



The Skoll Foundation Public Shareholder Engagement Guidelines

1. For public equity investments directly held in the Foundation's name, the Foundation will exercise its right and responsibility as a shareholder to vote its proxies on proposals put forth by management and shareholders as follows:
 - On matters associated with one of the Foundation's issue areas, the vote will be informed by the Foundation's mission orientation for the issue.
 - On matters not strongly aligned with an issue area, the Foundation will vote in line with the broader programmatic objective of Institutional Responsibility including accountability, transparency, incentives for appropriate institutional reforms, possibilities for more systemic solutions and ethical concerns.
 - Beyond the issue area orientation, the Foundation will consider the interests of the company's constituents in the following order: customers and community, shareholders, employees and management.
2. Proxy voting will be the responsibility of the President and Chief Executive Officer. The process will be managed by the Chief Operating Officer.
 - They will draw on the resources of groups that monitor shareholder proposals and have similar programmatic perspectives to the Foundation. Examples might be Ceres, Interfaith Center on Corporate Responsibility, Council of Institutional Investors and other foundations and endowments.
 - On programmatic issues they may consult with the Vice President of Program and Impact to align voting positions with the Foundation's programmatic perspectives.
 - On business matters such as mergers, they may consult with external resources such as Capricorn.
3. The Secretary will give a report on the votes cast to the Investment Committee as part of the materials for each meeting and to the Board annually.
4. The Foundation may seek to further dialogues between shareholders, nonprofit groups and corporate managements through program activities, convenings and informal meetings.
5. Where a strong programmatic interest is involved the Foundation may organize, convene, and coordinate shareholder activities in support of the program interest.
6. The Foundation will encourage greater shareholder participation in matters of corporate governance and practices by facilitating dialogues about corporate accountability/proxy voting with the Foundation's investment managers and with others such as foundations, other endowed institutions, pension funds and faith-based organizations.