COMMITTEE FOR INVESTOR RESPONSIBILITY (CIR) BYLAWS
Updated October 13, 2017

The Committee for Investor Responsibility (CIR) will take the place of the Endowment Advisory Committee (EAC), the all-student committee currently under the authority of the Wesleyan Student Assembly. The CIR will have powers expanded beyond those of the EAC, which at present focuses on proxy voting. In addition, the CIR will allow for a more inclusive committee on investor responsibility, as it will have broader representation from the Wesleyan community at large. The CIR has no direct fiduciary responsibility, which rests with the Board of Trustees, but seeks to represent and empower the Wesleyan community in fulfilling Wesleyan’s shareholder responsibilities.

I. Purpose

The Committee for Investor Responsibility shall:

1. Consider issues of ethical, moral, and social responsibility in the investment policies of Wesleyan University;
2. Vote on proxy resolutions on behalf of the University. The Chief Investment Officer must officially submit all votes in accordance with the decisions of the CIR;
3. Engage in other forms of shareholder advocacy when deemed appropriate, including but not limited to corporate letter writing and the filing of shareholder resolutions;
4. Consider proposals from members of the Wesleyan community regarding specific investment concerns, including but not limited to those pertaining to divestment from a specific security;
5. Obtain and provide information to interested parties in the Wesleyan community only available to shareholders through direct contact with corporations;
6. Make its actions transparent to the Wesleyan community.

II. Membership and Organization

A. The CIR shall be composed of up to 13 voting members:
   1. Up to two faculty members, appointed by the chair of the faculty; faculty members shall serve two-year terms.
   2. Up to two staff members, appointed by the Vice President for Finance and Administration; staff members shall serve two-year terms.
   3. Up to two alumni members, appointed by the Vice President for University Relations; alumni shall serve two-year terms.
   4. Up to seven undergraduate students, including:
      a. One member of the Wesleyan Student Assembly (WSA), appointed by the President of the WSA for a one year term;
      b. Up to six members from the undergraduate student body, who shall be nominated by the CIR subject to the approval of the President of the WSA. Undergraduate students shall serve renewable two-year terms.
i. New members shall be selected through a well-publicized on-campus application process, which shall include a written statement and interview with student members.
ii. Members shall recuse themselves from considering any candidates with whom they are previously acquainted.
iii. New members shall be selected with the aim of representing all class years on the CIR.

5. One representative from the Investment Office shall serve as a non-voting member, chosen by the Chief Investment Officer.

B. A majority vote of the entire CIR is required for the committee to engage in shareholder advocacy.

C. Initial terms shall be staggered to ensure continuity.

D. The CIR shall be chaired by an undergraduate student member, nominated by the outgoing chair and subject to approval by vote of the CIR at the first committee meeting of the academic year. If the proposed chair is not approved, members may nominate other candidates, subject to approval by vote of the CIR.

E. All votes of the CIR require a quorum of 2/3 of the committee’s membership. Votes may be conducted via e-mail.

F. The CIR shall convene at least three times each academic year:
   1. The first meeting shall occur at the beginning of the Fall semester; the purpose of this meeting shall be to set the year’s agenda.
   2. A meeting shall occur at the end of the Fall semester; the purpose of this meeting shall be to finalize any shareholder advocacy that the committee has undertaken during the Fall semester.
   3. At least one meeting shall occur during the Spring semester; the purpose of this meeting or meetings shall be to vote on the University’s proxy statements.
   4. Additional meetings may be proposed by any committee member and shall be convened with a majority vote of the committee.
   5. Students and other interested committee members may meet more frequently to perform preparation work for committee meetings; official actions of the CIR cannot be conducted at these meetings.

G. Committee members may attend CIR meetings via conference call or video conference.

H. The CIR may choose to create official subcommittees to work on specific issues or projects.

I. The CIR shall communicate investment policy proposals directly to the Investment Committee of the Board of Trustees.

III. Transparency and Community Engagement

The CIR shall actively engage the Wesleyan community in issues of responsible investment and shall work to make its activities transparent. It shall accomplish this in numerous ways, including but not limited to:

1. The publishing of an annual report of its activities, made available to all members of the Wesleyan community. The report shall include a discussion of how the CIR has voted on specific proxy resolutions and any other forms of shareholder advocacy in which the committee has
engaged. A copy of the report shall be sent to the Investment Committee of the Board of Trustees.

2. The creation and maintenance of a website that:
   a. Describes the CIR’s purpose;
   b. Describes Wesleyan’s investment policy;
   c. Lists the CIR’s current membership;
   d. Provides a way for members of the Wesleyan community to contact the CIR;
   e. Lists relevant committees and individuals with purposes related to the activities of the CIR;
   f. Lists Wesleyan’s most current securities and provides a way for community members to express their opinion on these securities;
   g. Records the CIR’s proxy votes.

3. Communicating information to relevant Wesleyan publications, including the Argus.
4. Holding annual town hall meetings at which the Wesleyan community may express opinions and concerns regarding the University’s investments. At these meetings the CIR shall solicit community feedback on relevant issues. Minutes of these meetings must be made public on the CIR’s website.

IV. Charter Review

1. The CIR will conduct a charter review on a biennial basis, beginning in its first year;
2. Charter changes require a supermajority of 4/5 of the committee;
3. The CIR will host an open meeting prior to voting on charter changes in order to solicit commentary and suggestions for charter changes.

Appendix A: Divestment

1. A recommendation for divestment from a security owned by the University may occur when a company’s activities or policies cause substantial social injury, and:
   a. A desired change in the company’s activities would directly alleviate the injury;
   b. The CIR has exhausted its shareholder rights in seeking to modify the company’s activities to eliminate or reduce the social injury;
   c. The company has been afforded the maximum reasonable opportunity to alter its activities;
   d. No alleviation of the substantial social injury by the company is likely within a reasonable time;
   e. There is significant support in the Wesleyan community for divestment, to be determined through open meetings and referenda;
      i. The results of these referenda must be made public in a timely fashion;
      ii. The CIR’s recommendation is not bound by the results of the referenda, but any significant divergence from community sentiment should be justified accordingly.

2. The CIR may do its own research in regard to divestment proposals to educate itself and the community. This fact-finding should be distinguished from advocacy on behalf of interest groups.
3. The CIR shall present their recommendation to the Investment Committee of the Board of Trustees, which will in turn present it to the full Board. The Board will then vote for or against divestment by a majority vote. The CIR shall be responsible for communicating the Board’s decision to the Wesleyan community.

4. If the Board of Trustees decides that Wesleyan will divest from a company or group of companies, it will communicate this decision to Wesleyan’s Vice President and Chief Investment Officer, who shall sell the securities in question within a reasonable period of time.

5. If the Investment Office or the Investment Committee wish to reinvest in a company from which Wesleyan has previously divested, it shall present its reasons for reinvestment to the CIR. The CIR may present its recommendation to the full Board. The Board will then vote for or against reinvestment by a majority vote.

6. It is the responsibility of the CIR to make all public information about the campaign for divestment or reinvestment accessible to the Wesleyan community.

7. The CIR may make divestment recommendations, but fiduciary responsibility rests with the Board of Trustees.