Governance Guidelines

Board of Trustees Policy
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Purpose
The following guidelines (“Governance Guidelines” or “Guidelines”) are intended to assist the Noble Foundation's Board of Trustees in the exercise of its responsibilities. These Guidelines reflect the Board's commitment to monitor the effectiveness of policy and decision-making, both at the Board and management level, with a view to enhancing long-term institutional oversight and management.

These Guidelines are not intended to change or interpret any federal or state law or regulation, or the articles of incorporation or by-laws of the Foundation. These Guidelines are subject to modification by the Board.

Trustee Qualification Standards
Identification and Assessment of Trustee Candidates
The Board is responsible for establishing criteria for selecting trustees, and seeking and assessing potential trustee candidates.

Board Size and Composition
The minimum and maximum number of Board positions and the member composition of the Board are defined in the bylaws of the Foundation. Notwithstanding, from time to time, the Board may set the number of Board positions within such minimum and maximum, and consider matters regarding Board composition, for example, advisory trustee positions and non-family trustee positions. The Board is responsible for periodically reviewing the advisability or need for any change in the number of trustees or its composition.

Service on Other Boards
Each trustee may serve as a director or trustee on the boards of public and private companies as well as not-for-profits, but only to the extent that this additional service does not compromise the trustee's ability to devote his or her time and attention to his or her Foundation-related duties and responsibilities.

In accordance with the Foundation's Conflict of Interest policy, when any trustee takes a new position or appointment, or changes a disclosed position or appointment, either of which could affect the trustee's Foundation-related conflicts of interest, he or she shall voluntarily and promptly update his or her conflict disclosure form through the Foundation Secretary.

Employee Trustees Who Change Their Present Job Responsibility
Trustees who are also employees of the Foundation are expected to resign from the Board at the same time they leave the Foundation's employment; however, the Board may waive this policy in individual cases.

Retirement Age
A Trustee may serve through the first annual meeting following his or her 75th birthday, but shall not fulfill any remaining term of an appointment nor be re-appointed.

Trustee and Board Responsibilities
The Board's Goals
The Board will provide the leadership for the Foundation to carry out its charitable purposes, act as a good steward of its resources, and conduct and support activities in accordance with the perceived vision and intentions of the founder, Lloyd Noble.
To achieve these goals, the Board will monitor both the performance of the Foundation (relative to its goals, strategy and peer institutions) and the performance of the President. The Board is charged with offering the President constructive advice and feedback. When it is appropriate or necessary, it is the Board’s responsibility to remove the President and to select his or her successor.

**Strategic Direction of the Foundation**

Normally, it is management’s job to formalize, propose and implement strategic choices, and the Board's role to approve strategic direction and evaluate strategic results. As a practical matter, the Board and management will be better able to carry out their respective strategic responsibilities if there is an ongoing dialogue among the President, other Foundation officers and other employees, and the trustees. To facilitate such discussions, Foundation officers and other employees who are not trustees may be invited to participate in Board meetings when appropriate.

**External Communications**

The Board believes that management generally should speak for the Foundation. Trustees shall refer all inquiries from the media, the public, the government or others to the President or his or her designee.

**Trustee Duties**

The business and affairs of the Foundation shall be managed by and under the direction of the Board. The trustees’ main responsibility is to use their best judgment to act in what they reasonably believe to be in the best interests of the Foundation while being mindful of the laws and regulations governing private foundations. In discharging this obligation, trustees shall be entitled to rely on the expertise and integrity of the Foundation's management and any outside advisors or independent auditors engaged by the Board or any Board committees. A trustee shall spend the time and effort necessary to properly discharge his or her responsibilities.

**Confidential Information**

Trustees, Advisory Trustees and Trustee Emeriti will have access to non-public information as a consequence of their service to the Foundation. Examples of such information may include, but are not limited to, specific investment or financial advice generated by the Foundation's financial managers. Trustees, Advisory Trustees and Trustee Emeriti shall not use any such non-public information for personal gain or transfer such non-public information for the benefit of another.

**Meeting Attendance and Preparation**

Trustees are expected to (a) attend Board meetings and meetings of committees on which they serve and (b) spend the time needed, including meeting as frequently as necessary, to satisfy their commitment to the Foundation. A trustee who is unable to attend a meeting (which will occasionally occur) is expected to notify the President or the chair of the appropriate committee in advance of such meeting.

The President or committee chair will distribute those materials needed to reasonably understand the upcoming meeting’s agenda as well as materials otherwise requested by any trustee. To the extent practicable, these materials should be provided sufficiently in advance of each meeting to allow review. Trustees should review all materials that are distributed to them in advance of each Board and committee meeting.

In the event of a pressing need for the Board or a committee to meet on short notice, or if such materials would otherwise contain highly confidential or sensitive information, it is recognized that written materials may not be available in advance of a meeting.
Meeting Agendas
The President will develop an initial, draft agenda for each Board meeting and submit it to the Executive Committee for review and approval. A copy of the draft agenda will be delivered to all trustees with a notice of an Executive Committee meeting to review and approve such agenda.

Each trustee is free to suggest the inclusion of other items on the agenda. Further, at any Board meeting, each trustee is free to raise subjects that are not on the meeting agenda.

The Board will review the Foundation’s long-term strategic plans and the principal issues that the Foundation will face in the future during at least one Board meeting each year.

Executive Sessions
The nonmanagement trustees will endeavor to meet in executive session at all regularly scheduled Board meetings.

Board and Committee Support
The Foundation shall provide the Board or the committee with an appropriate level of staff and support to allow the Board or committee to function appropriately.

Board Committees
Board Committees
The Board has four (4) standing committees: (a) an Audit Committee; (b) a Compensation Committee; (c) an Investment Committee; and (d) an Executive Committee. The Foundation may, from time to time, establish or maintain additional committees as necessary or appropriate in accordance with the bylaws of the Foundation.

The Board shall appoint the members and chairs of each committee.

Committee Charters
Each committee shall have its own charter. In addition to defining function and responsibilities, the charters will also provide that each committee will annually evaluate its performance and report such evaluation to the Board.

Committee Meetings and Agendas
The chair of each committee, in consultation with the committee members, will determine the frequency of the committee meetings consistent with any requirements set forth in the committee’s charter. The chair of each committee will work with the President, other appropriate Foundation management and the other committee members in the development of committee meeting agendas.

Attendance of Non-Committee Members at Committee Meetings
Any trustee or advisory trustee may attend any committee meeting.

Trustee Access To Management and Independent Advisors
Trustee Access to Management
Trustees shall have full and free access to all officers and other employees of the Foundation. Any meetings or contacts that a trustee wishes to initiate may be arranged through the President, the Secretary of the Foundation or directly by the trustee. Trustees will use their judgment to ensure that any such contact is not inappropriately disruptive to the business operations of the Foundation.
Independent Advisors
The Board and each committee of the Board has the power to hire independent legal, financial, accounting or other advisors, as they may deem necessary. The Foundation will pay the fees and expenses of such advisors. The Board and each committee shall also have access, as appropriate, to the Foundation’s independent advisors.

Trustee Compensation
Employee Trustee Compensation
Any trustee who is also an employee of the Foundation may receive a meeting fee for attending a Board meeting and expect to have his or her reasonable expenses paid or reimbursed; however, such trustees shall not receive any other compensation, e.g., an annual retainer, for serving as a trustee.

Trustee Compensation
The Compensation Committee will annually review and make a recommendation to the Board regarding the form and amount of trustee compensation, for example, annual retainer and meeting fee. The Board shall fix trustee compensation by resolution.

The Compensation Committee’s recommendation shall be made in accordance with the policies and principles set forth in the Committee’s charter, these Guidelines, and the laws and regulations governing private foundations. While trustee compensation should adequately compensate trustees for their time and effort expended in satisfying their obligations to the Foundation, trustee compensation must be reasonable.

Trustee Orientation and Continuing Education
New Trustee Orientation
Each new trustee (and advisory trustee) will be provided an orientation after the date of the trustee’s (or advisory trustee’s) initial election. The orientation may include: (a) materials concerning the Foundation’s historical and current operations; strategic plans; significant financial, accounting and risk management issues; its compliance programs; and its policies and procedures; (b) meetings with the Foundation’s independent auditors; (c) meetings with Foundation officers or other employees; and (d) tours of Foundation facilities and farms.

Continuing Trustee Education
The Foundation may host seminars, programs or other events providing continuing trustee education. These seminars and programs may cover a range of subjects both specific to the Foundation and generally applicable to foundational governance, for example, but not limited to, Foundation research programs, Foundation agricultural programs, grantmaking, and understanding financial and audit reports. One or more educational events will be commonly scheduled prior to Board meetings conducted in Ardmore.

Trustees are encouraged to solicit specific educational topics and comment on continuing Foundation-hosted education programs.

Trustees may also attend education programs hosted or presented by third parties that concern foundation governance or other matters relevant to Foundation programs. The Foundation will reimburse the reasonable expenses incurred by trustees to attend such programs.

Orientation and Education Programs Oversight
The Executive Committee, working with the President, will oversee the orientation and continuing education programs, and review and reassess these programs from time to time and implement any appropriate changes.
Management Evaluation, Succession and Development

President Evaluation
The Compensation Committee, consistent with its charter, will annually review and approve corporate goals and objectives relevant to the compensation of the President, evaluate the performance of the President in light of those goals and objectives, and recommend to the Board the compensation of the President based on this evaluation.

Management Evaluation
The evaluation of officers and employees that report to the President shall be the primary responsibility of the President. The President shall be responsible for communicating the respective results of each review and evaluation to the appropriate employee. The President further shall report to the trustees the general outcome of these annual evaluations.

Succession Planning
The reviewing Board Committee shall report, at least annually, to the Board on succession planning, including policies regarding succession in the event of an emergency. The Board will evaluate potential successors to the President.

Management Development
Periodically, the Board shall satisfy themselves that appropriate systems are in effect for education, development and orderly succession of officers of the Foundation.

Annual Performance Evaluation of the Board and Committees
The Board and each Committee will conduct an annual self-evaluation to determine whether they are functioning effectively and properly contributing to the Foundation. The Executive Committee will establish a procedure to process the evaluations and issue a comprehensive report to the full Board summarizing the results of all Board evaluations.

Evaluation reports will be discussed at the Board's annual meeting. The discussion and Board's assessment must focus on the Board's contribution to the Foundation and, when appropriate, identify areas in which the Board or management believes that the Board could improve.

Conflicts With Bylaws
These Guidelines shall in no way alter, amend or repeal any provision of the bylaws of the Foundation. To the extent that these Guidelines conflict with any provision of the bylaws, the bylaws shall govern.

Annual Review
The Board shall review this policy annually.