

NAPA VALLEY

COMMUNITY FOUNDATION

Investment Policy

The mission of the Napa Valley Community Foundation (NVCF) is to mobilize resources, promote philanthropy and provide leadership on vital community issues in Napa County. To accomplish this mission, we invite individuals, families, charitable organizations and businesses to contribute to various charitable funds that are managed by NVCF, or to establish new charitable funds at NVCF. We have full legal control over all donated assets and all charitable funds. However, the charitable funds we manage are often closely associated with a living donor (for example, donor advised funds) and we have found it beneficial to offer our donors a degree of choice with respect to how their donated assets are invested by NVCF, so that their philanthropic objectives (chiefly, the time horizon for grant distributions) match up with an appropriate investment strategy. The net result is, the NVCF Investment Policy speaks to the monies that we use for operating purposes, and it speaks to the monies that we and our donors use for grantmaking purposes. In some cases and for some charitable funds, our goal is liquidity with minimal risk. In other cases and for other charitable funds, our goal is maintaining long-term purchasing power. This Investment Policy is intended to provide guidance for NVCF’s investment advisors and investment managers in light of the diverse investment objectives we seek on behalf of ourselves, our donors and the many charitable funds we manage.

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II. DEFINITION OF TERMS

The Napa Valley Community Foundation, as part of its stewardship efforts, employs Investment Advisors and Investment Managers. The roles of each professional are important to the long term success of NVCF.

- Investment advisors. Investment advisors are individuals or organizations employed by NVCF to manage assets and provide investment advice. It is NVCF’s expectation that these individuals and organizations be responsible for managing asset allocation, selecting appropriate investment managers or an appropriate investment manager program, and reporting to NVCF. It is generally assumed that the investment

advisors will use separate account managers, mutual funds and exchange traded funds to achieve NVCF's stated investment objectives. Investment advisors are also sometimes referred to as financial advisors or investment counselors.

- Investment managers. Investment managers are individuals and organizations that manage investments and offer their services often through separate accounts, mutual funds and exchange traded funds. In most cases, NVCF would expect the investment advisors it has hired to manage the asset allocation and select the appropriate investment managers based on NVCF's investment objectives and policies. Investment managers provide both active and passive management services and those services can be provided in a number of vehicles. Sometimes these individuals and organizations are referred to as money managers.
- Custodian. A custodian is an organization that is responsible for safekeeping, maintaining and recordkeeping of investment assets.
- Charitable funds. Funds which are established within NVCF by donors, organizations or the Board of Directors. Examples include: donor advised funds, Community Impact Funds, field-of-interest funds and the NVCF Operating Endowment. Sometimes charitable funds are referred to as charitable accounts. One way to avoid confusion with the generic term "funds," is to think of charitable funds like different products, with various degrees of donor involvement, various areas of focus and various timetables for charitable distributions.

III. PURPOSE

These investment policies were established to facilitate a clear understanding by the Board of Directors, the Internal Affairs Committee and any appointed investment advisors or investment managers of the nature, purpose and goals of the investments of NVCF. As directed by the Board of Directors, the Internal Affairs Committee will regularly review these policies and each advisor's/manager's adherence to them, and conduct a formal review of these policies every year. It is expected that the Committee and the investment advisors/managers will propose revisions to these policies any time such policies may potentially impede NVCF in meeting its investment objectives. The specific investment objectives of NVCF are detailed below in Section V.

NVCF provides support through grant making and services to a wide variety of nonprofit organizations benefiting Napa County. The Board and staff have the fiduciary responsibility to meet current needs while preserving certain assets of NVCF for long-term purposes.

The types of funds included in this policy are:

1. Operating Funds
2. Grantmaking Funds

Monies may be pooled together in a manner providing maximum investment efficiency, unless otherwise approved by the Internal Affairs Committee in response to a request from a donor.

IV. POLICY STATEMENT

The assets of NVCF will be invested to maximize return and generate cash flow, liquidity and growth consistent with the objectives and risk tolerance of the Operating and Grantmaking Funds.

In order to achieve these goals, NVCF will select investment advisors/managers but may also self-manage as defined below. The Board will review performance and monitor fees charged by investment advisors/managers on a regular basis.

V. INVESTMENT GUIDELINES

NVCF investments will adhere to the guidelines as stated in this policy. All policies, guidelines and objectives will be in force until modified in writing by NVCF. All transactions will be entered into on the basis of prudent execution.

A. Operating Funds

1. Short Term Operating Funds

Short-Term Operating Funds refer to investments that provide for NVCF's short term cash flow and liquidity needs.

Short-Term Operating Funds shall be used exclusively to meet the working capital and short-term liquidity requirements of NVCF, which include the need to cover operating costs, pay vendors and, in certain cases, distribute grants recommended by donors that are invested in Grantmaking Funds.

The amount of capital allocated to the Short-Term Operating Funds will vary according to the needs of NVCF.

Short-Term Operating Funds investments shall consist of Cash and Cash Equivalent investments and be defined as those of eighteen months maturity or less with minimal market or credit risk. Examples of suitable investments would include Money Market Funds, Certificates of Deposit, US Treasury Bills, and short term US Government Agency Obligations.

The asset allocation of NVCF's Operating Funds shall be:

Cash and Cash Equivalents 100%

2. Long Term Operating Funds

Long Term Operating Funds refer to the NVCF Operating Endowment. The NVCF Operating Endowment shall be invested as per section B(3), below.

B. Grantmaking Funds

Grantmaking Funds refer to investments that support the grantmaking objectives of NVCF and its donors.

1. **SHORT TERM FUNDS.** Grantmaking time horizon: 0 to 18 months. Goal: liquidity and preservation of principal. Short Term Grantmaking Funds shall be invested in Cash and Cash Equivalent investments and be defined as those of eighteen months maturity or less with minimal market or credit risk. Examples of suitable investments would include Money Market Funds, Certificates of Deposit, US Treasury Bills and short term US Government Agency Obligations. The asset allocation of NVCF's Short Term Funds shall be:

Cash and Cash Equivalents	100%
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2. **INTERMEDIATE TERM FUNDS.** Grantmaking time horizon: 18 months to 5 years. Goal: income generation primarily from bonds and capital appreciation primarily from equities. Intermediate Term Grantmaking Funds shall be U.S. dollar-denominated and rated by a nationally recognized investment rating agency with consideration given to asset diversification based on pool size as another consideration to minimizing risk. Intermediate Term Fund diversification shall include publicly traded investments in US and Non-US equities.

Suitable investments for Intermediate Term Fund fixed income consideration may be investments of investment grade quality or better with maturities of up to five years held as individual issues. Intermediate Term fixed income pooled assets may be held as part of a managed portfolio or fund provided the average duration of these assets is limited to five years duration and the average rating is A within the portfolio.

The individual money managers selected are responsible for creating a portfolio diversified by industry as well as by company. More specifically, no one stock or sector shall comprise more than 10% of the value of any manager's portfolio, unless prior approval is provided in writing by the Internal Affairs Committee, with approval of the Board of Directors.

The asset allocation of NVCF's Intermediate Term Funds shall be:

	Range
Cash/Cash Equivalents & Fixed Income	40% to 60%
U.S. Equities	30% to 40%
Non-U.S. Equities	0% to 20%

The Intermediate Term asset allocation above shall be subject to periodic review by the Internal Affairs Committee. The Committee may adjust this asset allocation with respect to equities (i.e., by changing the balance between U.S. and

Non-U.S. Equities) as economic conditions warrant. If the allocation deviates by more than 5% from the ranges above, the investment advisor must rebalance or notify NVCF within a reasonable time period.

3. **LONG TERM FUNDS.** Grantmaking time horizon: 5 to 10 years or longer. Goal: long-term growth of principal in excess of inflation and expenses, with sufficient income and liquidity to support annual grantmaking equal to 5% of the average fair market value of the Fund, as defined on a 12-quarter trailing basis, and NVCF's administrative fees. It is recognized that longer maturity fixed income investments and equities carry greater interest rate and market risk than other asset categories. Interim volatility and fluctuations in portfolio values will be viewed with appropriate long-term perspective.

Long Term Funds investments may include the following through Mutual Funds, Exchange Traded Funds and separate account managers:

1. Fixed Income Investments as described in paragraph B(2) above that have reasonable maturities with respect to interest rate environment and portfolio durations of up to 15 years
2. Publicly traded U.S. Equities
3. Publicly traded Non-U.S. Equities.

The specific portfolio management decisions, including security selection, size and quality, number of holdings, emphasis on income levels, and portfolio turnover shall be left to the investment managers' discretion.

The individual managers selected are responsible for creating a portfolio diversified by industry as well as by company. More specifically, no one stock or sector shall comprise more than 10% of the value of any manager's portfolio, unless prior approval is provided in writing by the Internal Affairs Committee, with approval of the Board of Directors.

The asset allocation of NVCF's Long Term Funds shall be:

	Range
Cash/Cash Equivalents & Fixed Income	15% to 35%
U.S. Equities	30% to 60%
Non-U.S. Equities	10% to 30%

The asset allocation above shall be subject to periodic review by the Internal Affairs Committee. The Committee may adjust this asset allocation as economic conditions warrant. If the allocation deviates by more than 5% from the ranges above, the investment advisor must rebalance or notify NVCF within a reasonable time period.

VI. INVESTMENT ELIGIBILITY

A. Approved Investments

1. Common and preferred stocks (by Mutual Funds, separate account managers and Exchange Traded Funds)
2. Direct obligations of the U.S. Government and its agencies
3. Convertible securities (by mutual funds, separate account managers and Exchange Traded Funds)
4. Corporate Bonds or notes of investment grade (by mutual funds, separate account managers and Exchange Traded Funds; securities shall be on average A rated within the portfolio)
5. Liquid/Short Term Cash Equivalents
6. Money Market Funds
7. Certificates of Deposit (from federally insured banks or savings and loans only)
8. Commercial Paper
9. Other investments with prior approval

B. Prohibited Investments

1. Short sales
2. Margin purchase or other use of lending or borrowing
3. Private placements
4. Commodities
5. Security loans
6. Leveraged derivatives
7. Warrants
8. Auction Rate Securities or Asset Backed Commercial Paper

NVCF recognizes that there are a growing number of investment strategies that incorporate the use of short sales, margin purchases and commodities (through future contracts). NVCF expects that all investment activities related to short sales, margin purchases and commodities will be approved by NVCF. All short sales, margin purchases and commodities strategies shall be implemented in Mutual Funds or Exchange Traded Funds.

Other categories of investments that are eligible for investment only with prior approval from the Internal Affairs Committee include:

1. Unregistered or restricted stock.

Investment in unregistered or restricted stock by investment managers is prohibited. Donations of such stock to NVCF may be retained under the direction of the Internal Affairs Committee.

2. Options or futures.

From time to time, investment managers may make investments using option or futures contracts in order to enhance or protect NVCF portfolio. These investments are expected to be limited to minor holdings and/or for short time duration.

3. Other Exclusions. Investment advisors shall not invest in closed-end mutual fund, or funds that carry a front or back-end load. NVCF expects to be invested in institutional shares only and to pay only expense ratios on mutual fund investments. Written permission from the Treasurer is required to deviate from these exclusions.

VII. ADMINISTRATION

A. Board of Directors

The Board of Directors of NVCF is solely responsible for the overall investment policy. The Board must approve any changes, updates or modifications to the policy.

The Board will authorize the implementation of investment recommendations made by the Internal Affairs Committee. Periodic performance reviews will be presented to the Board, along with recommendations for changing investments if necessary.

The Board will allocate capital to the Operating and Grantmaking Funds based upon recommendations made by the Internal Affairs Committee. Community Foundation donors with fund balances in excess of \$50,000 can request that their fund be invested in a manner that supports their charitable goals and the grantmaking time horizon of their fund. Specifically, donors can request that their fund be invested in up to two Grantmaking Funds (i.e., Short Term, Intermediate Term, Long Term). However, if they recommend an investment in more than one of the Grantmaking Funds, one of the choices must be the Short Term Fund. Such recommendations will be advisory only and not binding on NVCF, and NVCF expressly reserves its right to change investments at any time.

B. Internal Affairs Committee

The Internal Affairs Committee will be responsible for the investment advisor and investment manager selection process. NVCF

The Internal Affairs Committee shall meet twice per year to review the performance of individual managers and advisors and to monitor NVCF's assets and investment policies. All investment advisors/managers must prepare and submit quarterly investment reports for the Internal Affairs Committee and make annual presentations to the Committee. Continued engagement by NVCF is at the sole discretion of the Board of Directors with advice from the Internal Affairs Committee. NVCF shall have full authority and discretion over the investment and reinvestment of its assets in accordance with NVCF's investment policies.

In the selection of investment managers the following criteria should be observed. Recommendations will be made to the Board based upon the results of proposals from investment managers. The Internal Affairs Committee is also responsible for evaluating new

investment options when appropriate. In order to facilitate the efficient and effective asset management of donor funds within the NVCF, it is desirable to limit the total number of investment managers and investment alternatives. In addition to those alternatives already approved by the Board of Directors and the Internal Affairs Committee, any request for approval by the NVCF of a new investment manager must be made in conjunction with a fund valued at a minimum of \$1 million, with the following exceptions:

- Charitable Remainder Trusts;
- Individual grantmaking funds (intermediate and long term funds) that are reasonably likely, in the judgment of the President of the Community Foundation (and with the approval of the Internal Affairs Committee), to grow to \$1 million in assets within two years of their creation as a result of additional contributions by one individual, family or client; provided, however, that such funds are started with an initial balance of at least \$100,000;
- Multiple funds that are referred by a single investment advisor/manager and that are reasonably likely, in the judgment of the President of the Community Foundation (and with the approval of the Internal Affairs Committee), to grow to \$1 million in assets within two years of their creation, in the aggregate, as a result of additional contributions by multiple individuals, families or clients; provided, however, that such funds are started with an initial balance of at least \$100,000, and that only one account is created for NVCF with the advisor/manager.

1. Selection Criteria for Investment Managers

a. Desirable Attributes

- 1) Well-defined investment philosophy that provides a discernible edge in the gathering or processing of data.
- 2) Evidence that the philosophy has been faithfully executed over time.
- 3) Successful historical performance of returns (long-term and short-term) as compared to relevant standard benchmarks.
- 4) Reasonable assets in relation to investment philosophy.
- 5) Adaptive to changes in investment management industry.
- 6) Investment management is primary business.
- 7) Managers are experienced professionals with solid backgrounds of successful investment strategy.
- 8) Competitive fee structure.

b. Undesirable Attributes

- 1) High personnel turnover
- 2) Disorganization
- 3) Inability to follow Foundation investment policy guidelines
- 4) Poor historical performance

- 5) Poor communication

c. Disqualifying Attributes

- 1) Criminal conviction(s) or sanctions
- 2) Inability to meet performance reporting deadlines
- 3) Record of ineffectiveness or inexperience
- 4) Conflicts of interest

2. Performance Review

The Internal Affairs Committee will review the performance of investment advisors/managers twice per year (after the end of the calendar year at 12/31 and the end of the fiscal year at 6/30), using the following guidelines and report to the Board of Directors.

a. Risk Adjusted Return

- 1) The managers selected should provide a risk adjusted return competitive with the determined market index or indices.
- 2) The performance will be measured against these indices on a quarterly and trailing twelve month (short-term) period, and over a ten-year period (long-term).

b. Overall

The overall performance of investment managers will be based on the following:

- 1) Comparison of returns between managers.
- 2) Fees charged.
- 3) Evaluation of results compared to other community foundations of comparable size.
- 4) Working relationship between managers and NVCF.
- 5) Consistency with investment philosophy, return relative to objectives, and investment risk as measured by asset concentration, exposure to extreme economic conditions, and market volatility.

C. Foundation Staff

The President is authorized to deposit, withdraw and transfer funds for proper administration of accounts, subject to the internal control policies of the Community Foundation, which seek to ensure appropriate separation of duties, and in some cases require another Officer in addition to the President in order to take a particular action (e.g., to sign checks of \$10,000 or more). Income and expenses associated with the pooled investment accounts will be allocated to the funds in a consistent and equal manner.

The President will use the performance review guidelines to calculate and present a written report on investment performance to the Internal Affairs Committee. In addition, new investment options will be explored and evaluated and presented to the Internal Affairs Committee when appropriate.

VIII. INVESTMENT DATA

On a monthly basis each investment advisor/manager will provide a statement that includes all activity in the investment fund. The statement will include, but is not limited to, all interest, dividends and other income earned, all transaction and investment activity, and an itemized list of all assets held and their market value.

Quarterly and annual reports are required with the same information as the monthly statement summarizing the investment activity for that time period. In addition, reports are required to show measurement against appropriate index, and an analysis of each portfolio's specific characteristics and fees charged.

Investment advisors/managers are required to inform NVCF of any material change in fundamental investment philosophy, firm ownership, organizational structure, professional personnel, account structure or conflicts of interest.

IX. SOCIAL RESPONSIBILITY

NVCF recognizes the need for social responsibility and may at its discretion restrict certain investments.

Funds in the amount of \$100,000 or more may be invested in a socially responsible fund if requested by the donor. Lesser amounts may be considered on an individual basis.