

Board of Directors of the John D. and Catherine T. MacArthur Foundation

CHARTER OF THE INSTITUTIONAL POLICY COMMITTEE

Purpose, Responsibility, and Authority

The by-laws of the Foundation establish a number of standing committees, including the Institutional Policy Committee. The primary responsibility of the Committee is (i) to oversee the development of the institutional policies of the Foundation, and (ii) to approve or recommend to the Board the adoption of or changes to policies or proposed action by the Foundation involving matters of public policy not otherwise within the purview of other committees of the Board. In that regard, the Committee will also have the authority and responsibility to:

- Advise management and act as a sounding board with respect to material policy issues affecting the Foundation's interaction with the public, grantees, or other third parties;
- Advise management with respect to public positions the Foundation may propose to take with respect to public policy matters, legislation, or other matters affecting how the Foundation is perceived by the public, grantees, or the media;
- Consider issues, matters, and policies relating to the governance of the Foundation and the Board; and
- Approve and recommend to the Board the adoption of, or changes to, existing policies addressing the foregoing.

By way of example, the policies and procedures to be reviewed by the Committee and recommended for approval by the Board would include policies on the Use of the Foundation's Name, Intellectual Property, Grantees at Risk, Conflicts of Interest, and similar matters. Internal administrative policies would generally not be presented to the Committee for approval, except as the President or Committee may determine that such matters should be brought before the Committee.

Membership

The Committee shall consist of four or more directors appointed by the Board. All members shall be entitled to be indemnified for their service on the Committee in accordance with the provisions of the resolution dated July 8, 1980.

Meetings

The Committee will meet as circumstances require, but at least twice each year. The Committee may meet by telephone or videoconference. A quorum for the meeting shall consist of three members. The Chair of the Committee as selected by the Board shall preside at the meeting. In the absence of the Chair, the Chair of the Board shall designate a director to serve as interim chair, which may be the Chair of the Board.

Board Reports

The Committee will report to the Board on a periodic basis on the results of its meetings. The Committee will keep written minutes of its meetings.