

## **APPENDIX A**

### **BILL & MELINDA GATES FOUNDATION**

#### **BOARD GOVERNING PRINCIPLES**

##### **ARTICLE 1 GOVERNING BOARD**

The Bill & Melinda Gates Foundation (the “Foundation”) has established a governing board (the “Board”) comprised of individuals with substantial experience relevant to conducting the affairs of the Foundation to provide strategic oversight and expertise to the Foundation and to steer the organization in furtherance of its mission by, among other things, adopting sound governance and financial management policies and working to ensure that the organization has adequate resources to advance its mission, as set forth more specifically in ARTICLE 3, below. The Trustees of the Foundation under the Foundation’s Declaration of Trust (the “Trustees”) have approved these governing principles (the “Governing Principles”) as a framework to assist the Board in fulfilling its responsibilities to the Foundation. These Governing Principles are intended to assure that the Board maintains the highest standards and best practices in all critical areas relating to the management and business of the Foundation.

##### **ARTICLE 2 BOARD MEMBERS**

**2.1 Board Members.** The Board consists of three to nine voting members and shall include the Trustees then serving. The initial number of Board members is six, which includes the Trustees, the Chief Executive Officer (“CEO”) of the Foundation who serves, ex officio, as a voting Board member, and three additional Board members. The Trustees serve as co-chairs of the Board (the “Co-Chairs”).

**2.2 Qualifications.** Except for the CEO, no Board member will be an employee of the Foundation or a family member, other than a child of the marriage of Bill Gates and Melinda French Gates, of a Board member. Board members other than the Co-Chairs, the CEO and any such child of Bill Gates and Melinda French Gates, are referred to in these Governing Principles as “Independent Board Members”.

**2.3 Terms.** An Independent Board Member serves for a term of three years commencing on the date of his or her appointment to the Board or until the Independent Board Member’s earlier death, resignation or removal. An Independent Board Member will serve no more than two consecutive terms.

**2.4 Commitments.** Each Board member commits to (a) comply with the Foundation’s Code of Conduct, Conflict of Interest Policy, Insider Trading Policy, Travel and Expense Policy and similar Foundation policies applicable to trustees, officers and employees; and (b) be aware of and comply with legal restrictions on the Foundation’s activities, such as restrictions and limitations on lobbying or political/electioneering activities, self-dealing rules, and anti-corruption and anti-bribery rules that apply to all Foundation activities regardless of where they are conducted.

**2.5 Compensation.** Board members will not receive compensation for their service on the Board or any Board committee, but may receive reimbursement for reasonable travel and actual expenses incurred in attending meetings and performing other duties on behalf of the Foundation.

### **ARTICLE 3 AUTHORITIES AND RESPONSIBILITIES OF THE BOARD**

**3.1 Specific Authorities.** The Board has sole authority to vote on the following matters:

- (i) approval of the Annual Budget and 4 Year Plan;
- (ii) appointment and removal of the CEO;
- (iii) review of the CEO's performance and approval of the CEO's compensation;
- (iv) adoption and amendment of charters establishing the authorities and duties of and appointment of members to any committee of the Board;
- (v) review and approval of material Foundation transactions involving a Board member or Trustee conflict of interest; and
- (vi) committee decisions referred to the Board pursuant to Section 5.3 hereof.

The CEO will be recused from any Board actions under (ii) and (iii) above.

**3.2 Additional Responsibilities.** In addition, the Board shall have the responsibility to advise the Foundation on all aspects of its operation, including, but not limited to:

- (i) reviewing and monitoring the overall operating, financial and strategic plans, operating goals and performance of the Foundation;
- (ii) overseeing appropriate policies of corporate conduct and compliance with laws;
- (iii) reviewing the major risks facing the Foundation and helping develop strategies to address these risks;
- (iv) establishing policies designed to maintain the financial, legal and ethical integrity of the Foundation;
- (v) participating in the annual and regular Board meetings and additional ad hoc sessions;
- (vi) participating in select Foundation events, such as Annual Employee Week;
- (vii) participating in select program strategy reviews as requested by the Co-Chairs;
- (viii) contributing to the Foundation's ecosystem of thought leaders, experts and partners; and

- (ix) being accessible to the Foundation CEO to provide guidance on governance, operations, and program strategy matters.

**3.3 Investment Management Matters.** The Board has no authority or responsibility with respect to any investment securities of the Foundation, including decisions relating to the acquisition, disposition or retention of any investment securities of the Foundation, or voting or similar rights of any investment securities held by the Foundation. The Foundation's activities are funded primarily by grants from the Bill & Melinda Gates Foundation Trust ("BMGFT"). All decisions regarding BMGFT are made by the trustees of BMGFT, and the Board has no authority, responsibility, or oversight with respect to BMGFT (including with respect to its investments and investment strategy).

## **ARTICLE 4 MEETINGS OF THE BOARD**

**4.1 Annual Meeting.** At the annual meeting or such other meeting as may be called for such purpose, the Board will review the audited financial statements, review and approve the annual budget and four-year plan, review investment and impact performance, review and assess high risk and high potential strategies, assess enterprise risk management, receive reports from Board committees, and conduct such other business as necessary to carry out its responsibilities and authorities under Article 3.

**4.2 Regular Meetings.** In addition to the annual meeting, the Board will hold at least two regular meetings annually. A regular meeting may be called by a Co-Chair, the CEO or the Secretary.

**4.3 Special Meetings.** Special meetings of the Board or any committee may be called by a Co-Chair, the CEO or the Secretary or, in the case of a committee meeting, by the chair of the committee.

**4.4 Meetings by Remote Communication.** Members of the Board or any Board committee may participate in a meeting of such Board or committee by telephone or video conference or similar communications equipment that permits all persons participating in the meeting to simultaneously participate.

**4.5 Scheduling of Meetings.** Notice of meetings may be provided in writing, by personal communication, or by electronic transmission (which may include email or use of a board portal).

**4.6 Quorum; Manner of Acting.** A majority of all Board members, which majority must include all Co-Chairs, present at a meeting constitutes a quorum. The act of a majority of the Board members, which majority must include all Co-Chairs, at a meeting at which there is a quorum shall be the act of the Board. Board members may not vote or act by proxy at any Board meeting. Except in this manner, or as otherwise authorized by the Trustees, no Board member, acting in his or her capacity as a Board member, shall have the authority to bind the Foundation.

**4.7 Action by Board Without a Meeting.** Any action which could be taken at a meeting of the Board or a Board committee may be taken without a meeting if the voting requirements of Section 4.6 are satisfied. Board members may vote by electronic transmission and the results of such vote will be memorialized by the Secretary in a record of action which clearly sets forth the action taken and the votes received. Any such record shall be inserted in the minute book as if it were the minutes of a Board or Board committee meeting.

**ARTICLE 5  
BOARD COMMITTEES**

**5.1 Initial Standing Committees.** The Foundation has the following standing Board committees, the charters of which are attached and incorporated by reference: Audit and Risk Committee and Human Capital and Total Rewards Committee.

**5.2 Other Board Committees.** From time to time, including at the request of the Co-Chairs or the CEO, the Board may establish other temporary or standing committees. These committees will be comprised of at least two Board members and any other participants designated by the Board. Committees will meet as often as deemed necessary or appropriate, but no less than twice each year, either in person or by remote communication. The committees will keep minutes of their proceedings. Committees may meet in private sessions with any person(s) the committee may deem appropriate.

**5.3 Manner of Acting.** Committee members will work in collaboration. If unanimity cannot be achieved, then the respective views of the committee members will be presented to the full Board for consideration and decision.

**ARTICLE 6  
AMENDMENT**

These Governing Principles may be altered, amended, or repealed and new Governing Principles may be adopted by the Trustees.

**ARTICLE 7  
ADOPTION OF GOVERNING PRINCIPLES**

These Governing Principles are adopted pursuant to the authority of the Third Amended and Restated Declaration of Trust, as amended from time to time (the "Declaration of Trust"). Nothing in these Governing Principles shall be construed to restrict or reduce the powers or authority of the Trustees to act for or on behalf of the Foundation under the terms of its Declaration of Trust. In the event of a conflict between the Declaration of Trust and these Governing Principles, the Declaration of Trust shall control.

**CERTIFICATION**

The undersigned, as Secretary of the Bill & Melinda Gates Foundation, does hereby certify that these Governing Principles of the Board were adopted by the Trustees and that the same do now constitute the Governing Principles of the Board, and the Secretary of the Foundation is empowered to, and hereby does, authenticate such Governing Principles by signing below.

Date of Certification: January 20, 2022

  
\_\_\_\_\_  
Connie Collingsworth, Secretary