

Stanford University
Statement on Investment Responsibility
Concerning Endowment Securities

October 15, 2002
(supersedes all previous statements)

1. PREAMBLE

- 1.1 The primary fiduciary responsibility of the University Trustees in investing and managing the University's endowment securities is to maximize the financial return on those resources, taking into account the amount of risk appropriate for University investment policy. However, when the Trustees adjudge that corporate policies or practices cause substantial social injury¹, they, as responsible and ethical investors, shall give independent weight to this factor in their investment responsibility policies and proxy voting practices related to corporate securities.
- 1.2 The authority to take ethical factors into account when setting investment responsibility policies and proxy voting practices addressing endowment securities derives primarily from the stewardship responsibilities which attend the ownership of endowment securities. The policies and procedures in this Statement recognize that there is no practical way for the University to avoid having an effect on the outcome of issues involving corporations in which it has invested, and that, consequently, the effect should be as thoughtful and considered as possible.

¹ Substantial Social Injury: With regard to corporate behavior, substantial social injury is defined as the injurious impact on employees, consumers, and/or other individuals, or groups resulting directly from specific actions or inactions by a company. Included in this category are actions that violate, subvert, or frustrate the enforcement of rules of domestic or international law intended to protect individuals and/or groups against deprivation of health, safety, basic freedoms or human rights. Only actions or inactions by companies that are proximate to and directly responsible for identifiable social injury will be regarded as falling within these guidelines.

For the purposes of these Guidelines corporate activity that creates a potential for social injury to occur shall not itself be construed as socially injurious. Similarly, for the purposes of these guidelines, social injury shall only in unusual circumstances include the act of doing business with other companies which are themselves engaged in socially injurious activities.

Under this policy, allegations of substantial social injury will be examined on a case-by-case basis using the best available evidence and allowing parties to the allegation reasonable time to develop and disseminate that evidence.

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- 1.3 However, decisions regarding investment responsibility frequently are controversial, and the Trustees recognize that they may not speak for the University on issues of public policy, except those that directly impinge upon Stanford as an educational institution. Therefore, all actions taken pursuant to these policies and procedures should be understood as judgments by the Trustees made in discharging their duties as an investor in corporations, and such an action should not be interpreted to represent the view of all members—or of any particular member—of the University.

2. POLICY GUIDELINES

2.1 Selection and Retention of Endowment Securities

- a) Maximum economic return shall be the primary criterion for the selection of the University’s endowment securities.² Maximum economic return shall also be the primary criterion for the retention of the University’s endowment securities except in the cases covered by paragraph 2.3 In both cases, when assessing the expected return on the securities of a company, the investment manager or advisor shall take into consideration any substantial social injury caused by company activities which in his or her opinion is likely to have a negative impact on the value of the investment.
- b) In no event will an endowment security be selected or retained for the primary purpose of thereby encouraging or expressing approval of a company’s activities, or alternatively, for the primary purpose of placing the University in a position to contest a company’s activities.

2.2 Exercise of Shareholder Rights

- a) Proxy Voting Guidelines: From time to time Trustees will review, update and/or develop proxy voting guidelines that address issues of substantial social injury by companies in which the University invests.
- b) Voting: On any shareholder resolution involving social issues, the Trustees shall: (1) normally vote according to existing University Investment Responsibility Proxy Voting Guidelines, (2) vote to “abstain” when no Proxy Voting Guidelines exist, or (3) “not vote” in cases where SCIR has determined that “not voting” on a resolution is in the best interest of the University.
- b) Representations: When the Trustees conclude that the company’s activities cause substantial social injury, they may make formal or informal representations to

² Endowment security: an equity security held for investment as part of the University’s endowment funds or other funds (such as loan funds, building and other temporary funds, reserve funds, and current funds) in which securities are held for investment.

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corporate management to explain or reinforce their position on proxy issues and on issues where no proxy is presented.

2.3 Divestment

Where the Trustees conclude that a company's activities or policies cause substantial social injury, and the Trustees conclude that:

- a) a desired change in the company's activities would have a direct and material effect in alleviating such injury,
- b) the Trustees have exhausted their practicable shareholder rights in seeking to modify the company's activities to eliminate or reduce the substantial social injury thereby caused,
- c) the company has been afforded the maximum reasonable opportunity to alter its activities,
- d) no alleviation of the substantial social injury by the company is likely within a reasonable time;

the Trustees will consider the alternative of not continuing to exercise their shareholder rights under the foregoing paragraphs, and may, when such an action is consistent with their fiduciary obligations, instead sell the securities in question within a reasonable period of time.

2.4 Exceptions

If the Trustees conclude that a specific Trustee action otherwise indicated under these Guidelines is likely to impair the capacity of the University to carry out its educational mission (for example, by causing significant adverse action on the part of governmental or other external agencies or groups, or by causing deep divisions within the University community), then the Trustee need not take such action.

3. THE ADVISORY PANEL ON INVESTMENT RESPONSIBILITY

An Advisory Panel on Investment Responsibility (APIR)³ shall advise University trustees and officers and make recommendations to the President (or his designee) and the Trustees' Special Committee on Investment Responsibility (SCIR) concerning investment responsibility matters.

3.1 Specific Duties

The APIR has been designated as the University body responsible for implementation of the policy guidelines on investment responsibility. The Panel shall be advisory to the SCIR and the President, with the following functions:

³ Previously the Commission on Investment Responsibility (CIR)

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1. Consider proposals from the University community regarding specific investment responsibility concerns, first determining whether or not there is an allegation of substantial social injury;
2. Monitor trends and activities in investment responsibility that have an impact on educational institutional investors;
3. Conduct research, update company files, and provide analyses when appropriate;
4. Make recommendations to the SCIR on how to vote proxies and on any new issues which may warrant attention;
5. Respond to specific requests from the SCIR or President.

3.2 APIR Membership

- a) There is hereby established an Advisory Panel on Investment Responsibility to be composed of twelve voting members including: four members of the Academic Council nominated by the Faculty Senate Committee on Committees; four students (two undergraduates, two graduates) nominated by the Student Senate Committee on Nominations; two alumni representatives appointed by the President in consultation with appropriate University representatives; two staff members appointed by the President. The Chief Executive Officer of the Stanford Management Company (or his/her designee) shall serve as an ex-officio member. The CEO may vote if there is a tie.
- b) Members shall be appointed for at least two years and may be reappointed. Members shall serve until their successors take office. In the event of a vacancy caused by death, disability, or resignation of a member, the President of the University shall appoint a replacement, who shall serve until the expiration of such member's term and until a successor takes office.
- c) The APIR Chair shall be appointed by the President of the University.

3.3 Organization

- a) The APIR shall meet on call of the Chair and no less than twice during the academic year. At the Chair's discretion, the APIR may also conduct business via conference call.
- b) The Chair is responsible for setting agendas. The Chair shall take as an agenda item any matter referred by the Board of Trustees, the President, or the Chief Executive Officer of the Stanford Management Company. The Chair shall also take as an agenda item any matter submitted by two or more members of the

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APIR. In addition, the APIR will consider written proposals from any member or group of the Stanford community for possible inclusion on the agenda. The Chief Executive Officer of the Stanford Management Company shall, whenever practicable, give reasonable notice to the APIR of any matter pertaining to the University's endowment securities which could be within the purview of the APIR.

- c) The APIR may ask individuals, whether or not connected with the University, to attend its meetings as consultants or otherwise provide advice and information.
- d) The Stanford Management Company shall be responsible for providing staff and secretarial assistance to the APIR.
- e) To assist in its review of social responsibility proxy issues, the APIR will have access to reasonably available data compiled by or on behalf of the University on companies currently held as pooled⁴ endowment securities.
- f) The APIR may establish committees of its members to serve at the pleasure of the APIR.
- g) The APIR may establish rules of procedure, subject to the provisions of this statement.

3.4 Operations

- a) Within the Guidelines established under Section 2, the APIR shall examine issues of investment responsibility involving the University's endowment securities and make appropriate recommendations for action by the Trustees. Such recommendations shall take into consideration the following factors: (1) the facts and information the APIR has gathered in its study of the issues; (2) the opinions expressed within the Stanford community regarding the issues; and (3) the legal and financial impact of the recommended action.
- b) If the APIR determines that a substantial issue arises within the Guidelines established under Section 2, the APIR may, at its discretion, sponsor or encourage the convening of occasional local public meetings or forums to assess the views of members of the Stanford community concerning such an issue.
- c) All recommendations by the APIR to the Trustees shall be the result of the following two-step process. (1) When the APIR receives from any member of the University community, including a member of the APIR, a written request for action under this Statement, the APIR shall first determine whether the request, on

⁴ An investment pool is a commingled group of investment funds and assets. The vast majority of the University's endowment assets are retained in commingled pools.

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its face and assuming its factual accuracy, appears to constitute an allegation of substantial social injury against a firm in which Stanford has a direct investment. Such a determination must be made before an allegation may be considered further, and the determination shall be made only by an affirmative majority vote, a quorum being present. If the APIR fails to make such a determination, it shall advise the individual making the request that no further steps will be taken unless persuasive additional evidence or arguments are presented to the APIR. (2) If the APIR by this determination agrees to consider the allegation further, it shall investigate and analyze the allegation in whatever manner it deems appropriate and may then make a recommendation to the Trustees, provided that the recommendation is first approved by the majority of the APIR's members present. Six out of twelve voting members constitute a quorum. Recommendations may call for voting Stanford's shares in shareholder resolutions, making representation to management, divestment of securities, or other action as the APIR deems appropriate.

- d) The APIR shall make its recommendation in writing to the Trustees and the President. The recommendation shall be accompanied by factual findings and an analysis of the question involved. Voting members of the APIR who hold dissenting or divergent views may submit them in writing with the APIR's recommendation. The recommendation, together with accompanying materials, may, at the discretion of the APIR, be made available for public distribution.
- e) Where the APIR indicates a desire to deliberate on a proxy or divestment issue, the Trustees will, where practicable, await a timely recommendation from the APIR before taking action.
- f) The Trustees will make decisions on all recommendations for action under this policy. Should the Trustees decide not to accept a recommendation of the APIR, the APIR will be informed of the reasons for the Trustees' actions.

4. OTHER MATTERS

- 4.1 Nothing in this Statement shall be deemed to delegate the Trustees' investment responsibilities, or any part of them, to the APIR or any other person or body.
- 4.2 The Trustees may amend this Statement from time to time.
- 4.3 The APIR may, from time to time, submit recommendations to the Trustees for amendments to this Statement.