

YALE CORPORATION TRUSTEESHIP COMMITTEE CHARTER

The Trusteeship Committee is the governance and nominating committee of the Yale Corporation. In fulfilling this mission, the Committee assesses the composition of the Corporation, and evaluates and proposes candidates for service as successors to the original Fellows. The Committee makes recommendations for appointment of those who are not Fellows to Corporation committees. The Committee also reviews issues relating to the governance of the Corporation including reviewing and making recommendations to the Corporation for proposed changes to the operations and procedures of the Corporation and proposed changes to the By-Laws and Committee Charters.

ORGANIZATION

The following are excerpts addressing committee organization from the Yale Corporation By-Laws (as amended April 12, 2003):

COMMITTEES

17. The following Standing Committees, whose members, so long as they are members of the Corporation, shall hold office until their successors are duly designated: Prudential Committee, Committee on Finance, Audit Committee, Committee on Investments, Committee on Educational Policy, Committee on Institutional Policies, Committee on Honorary Degrees, Committee on Buildings and Grounds, Committee on Development and Alumni Affairs, Committee on Compensation, and Trusteeship Committee. The President shall be Chairman of the Prudential Committee. The President, after consultation with the Senior Fellow, shall nominate, and the Corporation shall elect, the members of each committee and the Chairmen of committees other than the Prudential Committee. The committees shall arrange their dates of meetings, and shall report either to the Corporation or to the Prudential Committee as occasion demands. Meetings of the Audit Committee, the Committee on Compensation, the Committee on Investments, the Prudential Committee and the Trusteeship Committee are open only to committee members except by invitation of the Chairman. A majority of the voting members of a Committee shall constitute a quorum. The officer or officers of the University responsible for matters with which each Committee is concerned shall attend the meetings of such Committee.

27. The Trusteeship Committee shall consist of no fewer than four Fellows, one of

whom will be the Senior Fellow. The Committee will evaluate and propose to the Corporation candidates for service as successors to the original Fellows; it will suggest candidates for consideration by the Association of Yale Alumni Standing Committee for the Nomination on Alumni Fellows; and it will review recommendations for appointment of those who are not Fellows to Corporation committees. The Committee will regularly review the operations and procedures of the Corporation and make suggestions for their improvement; it will also review proposed changes to the By-Laws before they are submitted for the approval of the Corporation.

ROLES AND RESPONSIBILITIES

Governance:

- review regularly the operations and procedures of the Corporation and make suggestions for improving the governance of the Corporation;
- review proposed changes to the By-Laws and Committee Charters before they are submitted for the approval of the Corporation.

Nominating:

- evaluate and propose to the Corporation candidates for service as successors to the original Fellows;
- suggest candidates for consideration by the Association of Yale Alumni Standing Committee for the Nomination on Alumni Fellows;
- review recommendations for appointment of those who are not Fellows to Corporation committees.

As approved by the Corporation 4/12/2003