

## Resolution to Establish Procedures for Proxy Voting

### Intention:

In 1996, the Trustee Executive Committee established a subcommittee charged with responsibility for considering shareholder resolutions concerning social and environmental issues (Trustee Proxy Voting Subcommittee).

Since the creation of the Trustee Proxy Voting Subcommittee, there has been renewed interest by the University community in proxy voting. While the responsibility for decision-making remains a fiduciary responsibility of the Trustees, the Trustees recognize that the community has a significant interest in this issue and have determined that it is appropriate for the President of the University to create an advisory committee to provide advice to the Trustee Proxy Voting Subcommittee with respect to social and environmental issues. This advisory committee, Penn Social Responsibility Advisory Committee, shall be constituted as set forth in the Statement on Responsibility Concerning Endowment Securities, and shall be charged to examine proxy voting issues involving the University's endowment securities and to make appropriate recommendations for action to the Trustee Proxy Voting Subcommittee. Neither the Trustee Subcommittee on Proxy Voting, nor the Social Responsibility Advisory Committee, shall have any responsibility with respect to investment, divestment, or management of the University endowment.

### Resolution:

RESOLVED that the Trustees hereby adopt the Statement on Responsibility Concerning Endowment Securities, dated May 15, 2003.

FURTHER RESOLVED that the Trustees adopt the Charge to the Subcommittee on Proxy Voting, dated May 15, 2003.

FURTHER RESOLVED that the Trustees endorse the Charge to the Penn Social Responsibility Advisory Committee, dated May 15, 2003.

FURTHER RESOLVED that these policies, as set forth above, supercede any and all prior Trustee policies concerning proxy voting.

Charge to the Social Responsibility Advisory Committee

### **Membership**

Penn SRAC shall consist of twelve voting members including:

- Four faculty members nominated by the Faculty Senate;
- Four students (two graduates and two undergraduates) nominated by the Undergraduate Assembly (one student), the Nominations and Elections Committee (one student), GAPSA (one student) and GSAC (one student);

- Two alumni representatives appointed by the President;
- Two staff members appointed by the President.

The chair of Penn SRAC will be selected by the President.  
All terms will be for one year, with the possibility of reappointment.