

## **THE RUTH AND HAL LAUNDERS CHARITABLE TRUST**

### **TRUSTEE ADVISORY BODY**

**BE IT RESOLVED** that the Board of Trustees of The Ruth and Hal Launders Charitable Trust does hereby establish and constitute a Trustee Advisory Body, also sometimes referred to as Junior Board, (hereafter the “TAB”) for purposes of assisting in the administration of The Ruth and Hal Launders Charitable Trust (“RHLCT”). This resolution shall take effect, and the existence of the TAB shall commence, on May 1, 2019.

The TAB is governed by the following policies and procedures:

- The RHLCT Board of Trustees will supervise and monitor the function of the TAB.
- The TAB will be comprised of not fewer than five (5), nor more than ten (10), persons at any given time. A majority of TAB members will be family members, but other persons who are not family members may also serve. A person may be appointed to the TAB to serve on the TAB by a simple majority vote of the RHLCT Board of Trustees.
- As a condition of his or her service on the TAB, a person appointed will agree to become familiar with the mission, governance, history, and procedures of RHLCT. This will be accomplished through his or her review of a digital Trustee Orientation and Reference Resource which will be posted to the RHLCT Web site and accessible to TAB members.
- Members of the TAB may attend meetings of the RHLCT Board of Trustee and participate in these meetings but may not vote on any item reserved to Trustee action or discretion. Members of the TAB are not fiduciaries of RHLCT.
- Members of the TAB will be expected to serve on at least one (1) standing committee of RHLCT as such committees are established by the RHLCT Board of Trustees. TAB members may participate in all meetings of such committees but may not vote on any item which comes before the committee.
- The RHLCT Board of Trustees will allocate, as part of its budgetary process, an annual grant allowance for allotment to the TAB. The amount of this annual allowance is reserved to the judgment of the Board of Trustees and will be shown as a line item on the adopted RHLCT Budget for the applicable fiscal year. Before the start of each fiscal year, the Board of Trustees will notify the members of the TAB of the grant allowance allotted to the TAB for such fiscal year. The members of the TAB will, within a reasonable period of time following such notification, inform the Chairman of the Board of Trustees whether it wishes to propose its grant allowance be awarded to a single or to multiple grantees. The members of the TAB will thereafter during every fiscal year recommend the award of one or more grants to be funded from the TAB grant allowance for such fiscal year. The Board of Trustees may, in its discretion, require that charitable organization so selected by the TAB be taken from a list of charities compiled by the

RHLCT Board of Trustees. All decisions whether to award or disburse a grant to the charitable organization so selected by the TAB is reserved to the sole and exclusive discretion of the RHLCT Board of Trustees whose action to award, or not to award, any such grant shall be final.

- TAB members are encouraged to conduct site visits of past or prospective grantees under consideration for a grant award recommendation by the TAB before submitting a recommendation to the Board of Trustees.
- Members of the TAB will be entitled to reimbursement of their necessary and reasonable expenses incurred in the course of attending meetings of the RHLCT Board of Trustees, meetings of RHLCT committees, meetings of the TAB, or conducting site visits of past or prospective grantees under consideration for a grant award recommendation, subject however to compliance with all expense reimbursement application procedures and processes adopted by the RHLCT Board of Trustees in addition to the applicable travel or expense reimbursement policy adopted by the RHLCT Board of Trustees.
- The TAB may hold virtual meetings using any mode of electronic, voice, or digital communication. The members of the TAB shall prepare a written summary of the purpose of each of its meetings, a description of any decisions or action taken, and identify the TAB members who participated in the meeting and with sufficient detail to establish the charitable exempt purpose of their activities.
- Service on the TAB will generally be deemed to be a prerequisite to the appointment of a TAB member to the RHLCT Board of Trustees as a successor co-trustee. The RHLCT Board of Trustees may, by action taken in its discretion as the Trustee empowered to fill trustee vacancies, waive the requirement of TAB service as such a prerequisite for election to the Board of Trustees, on a case by case basis.
- The foregoing parameters and procedures will be reviewed with outside legal counsel for legal sufficiency and their compliance with all applicable laws and regulations governing the administration of RHLCT, and they shall be subject to revision or alteration by the RHLCT Board of Trustees after the receipt of any such legal advice. Upon final adoption, the Board of Trustees will amend the RHLCT By-laws to incorporate provisions relating to the TAB and its operation and areas of responsibility.
- The foregoing parameters and procedures will be applied and interpreted in a manner which is consonant with the adopted policies and procedures of RHLCT including the RHLCT Policy and Guidelines with respect to Trustee Succession and Continuity Planning dated 31 January 2012 (the Succession Policy”), a copy of which is attached to this proposal. All terms used in this proposal shall have the same meaning as such terms are defined in the Succession Policy.

Provisionally adopted by the RHLCT Board of Trustees on September 30, 2018  
**Finally adopted by the RHLCT Board of Trustees on January 21, 2019**