

## **DORIS DUKE CHARITABLE FOUNDATION**

### **Finance Committee Charter**

***First Adopted November 13, 2007***

The Board of Trustees of the Doris Duke Charitable Foundation (the “Board”) hereby establishes the following guidelines for the composition, role, and responsibilities of the Finance Committee (the “Committee”). This document supersedes the previous mandate of the Finance and Audit Committee. By written consent, the Boards of Doris Duke Foundation for Islamic Art, Doris Duke Management Foundation, Duke Farms Foundation, and Doris Duke Foundation (“affiliated foundations”) have approved the authority of the Committee to act similarly on the behalf of the board of each affiliated foundation.

#### **Composition of the Committee**

- The Committee shall be composed of three or more members of the Board.
- Members of the Committee, along with a designated Chairman of the Committee, shall be approved by a vote of the full Board.
- The Committee shall be composed entirely of independent directors of the Board. In this regard, independence is defined as free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee.
- No member of the Committee shall accept any consulting, advisory or other compensatory fees from the Foundation or affiliated foundations (other than fees for serving on the Board or any committee thereof).
- All members of the Committee shall have financial literacy skills sufficient to review and understand the books and records of the Foundation and affiliated foundations.

#### **Role and Responsibilities of the Committee**

The purpose of the Committee is to assist the Board and the Board of each affiliated foundation in fulfilling its responsibility for oversight of the quality and integrity of the budgeting and financial and tax reporting practices of the Foundation. The Committee is responsible for reviewing the financial results of the Foundation and each affiliated foundation in relation to its approved budget, and to review and recommend to the respective board approval of the annual budget and any necessary revisions. The Committee will also review exceptional items or transactions which have a significant financial impact on the individual Foundation.

#### **Meetings and Other Communications**

The Committee shall meet on a regular basis at a minimum of twice a year and may hold additional meetings if circumstances require.

## **Specific Duties of the Committee**

### **Annual Duties:**

- Review and recommend for approval the annual budget for DDCF and affiliated foundations;
- Review periodic financial reports comparing actual activity to the budget.
- Advise, review and recommend for approval financial transactions of significance to the Foundation and affiliated foundations such as financing arrangements, leases, bonds, supplemental spending and other exceptional items.
- Review annually the duties to be performed on an “as needed” basis as shown below and prepare a work plan to ensure that all duties of the Committee are addressed on a periodic basis;
- Review and reassess the adequacy of this charter and recommend any proposed changes to the Board for approval.

### **Duties on an As Needed Basis:**

- Obtain the advice of outside consultants and professionals (including but not limited to retention of specific legal counsel or financial analysts) to advise the Finance Committee on matters within the scope of this charter.