

**UNIVERSITY OF HOUSTON SYSTEM
ENDOWMENT MANAGEMENT COMMITTEE**

Tuesday, February 9, 2010

2:00 p.m. – 4:00 p.m.

AGENDA

UNIVERSITY OF HOUSTON SYSTEM ENDOWMENT MANAGEMENT COMMITTEE MEETING

DATE: Tuesday, February 9, 2010

TIME: 2:00 p.m.

PLACE: University of Houston
Athletics/Alumni Center
Melcher Board Room 100B
3100 Cullen Boulevard
Houston, Texas 77204

Chair: Jarvis V. Hollingsworth

Vice Chair: Carroll Robertson Ray

Members: Jim P. Wise
Welcome W. Wilson, Sr., Ex Officio

Advisory

Members: Michael J. Cemo
J. Christopher Jones

ENDOWMENT MANAGEMENT COMMITTEE

- A. Call to Order
- B. Report and Recommendations Regarding Endowed and Non-Endowed Assets – UH System EM – 1
- Action:** Information and/or Approval
- C. Approval to modify Board of Regents bylaws section 5 (Committees of the Board) – UH System EM – 2
- Action:** Approval
- D. Approval to modify Board of Regents policies 55.01.1(D); 55.01.1 (E); and 55.01.1(F) – UH System EM – 3
- Action:** Approval

- E. Approval to modify the UH System Endowment Fund Statement of Investment Objectives and Policies – UH System EM – 4

Action: Approval

- F. Approval to modify the UH System Investment Policy for Non-Endowed Funds – UH System EM – 5

Action: Approval

- G. Approve the FY10 University Advancement Endowment Assessment Rate of 1.5% - UH System EM – 6

Action: Approval

- H. FY10 Endowment Payout Rate – UH System EM – 7

Action: Information

- I. Adjourn

**UNIVERSITY OF HOUSTON SYSTEM
BOARD OF REGENTS AGENDA**

COMMITTEE: Endowment Management

ITEM: Report and Recommendations Regarding Endowed and
Non-Endowed Assets

**DATE PREVIOUSLY
SUBMITTED:**

SUMMARY: The Committee will receive reports and recommendations from its investment consultant, Cambridge Associates, and discuss investment strategies for the System's Endowment Fund and Non-Endowed Funds.

FISCAL NOTE:

**SUPPORTING
DOCUMENTATION:**

ACTION REQUESTED: Information and/or Approval

COMPONENT: University of Houston System

PRESIDENT



EXECUTIVE VICE CHANCELLOR

Carl Carlucci

DATE

1/25/2010

DATE



CHANCELLOR

Renu Khator

DATE

1-29-10

**UNIVERSITY OF HOUSTON SYSTEM
BOARD OF REGENTS AGENDA**

COMMITTEE: Endowment Management

ITEM: Approval to modify Board of Regents bylaws section 5 (Committees of the Board)

**DATE PREVIOUSLY
SUBMITTED:**

SUMMARY:

Approval is requested to modify Board of Regents bylaws section 5.2.1 and 5.4; add a new section 5.7; and renumber sections 5.7 and 5.8. The revision to 5.2.1 adds the Endowment Management Committee as a standing committee of the Board. The revision to section 5.4 deletes oversight responsibility for investment policies and performance from the Finance and Administration Committee. A new section 5.7 is added that defines the oversight responsibilities of the Endowment Management Committee including responsibility for investment policies and performance.

FISCAL NOTE:

SUPPORTING DOCUMENTATION: Blacklined version of Board bylaws - section 5

ACTION REQUESTED: Approval

COMPONENT: University of Houston System

PRESIDENT



EXECUTIVE VICE CHANCELLOR

Carl Carlucci

DATE

1/25/2010
DATE


CHANCELLOR

Renu Khator

1/29/10
DATE

Board of Regents of the University of Houston System Bylaws

Sec. 5 Committees of the Board

5.1 Executive Committee

5.1.1 The executive committee shall consist of the chair, vice chair, secretary, and, if he or she is still serving as a regent, the immediate past chair of the board. Three members shall constitute a quorum.

The executive committee shall:

- a. exercise the powers of the board when action is required and a board meeting cannot be conveniently scheduled;
- b. report all actions taken on behalf of the board at the next regular or special board meeting;
- c. keep a separate record of executive committee proceedings and submit that record for inclusion in the official record of the board at the next regular or special board meeting;
- d. annually review the performance of the chancellor, the internal auditor, and the performance reports on the general officers presented by the chancellor; and
- e. consider and approve any other matters that arise concerning the Board.

5.2 Standing Committees

5.2.1 The standing committees are Academic and Student Success, Finance and Administration, Audit and Compliance, ~~and~~ Facilities Construction, and Master Planning, [and Endowment Management](#).

5.2.2 The chair of the board shall appoint a chair and vice chair for each standing committee. Standing committee chairs and vice chairs shall serve one-year terms from September 1 through August 31. A vacancy in a committee chair or vice chair position shall be filled by appointment of the board chair.

5.2.3 All committees will have not less than three regents, nor more than four. Each committee will have a committee chair, vice chair, and one or two additional regents, all of whom shall be appointed by the chair of the board. The chairman will serve as ex-officio for all committees and will count for purposes of determining a quorum. A quorum is three for these committees. The Chancellor will assign one or more vice chancellors or other staff members to provide support to each committee.

5.2.4 One to four advisory members may be appointed to each respective committee with the unanimous approval of the chair of the board, the chancellor, and the chair of the committee. The advisory members will serve one-year terms from September 1 through August 31 and may be reappointed each year. Advisory members will not have voting authority.

5.2.5 The authority of a board committee is subject to the bylaws and policies of the board. Committees shall report and make recommendations to the board. Unless specifically authorized by official action of the board, a committee shall not act for the board.

5.3 Academic and Student Success Committee

The academic and student success committee has oversight of instruction, research, and service policy and performance, including review of the Chancellor's recommendations on academic programs. It also has oversight of all matters related to student success, including academic and student support programs.

5.4 Finance and Administration Committee

The finance and administration committee has oversight of budget, finance, and business operations policy and performance, including reviewing the Chancellor's recommendations on annual budgets and tuition and fees. ~~It also provides oversight of investment policies and performance.~~

5.5 Audit and Compliance Committee

The audit and compliance committee has oversight of all audit matters and all compliance activities, including ensuring sound fiscal and management policies and practices. It also provides oversight to ensure full compliance with all applicable local, state, and federal laws and regulations.

5.6 Facilities, Construction and Master Planning Committee

The facilities, construction and master planning committee has oversight of policy and performance related to the physical assets, including reviewing the Chancellor's recommendations on capital priorities. It also provides oversight of physical master plans for each location.

5.7 Endowment Management Committee

The endowment management committee has oversight of all investment assets and activities, outside investment managers, investment consultants, and any other matters pertaining to endowed and non-endowed assets for the System. It also provides oversight of investment policies and performance. The chair of the Finance and Administration

Committee shall be a member of this committee and if the same regent serves both positions, the vice-chair of the Finance and Administration Committee will be a member.

5.7—8 Special Committees

Special committees may be established by the chair of the board to report to the board, and they shall function until discharged. Membership normally will include regents and may also include persons not on the board.

5.8—9 Staff Services to the Board Committees

With the approval of the chair of the board, the chancellor will designate a member of his or her staff as liaison for each standing board committee and subcommittee. The administrator designated shall provide information and assistance as needed to the chair of the committee or subcommittee to prepare the agenda and conduct the business of the committee or special committee.

**UNIVERSITY OF HOUSTON SYSTEM
BOARD OF REGENTS AGENDA**

COMMITTEE: Endowment Management

ITEM: Approval to modify Board of Regents policies 55.01.1(D); 55.01.1(E); and 55.01.1(F)

**DATE PREVIOUSLY
SUBMITTED:**

SUMMARY:

Approval is requested to modify Board of Regents policies 55.01.1(D); 55.01.1(E); and 55.01.1(F). These changes exclude investment agreements from Board approval. The approval of investment agreements will be part of the Endowment Management Committee's responsibilities as stated in the University of Houston System Endowment Fund Statement of Investment Objectives and Policies.

FISCAL NOTE:

**SUPPORTING
DOCUMENTATION:**

Comparison of Decision Making Process Related to Endowment Management – University of Houston – Current vs. Proposed
Comparison of Decision Making Process Related to Endowment University of Houston & Other Texas University Systems/ Foundations
Blacklined version of Board policy – Section 55.01.1

ACTION REQUESTED: Approval

COMPONENT: University of Houston System

PRESIDENT



DATE

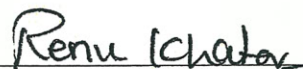
EXECUTIVE VICE CHANCELLOR

Carl Carlucci

DATE

1/25/2010

CHANCELLOR



Renu Khator

DATE

1/29/10

Comparison of Decision Making Processes Related to Endowment Management
University of Houston
Current versus Proposed

			Asset Allocation	Hire Managers	Terminate Managers	Rebalance Assets within Existing Managers & Asset Classes
Full BOR	UH - Current		Approves	Approves		
	UH - Proposed		No change			
Committee	UH - Current		Recommends to Board	Recommends to Board	Approves	Approves
	UH - Proposed		No change	Approves (1)	Approves (1)	Approves (1)
Chair	UH - Current		Reviews	Reviews	Reviews	Reviews
	UH - Proposed		No change	see footnote 1	see footnote 1	see footnote 1
Staff	UH - Current		Reviews	Reviews	Reviews	Reviews
	UH - Proposed		No change	Recommends to Chair	Recommends to Chair	Recommends to Chair
Advisor	UH - Current		Recommends to Committee	Recommends to Committee	Recommends to Committee	Recommends to Committee
	UH - Proposed		No change	Recommends to Staff	Recommends to Staff	Recommends to Staff

Note: Red text indicates change from current process

(1) In between quarterly meetings, these actions can be taken with the approval of the Chair of the Investment Committee and Chair of the Finance Committee. Chair of the Investment Committee will report any action to the committee at the next regularly scheduled committee meeting.

**Comparison of Decision Making Processes Related to Endowment Management
University of Houston and Other Texas University Systems / Foundations**

		Estimated Assets (\$ millions)	Asset Allocation	Hire Managers	Terminate Managers	Rebalance Assets within Managers & Asset Classes
Full BOR	UT	\$20,000	Approves			
	TAMU	\$700	Approves			
	TAMU Foundation	\$1,000				
	TT	\$700	Approves	Approves (1)(2)		
	UH	\$450	Approves	Approves		
Committee	UT		NA (3)			
	TAMU		Recommends			
	TAMU Foundation		Approves (4)	Approves (5)	Approves	
	TT		Recommends	Recommends	Approves	Approves
	UH		Recommends	Recommends	Approves	Approves
Chair	UT					
	TAMU					
	TAMU Foundation					
	TT					
	UH					
Staff	UT		Recommends	Approves	Approves	Approves
	TAMU		Recommends	Approves	Approves	Approves
	TAMU Foundation		Recommends	Recommends	Recommends	Approves
	TT					
	UH					
Advisor	UT					
	TAMU		Recommends	Recommends	Recommends	Recommends
	TAMU Foundation		Recommends	Recommends	Recommends	Recommends
	TT		Recommends	Recommends	Recommends	Recommends
	UH		Recommends	Recommends	Recommends	Recommends

- (1) Board currently considering delegating this action to the Committee.
- (2) In between quarterly meetings, a manager can be hired with the approval of the Chairman of the Board, Chair of the Investment Committee, and the Chair of the Finance Committee.
- (3) There is no investment committee between UTIMCO and the Board.
- (4) Investment committee is the highest level of governance at TAMU Foundation for investment decisions.
- (5) Staff is delegated the authority to invest additional capital to follow-on funds within private equity.

Board of Regents of the University of Houston System
Policy 55.01

55.01 Contracts

No person has the authority to bind the system contractually except in accordance with this policy.

55.01.1 Board Approval

In an open meeting, the board must approve:

- A. contracts for the purchase, gift or acquisition of real property;
- B. contracts for the sale of real property or conveyance of any rights in real property;
- C. as lessee, all real estate leases, lease renewals and extension, if the obligation of the lease is equal to or greater than the submittal threshold requiring Texas Higher Education Coordinating Board action.
- D. banking ~~and investment~~ agreements;
- E. any single procurement contract for any equipment, goods and services, not specified above, which is expected to exceed \$1,000,000 in a fiscal year with exception of contracts that fall within and are apart of approved construction projects set forth in Section 55.04 or investment agreements;
- F. any extension, modification, or renewal of an existing contract which is expected to exceed \$1,000,000 in a fiscal year with the exception of investment agreements;
- G. any series of contracts which are initiated in the same department for the same goods or services with the same party within a fiscal year, that, if combined in one contract, would require board approval or reporting;
- H. any other contract the board might designate as having significant importance to require board approval.

**UNIVERSITY OF HOUSTON SYSTEM
BOARD OF REGENTS AGENDA**

COMMITTEE: Endowment Management

ITEM: Approval to modify the UH System Endowment Fund Statement of Investment Objectives and Policies

DATE PREVIOUSLY August 18, 2009

SUBMITTED:

SUMMARY:

Approval is requested to modify the UH System Endowment Fund Statement of Investment Objectives and Policies to be consistent with changes to section 5 of the Board bylaws and section 55.01.01 of the Board policies. The Preface section has been amended to include a statement that the Endowment Management Committee has been established as a standing committee to assist the Board in fulfilling its fiduciary responsibilities, and this section lists the responsibilities of the Endowment Management Committee. Additionally, the Investment Manager section of the endowment investment policy has been modified to be consistent with the changes to Board policy 55.01.01. The last paragraph of the Asset Selection and Allocation section of this policy has been changed to be consistent with the Committee's responsibilities outlined in the Preface section. Lastly, there are other changes to the endowment investment policy; however, they are administrative in nature as noted in the supporting documentation.

FISCAL NOTE:

SUPPORTING Blacklined version of the policy
DOCUMENTATION:

ACTION REQUESTED: Approval

COMPONENT: University of Houston System

PRESIDENT



EXECUTIVE VICE CHANCELLOR

Carl Carlucci

DATE

1/25/2010
DATE

CHANCELLOR



Renu Khator

1/29/10
DATE

UNIVERSITY OF HOUSTON SYSTEM ENDOWMENT FUND
STATEMENT OF INVESTMENT OBJECTIVES AND POLICIES
Approved by the Board of Regents ~~August 18, 2009~~ February 16, 2010

PREFACE

The University of Houston System Board of Regents is charged with the fiduciary responsibility for preserving and augmenting the value of the endowment, thereby sustaining its ability to generate support for both current and future generations of students. As part of a commitment to long-range financial equilibrium, the Regents have adopted the broad objective of investing endowment assets so as to preserve both their real value and the long-range purchasing power of endowment income so as to keep pace with inflation and evolving university needs, while generally performing above the average of the markets in which the assets are invested. Pursuant to Board Bylaw, the Endowment Management Committee has been established as a standing committee to assist the Board in fulfilling its fiduciary responsibilities.

To achieve its investment objectives the University of Houston System retains independent investment managers each of whom plays a part in meeting the System's goals over a variety of capital market cycles. The Endowment Management Committee shall:

- a) Review and recommend to the Board changes to investment policies;
- b) Review and recommend to the Board the university advancement assessment rate;
- c) Review and recommend to the Board asset allocation long-term targets and ranges;
- d) Review and recommend to the Board external investment consultants;
- e) Monitor, evaluate, hire or terminate external investment managers;
- f) Establish investment manager guidelines;
- g) Monitor and adjust the actual allocation of assets through additions and withdrawals of funds among managers and investment media to conform to the long-term targets insofar as practical; and
- h) Oversee the results of the independent managers and report periodically to the Board and the university community.

~~The Endowment Management Committee, Vice Chancellor for Administration and Finance (Vice Chancellor) or designee and Treasurer oversee the results of the independent managers and report periodically to the Board of Regents and the university community.~~

FORWARD

This policy is intended to be ongoing until the next review is completed. Comprehensive reviews are to be completed every five years.

It is the general practice of the University of Houston System to pool endowment resources. For investment purposes however, the assets are managed in separate endowment fund accounts. The following statement sets out explicit policies for the pooled endowment but would apply to non-pooled holdings as well. The Regents seek superior investment returns through professional management but not by assuming imprudent risks.

FINANCIAL OBJECTIVES

The primary long-term financial objective for the University endowment is to preserve the real (inflation-adjusted) purchasing power of endowment assets and income after accounting for endowment spending, inflation, and costs of portfolio management. Performance of the overall endowment against this objective is measured over rolling periods of at least ten years, which should encompass several market cycles.

INVESTMENT OBJECTIVES

In order to meet the financial objective stated above, the primary long-term investment objective of the endowment is to earn a total rate of return that exceeds the spending rate plus the costs of managing the investment fund, and expressed in real (or inflation adjusted) terms. Given the current System spending rate of 7% (which includes 5% payout, 1.5% university advancement assessment, and 0.5% costs of managing the investment fund), the objective of this fund will be to earn a real (inflation adjusted) return of 7.0% when measured over rolling periods of at least five years. It is also understood that due to market conditions there may be five-year periods where this objective is exceeded and purchasing power is enhanced, as well as five-year periods where the objective is not met and purchasing power is diminished. The medium-term objective for the endowment is to outperform each of the capital markets in which assets are invested, measured over rolling periods of three to five years or complete market cycles, with emphasis on whichever measure is longer. In addition, the performance of the overall endowment is expected to be consistently in at least the second quartile of the NACUBO Annual Comparative Performance Survey of all educational endowments over rolling five-year time periods. Thus, the Endowment Management Committee is responsible for allocating assets to segments of the market and to managers who will provide superior performance when compared with both managers of other educational endowments and with capital markets generally.

Finally, the total return of the University's investment portfolio should be evaluated against the return of a composite index consisting of appropriate benchmarks weighted according to the Endowment Management Committee's asset allocation targets.

INVESTMENT MANAGERS

In accordance with Board policy, hiring of ~~investment managers and~~ investment ~~advisors~~ ~~consultants~~ requires approval of the Board. Hiring of investment managers requires Endowment Management Committee approval except that no later than ten days prior to the next committee meeting, the Chair of Endowment Management along with the Chair of Finance, or in the event the Chair of Endowment Management and Chair of Finance are the same person, then the Vice Chair of Finance, can approve the hiring or termination of investment managers. The Chair of Endowment Management will report any action taken to the Chairman of the Board as soon as practical and to the entire committee at the next regularly scheduled meeting. Managers of marketable securities are expected to produce a cumulative annualized total return net of fees and commissions that exceeds an appropriate benchmark index over moving three to five-year periods, and should be above a median for active investment managers using similar investment philosophies over the same time periods. At their discretion, managers may hold cash reserves and fixed income securities up to 25% of portfolio market value with the understanding that their benchmark will not be adjusted to reflect cash holdings. Managers who wish to exceed these limits should secure prior approval from the Treasurer. The Treasurer, in turn, shall seek approval from the Executive Vice Chancellor or designee.

ENDOWMENT PAYOUT POLICY

The Regents of the University of Houston System have established an endowment payout policy which attempts to balance the long-term objective of maintaining the purchasing power of the endowment with the goal of providing a reasonable, predictable, stable, and sustainable level of income to support current needs. Payout is derived from interest, dividends and realized gains, net of portfolio management fees. The historical rate of payout has been 4 to 5 percent. Going forward, the endowment will maintain a payout rate of approximately 4% to 5%, with any change to this range to be approved by the Board. The payout rate will be based as a percentage of the fiscal year end market value average over rolling three year periods. If an endowment has been in existence less than three years, the average will be based on the number of years in existence.

UNIVERSITY ADVANCEMENT ASSESSMENT

The System will annually assess a reasonable fee against the earnings of specified endowment funds to offset expenses associated with gift acquisition and fundraising at the component universities. The Board shall annually review and approve the fee. The fee will be based as a percentage of the fiscal year end market value averaged over rolling three year periods. If an endowment has been in existence less than three years, the average will be based on the number of years in existence.

ASSET SELECTION AND ALLOCATION

It is understood that ownership assets (or equities) are to be the dominant asset class in the Endowment due to the superior long-term return offered by such assets. As such, equity assets may be thought of as the drivers of long-term Endowment return.

Although the long-term return from equity assets is superior, they have three primary drawbacks that must be addressed. The first is that periods of prolonged economic contraction (deflation) can be catastrophic. Although such periods are rare, the results of such periods are severe enough to warrant holding a portion of the Endowment in assets (primarily intermediate to long-term high quality, non-callable fixed income securities), which are likely to appreciate in value during such periods. In this context, high quality shall mean a portfolio with an average credit quality of AA or better, although active managers may choose to hold select investment grade securities with lower ratings. The goal of such holdings would be to provide sufficient liquidity to the Endowment to meet payout needs over a three to five-year period without having to sell a significant portion of the equities at “fire-sale” prices. Adherence to this policy will keep equity holdings intact and allow the Endowment to reap the rewards of a return to a more normal economic environment.

The second drawback to a reliance on equity ownership is the effects of an unexpected rise in the rate of inflation. Such rises have traditionally been problematic for most types of equity assets, and given the System’s stated goal of preserving purchasing power by achieving an attractive inflation adjusted return, some portion of the Endowment should be invested in assets that will appreciate in value during periods of unexpected inflation.

Lastly, equity assets are subject to greater degrees of risk. Risk takes many forms and is usually thought of in terms of volatility of investment returns. Volatile investment returns translate into a level of support for the System’s programs that (even with the smoothing effect of the rolling three-year average market value payout rule) is variable over time. In order to control this variability to a tolerable level, some allocation is warranted to assets that produce attractive returns, but in a more absolute (or less variable) pattern. It is understood that such absolute return assets will invariably return less than equity assets, given rational markets.

After providing for the three broad categories noted above, the remainder of the Endowment should be invested in equity assets, broadly defined and broadly diversified. Broad diversification is required not only to further smooth the pattern of returns, but to protect the endowment from the risks associated with undue concentration in any one type of equity asset. Although other forms of diversification may be considered, it is understood that the Endowment’s equity assets will be diversified by style (growth versus value), geography (domestic versus foreign), and market capitalization (large-cap versus small).

Current policy targets and ranges for the Endowment are as follows:

	<u>Long-Term</u>	
	<u>Target</u>	<u>Range</u>

Risk Controlling Assets	32.5%	30 to 50%
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Deflation Protection (high quality bonds)	15%	10 to 30%
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Inflation Protection	10%	5 to 15%
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Assets to be considered for inclusion in this category include: Real Estate/REITs, TIPS (Treasury Inflation Protected Securities), and Energy or Commodities.

Absolute Return	7.5%	5 to 15%
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Assets to be considered for inclusion in this category would primarily include defensive arbitrage or absolute return funds. Bonds may also be held in some circumstances as absolute return vehicles, and in some circumstances a particular real estate manager may be viewed to qualify as such a holding as well.

Drivers of Return	67.5%	50 to 70%
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Domestic Mid to Large Cap Equities	22.5%	15 to 35%
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Domestic Small-cap Equities	2.5%	0 to 10%
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Large and mid-cap equities are defined as the 1000 largest companies traded in the United States, while small cap equities are considered to be the next 2000 stocks in terms of size. This characterization is compatible with the constitution of the Russell 1000, Russell 2000 and Russell 3000 Indexes.

Non U.S. Equities	25%	15 to 35%
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Long/Short Equity Managers	7.5%	5 to 15%
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Non Marketable Equity Managers	10%	0 to 12%
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Managers to be considered for inclusion in this category include private equity or venture capital managers, as well as real estate funds with comparable expected returns, and other funds subject to multi-year lock-ups.

The Endowment Management Committee sets-reviews and recommends to the Board the above asset allocation long-term targets and ranges, and the actual allocation of assets will be adjusted through additions and withdrawals of funds among managers and investment media to conform to these targets insofar as practical.

REBALANCING

In addition to rebalancing through the deployment of cash flows, the Endowment Management Committee ("Committee") should consider rebalancing whenever an exposure is meaningfully overweight or underweight its target, and must rebalance to the upper range of the asset class once an exposure is 5% or more beyond the range specified for that asset class as measured at the end of the month.

Between meetings of the Committee, should the exposure for any asset class reach a level of 5% or more beyond the uppermost limit of the specified range as measured at the end of the month, the Treasurer shall consult with the System's Investment Consultant (if any) and make a recommendation to the Executive Vice Chancellor or designee as to the appropriate rebalancing actions to take. By mutual agreement, those parties may then proceed either to take what rebalancing actions they deem to be reasonable and practical or, in the alternative, the Executive Vice Chancellor may notify the Committee Chair who, along with the Chair of Finance, or in the event the Chair of Endowment Management and Chair of Finance are the same person, then the Vice Chair of Finance, may take what rebalancing action they deem to be reasonable and practical so long as such action is at least ten days prior to the next committee meeting or, in the alternative, the Committee Chair may call a special meeting of the Committee. Any rebalancing actions taken by the Treasurer, Executive Vice Chancellor or designee, and Investment Consultant shall be communicated by the Executive Vice Chancellor to the entire Committee Chair as soon as practical Committee by the Vice Chancellor in a timely matter but in any case, no later than the next Committee meeting. The Committee Chair will report any action taken to the Chairman of the Board as soon as practical and to the entire committee at the next regularly scheduled meeting.

Between meetings of the Committee, should the exposure of any asset class reach a level of 5% or more below the lower end of the specified range, as measured at the end of the month, or the System receives an inflow at any one time that is more than 3% of the total market value of the endowment, the Executive Vice Chancellor shall notify the Committee Chair who, along with the Chair of Finance, or in the event the Chair of Endowment Management and Chair of Finance are the same person, then the Vice Chair of Finance, may take what rebalancing action they deem to be reasonable and practical so long as such action is at least ten days prior to the next committee meeting or, in the alternative, the Committee Chair may shall convene a special meeting of the Committee to be held as soon as practical. The Committee Chair will report any action taken to the Chairman of the Board as soon as practical and to the entire committee at the next regularly scheduled meeting.

INVESTMENT MANAGEMENT

The endowment of the System will be managed primarily by external investment management organizations. Investment managers have discretion to manage the assets in each portfolio to best achieve the investment objectives, within the policies and requirements set forth in this statement, the investment manager agreement with the

System including the guidelines for each investment manager, and subject to the usual standards of fiduciary prudence.

Each active investment manager with whom the System has a separate account will be provided with written statements of investment objectives and guidelines as part of the investment management contract that will govern his or her portfolio. These objectives shall describe the role the investment manager is expected to play within the manager structure, the objectives and comparative benchmarks that will be used to evaluate performance, and the allowable securities that can be used to achieve these objectives. Each manager will report performance quarterly, and if applicable monthly, consistent with these objectives and also indicate current annualized income and yield. These statements will be consistent with the Statement of Investment Objectives and Policies for the overall endowment as set forth herein. Investment managers will be provided with a copy of the Statement of Investment Objectives and Policies.

Additionally, each manager will be expected to use best efforts to realize the best execution price when trading securities and the settlement of all transactions (except investment pool funds and mutual funds) shall be done on a delivery versus payment basis.

SECURITIES LENDING

Securities owned by the endowment but held in custody by the endowment custodian may be lent to other parties through a contract between the University of Houston System and the custodian pursuant to a written agreement approved by the Board of Regents. Managers may not enter into securities lending agreements without the consent of the Board of Regents. The System recognizes, however, that, for those investments placed in commingled vehicles, the Board cannot dictate whether or not the manager will engage in securities lending. Therefore, System and its investment consultant (if any) shall make every effort either to avoid commingled investments, or to otherwise limit investment to those managers who will not engage in securities lending. The limited partnerships of marketable and non-marketable alternative investments are excluded from this limitation.

PROXY VOTING

Investment managers are responsible for voting proxies on behalf of the University of Houston System. When the manager is analyzing a proxy voting issue for the endowment and deciding how to vote, they should take into consideration the general positions of the Board of Regents as described in guidelines provided to each manager.

ADVISORY COMMITTEES

The Endowment Management Committee may establish advisory groups to provide general investment advice, as well as advice on special investments, to the Endowment

Management Committee and the staff of the Executive Vice Chancellor for Administration and Finance.

REVIEW PROCEDURES

A. Performance Measurement

The Endowment Management Committee intends to review quarterly the performance of the endowment and each investment manager's portfolio relative to the objectives and guidelines described herein. The investment performance review will include comparisons with unmanaged market indices and the Consumer Price Index. A time-weighted return formula (that minimizes the effect of contributions and withdrawals) will be utilized for the overall endowment, although it is understood that individual managers may be evaluated using a dollar-weighted methodology, where appropriate.

B. Review and Modification of Policy

The Endowment Management Committee shall review this Policy at least once a year to determine if modifications are necessary or desirable. If substantive modifications are made, they shall be promptly communicated to ~~the Investment Managers and other~~ responsible parties.

**UNIVERSITY OF HOUSTON SYSTEM
BOARD OF REGENTS AGENDA**

COMMITTEE: Endowment Management

ITEM: Approval to modify the UH System Investment Policy for Non-Endowed Funds

DATE PREVIOUSLY SUBMITTED: August 18, 2009

SUMMARY:

Approval is requested to modify the UH System Investment Policy for Non-Endowed Funds to be consistent with changes to section 5 of the Board bylaws and section 55.01.01 of the Board policies. The Investment Reporting and Performance Evaluation section of this investment policy has been changed to clarify that investment reporting and performance evaluation reports are provided to the Endowment Management Committee. There is a change to the Review and Modification of Policy section that provides flexibility in determining when and to whom Board approved changes to this policy should be communicated.

FISCAL NOTE:

SUPPORTING DOCUMENTATION: Blacklined version of the policy

ACTION REQUESTED: Approval

COMPONENT: University of Houston System

PRESIDENT



EXECUTIVE VICE CHANCELLOR

Carl Carlucci

DATE

1/25/2010
DATE



CHANCELLOR

Renu Khator

1/29/10
DATE

UNIVERSITY OF HOUSTON SYSTEM
INVESTMENT POLICY FOR NON-ENDOWED FUNDS
Approved by the Board of Regents ~~August 18, 2009~~ February 16, 2010

I. INVESTMENT AUTHORITY AND SCOPE OF POLICY

General Statement

All non-endowed financial assets of the University of Houston System are to be invested in a manner that will provide the highest investment return with the maximum security while meeting the daily cash flow demands of the System and conforming to all state statutes governing investment of such funds. This investment policy applies to all non-endowed financial assets of all funds of the UH System at the present time and any funds to be created in the future.

Investment Officer

The System Treasurer may invest funds that are not immediately required to pay obligations of the System. The Board shall designate by resolution one or more additional officers or employees as investment officers. The ~~Board~~ *Endowment Management Committee* may also appoint one or more investment managers to invest the System's funds under the terms of this policy.

If an investment officer has a personal business relationship with an entity or is related within the second degree by affinity or consanguinity to an individual seeking to sell an investment to the System, the investment officer must file a statement disclosing that personal business interest or relationship with the Texas Ethics Commission.

II. INVESTMENT OBJECTIVES

Safety and Maintenance of Adequate Liquidity

Safety of principal is a primary objective in any investment transaction involving non-endowed financial assets. The System's investment portfolio must be structured in conformance with an asset/liability management plan that provides for liquidity necessary to pay obligations as they become due.

Diversification

The System will diversify its portfolio to eliminate the risk of loss resulting from over concentration of assets in a specific maturity, a specific issuer or a specific class of investments.

Yield

The System seeks to earn the maximum rate of return allowed on its investments within constraints imposed by its safety and liquidity objectives, and state and federal law governing investment of public funds.

Maturity

Portfolio maturities will be structured to meet the obligations of the System first and then to achieve the highest return of interest. When the System has funds that will not be needed to meet current-year obligations, maturity restraints will be imposed based upon investment strategy.

Investment Managers

Hiring of investment managers requires Endowment Management Committee approval except that no later than ten days prior to the next committee meeting, the Chair of Endowment Management along with the Chair of Finance, or in the event the Chair of Endowment Management and Finance are the same person, then the Vice Chair of Finance, can approve the hiring or termination of investment managers. The Chair of Endowment Management will report any action taken to the Chairman of the Board as soon as practical and to the entire committee at the next regularly scheduled meeting.

Asset Allocation

The non-endowed funds will be allocated into three tiers of liquidity to better reflect the actual liquidity requirements of these assets. The approved liquidity tiers and target allocation to each tier is as follows:

1. 40% allocated to a cash pool with a one-year time horizon; designed to meet the annual operating needs of the system. This cash pool will be invested in money market funds in conformity with section III. The benchmark for this pool will be the Merrill Lynch 91-Day T-Bill Index.
2. 40% allocated to a liquidity pool with a horizon of one to five years, designed to serve as a margin of safety in the unlikely event that the cash pool is insufficient to meet spending needs. The liquidity pool will be invested in intermediate-term bonds in conformity with section III. The benchmark for this proposal will be the Lehman Brothers Intermediate-Term Government Bond Index.
3. 20% allocated to a core pool with an indefinite time horizon. This pool will be much more broadly diversified than either the cash pool or the liquidity pool and will be designed to generate a higher return over longer periods while remaining liquid enough to serve as a source of funds under extreme circumstances. The core pool may be invested in any asset classes as approved by the Endowment Management Committee. The benchmark for this pool will be the Dynamic Portfolio Benchmark used to measure the performance of the Endowment.

A customized Total Portfolio Benchmark will be employed to measure the overall performance of the portfolio. This benchmark will blend the returns of the three benchmarks specified above, weighted according to the target allocation for each respective tier.

Policy targets and allowable ranges for the Non-Endowed Funds are as follows:

	Target Allocation	Allowable Range
Cash Pool	40%	40 – 100%
Liquidity Pool	40%	0 – 50%
Core Pool	20%	0 -25%

Rebalancing

Given the substantial difference in expected return among these three pools, and the regular use of funds from the cash pool for operational purposes, it is expected that these pools will need to be rebalanced fairly frequently. The Endowment Management Committee should consider rebalancing a pool when it exceeds a five percent over-or-underweight relative to its allowable ranges.

Between meetings of the Committee, should the exposure for any pool reach a level of 5% or more beyond the uppermost limit or 5% below the lower end of the specified range as measured at the end of the month, the Treasurer shall consult with the System's Investment Consultant (if any) and make a recommendation to the Executive Vice Chancellor or designee as to the appropriate rebalancing actions to take. By mutual agreement, those parties may then proceed to take what rebalancing actions they deem to be reasonable and practical. Any rebalancing action taken by the Treasurer, Executive Vice Chancellor or designee, and Investment Consultant shall be communicated by the Executive Vice Chancellor to the Committee Chair as soon as practical. In the alternative, the Executive Vice Chancellor or designee may notify the Committee Chair who, along with the Chair of Finance, or in the event the Chair of Endowment Management and Chair of Finance are the same person, then the Vice Chair of Finance, may take what rebalancing action they deem to be reasonable and practical so long as such action is at least ten days prior to the next committee meeting or, in the alternative, the Committee Chair may call a special meeting of the Committee. Any rebalancing actions taken shall be communicated to the entire Committee by the Executive Vice Chancellor in a timely matter but in any case, no later than the next Committee meeting. The Committee Chair will report any action taken to the Chairman of the Board as soon as practical and to the entire Committee at the next regularly scheduled meeting.

Quality and Capability of Investment Management

The System will provide periodic training in investments for the System Investment Officers through courses and seminars offered by professional organizations and associations in order to

insure the quality, capability and currency of the System Investment Officers in making investment decisions.

III. INVESTMENT TYPES

The System Investment Officer shall use any of the following authorized investment instruments consistent with this policy and governing law.

A. The following are authorized investments:

- (1) obligations of the United States or its agencies and instrumentalities;
- (2) direct obligations of this state or its agencies or instrumentalities;
- (3) collateralized mortgage obligations directly issued by a federal agency or instrumentality of the United States, the underlying security for which is guaranteed by an agency or instrumentality of the United States;
- (4) other obligations, the principal and interest of which are unconditionally guaranteed or insured by, or backed by the full faith and credit of, this state or the United States or their respective agencies and instrumentalities; and
- (5) obligations of states, agencies, counties, cities, and other political subdivisions of any state rated as to investment quality by a nationally recognized investment rating firm not less than A or its equivalent.

B. Certificates of deposit if issued by a state or national bank domiciled in this state or a savings and loan association domiciled in this state that are:

- (1) guaranteed or insured by the Federal Deposit Insurance Corporation or its successor;
- (2) secured by obligations that are described by Section 2256.009(a) of the Public Funds Investment Act, including mortgage backed securities directly issued by a federal agency or instrumentality that have a market value of not less than the principal amount of the certificates; or
- (3) secured in any other manner and amount provided by law for deposits of the System.

C. A fully collateralized repurchase agreement or reverse repurchase agreement, as defined in the Public Funds Investment Act, if it:

- (1) has a defined termination date;
- (2) is secured by obligations described by Section 2256.009(a)(1) of the Public Funds Investment Act;

- (3) requires the securities being purchased by the System to be pledged to the System, held in the System's name, and deposited at the time the investment is made with the System or with a third party selected and approved by the System; and
- (4) is placed through a primary government securities dealer, as defined by the Federal Reserve, or a financial institution doing business in this state.

Notwithstanding any law, the term of any reverse security repurchase agreement may not exceed 90 days after the date the reverse security repurchase agreement is delivered. Money received by a System under the terms of a reverse security repurchase agreement shall be used to acquire additional authorized investments, but the term of the authorized investments acquired must mature not later than the expiration date stated in the reverse security repurchase agreement.

D. A banker's acceptance if it:

- (1) has a stated maturity of 270 days or fewer from the date of its issuance;
- (2) will be, in accordance with its terms, liquidated in full at maturity;
- (3) is eligible for collateral for borrowing from a Federal Reserve Bank; and
- (4) is accepted by a bank organized and existing under the laws of the United States or any state, if the short-term obligations of the bank, or of a bank holding company of which the bank is the largest subsidiary, are rated not less than A-1 or P-1 or an equivalent rating by at least one nationally recognized credit rating agency.

E. Commercial paper if it:

- (1) has a stated maturity of 270 days or fewer from the date of its issuance; and
- (2) is rated not less than A-1 or P-1 or an equivalent rating by at least:
 - (A) two nationally recognized credit rating agencies; or
 - (B) one nationally recognized credit rating agency and is fully secured by an irrevocable letter of credit issued by a bank organized and existing under the laws of the United States or any state.

F. Mutual Funds and money market mutual funds with limitations described below:

A no-load money market mutual fund is authorized if it:

- (1) is regulated by the Securities and Exchange Commission;
- (2) has a dollar-weighted average stated maturity of 90 days or fewer; and
- (3) includes in its investment objectives the maintenance of a stable net asset value of \$1 for each share.

A no-load mutual fund is authorized if it:

- (1) is registered with the Securities and Exchange Commission;

- (2) is Securities and Exchange Commission 2a-7 compliant;
- (3) has an average weighted maturity of less than two years;
- (4) is invested exclusively in obligations approved by this policy; and
- (5) is continuously rated as to investment quality by the two nationally recognized statistical rating organizations that rate our debt of not less than AAA or its equivalent.

The System may not invest its funds or funds under its control, including bond proceeds and reserves and other funds held for debt service, in any one mutual fund or money market mutual fund in an amount that exceeds 10 percent of the total assets of the mutual fund or money market mutual fund.

- G. Eligible investment pools approved by the Board. An investment pool shall invest the funds it receives from entities in authorized investments permitted by the Public Funds Investment Act. The System by contract may delegate to an investment pool the authority to hold legal title as custodian of investments purchased with its local funds.
- H. Cash management and fixed income funds sponsored by organizations exempt from federal income taxation under Section 501 (f), Internal Revenue Code of 1986.
- I. Negotiable certificates of deposit issued by a bank that has a certificate of deposit rating of at least 1 or the equivalent by a nationally recognized credit rating agency or is associated with a holding company having a commercial paper rating of at least A-1, P-1, or the equivalent by a nationally recognized credit rating agency .
- J. Corporate bonds, debentures, or similar debt obligations rated by a nationally recognized investment rating firm in one of the two highest long-term rating categories, without regard to gradation within those categories.
- K. The purchase of units in the System Endowment Fund up to an amount not to exceed 20% of the non-endowed funds.

Prohibited Investment Instruments

The System Investment Officer or appointed investment management company has no authority to use any of the following investment instruments:

- (1) obligations whose payment represents the coupon payments on the outstanding principal balance of the underlying mortgage-backed security collateral and pays no principal;
- (2) obligations whose payment represents the principal stream of cash flow from the underlying mortgage-backed security collateral and bears no interest;
- (3) collateralized mortgage obligations the interest rate of which is determined by an index that adjusts opposite to the changes in a market index;

- (4) any security prohibited by the laws of the State of Texas. The Treasurer will inform investment managers of any such prohibitions on an ongoing basis.

IV. INVESTMENT RESPONSIBILITY AND CONTROL

Investment Institutions Defined

The System Investment Officer shall invest System funds with any or all of the following institutions or groups consistent with federal and state law and the current Depository Bank contract:

- (1) Depository bank;
- (2) Other state or national banks domiciled in Texas that are insured by the FDIC;
- (3) Public funds investment pools; or
- (4) Government securities brokers and dealers.

Standards of Operation

The System Investment Officer shall develop and maintain written administrative procedures for the operation of the investment program, consistent with this investment policy.

Delivery vs. Payment

All Treasury Bills, Notes and Bonds and Government Agencies' securities shall be purchased using the "Delivery vs. Payment" (DVP) method through the Federal Reserve System. By doing so, System funds are not released until the System has received, through the Federal Reserve wire, the securities purchased.

Standard of Care

Investments shall be made with judgment and care, under prevailing circumstances, that a person of prudence, discretion, and intelligence would exercise in the management of the person's own affairs, not for speculation, but for investment, considering the probable safety of capital and the probable income to be derived. Investment of funds shall be governed by the following investment objectives, in order of priority: preservation and safety of principal; liquidity; and yield. In determining whether an investment officer has exercised prudence with respect to an investment decision, the determination shall be made taking into consideration:

- (1) the investment of all funds, or funds under the System's control, over which the officer had responsibility rather than a consideration as to the prudence of a single investment; and

(2) whether the investment decision was consistent with the written investment policy of the System.

V. INVESTMENT REPORTING AND PERFORMANCE EVALUATION

Not less than quarterly, the System shall submit to the ~~Board~~Endowment Management Committee a written report of the System's investment transactions for the preceding reporting period. The report shall contain:

- A. A summary statement of each pooled fund group that states the beginning market value for the reporting period, additions and changes to the market value during the period, and the ending market value for the period.
- B. The book value and market value for each separately invested asset at the beginning and end of the reporting period by type of asset and fund type invested.

For purpose of this section:

"Pooled fund group" means an internally created fund in which one or more institutional accounts are invested; and "Separately invested asset" means an account that is not invested in a pooled fund group.

VI. INVESTMENT COLLATERAL AND SAFEKEEPING

Collateral or Insurance

The System Investment Officer shall ensure that all System funds are fully collateralized or insured consistent with federal and state law and the current Bank Depository Contract in one or more of the following manners:

- (1) FDIC insurance coverage;
- (2) Obligations of the United States or its agencies and instrumentalities.

Safekeeping

All purchased securities shall be held in safekeeping by the System, or a System account in a third party financial institution, or with the Federal Reserve Bank. All pledged securities by the Depository Bank shall be held in safekeeping by the System, or a System account in a third party financial institution, or with a Federal Reserve Bank.

Review and Modification of Policy

The Endowment Management Committee shall review this Policy at least once a year to determine if modifications are necessary or desirable. If substantive modifications are made, they shall be promptly communicated to ~~the Investment Managers and other~~ responsible parties, ~~if necessary~~.

**UNIVERSITY OF HOUSTON SYSTEM
BOARD OF REGENTS AGENDA**

COMMITTEE: Endowment Management

ITEM: Approve the FY10 University Advancement Endowment Assessment Rate of 1.5%

DATE PREVIOUSLY SUBMITTED:

SUMMARY:

Approval is requested to continue assessing the UH System Endowment at a rate of 1.5% for FY10 (FY11 spending) to fund the University Advancement fee. This represents the annual approval by the Board of this assessment. The endowment statement of investment objectives and policies permits the system to annually assess a reasonable fee against the earnings of specified endowment funds to offset expenses associated with gift acquisition and fundraising at the component universities. The investment policy also states that the Board shall annually review and approve the fee. The fee is based as a percentage of the fiscal year end market value averaged over rolling three-year periods for eligible endowments. If an endowment has been in existence less than three years, the average will be based on the number of years in existence.

FISCAL NOTE: Estimated assessment for FY11 spending is \$3.9 million, which represents an estimated \$100 thousand increase from FY10 spending.

**SUPPORTING
DOCUMENTATION:**

ACTION REQUESTED: Approval

COMPONENT: University of Houston System

PRESIDENT

DATE

VICE CHANCELLOR
Michael Rierson

EXECUTIVE VICE CHANCELLOR
Carl Carlucci

DATE

CHANCELLOR

Renu Khator
Renu Khator

1/29/10
DATE

**UNIVERSITY OF HOUSTON SYSTEM
BOARD OF REGENTS AGENDA**

COMMITTEE: Endowment Management

ITEM: FY10 Endowment Payout Rate

DATE PREVIOUSLY SUBMITTED:

SUMMARY:

The Board established an endowment payout policy which attempts to balance the long-term objective of maintaining the purchasing power of the endowment with the goal of providing a reasonable, predictable, stable, and sustainable level of income to support current needs. The investment policy states that the endowment will maintain a payout rate of approximately 4% to 5%, with any change to this range to be approved by the Board. The fee is based as a percentage of the fiscal year end market value averaged over rolling three-year periods. If an endowment has been in existence less than three years, the average will be based on the number of years in existence. The Committee approved a reduction in the endowment payout rate from 5% to 4% in FY09 due to the severe decline in the financial markets. In order to rebuild the market value of the endowments while still providing a level of income to support current needs, we recommend the FY10 endowment payout rate remain at 4%.

FISCAL NOTE: Estimated payout for FY11 spending is \$11.8 million, which represents an estimated \$100 thousand increase from FY10 spending.

**SUPPORTING
DOCUMENTATION:**

ACTION REQUESTED: Information

COMPONENT: University of Houston System

PRESIDENT



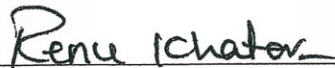
EXECUTIVE VICE CHANCELLOR

Carl Carlucci

DATE

1/25/2010

DATE



CHANCELLOR

Renu Khator

DATE

1/29/10