

The David and Lucile Packard Foundation

EXECUTIVE COMMITTEE CHARTER

Executive Committee Purpose: The Executive Committee (Committee) is established to assist the Board by having the authority to transact all regular business of the Foundation between Board meetings except with respect to nondelegable powers. The Executive Committee is established by the Foundation's Amended and Restated Bylaws ("Bylaws") as a standing Committee of the Board.

Membership: The Committee shall be composed of at least five (5) members, including the Chairman of the Board and the President. The President and CEO shall be an ex officio voting member of the Committee. All members will also be members of the Board of Trustees. Any additional members of the Committee shall be appointed by the Chairman, subject to the approval of the Board; provided, that notwithstanding the above, at least two (2) members shall always be Family Trustees, as provided in the Bylaws.

Authority and Responsibilities: In carrying out the duties and responsibilities and subject to the limitations described in the Bylaws, the Board grants the Committee authority and responsibility to:

- (1) Act with full legal authority of the Board between meetings of the Board.
- (2) Oversee the process for monitoring and evaluating the performance of the President and CEO.
- (3) Review and approve grant and Program-Related Investment recommendations that require action before a scheduled Board meeting.
- (4) Provide a sounding board to the President and CEO, serving as a source of ready advice on executive decisions.
- (5) Monitor Board and staff issues related to values, ethics, and conflicts of interest.
- (6) Report to the Board at each meeting on Committee activities.
- (7) Review annually the Executive Committee Charter and recommend any changes to the Board.

Operations of the Committee: The Chairman of the Board shall be the Chairman of the Committee and shall preside at all meetings. Meetings may be in person or telephonic and the Chairman shall present any findings or recommendations to the Board. The Committee shall have the authority to delegate to subcommittees and to Foundation staff, consistent with the provisions of the Bylaws. A quorum shall consist of a majority of the members. Minutes shall be kept of each Committee meeting and shall be filed with the corporate records. The Committee shall conduct a performance self-evaluation that considers matters related to its responsibilities every two years after, and with input from, the Board self-evaluation process.