

Minutes for the March 27, 2017 Meeting of The Clear Fund (dba GiveWell)
Board of Directors

A meeting of the Board of Directors (Board) of The Clear Fund dba GiveWell (GiveWell) was held on March 27, 2017 at 4:00 p.m. Pacific Standard Time, at the offices of GiveWell in San Francisco, CA. Notice was duly and timely given to each member of the Board.

The following members of the Board were present:

- Jake Gibson
- Elie Hassenfeld
- Holden Karnofsky
- Timothy Ogden
- Rob Reich
- Tom Rutledge
- Brigid Slipka
- Phil Steinmeyer (by conference call)
- Cari Tuna (by conference call)
- Julia Wise

The following individuals were also present:

- Sarah Ward, Director of Operations, GiveWell
- Alexander Berger, Open Philanthropy Project LLC
- Celia Roady, Morgan, Lewis & Bockius LLP
- Kimberly Eney, Morgan, Lewis & Bockius LLP (by conference call)

Tom Rutledge called the meeting to order, and Sarah Ward presented the agenda. Sarah noted that some Board members have conflicts regarding certain items on the agenda, and that those members will respond to questions and then leave the room and/or get off the conference line while the Board engages in deliberations and voting on related matters.

Open Philanthropy Project Split

Timothy Ogden, Chair of the Open Philanthropy Project Split Subcommittee, updated the Board on the status of the transfer of the Open Philanthropy Project (Project) to the Open Philanthropy Project LLC (LLC) and reviewed the Subcommittee's process for considering the transfer. Tim explained that the Subcommittee hired an independent accounting firm to complete a valuation of the assets that would be transferred to the LLC. The Subcommittee also engaged Morgan, Lewis & Bockius LLP to provide legal advice to GiveWell regarding various aspects of the transaction.

Celia Roady explained the legal considerations associated with the transfer of the Project to the LLC, including the relevant requirements under the federal tax laws and state nonprofit corporation law.

Members of the Board involved with the LLC disclosed their conflicts. Holden Karnofsky noted that he will become a full-time employee of the LLC, and Cari Tuna noted that she and her husband, Dustin Moskowitz, expect to be the funders of the LLC. Elie Hassenfeld will bill some of his time (initially, approximately 25%) to the LLC while remaining employed by GiveWell.

Cari, Holden and Elie all anticipate being on the board of the LLC although that has not been finalized. Cari, Holden and Elie confirmed that they will leave the meeting for the Board's deliberation.

Elie discussed the anticipated impact to GiveWell of the transfer of the Project to the LLC. He noted that the transfer will enable GiveWell to focus on its core mission and draw clearer distinctions between the activities of GiveWell and the activities of the Project through separate brands, staff, and fundraising. Based on conversations with donors, he indicated that the transfer should have no material impact on GiveWell's fundraising opportunities beyond the removal of Good Ventures support for the Project itself. Although some GiveWell donors are more interested in supporting the activities of the Project than the activities of GiveWell, this is the exception rather than the rule.

The Board discussed possible alternatives to the transfer of the Project to the LLC. Board members noted that the Project is not income-producing and other purchasers are unlikely. Board members also acknowledged that GiveWell employees who currently work on the Project could always leave GiveWell and work for the LLC.

The Board discussed the fact that GiveWell and the LLC will enter into a cost-sharing agreement, which will enable GiveWell and the LLC to share services of certain employees, such as operations and reception staff, and certain other expenses on a cost-reimbursement basis. Board members confirmed that the LLC intends to compensate its employees in a similar manner as GiveWell, even though the LLC is not subject to the restrictions applicable to Section 501(c)(3) organizations.

The Board asked Alexander, Holden, and Cari to provide information about the LLC's anticipated activities. They confirmed that the LLC does not expect to earn a profit from commercial activities or investments and that it does not intend for the LLC's employees to receive equity or other forms of profit-sharing. The activities of the Project will continue to be conducted much like they are conducted today. Cari noted that the Project will be defined under its own terms as opposed to as a collaboration between Good Ventures and GiveWell. They also confirmed that the LLC will not compete with GiveWell with respect to fundraising. Cari indicated that her intention is to have the same relationship with GiveWell that she has now as a Board member and donor.

Tim walked through the negotiation process with the Board, including some recent changes to the term sheet. He explained that at this meeting the Board needs to approve the overall framework for final negotiations regarding the term sheet. Celia reminded the Board that the independent valuation report presents a range for the fair market value of the assets that will be transferred to the LLC, and that the Board should consider and rely on a valuation within this range when setting a price for the sale of assets. The Board discussed the timing of the transaction and the need to obtain confirmation of the LLC's authorization of individuals to negotiate on its behalf.

Holden, Elie, and Alexander left the room, and Cari got off the phone.

The Board engaged in further deliberation and debate regarding the term sheet and the proposed transfer of the Project to the LLC, including the valuation process. The Board

members reiterated the fact that the transfer of the Project involves a unique transaction, and Celia confirmed that the Board can rely on the full range of the fair market valuations presented in the independent valuation report.

Upon motion duly made and seconded, the non-conflicted members of the Board unanimously approved the resolutions regarding Approval of Process for Negotiating Terms for Acquisition of Open Philanthropy Project by Open Philanthropy Project LLC, which are set forth in Exhibit 1.

Holden and Elie joined the meeting, and Cari returned by conference call.

Modification to Excess Assets Policy

The Board members discussed the application of GiveWell's excess assets policy to the funds received as a result of the transfer of the Project to the LLC. Sarah explained the policy, which requires GiveWell to irrevocably earmark for GiveWell's recommended charities certain excess revenue at each budget meeting of the Board. Tim noted that given an anticipated closing in May and budget meeting in June, the Board will need more time to evaluate its future activities before applying the excess assets policy to the assets received as a result of the transfer of the Project. The Board engaged in some deliberation and debate regarding the proposed revisions to the policy and agreed that more time will be needed to develop a budget against which to apply the policy to the sale proceeds.

Upon motion duly made and seconded, the Board unanimously approved the resolutions regarding Amendment of the Excess Assets Policy, which are set forth in Exhibit 2.

Changing Threshold for Requiring Board Approval of Expenses

The Board discussed modifying the threshold requirement for the Board's approval of expenses of the organization under the bylaws. Sarah detailed some of the logistical considerations associated with the current requirement of Board approval for expenses exceeding \$25,000. Sarah worked with Morgan, Lewis & Bockius to identify expenses arising outside of the ordinary course of business as an alternative threshold for the Board's approval of expenses. The Board engaged in some deliberation and debate regarding this proposal. As an alternative, the Board settled on Audit Committee approval for unbudgeted expenses exceeding 3% of GiveWell's previously-Board approved budget. The Board discussed the fact that this year involved unique circumstances associated with the possible spinout of the Project and decided to set the requirement at expenses exceeding \$60,000 as an approximation until the upcoming budget meeting in June. In light of these new revisions, Elie requested that the Board approve up to \$100,000 on the purchase of advertisements and podcasts through Vox.

Upon motion duly made and seconded, the Board unanimously approved the resolutions regarding Board Approval of Expenses, which are set forth in Exhibit 3.

Ratification of the Creation of the Audit Subcommittee and the Strategy Subcommittee

Sarah presented some background on the formation of the audit subcommittee and the strategy subcommittee during the summer, and the need for the Board to formally vote to ratify

the formation of these subcommittees. Upon motion duly made and seconded, the Board unanimously approved resolutions regarding ratification of the creation of the Audit Subcommittee, which are set forth in Exhibit 4. The Board also approved resolutions regarding the ratification of the creation of the Strategy Subcommittee, as set forth in Exhibit 4, with Holden and Cari abstaining from the vote.

Adjournment

Mr. Rutledge thanked all participants for the discussion. There being no further business to come before the Board, the meeting was duly adjourned at 6:00 pm Pacific Standard Time.

Exhibit 1

APPROVAL OF PROCESS FOR NEGOTIATING TERMS FOR ACQUISITION OF OPEN
PHILANTHROPY PROJECT BY OPEN PHILANTHROPY PROJECT LLC

WHEREAS, The Clear Fund d/b/a GiveWell ("GiveWell") is an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code;

WHEREAS, GiveWell has operated the Open Philanthropy Project ("Project") as one of its programs to give effectively and share its findings openly so that anyone can build on its work;

WHEREAS, GiveWell has received a request from the Open Philanthropy Project LLC ("LLC") to purchase the assets of the Project for no less than the fair market value of such assets;

WHEREAS, the LLC was established to, among other things, support a range of philanthropic endeavors;

WHEREAS, the Board established the GiveWell, Open Philanthropy Split Subcommittee ("Subcommittee") as an independent committee of the Board to evaluate the potential sale of the Project to the LLC and to report on the considerations regarding such sale to the Board;

WHEREAS, the Subcommittee has considered the mission of the LLC and the impact of the sale of the Project to the LLC, and has prepared an overall framework laying out the initial terms for negotiating the sale of the Project to the LLC, as set forth on Attachment A, as amended (the "Draft Term Sheet"); and

WHEREAS, the Subcommittee has obtained a valuation, dated March 17, 2017, from an independent expert regarding the fair market value of such assets ("Valuation"), as set forth on Attachment B, and the next step is for GiveWell to reach agreement with the LLC regarding the financial terms for the split, including the sales price for the assets and other matters outlined on the Draft Term Sheet.

NOW, THEREFORE, BE IT RESOLVED, that, following review of the Draft Term Sheet and the Valuation, the independent members of the Board hereby authorize the following independent persons to negotiate with the principals of the LLC concerning the financial terms for the split taking into account the Valuation, and subject to final approval of the Board:

Timothy Ogden
Rob Reich

FURTHER RESOLVED, that pending completion of negotiations, the Board recognizes that it may be in GiveWell's interest to enter into a license agreement with the LLC for continued use of the LLC's office space and a cost-sharing agreement governing the sharing of certain services, assets and facilities and authorizes the officers of GiveWell to enter into such agreements provided that GiveWell will pay no more than fair market value for any services provided by the LLC and the LLC will pay no less than fair market value for any services provided by GiveWell.

FURTHER RESOLVED, that the Board authorizes the officers of GiveWell to do and perform such further acts as may be necessary or advisable in order to carry out the foregoing resolutions.

Exhibit 2

AMENDMENT OF THE EXCESS ASSETS POLICY

WHEREAS, the Board of Directors ("Board") of The Clear Fund d/b/a GiveWell ("GiveWell") has adopted an "excess assets" policy ("Policy") to communicate to donors the intent to grant out the excess of GiveWell's unrestricted assets to recommended charities;

WHEREAS, the Policy provides that the Board will assess the level of GiveWell's "excess assets" at each Board meeting at which it approves a budget and, if applicable, irrevocably earmark the "excess assets" for regranting;

WHEREAS, in light of the proposed sale of the Open Philanthropy Project ("Project") to the Open Philanthropy Project LLC ("LLC") the Board anticipates receiving a significant sum of cash on or before the date of the summer 2017 Board meeting for the approval of the budget; and

WHEREAS, the GiveWell, Open Philanthropy Split Subcommittee ("Subcommittee") has reviewed the Policy and recommends that the Board postpone application of the Policy to the proceeds from the sale of the Project until it evaluates the best use of such proceeds given the one-time nature of the transaction.

NOW, THEREFORE, BE IT RESOLVED, that upon the recommendation of the Subcommittee, the Board hereby amends the Policy by adding the following sentence at the end of the Policy:

Unrestricted assets arising from an extraordinary transaction, such as a sale of assets, may be considered up to one year following the closing of such transaction, rather than at the next Board meeting at which we approve a budget.

FURTHER RESOLVED, that the Board hereby authorizes the Subcommittee and the officers of GiveWell to do and perform all such further acts and to execute such documents as shall be necessary or advisable in order to carry out the foregoing resolution.

Exhibit 3

BOARD APPROVAL OF EXPENSES

WHEREAS, Article 6, Section 2 of the By-laws of The Clear Fund d/b/a GiveWell ("GiveWell"), as amended, requires that the Treasurer and Chairman approve expenditures exceeding \$5,000 and that the Board of Directors of GiveWell ("Board") approve expenditures exceeding \$25,000; and

WHEREAS, the Board seeks to provide more flexibility for the Executive Director to incur expenditures arising in the ordinary course of business operations.

NOW, THEREFORE, BE IT RESOLVED, that Article 6, Section 2 of the By-laws, as amended, shall be deleted in its entirety and superseded by the following:

Section 2. Checks and Notes

Except as otherwise specifically determined by resolution of the board of directors, or as otherwise required by law, the executive director shall be authorized to sign checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation that represent unbudgeted expenses in amounts of up to 3% of the previously board-approved 12 month expenses for GiveWell. All expenses exceeding such amounts shall be approved by the board.

FURTHER RESOLVED, that the co-executive directors shall be authorized to incur and pay expenses of GiveWell in amounts of up to \$60,000 until the Board's next meeting to discuss the budget, anticipated to be in June 2017.

FURTHER RESOLVED, that the Board hereby approves expenditures of up to \$100,000 to Vox on advertisements and podcasts.

FURTHER RESOLVED, that the Board hereby authorizes the officers of GiveWell to do and perform all such further acts and to execute such documents as shall be necessary or advisable in order to carry out the foregoing resolution.

Exhibit 4

RATIFICATION OF THE CREATION OF THE AUDIT SUBCOMMITTEE AND THE STRATEGY
SUBCOMMITTEE

WHEREAS, Article 5, Section 2 of the By-laws of The Clear Fund d/b/a GiveWell ("GiveWell") provides that the Board of Directors ("Board") of GiveWell may appoint such other committees as may from time to time be designated by resolution of the Board.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby affirms and ratifies the formation of the Audit Subcommittee and the Strategy Subcommittee to carry out the powers and responsibilities typical of such subcommittees until such time as the Board adopts a charter for the subcommittees;

FURTHER RESOLVED, that the Board hereby affirms and ratifies the appointment of the following members of the Board as members of the Audit Subcommittee for a term that coincides with their term on the Board:

Brigid Slipka,
Timothy Ogden, and
Tom Rutledge.

FURTHER RESOLVED, that Tom Rutledge shall serve as the Chair of the Audit Subcommittee.

FURTHER RESOLVED, that the Board hereby affirms and ratifies the appointment of the following members of the Board as members of the Strategy Subcommittee for a term that coincides with their term on the Board:

Julia Wise,
Timothy Ogden, and
Tom Rutledge.

FURTHER RESOLVED, that the officers of GiveWell are authorized to do and perform all such further acts and to execute such documents as shall be necessary or advisable in order to carry out the foregoing resolutions.