

Western Washington University

Board of Trustees

CHARTER ESTABLISHING THE Advisory Committee on Socially Responsible Investing (ACSRI)

1. ACSRI Established

The Western Washington University Board of Trustees (BOT) hereby establishes the Advisory Committee on Socially Responsible Investing (ACSRI). The purpose of the committee is to evaluate proposals for review of an investment currently held by Western Washington University or the Foundation for WWU and Alumni (Foundation).

The ACSRI shall advise the BOT on all issues related to socially responsible investing, including but not limited to:

- Proposals for review of an investment submitted by members of the University community which meet the criteria specified under this charter for the socially responsible investment of funds;
- Other financial matters, as requested by the Board of Trustees.

2. Membership and Terms

The ACSRI will consist of 8 voting members with consideration given to shared governance representation.

Membership will include the following:

- 2 faculty members, selected by the Faculty Senate;
- 2 students, selected by the Associated Students;
- 2 members closely affiliated with the University, such as alumni or donors, including one representative from the Foundation Board, selected by the BOT Executive Committee;
- 1 representative from the BOT, selected by the BOT Executive Committee; and
- 1 member of the university staff, selected by the University President.

Two ex officio, non-voting senior staff members, who are the Executive and Liaison to the BOT and the Chief of Staff to the President, as well as a non-voting staff member from the Foundation, will attend ACSRI meetings to provide contextual guidance and administrative support.

The BOT Executive Committee appoints the Chair of the ACSRI. With the exception of student appointees, committee members will serve a two-year term (or a shorter term for a BOT representative, ending with the expiration or termination of service on the BOT) and may be removed by the appointing authority at any time. Student appointees shall serve a one-year term with the possibility of reappointment.

3. Meetings

The ACSRI will be convened when the BOT Executive Committee deems that a proposal for review of an investment meets the minimum criteria established under this charter. ACSRI meetings will be held during the academic year (from October through May) and shall occur at least once per academic year. ACSRI meetings are open to ACSRI members and guests invited by the Chair of the ACSRI. Minutes from ACSRI meetings will be published on the ACSRI website. All final recommendations from the ACSRI will be delivered to the BOT in an open public meeting, and opportunity will be given for public comment prior to the BOT taking action on the recommendation.

4. Procedure for ACSRI to Evaluate Proposals for Review of an Investment

Any WWU student, faculty member, or staff may submit a proposal for review of an investment (available on the ACSRI website) to the BOT Executive Committee.

Proposals will be reviewed to ensure there is evidence of a broad and continuing base of support within the University community. Evidence of such support shall include at least two or more of the following:

- i.) Endorsement from the Associated Students of Western Washington University;
- ii.) Endorsement from the Faculty Senate; or
- iii.) Petitions signed by a broad coalition of students, faculty, alumni, or staff of the University.

If the proposal is judged to meet these guidelines, the ACSRI will be convened by the BOT Executive Committee.

Upon the Executive Committee's convening of the ACSRI, the ACSRI will evaluate investments using the following criteria:

- a) Whether or not the actions or inactions of the company or companies align with the BOT's policy on socially responsible investing; and
- b) Whether or not the requested action would impair the University's capacity to carry out its educational mission.

During the first quarter of its convening, the ACSRI will develop a policy recommendation, subject to BOT approval, on socially responsible investing (as referenced in section 4(a)) that aligns with the United Nations Principles of Responsible Investing. The BOT will then vote to adopt or not adopt the ACSRI's policy recommendation. Should the policy not be adopted, it will be revised and re-proposed by the ACSRI.

5. Procedure and Voting

The ACSRI may decide to bring in experts to provide additional information and education to committee members. The ACSRI will evaluate the proposal based on the criteria cited under section (4) of this charter.

A two-thirds vote (six voting members) is required to move a recommendation forward to the BOT. If a committee member is unable to attend a meeting, they may submit their vote to the Chair prior to the meeting via email.

The ACSRI may:

- a) Recommend no action to the BOT;
- b) Recommend divestment to the BOT; and/or

- c) Recommend shareholder engagement, educational initiatives, sustainability initiatives, or targeted research, or some other action to the BOT.

If no action is recommended, sponsors of a proposal for review of an investment may submit the proposal for reconsideration in a subsequent academic year.

6. Recommendations to the Board of Trustees

The ACSRI will transmit all committee recommendations to the BOT for consideration. The ACSRI and BOT may request that University employees or other experts provide an analysis of the potential financial impact of the ACSRI's recommendations on the University's or Foundation's endowments and investments. The ACSRI and BOT may request University employees or other experts to provide an analysis of the social impact of continuing the investments or contracts under consideration for termination. If divestment of Foundation funds is recommended by the BOT, a resolution recommending the action will be transmitted from the BOT to the Foundation Board for its consideration. The Foundation is not obligated to act upon or implement any resolution from the BOT. For University investments, a decision to divest will be transmitted to Treasury Services for immediate action.

7. Reporting

All proposals for review of an investment shall be posted on the ACSRI website. The final disposition of each request submitted will also be published on the website. All actions taken by WWU or the Foundation based on ACSRI recommendations will also be published on the website.

All recommendations of the ACSRI will be communicated to the BOT and shall include dissenting opinions of ACSRI members.

8. Staff Support

The Executive and Liaison to the BOT or appointed designee will:

- a) Facilitate the ACSRI member selection process;
- b) Provide administrative support to the ACSRI including scheduling meetings, managing member communication, and maintaining the ACSRI website; and
- c) Work with the ACSRI Chair to develop ACSRI agendas, conduct research including the identification of outside experts, maintain meeting minutes, and provide other management support as requested.