

## **Attachment D - Administrative Items for Vote**

**November 11, 2019**

The Board shall vote in aggregate on the following resolutions.

### **1. Compensation Committee**

WHEREAS, The Clear Fund d/b/a GiveWell (GiveWell) is a nonprofit corporation anticipating significant growth in its senior staff; and

WHEREAS, GiveWell has determined that it is in the best interests of the corporation to establish a mechanism for ensuring that its staff receive fair, reasonable, and equitable compensation; and

WHEREAS, GiveWell understands it to be a good practice to have a committee reporting to the board of directors to review company decisions regarding senior staff compensation;

NOW THEREFORE BE IT RESOLVED that the Board hereby affirms and ratifies the formation of a Compensation Committee to evaluate the various matters that arise in connection with setting compensation for, in addition to the chief executive officer, other corporate officers that are also employees, and other senior staff, and report to the Board on such matters.

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

Tim Ogden

Holden Karnofsky

Cari Tuna

FURTHER RESOLVED, that the Compensation Committee shall at all times be composed of independent members of the Board with respect to employment at GiveWell.

### **2. Chief Executive Title Change**

WHEREAS the chief executive officer of The Clear Fund d/b/a GiveWell (GiveWell) is, per GiveWell's Bylaws, Amended and Restated as of December 4, 2018, as "The president (who may also be referred to as the executive director), and

WHEREAS GiveWell wishes to formally amend this title to clearly communicate GiveWell roles and responsibilities to external audiences according to common understanding,

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors (“Board”) of The Clear Fund d/b/a GiveWell (“GiveWell”) hereby approves changing the title of GiveWell’s president, Elie Hassenfeld, from Executive Director to Chief Executive Officer (CEO).

FURTHER RESOLVED, that the following text from Section 6 of Article 4 shall be deleted in its entirety: "The president (who may also be referred to as the executive director) shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, supervise and control the affairs of the corporation and the activities of the officers;" and the following new text shall be inserted in its place: "The president (who may also be referred to as the chief executive officer) shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, supervise and control the affairs of the corporation and the activities of the officers."

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

### **3. Minutes of July 29, 2019 Board Meeting**

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors (“Board”) of The Clear Fund d/b/a GiveWell (“GiveWell”) hereby approves the minutes of the meeting of the Board on July 29, 2019 (incorporated below as Appendix 1).

FURTHER RESOLVED, that the Board hereby authorizes the officers of GiveWell to redact or modify the minutes of such meeting, if necessary, solely for the purpose of posting such minutes to the GiveWell website and otherwise making such minutes publicly available in accordance with GiveWell’s commitment to transparency and confidentiality obligations.

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 resolutions.