Chair of the Foundation shall preside at meetings of the Executive Committee and of the Board of Trustees, and perform such duties as the Board of Trustees directs. He/she also shall perform all of the duties of the Chair in the absence or incapacity of the Chair. He/she shall be an ex-officio member of all Committees. At the completion of the Chair's first term, the Chair shall confer with the Committee on Trustees and Governance on the nomination of a Vice Chair. The Vice Chair may become Chair upon the completion of the Chair's term.

Section 1.C. The Secretary

The Secretary of the Foundation, who serves as a liaison between the Board and the administration, shall be the professional staff member who has charge of the corporate books, records and Policy Manual of the Foundation; and, with the Chair, shall execute and sign such instruments as may require his/her attestation; shall make and shall perform duties as are incidental to the office or as may be required by the Board of Trustees. The Secretary, as appointed by the President of the Foundation, is responsible for supporting the Board and its Committees, including notifying Board and Committee members of meetings, and maintaining minutes and records of Board actions.

Section 1.D. The Treasurer

The Treasurer of the Foundation may serve in the dual role as the Chief Financial Officer of the Foundation as appointed by the President of the Foundation, and shall be the professional staff member

who has general oversight responsibilities of the business operations of the Foundation, and fiduciary responsibilities as stipulated in the Articles of Incorporation and these Bylaws.

Section 1. E. The President

The President shall serve as the chief executive officer of the Foundation, and be responsible for the administration of the daily affairs of the Foundation, reporting directly to the Chair of the Board of Trustees. The President shall: function as (1) chief staff officer, serving on the Board and all Board Committees of the Foundation; and (2) the principal contact with the University of Cincinnati and, as such, shall be responsible for the detailed coordination and cooperation with all facets of the University.

The President shall designate an employee to serve as a staff liaison for each Committee, who shall be an Ex Officio member of such Committee.

Section 1.F. The Chief Financial Officer

The President shall appoint a Chief Financial Officer with such qualifications as to assure implementation of the provisions of the Bylaws in a prompt and prudent manner.

Through the President, the Chief Financial Officer shall be the professional staff member who serves as the staff officer to the Finance and Operations Committee, the Audit Committee, and the Investment Committee.

Section 1.G. The Immediate Past Chair

The immediate past Chair of the Foundation shall continue to serve as a voting Trustee, notwithstanding his/her term might otherwise expire, during the term of his/her successor as Chair.

Section 2. Terms

The Board shall elect the Officers of the Board at its annual meeting. The Chair and Vice Chair shall serve for a two-year (2) term. The Chair and Vice Chair may be re-elected to a second two year term, but shall not be eligible to re-election to that office beyond a total of four consecutive years except that any officer whose term has ended may serve until a new appointment is made.

Section 3. Resignation of Officers and Incapacity

Section 3A. Any Board Officer may resign at any time by submitting a written notice to the Board Chair or Secretary. Such resignation shall take effect at the time specified therein or within 30 days of the date of receipt.

Section 3B. In the event of absence, disability or removal of any Officer, or for any reason that the Board of Trustees may deem sufficient, the Board of Trustees may delegate, in whole or in part, the powers or duties of such Officer to any other Officer or to any other person otherwise qualified to perform the required duties.

Section 4. Vacancies

Board Officer vacancies may be filled through a special election at any regular or special meeting of the Board, but election or re-election normally shall take place at the Board's annual meeting.

ARTICLE VI. **BOARD COMMITTEES**

Section 1. Standing and Ad Hoc Committees

The Board shall establish and function through standing and ad hoc Committees as it deems appropriate to discharge its responsibilities. Each Committee shall have a written statement of purpose and primary responsibilities approved by the Board, and such rules of procedure or policy guidelines as it or the Board, as appropriate, may approve.

Section 2. Committee Membership

Each Committee shall include a minimum of three (3) regular voting Trustees. All Committee Chairs, Vice Chairs and a majority of each Committee shall be Trustees.

All Committees, except the Executive Committee, shall be appointed annually by the Chair of the Board of Trustees. All Committees shall have appointed Chairs and Vice-Chairs who may serve up to two (2), four (4) year terms, totaling eight (8) years, in their respective roles.

Chairs and vice chairs of all Committees shall be recommended from among voting Trustees of the Board of Trustees by the Committee on Trustees and Governance to the Board Chair. The Committee on Trustees and Governance shall submit their recommendation to the Chair of the Board for approval.

In the absence of committee chairs, vice chairs may attend and vote during Executive Committee meetings.

Members of the Executive Committee, other than members serving by reason of office, shall be elected from among the voting Trustees of the Board. However, members of other Committees need not be Trustees. Each Chair shall assure the discussions and actions of his/her Committee are properly recorded and promptly distributed to members of the Committee, and the Board of Trustees when appropriate.

Each regular Trustee simultaneously may serve on a maximum of two Committees not including the Executive Committee. A majority of the Committee's voting Trustees shall constitute a quorum.

The Board Chair and the President of the Foundation shall be Ex-Officio, non-voting members of all Committees.

Section 3. Standing Committees

Standing Committees shall include the Executive Committee; Alumni Engagement Committee, Audit Committee, Committee on Trustees and Governance, Communications and Recognition Committee, Compensation Committee, Development Committee, Finance and Operations Committee and Investment Committee.

Section 3. A. Executive Committee

The Committee shall have the general power and authority of the Board between meetings of the Board, and shall report and present for ratification its actions at the next meeting of the Board of Trustees.

The purpose of the Committee is to provide strategic leadership for the Board, establish fundraising goals on an annual and longer term basis. The goals shall be proposed by the President of the Foundation and presented to the Committee for review and approval. Further, the Committee shall have specific duties of acting on general Foundation management, oversight and evaluation, cost-benefit program analysis, and budget review and recommendation.

The Committee, which consists of voting members, includes the Foundation Board Chair, Vice Chair, the immediate past Chair, all standing Committee Chairs, and no more than five (5) At-Large voting Trustees as may be elected by the Board of Trustees. The President of the University of Cincinnati, the President of the University of Cincinnati Foundation, the Chief Financial Officer of the Foundation, the Treasurer, and Secretary shall be ex-officio members. All Committee members shall be nominated by the Committee on Trustees and Governance for consideration and approval by the Board of Trustees. Vacancies among At-Large members may be filled by the Executive Committee for the remainder of their terms.

The Executive Committee, in consultation with the University President, shall recommend the candidate for the position of Foundation President, whose appointment shall become effective upon the affirmative vote of the Foundation Board of Trustees. The Executive Committee may appoint a search committee to identify a qualified candidate for the position.

Evaluation of the President shall be conducted by Chair of the Board, in consultation with the University President. The Chair of the Board shall be accountable to the Executive Committee for evaluation of the President.

Section 3. B. Audit Committee

The purpose of the Audit Committee is to oversee the Foundation's financial practices and standards of conduct. The Committee is responsible for overseeing the external financial audit and such internal audits as it deems appropriate; ensuring compliance with legal and regulatory requirements; monitoring compliance with the conflict of interest policy; and monitoring internal controls and risk-management systems. The Committee shall have the authority, through its Chair or majority of its members, to ask management to address specific issues within the mandate of the Committee as well as the authority to engage independent legal counsel and other professional advisors to carry out its duties. The Audit Committee Chair shall not be a member of the Finance and Operations Committee.

The Committee shall consist of the Chair, Vice Chair, and at least one member with financial expert experience, and two others with substantive financial, accounting or audit experience. The Committee Chair shall serve on the Foundation Board's Executive Committee. Other members of the Committee may include Ex-officio, non-voting members including the UC Foundation Board Chair, UC Foundation President, Treasurer, UC Foundation CFO, University of Cincinnati Senior Vice President of Finance and Administration, immediate past UC Foundation Board Chair, other

Foundation and/or University officials, and At-Large Trustees as appointed by the UC Foundation Board Chair.

Section 3. C. The Committee on Trustees and Governance

The purpose of the Committee is to ensure the integrity of the Board and enhance Board performance. The Committee is responsible for establishing and maintaining standards of Board conduct; identifying the expertise and experience needed by the Board; recommending a slate of nominees for Board service and Officers for Board approval; ensuring Board members have adequate, appropriate orientation and ongoing education; assessing the performance of the Board and Trustees; and periodically reviewing and ensuring compliance with these Bylaws and other Board policies; and recommending to the Executive Committee any proposed changes to the Bylaws.

The Committee shall consist of a Chair, Vice Chair, and no fewer than three (3) additional Trustees whose expertise and experience are aligned with the purpose and work of the Committee. The Committee Chair shall serve on the Foundation Board's Executive Committee. Other members of the Committee may include Ex-officio, non-voting members including the UC Foundation Board Chair, UC Foundation President, UC Foundation Board Secretary, immediate past UC Foundation Board Chair, other Foundation and/or University officials, and At-Large Trustees as appointed by the UC Foundation Board Chair.

Section 3. D. Communications and Recognition Committee

The purpose of the Communications and Recognition Committee is to provide quality input to the Foundation's communications strategies and plans; develop a working relationship with staff; and play a meaningful role in Foundation communications, marketing and donor engagement recognition strategies to achieve effective and positive outcomes with the Foundation's key constituents and stakeholders. Further, the Committee will develop and recommend intentional donor engagement and recognition strategies.

The Committee shall consist of a Chair, Vice Chair, and no fewer than three (3) additional Trustees whose expertise and experience are aligned with the purpose and work of the Committee. The Committee Chair shall serve on the Foundation Board's Executive Committee. Other members of the Committee may include Ex-officio, non-voting members including the UC Foundation Board Chair, UC Foundation President, UC Foundation Vice President of Donor Engagement, immediate past UC Foundation Board Chair, other Foundation and/or University officials, and at-large Board members as appointed by the UC Foundation Board Chair.

Section 3. E. Compensation Committee

The purpose of the Compensation Committee is to be responsible and accountable for independent and transparent performance and compensation review of the Foundation President; maintenance of compensation strategies; establishment and review of general compensation policies and standards of staff at all levels; and evaluating and monitoring long-range planning for senior executive development, succession and retention.

The Committee shall consist of a Chair, Vice Chair, and no fewer than three (3) and no more than five (5) additional Trustees whose expertise and experience are aligned with the purpose and work of the Committee. The Committee Chair shall serve on the Foundation Board's Executive Committee. Other members of the Committee may include Ex-officio, non-voting members including the UC Foundation Board Chair, UC Foundation President, immediate past UC Foundation Board Chair, other Foundation and/or University officials as appointed by the UC Foundation Board Chair.

Section 3. F. Development Committee

The purpose of the Development Committee is to provide the Foundation with philanthropic leadership; oversee and facilitate Board and Trustee participation in Foundation advancement, resource development, monitor development plans and progress, participate in setting and approving fundraising goals and assessing progress towards the achievement of those goals; establish goals for and evaluate Board participation in charitable giving; establish and review fundraising and gift acceptance policies; and participate in the development processes related to the identification, cultivation and solicitation of prospective donors to the University of Cincinnati. Further, the Committee shall inform the Audit Committee of potential ethical issues, have authority to negotiate and accept gifts, gift restrictions, endowment agreements, and acceptance of outright and planned gifts. The Committee is responsible for the administration of the Foundation's Gift Acceptance Policy, stating which, how and for what purposes, gifts of cash, securities, real estate, personal property, technology and intellectual property shall be accepted.

The Committee shall consist of a Chair, Vice Chair, and no fewer than three (3) additional Trustees whose expertise and experience are aligned with the purpose and work of the Committee. The Committee Chair shall serve on the Foundation Board's Executive Committee. Other members of the Committee may include Ex-officio, non-voting members including the UC Foundation Board Chair, UC Foundation President, UC Foundation Vice President of Development, immediate past UC Foundation Board Chair, other Foundation and/or University officials, and at-large board members as appointed by the UC Foundation Board Chair.

Section 3. G. Finance and Operations Committee

The purpose of the Finance and Operations Committee is to oversee the integrity of the Foundation's financial operations, long-term economic health, and allocation of resources. The Finance and Operations Committee shall ensure the Foundation operates in a financially sustainable manner; balances its long-term and short-term obligations; participates in the development, adoption, monitoring and reporting of measurements that focus on the effectiveness of the Foundation's fundraising activities; reviews, recommends, and monitors annual and multi-year operating and capital budgets prepared by the management of the Foundation; participates in the development and implementation of personnel policies and fringe benefit programs; and is responsible for any other matters pertaining to financial and other operations of the Foundation as assigned by the Executive Committee.

The Committee shall consist of a Chair, Vice Chair, and no fewer than three (3) additional Trustees whose expertise and experience are aligned with the purpose and work of the Committee. The

Committee Chair shall serve on the Foundation Board's Executive Committee. Other members of the Committee may include Ex-officio, non-voting members including the UC Foundation Board Chair, UC Foundation President, Treasurer, UC Foundation Chief Financial Officer, University of Cincinnati Senior Vice President of Finance and Administration, immediate past UC Foundation Board Chair, other Foundation and/or University officials, and at-large Board members as appointed by the UC Foundation Board Chair.

Section 3. H. Investment Committee

The purpose of the Investment Committee is to review and revise investment policies, work with investment staff, monitor investment performance, select external investment advisors, and advise the Board in regard to the general investment policy and investment management of the Foundation.

The Committee shall consist of a Chair, Vice Chair, and no fewer than three (3) additional Trustees whose expertise and experience are aligned with the purpose and work of the Committee. The Committee Chair shall serve on the Foundation Board's Executive Committee. Other members of the Committee may include Ex-officio, non-voting members including the UC Foundation Board Chair, UC Foundation President, Treasurer, UC Foundation Chief Financial Officer, University of Cincinnati Senior Vice President of Finance and Administration, immediate past UC Foundation Board Chair, other Foundation and/or University officials, and at-large Board members as appointed by the UC Foundation Board Chair.

Section 3. I. Alumni Engagement Committee

The purpose of the Alumni Engagement Committee is to create and strengthen the connections between UC and its alumni through relationship building and engagement, while promoting pride and tradition among students and graduates. The Committee shall participate in setting and approving engagement goals and assessing progress towards the achievement of those goals.

The Committee shall consist of a Chair, Vice Chair, and no fewer than three (3) additional Trustees who hold a degree from the University of Cincinnati and whose expertise and experience are aligned with the purpose and work of the Committee. The Committee Chair shall serve on the Foundation Board's Executive Committee. Other members of the Committee may include Ex-officio, non-voting members including the UC Foundation Board Chair, UC Foundation President, Executive Director, UC Alumni Association/Vice President for Alumni Relations, immediate past UC Foundation Board Chair, other Foundation and/or University officials, and at-large Board members as appointed by the UC Foundation Board Chair.

Section 4. Ad Hoc Committees

From time to time special, ad hoc Committees may be appointed by the Chair of the Board with direction to perform specific duties.

ARTICLE VII. CONFLICTS OF INTEREST

Section 1. General

Trustees must act in accordance with the Foundation's Conflict of Interest Policy. The Board shall adopt and revise, as appropriate, the Conflict of Interest Policy. Each provision of this article shall apply to all Trustees, with and without voting privileges, and all members of any Board Committees.

Section 2. Conflict of Interest Definition

Subject to the Conflict of Interest Policy, a Board member shall be considered to have a conflict of interest if he/she, or persons or entities with which he or she is affiliated, has a direct or indirect interest that may impair or may reasonably appear to impair his/her independent, unbiased judgment in the discharge of his/her responsibilities to the Foundation. Where a Trustee may be related in any way to any person, firm or organization with which the Foundation may do or may consider doing business, that relationship shall be disclosed by the Trustee to the Secretary of the Foundation Board

Section 3. Voting

Trustees shall disclose to the Board any actual, apparent, or possible conflict of interest at the earliest practical time. Where a Trustee's business or other relationship may be involved in a financial transaction with the Foundation, such transaction shall be made as a result of competitive bidding or other objective measure in the best interest of the Foundation; or, where price is not a factor, decisions shall be made only after discussion by the Board of Trustees, and only where it is clear that no other source can better serve the Foundation.

A Trustee who has made such a disclosure shall abstain from voting on such matters. Subject to the Conflict of Interest Policy, the Trustee may be invited to the Board to participate in the discussion. The Board meeting minutes shall reflect that a disclosure was made and note the Trustee's abstention from voting. A Trustee who is recused may be counted for purposes of determining the presence of a quorum at the meeting but shall not be counted for purposes of determining the presence of a quorum for the requisite Board action.

Section 4. Annual Disclosure

The Trustees annually shall complete, update, sign and certify their independence, or promptly report in detail any relationships that are or may be a conflict of interest to the Secretary of the Foundation Board.

Section 5. Code of Ethics and Conflict of Interest Policy

The UC Foundation Board of Trustees has adopted a Code of Ethics and a Conflict of Interest Policy. These documents shall be contained as an addendum to the Bylaws and be reviewed and updated as legally required or every four years.

Section 6. Compensation

Board members serve as volunteers and are not compensated for their services. They may be reimbursed by the Foundation for any reasonable authorized expenses incurred by them in the performance of their duties as Board members.

Section 7. Annual Audit and Inspection

There shall be at least an annual audit of all books, records and transaction documents by an independent auditor.

ARTICLE VIII. **INDEMNIFICATION**

Section 1. General

The Foundation shall, to the extent legally permissible by Ohio law, indemnify each of its Officers and Trustees, and each person employed by the Foundation who serves at the direction of the Foundation as a director, Trustee, officer, employee, or agent of another corporation, domestic or foreign, non-profit or for-profit, partnership, joint venture, trust or other enterprise against all liabilities and expenses (including legal fees) reasonably incurred in connection with the defense of any action, suit, or other proceeding (whether civil, criminal, administrative or investigative) to which he or she has been made a party by reason of being or having been in such role, provided he or she acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Foundation. Trustees and Officers shall not be entitled to indemnification for acts that are adjudicated in such action, suit, or proceeding to be the result of gross negligence or willful misconduct in the performance of duty.

The Foundation shall, as an inducement to the officers and Trustees to undertake such positions, purchase at the Foundation's expense such policy of errors and omissions coverage, or other such insurance coverage, as the Trustees deem prudent.

Section 2. Advance Payment of Expenses

Expenses, including legal fees, reasonably incurred by any such Trustee or Officer in connection with the defense or disposition of any such action, suit, or other proceeding may be paid from time to time by the Foundation in advance of the final disposition thereof under the condition that the Trustee or Officer repay such advanced fees and costs if it ultimately is determined that the Trustee or Officer is not entitled to be indemnified by the Foundation as authorized by these bylaws.

Section 3. Eligibility for Indemnification

The Board may, at its discretion and to the extent legally permissible, authorize, purchase, and maintain insurance on behalf of any person not otherwise entitled to indemnification hereunder, who is an employee or other agent of the Foundation or who serves at the request of the Foundation as an employee or other agent of the Foundation in which the Foundation has an interest.

Section 4. Personal Liability

Trustees and Officers shall not be personally liable for any debt, liability, or obligation of the Foundation. All persons, corporations, or other entities extending credit to, contracting with or having any claim against the Foundation may look only to the funds and property of the Foundation for the payment of an debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the Foundation.

Section 5. Miscellaneous

The foregoing rights of indemnification and advancement of expenses shall not be exclusive of any other rights to which any Trustee, Officer, or employee may be entitled, under any other bylaw, agreement, vote of disinterested Trustees, or otherwise, and shall continue as to a person who has ceased to be a Trustee, Officer or employee and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE IX. AMENDMENTS

These Bylaws may be altered, amended, or repealed, by majority vote of the Board of Trustees at any regular or special meeting of the Board of Trustees, provided notice of the substance of the proposed amendment(s) is sent to the Board members in accordance with Article IV, Section 3.

ARTICLE X. MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year

The fiscal year of the Foundation shall be from July 1 through the following June 30 of the succeeding year.

Section 2. Nondiscrimination

The Foundation does not discriminate in its philanthropic and employment policies against any person on the basis of gender, race, color, religion, age, disability, sexual orientation, national or ethnic origin, or on any other basis proscribed by federal, state or local law.

Section 3. Subordination to State Code

To the extent that any of these Bylaws may be inconsistent with the Ohio Revised Code (ORC), the ORC shall control.

ARTICLE XI. ROBERT'S RULES OF ORDER (NEWLY REVISED)

Any procedure not specified or limited by these Bylaws shall be governed by *Robert's Rules of Order Newly Revised*

ARTICLE XII. SEAL

There shall be no corporate seal of the Foundation.

ADDENDA

ARTICLES OF INCORPORATION



DEPARTMENT OF STATE

EO113-1035

TED W. BROWN
Secretary of State

Certificate

475019

It is hereby Certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: ARN of THE UNIVERSITY OF CINCINNATI FOUNDATION

United States of America
STATE OF OHIO
Office of the Secretary of State

Recorded on Roll 4113 at Frame 1034 of the Records of Incorporation and Miscellaneous Filings.



Witness my hand and the seal of the Secretary of State, at the City of Columbus, Ohio, this 19TH day of DECEMBER, A. D. 1912

TED W. BROWN
Secretary of State

EO113-1039

475019

ARTICLES OF INCORPORATION

OF

THE UNIVERSITY OF CINCINNATI FOUNDATION

APPROVED *S*
B
 Date 12-19-75
 Amount 25.00
 82794

The undersigned, desiring to form a corporation not for profit, under Sections 1702.01 et. seq., Revised Code of Ohio, does hereby certify:

FIRST. The name of the corporation shall be THE UNIVERSITY OF CINCINNATI FOUNDATION.

SECOND. The place in Ohio where the principal office of the corporation is to be located is Cincinnati, Hamilton County.

THIRD. The purpose or purposes for which the corporation is formed are:

To receive, hold, invest and administer property and to make expenditures to or for the benefit of the University of Cincinnati, and in furtherance thereof, to aid, strengthen and further in every proper and useful way the work and services of the University of Cincinnati, and to develop and utilize the ties of interest, sympathy and affection existing between the University and its alumni and friends throughout the states and nation.

To accept, hold, administer, invest, and disburse funds and properties of any kind or character as from time to time may be given to it by persons, corporations or other legal entities, absolutely or in trust, as the case may be; to employ and retain proper employees, agents, experts, consultants, accountants, counselors, advisers, and investment advisers with discretionary investment

powers, as may be necessary and advisable for the proper accepting, holding, administering, investing and disbursing of such funds and properties of any kind or character; and in general to do all things that may appear necessary and useful in accomplishing these purposes.

To use all assets and earnings of the corporation exclusively for educational purposes and normal functions of the University of Cincinnati including in part, the payment of expenses necessarily incident thereto; no dividends shall be paid and no part of such assets and net earnings shall inure to the benefit of any private shareholder, trustee, employee, officer or member of the corporation, or any other individual, except in payment of reasonable compensation for services actually rendered or expenses necessarily incurred.

To have the authority, and it shall be its duty, to hold and apply the corpus and income of any donation, grant, devise or bequest, or any part thereof, in such manner as may have been stipulated or provided in the instrument creating such donation, grant, devise or bequest, consistent with the foregoing purposes.

To have authority to sell, mortgage, pledge, lease or exchange all or any part of the real or personal property or funds of the corporation, at such prices and upon such terms and conditions as it may deem best; and it may invest and reinvest its funds in any such loans or securities, or in any such real or personal property, as it may deem suitable for the investment of trust funds, without being restricted to the class of investments which trustees are permitted by law to make.

EU113-1035

To have full power and authority to purchase, lease, accept as a gift, bequest or devise, or otherwise acquire, any real or personal property to be held, administered or used in any way whatsoever for the benefit of the University of Cincinnati, or to assist the University of Cincinnati in the fulfillment of its educational purposes; and to that end the corporation shall have full power and authority to hold, own, control, handle, administer or operate any such real or personal property, including the operation of any business connected with or incident to the ownership or control of such property, and to sell, lease, pledge, mortgage, exchange or otherwise dispose of any such property at such prices and upon such terms and conditions as it may deem best.

To borrow money and to make and issue bonds, notes, contracts, and other evidence of indebtedness therefor, and, by a proper resolution of the corporation's Trustees, to secure payment thereof by authority provided above.

To engage in and to disburse any part of or all of its funds, both income and principal, for any and all lawful activities permitted by the laws and regulations governing charitable corporations exempt from Federal income tax at such time, and which may be necessary or incidental to the furtherance of the purposes of this corporation.

To apply for; to receive or purchase patents and copyrights, inventions, processes and discoveries; to hold, manage, use and develop the same; to sell, license, or otherwise dispose of the same; and to collect royalties thereon.

To design and implement such programs and procedures among

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all University of Cincinnati constituents as to persuade continuous and special philanthropic support and benefactions to further the purposes of the corporation for the benefit of the University of Cincinnati.

To establish rules, regulations and procedures for the necessary management of all affairs of the corporation in consonance with Section 501(c)(3) of the Internal Revenue Code of 1954 and the Regulations promulgated thereunder, or acts amendatory thereof or supplementary thereto.

No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation or participating in or intervening in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. The corporation shall not engage in any activity that would prevent it from qualifying and continuing to qualify as a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or acts amendatory thereof or supplementary thereto, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or acts amendatory thereof or supplementary thereto.

In the event of dissolution of the corporation, all of the remaining assets of the corporation shall be distributed solely for one or more of the purposes for which the corporation is organized, to or for the benefit of the University of Cincinnati, or any successor thereto, or if said University of Cincinnati or any successor

FCR 13-1040

thereto is not then in existence, to or for the benefit of an organization or organizations described in Section 501(c)(3) of the Internal Revenue Code of 1954 or acts amendatory thereof or supplementary thereto as shall be designated by the corporation's Trustees. Any such asset not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located exclusively for such purposes, or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

FOURTH. The following natural persons shall serve the corporation as initial Trustees until the first annual meeting or other meeting called to elect Trustees:

William G. Baetz, 301 Administration Building, University
of Cincinnati, Cincinnati, Ohio 45221
H. Jerome Berns, 21 West 52nd Street, New York, New
York 10019
Judge Chase M. Davies, 5687 Kugler Mill Road, Cincinnati,
Ohio 45236
Dean P. Fite, 6915 Winding Way, Cincinnati, Ohio 45236
Robert S. Goebel, 2280 Dorothy Lane, Dayton, Ohio 45439
Joan Herschede, 1144 Edwards Road, Cincinnati, Ohio 45208
Russell C. Myers, 2753 Erie Avenue, Cincinnati, Ohio 45208
John W. Pease, 95 Fleming Road, Cincinnati, Ohio 45215
R. Amor Reiter, 8497 Owlwood Lane, Cincinnati, Ohio 45243
Harold D. Riemeier, 1528 Gest Street, Cincinnati, Ohio 45203
George Rieveschl, Jr., 301 Administration Building,
University of Cincinnati, Cincinnati, Ohio 45221
Lloyd M. Whitesell, 4900 Webster Street, Dayton, Ohio 45414

IN WITNESS WHEREOF, I have hereunto subscribed my name this

17th day of December, 1975.

(Barbara W. Schwartz)
Barbara W. Schwartz

Original Appointment of Agent

The undersigned, being ~~the sole~~ ^{the sole} ~~incorporator~~ of THE UNIVERSITY
(Name of Corporation)

OF CINCINNATI FOUNDATION

hereby appoint s William G. Baetz
(Name of Agent)
a natural person resident in the county in which the corporation has its principal office, ~~incorporation~~
~~having its principal office in the county of~~ _____
(Name of Corporation)

~~upon whom~~ (strike out phrase not applicable), upon whom ~~process~~ any process, notice or demand required or permitted by statute to be served upon the corporation may be served. His ~~title~~

complete address is University of Cincinnati, Clifton Avenue, Cincinnati
(Street or Avenue) (City or Village)

Hamilton County, Ohio, 45221
(Zip Code)

THE UNIVERSITY OF CINCINNATI FOUNDATION

(Name of Corporation)

Barbara W. Schwartz
Barbara W. Schwartz, Sole Incorporator

(INCORPORATORS NAMES SHOULD BE TYPED OR PRINTED BENEATH SIGNATURES)

Cincinnati, Ohio

December 17, 1975

THE UNIVERSITY OF CINCINNATI FOUNDATION

(Name of Corporation)

Gentlemen: I, ~~we~~ (strike out word not applicable) hereby accept(s) appointment as agent of your corporation upon whom process, tax notices or demands may be served.

William G. Baetz
William G. Baetz (Signature of Agent or Name of Corporation)

By _____
(Signature of Officer Signing and Title)

Remarks: All articles of incorporation must be accompanied by an original appointment of agent. There is no

CODE OF ETHICS POLICY

Code of Ethics Policy¹

Date Issued: October 18, 2014

Summary

This policy sets forth the governing principles by which all University of Cincinnati Foundation (UCF) representatives should conduct themselves ensuring UCF programs and operations are conducted in a manner which merit continued public trust and confidence.

Policy

1. Scope

The following statement of policy applies to all UCF representatives regardless of position.

2. Personal and Professional Integrity

All UCF representatives shall act with honesty, integrity and openness in all their dealings as representatives of the Foundation. The UCF promotes a working environment that values confidentiality, respect, fairness, honesty, integrity, and adherence to the obligation to safeguard the public trust.

3. Vision and Mission

The UCF has a clearly stated vision, mission and purpose, approved by the Board of Trustees. All of its programs support that mission and those who work for or on behalf of the UCF understand and are committed to that vision, mission and purpose. The mission is responsive to the constituencies and communities served by the UCF.

4. Governance

The UCF has an active governing body that is responsible for setting the vision, mission and strategic direction of the Foundation and oversight of the finances, operations, and policies of the Foundation. The governing body:

- A. Ensures its Board members have the requisite skills and experience to carry out their duties, and all members understand and fulfill their governance duties acting for the benefit of the Foundation and its public purpose;
- B. Has a conflict of interest policy that ensures any conflicts of interest or the appearance thereof are avoided or appropriately managed through disclosure, recusal or other means;
- C. Is responsible for the selection and regular review/evaluation of the performance of the President (or Chief Executive Officer) of the Foundation, and ensures the compensation of the President is reasonable and appropriate;
- D. Ensures the President and appropriate staff provide the governing body with timely and comprehensive information so the governing body can effectively carry out its duties;

- E. Ensures the Foundation conducts all transactions and dealings with integrity and honesty;
- F. Ensures the Foundation promotes working relationships with Board members, staff, volunteers, and program beneficiaries that are based on mutual respect, fairness, trust, truthfulness and openness;
- G. Ensures the Foundation is fair and inclusive in its hiring and promotion policies and practices for all Board, staff and volunteer positions;
- H. Ensures policies of the Foundation are in writing; clearly articulated and officially adopted;
- I. Ensures the resources of the Foundation are responsibly and prudently managed; and
- J. Ensures the organization has the capacity to carry out its programs effectively.

5. Legal Compliance

The Foundation is knowledgeable of and complies with all local, state, federal and all other laws and regulations.

6. Responsible Stewardship

The Foundation and its subsidiaries manage their funds professionally, responsibly and prudently.

The UCF:

- A. Spends a reasonable percentage of its annual budget on programs in pursuance of its mission;
- B. Spends an adequate amount on administrative expenses to ensure effective accounting systems, internal controls, competent staff, and other expenditures critical to professional management;
- C. Compensates staff, and any others who may receive compensation, reasonably and appropriately;
- D. Has reasonable fundraising costs, recognizing the variety of factors that affect fundraising costs;
- E. Does not accumulate operating funds excessively;
- F. Prudently draws from endowment funds consistent with donor intent and to support the mission of the Foundation;
- G. Ensures all spending practices and policies are fair, reasonable and appropriate to fulfill the mission of the organization; and,
- H. Ensures all financial reports are factually accurate and complete in all material respects.

7. Openness, Disclosure and Confidentiality

The UCF provides comprehensive and timely information to the public, the media, and all stakeholders and is responsive in a timely manner to reasonable requests for information. All

information about the UCF shall fully and honestly reflect the policies and practices of the UCF. Basic informational data about the UCF, such as the Form 990, reviews and compilations, and audited financial statements shall be posted on the UCF website or otherwise available to the public. All solicitation materials accurately represent the UCF's policies and practices, and shall reflect the dignity of program beneficiaries. All financial, organizational, and program reports shall be complete and accurate in all material respects. Likewise, Board members and employees must exercise good judgment and care at all times to avoid unauthorized or improper disclosures of confidential information. Conversations in public places should be limited to matters that do not pertain to information of a sensitive or confidential nature. All are afforded the expectation of confidentiality on sensitive matters that are discussed during Committee or Board meetings.

8. Program Evaluation

The UCF regularly reviews program effectiveness and has mechanisms to incorporate lessons learned into future programs. UCF is committed to improving program and organizational effectiveness and develops mechanisms to promote learning from its activities and the field. The UCF is responsive to changes in its field of activity and is responsive to the needs of its constituencies.

9. Inclusion and Diversity

The UCF has a policy of promoting inclusion and its staff, Board and volunteers reflect diversity in order to enrich its programmatic effectiveness. The UCF takes meaningful steps to promote inclusion in hiring, retention, promotion, Board recruitment and constituencies served.

10. Fundraising

The UCF ensures truthfulness in solicitation materials, respect for privacy, concerns of individual donors, and expenditure of funds consistent with donor intent. UCF promotes and adheres to the professional field of philanthropy's "Donor Bill of Rights."

Compliance Procedures

If you have questions about this Code of Ethics, or if you have concerns about conduct that you believe violates or may lead to a violation of this Code of Ethics, it is important that you raise them. Trustees should raise questions or concerns with the Foundation President, Board Chair or the Chair of the Audit Committee. It is the responsibility of every Trustee to assist in resolving these questions or concerns.

Reports of violations of this Code received by a Trustee should be promptly forwarded to the Foundation President; a report of a violations involving the President should be made to the Board Chair or Chair of the Audit Committee. All Trustees are required to cooperate fully with any internal investigation of misconduct.

Whistleblower Policy

Ordinarily, Trustees should not attempt to resolve staff or faculty complaints. The UCF President is responsible for personnel matters. However, the Board Chair and other Trustees reserve the right to pursue complaints, if such action is warranted and in consultation with the Audit Committee.

If approached as a Trustee with a staff or faculty complaint, as an example, Trustees may express concern and desire that the complaint be handled appropriately as outlined in the Human Resources Personnel Policy. Trustees should inform the Chair of the Audit Committee of the contact. However, if the complaint involves the Chair of the Audit Committee, Trustees should inform the Chair of the Board. It is the policy of UCF that all of its employees comply with all laws, regulations, and ethical standards applicable to UCF's business activities. All employees are expected to maintain the highest standards of integrity, ethical conduct, and good faith, and avoid even the appearance of impropriety. Any employee who has reason to believe that misconduct is occurring has a responsibility to help UCF stop it.

Any employee who becomes aware of any information which he/she believes reflects potentially illegal or unethical conduct by UCF or any of its officers, managers, or employees promptly must report the matter to his/her supervisor or the Chair of the Audit Committee. If, for any reason, an employee is uncomfortable reporting a matter to either of these individuals, he or she should report the matter to the Chair of the Board of Trustees' Audit Committee, whose contact information is available in the Foundation's database. Such reports shall be kept as confidential as practicable consistent with a thorough investigation. There shall be no retaliation against anyone for truthfully reporting incidents of perceived illegal or unethical conduct or for cooperating with the investigation of a report of same.

If any person who identifies himself or herself as a government investigator approaches a Foundation Trustee, the Trustee should contact the Chair of the Audit Committee or Board Chair immediately. An appropriate representative of management shall verify the credentials of the investigator, determine the legitimacy of the investigation, and ensure that the proper procedures are followed for cooperating with the investigation.

Trustees contacted by persons presenting themselves as government investigators outside of the work place, during non-work hours, or at home, should not feel pressured to talk with the person under such circumstances without contacting management or their personal attorney.

Administration and Enforcement

The Board of Trustees is responsible for the administration and enforcement of this Code of Ethics, but may delegate its responsibility to a Committee of the Board. The Board shall take reasonable steps to monitor and audit compliance with the Code and to ensure that the Code continues to comply with all applicable rules and regulations.

Any waiver of this Code for an Officer or Trustee must be approved by the Executive Committee of the Board of Trustees. Any waiver for any other employee, representative, consultant or agent must be approved by the Executive Committee of the Board of Trustees and the President.

Definitions

The UCF representatives are any and all trustees, officers, volunteers, employees and agents of the Foundation.

¹References - Association of Governing Boards Effective Foundation Boards: A Guide for Members of Foundationally Related Foundation Boards; and Indiana University Foundation Code of Ethics Policy (2007), Council for Advancement and Support of Education (CASE) Donor Bill of Rights; Association of Fund Raising Professionals (AFP) Code of Ethical Principles and Standards (2008); UC Foundation Statement of Ethics (2007), and UC Foundation Employee Policy Handbook.

DISCLOSURE POLICY & STATEMENT

ANNUAL DISCLOSURE STATEMENT

University of Cincinnati Foundation

The purpose of this Statement is to recognize any possible conflicts of interest which may arise when members of the University of Cincinnati Foundation’s (the “Foundation”) Board of Trustees occupy positions on the boards, committees or staff of or own interests in suppliers of goods or services to the Foundation, the University of Cincinnati or UC Health or serve as directors, consultants, or employees of other organizations engaged in fund-raising. This Disclosure Statement should be completed by each member of the Foundation’s Board of Trustees each year and submitted to the Secretary of the Board of Trustees. If a new possible conflict of interest arises at any time of the year after the Annual Disclosure Statement has been submitted, trustees must request another form from the Board Secretary, complete and re-submit it promptly to the Office of Board Relations.

In particular, each member of the Board of Trustees should provide detailed information, so that the Foundation may identify when a mere duality of interest exists, which would benefit both the Foundation and the other organizations, as well as when a true conflict of interest exists.

Most of these questions also apply to a Related Party which is defined as follows: (i) any corporation or organization for which you are an officer, director or partner of, or of which you, directly or indirectly, are the owner or beneficiary of 5% or more of any class of ownership; (ii) any trust or other estate in which you have a beneficial interest or which you serve as a trustee or administrator; or (iii) your spouse, or domestic partner, children, parents, siblings, or your mother-in-law, father-in-law, sister-in-law or brother-in-law, son-in-law or daughter-in-law.

1. Have you or any “Related Party” at any time during this or the prior calendar year, been an officer, director, owner or employee of any organization that has made payments to, or was paid by, the Foundation, UC Health, or the University of Cincinnati for property or services?

a. _____ Yes

b. _____ No

c. If you answered yes to number 1, please describe the nature of your interest in such entity, and the transaction involved.

Answer: _____

2. To your best knowledge, do you, or a Related Party, plan to engage in any transaction which would give rise to a payment from the Foundation, UC Health, or the University of Cincinnati during this, or the next, calendar year for property or services?

a. _____ Yes

b. _____ No

c. If you answered yes to number 2, please explain.

Answer:

3. At any time during this or the prior year, have you, or a Related Party, been indebted to the Foundation, UC Health, or the University of Cincinnati (excluding pledges or other gift commitments)?

a. _____ Yes

b. _____ No

c. If you answered yes to number 3, please explain.

Answer:

4. At any time during this or the prior year, have you been an employee of, or a paid consultant or independent contractor to, or a member of the Board of Directors or Trustees, or of any Board Committee of any other charitable organization which solicits contributions?

a. _____ Yes

b. _____ No

c. If you answered yes to number 4, please identify the organization and describe your role.

Answer:

5. Are there any pending legal proceedings concerning the Foundation, UC Health, or the University of Cincinnati in which you or any Related Party is a party adverse to the Foundation, UC Health, or the University of Cincinnati?

a. _____ Yes

b. _____ No

c. If you answered yes to number 5, please describe.

Answer: _____

6. During this or the past year, has any fact or circumstance existed, or are you aware of any future circumstance, that would cause you, or a Related Party, to have a conflict of interest with the Foundation, UC Health, or the University of Cincinnati other than those described above?

a. _____ Yes

b. _____ No

c. If you answered yes to number 6, please describe.

Answer: _____

I hereby certify that the above answers are true and correct to the best of my knowledge, and that I have disclosed all matters regarding potential conflicts of interest with the Foundation, the University of Cincinnati, or UC Health of which I am aware. I agree to disclose any changes regarding potential conflicts of interest which arise after this date by promptly contacting the Board Secretary in UC Foundation's Office of Board Relations.

Date: _____

Signature

Printed Name: _____

UC FOUNDATION BOARD COMMITTEE
DESCRIPTIONS/CHARTERS

COMMITTEE: Executive Committee

PURPOSE: The Executive Committee is a standing Committee of the Board of Trustees of the University of Cincinnati Foundation, and appointed by the Board to provide strategic leadership, operate and administer the Foundation between meetings of the Board, assume specific responsibilities not otherwise assigned to standing or ad hoc Committees, and act in all situations except for those reserved to the Board by the Board and those specified in the Foundation Bylaws.

THE COMMITTEE WILL: (listing of the Committee's responsibilities, scope and nature of its work)

- Act upon significant or urgent matters that cannot wait for a Board meeting.
- Perform policy work, serve as liaison to the Foundation officers, and coordinate the development of a strategic planning process.
- Study and possibly resolve matters referred by the Board, Chair, or President, undertake issues generated by the Committee itself or that intersect with the work of other Committees and require cross-functional coordination, and act upon routine matters requiring pro-forma approval.
- Serve as a sounding Board for the Foundation's President and Board Chair.
- Facilitate the Presidential assessment and compensation processes.

COMMITTEE STRUCTURE (RANGE/TARGET NUMBER OF BOARD MEMBERS) – (15)

The Committee, which consists of voting members, includes the Foundation Board Chair, Vice Chair, the immediate past Chair, all standing Committee Chairs, and no more than five (5) additional Trustees as may be elected by the Board of Trustees. The President of the University of Cincinnati, the President of the University of Cincinnati Foundation, the Chief Financial Officer of the Foundation, the Treasurer, and Secretary will be ex-officio members. All Committee members will be nominated by the Committee on Trustees and Governance for consideration and approval by the Board of Trustees. Vacancies among At-Large members may be filled by the Executive Committee for the remainder of their terms.

QUALIFICATIONS

- Members of the Executive Committee should have strong leadership experience and extensive knowledge of the Foundation, understand the fiduciary duties it upholds, and are cognizant and considerate of its role and relationship with the full Board.

TERM OF SERVICE

- Members may serve up to two (2) four (4) year terms, and may be asked to annually renew their service. Committee membership may be modified based upon the various needs of the Committees.

FREQUENCY OF AND ATTENDANCE IN MEETINGS

The Committee will convene quarterly, or as needed at the discretion of the Committee Chair. All Committee members are expected to attend each meeting, in person or via teleconference.

COMMITTEE: Alumni Engagement Committee

PURPOSE: The purpose of the Alumni Engagement Committee is to create and strengthen the connections between UC and its alumni through relationship building and engagement, while promoting pride and tradition among students and graduates.

THE COMMITTEE WILL: The Committee shall participate in setting and approving engagement goals and assessing progress towards the achievement of those goals.

COMMITTEE STRUCTURE (RANGE/TARGET NUMBER OF BOARD MEMBERS) – 7

The Committee shall consist of a Chair, Vice Chair, and no fewer than three (3) additional Trustees who hold a degree from the University of Cincinnati and whose expertise and experience are aligned with the purpose and work of the Committee. The Committee Chair shall serve on the Foundation Board's Executive Committee. Other members of the Committee may include Ex-officio, non-voting members including the UC Foundation Board Chair, UC Foundation President, Executive Director, UC Alumni Association/Vice President for Alumni Relations, immediate past UC Foundation Board Chair, other Foundation and/or University officials, and at-large Board members as appointed by the UC Foundation Board Chair.

QUALIFICATIONS

Members of the Committee should have significant and strong desire to advance alumni engagement with the University and the UC Foundation, and a desire to honor and recognize the significant contributions alumni to the University.

TERM OF SERVICE

Members may serve up to two (2) four (4) year terms, and may be asked to annually renew their service. Committee membership may be modified based upon the various needs of the Committees.

FREQUENCY OF MEETINGS

The Committee will convene quarterly, or as needed at the discretion of the Committee Chair. All Committee members are expected to attend each meeting, in person or via teleconference.

COMMITTEE: Audit Committee

PURPOSE: The Audit Committee makes recommendations regarding internal and external audits to the Foundation Board. This Committee is charged with reviewing and evaluating reports from the internal and external auditors and recommending to the full Board any actions to be taken as a result of these audits. Following best practices consistent with Sarbanes-Oxley, this Committee includes members who are financial experts. In addition, this Committee approves audit and other accounting services fees; recommends changes in independent auditors; appoints and/or replaces the internal auditor; reviews plan and scope for annual external and internal audits; and ensures compliance with applicable laws and the Foundation bylaws.

THE COMMITTEE WILL:

- Annually, oversee an audit of all books, records and transaction documents by an independent auditor and periodic internal audits as deemed appropriate.
- Oversee internal audits as deemed appropriate.
- Review the audit Committee charter and recommended changes to the Board; review and approve the audit plan of the internal auditor; select an external auditor; oversee all state, federal and Internal Revenue auditors; ensure external auditor independence; and receive a report of the external auditor.
- Review all changes in accounting principles or reporting procedures that have a major impact on reported financial condition.
- Ensure the Conflict of Interest Policy is administered in accordance with its directives.
- Review and report on any pending litigation to the full Board of Trustees.
- Assess Foundational compliance with internal policies and state and federal regulations.
- Oversee risk management, including reports of outstanding and resolved litigation and reports pertaining to major financial risks and the Foundation's risk-management activities.
- Receive educational information regarding significant accounting and reporting principles, procedures, and industry best practice.

COMMITTEE STRUCTURE (RANGE/TARGET NUMBER OF BOARD MEMBERS) – 7

The Committee shall consist of the Chair, Vice Chair, and at least one member with financial expert experience, and two others with substantive financial, accounting or audit experience. The Committee Chair shall serve on the Foundation Board's Executive Committee. Other members of the Committee may include Ex-officio, non-voting members including the UC Foundation Board Chair, UC Foundation President, Treasurer, UC Foundation CFO, University of Cincinnati Senior Vice President of Finance and Administration, immediate past UC Foundation Board Chair, other Foundation and/or University officials, and At-Large Trustees as appointed by the UC Foundation Board Chair.

QUALIFICATIONS

- Members of the Committee should have strong financial expertise, audit, accounting and business experience; and have knowledge of key fiscal, compliance, and risk management issues in higher education.

TERM OF SERVICE

- Members may serve up to two (2) four (4) year terms, and may be asked to annually renew their service. Committee membership may be modified based upon the various needs of the Committees.

FREQUENCY OF MEETINGS

The Committee will meet at least annually with independent auditors; and will convene quarterly or as needed, at the discretion of the Committee Chair. All Committee members are expected to attend each meeting, in person or via teleconference.

COMMITTEE: Committee on Trustees and Governance

PURPOSE: The Committee on Trustees and Governance ensures the integrity of the Board and enhances Board performance. The Committee is responsible for establishing and maintaining standards of Board conduct; identifying the expertise and experience needed by the Board; recommending a slate of candidates for Board service and Officers for Board approval; ensuring Board members have adequate, appropriate orientation and ongoing education; assessing the performance of the Board and Board members; monitoring compliance with the conflict of interest policy, and periodically reviewing and ensuring compliance with these Bylaws and other Board policies.

THE COMMITTEE WILL:

- Create and update the Board profile; identify, cultivate and vet talented Board prospects; and nominate prospective members.
- In consultation with the Board Chair, determine reappointment of Board members (based on participation and assessments), create a slate of Board officers for nomination, and plan for Board leadership succession.
- Propose and oversee Board orientation and mentoring of new foundation Trustees while ensuring ongoing Board education and development.
- Establish expectations for individual members (build Board culture); evaluate performance (i.e. Committee and Board assessments/reviews, member self-assessments; oversee/enforce conflict-of-interest policies and procedures; review Board documents on a periodic schedule – articles of incorporation, bylaws, expectations and responsibilities, criteria for membership, composition matrix, assessment instruments; keep apprised (by legal counsel) of relevant federal and state laws and ensure they are followed – Freedom of Information Act laws, public meeting laws and open records laws, financial management oversight requirements, etc.; ensure adherence to the memorandum of understanding (Contract for Services) and related University and Foundation policies and procedures; ensure Committee alignment and integration; monitor state and national trends relating to higher education and foundation governance; and identify best practices in governance.

COMMITTEE STRUCTURE (RANGE/TARGET NUMBER OF BOARD MEMBERS) – 15

The Committee will consist of a Chair, Vice Chair, and no fewer than three (3) additional Trustees whose expertise and experience are aligned with the purpose and work of the Committee. The Committee Chair will serve on the Foundation Board's Executive Committee. Other members of the Committee may include Ex-officio, non-voting members including the UC Foundation Board Chair, UC Foundation President, UCF Director of Board Relations, UCF Board Secretary, immediate past UC Foundation Board Chair, other Foundation and/or University officials, and at-large Board members as appointed by the UC Foundation Board Chair.

QUALIFICATIONS

- Members of the Committee should have interest in governance as well as strong experience with and knowledge of the Foundation, the Board and the University of Cincinnati; and be willing to exercise discretion, sensitivity, wisdom and fairness in their work and relationships with other Trustees and officials. The Committee also should be familiar with the changing landscape of higher education governance.

TERM OF SERVICE

- Members may serve up to two (2) four (4) year terms, and may be asked to annually renew their service. Committee membership may be modified based upon the various needs of the Committees.

FREQUENCY OF MEETINGS

The Committee will convene quarterly, or as needed at the discretion of the Committee Chair. All Committee members are expected to attend each meeting, in person or via teleconference.

COMMITTEE: Communications and Recognition Committee

PURPOSE: The Communications and Recognition Committee provides quality input to the Foundation's communication plans; develops a working relationship with staff; and plays a meaningful role in Foundation marketing and communications to achieve effective and positive outcomes with the Foundation's key constituents and stakeholders. Further, the Committee will develop and recommend intentional donor engagement and recognition strategies.

THE COMMITTEE WILL:

- Develop methods to increase the awareness and visibility of the Foundations' fundraising efforts and encourage participation by all stakeholders.
- Provide insight into messaging for key target audiences. Evaluate internal and external communications which are designed to help enhance the Foundation's ability to support the fundraising initiatives.
- Determine ways to increase public recognition of donors and the visibility of announcement of major gifts.
- During campaign periods, help ensure consistent communications and effective collaboration within the Foundation and its programs.
- Provide counsel and selection of the Foundation's Philanthropic Volunteer Awards.
- Develop and employ strategies to publicize and encourage attendance and participation in key university events and activities.

COMMITTEE STRUCTURE (RANGE/TARGET NUMBER OF BOARD MEMBERS) – 12

The Committee will consist of a Chair, Vice Chair, and no fewer than three (3) additional Trustees whose expertise and experience are aligned with the purpose and work of the Committee. The Committee Chair will serve on the Foundation Board's Executive Committee. Other members of the Committee may include Ex-officio, non-voting members including the UC Foundation Board Chair, UC Foundation President, UC Foundation Vice President of Donor Engagement, immediate past UC Foundation Board Chair, other Foundation and/or University officials, and at-large Board members as appointed by the UC Foundation Board Chair.

QUALIFICATIONS

- Members of the Committee should have expertise in the marketing/communications disciplines, and a desire to honor and recognize the significant contributions of the Foundation's volunteers and staff.

TERM OF SERVICE

- Members may serve up to two (2) four (4) year terms, and may be asked to annually renew their service. Committee membership may be modified based upon the various needs of the Committees.

FREQUENCY OF MEETINGS

The Committee will convene quarterly, or as needed at the discretion of the Committee Chair. All Committee members are expected to attend each meeting, in person or via teleconference.

COMMITTEE: Compensation Committee

PURPOSE: The Compensation Committee has the responsibility for accountable, independent and transparent compensation and performance review of the Foundation President, maintaining compensation strategies; establishing general compensation policies and standards for evaluation of staff at all levels; and evaluating and monitoring long-range planning for senior executive development and succession and retention.

THE COMMITTEE WILL:

- Ensure compensation review of the Foundation President is discussed and agreed upon in conjunction with the President of the University and the Executive Committee of the Foundation Board.
- Establish general compensation policies and standards for evaluation of staff at all levels;
- Review aspects of and issues affecting overall employee compensation.
- Explore organizational cost-savings by reviewing and advising alternative compensation and benefit options.
- Evaluate the performance, review and approval of compensation for senior management.
- Draw options from others in the Foundation as appropriate, and make recommendations to the Executive Committee.
- Maintain compensation strategies.
- Evaluate and monitor long-range planning for senior management development and succession as well as staff retention.

COMMITTEE STRUCTURE (RANGE/TARGET NUMBER OF BOARD MEMBERS) – 5

The Committee will consist of a Chair, Vice Chair, and no fewer than three (3) and no more than five (5) additional Trustees whose expertise and experience are aligned with the purpose and work of the Committee. The Committee Chair will serve on the Foundation Board's Executive Committee. Other members of the Committee may include Ex-officio, non-voting members including the UC Foundation Board Chair, UC Foundation President, immediate past UC Foundation Board Chair, other Foundation and/or University officials as appointed by the UC Foundation Board Chair.

QUALIFICATIONS

- Members of the Committee should have strong business acumen and/or experience in human resources with background in the area of compensation.

TERM OF SERVICE

- Members may serve up to two (2) four (4) year terms, and may be asked to annually renew their service. Committee membership may be modified based upon the various needs of the Committees.

FREQUENCY OF MEETINGS

The Committee will convene quarterly, or as needed at the discretion of the Committee Chair. All Committee members are expected to attend each meeting, in person or via teleconference.

COMMITTEE: Development Committee

PURPOSE: The purpose of the Development Committee is to provide the Foundation with philanthropic leadership; oversee and facilitate Board and Trustee participation in Foundation advancement, resource development, monitor development plans and progress, participate in setting and approving fund raising goals and assessing progress towards the achievement of those goals; establish goals for and evaluate Board participation in charitable giving; establish and review fundraising and gift acceptance policies; and participate in the development processes related to the identification, cultivation and solicitation of prospective donors to the University of Cincinnati.

THE COMMITTEE WILL:

- Seek to raise funds for projects approved by the Foundation's Board of Trustees.
- Provide advice, counsel, guidance and leadership in planning and execution of all Foundation activities related to the identification, cultivation and solicitation of annual gifts, significant and major gifts and deferred gifts and bequests.
- Ensure the Board provides the Foundation with philanthropic leadership; participate in setting and approving annual and major campaign goals and monitoring progress toward the achievement of those goals; establish and review fundraising policies; provide counsel to the development program; and participate in the development process.
- Formulate and approve gift acceptance policies by establishing guidelines for the solicitation, acceptance, purposes and utilization of gifts including gifts of cash, securities, real estate, personal property, technology and intellectual property; and address ethical issues, authority to negotiate and accept gifts, gift restrictions, endowment agreements, accounting and investment guidelines, and acceptance of outright and planned gifts.

COMMITTEE STRUCTURE (RANGE/TARGET NUMBER OF BOARD MEMBERS) – 20

The Committee will consist of a Chair, Vice Chair, and no fewer than three (3) additional Trustees whose expertise and experience are aligned with the purpose and work of the Committee. The Committee Chair will serve on the Foundation Board's Executive Committee. Other members of the Committee may include Ex-officio, non-voting members including the UC Foundation Board Chair, UC Foundation President, UCF Vice President of Development, immediate past UC Foundation Board Chair, other Foundation and/or University officials, and at-large Board members as appointed by the UC Foundation Board Chair.

QUALIFICATIONS

- Members of the Committee should have the capacity and willingness to demonstrate engaged and active philanthropic leadership in annual and campaign giving, and have the willingness to work as a collaborative team member.

TERM OF SERVICE

- Members may serve up to two (2) four (4) year terms, and may be asked to annually renew their service. Committee membership may be modified based upon the various needs of the Committees.

FREQUENCY OF MEETINGS

The Committee will convene quarterly, or as needed at the discretion of the Committee Chair. All Committee members are expected to attend each meeting, in person or via teleconference.

COMMITTEE: Finance and Operations Committee

PURPOSE: The purpose of the Finance and Operations Committee is to oversee the integrity of the Foundation's financial operations, long-term economic health, and allocation of resources. The Finance and Operations Committee will ensure the Foundation operates in a financially sustainable manner; balances its long-term and short-term obligations; reviews, approves and monitors annual and multi-year operating and capital budgets prepared by the management of the Foundation; participates in the development and implementation of personnel policies and fringe benefit programs; and is responsible for any other matters pertaining to financial and other operations of the Foundation as assigned by the Executive Committee.

THE COMMITTEE WILL:

- Develop a thorough understanding of how the Foundation is financially supported and capitalized through analysis of the sources of revenue that fund the operations of the Foundation, as well as the sources of capital available to support the facilities and other long-term investment needs.
- Review and recommend approval of the annual operating and capital budgets, including multi-year capital commitments.
- Assess risks that may have a financial impact on the Foundation and work with top administrators to incorporate contingencies for such risks in budgetary plans.
- Ensure annual and multi-year budgetary planning processes are in place and management is making accurate and reasonable assumptions about key variables that influence the financial health of the Foundation in developing those plans.
- Ensure that adequate contingency provisions are made and provide direction about how contingency budgets are spent.
- Participate in development and implementation of personnel policies and fringe benefit programs, and review their effectiveness on a periodic basis.
- Be responsible for and make report of any other matters pertaining to financial operations of the Foundation as assigned by the Executive Committee.

COMMITTEE STRUCTURE (RANGE/TARGET NUMBER OF BOARD MEMBERS) – 10

The Committee will consist of a Chair, Vice Chair, and no fewer than three (3) additional Trustees whose expertise and experience are aligned with the purpose and work of the Committee. The Committee Chair will serve on the Foundation Board's Executive Committee. Other members of the Committee may include Ex-officio, non-voting members including the UC Foundation Board Chair, UC Foundation President, Treasurer, UCF CFO, University of Cincinnati Senior Vice President of Finance and Administration, immediate past UC Foundation Board Chair, other Foundation and/or University officials, and at-large Board members as appointed by the UC Foundation Board Chair.

QUALIFICATIONS

- Members of the Committee should have strong financial expertise and business experience.

TERM OF SERVICE

- Members may serve up to two (2) four (4) year terms, and may be asked to annually renew their service. Committee membership may be modified based upon the various needs of the Committees.

FREQUENCY OF MEETINGS

The Finance & Operations Committee will convene quarterly, or as needed at the discretion of the Committee Chair. All Committee members are expected to attend each meeting, in person or via teleconference.

COMMITTEE: Investment Committee

PURPOSE: The Investment Committee reviews and revises investment policies, works with investment staff, monitors investment performance, selects external investment advisors, and advises the Board in regard to the general investment policy and investment management of the Foundation.

PREAMBLE TO THE COMMITTEE'S RESPONSIBILITIES:

In 2002, the Foundation agreed to invest its endowment funds in the University's Fund A shares as part of a general restructuring of the investment management programs of the University and Foundation endowment funds. The restructuring included the establishment of a University Office of the Chief Investment Officer ("CIO"), the hiring of dedicated professionals responsible for managing the University's endowment and any funds over which it is given investment authority, and a reorganization of the University's Board of Trustees Investment Committee. The restructuring was designed to improve governance and investment performance while rationalizing expenses related to the management and custody of University and Foundation endowment funds. The Foundation thereupon entered into an Agreement for the Management of Investments ("Agreement" dated December 15, 2010) which, among other things, allows the Foundation to withdraw its investment in Fund A upon proper notice to The University. In addition, the Foundation is permitted to designate three (3) board members to the University Investment Committee, which reports to the University's Board of Trustees. The Executive Committee of the Foundation approves its representatives to the University investment committee, upon the recommendation of the Foundation chair in consultation with the CIO. As a consequence of entering into the Agreement, the Foundation's Investment Committee is not engaged in the active management of the Foundation's endowment funds, but instead provides oversight and stewardship responsibilities with respect to its investment in Fund A shares actively managed by the University CIO. However, upon the termination of the Agreement, the Foundation's Investment Committee can undertake all actions set forth hereafter, including authorizing the active investment management of the Foundation's endowment funds.

THE COMMITTEE WILL:

So long as the Agreement is in effect, the Committee:

- Shall meet periodically to receive reports from the University CIO regarding investment policy, asset allocation, manager selection, consultant selection, investment performance, risk appetite, fund accounting, custodial arrangements, and such other information it may request.
- Is expected to provide input to both the CIO and to the Foundation's representatives on the University Investment Committee and, in addition, provide advice and counsel to the Executive Committee on the performance of the office of the CIO and on the investment performance of its shares in Fund A.
- Shall advise the Executive Committee on the appropriate endowment spending policy based on University needs, donor expectations, and the Foundation's operating budget needs.
- Will report to the Foundation Board of Trustees regarding its activities and the investment results of the Foundation's endowment funds.

COMMITTEE STRUCTURE: (RANGE/TARGET NUMBER OF BOARD MEMBERS) – 14

The Committee will consist of a Chair, Vice Chair, and no fewer than three (3) additional Trustees whose expertise and experience are aligned with the purpose and work of the Committee. The Committee Chair will serve on the Foundation’s Executive Committee. Other members of the Committee may include Ex-officio, non-voting members, including the UC Foundation Board Chair, UC Foundation President, UCF CFO & Treasurer, University of Cincinnati Senior Vice President of Finance & Administration, immediate past UC Foundation Board Chair, other Foundation and/or University officials, and at-large Board members as appointed by the UC Foundation Board Chair.

QUALIFICATIONS

- Members of the Committee should possess a basic understanding of investment strategies, types of investment risk and return, and portfolio structuring, or be able to readily acquire such knowledge.

TERM OF SERVICE:

Members may serve up to two (2) four (4) year terms, and may be asked to annually renew their service. Committee membership may be modified based upon the various needs of the Committees.

FREQUENCY OF MEETINGS:

The Committee will convene quarterly, or as needed at the discretion of the Committee Chair. All committee members are expected to attend each meeting, in person or via teleconference.