

BASIC DOCUMENTS OF THE RICHARD NIXON FOUNDATION

*Adopted by the Members of the Foundation and the Board of Directors
as of November 10, 2011*

1. Amended and Restated Certificate of Incorporation
2. Bylaws
3. Policies and Procedures
4. Board Guidelines
5. Committee Charters
 - (a) Audit Committee
 - (b) Budget and Finance Committee
 - (c) Compensation Committee
 - (d) Investment Committee

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "THE RICHARD NIXON FOUNDATION", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF NOVEMBER, A.D. 2010, AT 12:57 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8385538

DATE: 11-30-10

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
THE RICHARD NIXON FOUNDATION

The Richard Nixon Foundation, a nonstock corporation organized and existing under the General Corporation Law of the State of Delaware (the "Foundation") DOES HEREBY CERTIFY:

FIRST: The present name of the Foundation is The Richard Nixon Foundation.

SECOND: The original certificate of incorporation of the Foundation was filed with the Secretary of State of the State of Delaware on January 24, 1983.

THIRD: The amended and restated certificate of incorporation of the Foundation in the form attached hereto as Exhibit A has been duly adopted in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware by the directors of the Foundation.

FOURTH: The amended and restated certificate of incorporation so adopted reads in full as set forth in Exhibit A attached hereto and is hereby incorporated herein by this reference.

The certificate of incorporation of the Foundation, as amended and restated herein, shall be effective as of the date filed with the Delaware Secretary of State.

IN WITNESS WHEREOF, the Foundation has caused this Certificate to be signed this 11th day of November, 2010.

THE RICHARD NIXON FOUNDATION

By: /s/ Ronald H. Walker

Name: Ronald H. Walker

Title: Chairman of the Board

EXHIBIT A
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
THE RICHARD NIXON FOUNDATION

FIRST: The name of the corporation is: The Richard Nixon Foundation (the "Foundation").

SECOND: The address of the registered office of the Foundation in the State of Delaware is 1201 North Market Street, in the City of Wilmington, 19801, County of New Castle. The name of the registered agent of the Foundation at such address is Delaware Corporation Organizers, Inc.

THIRD: The purpose of the Foundation is to illuminate and protect the legacy of the 37th President through its own programs as well as by supporting programs and exhibits at the Richard Nixon Presidential Library and Museum in Yorba Linda, California. In furtherance of this educational purpose, the Foundation may conduct any and all lawful activities.

FOURTH: Notwithstanding any other provision herein, the Foundation intends at all times to qualify and remain qualified as exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as it may be amended (the "Code") and, in connection therewith:

(a) Private Inurement Prohibited. The Foundation shall not be operated for pecuniary profit or financial gain, and no part of its assets, income or profit shall be distributed to or inure to the benefit of its members, directors, officers or other private individuals, except that the Foundation may pay reasonable compensation in exchange for services rendered and to make payments and distributions in furtherance of the purposes of the Foundation;

(b) Political Limitations. No substantial part of the activities of the Foundation shall be devoted to the carrying on of propaganda or otherwise attempting to influence legislation (except to the extent permitted by the Code whether pursuant to an election under Section 501(h) of the Code or otherwise), and no part of the activities of the Foundation shall be devoted to participating or intervening in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office;

(c) Other Limitations. The Foundation shall not engage in or include among its purposes any activities not permitted to be carried on (i) by a corporation exempt from federal income taxation under Section 501(c)(3) of the Code or (ii) by a corporation to which contributions are deductible under Section 170(c)(2) of the Code;

(d) Private Foundation Limitations. In any taxable year in which the Foundation is a private foundation as described in Section 509(a) of the Code, the Foundation (1) shall distribute its income for said period at such time and in such manner as not to subject it to tax under Section 4942 of the Code; (2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code; (3) shall not retain any excess business holdings as defined in Section 4943(c) of the Code; (4) shall not make any investments in such manner as to subject the Foundation to tax under Section 4944 of the Code; and (5) shall not make any taxable expenditures as defined in Section 4945(d) of the Code; and

(e) Dissolution. In the event of dissolution, all the remaining assets and property of the Foundation shall, after payment of all valid debts of the Foundation and necessary expenses thereof, be distributed to organizations that qualify under Section 501(c)(3) of the Code or to the federal government or state or local governments for a public purpose. Any of such assets not so disposed of shall be disposed of in accordance with the laws of this state.

FIFTH: The Foundation shall be a membership corporation, is not organized for profit and shall not have the authority to issue capital stock. The members of the Foundation shall be the members of the Executive Committee of the Foundation as set forth in the bylaws and such other individuals determined by action of the members. If at any time and for any reason any member of the Executive Committee shall cease to be a member of that Committee, such person shall simultaneously cease to be a member of the Foundation.

SIXTH: In furtherance and not in limitation of the powers conferred by law, subject to any limitations contained elsewhere in this certificate of incorporation, the Board of Directors is authorized to make, repeal, alter, amend and rescind any or all of the bylaws of the Foundation.

SEVENTH: The number of directors shall be determined in the manner set forth in the bylaws. Elections of directors need not be by written ballot.

EIGHTH: (a) A director of the Foundation shall not be personally liable either to the Foundation or to any member for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the director's duty of loyalty to the Foundation or its members, or (ii) for acts or omissions which are not in good faith or which involve intentional misconduct or knowing violation of the law, or (iii) for any matter in respect of which such director shall be liable under Section 174 of Title 8 of the General Corporation Law of the State of Delaware or any amendment thereto or successor provision thereto, or (iv) for any transaction from which the director shall have derived an improper personal benefit. Neither amendment nor repeal of this paragraph (a) nor the adoption of any provision of the certificate of incorporation inconsistent with

this paragraph (a) shall eliminate or reduce the effect of this paragraph (a) in respect of any matter occurring, or any cause of action, suit or claim that, but for this paragraph (a) of this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

(b) The Foundation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person ("Covered Person") who was or is a party or is threatened to be made a party to, or is otherwise involved in any threatened, pending or completed action, suit or proceeding, ("Proceeding") whether civil, criminal, administrative or investigative in nature, by reason of the fact that such Covered Person is or was the legal representative, is or was a director, officer, employee or agent of the Foundation, or is or was serving at the request of the Foundation as a director, officer, employee or agent of another corporation, partnership, joint venture, employee benefit plan, trust or other enterprise, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such person in connection with such Proceeding, and the Foundation may adopt bylaws or enter into agreements with any such person for the purpose of providing for such indemnification. Notwithstanding the preceding sentence, except for claims for indemnification (following the final disposition of such Proceeding) or advancement of expenses not paid in full, the Foundation shall be required to indemnify a Covered Person in connection with a Proceeding (or part thereof) commenced by such Covered Person only if the commencement of such Proceeding (or part thereof) by the Covered Person was authorized in the specific case by the Board of Directors of the Foundation. Any amendment, repeal or modification of this paragraph (b) of this Article shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

IN WITNESS WHEREOF, the undersigned has duly executed this amended and restated certificate of incorporation on this 11th day of November, 2010.

/s/ Ronald H. Walker

Name: Ronald H. Walker

Title: Chairman of the Board

AMENDED AND RESTATED
BYLAWS
OF
THE RICHARD NIXON FOUNDATION (“Foundation”)

ARTICLE I.

MEMBERS

1.1. Annual Meetings. The annual meeting of members for the election of directors and for the transaction of such other business as may properly come before the meeting shall be held each year at such time and place as the members of the Foundation (the “Members”) shall determine.

1.2. Special Meetings. Special meetings of the Members for the transaction of such business as may properly come before the meeting may be called by order of the Board, the Chair of the Board, or a majority of the Members, and shall be held at such time and place as may be specified by such order.

1.3. Notice of Meetings or Waiver of Notice. Written notice of all meetings of the Members, stating the place, date and hour of the meeting, the means of remote communications, if any, by which Members and proxy holders may be deemed to be present in person and vote at such meeting shall be delivered to each Member not less than 10 nor more than 60 days prior to the meeting, unless the prescribed period for notice shall have been waived. Notice of any special meeting shall state in general terms the purpose or purposes for which the meeting is to be held. Notice need not be given to any Member who submits a written waiver of notice signed by him or her whether before or after the time stated therein. Attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except when the Member attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Members need be specified in any written waiver of notice.

1.4. Quorum. Except as otherwise provided by law or the Foundation’s certificate of incorporation, a quorum for the transaction of business at any meeting of Members shall consist of a majority of the Members entitled to vote at the meeting, present in person or by proxy. At all meetings of the Members at which a quorum is present, all matters, except as otherwise provided by law or the certificate of incorporation, shall be decided by the vote of the holders of a majority of the Members entitled to vote thereat present in person or by proxy. If there be no such quorum, the Members so present or represented may adjourn the meeting from time to time, without further notice, until a quorum shall have been obtained. When a quorum is once present it is not broken by the subsequent withdrawal of any Member.

1.5. Meeting Organization and Voting. Meetings of Members shall be presided over by a chair to be chosen by the Members entitled to vote who are present in person or by proxy at the meeting. The Secretary of the Foundation, or in the Secretary's absence an Assistant Secretary, shall act as secretary of every meeting, but if neither the Secretary nor an Assistant Secretary is present, the presiding officer of the meeting shall appoint any person present to act as secretary of the meeting.

At all elections of directors the voting may but need not be by ballot and a plurality of the votes of the Members present in person or represented by proxy at the meeting and entitled to vote on the election of directors shall elect. Except as otherwise required by law or the certificate of incorporation, any other action shall be authorized by the vote of the majority of the Members present in person or represented by proxy at the meeting and entitled to vote on the subject matter.

1.6. Member Action Without Meetings. Any action required or permitted to be taken at any meeting of Members may, except as otherwise required by law or the certificate of incorporation, be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the Members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all Members entitled to vote thereon were present and voted, and the writing or writings are filed with the permanent records of the Foundation. Prompt notice of the taking of corporate action without a meeting by less than unanimous written consent shall be given to those Members who have not consented in writing. Every written consent shall bear the date of signature of each Member who signs the consent and no consent shall be effective to take the corporate action referred to therein unless, within sixty days of the earliest date a consent is delivered to the Foundation, written consents signed by a sufficient number of Members to take such action are delivered to the Foundation.

ARTICLE II.

BOARD OF DIRECTORS

2.1. General Powers. The business, property and affairs of the Foundation shall be managed by, or under the direction of, the Board.

2.2. Composition and Qualifications of the Board.

(a) The number of directors constituting the entire Board shall be at least nine, but no more than 25, and the exact number shall be determined by action of the Members or the Board. Over time, the Board shall endeavor to reach and maintain a Board comprised of 15 or fewer directors. The use of the phrase "entire Board" herein refers to the total number of directors which the Foundation would have if there were no vacancies.

(b) Directors who are elected at an annual meeting of Members, and directors who are elected in the interim to fill vacancies and newly created directorships, shall hold office until the next annual meeting of Members and until their successors are elected and qualified or until their earlier resignation or removal.

(c) Beginning on January 1, 2012, no person over the age of 85 years will be eligible to serve as a director. Any director, who on January 1, 2012, is over the age of 85 years shall cease to be director on that date.

(d) With the exception of the President, should he be elected as a director, all directors shall be independent. Independent directors should not: (i) be compensated by the Foundation as employees or independent contractors, (ii) have their compensation determined by individuals who are compensated by the Foundation, (iii) receive, directly or indirectly, material financial benefits from the Foundation, or (iv) be related to, or reside with, any individual described in (i)-(iii) above.

2.3. Places of Meetings. Meetings of the Board may be held at any place as may from time to time be fixed by resolution of the Board, or as may be specified in the notice of the meeting.

2.4. Annual Meeting. Following the annual meeting of Members, the newly elected Board shall meet for the purpose of the election of officers and the transaction of such other business as may properly come before the meeting. Such meeting may be held without notice immediately after the annual meeting of Members at the same place at which such Members' meeting is held. The Board shall endeavor to cause all annual meetings to be held on an in-person basis on the grounds of The Richard Nixon Presidential Library and Museum in Yorba Linda, California.

2.5. Regular Meetings. Regular meetings of the Board shall be held at such times and places as the Board shall from time to time determine by resolution. At least three regular meetings shall be held each year.

2.6. Special Meetings. Special meetings of the Board shall be held whenever called by the Chair of the Board, or by a majority of the directors then in office.

2.7. Notice or Waiver of Notice. A notice of the place, date and time and the purpose or purposes of each meeting of the Board shall be given to each director by mail or facsimile at least two days before the special meeting, or by telephoning or emailing the same or by delivering the same personally not later than the day before the day of the meeting. Notice need not be given of regular meetings of the Board held at times and places fixed by resolution of the Board. Directors may waive notice of any meeting in writing, and the attendance of any director at a meeting shall constitute a waiver of notice of such meeting except when a director attends a meeting for the express purpose of objecting, at the beginning of such meeting, to the transaction of any business because the meeting is not lawfully called or convened.

2.8. Quorum. A majority of the total number of directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The vote of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

2.9. Organization. At all meetings of the Board, the Chair, or in the Chair's absence or inability to act the Vice Chair, if any, or if none or in the Vice Chair's absence or inability to act a chairman chosen by the directors, shall preside. The Secretary of the Foundation shall act as secretary at all meetings of the Board when present, and, in the Secretary's absence, the presiding officer may appoint any person to act as secretary.

2.10. Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if all the directors consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board.

2.11. Resignation; Removal. Any director may resign at any time upon written notice to the Foundation and such resignation shall take effect upon receipt thereof by the President or Secretary, unless otherwise specified in the resignation. Any or all of the directors may be removed, with or without cause, by a majority of the Members entitled to vote for the election of directors.

2.12. Vacancies. Vacancies on the Board, whether caused by resignation, death, disqualification, removal, an increase in the authorized number of directors or otherwise, may be filled by the affirmative vote of a majority of the Members.

2.13. No Compensation of Directors. Directors shall not be compensated for their services as directors, except for payment or reimbursement of reasonable expenses incurred in connection with such services such as costs to attend Board or committee meetings.

2.14. Meeting By Telephone or Similar Communications Equipment. The directors, or any committee thereof, may participate in any meeting through conference calls or other forms of communication that permit participants to hear and be heard by all other participants, and participation in such meeting shall constitute the presence in person by such Member at such meeting.

ARTICLE III.

DIRECTORS EMERITI

3.1. Appointment, Rights, and No Compensation. The Executive Committee may from time to time elect one or more individuals to serve as Director Emeriti whose duty shall be to consult with and advise the Board and members of

management of the Foundation, as requested. The terms of the Director Emeriti shall be set by the Executive Committee. The Director Emeriti shall have the right to receive notice of and attend all meetings of the Board (although no Director Emeriti shall be required to attend meetings of the Board, or to attend any such meetings in person), and to participate in discussions held during the meetings of the Board. No Director Emeriti shall be entitled to vote on any business coming before the Board, nor shall he or she be counted as a member of the Board for any purpose including for the purpose of determining the number of Directors necessary to constitute a quorum, for the purpose of determining whether a quorum is present, or otherwise. The position of Director Emeritus does not carry with it any rights, duties, privileges, liabilities or obligations otherwise associated with being a member of the Board; and accordingly no “Director Emeritus” shall be a “Director” nor shall any “Director Emeritus” be deemed to be a “Director” as that term is used in these bylaws or otherwise. Directors Emeriti shall not be compensated for their services as Directors Emeriti.

ARTICLE IV.

COMMITTEES

4.1. Appointment. From time to time the Board, by a resolution adopted by a majority of the entire Board, may appoint any committee or committees for any purpose or purposes, to the extent lawful, which shall have powers as shall be determined and specified by the Board in the resolution of appointment. Such delegations shall be for the purposes and with such powers and conditions as are set forth in such resolution, but no such committee shall have the power or authority in reference to: amending the certificate of incorporation or bylaws, adopting an agreement of merger or consolidation, recommending to the Members the sale, lease or exchange of all or substantially all of the Foundation’s property and assets, recommending to the Members a dissolution of the Foundation or a revocation of a dissolution, approve the compensation for the chief executive officer, or any other actions which require the approval of the entire Board under applicable law.

4.2. Procedures, Quorum and Manner of Acting. Each committee shall fix its own rules of procedure, and shall meet where and as provided by such rules or by resolution of the Board. Except as otherwise provided by law, the presence of a majority of the then appointed members of a committee shall constitute a quorum for the transaction of business by that committee, and in every case where a quorum is present the affirmative vote of a majority of the members of the committee present shall be the act of the committee. Each committee shall keep minutes of its proceedings, and actions taken by a committee shall be reported to the Board.

4.3. Action by Written Consent. Any action required or permitted to be taken at any meeting of any committee of the Board may be taken without a meeting if all the members of the committee consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the committee.

4.4. Term; Termination. In the event any person shall cease to be a director of the Foundation, such person shall simultaneously therewith cease to be a member of any committee appointed by the Board.

4.5. Initial Committees. As of the date of the approval of this amendment to the bylaws by the Board of Directors, the committees of the Foundation shall be (a) Executive, Nominating, and Governance, to be composed of the Chairman, President Nixon's two daughters, Tricia Nixon Cox and Julie Nixon Eisenhower, and the chairs of the other standing committees; (b) Audit; (c) Investment; (d) Budget and Finance; and (e) Compensation.

ARTICLE V.

OFFICERS

5.1. Election and Qualifications. The Board shall elect the officers of the Foundation (except as noted in Section 5.9 below), which shall include a President, a Secretary, and a Treasurer, and may include, by election or appointment, one or more Vice-Presidents (any one or more of whom may be given an additional designation of rank or function), and such assistant secretaries, such assistant treasurers and such other officers as the Board may from time to time deem proper. Should the Secretary be a director, then the Board shall elect a non-director as an assistant secretary. Similarly, should the Treasurer be a director, then the Board shall elect a non-director as an assistant treasurer. The Members may, in their sole discretion, choose to elect the President as a Director. Each officer shall have such powers and duties as may be prescribed by these bylaws and as may be assigned by the Board or the President. Any two or more offices may be held by the same person.

5.2. Election and Term. All officers shall be elected by the Board, (except as noted in Section 5.9 below) and shall serve one year and thereafter until such time as their respective successors are elected and qualified or until their earlier resignation or removal. Any vacancy in any office arising from any cause may be filled for the unexpired portion of the term by the Board.

5.3. Resignation; Removal. Any officer may resign at any time upon written notice to the Foundation and such resignation shall take effect upon receipt thereof by the President or Secretary, unless otherwise specified in the resignation. Any officer may be removed from office, with or without cause, at any time by vote of a majority of the entire Board.

5.4. Chair of the Board. The Board shall elect a Chair of the Board (the "Chair") and may elect a Vice-Chair of the Board (the "Vice-Chair") as the officers of the Board. Additionally, the Board may elect an Honorary Chair or Chairs of the Board. The Chair shall preside at all meetings of the Board and shall have such other powers and duties as may from time to time be assigned by the Board. In the absence or disability of

the Chair, the Vice-Chair shall exercise the powers and perform the duties of the Chair until a replacement Chair is elected or the disability of the Chair is removed.

5.5. The President and Chief Executive Officer. The President shall be the chief executive officer of the Foundation, and shall have such duties as customarily pertain to that office. The President shall have general management and supervision of the property, business, and affairs of the Foundation and over its other officers; may appoint and remove assistant officers and other agents and employees, other than officers referred to in this Article V; and may execute and deliver in the name of the Foundation powers of attorney, contracts, bonds and other obligations and instruments.

5.6. Treasurer. The Treasurer shall have custody of all funds and securities of the Foundation, shall be responsible for the receipt and disbursement of all monies of the Foundation and shall perform such other duties as may be assigned by the Board. The Treasurer shall keep proper books of accounts of such receipts and disbursements and shall prepare financial statements consistent with generally accepted accounting principles in such forms and at such times as may be required by the Board.

5.7. Secretary. The Secretary shall have custody of the books, records, documents (other than those maintained by the Treasurer) and shall attest deeds, contracts, leases and other legal instruments and formal documents and shall perform such other duties as may be assigned by the Board or the President.

5.8. Assistant Officers. Any assistant officer shall have such powers and duties of the officer such assistant officer assists as such officer or the Board shall from time to time prescribe.

5.9. Counsel and Other Officers. Counsel shall be appointed by the Chair of the Board and shall have such powers and duties as customarily pertain to that office or as may from time to time be assigned by the Board. Other officers may be elected by resolution of the Board and shall have such powers and duties as may be prescribed in such resolution.

5.10. Compensation of Officers. The non-executive members of the Board shall evaluate the performance of the President annually and determine reasonable compensation for his or her services. Such compensation shall be fixed by a resolution considered at a meeting of the Board in advance of any increase in compensation. The Compensation Committee and the President shall evaluate the performance of all other officers annually and determine reasonable compensation for their services. All compensation determinations and procedures shall be consistent with applicable law governing exempt organizations, Section 8.1 of these bylaws, and applicable corporate policies.

ARTICLE VI.

GRANT POLICY

The Foundation shall ensure (i) that each recipient of assistance from the Foundation keep (a) separate accounts with respect to the assistance, (b) such records as may reasonably be necessary to disclose fully the amount and the disposition by such recipient of the proceeds of the assistance, the total cost of the project or undertaking in connection with which the assistance is given or used, and the amount and nature of that portion of the cost of the project or undertaking supplied by other sources, and (c) such other records as will facilitate an effective audit, and (ii) that the Foundation, or any of its duly authorized representatives, have access for the purpose of audit and examination to any books, documents, papers and records of the recipient that are pertinent to the assistance.

ARTICLE VII.

REPORTS AND AUDITS

7.1. Reports and Audits. The Foundation shall comply with all Delaware and U.S. federal tax reporting requirements, including filing a Form 990 with the IRS. The accounts of the Foundation shall be audited annually, in accordance with generally accepted auditing standards, by independent certified public accountants or independent licensed public accountants certified or licensed by a regulatory authority of a state or other political subdivision of the United States.

ARTICLE VIII.

MISCELLANEOUS PROVISIONS

8.1. Conflicts of Interest. Neither the Foundation nor any current and former (within the last five years) directors, officers, employees, volunteers, independent contractors, substantial contributors, and others who have the ability to exercise substantial influence over the Foundation (“Covered Persons”) shall enter into any transaction or arrangement that involves an actual, potential, or apparent conflict of interest except in compliance with the Foundation’s conflict of interest policy.

(a) A conflict of interest arises whenever the interests of the Foundation come into conflict with a competing financial or personal interest of a Covered Person or an affiliated party, or otherwise whenever a Covered Person’s personal or financial interest could be reasonably viewed as affecting their objectivity or independence in fulfilling their duties to the Foundation.

(b) Covered Persons and other staff are at all times expected to act on the side of caution and bring to the attention of the Foundation’s Counsel all material facts of any matters that may involve conflicts of interest or be perceived by others to

raise questions about potential conflicts even if the person does not believe that an actual conflict exists. Disclosures should be made in advance, before any action is taken on the matter. Each Covered Person shall complete a questionnaire concerning conflicts of interest each year of their affiliation with the Foundation, disclosing any actual, potential, or apparent conflicts, and affirming that they have read, understand, and have and will continue to adhere to this conflict policy. The questionnaires shall be reviewed by Counsel and the Audit Committee.

(c) Counsel and the Audit Committee will evaluate conflict disclosures and make other necessary inquiries to determine the extent and nature of any actual or potential conflict of interest and, if appropriate, investigate alternatives to the proposed transaction or arrangement. After disclosure of the potentially conflicting interest and all material facts, and after answering any questions, the interested person shall recuse himself or herself from deliberations and voting relating to the matter and shall refrain from attempting to influence other decision-makers relating to the matter. However, as a member of the Board or committee, an interested director may be counted in determining the establishment of the quorum at a meeting relating to the matter.

(d) The Foundation may enter into a transaction or other arrangement in which there is an actual or potential conflict of interest only if at a duly held meeting of the Board a majority of those directors (if a quorum is present at such time) who have no interest in the transaction or arrangement approve the transaction or arrangement after determining, in good faith and after reasonable inquiry, that:

(1) entering into the transaction or arrangement is in the best interests of the Foundation, while considering the Foundation's mission and resources, and the possibility of creating an appearance of impropriety that might impair the confidence in, or the reputation of, the Foundation (even if there is no actual conflict or wrongdoing);

(2) the transaction or arrangement in its entirety, and each of its terms, are fair and reasonable to the Foundation, after consideration of available alternatives;

(3) the transaction or arrangement furthers the Foundation's mission and charitable purposes; and

(4) the transaction or arrangement is not prohibited under state law and does not result in private inurement, an excess benefit transaction or impermissible private benefit under laws applicable to tax exempt organizations.

8.2. Corporate Seal. The corporate seal shall be in such form as the Board shall prescribe.

8.3. Fiscal Year. The fiscal year of the Foundation shall be fixed, and shall be subject to change, by the Board.

8.4. Amendments to Bylaws. These bylaws may be amended or repealed, and new bylaws may be adopted, by the Board.

Amended by the Board of Directors on November 11, 2010.

The Richard Nixon Foundation

Statement of

Corporate Policies and Procedures

Adopted by the Board on June 16, 2011 with subsequent changes suggested by Director Barr

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Appendix I: Conflicts of Interest Questionnaire

Appendix II: U.S. Foreign Corrupt Practices Act Certification by Third Parties

Appendix III: Records Retention Schedule

This document sets forth the mission, duties, policies and procedures (the “Policies and Procedures”) of The Richard Nixon Foundation (the “Foundation”). This statement may be amended by the Foundation’s Board of Directors (“Board”).

I. MISSION

The Richard Nixon Foundation is an educational institution whose mission is to illuminate and preserve the legacy of the 37th President through its own programs, as well as by supporting programs and exhibits at the Richard Nixon Presidential Library and Museum (the “Library”) in Yorba Linda, California.

II. STATEMENT OF DUTIES

Directors and officers are required to discharge their duties in accordance with basic fiduciary duties: the duty of care, the duty of loyalty, and the duty of obedience.

A. The Duty of Care. The duty of care requires a director or officer to be informed prior to making business decisions and to act in good faith and with the degree of diligence, care and skill of an ordinarily prudent person in a similar position. The duty of care applies both to decision-making functions and oversight functions. The duty of care requires that a director or officer:

- be diligent and attentive to the fiscal and other important affairs of the Foundation;
- make thoughtful and informed decisions in the best interests of the Foundation;
- request information from management and trustworthy and reliable experts, such as accountants and lawyers where appropriate, before making decisions or taking actions;
- uphold and perpetuate the mission of the Foundation, and require that the Foundation acts within the scope of its purposes and authority as set forth in the Foundation’s governing documents and within the scope of the restrictions on exempt organizations under U.S. federal tax law and state and local law, and avoid unrelated activities whether or not they support worthy causes; and
- make necessary inquiries into, and report, violations or irregularities in the governance of the Foundation.

Directors and officers may reasonably rely on information, opinions, reports or statements (including financial statements) presented by the Foundation’s directors (or committees of directors), officers, employees, independent contractors and professional and expert advisors.

B. The Duty of Loyalty. The duty of loyalty requires a director or officer to set aside personal or conflicting interests and act only in the best interests of the Foundation. This means that a director or officer shall not use his or her position for personal or financial profit, gain, or other advantage, and shall not engage in a transaction or arrangement with the Foundation that confers unfair gains or profits to others. The duty of loyalty commonly arises as an issue in cases of conflicts of interest, misappropriation of business opportunity and breaches of confidentiality. The following are classic examples of situations that implicate the duty of loyalty:

- contracts for goods or services between the Foundation and a firm owned or controlled by a director or officer; or
- investment of the Foundation's funds in companies or investment vehicles in which a director or officer also has an interest.

A director or officer who breaches his or her duty of loyalty can be held liable for losses the Foundation suffers as a result, or can be required to pay over to the Foundation profits received as a result of the breach, even if the Foundation did not suffer a loss. Directors and officers can best fulfill their duty of loyalty, and avoid any appearance of impropriety, by complying with the Foundation's conflict of interest policy.

C. The Duty of Obedience. The duty of obedience requires a director or officer to ensure that the mission of the Foundation is upheld and perpetuated. A director or officer must ensure that the Foundation's activities are reasonably focused on the mission and must avoid unrelated activities whether or not they support worthy causes.

D. Review of IRS Form 990. The Audit Committee shall have the responsibility for reviewing the Foundation's Form 990 (including all pertinent Schedules) before it is filed with the Internal Revenue Service ("IRS"). A draft of the Form 990 should be ready for review by the Audit Committee no later than one month prior to the filing deadline. After the draft of the Form 990 has been furnished to the Audit Committee, it will have no more than two weeks to complete its review. In conducting its review of the draft of the Form 990, it is preferred that the Audit Committee shall conduct a top-level or big-picture type of review. However, if the Audit Committee desires or deems it necessary to conduct a more detailed review of the Form 990, then it should contact the preparer of the Form 990 for copies of the relevant detailed tax return workpapers it would like to see. Once the Audit Committee has completed its initial review of the Form 990, a meeting or conference call will be scheduled with the preparer of the Form 990 (regardless of whether the Form 990 is externally or internally prepared) to discuss any questions, comments, and suggested revisions identified by the Audit Committee. The preparer of the Form 990 should make any revisions to the Form 990 as soon as feasibly possible to ensure that the Form 990 is distributed to the Board and then filed with the IRS on a timely basis. All of the questions, comments, and suggested revisions set forth by the Audit Committee should be documented, along with any responses from the preparer of the Form 990, if applicable. After the Form 990 has been reviewed by the Audit Committee, it shall be sent to all members of the Board of Directors for review. After any issues brought to the Audit Committee's attention by the Board are dealt with, the Form 990 shall then be filed with the IRS. The Audit Committee will make a presentation at the next full Board of Directors meeting to update the full Board regarding its review of the Form 990. At this meeting with the full Board of Directors, it is not required for the Audit Committee to review all of its questions, comments, and suggested revisions; a summary of their more important points will be sufficient.

III. CONFLICTS OF INTEREST

This conflict of interest policy ("Conflict Policy") is applicable to all current and former (within the last five years) directors, officers, key employees, key independent contractors, as well as key volunteers, substantial contributors and others who have the ability to exercise substantial influence over the Foundation ("Covered Persons").

A. General. Conflicts between the interests of the Foundation and the personal or financial interests of a Covered Person may arise from time to time. Some conflicts of interest are illegal or may subject the Foundation or its directors and officers to liability. Some conflicts of interest may be legal, but also unethical or may create an appearance of impropriety. Some conflicts of interest may be in the best interests of the Foundation so long as certain procedures are followed. This Conflict Policy is designed to assist the directors, officers and others in the Foundation in identifying conflicts of interests and in handling them appropriately.

Neither the Foundation nor any Covered Person shall enter into any transaction or arrangement that involves an actual, potential, or apparent conflict of interest except in compliance with this Conflict Policy.

B. Conflict of interest. A conflict of interest arises whenever the interests of the Foundation come into conflict with a competing financial or personal interest of a Covered

Person or an affiliated party (as defined below), or otherwise whenever a Covered Person's personal or financial interest could be reasonably viewed by others as affecting their objectivity or independence in fulfilling their duties to the Foundation.

While it is not possible to anticipate all possible conflict situations, conflicts of interest typically arise whenever a Covered Person, or any affiliated party has (directly or indirectly):

1. a compensation arrangement or other interest in a transaction with the Foundation;
2. a compensation arrangement or other interest in or affiliation (subject to *de minimis* exceptions) with any entity or individual that: (a) sells goods or services to, or purchases goods or services from, the Foundation; (b) competes with the Foundation; or (c) the Foundation has, or is negotiating, or contemplating negotiating, any other transaction or arrangement;
3. used his or her position, confidential information, or the assets of the Foundation to his or her (or an affiliated party's) personal advantage or for an improper or illegal purpose;
4. solicited or accepted any gift, entertainment, or other favor where such gift might create the appearance of influence on the Covered Person (other than gifts of nominal value, which are clearly tokens of respect and friendship unrelated to any particular transaction);
5. acquired any property or other rights in which the Foundation has, or the Covered Person knows or has reason to believe at the time of acquisition that the Foundation is likely to have, an interest;
6. an opportunity related to the activities of the Foundation that is available to the Foundation or to the Covered Person, unless the Board has made an informed decision that the Foundation will not pursue that opportunity;
7. been indebted to the Foundation, other than for amounts due for ordinary travel and expense advances; or
8. any other circumstances that may, in fact or in appearance, make it difficult for the Covered Person to exercise independence, objective judgment or otherwise perform effectively.

C. Affiliated Party. "Affiliated party" means a member of the Covered Person's family (including spouses [and their siblings], lineal ancestors and descendants, spouses of lineal descendants, siblings [and their spouses and children], and domestic partners), or any entity in which the Covered Person (or any affiliated party) is a director, officer, or has a beneficial interest of more than 5%.

D. Disclosure of an Actual, Potential or Apparent Conflict of Interest.

1. Conflict identification and analysis can be difficult and, therefore, Covered Persons and other staff are at all times expected to act on the side of caution and bring to the attention of the President, Chairman of the Board or Audit Committee (as appropriate) all material facts of any matters that may involve conflicts of interest or be perceived by others to raise questions about potential conflicts even if the person does not believe that an actual conflict exists. Disclosures should be made in advance, before any action is taken on the matter.

2. In addition, the Foundation shall distribute a Questionnaire Concerning Conflicts of Interest (attached) annually to each Covered Person (currently affiliated with the Foundation) and make a reasonable effort to obtain responses to such Questionnaire. Each currently affiliated Covered Person shall complete the Questionnaire each year of his or her affiliation with the Foundation, disclosing any actual, potential, or apparent conflicts, and affirming that they have read, understand, and have and will continue to adhere to this Conflict Policy. They shall also submit a new Questionnaire disclosing any relevant change in circumstances.

3. Disclosure of any actual or potential conflict of interest shall be submitted to the Audit Committee for evaluation.

E. Evaluation of an Actual, Potential or Apparent Conflict of Interest. The Audit Committee will evaluate conflict disclosures and make other necessary inquiries to determine the extent and nature of any actual or potential conflict of interest, investigate alternatives to the proposed transaction or arrangement, and if appropriate refer the matter to the Board. After disclosure of the potentially conflicting interest and all material facts, and after answering any questions, the interested person shall recuse himself or herself from deliberations and voting relating to the matter and shall refrain from attempting to influence other decision-makers relating to the matter. However, as a member of the Board an interested director may be counted in determining the establishment of the quorum at a meeting relating to the matter.

F. Resolution of an Actual, Potential or Apparent Conflict of Interest. The Foundation may enter into a transaction or other arrangement in which there is an actual or potential conflict of interest only if at a duly held meeting of the Board a majority of those directors (if a quorum is present at such time) who have no interest in the transaction or arrangement approve the transaction or arrangement after determining, in good faith and after reasonable inquiry, that:

1. entering into the transaction or arrangement is in the best interests of the Foundation, while considering the Foundation's mission and resources, and the possibility of creating an appearance of impropriety that might impair the confidence in, or the reputation of, the Foundation (even if there is no actual conflict or wrongdoing);

2. the transaction or arrangement in its entirety, and each of its terms, are fair and reasonable to the Foundation, and the Foundation could not have obtained a more

advantageous arrangement with reasonable effort under the circumstances after consideration of available alternatives;

3. the transaction or arrangement furthers the Foundation's mission and charitable purposes; and

4. the transaction or arrangement is not prohibited by law and does not result in private inurement, an excess benefit transaction or impermissible private benefit under laws applicable to tax exempt organizations.

G. Records of Conflict Disclosures and Proceedings. The minutes of the Board or any committee meeting during which a potential or actual conflict of interest is disclosed or discussed shall reflect the name of the interested Covered Person, the nature of the conflict, and details of the deliberations of the disinterested directors (such as documents reviewed, alternatives considered, comparative costs or bids, market value information and other factors considered in deliberations) and the resolution of the conflict including any ongoing procedures to manage any transaction or arrangement that was approved. The interested person shall only be informed of the final decision and not of particular directors' positions. In addition, certain related party transactions are required to be disclosed in the notes to the Foundation's audited financial statements and its Form 990. Where it is not reasonably practicable to obtain approval of the Board before entering into a conflict of interest transaction, the Audit Committee may approve such transaction in a manner consistent with the foregoing requirements, provided that, at its next meeting, the full Board determines in good faith that the Audit Committee's approval of the transaction was consistent with such requirements and that it was not reasonably practical to obtain advance approval by the full Board, and ratifies the transaction by a majority of the directors then in office without the vote of any interested director.

H. Compliance. If the Board, the Audit Committee, or the President has reasonable cause to believe that a Covered Person has failed to comply with this Conflict Policy, it may make such further investigation as may be warranted in the circumstances and if it determines that a Covered Person has in fact failed to comply with this Conflict Policy, it shall take appropriate action which may include removal from office or termination.

IV. CODE OF CONDUCT

A. Persons Covered by this Code of Conduct and Ethics. This Code of Conduct and Ethics is applicable to all Covered Persons. In addition, independent contractors and agents who represent the Foundation are expected to apply the same high standards as the Foundation's Covered Persons while working on Foundation business and should be obligated to follow this Code of Conduct and other Foundation policies in their contracts.

B. General Principles. Covered Persons and other representatives of the Foundation must:

1. engage in and promote honest and ethical conduct, including by avoiding, or disclosing and resolving, actual or potential conflicts of interest;
2. act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing his or her independent judgment to be subordinated to the judgment of others;
3. produce full, fair, accurate, timely, and understandable financial disclosures;
4. comply with all applicable governmental laws, rules and regulations;
5. promptly report violations of this Code of Conduct and Ethics, or other Foundation policies by Covered Persons to the appropriate persons;
6. protect the confidentiality of non-public information about the Foundation and prevent the unauthorized disclosure of such information unless required by law;
7. promote the responsible use of, and control over, all assets of the Foundation and resources entrusted to his or her care; and
8. assume accountability for compliance with, and the enforcement of, this Code of Conduct and Ethics.

C. Specific Policies, Outside Activities, Use of Assets, Improper Benefits, Employment and Other Matters. In furtherance of the general principles stated above, each Covered Person must adhere to the following set of implementing policies and procedures:

1. *Community, political, charitable and other outside activities.* The Foundation generally encourages participation in community activities outside the Foundation. However, staff are expected to avoid any outside personal interest or activity (whether or not for profit) that will interfere with their duties to the Foundation. As a guideline, such activities should not encroach on time or attention staff should be devoting to Foundation's business, adversely affect the quality of their work, compete with the Foundation's business, imply Foundation's sponsorship or support without express approval by the Foundation, or adversely affect the reputation of the Foundation.

No employee shall publicly utilize any affiliation of the Foundation in connection with the promotion of partisan politics, religious matters, or positions on any issue not in conformity with the official position of the Foundation.

2. *Protection and proper use of assets.* Every Covered Person has a personal responsibility to protect the assets of the Foundation from misuse or misappropriation. The assets include tangible assets, such as products, equipment and facilities, as well as intangible assets, such as business opportunities, intellectual property, trade secrets and business

information (including any non-public information learned as a director, officer, employee, independent contractor or agent).

a. **Theft/misuse of Foundation assets.** The Foundation's assets may only be used for purposes approved by the Foundation. No Covered Person may take, make use of, or knowingly misappropriate the assets of the Foundation, for personal use, for use by another organization, or for an improper or illegal purpose. No Covered Person is permitted to remove, dispose of, or destroy anything of value belonging to the Foundation without the Foundation's consent, including physical items and electronic information.

b. **Confidential information.** Directors, officers, employees, independent contractors and others entrusted with the Foundation's information, shall not use or disclose any confidential information to any person or entity either during or after service, except with written authorization of the Foundation or as may be required by law or regulation. Directors, officers, employees and independent contractors may not use confidential information for their own personal benefit or the benefit of persons or entities outside the Foundation. Confidential information is all non-public information that relates to the Foundation's operations, including, but not limited to, financial information, donor lists, mailing lists and any information relating to fundraising (including fundraising efforts, plans, ideas and proposals), minutes, reports, and materials of the Board and its committees, and other documents identified as confidential.

3. ***Compliance with other laws, rules and regulations.*** The Foundation requires Covered Persons to comply with all applicable laws, rules and regulations. Violation of laws and regulations may subject an individual, as well as the Foundation, to civil or criminal penalties. To assure compliance with applicable laws and regulations, the Foundation has established various policies and procedures, including those relating to conflicts of interest. All Covered Persons have an obligation to comply with these policies and procedures and to promptly alert management of any deviation from them.

To comply with the law, Covered Persons must learn enough about the national, state and local laws that affect the Foundation to spot potential issues and to obtain proper guidance on the right way to proceed. This means, for example, that Covered Persons whose day to day work is directly affected by particular laws have a responsibility to understand them well enough to recognize potential problem areas and to know when and where to seek advice. When there is any doubt as to the lawfulness of any proposed activity, advice should be sought from the Foundation's counsel ("Counsel").

Each Covered Person should raise concerns promptly when they are uncertain as to the proper legal course of action or they suspect that some action may violate the law. The earlier a potential problem is detected and corrected, the better off the Foundation will be in protecting against harm to the Foundation's business and reputation.

4. ***Improper benefits to Foreign Officials.*** The Foundation and its subsidiaries, divisions and controlled affiliates, directors, officers, employees, independent contractors, agents, joint venture partners and other persons acting for or on behalf of the Foundation shall not pay any money or provide anything of value to any officials and employees of foreign

governments, state-owned enterprises, and political parties, as well as agents and close relatives of these individuals (“Foreign Officials”) in any jurisdiction in order to obtain any improper advantage, and shall conduct all of its operations and activities in complete compliance with the U.S. Foreign Corrupt Practices Act (“FCPA”). The FCPA prohibits payments of money or anything of value to Foreign Officials for the purpose of influencing that official’s acts or decisions. The FCPA applies very broadly to prohibit not just actual direct bribes, but virtually any way an organization might directly or through agents or joint ventures improperly influence Foreign Officials.

a. *Payments to Foreign Officials.* No person working for or on behalf of the Foundation, regardless of nationality, may offer, pay, give, promise, or authorize the payment of any money or of anything of value to, or for the benefit of, any Foreign Official for the purpose of obtaining or retaining business (including the opportunity to provide services or otherwise do business) or to otherwise secure any improper advantage. This restriction also applies to indirect payments to Foreign Officials such as payments to any person while having reason to know that such person has offered or given, or will offer or give, money or anything of value to or for the benefit of any Foreign Official for improper purposes.

b. *Gifts to Foreign Officials.* No gifts may be given to Foreign Officials unless specifically approved by either the Chairman of the Board or the President. The Chairman of the Board or the President may, after consultation with Counsel, only approve gifts which:

- are provided as a token of esteem, courtesy or in return for hospitality and never related to any past or anticipated governmental action;
- are of nominal value but in no case greater than \$250;
- are not cash or any cash equivalent;
- are permitted under both local law and the guidelines of the relevant employer/governmental agency;
- are of a value which is customary for the country involved and appropriate for the occasion;
- are for official use rather than personal use;
- showcase the Foundation’s services or contain the Foundation’s logo;
- are presented openly with complete transparency; and
- are supported by appropriate documentation and properly recorded on the Foundation’s book and records.

c. *Entertainment of Foreign Officials.* Entertainment of Foreign Officials is not permitted unless specifically approved by either the Chairman of the Board or the

President. This restriction against entertainment applies also to entertainment in conjunction with travel. The Chairman of the Board or the President may, after consultation with Counsel, only approve business entertainment expenses that:

- are reasonable expenses that maintain a reasonable balance between official business and business entertainment;
- are permitted under both local law and the guidelines of the relevant employer/governmental agency;
- are commensurate with local custom and practice;
- avoid the appearance of impropriety or any quid pro quo (e.g., the Foreign Officials should not be in a position to award favorable outcomes to the Foundation); and
- are supported by appropriate documentation and properly recorded on the Foundation's book and records.

d. *Travel by Foreign Officials.* The Foundation may pay travel expenditures of Foreign Officials for reasonable and bona fide business purposes. Payment of travel and lodging expenditures by the Foundation must be specifically approved by the Chairman of the Board or the President before the Foundation makes any commitment to pay the expenses associated with such travel. The following rules apply to travel expenses:

- The travel must be directly related to the promotion, demonstration, or explanation of the Foundation's operations or services or the Foundation's execution or performance of a contract with the government.
- The schedules of trips must be controlled to reflect the business goals of the travel.
- The Foundation shall pay expenses directly to the service providers where possible; in the event that an expense requires reimbursement, reimbursement may be made upon presentation of a written receipt for reasonable expenses.

e. *Facilitating payments.* Facilitating payments may be allowed under the FCPA when local anti-bribery laws permit modest payments to Foreign Officials to secure the performance of essentially clerical activities which do not involve the exercise of discretion. Facilitating payments may not include payments to disregard or otherwise omit to perform certain job functions. These facilitating payments are discouraged and should be avoided whenever reasonably possible. No such payments may be made without obtaining the prior written approval of Counsel and the Chairman of the Board or the President. The scope of the facilitating payment exception is very narrow. The exception only covers small payments to Foreign Officials in limited circumstances for the purpose of facilitating or expediting the administrative performance of "routine governmental actions." The term "routine governmental action" is limited to actions ordinarily and commonly performed by a Foreign Official in:

- obtaining permits, licenses, or other official documents to qualify a person to do business in a foreign country;
- processing governmental papers, such as visas and work orders;
- providing police protection, mail pick-up and delivery, or scheduling inspections associated with contract performance or inspections related to transit of goods across country;
- providing phone service, power and water supply, loading and unloading cargo, or protecting perishable products or commodities from deterioration; or
- actions of a similar nature.

The term “routine governmental action” does not include any decision by a Foreign Official whether, or on what terms, to award new business to or to continue business with a particular party, or any action taken by a Foreign Official involved in the decision making process to encourage a decision to award new business to or continue business with a particular party.

f. *Use of independent contractors, agents, and other third parties.*

Every agreement with an independent contractor, agent, joint venture partner, or other third party who can act on behalf of the Foundation, must contain a certification in which that party agrees to comply with this policy and the requirements of the FCPA. The independent contractor, agent, joint venture partner, or other third party must sign a certification substantially similar to the form attached hereto as Appendix II.

It shall be the responsibility of anyone in the Foundation who engages or supervises an independent contractor, agent, joint venture partner or other third party to conduct reasonable diligence in regard to the reputation and past conduct of that person or organization (such as screening names against the U.S. Treasury Department list of Specially Designated Nationals at <http://www.treas.gov/offices/enforcement/ofac/sdn/>), and compliance with the FCPA certifications. Such due diligence may include investigating potential foreign representatives and joint venture partners to determine if they are in fact qualified for the position, whether they have personal or professional ties to a foreign government, the number and reputation of their clientele, and their reputation with the U.S. Embassy or Consulate and with local bankers, clients, and other business associates. In addition, in negotiating a business relationship, the Foundation should be aware of so-called “red flags,” *i.e.*, unusual payment patterns or financial arrangements, a history of corruption in the country, a refusal by the foreign joint venture partner or representative to provide a certification that it will not take any action in furtherance of an unlawful offer, promise, or payment to a foreign public official and not take any act that would cause the U.S. firm to be in violation of the FCPA, unusually high commissions, lack of transparency in expenses and accounting records, apparent lack of qualifications or resources on the part of the joint venture partner or representative to perform the services offered, and whether the joint venture partner or representative has been recommended by an official of the potential governmental customer.

5. *Integrity of records and financial reports.* The integrity of the Foundation's record keeping and reporting systems must be respected at all times. Any type of "off-the-books" bookkeeping, secret accounts, unrecorded bank accounts, falsified books, or any other devices that could be utilized to distort records or reports of the Foundation's true operating results or financial condition is strictly forbidden. Strict compliance with generally accepted accounting methods and controls, and records policy is expected, as is cooperation with the Foundation's Audit Committee and auditors.

6. *Employment matters.* It is the policy and practice of the Foundation to provide all employees with equal employment opportunities without regard to race, color, religion, gender, age, national origin, sexual orientation, disability, status or any other characteristic protected by law.

a. *Prohibition of harassment.* The Foundation endeavors to maintain a working environment in which all individuals treat each other with respect. Accordingly, the Foundation strictly prohibits conduct that constitutes or that could lead or contribute to harassment based on gender (whether or not of a sexual nature), race, color, national origin, religion, age, disability, sexual orientation or any other characteristics protected by law. Examples of prohibited conduct are: racial or ethnic slurs; threatening or intimidating acts directed at an individual because of his or her gender or sexual orientation; and the posting or distribution of hostile written or graphic materials aimed at a particular sex or religion.

Sexual harassment is a particular type of discriminatory harassment. Sexual harassment includes unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature when:

- (i) Submission to such conduct is made a condition of employment, either explicitly or implicitly;
- (ii) Submission to or rejection of such conduct is used as the basis for employment decisions affecting an individual; or
- (iii) Such conduct unreasonably interferes with an individual's work performance or creates an intimidating, hostile or offensive work environment.

The Foundation prohibits conduct that constitutes, or could lead or contribute to, sexual harassment. Examples of such conduct are: unwelcome sexual flirtations; advances or propositions; inappropriate touching of an individual's body; graphic or verbal comments about an individual's body or appearance; sexually degrading words used to describe an individual; and the use of computers (including via the internet or email) to display or distribute sexually explicit images, messages or cartoons.

Additional rules apply to individuals with supervisory authority at the Foundation. No individual with a supervisory role may at any time: (1) threaten or imply that another individual's submission to or rejection of a sexual advance will in any way influence any decision regarding that individual's employment, performance evaluation, advancement, compensation, assignments, discipline, discharge or any other term or condition of employment; or (2) make any employment decision concerning an individual on such a basis.

b. **Procedures.** Anyone who believes that he or she has been subjected to prohibited conduct, is urged and expected to report the relevant facts promptly. Individuals who have information about inappropriate conduct directed towards others also are encouraged to report the relevant facts promptly.

Prompt reporting is very important so that the Foundation can take action to stop the conduct before it is repeated. All reports will be followed up, with further investigation conducted where needed to confirm the relevant facts. In conducting its investigations, the Foundation will strive to keep the identity of individuals making reports confidential.

Any employee found to have violated this policy will be subject to disciplinary action, which may include termination of employment. Individuals who violate this policy also may be subject to legal and financial liability.

7. ***Use of Foundation Computer Systems.*** The Foundation's computer systems (including internet access) and its email systems (collectively, "computer systems") are the property of the Foundation and are intended to be used for Foundation business. Although staff may periodically use the computer systems for incidental personal use, they should not expect that their communications, records and other uses of the Foundation computer systems are private or confidential. The Foundation reserves all rights, to the fullest extent permitted by law, to access information on its computer systems as it deems appropriate. For example, the Foundation accesses such information in the course of routine systems maintenance and also periodically monitors the use of its computer systems to protect against improper use.

Staff may not use the Foundation's computer systems to conduct any unlawful activity. Staff also may not use the Foundation's computer systems for any communication of a discriminatory or harassing nature or to create, transmit or receive (including by downloading from the internet) material that could reasonably be construed by an intended or unintended recipient as harassing or disparaging of another individual or group or as otherwise offensive.

V. WHISTLEBLOWER PROTECTION POLICY

A. **Obligation to Report.** Any director, officer, or employee who has engaged in, or who reasonably suspects any other director, officer, or employee of engaging in, any violation of the law, regulations, ethical rules or any policy of the Foundation must report such activity as soon as possible. Such activity may include, but is not limited to, financial wrongdoing (including circumvention of internal controls or violation of the accounting policies of the Foundation), fraud, harassment, or any other illegal or unethical conduct.

B. **Report and Investigation Procedures.** Reports should be made by writing to the Chair of the Audit Committee. Any supervisor receiving such a report must refer it to the Chair of the Audit Committee as soon as possible. Reports may be made anonymously. All reports will be investigated and handled in a timely and sensitive manner. Confidentiality will be maintained throughout the investigation to the extent reasonable and practicable under the circumstances, and consistent with appropriate investigative and corrective action.

C. No Retaliation. There will be no adverse employment action or other retaliation against any individual who reports a suspected violation, except in those instances where the Foundation determines that a false report was made with intent to harm the Foundation or an individual within the Foundation.

D. Applicable California Law. It is the public policy of the State of California to encourage individuals to notify an appropriate government or law enforcement agency when they have reason to believe their employer (in this case the Foundation) is violating a state or federal statute, or violating or not complying with a state or federal rule or regulation.

1. *Employee Protections*. Pursuant to the California Labor Code, employees are a protected class of individuals. “Employee” means any person employed by an employer, private or public, including, but not limited to, individuals employed by the state or any subdivision thereof, any county, city, city and county, including any charter city or county, and any school district, community college district, municipal or public corporation, political subdivision, or the University of California.

2. *Definition of a Whistleblower*. A “whistleblower” is an employee who discloses information to a government or law enforcement agency where the employee has reasonable cause to believe that the information discloses:

- a. A violation of a state or federal statute,
- b. A violation or noncompliance with a state or federal rule or regulation, or
- c. With reference to employee safety or health, unsafe working conditions or work practices in the employee’s employment or place of employment.

3. *Protections Under California Law*.

a. In accordance with California law, the Foundation shall not make, adopt, or enforce any rule, regulations, or policy preventing an employee from being a whistleblower.

b. The Foundation shall not retaliate against an employee who is a whistleblower.

c. The Foundation shall not retaliate against an employee for refusing to participate in an activity that would result in a violation of a California or federal statute, or a violation or non compliance with a California or federal rule or regulation.

d. The Foundation shall not retaliate against an employee for having exercised his or her rights as a whistleblower in any former employment.

e. Under California Labor Code Section 98.6, If an employer retaliates against a whistleblower, the employer may be required to reinstate the employee's employment and work benefits, pay lost wages, and take other steps necessary to comply with the law.

4. *Reporting Procedures.* If an employee has information regarding possible violations of California or federal statutes, rules, or regulations, or violations of fiduciary responsibility by the Foundation its or employees, he/she should call the California State Attorney General's Whistleblower Hotline at 1-800-952-5225. The Attorney General will refer this call to the appropriate government authority for review and possible investigation.

VI. POLITICAL ACTIVITIES

A. Lobbying and Political Activities. Under U.S. federal tax law, public charities are permitted to conduct only a limited amount of "lobbying," which means attempting to influence legislation (whether inside or outside the U.S.) and are not permitted to attempt to influence a political campaign at all (although it is permitted to conduct educational activities relevant to political campaigns as described below). If the Foundation becomes classified as a private foundation, it will not be permitted to conduct any lobbying.

The Foundation and its directors, officers, employees, independent contractors and agents shall not use Foundation resources for the restricted activities listed below. The Foundation shall maintain adequate records to document its costs incurred in connection with activities under this section.

1. *Restricted activities that are considered improper lobbying or political activity include:*

a. Attempts to influence any legislation through an effort to affect the opinions of the general public or any segment thereof (grassroots lobbying, e.g., preparing, distributing or using publicity or propaganda or by urging members of the general public or any segment thereof to contribute to or participate in any mass demonstration, march, rally, fund raising drive, lobbying campaign or letter writing or telephone campaign).

b. Attempts to influence any legislation through communication with any member or employee of a legislative body or with any government official or employee who may participate in the formulation of legislation ("direct lobbying").

c. Attempts to influence the outcome of any federal, state, or local election, referendum, initiative, or similar procedure, through in kind or cash contributions, endorsements, publicity, or similar activities.

d. Establishing, administering, contributing to, or paying the expenses of a political party, campaign, political action committee, or other organization established for the purpose of influencing the outcomes of elections.

2. *Generally permissible activities which are not considered “lobbying” include:*

a. Making available the results of nonpartisan analyses, studies or research.

b. Examining and discussing broad social, economic and similar problems.

c. Providing a factual or technical presentation of information on a topic directly related to the activities, organization, structure or plans of the Foundation through hearing testimony, statements or letters to governmental bodies, or any subdivision, member, or cognizant staff member thereof.

d. Providing technical advice or assistance (where the advice would otherwise constitute the influencing of legislation) to a governmental body or to a committee or other subdivision thereof in response to a written request by that body or subdivision.

e. Appearing before, or communicating with, any public official when undertaken to influence legislation that might affect the Foundation’s costs, existence, powers and duties, tax-exempt status or to avoid material impairment of the Foundation’s authority to achieve its goals (“self-defense lobbying”).

f. Communicating with a government official or employee, other than a communication with a member or employee of a legislative body (when the communication would otherwise constitute the influencing of legislation) or a communication that does not have as its principal purpose the influencing of legislation.

g. Legislative liaison activities, including attendance at legislative sessions or committee hearings, gathering information regarding legislation, and analyzing the effect of legislation.

3. *Insubstantial Lobbying and 501(h) elections*

a. So long as the Foundation is a public charity (but not if it becomes a private foundation) the Foundation may lobby directly or conduct grassroots advocacy efforts to influence the outcome of legislation so long as such efforts constitute an “insubstantial part” of its overall activities. The Foundation shall consult with advisers to follow specific rules for the amounts they can spend on direct and grassroots lobbying activities.

b. The Board may direct the Foundation to make an election under section 501(h) of the Code to carry out permitted lobbying activities within a formula-based cap on lobbying expenditures.

B. Activities of Individuals. Lobbying conducted by individual directors, officers, and employees, outside their role in the Foundation and not on behalf of the Foundation must be done in a manner and in a context through which it is made clear that the lobbying is not by the Foundation but through the individual.

VII. MANAGEMENT, EXPENSE AND BUDGETARY CONTROLS

The Foundation and its directors, officers, employees, independent contractors and agents shall take all appropriate and necessary steps to promote effective control over and accountability for all funds, property, and other assets of the Foundation and to prevent fraud, waste and abuse. In this regard, the Foundation has adopted the following policies and controls that may be supplemented by such additional controls as the Foundation determines to be warranted under the circumstances:

A. General Expense Limitations.

1. The Foundation and its directors, officers, employees, independent contractors and agents shall make a good faith effort to prevent any monies from benefiting either (i) any political parties or organizations that are not committed to respect for the democratic process; or (ii) the defense or security forces of any country.

2. The Foundation will not use funds in any activity that could jeopardize its federal tax-exempt status.

3. All disbursements should be made by check or wire transfer rather than in cash. If cash is the only method of disbursement reasonably available, the Foundation should avoid making large distributions, but, rather, disburse cash in small increments to meet immediate needs. Detailed records should reflect the disbursement and oversight of cash disbursements.

B. Annual Budget. In order to maintain appropriate review over the reasonableness of the Foundation's administrative expenses, program expenses, grant expenses and other disbursements, the Board shall review and approve an annual budget of estimated income and expenses. With regard to those expenses not approved within an annual budget, amounts up to and including \$100,000 shall be approved by the Executive Committee, while all amounts in excess of \$100,000 shall be approved by the entire Board.

C. Approval of Administrative Expenses. Administrative expenses are those expenses within an approved budget line item (e.g. specific items within an "office supplies" budget category). Administrative expenses shall be approved in writing in the amounts noted below by the parties as listed below. Notwithstanding the approval procedures noted below, expenditures of any amount that are made pursuant to the authority of a resolution of the Board may be approved by any authorized officer, and individuals may not approve payments or reimbursements to themselves or their affiliates.

Administrative Expenses	Approving Party
Up to and including \$100,000	Chief Operating Officer (“COO”), Chief Financial Officer, and Treasurer
Over \$100,000	President, COO, and Treasurer

D. Approval of Grants. Disbursements of grants within an approved budget line item shall be approved in writing in the amounts noted below by the parties as listed below.

Grant Amount	Approving Party
Up to and including \$100,000	Chairman of the Board or President
Over \$100,000	Chairman and President

E. Account Signatories. Unless otherwise directed by the Board, checks, wire transfers and other withdrawals in the amounts noted below shall be approved in writing by the parties as listed below.

Checking Account	Checking Account Signatories
	Chairman, President, Treasurer, Executive Vice President, and COO
<i>Withdrawal or Transfer Amount</i>	<i>Required Signatories</i>
Any Amount	Any 2 Checking Account Signatories

Investment Account	Investment Account Signatories
	Chairman, President, Treasurer, Executive Vice President, and COO
<i>Withdrawal or Transfer Amount</i>	<i>Required Signatories</i>
Any Amount	Any 2 Investment Account Signatories

F. Security of Transfers. The Foundation shall develop appropriate security and transfer measures for the proper receipt of Foundation funds transmitted to recipients.

G. Compensation for Personal Services.

1. Any compensation paid to the President and the Vice Presidents shall be proposed by the Compensation Committee and approved by the Board. Any compensation for other officers, employees, independent contractors or agents shall be set at reasonable levels by the President on the basis of such factors as the compensation paid for similar work in the private sector, the prior salary and compensation level of the individual in previous positions, the qualifications of the personnel involved, and other pertinent considerations. Such reasonable compensation of such officers and employees may include fringe benefits (in the form of authorized absences from the job, vacation leave, sick leave, military leave and the like), employer contributions or expenses for social security, employee insurance, workmen's compensation insurance, pension plan costs, incentive pay, location allowances, cost of living differentials, hardship pay, severance pay and overtime, and such other forms of compensation as the President decides is reasonable under the circumstances; provided, however, that such other forms of compensation are granted pursuant to written organizational policies.
2. The Foundation shall maintain adequate records that reflect the payment of salaries and compensation to officers, employees, independent contractors and agents.

H. Travel Expenses, Meals, and Entertainment.

1. *General.* The Foundation will reimburse directors, officers, employees, independent contractors and agents for all reasonable and necessary expenses incurred while traveling on/or transacting Foundation business, including air fare, travel to and from airports, lodging and meals. All travel expenses must be reported promptly and accurately with the required documentation, including receipts for costs incurred over \$25.
2. *Air travel.* Subject to Paragraph 7 below, air travel should be based on, whenever practical, the lowest airfare. Travel arrangements should be made as far in advance as possible. When return dates are uncertain, or itineraries are subject to change, the lowest refundable fares may be used.
3. *Spouses/significant others.* Subject to Paragraph 7 below, spouses and significant others ("SO") of directors, and senior officers are usually welcome to attend public Foundation events. While the Foundation will not reimburse for spouse/SO travel costs, lodging charges will be reimbursed by the Foundation whether or not two people are using the hotel room, the car service, etc. The principle is that the incremental (extra out of pocket) costs for spousal or SO travel are not to be borne by the Foundation.
4. Receipts are to be provided for expense items costing more than \$25. A written description detailing the purpose of an expense must be submitted for any items charged directly to the Foundation.

5. The Chairman and the President shall be reimbursed, on the basis of actual expenses, for reasonable and documented expenses for travel, meals, and entertainment in connection with Foundation business.

6. Officers (other than the President), employees, independent contractors, and agents shall be reimbursed, on the basis of actual expenses, for reasonable and documented expenses for meals and entertainment in connection with Foundation business that is approved by the Chairman or President or his or her designee (either on a case-by-case basis or pursuant to written policies established by the Board). Meal and entertainment expenses of officers (other than the President), employees, independent contractors and agents in excess of \$200 must be approved in advance by the Chairman or President or his or her designee.

7. The Board desires that the Chairman, who is not compensated, fly business or first class at the Foundation's expense when traveling on Foundation business. The Board also desires that when, in the Chairman's judgment, it is in furtherance of the Foundation's mission for the Chairman's spouse to accompany the Chairman, that the spousal travel be paid by the Foundation.

8. The Treasurer shall approve the travel, meal, and entertainment expenses of the Chairman and the President.

VIII. ACCOUNTING, GIFT POLICIES, GRANT PROCEDURES AND RECORDKEEPING

A. Accounting. The Foundation shall establish an accounting and financial management system in accordance with generally accepted accounting principles. The accounts of the Foundation shall be audited annually, in accordance with Generally Accepted Auditing Standards, by independent licensed public accountants certified or licensed by a regulatory authority of a state or other political subdivision of the United States. The audit shall examine, *inter alia*, whether the Foundation is in compliance with the terms and conditions of the policies and procedures set forth herein, including those terms and conditions relating to the disposition of funds that the Foundation dispenses to third parties in connection with the execution of its programming. The Audit Committee shall implement other financial management policies and controls.

B. General Gift Acceptance Policy. The Foundation is responsible for raising and managing funds, provides specialized fund-raising support services including annual giving program, donor relations and special events, planned giving, prospect research and donor and membership programs.

1. *Responsibilities*. The Foundation's responsibilities include the management and administration of contributions. The Foundation is responsible for:

a. the management and administration of all bequests, estates, trust arrangements and endowments;

b. investments of all funds and securities;

- c. accounting and reporting for individual gift accounts;
- d. valuation of gifts for IRS and State of California reporting purposes;
- e. compliance with Federal and State laws and regulations regarding said contributions;
- f. acceptance, management and sale of gifts of real and personal property; and
- g. ensuring that all gifts and earnings are used according to donor guidelines.

2. *Gift Policy Statement.* Gifts may be sought from individuals, corporations, and foundations. However, they may be sought only for purposes, positions, and programs, which are appropriate to the mission of the Foundation. The Foundation values and will protect its integrity and its independence. Gifts that may expose the Foundation to adverse publicity, require expenditures beyond Foundation resources, or involve it in unexpected responsibilities because of their source, condition, or purposes or are not consistent with the mission will not be accepted. The Foundation is unable to accept gifts too restrictive in purpose or that are inconsistent with its stated mission. Gifts received by the Foundation must not inhibit it from accepting gifts from other donors. The Foundation cannot accept gifts which involve unlawful discrimination based upon race, sex, age, national origin, color, handicap or any other basis prohibited by federal, state, and local laws and regulations, nor can the Foundation accept gifts which obligate it to violate any other applicable law or regulation.

3. *Accepting and Processing Gifts.*

a. A “Gift” is defined as any transfer of personal or real property made voluntarily and without consideration. Gifts of securities, real estate, equipment, works of art, or non-cash gifts are subject to special handling and should be referred separately to the National Archives and Records Administration (“NARA”).

- b. Gifts to the Foundation may be made in several forms:
 - (i) outright;
 - (ii) conveyance of the gift in such a way that the donor or the donor’s designees retain(s) income from it for a term of years or for his/her lifetime(s);
 - (iii) in the form of a bequest through the donor’s will or trust;
 - (iv) conveyance of the income from an asset placed in trust for a period of years; and

(v) conveyance of real property, while maintaining the right to occupy it for the lifetime of the donor.

4. *Non-Gifts.* Payments for goods or services are considered operating revenue and may not be deposited to gift accounts. Checks from tax-supported agencies in the State of California will not be processed as gifts, because it is illegal for any tax-supported agency in the state to make a donation. Scholarship payments where the donor has selected the recipient(s) of the award(s) are not gifts, and are referred to as Service Scholarships: they should be processed through the Scholarship Office of the Foundation.

5. *Gift Acceptance and Acknowledgement.* Upon acceptance of a Gift, an acknowledgement/receipt will be provided to the donor for tax purposes and the Foundation will maintain complete record of a donor's contributions.

6. *Authorized Agents.* The President of the Foundation has been delegated authority by the Board to accept all Gifts to the Foundation. The acceptance procedure is completed by the presentation to the donor of an official Gift receipt by the Foundation. The President of the Foundation, pursuant to the authority delegated by the Board, has further delegated the authority to accept Gifts (subject to the stipulations contained in these Policies and Procedures, specifically those in VIII.B.7) to the following agents of the Foundation:

Development Department

Director of Membership
Office Administrator

Museum Store

Museum Store Manager

Administration

Executive Assistant to the President
Chief Financial Officer

7. *Special Approval of Certain Gifts.* Gifts that may result in current or future financial obligations for the Foundation or impact Library/NARA facilities and grounds will require prior approval of the President of the Foundation, who will consult with the Board on these matters as he deems necessary. Gifts that involve alternatives to or naming of a facility or placement of physical structures on the Library grounds will also require review by the Chairman and President of the Foundation. In all cases where a Gift is comprised of real property, acceptance of such Gift shall be approved by the President. Additionally, the President must approve all gifts of real property.

8. *Ad Hoc Gift Acceptance Committee.* The President of the Foundation may convene an Ad Hoc Gift Acceptance committee comprised of directors when the circumstances surrounding a specific Gift raise significant institutional issues. The Foundation is legally

obligated to adhere to the terms and conditions of every Gift. For this reason, the terms of each Gift must be considered with the utmost care to be sure they are feasible, do not unduly hamper the usefulness and desirability of the Gift, and are in conformity with Foundation policies.

9. *Gift Valuation Guidelines.* Gifts shall be valued as follows:
- a. Cash: Gifts of cash are valued at their U.S. monetary worth.
 - b. Securities: Gifts of securities are credited at the mean of their market value on the date the donor relinquishes control to the Foundation. Neither losses nor gains realized by the sale of the securities after their receipt affect the Gift value credited to the donor. Any brokerage fees incurred and changes in value resulting from liquidation are considered gains, losses or operating expenses or earnings of programs benefiting by the Gift.
 - c. Real and Personal Property: Major Gifts of real and personal property over \$5,000 – such as land, houses, paintings, antiques, and rare books – are recorded at the fair market value placed upon them by an independent, expert appraiser. Small Gifts of real and personal property – such as rare books, prints, etc., with an apparent worth of less than \$5,000 – are valued by the donor and their informal valuation is used for internal reporting purposes.
 - d. Irrevocable Trusts, Annuities, Life Estates, Insurance Charitable Remainder Trusts, Pooled Income Funds, and Gift Annuities: Gifts made to establish charitable remainder trusts, contributions to pooled income funds, and gift annuities are credited at fair market value, i.e., the full amount of the assets given, as determined by an independent, expert appraisal. Gift recognition credit is given for the full fair market value.
 - e. Charitable Lead Trusts: In recording the value of a charitable lead trust, only the income received from it each year during the period of the operation of the trust is included in gift totals.
 - f. Life Estates: Gifts of remainder interest in a personal residence or farm will be credited at the fair market value. Gift recognition credit is given for fair market value.
 - g. Trusts Administered by Others: The value of the assets of Gifts in trust that the Foundation or the donor has chosen to have administered by an independent entity, such as a bank or other fiduciary, is recorded as a gift at the time the trust is established (or at the time the institution is informed of the Gift), provided the Gift is irrevocable. The income derived from such trusts is treated as similar to or like, but not as endowment income and is not included in annual gift totals.
 - h. Insurance: Only in cases where the Foundation is both beneficiary and irrevocable owner of a whole life insurance policy is the policy recorded as a Gift. The cash surrender value of the policy is recorded, rather than its face value, as the amount of the Gift. If

the donor pays further premiums of the policy, the donor will receive “Gift credit” at full value of the premium. In those cases where the Foundation receives the proceeds of an insurance policy in which it was named beneficiary but not owner, the full amount received is reported as a Gift on the date delivered.

i. Gift of Services: Operating largely on the basis of volunteer efforts, the Foundation in effect seek gifts of time and other services on a considerable scale. However, services – while crucial and very appreciated – are not tax-deductible to donors beyond out-of-pocket expenses associated with the service. The Foundation does not issue Gift receipts or acknowledgements for such out-of-pocket expenses.

j. Acceptance of Gifts from Employees. Gifts to the Foundation from Foundation employees may be accepted if the purpose of the Gift is to support bona fide Foundation or Library activities or purchases. Such Gifts must be subject to Foundation policies regarding expenditures. Because a Gift to support an employee’s own research, business travel, etc. may have potential for abuse, the President of the Foundation must take special care in approving expenditures in order to ensure that the use of the Gift supports tax-deductibility of that Gift.

10. *Acknowledging and Recognizing Donors*. A formal tax receipt for cash donations is sent to each donor upon acceptance of the Gift. Receipts are not issued for non-cash contributions, such as Gifts of stock, bonds, or gifts-in-kind. NARA will formally acknowledge non-cash Gifts in a letter containing a description of the donated item, although the actual fair market value will not be stated. Receipts and acknowledgements are necessary to ensure that Gifts are deposited correctly and also serve as additional verification of a tax-deductible Gift for the donor.

11. *Use of Outright Gifts*. Outright Gifts are those placed at the immediate disposal of the Foundation and in which the donor retains no interest. They may be either restricted or unrestricted in purpose

C. Grant Record-Keeping. The Foundation shall require that each grant recipient will keep:

1. separate accounts with respect to grants;
2. such records as may be reasonably necessary to disclose fully the amount and disposition of the grant, the total cost of the project or undertaking in connection with which the grant is given or used, and the amount and nature of that portion of the cost of the project or undertaking supplied by other sources; and
3. such other records as will facilitate an effective audit.

D. Grant Procedures.

1. The Foundation shall (including through its independent contractors or agents) vet grantees, screen employees and independent contractors, and take other reasonable steps to confirm that Foundation funds are not used to finance terrorist activity, or other improper activities. The Foundation shall implement practices, in addition to those required by law, that provide additional assurances that Foundation assets are used exclusively for charitable or other legitimate purposes. The Foundation shall implement “a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity” as further described at http://www.treasury.gov/resource-center/terrorist-illicit-finance/Documents/guidelines_charities.pdf. These steps shall include the vetting of grantees and employees and other relevant parties against the following lists (either directly or through a vetting aggregation service or indirectly through other administrative process):

a. U.S. Department of the Treasury’s Office of Foreign Assets Control Specially Designated Nationals List- (<http://www.ustreas.gov/offices/enforcement/ofac/sdn/>).

b. Terrorist Exclusion List maintained by the U.S. Departments of State and Justice- (<http://www.state.gov/s/ct/rls/other/des/123086.htm>)

c. EU List of Terrorists and Terrorist Organizations- periodically published in the Official Journal of the European Union- periodically updated (https://www.unodc.org/tldb/pdf/EU/COUNCIL_DECISION_2011-70-CFSP.pdf)

2. Grant disbursements will be made by wire transfer or check rather than in cash and detailed records will reflect the disbursement, and when supplying either monetary or in-kind contributions, the Foundation will ensure that the grantee protect the contributions or other Foundation resources from being diverted to non-charitable activities.

E. Minutes Policy. Minutes taken at committee and Board meetings are considered legal documents representing the actions taken by the board or committees. The minutes should be concise but must explain how members reasonably came to reasonable decisions. The Secretary and Counsel of the Foundation normally record the minutes which shall contain the date and time of meeting, the name of the person calling the meeting to order, roll call and all motions made and motions that are also seconded and approved. The minutes must be signed by the Secretary of the Foundation or such other person recording the minutes and the time of adjournment must be noted as well. The minutes should be drafted as soon as possible after the meeting to ensure accuracy. The draft minutes shall be inserted in the packages for the next committee or Board meeting. The minutes will be listed on the agenda and a motion to approve shall be called. Any changes should be noted for amendment and motion to approve the minutes with amendment should be called. The approved minutes of any committee meetings should be circulated to all board members for their information and files. The approved minutes should be placed in the minute book to be filed in perpetuity.

F. Foundation Records and Document Retention Policy.

1. *Purpose.* The purpose of this Records Retention Policy (this “Records Policy”) is to assure retention of records necessary for ongoing operations, legal and regulatory compliance, litigation, and audit purposes, while promoting cost savings, orderly and efficient records management, and protecting against allegations of selective document destruction.

2. *General Principles.*

a. The Foundation is required by law to retain certain Records for various periods of time, including Records concerning tax and accounting matters, ongoing contractual obligations and employment and related human resource issues. Additionally, when litigation or a government investigation or audit is pending, or reasonably anticipated, Records that may be relevant to such litigation, investigation or audit should not be destroyed, altered, moved, rearranged or otherwise revised unless and until authorized by the President. See also “Hold Instructions” below.

b. The Records Retention Schedule (the “Retention Schedule”), (attached), is the tool used to determine the time frames for the retention and disposition of Records created, received, used or distributed by the Foundation. Records should be retained for at least as long as the time periods specified in the Retention Schedule and then disposed of in a secure manner. Certain Records may be retained longer than the specified time periods if their retention serves a legitimate business purpose.

c. The term “Records” includes any and all information (regardless of medium) that is created, received, used or distributed by the Foundation in the course of business. This includes, but is not limited to, paper, microfilm, tape (including backup tapes), microfiche, electronic document files such as Word or Excel files, electronic mail, Blackberry or pager messages, instant messages, internet webcasts or webpages, audio, computer hard drives, mainframes, voice mail, optical, intranet and other media. A Record may be as obvious as a memorandum, an e-mail, a contract, or a summary proposal; or something not as obvious, such as a computerized desk calendar, an appointment book, an expense record, or a video file. Like any other records, if an electronic communication contains information (whether in the body of the message or in attachments) that falls into one of the categories in the Retention Schedule, it must be retained and disposed of in accordance with this Records Policy and the Retention Schedule. The existence of backup tapes or other storage of information (e.g., in case of emergencies) does not mean that retention obligations for originals and other copies need not be followed simply because the information is stored elsewhere.

d. This Records Policy applies to Records located on the Foundation’s premises, media or files, as well as Records located in personal homes, storage facilities or any other location the Foundation’s work is conducted.

e. Only the final versions of Records should be maintained. Drafts and copies should be discarded when the final version is completed, unless there is a specific

business need to retain them (and then retained only as long as the business need exists) or a Hold Instruction is in place (see below).

f. The Treasurer will review and reassess the adequacy of this Records Policy and the Retention Schedule on a periodic basis and recommend to the Board amendment, if appropriate.

g. All Records generated and received by the Foundation are the property of the Foundation. No employee by virtue of his or her position has any personal property right to such Records even though he or she may have developed or compiled them.

3. *Hold Instructions.*

a. In the case of an actual, pending or reasonably anticipated lawsuit or other official or governmental proceeding or investigation, an evidence preservation instructions may be issued, also known as a “Hold Instruction.”

b. In the event a Hold Instruction is ordered, or there is otherwise a reason to believe a lawsuit or other official or governmental proceeding or investigation is pending or reasonably anticipated, Records should be maintained for review by the President. ***It is imperative that Records that may be responsive to a Hold Instruction are not deleted, discarded or destroyed.***

c. If a Record is the subject of a Hold Instruction, that Record must be retained until the Hold Instruction is lifted.

d. Failure to comply with the requirement to seek guidance and to preserve Records pursuant to this Records Policy and the terms of any Hold Instruction can result in serious adverse consequences to the Foundation and to the person(s) involved, as set forth in greater detail in “Destruction of Documents” below.

4. *Destruction of Documents.*

a. It is unlawful to destroy, conceal, or falsify any Record for the purpose of obstructing or influencing any lawsuit or other official proceeding or investigation. Doing so may subject the Foundation and any offending individuals to civil and criminal penalties including fines, imprisonment and spoliation charges that could lead to adverse inferences and other sanctions. It can also impair the Foundation’s ability to defend its position and could subject the Foundation to serious civil penalties in civil litigation.

b. It is a criminal offense to knowingly alter, destroy, mutilate, conceal, cover up, falsify or make false entry in any Record with the intent to impede, obstruct, or influence the investigation or proper administration of certain federal matters. Such investigation or proceeding does not have to be pending or imminent at the time, nor must it be criminal in nature or carried out by a law enforcement agency. Additionally, the same penalty applies to anyone who corruptly alters, destroys, mutilates, or conceals a Record, or attempts to

do so, with the intent to impair its integrity or availability for use in an official proceeding. Note that the official proceeding need not be pending or about to be instituted at the time the item was destroyed.

c. Employees are only permitted to destroy Records when there is: (1) no applicable Hold Instruction in place; (2) no improper motive for the destruction of the Records; (3) no legal, or regulatory reason to maintain the Records; and (4) such destruction is in accordance with the Retention Schedule.

5. *End of Service.* All Records must be returned upon the end of an employee's or other party's employment or service with the Foundation.

6. *Reporting Violations.* Anyone who believes that someone is destroying Records in violation of this Records Policy, should notify his or her supervisor or the Chair of the Audit Committee.

G. Public Availability of Certain Foundation Documents.

1. *Foundation Documents.* The following organizational documents of the Foundation will be available (for inspection or copying) at the Foundation's main office during normal business hours at no charge: (1) Tax Exemption Application (Form 1023); (2) IRS Tax Exemption Determination Letter; (3) Certificate of Incorporation; and (4) Bylaws. All of the aforementioned organizational documents will also be posted on the Foundation's web site. The Foundation will make best efforts to ensure that the documents posted on the web site are the most up-to-date versions of such documents (e.g., in the situation where the Certificate of Incorporation is revised).

2. *Form 990s.* The public inspection copy of the Foundation's Form 990 and form 990-T, from the previous three years (at minimum), will be available (for inspection or copying) at the Foundation's main office during normal business hours at no charge; additionally, these same public inspection copy Forms 990 and 990-T will also be posted on the Foundation's web site. The public inspection copy of the Form 990 will not include Schedule A regarding excess contributors or Schedule B showing the names and addresses of these contributors. The Foundation will make best efforts to ensure that the Forms 990 and 990-T held at its main office and posted on its website are the most updated versions of such. For example, in the instance where a Form 990 has been amended, the amended version of the Form 990 or Form 990-T should be the one available for public inspection. When responding to a public inspection request for any organizational document or Form 990 (including Form 990-T) by anyone, the Foundation shall fulfill such request in a timely fashion without inquiring as to the reason for the public inspection request.

3. *Other Documents.* The most up-to-date versions of the Foundation's audited annual financial statements as well as its conflict of interest policy shall be available on the Foundation's website.

APPENDIX I

**The Richard Nixon Foundation (the “Foundation”)
Questionnaire Concerning Conflicts of Interest and
Affirmation Regarding Conflict of Interest and Code of Conduct Policy**

Have you or any affiliated party (as defined in the Conflict Policy), had or engaged in, or do you know of any other Covered Person that has or engaged in, any of the following (other than matters already fully disclosed, evaluated and resolved)?

	Yes	No
1. a compensation arrangement or other interest in a transaction with the Foundation;		
2. a compensation arrangement or other interest in or affiliation (subject to <i>de minimis</i> exceptions) with any entity or individual that: (a) sells goods or services to, or purchases goods or services from, the Foundation; (b) competes with the Foundation; or (c) the Foundation has, or is negotiating, or contemplating negotiating, any other transaction or arrangement;		
3. used your position, or confidential information or the assets of the Foundation for a personal (or an affiliated party’s) advantage or for an improper or illegal purpose;		
4. solicited or accepted any gift, entertainment, or other favor where such gift might create the appearance of influence on the Covered Person (other than gifts of nominal value, which are clearly tokens of respect and friendship unrelated to any particular transaction);		
5. acquired any property or other rights in which the Foundation has, or the Covered Person knows or has reason to believe at the time of acquisition that the Foundation is likely to have, an interest;		
6. an opportunity related to the activities of the Foundation that is available to the Foundation or to the Covered Person, unless the Board has made an informed decision that the Foundation will not pursue that opportunity;		
7. been indebted to the Foundation, other than for amounts due for ordinary travel and expense advances; or		
8. any other circumstances that may, in fact or in appearance, make it difficult for the Covered Person to exercise independence, objective judgment or otherwise perform effectively.		

If you answered yes to any of the above, please describe the relevant facts (attach a separate sheet if necessary):

The answers to the foregoing questions are stated to the best of my knowledge and belief.

I also acknowledge that I have received, read and understood the Statement of Corporate Policies and Procedures of the Foundation and agree that I have and will continue to abide by such policies.

Additionally, I understand that in order to maintain its federal tax exemption the Foundation must engage primarily in activities that accomplish one or more of its tax exempt purposes.

Date: _____

Signature: _____

Printed
Name: _____

APPENDIX II

SAMPLE

U.S. Foreign Corrupt Practices Act Certification by Third Parties

I acknowledge that I have reviewed the following U.S. Foreign Corrupt Practices Act (“FCPA”) Certification and understand that, as a [agent/ independent contactor or joint venture partner to/of] the Richard Nixon Foundation (the “Foundation”), I have an obligation to fully adhere to these policies and principles. In particular, I acknowledge and affirm that:

In carrying out my responsibilities to and on behalf of the Foundation, I agree that I have not, and will not, offer, promise, pay, or authorize the payment of any money or anything of value, or take any action in furtherance of such a payment, whether by direct or indirect means (such as through an agent or other third party), to or for the benefit of any officials and employees of foreign governments, state-owned enterprises, and political parties, as well as agents and close relatives of these individuals (“Foreign Officials”) for the purpose of securing an improper advantage.

I understand that the payment of a small facilitating payment to low-level Foreign Officials for the purpose of securing routine administrative action is not considered a prohibited payment, provided the recipient of such service or action is entitled to receive such service or action and the payment is customary and appropriate in the country where such payment is made. However, before making any such facilitation payment on behalf of the Foundation, I will obtain the approval of the Chairman or the President of the Foundation.

A. Specific Obligations Under the FCPA Certification.

1. Reporting Obligation. I will report any suspected or actual violations (whether or not based on personal knowledge) of the requirements contained in this FCPA Certification to the President and the Chair of the Audit Committee of the Foundation and will update that report if new information comes into my possession.

2. Government employment. I will not become an official or employee of any national or local government without the prior written approval of the Foundation.

3. I will keep records and receipts of all expenditures that I make on behalf of the Foundation and will make these available to the Foundation and its auditors on request of the Foundation.

4. Acknowledgement Statement. I acknowledge that I will be required to complete and sign, on not less than an annual basis, a new FCPA Certification that I have complied with the terms of this FCPA Certification and acknowledge my commitment to continue to comply with the terms of this FCPA Certification.

B. Penalties and Compliance Under This FCPA Certification.

I understand that I will be subject to sanctions, including potential termination of [the Agency/Consultancy Agreement][my employment with the Foundation] related to this FCPA Certification, if I fail to follow the requirements listed in this FCPA Certification [or in the Agency/Consultancy Agreement][or in my employment agreement]. Examples of actions or omissions that will subject me to discipline on this basis include, but are not limited to, the following:

1. a breach of the requirements contained in this FCPA Certification;
2. failure to report a suspected or actual violation of the requirements contained in this FCPA Certification;
3. failure to make, or falsification of, this or any future FCPA Certifications;
4. lack of attention or diligence concerning any employees or sub-agents for whom I am responsible that directly or indirectly leads to a violation of the FCPA or the requirements contained in this FCPA Certification [or the Agency/Consultancy Agreement] [or in my employment agreement].

By: _____
[Name]

Signature: _____

Date: _____

APPENDIX III

RECORDS RETENTION SCHEDULE

TYPE OF DOCUMENT	RETENTION PERIOD (in years)
<i>ACCOUNTING RECORDS</i>	
Auditors' report and annual financial statements	Permanent
Bank statements and deposit slips	7
Cancelled checks: <ul style="list-style-type: none">•Fixed assets•General•Payroll•Taxes (payroll related)•Taxes (income)	Permanent 7 7 7 Permanent
Cash disbursements journal	Permanent
Cash receipts journal	Permanent
Chart of accounts	Permanent
Deeds, mortgages, bills of sale	Permanent
Electronic payment records	7
Employee expense reports	7
Fixed asset records (invoices, depreciation schedules)	Permanent
Freight bills and bills of lading	7
General journal	Permanent
General ledger	Permanent
Inventory listings and tags	7
Invoices: Sales to customers/credit memos	7
Patent/Trademark and related papers	Permanent
Payroll journal	Permanent
Production and sales reports	7
Purchases	7
Purchase journal	Permanent
Purchase orders	7
Sales or work orders	7
Subsidiary ledgers (accounts receivable, accounts payable, equipment)	7
Time cards and daily time reports	7
Training manuals	Permanent
Trial balance - year-end	Permanent
<i>INSURANCE RECORDS</i>	
Accident reports and settled claims	Permanent
Fire inspection and safety reports	7
Insurance policies (after expiration)	7
<i>LEGAL DOCUMENTS</i>	
Annual Reports	Permanent

TYPE OF DOCUMENT	RETENTION PERIOD (in years)
Articles of Incorporation and bylaws	Permanent
Amendments to above	Permanent
Buy-sell agreements	Permanent
Contracts and leases (after expiration)	10
Employment agreements (after expiration)	8
Legal correspondence	Permanent
Legal opinions (after close of matter)	10
Litigation and investigation files (after close of matter)	10
Minutes	Permanent
Partnership agreements	Permanent
Stock certificates and ledgers	Permanent
<i>TAX RECORDS</i>	
IRS or FTB adjustments	Permanent
Payroll tax returns	Permanent
Property basis records	Permanent
Sales and use tax returns	Permanent
Tax returns and cancelled checks for tax payments	Permanent
<i>PERSONNEL RECORDS</i>	
Certifications required by Foundation policies	7
Child labor certificates and notices	3
Employment application (from date of termination)	2
Employment eligibility verification (I-9 form) (from date of termination)	3
Help wanted ads and job opening notices	2
Personnel files (from date of termination)	4
Records of job injuries causing loss of work	5
Safety: chemical and toxic exposure records	30 years
Union agreements and individual employee contracts (from date of termination)	10
<i>EMPLOYEE BENEFIT PLAN RECORDS</i>	
Actuarial reports	Permanent
Allocation and compliance testing	6
Brokerage/Trustee statements supporting investments	6
Financial statements	Permanent
General ledger and journals	6
Information returns (Form 5500)	6
Internal Revenue Service/Department of Labor correspondence	Permanent
Participant communications related to distributions, terminations, beneficiaries	6
Plan and Trust Agreements	Permanent

TYPE OF DOCUMENT	RETENTION PERIOD (in years)
<i>INDIVIDUAL RECORDS</i>	
Tax Returns (after filing)	6
Medical Bills (after payment)	6
Forms 1099 received (after plan termination)	6
Keogh statements (after plan termination)	6
IRA records (deductible & non deductible (after account termination)	6
Loan records (after payoff)	6
Insurance policies (after expiration)	6
Major purchase receipts (after purchase)	6
Year-end brokerage statements (after securities deposit)	6
Certificate of deposit statements (after maturity)	6
Schedule K-1s from LLP's or S Corps (after disposition of interest)	6
House records (cancelled checks for purchase, major improvements and maintenance)	Permanent
Birth and death certificates	Permanent
Medical records	Permanent
Wills/Trust Agreements	Permanent
W-2 Forms received	Permanent
List of financial assets held	Permanent
Alimony, custody & prenuptial agreements	Permanent
Military papers	Permanent
Photos or videotape of valuables	Permanent
<i>DEVELOPMENT, FUNDRAISING AND GRANT RECORDS</i>	
Acknowledgements of donations	3
Applications for grant funds to the Foundation through which funding was attained	Permanent
Direct mail and other funding requests	3
Donor data	10
Evaluation materials regarding grants	Permanent
Gifts & contributions records (stocks or property)	Permanent
Individuals' specific bequest	10
Individuals' bequests	Permanent
Individuals' planned giving, pledges, agreements	7 after maturity
Rejected applications for grant funds to the Foundation	3

** Note that all books and records must be maintained so long as they remain material in the computation of any tax (Materiality Rule under Treas. Reg. 1.6001-1)]

THE RICHARD NIXON FOUNDATION

BOARD GUIDELINES

I. THE ROLE OF THE BOARD

The role of the Board of Directors of The Richard Nixon Foundation (the “Organization”) is to (i) direct the affairs of the Organization and (ii) set expectations about the tone and ethical culture of the Organization. In doing so, directors are expected to apply their business judgment and act with due care, in good faith, and in accordance with the best interests and mission of the Organization.

The Board fulfills its role (directly or by delegating certain responsibilities to its committees) by:

1. Setting the mission and values of the Organization – the “tone at the top” – and ensuring that an ethical culture of trust, honesty, and integrity is promoted throughout the Organization;
2. Providing advice, counsel, and support to the Chief Executive Officer and principal senior executives;
3. Selecting, regularly evaluating, fixing the compensation of, and, where appropriate, replacing the President;
4. Establishing measures of organizational performance and utilizing those measures to ensure senior management accountability;
5. Reviewing the Organization’s program for management development and succession planning;
6. Overseeing the conduct of the Organization’s business and strategic plans to evaluate whether the business is being properly managed in accordance with the Organization’s mission;
7. Reviewing and approving the Organization’s fundraising and development plans, budgets and actions;
8. Reviewing and approving the Organization’s annual budget, financial objectives, and other major organizational plans and actions;
9. Reviewing and approving significant changes in the Organization’s auditing and accounting principles and practices;
10. Providing oversight and ensuring the integrity of internal and external audit processes, financial reporting, and recordkeeping;
11. Having the Audit Committee review the Organization’s Form 990 prior to filing with the Internal Revenue Service and having it distributed in draft

to all Directors prior to filing so that the Directors have an opportunity to review;

12. Providing oversight of risk assessment and protection processes ensuring appropriate management of significant risks;
13. Acting with integrity and adhering to the policies of the Organization;
14. Keeping confidential all non-public information that relates to the Organization's business, unless disclosure and/or use of such information is authorized pursuant to Part VI of these Guidelines. Such information includes, but is not limited to, information regarding the finances and operations of the Organization, donor lists, mailing lists, and any information relating to fundraising (including fundraising efforts, plans, ideas and proposals), minutes, reports and materials of the Board and its committees, and other documents identified as confidential by the Organization;
15. Ensuring that compliance systems and processes designed to promote legal and ethical compliance are reasonably effective, and monitoring the Organization's compliance with relevant laws;
16. Monitoring the effectiveness of the Organization's governance practices and organizational documents and making changes as needed; and
17. Performing such other functions as the Board believes appropriate or necessary, or as otherwise prescribed by law or regulation.

II. DIRECTOR QUALIFICATION STANDARDS

A. Selection of Board Members

The Members of the Corporation are responsible for selecting the members of the Board. The Board will review periodically the appropriate experience, qualifications, attributes and skills required of directors in the context of the Organization's current circumstances and the Board's needs.

The Board expects that all directors will, at a minimum:

1. Have experience or knowledge with respect to at least one area of the Organization's operations or area of board responsibility, such as strategic planning, financial management, technology, fundraising and development, public relations or human resources; and
2. Be committed to the Organization's mission and programs.

The Board shall review, on an annual basis, the appropriate skills and characteristics required of directors in the context of the current composition of the Board.

B. Board Independence

Directors should be able to exercise objective judgment – they should be “independent-minded.” The Board should ensure that only “independent” directors are appointed to the Audit Committee and the Compensation Committee, as these committees are responsible for making decisions with respect to issues where management may have a potential conflict. In determining director independence, the Board should consider all relevant facts and circumstances that could affect a director’s ability to exercise objective judgment, including materiality of relationships (business and social) each director may have with the Organization, management, beneficiaries, donors, clients, suppliers and other important constituents. In addition, a director may only be considered “independent” if:

1. The director is not compensated as an officer or other employee of the Organization or a related organization;
2. The director did not receive total compensation exceeding \$10,000 during the most recent tax year from the Organization (or related organizations) for services provided in the director’s capacity as an advisor, consultant, or independent contractor; and
3. Neither the director, nor any family member of the director, was involved in a loan, grant, excess benefit transaction, or a business transaction involving an interested person that is reportable on Schedule L of Form 990, with the Organization (whether directly or indirectly through affiliation with another organization).

III. DUE CARE

Directors are expected to exercise appropriate diligence in providing managerial oversight and decision-making, and are expected to:

1. Attend and participate actively at all Board and committee meetings, preferably in person;
2. Review meeting materials and agendas in advance;
3. Request other information from management and trustworthy and reliable experts where appropriate before making decisions or taking actions; and
4. Be sensitive to indications of potential problems or concerns and make further inquiry until reasonably satisfied that management is dealing with those concerns appropriately.

IV. OTHER EXPECTATIONS

In addition to fulfilling the duties outlined above, the Board is expected to:

1. Meet at least four times per year;

2. Conduct an annual-self-evaluation of the Board and each committee;
3. Meet regularly without members of management present;
4. Maintain minutes of Board and committee meetings;
5. Create and maintain policies for recruitment, tenure, leadership, board structure, and composition;
6. Approve policies with respect to external affairs activities; and
7. Provide for the orientation of new directors and make available continuing director education opportunities as appropriate.

In addition to fulfilling the duties outlined above, directors are expected to:

8. Join and participate actively in the activities of at least one committee of the Board;
9. Make reasonable efforts to bring financial support to the Organization annually from external sources;
10. Leverage personal relationships with others (including corporations, professional service firms, foundations, and individuals) to assist the staff of the Organization with implementing fundraising strategies, including adding names of potential sources of support to the Organization's mailing list;
11. Act as an ambassador for the Organization with respect to dealings with the general public, donors, government agencies, and clients;
12. Advise the Board upon a change in the director's professional responsibilities (such as resignation or change of employment) and prior to accepting an invitation to serve on another board of directors;
13. Act as a mentor to new directors; and
14. Suggest to the Board any potential director candidates who could make significant contributions to the Board and the Organization.

V. BOARD COMMITTEES

The Board currently has four standing committees: Audit, Budget and Finance, Compensation, Investment; and one task-specific committee: Executive, which is composed of the Members. The Board retains discretion to form new committees, including sub-committees, and can disband committees when appropriate, with the exception of the Executive Committee.

VI. CONFIDENTIALITY

Pursuant to their fiduciary duties of loyalty and care, directors have an obligation to keep confidential all non-public information obtained by a director that relates to the Organization's business. Directors must not use or disclose such information to any person or entity during or after service, except with written authorization of the Board or as may be otherwise required by law or regulation.

VII. BOARD INTERACTION WITH THE MEDIA AND OTHERS

In most situations, the Chairman speaks on behalf of the Organization with donors, employees, clients, suppliers, the media, and others. The Chairman is the spokesperson of the Board. Other directors and officers should not communicate with representatives of the media unless duly authorized by the Chairman, so as to prevent any inadvertent disclosure of confidential information.

VIII. TENOR OF BOARDROOM DELIBERATIONS

Achieving an atmosphere in which full and frank discussion can thrive, and consensus can ultimately be reached, is a challenge. It is the responsibility of the Board to act in the best interests of the Organization, and disagreements may arise. Within the context of their fiduciary duties, directors should seek to participate and express disagreement in an open and collegial manner, with developing consensus and resolution as the ultimate goal.

Adopted by the Board on November 10, 2011

THE RICHARD NIXON FOUNDATION

AUDIT COMMITTEE CHARTER

I. PURPOSE

The Audit Committee (the “Committee”) shall assist the Board of The Richard Nixon Foundation (the “Organization”) in fulfilling its responsibility to oversee management regarding: (1) the Organization’s systems of internal controls and risk mitigation; (2) the integrity of the Organization’s financial statements; (3) the Organization’s compliance with legal and regulatory requirements and ethical standards; and (4) the engagement, independence, and performance of the Organization’s independent auditors.

II. MEMBERSHIP

The Committee shall consist of three or more members of the Board, each of whom the Board has selected and determined to be “independent” in accordance with the Board Guidelines. The Chair of the Committee shall be designated by the Board and shall preside at meetings of the Committee.

Committee members shall have a basic understanding of finance, accounting, and fundamental financial statements. At least one member of the Committee shall have a sophisticated understanding of financial reporting and accounting as determined by the Board.

III. MEETINGS

The Committee shall meet on a regularly scheduled basis, at least two times per year or whenever requested by a Committee member. The Committee shall meet at least once each year with the head of the internal audit function and with the independent auditor in separate executive sessions to provide the opportunity for full and frank discussion without members of senior management present.

IV. AUTHORITY

The Committee’s role is one of oversight. The Organization’s management is responsible for preparing the Organization’s financial statements and the independent auditors are responsible for auditing those financial statements. The Committee recognizes that management, including the internal audit staff and the independent auditors, have more time, knowledge, and detailed information about the Organization than do the Committee members. Consequently, in carrying out its oversight responsibilities, the Committee is not providing any expert or special assurance as to the Organization’s financial statements or any professional certification as to the independent auditor’s work.

In discharging its role, the Committee is empowered to inquire into any matter it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Organization. In addition to retaining the Organization’s independent auditor, the Committee shall have the power to retain other auditors or other advisors to assist it in carrying out its activities. The Organization shall provide adequate resources to support the

Committee's activities, including compensation of the Organization's independent auditor, other auditors, and other advisors retained by the Committee. The Committee shall have the sole authority to retain, compensate, direct, oversee and terminate the Organization's independent auditor, other auditors, and other advisors hired to assist the Committee, who shall be accountable ultimately to the Committee.

The Committee may request any person including, but not limited to, any officer or employee of the Organization or the independent auditor, to attend Committee meetings or to meet with any members of, or advisors to, the Committee.

V. KEY RESPONSIBILITIES

The Committee shall undertake the following responsibilities, which are set forth as a guide. The Committee is authorized to carry out these activities and other actions reasonably related to the Committee's purposes or assigned by the Board from time to time.

A. Independent Audit

1. Recommend the appointment, review and approve the terms of the independent auditor's retention, engagement and scope of the annual audit, pre-approve any audit-related and non-audit services (including the fees and terms thereof) to be provided by the independent auditor, and, in connection with any pre-approval of permissible tax services and services related to internal control over financial reporting, discuss with the independent auditor the potential effects of such services on the independence of the auditor, and evaluate, compensate, and oversee the work of, the independent auditor who shall report directly to the Committee, and, if appropriate, terminate the independent auditor's engagement;
2. At least every five years, review and approve the terms of the independent auditor's retention, including a review of fees charged by the auditors for the annual audits;
3. At least annually, review a report from the independent auditor describing the auditing firm's internal quality-control procedures and any material issues raised by the most recent quality-control review of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years, with respect to one or more independent audits carried out by the firm and any steps taken to deal with any such issues; and
4. Review with the independent auditor any problems the auditor has encountered performing the audit, any management letter provided, and the Organization's response to that letter, and matters that the independent auditor is required to communicate to the Committee.

B. *Internal Control and Risk Mitigation*

1. Review and discuss with management and the independent auditor the adequacy of the Organization's internal controls and the Organization's major financial risks or any significant exposures and assess the steps management has taken to minimize such exposures; and
2. Oversee compliance with and review the effectiveness of the Organization's internal control systems, including through regular executive sessions, whether internal control recommendations identified by internal and independent auditors have been implemented by management.

C. *Financial Reporting*

1. Review and discuss with management and the independent auditor all critical accounting policies and practices used by the Organization and any significant changes in the Organization's accounting policies;
2. Review with management the annual financial statements, the annual audit report and recommendations of the independent auditor, including any audit problems or difficulties, and management's response;
3. Review with management and the independent auditor any complex and/or unusual transactions or other significant matters or events not in the ordinary course of business; and
4. Annually review with management and the external tax advisor any issues or judgmental areas relating to the Organization's tax compliance.

D. *Oversight of Legal and Ethical Compliance*

1. Review periodically with the Organization's legal counsel the scope and effectiveness of the Organization's legal and regulatory compliance policies and programs, and ethical standards and policies;
2. Oversee legal and regulatory compliance and compliance with ethical standards and policies, including the Conflict Policy, implement procedures for the approval of any conflict of interest or related party transactions involving officers and directors, and act on reports of non-compliance;
3. Review and discuss with management and the auditors any possible areas of noncompliance with laws or policies and ensure that management follows up with relevant procedures where appropriate;

4. Ensure through inquiry and other appropriate means that management is communicating the importance of the Organization's values, code of conduct and ethics, and internal controls; and
5. Review, discuss with management and the independent auditor, and approve or ratify any transactions or courses of dealing with related persons (*e.g.*, including directors, executive officers, their immediate family members) that are significant in size or involve terms or other aspects that would likely be negotiated with independent parties, involving any safeguards or additional procedures to be applied in such circumstances.

E. Other Responsibilities

1. Maintain minutes of meetings and periodically report Committee findings, recommendations and actions to the Board, including on any issues that arise with respect to the quality or integrity of the Organization's financial statements, the performance and independence of the independent auditors and the performance of the internal audit function, the Organization's compliance with legal or regulatory requirements and its ethical standards and policies, and any other matters the Committee deems appropriate or the Board requests.

Adopted by the Board on November 10, 2011

THE RICHARD NIXON FOUNDATION
BUDGET AND FINANCE COMMITTEE CHARTER

I. PURPOSE

The Budget and Finance Committee (the “Committee”) shall assist the Board of The Richard Nixon Foundation (the “Organization”) in fulfilling its oversight responsibilities relating to fiscal management by: (1) overseeing the management of Organization-wide financial assets with respect to the Organization's annual operating budget; (2) reviewing financial results with respect to the Organization's actual spending versus budget; and (3) reviewing and recommending approval of an annual operating budget.

II. MEMBERSHIP

The Committee shall consist of three or more members selected by the Board. The Chair of the Committee shall be designated by the Board and shall preside at meetings of the Committee.

Committee members shall have a basic understanding of finance, accounting, investment management, and fundamental financial statements. Members who have special skills or expertise have a duty to use those skills or expertise in managing the Organization’s funds.

III. MEETINGS

The Committee shall meet on a regularly scheduled basis, at least once per year or whenever requested by a Committee member.

The Committee shall have direct access to, and complete and open communications with, the Board.

IV. KEY RESPONSIBILITIES

The Committee shall undertake the following responsibilities which are set forth as a guide. The Committee is authorized to carry out these activities and other actions reasonably related to the Committee’s purposes or assigned by the Board from time to time. To fulfill its purposes, the Committee shall:

1. Understand the Board’s investment goals, risk tolerance level, and spending plans in order to develop an annual budget.
2. Review annually and recommend approval by the Board of an operating budget proposal for the next fiscal year.
3. Review, approve, and generally oversee the Organization’s participation in any joint ventures or similar arrangements. If the Organization does propose to enter into a joint venture, the Committee will approve a joint venture policy, and maintain the proper documentation establishing the overriding exempt purpose of the joint venture.

4. Maintain minutes of meetings and regularly report to the Board on Committee findings, recommendations and actions, and any other matters the Committee deems appropriate or the Board requests.

Adopted by the Board on November 10, 2011

THE RICHARD NIXON FOUNDATION
COMPENSATION COMMITTEE CHARTER

I. PURPOSE

The Compensation Committee (the “Committee”) shall assist the Board of The Richard Nixon Foundation (the “Organization”) in overseeing the Organization’s compensation policies and practices, including (1) making recommendations to the independent directors with respect to the compensation of the Organization’s President; (2) reviewing and approving the compensation of the Organization’s other managers and employees who have substantial influence over the affairs of the Organization (“key executives”); (3) assessing the reasonableness of all elements of compensation of key executives based on comparable market data and comparisons to the marketplace; (4) reviewing and approving management incentive compensation policies and programs; and (5) reviewing and approving bonus compensation programs for employees and exercising discretion in the administration of such programs.

In discharging its role, the Committee is empowered to inquire into any matter it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Organization. The Committee shall have the power to retain compensation consultants or other advisors to assist it in carrying out its activities. The Organization shall provide adequate resources to support the Committee’s activities, including compensation of the Organization’s consultants and other advisors retained by the Committee. The Committee shall have the sole authority to retain, compensate, direct, oversee and terminate compensation consultants and other advisors hired to assist the Committee.

II. MEMBERSHIP

The Committee shall consist of three or more members of the Board, each of whom the Board has selected and determined to be “independent” in accordance with the Board Guidelines. The Chair of the Committee shall be designated by the Board and shall preside at meetings of the Committee.

III. MEETINGS

The Committee shall meet on a regularly scheduled basis, at least two times per year and additionally as circumstances dictate. The Committee shall meet at least annually with the President and any other officers the Board and Committee deem appropriate to discuss and review the performance criteria and compensation levels of key executives.

IV. KEY RESPONSIBILITIES

The Committee shall undertake the following responsibilities, which are set forth as a guide. The Committee is authorized to carry out these activities and other actions reasonably related to the Committee's purposes or assigned by the Board from time to time. The Committee shall base its decisions on objective, documented, and comparable data where such data is available. To fulfill its purposes, the Committee shall:

1. Establish and review the Organization's overall management compensation philosophy and policy;
2. Review and approve the Organization's goals and objectives relevant to the compensation of the Organization's key executives, including annual performance goals and objectives;
3. Oversee compliance with the compensation policies and procedures and the terms of employment contracts;
4. Review and authorize any employment, compensation, benefit or severance agreement with key executives;
5. Evaluate at least annually the performance of the key executives against the Organization's goals and objectives, including the annual performance objectives and, based on this evaluation, determine and approve (or recommend to the Board for approval in the case of the President) the compensation level (including any incentive awards and any material perquisites) for the key executives, reviewing as appropriate, any agreement or understanding relating to their employment, incentive compensation, or other benefits based on this evaluation;
6. Determine and approve the compensation level (including any incentive awards and any material perquisites) for other members of management of the Organization as the Committee or the Board may from time to time determine to be appropriate;
7. Review on a periodic basis the Organization's management compensation programs, including any management incentive compensation plans as well as plans and policies pertaining to perquisites, to determine whether they are appropriate, properly coordinated, and achieve their intended purpose(s), and recommend to the Board any appropriate modifications or new plans or programs;
8. Review and recommend to the Board incentive compensation plans of the Organization and any modifications of such plans and review at least annually the awards made pursuant to such plans;
9. Review and recommend to the Board any changes in employee retirement plans or programs, and other employee benefit plans and programs; and

10. Maintain minutes of meetings and regularly report to the Board on Committee findings, recommendations and actions, and any other matters the Committee deems appropriate or the Board requests.

V. REASONABLE COMPENSATION

The Committee should ensure that no more than reasonable compensation is paid to the Organization's employees. "Reasonable compensation" is the value that would ordinarily be paid for like services by similar organizations under similar circumstances. Compensation will be presumed reasonable under the relevant tax rules if the following three conditions are met:

1. The compensation arrangement is approved by disinterested members of the Board or the Committee.
2. The Board or Committee obtained and relied upon appropriate data as to comparability of compensation such as the compensation paid by similarly situated organizations, both taxable and exempt, for functionally comparable positions. This may include reviewing compensation surveys, actual written offers from similar organizations competing for the executive's services, or other objective external data to establish comparable values for executive compensation.
3. The Board or Committee adequately documents the basis for its determination that the compensation is reasonable and does so concurrently with making that determination.

In some cases, the Board or Committee may find it impossible or impracticable to fully implement each step of the rebuttable presumption process described above. In such cases, the Board or Committee should try to implement as many steps as possible, in whole or in part, in order to substantiate the reasonableness of compensation.

Adopted by the Board on November 10, 2011

THE RICHARD NIXON FOUNDATION
INVESTMENT COMMITTEE CHARTER

I. PURPOSE

The Investment Committee (the “Committee”) shall assist the Board of The Richard Nixon Foundation (the “Organization”) in fulfilling its oversight responsibilities relating to fiscal management by: (1) adopting investment policies and strategies; (2) reviewing financial results; and (3) ensuring the maintenance of an appropriate endowment portfolio.

In addition, in order to assist the Organization in the proper and prudent management of its financial resources, the Committee will ensure that the Organization employs personnel, systems, and investment managers capable of providing timely and accurate financial information to key decision-makers.

II. MEMBERSHIP

The Committee shall consist of three or more members selected by the Board. The Chair of the Committee shall be designated by the Board and shall preside at meetings of the Committee.

Committee members shall have a basic understanding of finance, accounting, investment management and fundamental financial statements. Members who have special skills or expertise have a duty to use those skills or expertise in managing and investing the Organization’s funds.

III. MEETINGS

The Committee shall meet on a regularly scheduled basis, at least four times per year or whenever requested by a Committee member.

The Committee shall have direct access to, and complete and open communications with, the Board.

IV. KEY RESPONSIBILITIES

The Committee shall undertake the following responsibilities which are set forth as a guide. The Committee is authorized to carry out these activities and other actions reasonably related to the Committee’s purposes or assigned by the Board from time to time. To fulfill its purposes, the Committee shall:

1. Understand the Board’s investment goals, risk tolerance level, and spending plans in order to develop an investment strategy to meet these goals.
2. Oversee the implementation of and compliance with, periodically review, and revise as appropriate the Organization’s investment policy including but not limited to:

- a. hiring and terminating investment managers;
 - b. regularly reviewing investment performance results;
 - c. setting investment objectives;
 - d. establishing performance objectives and benchmarks;
 - e. devising the asset allocation strategy;
 - f. portfolio rebalancing; and
 - g. restricting investments, as necessary.
3. Oversee the prudent management of the Organization's endowment in compliance with applicable law, and specifically shall:
- a. incur only investment fees and costs that are appropriate and reasonable in relation to the assets, the purposes of the Organization, and the skills available to the Organization;
 - b. consider the following factors when managing and investing the Organization's funds: general economic conditions; inflation or deflation; tax consequences; expected total return from income and appreciation; other resources of the Organization; the needs of the Organization to make distributions and to preserve capital; an asset's special relationship or special value, if any, to the charitable purposes of the Organization ; the role that each investment or course of action plays within the overall investment portfolio of the Organization;
 - c. make individual investment decisions not in isolation but rather in the context of the entire portfolio and as a part of an overall investment strategy having risk and return objectives reasonably suited to the Organization;
 - d. diversify the Organization's investment portfolio unless the Committee reasonably determines that, because of special circumstances, the Organization is better served without diversification; and
 - e. promptly make and carry out decisions concerning the retention or disposition of investments, or to rebalance a portfolio, in order to bring the portfolio into compliance with the Organization's purposes, investment policy, distribution requirements, and legal requirements.
4. Review and advise investment managers on a regular basis regarding the form, content and frequency of financial information necessary for it to fulfill its responsibilities;

5. Receive and review on a quarterly basis investment performance statements and financial statements (statement of financial position, income statement and operating statement) relating to the then current year-to-date as well as key financial benchmarks the Committee deems relevant from time to time. These investment performance statements and financial statements may be accompanied by a narrative highlighting any financial issues and, where necessary, actions related thereto;
6. Maintain minutes of meetings and regularly report to the Board on Committee findings, recommendations and actions, and any other matters the Committee deems appropriate or the Board requests.

Adopted by the Board on November 10, 2011