

The Brinson Foundation Statement of Director Expectations

As members of the Board of Directors of The Brinson Foundation, we recognize and confirm our fiduciary obligations to the Foundation. We have ultimate authority and responsibility for the Foundation's strategies, policies, procedures and operations. As part of this responsibility, we have established expectations for the members of the Board.

In keeping with our fiduciary duty, we commit ourselves to fulfilling the following expectations:

- to govern and manage the Foundation in accordance with the best practices and principles that are applicable to and appropriate for a family foundation of our size and scope;
- to set strategy and policy and oversee the operations of the Foundation in a manner that ensures that the Foundation complies with all applicable laws, rules and regulations of federal, state and local authorities that have jurisdiction over the Foundation;
- to ensure that the Foundation is operated in accordance with the policies established from time to time by the Board, including the Conflict of Interest Policy and Code of Conduct;
- to maintain a commitment to excellence in achieving results for the Foundation and to hold ourselves, our employees and our agents to the highest standards of ethical behavior;
- to be aware of the Foundation's history and founder's intent when making decisions regarding the strategies and operations of the Foundation;
- to regularly review, update and publish the Foundation's mission, vision, beliefs and grantmaking priorities and guidelines; to understand and abide by such statements; and to make certain that the Foundation's strategies, policies and operations are implemented in a manner consistent therewith;
- to establish and serve on Foundation committees as they may be needed to accomplish the mission of the Foundation;
- to make all reasonable efforts to attend all Board and committee meetings in person or by telephone when personal attendance is not possible;

- to read and be prepared to discuss all materials which the staff prepares and indicates are essential reading for Board and committee meetings and to be informed and exercise reasonable care in our decision-making;
- to participate at least annually in one or more site visits to different existing or potential grantees each year;
- as the family grows, to encourage and welcome all members of the family to participate in the work of the Foundation and to listen to suggestions from family members and to carefully consider each;
- to treat Foundation business as a personal priority and put personal biases and differences aside and make decisions based on what is best for the Foundation;
- to review and approve the annual budget, the Foundation's investment policies and reports and to monitor the financial and investment performance of the Foundation;
- to establish annual goals for the Foundation's President and to assess our and his or her performance against those goals;
- to review and approve appropriate compensation arrangements for the President of the Foundation;
- to provide advice, feedback and assistance to the Foundation's Board and staff when and as requested and respond to requests for information in a timely manner;
- to maintain the confidentiality of sensitive information and to disclose all actual or potential conflicts of interests and refrain from participating in discussions and votes on matters in which we may have conflicts of interest, as required by the Foundation's Conflict of Interest Policy and Code of Conduct;
- to consistently play the role of ambassador for the Foundation, and to act as its representative when and as requested to do so by the Board.

By executing this Statement of Director Expectations, the undersigned Director hereby accepts and agrees to these Statements on this ____ day of _____, ____.

Director