

GOVERNANCE AND COMPENSATION COMMITTEE CHARTER

The Governance and Compensation Committee of the Foundation's Board of Directors (the Committee) assists the Board in fulfilling its responsibilities in governance and the oversight of total compensation practices. The Committee's purpose is to oversee the governance processes of the Board of Directors; identify and recommend candidates for election to the Board of Directors and to serve as its officers; oversee the Foundation's compensation and benefits plans and programs; and review the annual performance of the president and senior management.

The Committee shall consist of non-employee directors and is authorized to:

Governance Processes

1. Review and recommend to the full Board of Directors:
 - the optimal size of the Board,
 - the number and duties of Board committees, including their charters, and
 - changes in the by-laws of the Foundation, including delegations of authority.
2. Lead the Board in an annual assessment of its performance and that of its committees.

Nominating Processes

3. Review and recommend to the full Board of Directors, appropriate candidates:
 - for membership on the Board, with attention to ensuring the Board reflects a diversity of perspectives and backgrounds,
 - for the position of chair of the Board and all other Board-appointed officers of the Foundation, and
 - to serve as the members and chairs of Committees of the Board.

Compensation and Employee Benefit Plans and Programs:

4. On an annual basis, review and approve the overall compensation programs to maintain a competitive market position for all staff.
5. Review the Foundation's employee benefit plans for market competitiveness and compliance with applicable laws and regulations and approve any additions, terminations or changes in such plans as may be desirable and appropriate.
6. On an annual basis, ensure review and compliance with regulatory requirements for reasonableness of compensation for the president and senior management.

7. Review and approve the Bylaws of the Administrative Committee. Review the Administrative Committee's annual summary of fiduciary due diligence for the retirement, health and welfare plans enumerated under the Committee's purview.
8. Perform all duties and responsibilities specifically delegated to the Committee under the Foundation's employee benefit and compensation plans.

Senior Management Reviews and Compensation:

9. Review and assess the performance of the Foundation's President, and recommend to the Board of Directors appropriate compensation for that position annually.
10. For senior management, review the president's assessment of performance and approve and report to the Board of Directors appropriate compensation of the senior management team.
11. Review management development and succession plans.

Incentive Compensation Plan for Investment Positions (ICP)

12. In consultation with the Investment Committee, on an annual basis review the Foundation's ICP to maintain a competitive market position. Ensure compliance with applicable laws and regulations and approve any additions, terminations or changes in such plans as may be desirable and appropriate.
13. Based on the recommendation of the Investment Committee, approve the plan year payouts for all investment staff covered under the ICP.

General:

14. Engage and work directly with appropriate expert advisors as necessary or advisable.
15. Perform such other functions as the Board of Directors shall designate from time to time.

The management liaison to the Committee for governance issues will be the President and for compensation and benefits will be the Director of HR, IT and Shared Services.