

UNIVERSITY OF THE SCIENCES IN PHILADELPHIA

INVESTMENT SUB-COMMITTEE CHARTER

Purpose

There shall be a sub-committee of the Finance Committee of the Board of Trustees of University of the Sciences in Philadelphia (the “University”) to be known as the Investment Sub-Committee of the University (the “Committee”). The Committee shall oversee the University's investment transactions, management, policies and guidelines, including review of investment manager selection, establishment of investment benchmarks, review of investment performance and oversight of investment risk management exposure policies and guidelines.

Membership

The Committee shall consist of no fewer than three outside members who may or may not be members of the Board of Trustees. All Committee members shall meet the independence requirements established by the Board and applicable laws, regulations, and listing requirements or disclose their affiliation with any related parties and recuse themselves on voting whenever a conflict may appear to exist. Each member shall in the judgment of the Finance Committee have the ability to read and understand financial statements and investment reports. The Finance Committee shall appoint the members of the Committee and the chairperson and may remove any member from the Committee at any time with or without cause. The chairperson shall serve for a term of three years unless elected to fulfill an un-expired term in which case the chairperson shall serve the balance of the un-expired term to which elected. Upon term expiration the chairperson can renew his/her term twice, serving a maximum of nine consecutive years. Each other committee member is not held to term stipulations.

The Senior Vice President for Finance shall be a member of this Committee.

Meetings and Procedures

- The Committee shall fix its own rules of procedure, which shall be consistent with the Bylaws of the University and this Charter.
- The Committee shall meet in person periodically and more frequently as circumstances require.
- The chairperson of the Committee or a majority of the members of the Committee may call special meetings.
- The Committee may seek approval from the Finance Committee that any persons whose advice and counsel are sought by the Committee, attend any Committee meeting and/or provide such pertinent information as the Committee requests.
- The Committee shall apprise the Finance Committee on a regular basis regarding Committee meetings and include a description of all actions taken by the Committee.
- The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the University.

Authority and Functions

The Committee shall oversee and report to the Finance Committee of the Board of Trustees concerning the investment affairs of the University. The Committee shall understand the University's investment goals and how these objectives support its mission.

The Committee shall be responsible to evaluate the investment and management of the University's investments by determining, overseeing, and assessing the policies and processes by which the funds are invested. The Committee shall recommend to Finance Committee actions to take to preserve and grow the investment portfolio in accordance with investment goals, to retain or terminate investment managers and outside consultants and to compensate the managers and advisors for their services.

The Committee shall have the resources and authority necessary to discharge its duties and responsibilities. In discharging its oversight role, the Committee shall be empowered to investigate any matter brought to its attention. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the University, and the Committee shall take all necessary steps to preserve the privileged nature of those communications.

The Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee. The decisions of any member of the Committee to whom authority to grant pre-approval has been delegated shall be presented to the full Committee at the next scheduled meeting.

The Committee shall review the backgrounds of Committee members and staff to ensure no conflicts of interest exist and perform a periodic assessment of its and its advisor's effectiveness.

The Committee shall maintain an appropriate level of skepticism regarding management's assertions and judgments affecting financial reporting, asking probing and challenging questions of management.

Education

The University shall provide new members with appropriate orientation briefings and educational opportunities, and the full Committee with educational resources and other material as may be requested by the Committee. The University will assist the Committee in maintaining appropriate financial literacy.

Limitations

The Committee is responsible for the duties set forth in this Charter. In carrying out its responsibilities, the Committee believes its policies and procedures should remain flexible in order to best react to a changing environment.

Proposed: May 12, 2010

Updated: November 29, 2010