Advisory Committee on Investment Responsibility
Revised October 4, 2013

Preamble

The Board of Trustees recognizes that Duke University's ability to meet its educational mission and financial goals requires enhancing the value of the endowment over the long term by investing in companies that achieve real growth. It also recognizes the importance of ethical practices. A mechanism is necessary to assist the President in making recommendations to the Board of Trustees in keeping with the Board's Guideline on Socially Responsible Investing, which is attached. The committee described below provides such a mechanism.

Advisory Committee on Investment Responsibility (ACIR)

The Advisory Committee on Investment Responsibility is a University body advisory to the President with the following functions:

a. Receive issues referred to it by members of the Duke community;

b. Monitor trends and activities in investment responsibility that have an impact on educational institutional investors;

c. Conduct research, update Duke's files on companies, and provide analyses when requested by the President;

d. Make recommendations to the President on how to vote proxies when the committee believes proxies should be voted outside the standard protocol of "economic interest;" whether to sponsor shareholder resolutions; whether to correspond with the management of corporations in which the University holds an identifiable equity position; when to divest; and on any new issues, which may warrant attention.

ACIR Membership

The Advisory Committee on Investment Responsibility shall include fourteen voting members: one trustee, two undergraduate and two graduate or professional students nominated respectively by the Duke Student Government and Graduate and Professional Student Council, one alumnus nominated by the Duke University Alumni Association, four faculty members nominated by the Academic Council, the University Counsel or his or her delegate, the Deputy Treasurer or his or her delegate, and two administrative appointees chosen by the President. Each representative body will be asked to nominate two individuals for each position and the President will select who will be invited to serve; the Board of Trustees will elect the trustee member of the committee.

Members shall be appointed for at least two years and may be reappointed, serving until their successors take office.

The ACIR Chair shall be appointed by the President from among the voting members.

ACIR Organization

The ACIR shall meet on a regular basis and on the call of the Chair.

The ACIR may ask individuals, from within the University or outside of it, to attend its meetings as consultants or otherwise provide advice and information.

To assist in its review of social responsibility proxy issues, the ACIR will have confidential access to data compiled by or on behalf of the University on companies the securities of which are held directly by the University and on fund managers. It is understood that certain pooled or commingled investment vehicles may not permit the degree of disclosure possible for direct holdings.

ACIR Operations

The ACIR shall examine issues of investment responsibility involving the University's endowment securities and propose to the President recommendations for action by the Trustees. Such recommendations shall take into consideration the following factors: (1) the facts and information the ACIR has gathered in its study of the issues; (2) whether the offending firm's culpability is substantial and proven; (3) the opinions expressed within the Duke community regarding the issues, including the degree of consensus; and (4) the legal and financial impact of the recommended action on the companies in question.

The Chair is responsible for setting agendas.

An annual report published by the ACIR will inform the University community of the issues examined, recommendations made by the ACIR, and the disposition by the President's office and the Board of Trustees. The committee will also maintain a public website to provide information about its activities to the Duke community. It may, at its discretion, sponsor or encourage the convening of occasional public meetings or forums of the Duke community to assess the views of members of the community.

In considering an allegation of substantial social injury, the ACIR shall investigate and analyze the allegation in whatever manner it deems appropriate and may then make a recommendation to the President, provided that the recommendation is first approved by the majority of the ACIR's members. Recommendations may call for voting Duke's shares in shareholder resolutions, making representations to management, divestment of securities, or other action as the ACIR deems appropriate.

The ACIR shall make its recommendation in writing to the President. The recommendation shall be accompanied by factual findings and an analysis of the question involved. Voting members of the ACIR who hold dissenting or divergent views may submit them in writing with the ACIR's recommendation.

Where the ACIR indicates a desire to deliberate on a proxy or divestment issue, the President will, where practicable, await a timely recommendation from the ACIR before taking action.

The President will make decisions on all recommendations for action under this policy.

Role of the President

The President will review the analysis and recommendation of the ACIR and, if he or she concurs, will forward a recommendation to the Board of Trustees.

If the President chooses not to forward the ACIR's recommendation to the Board of Trustees, he or she will explain his or her decision in writing to the ACIR.

Guideline on Socially Responsible Investing
August 20, 2004

To fulfill its educational and humanitarian purposes, Duke University must manage its investment assets wisely. Thus the primary fiduciary responsibility of the Board of Trustees in overseeing the management of the University's investment assets must be to maximize the financial return on those resources, taking into account the amount of risk appropriate for the University.

At the same time, the University wishes to be a good corporate citizen and a responsible and ethical investor. The authority of its Board of Trustees to take ethical factors into account when setting investment policies and practices derives from the very stewardship responsibilities which attend the ownership of endowment securities. We recognize that sometimes a corporation's policies or practices can cause substantial social injury—that they may have a gravely injurious impact on employees, consumers, and/or other individuals or groups that results from specific actions by a company. For example, corporate actions may violate domestic or international laws intended to protect individuals and/or groups against deprivation of health, safety, or civil, political, and human rights.

Thus for investments not governed by the Employee Retirement Income Security Act (ERISA), when the Board of Trustees judges that corporate policies or practices cause substantial social injury, it will give weight to this factor in investment practices related to corporate securities.

Actions the University takes may or may not materially affect an offending corporation, but such actions may have significant symbolic value. When the University community has engaged in substantive discourse on an issue and expressed broad concern that substantial social injury is being caused by such policies or practices, the president may make a recommendation to the Board of Trustees.

Where the Board of Trustees finds that a company's activities or policies cause substantial social injury, and that a desired change in the company's activities would have a direct and material effect in alleviating such injury, it may instruct the Duke University Management Company (DUMAC) to take appropriate action, including the exercise of the University's practicable shareholder rights to seek modification of the company's activities to eliminate or reduce the injury, using such means as

a) direct correspondence with management
b) proxy votes
c) sponsoring shareholder resolutions.

If the Board of Trustees further concludes that the company has been afforded reasonable opportunity to alter its activities, and that divestment will not impair the capacity of the University to carry out its educational mission (for example, by causing significant adverse action on the part of governmental agencies), then it may instruct DUMAC and its managers to divest the securities in question within a reasonable period of time.