



[Robina Foundation](#)

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ROBINA FOUNDATION

TO: Kathleen Blatz and Steve Lewis
FROM: Penny Hunt 
RE: April 4 Minneapolis Foundation Program
Date: March 21, 2019

I'm looking forward to the upcoming Minneapolis Foundation program with Andrew Dayton of the Constellation Fund. Here are the details of the program:

Thursday, April 4
4 - 5:30 p.m.
The Minneapolis Foundation
800 IDS Center

Andrew and Kathleen will kick-off the program with brief comments about the two foundations (about 10 minutes each), followed by Q and A with attendees. About 50 people involved in philanthropy in different ways were invited to attend; the Minneapolis Foundation anticipates that attendance will be about 30 people. We should receive a list of attendees before the meeting.

Enclosed is a copy of the Robina Legacy Report and Robina Bylaws, along with a short list of facts and talking points about Robina, almost all of which were taken from the Legacy Report. I tried to pull out key ideas in the report and organize them in a slightly different way, but it may be that re-reading the Legacy Report and parts of the Bylaws is the best way to prepare for the meeting.

Please let me know if you have questions or would like any more information in advance of the meeting. I look forward to seeing both of you at the meeting.

Lessons for the Field

In reflecting on their experience, board members articulated lessons that may be useful for other donors in determining foundation structure and leadership generally. Philanthropy and its strategies are not a one size fits all. However, by asking the right questions, and making key considerations, foundations can make meaningful judgements to achieve their goals.

Structuring Leadership

Establish trust among board and staff.

- No matter who sits on your board, and how familiar they are with one another, establishing trust is key to developing genuine, productive conversation and decision-making. The board members of the Robina Foundation have formed deep relationships with each other through a mix of culture-building opportunities, like shared meals before board meetings, and engaging meetings that enable all members to comfortably contribute. Establishing opportunities outside of regular meetings to connect with one another can encourage free and frank discussions. Additionally, consider leveraging the expertise of staff as mediators and organizers to manage conversations, agendas, and other sensitivities.

Employ flexibility and structure.

- Take time to regularly assess how the board/staff processes are working and how they align with the overall objectives of the foundation. As a spend-down foundation, Robina board members regularly asked questions such as: How might we adjust our current programming to meet the legacy objective? And, will there be an endowment at the close of the foundation? At the same time, ensure that everyone involved is working off the same central objective. At the Robina Foundation, having a established structure, designated grantees, and a clearly defined impact helped them operate from a place of unity and still be flexible to changing needs of the foundation staff and board, grantees, and contextual environment.

Leverage board expertise.

- In the lifetime of the Robina Foundation, board members were able to form deep relationships with their designees. Early on, the foundation recognized a need for and attracted board members with a high-degree of expertise in philanthropy and/or the various focus areas in which they were funding. Bringing different perspectives to the table allowed the board to tackle more issues through a unified lens and unique responsibilities. If your board is structured to be deeply involved, consider a lead trustee model with rotating leads to really build a deep relationship and trust with each grantee.
- Not all foundations can ensure board expertise, and even the Robina Foundation found themselves needing to consult those working directly in the fields they were seeking to impact. Generally recognizing that people have different experiences and knowledge is something worth taking advantage of to ensure smarter decision-making—whether those people are a part of the foundation or not.

Working with Grantees

Be transparent with your grantees.

- As a spend down foundation, Robina used clear communication as an important way to keep their grantees informed about the foundation's plans over their limited relationship.

Any time funders share what's expected clearly, it's appreciated. It saves time guessing what a foundation wants and enables focus through clear frameworks. **In-person conversations and visits** can help build trust relationships that can enhance the impact of funding. A funders relationship with a grantee is more than just transactional—it is also relational in how they provide meaningful feedback, oversight, and support to grantees.

Know their capacity, and work to support it.

- For the Robina Foundation, designating a few beneficiaries encouraged strong partnerships between the foundation and their grantees. With power dynamics always at play, be mindful of the time you give grantees to respond to requests and let them know that sharing honestly and openly is not going to disqualify them for funding. Be timely with feedback and thoughtful about how responsive to change your grantee is able to be. While the Robina Foundation challenged their grantees to think outside the box and develop proposals that they might not have otherwise, they also took time to provide feedback and allowed the grantees time to return revised proposals.

Growing Impact

Set a clear vision.

- At the Robina Foundation, clear priorities and guidance provided by the founder afforded the board enough information to think strategically, while also inviting their own perspectives to shape the life of the foundation. Consider employing the help of advisors to develop draw up by-laws and determine the structure of your board. Collaborating from the start with partners who have different perspectives can help one uncover new strategies or undo implicit biases within a foundation.

Develop a clear exit strategy.

- Whether your foundation is spending down or not, you may find yourself at the end of a relationship with a grantee. It's important in these moments to spend time reflecting on lessons learned over the years, celebrating the successes you've made together, and assisting with any transitional support. Asking questions well-in-advance of your exit is also important to grantee sustainability. A few to think about are: How will the foundation and grantees balance responsibilities to search for new partners? Is there a transparent timeline in place to stop funding? How might the foundation assist with transitional support?

Think of impact beyond grantmaking.

- Foundations have a great deal more potential for impact, influence, and leverage than simply grantmaking. As with the Robina Foundation, their broad areas of impact include field-building through knowledge sharing of their experiences, as well as leveraging board members' time and talent to support objectives. Even in their wind-down, Robina board and staff continue to seek opportunity to share best practices tied to governance, planning, and management. Making time for foundations and grantees to engage in reflection helps everyone overcome challenges and do a better job.

ROBINA FOUNDATION FACT SHEET & TALKING POINTS

Facts

Founded in 2004

Estimated total grants: ~\$160,000 between 2005 (early planning grants) & 2020

Unique features:

- Four grantees important to founder designated as grant recipients
- Clear but flexible mission and focus + characteristics of board members articulated by founder.
- Limited-life foundation
- Small, very active board – no family members
- Small staff

Operation

How Robina began:

- Planning grants to all grantees: \$50,000 - \$125,000 (2005-2006) to support an internal strategic process to identify major projects
- Process Robina Grantees followed varied from 1) designation of a large task force which developed an idea for one major project to 2) engagement of an outside consultant to facilitate workshops and a retreat to identify several opportunities to 3) development by a small group of staff of a proposal for one project to 4) convening a task force that identified a list of possible projects
- Mixed Results: several projects awarded multi-year grants; additional work with several grantees resulted in development of successful proposals. Beginning of development of relationship with grantees.

Multi-Year Grants

- In 2008, Robina began funding multi-year grants (3-5 years) for transformational projects developed during the planning phase or in further conversations with Robina
- Goal: support and test promising ideas
- Sought to identify measurable process outcomes and long-term impact outcomes
- Ultimately Robina identified one or two projects with each grantee that met Robina's focus on transformational or potentially transformational projects
- In several cases, multi-year grants ultimately led to capstone endowment gifts to sustain projects once they had proven themselves, e.g.: *Binger Center for New Theatre*, *Care Guides / LifeCourse*, *Binger Center for New Americans*, *International Institutions: Global Governance*

Board of Directors

- Focused on mission and vision articulated by Binger; challenged by mix of freedom and responsibility
- Reviewed all grant proposals and approved all grants
- Participated in the development of outcomes for programs

- Engaged directly with the grantees: site visits, meetings, telephone calls and informal advice and counseling, helped connect grantees with advisors and funders
- Sometimes helped shape programs
- Not afraid to say no
- Attended conferences and meetings of Robina-funded programs
- Met with recipients of support from Robina-funded programs
- Strong, active board was critical to success

Staff

- Small staff supplemented by outside experts who reviewed proposals and conducted assessments of several projects

Grantees

- Found process rigorous, but transparent and reasonable
- Appreciated strong partnerships with Robina, interaction with board members and lack of bureaucracy
- Valued trust developed over time through interaction with board and staff

Winding Down

- Several years ago board started thinking about winding down
- Conducted a "Listening Tour" - a day with each grantee to discuss current status of grants, institutions' priorities and possible new initiatives
- Developed "Guiding Principles" for grants
- Identified initiatives that merited endowment grants to assure sustainability

Lessons Learned

- Focus on small number of grantees over a limited period of time permitted Robina to "punch above its weight" with large grants with significant impact;
- Development of close partnerships and trust is key to success and creates a unique experience for grantees and board;
- Articulation of mission/purpose is exceedingly important, as is setting tone and culture of the organization and expectations for tracking and assessing impact;
- Important to select board members who can implement mission.

FOREWORD

December 31, 2018

Kathleen Blatz, Chair
Robina Foundation

James Binger created the Robina Foundation in 2004 shortly before his death, focusing its assets and efforts on four organizations that he had meaningful relationships with during his life and that he anticipated would be important for decades to come. He believed that funding partnerships with them would increase the organizations' effectiveness and assist them in responding to new societal challenges. He charged the Foundation's Board of Directors with the responsibility of working with the four designated institutions and aspiring to make grants with transformational impact that would benefit the larger society. To do that best, he advised that the Foundation's term need not exceed 20 years.

Since grantmaking began in 2007, Robina's Board of Directors and small staff had the great honor to implement Jim Binger's vision for the Foundation. Over time, and through trial and error, we learned that formulating large multi-year program commitments, and in some cases ultimately making endowment grants, permitted Robina to "punch way above its weight" with grants the size of those made by much larger foundations. Along the way, the Foundation had payout levels exceeding the required 5% and continually strove for the transformative effects Jim Binger hoped to achieve.

In 2017, as we neared the end of our organization's life, we engaged a recognized expert on philanthropic giving, Melinda Marble, to help us and the grantees reflect on how we implemented Jim Binger's vision and aspects of the Robina experience that might interest current and future donors, other philanthropic leaders and staff. Members of the Robina Foundation Board of Directors believe that the Legacy Report that follows serves that purpose.

Attached to the Legacy Report is a list of Robina's grants to provide more specific information on the ways we sought to fulfill our founder's vision and Robina Foundation's "Guiding Principles." It is our hope that Jim Binger's creative approach and meaningful legacy will be a catalyst for similar impactful giving now and into the future.

ROBINA FOUNDATION LEGACY PROJECT

By Melinda Marble

The Robina Foundation Legacy Project started with a question: what lessons might a limited-life foundation, smaller in scale and more modest than some of its well-known national counterparts, offer to donors contemplating the best structure and operations for their philanthropy?

Robina was designed by its founder, James H. Binger, to spend down assets of more than \$150 million within a time frame of roughly 20 years. Limited-life rather than perpetuity is an option chosen by growing numbers of donors today, spurred in part by the Giving Pledge and other efforts. Another aspect of Binger's design is more unusual, however: he designated four institutions to be the recipients of the Foundation's funding – yet gave the board great freedom as to how each would be supported.

Robina will be winding down its operations soon, after having fully spent out its assets during nearly two decades of close partnership with its four designees. As its trustees prepare for closure, they sought to reflect upon the Foundation's evolution over time. During the summer of 2017, I was retained to interview 21 current and former trustees and grantees to shed light on how Binger's unusual approach to structuring his foundation had played out over time, and to capture lessons that might be useful to other donors and the field.

Those interviewed generally agreed on five key findings:

- While they were given great freedom and flexibility, the Foundation's board showed strong fidelity to the donor's vision;
- The Foundation formed unusually strong partnerships with its four designees, who deeply appreciated the experience of being discovered, supported, understood and trusted by Robina.
- The limited-life, limited-designee structure allowed Robina to make investments on the scale of a major donor without the infrastructure.
- The partnership approach and scale of gifts resulted in significant learning and transformational impact within the four designated grantees and in the larger community of interest.
- A strong and active working board was critical to Robina's success, allowing it to achieve impact with a staff of two seasoned professionals, including an executive director who welcomed the board's deep engagement.

This report focuses on the grantee and board experience, not on the investment, financial, or procedural aspects of managing a limited-life foundation. It does not attempt to assess Robina's impact, though Robina engaged consultants to evaluate many of the programs it funded. Rather, it is an attempt to chronicle one model of a sharply-focused, limited-life foundation as seen by its board members and grantees.

Robina's origins.

Shortly before his passing at age 88, James H. Binger created the Robina Foundation. Binger was an attorney who served as the in-house counsel and later CEO of the Honeywell corporation. He was married for 60 years to Virginia McKnight, whose parents founded the McKnight Foundation. A life-long Minneapolis resident, Binger was also a race horse owner, an avid polo player, and the owner of a group of Broadway theaters. When he died November 3, 2004, the lights on Broadway were dimmed in his honor.

Binger established the Robina Foundation late in life. He began by engaging The Philanthropic Initiative (TPI), a charitable advisory firm, to help him draw up by-laws and select and recruit the board. According to TPI, he envisioned Robina as a limited-life foundation from the start, driven in part by concern about possible dilution of vision over successive generations of trustees and the desire that the assets be put to immediate use. While he did not designate a particular spend down date, he thought that roughly twenty years was an appropriate life span. He knew that he wanted a small and active board rather than a heavily-staffed organization.

Binger took the unusual step of designating four disparate grantees as recipients of the Foundation's funding: the Council on Foreign Relations, Abbott Northwestern Hospital (later encompassed within Allina Health Care), the University of Minnesota Law School, and Yale University. He encouraged the Foundation's board to make significant gifts to these institutions, ones that would be transformational for the recipient organizations and have significant impact on society.

Binger had a personal connection to each of his designees. He was an alumnus of Yale and of the University of Minnesota Law School. He was a long-time member of the Council on Foreign Relations, and regularly attended events there. He and his wife had been treated by Abbott Northwestern physicians for many years, and he understood the hospital's significance as a major health care provider in Minneapolis.

In the foundation's by-laws, Binger accorded the board great freedom to enact his vision within the structure provided by the limited-life time frame and the four designees. He did provide general guidance within the by-laws via a Mission Statement on Charitable Activities, in which he briefly outlined principles for the board's consideration. These included encouraging innovation and creativity, forward-thinking projects and initiatives, and major projects as opposed to normal ongoing operating expenses. He also made it clear that resources did not have to be divided evenly among the designees.

In the same document, Binger defined his standard for trustees:

The members of the Board should each evince qualities that the Founder believes will promote the success of the Foundation. These qualities include an inquiring and critical mind, the ability for long-term strategic thought, creativity, open-mindedness, and respect for unconventional ideas and notions of futurism.

According to those who knew him, Mr. Binger was very comfortable with the foundation's design, and was confident that the board would "do the right thing." He did not provide the trustees he knew with additional direction. As one trustee said:

He had thought this out and, at the end of the day, he trusted other people. He had confidence that there'd be a board and that they'd figure it out. He found the right balance between prescription and discretion. He clearly was interested in the four institutions and *what they could contribute* to society...he wanted there to be a group of people to work with them over time.

Launch and early operations

Prior to his passing, Mr. Binger met with the four designee organizations and indicated his intention that they would receive support from his estate. He did not specify the scope, duration, or amount of these gifts. He met with potential board members, although he did not notify most that they had been selected to serve; nor did he provide them with direction beyond the Foundation's bylaws. His initial trustee choices brought deep experience in and knowledge of civic engagement, national foundations and philanthropy, and board leadership to the Foundation.

Binger had not staffed or activated the foundation before he died. As a result, Robina operated as an independent foundation from the start, with no donor or

family presence on the board. Leadership changes and departures soon required the board to recruit new members. The full board discussed and approved new members. The Board has ranged from four to seven members during the life of the foundation. Presently, there are four trustees. The foundation has been staffed since 2010 by an executive director, who had substantial previous foundation experience, and an administrative consultant.

This exceptionally lean staffing structure required the board to be more directly engaged with grantees than at many more institutional foundations. The executive director, an exceptionally secure and sophisticated professional, was a critical bridge between trustees and grantees. Interviewees agree that her deft counsel, clear communication, and ability to synthesize different board perspectives helped to make the Foundation's unusual structure work and was critical to its success.

From the beginning, the board members showed extraordinary sensitivity and fidelity to Binger's intent as a donor. There was deep and continuous conversation among the board about "what would Jim want?" They understood that he wanted his gifts to create transformational change within the recipient institutions and have deep impact on society. *What that meant* in the context of each designated grantee was a continual theme that board members delved into at board meetings. As one trustee recalls:

The (founding) document set such a high bar that it made us all rise to that occasion. There was a richness, a calmness to the discussions. It would coalesce and gel... We were all on the same search to stay loyal to the document and to Mr. Binger.

Per Binger's wishes, the board asked each designated grantee to identify potential major projects for support. One of the board's first grant actions was to award the institutions planning grants that would help them prepare their respective proposals. While the designees were invited to think big and outside the box, the board felt that some were not ambitious enough in their initial requests. "People brought out their favorite stuff, standard things they would have done anyway," recalls a founding trustee. "They were less imaginative and flexible than I'd hoped."

As another board member put it:

There was an interesting tension between the desire of institutions to fulfill their perennial needs and the desire of the donor to be

transformational. These seldom were in alignment. Getting to the best possible outcome within the tension was the work of the board.

From time to time, the board requested proposals addressing a particular issue that they thought Binger would have been interested in.

From the start, the trustees said no, often multiple times, to designees when the projects they presented did not seem transformative enough. An early board member recalls:

We didn't force it, but we were more involved in the shaping than they would have experienced elsewhere. That could be frustrating for the recipient. That's why there was a lot of discussion, debate, soul searching in our meetings...Sometimes I think the organizations would be happy to present, have us decide, and leave. The recipients had to adjust to something that was worthwhile but out of their comfort zone.

Members of the board took care to identify projects within each institution that they thought addressed Binger's interests. At Yale, for example, the board homed in on the Yale School of Drama early on because of Binger's love of theater and Broadway interests. Board members supported programs in human rights and immigration at both universities because they knew Binger thought these were important issues – and because they thought that the proposed work would change and shape the universities in productive ways.

A pattern of support and engagement, partnership and trust

Having only four designated grantees “gave us focus, the mandate to build deep relationships, and to be helpful to the institutions over time,” according to one board member.

As the foundation developed, a pattern of support began to emerge. When the board identified a promising project, it provided support to plan and to test the idea. This was followed with three to five years of implementation and operating support, renewed for as long as ten years. While board members decided initially not to fund endowment requests, they altered that position over time, making several capstone endowment gifts to sustain projects once they had proven themselves. After the programs originally funded had largely run their course, the board began to think about its final phase. To launch that, they developed and distributed Guiding Principles for new grants and conducted a “listening tour,” visiting all four institutions to learn more about their priority projects.

The board sought to build measurable process outcomes into each grant, and, over time, to identify long term impact outcomes of the work. Working with the board to define and negotiate outcomes has been a key aspect of the Executive Director's work. From time to time, the board commissioned external assessments of projects funded by the Foundation. How impact – particularly transformative change – can be defined and measured has been another ongoing subject of conversation at the trustee level.

From the outset, the board engaged directly with the four designees, through formal opportunities to present priority requests, site visits, and informal advice and counseling. The grantees interviewed appreciate the care Robina took to learn about their work. One grantee recalled:

I don't think I'd ever met another foundation trustee. It was stimulating. These were very high-powered people. With a larger foundation, with a broader portfolio, it would have been hard, but with a boutique enterprise, they could engage...It aerated the pot. They forced us to articulate our rationale in language that could be understood by non-practitioners.

Within these large institutions, the individuals whose projects were funded described an experience of being discovered, understood, supported and trusted that was inspiring, confirming, and unusual. One grantee summed it up:

They gave their all. It felt like Jim Binger was sitting in the room with them. They were determined to do what he wanted...Their motivation was long-term, and when you think that way, you do things differently.

Another grantee described the benefits of deep partnership:

The board was six intellectually curious people who wanted to bring transformative change to society. I understood that this was an opportunity almost as great as the resources. There were open, direct, free-flowing conversations about our work and what we could do to make a difference. There was realism and flexibility.

Over time, the board evolved a structure where one or more board members served as "lead" trustee for each grantee. The lead trustee spent additional time getting to know the organization and its work. The lead often had substantial knowledge of the designee's field and was able to provide guidance and context on the work to both board and grantee.

With one exception, grantees found the lead trustee model extremely valuable:

The liaison trustee is somebody who has a special familiarity with the organization. That can lead you to be more critical – in constructive ways.

* * *

Doing what the trustee did with us was very enjoyable and liberating. She was clearly a champion. She understood us and seemed to love what we were doing. Robina took a chance on us.

* * *

We established a connection that was more personal. He gave us some good ideas, and he understood that some weren't always practical to execute. The interactions always showed a great deal of open mindedness, flexibility and pragmatism...I thought that having the personal relationship with one trustee who was interested, not obtrusive, and eager to be involved at a deeper level was very valuable.

The Minnesota-based designees particularly appreciated having access to the board's national expertise and connections.

The lead trustee played many of the same roles that a program officer might in a more intensively- staffed foundation. In addition, from the beginning, the board occasionally hired outside consultants with strong subject expertise to review and comment on funding proposals.

Board members saw the value of the lead trustee model. As one put it:

In the end, it was very useful and a strength for us. Often in a discussion, the lead would answer questions the other might have. It worked really quite well. We all realized that the (final funding) decision was the group's.

But they also recognized its limitations:

It's a delicate balance between being an advocate for the organization versus a critical friend. There is strength in the lead trustee role, but it should be a time-limited one. I don't think it's good to hold on to the role for too long.

* * *

I was not as strong of an advocate as I might have been. The potential issue with the linkage of a board member to the grantee is that you become too much of an advocate. I didn't want to fall into that trap.

Upon reflection, the current board believes that the lead trustee model has most value when the lead role is rotated regularly over time.

The grantee experience

Generally, grantees found the process of applying to Robina rigorous, but transparent and reasonable. They appreciated the lack of bureaucratic layers characteristic of larger institutional foundations. They particularly valued the trust that developed over time between foundation and grantee – a trust they have rarely experienced with other donors. They have high regard for the foundation's small staff, feeling they have provided crucial guidance, and clear information that has helped them understand and interpret the board's wishes.

Some of that trust, they believe, happened as a natural result of their designation. "Once we got chosen, we felt the foundation was looking out for us," as one put it. Others noted:

The Foundation could be hard on us. But as they became more experienced, as they understood the work we were doing and its success, they relaxed. I felt an unconditional trust.

* * *

Being a designated entity is a very nice thing for the recipient. It's been great for me. It's allowed me to explore new areas. The freedom of not having to apply continuously, being given trust and room to roam, forcing me to wrestle with impact, have all been invaluable.

There were, of course, challenging moments during the partnerships Robina forged. A few grantees felt they were asked to spend too much time developing proposals that did not move forward:

I thought we put forth some good ideas that they did not support. Quite honestly, I was disappointed.

* * *

We got far down the road with some of our ideas...possibly too far down the road. A mini admonition here: how far do you go on a proposal before you've invested too much time? But, to be fair, they (Robina) never said

“we’re definitely funding this.” Maybe they needed to know what came from a deeper dive.

Two grantees commented on the lack of expertise and valuable subject knowledge that specialist program officers bring to proposal review:

The trustees did not have the background to make these kinds of decisions....(Although) Robina helped us build something that is a real strength....I think we could have accomplished more together. It was a missed opportunity.

Others found the reporting requirements initially onerous, but these were changed following feedback. Grantees wanted more say in negotiating how external assessments would be conducted, and even more communication from Robina. At times they felt the feedback was not clear when the answer was “no.”

Despite these challenges, representatives of the grantee organizations interviewed felt that working with Robina has been an unusual and positive experience:

There was a high degree of attention to process and transparency. This is extremely rare in my experience.

The amount of the funding was monumental for us. Robina was a very significant donor and an outlier by a couple of factors: their willingness to give a large grant over a relatively short period of time, and in the operationally-inclined board members. We benefited from the wisdom of some very smart people.

Most institutional funders are larger, but they have a broader mandate and do not provide this kind of comprehensive support over time, the kind that lets you develop the work. They have a more formal process, and program staff who vet everything. Robina didn’t have those layers. You could talk directly to the decision-makers.

Having advisors from Robina was an amazing strength. They came to be helpful, to advise and push us.

Both grantees and board members shared a sense that being limited life and by designating a small number of recipients, Robina was able to “punch above its weight,” providing the grants of a major national foundation without the staff and infrastructure.

Impact

As noted earlier, this report is not a full-scale evaluation and does not attempt to assess the impact of the Robina Foundation’s work. Based on these interviews and the external assessments of key projects, however, there are several things that can be said about impact.

Virtually every Robina-funded project has, over time, met the outcomes outlined in its initial proposal. The four designated institutions can articulate how the projects they undertook with Robina support changed their institutions and can document broader impact in many cases.

There is strong consensus among board members that the work of two of the designees was transformational for the institution and society, had notable impact, would not have happened without Robina support, and will be sustained over time. They feel that the work of a third designee had a transformational impact on the institution – showing it the way to a new business model - but that shifting political and societal conditions since its inception limited its ability to achieve impact in the short term. In the case of the fourth grantee, trustees feel that the work was transformational and will have considerable impact on the institution and society – but that it was likely that most of the work would have been undertaken without Robina support.

The board regrets that Robina was not successful in addressing one aspect of Binger’s vision: the desire that the grantees, if the right opportunity presented, find a way to work together on a major initiative. While the board broached this idea with designees repeatedly, there was resistance to collaboration in the early years, and trustees felt that a forced collaboration would be disrespectful to grantees and unlikely to yield results. The different sizes, geography, and interests of the institutions made a natural collaboration topic difficult to identify. There is a sense that fulfilling this vision would have required more bandwidth and resources than the foundation had.

Each of the Foundation’s grantees believe that the projects they undertook would not have happened – at least in a timely way – without the Robina’s support:

If Robina had not come along, we would have been able to generate some resources, probably less than ten percent of what we have spent in the past ten years. There would be virtually no field-wide impact.

* * *

We would not ever have thought of doing this work without Robina. It's allowed us to re-imagine our models of care at a critical time. That's the way fee for service is, you scramble for very payment and you can't ever think about a big, seeded investment. There aren't the resources to collect data. This work would not even have gotten started.

* * *

As I began to understand more about fundraising, I began also to understand and appreciate what was distinctive about Robina. You gave adequate and long-term funding. You tended to trust people. There was a kind of trust and assurance (in the continuity of funding) that allowed us to create a much greater program.

A rich and satisfying board experience

Binger's decision to limit the life and designate a small number of grantees lent a focus and urgency that made this board an intriguing challenge to prospective trustees. His invitation to think strategically and futuristically, coupled with the freedom and trust he afforded board members, attracted individuals of national stature and strong experience in philanthropy and civic life.

The Foundation's past and current trustees feel great satisfaction with the experience of service on the board. They feel that Robina provided the opportunity to support important work, and to explore the meaning of transformational impact in a practical context. They are appreciative of the chairs' work to design engaging meetings that use their time well and allow every member to contribute.

In the course of the Foundation's life, board members have formed deep relationships with each other and with the designees. Board meetings have been structured as a mix of site visits, presentations on progress by grantees, and discussion of the grants under consideration. A dinner the night before each board meeting allowed the trustees, who seldom see each other outside quarterly meetings, to get to know each other more personally. As one said:

Trust is key. We have high caliber board members. We get along. We genuinely care about each other and yet are very professional. We still have the ability to maintain independent thinking and collegiality.

Board members particularly appreciate the guidance Binger provided in his founding documents, and the freedom and discretion he afforded them to carry out his vision. They believe that the care and attention given to designing and structuring board meetings allowed a disparate group of individuals to get to know each other and to build trust:

Our time was efficiently used. We really were dialoging. We didn't waste time, the lack of pushing us to resolve worked well. We were all very proud of the projects we funded and the outcomes.

* * *

We have been lucky to have chairs who cared what everyone thought, who managed various tensions and sensitivities well. In my tenure, they've been two people who, by personal or professional background, were skilled at managing conversations about complex subjects.

Board members particularly appreciate the atmosphere of open conversation, civility, and respectful challenge established by the chairs:

There are no shrinking violets. Everyone says what is on their mind., Everyone listens. These are genuine conversations, not everybody staking out positions. That is rarer than it should be. That has made it a lot of fun. People have different experiences, and we take advantage of their knowledge.

* * *

We can come into a meeting knowing what we're likely to do, and the chair will ask us to put that aside for a moment and go back to basics. She makes sure everyone has their say before the final decision. It's the right approach.

Board members also appreciate being compensated for their work and feel that practice has encouraged accountability and making Robina work a priority. In turn, the major engagement of board members reduced the need for additional staff. They took care to periodically review compensation levels, basing them on norms in the field, the number of hours spent by trustees, and their responsibility levels.

There is a sense that, by choosing the limited-life model and focusing on a small number of grantees, Robina was able to attract very experienced board and staff who might not otherwise have served on a foundation board of this size.

Lessons for the field

In reflecting on their experience, board members articulated lessons that may be useful for other donors contemplating a foundation, and for foundation leadership in general.

For donors:

- Think carefully about what matters most to you, what you believe about doing good in the world. Then capture that in founding documents that will provide guidance to the board long after you are gone. A donor who articulates an ideal vision of how the foundation should operate provides its trustees with a great and lasting gift.
- Strive for Jim Binger's balance of control through structure and freedom for trustees. If the foundation's resources are not major, limiting program areas can ensure that the foundation will remain strategic and focused. Designating beneficiaries can encourage strong partnerships between the foundation and its grantees. Limiting the foundation's life span provides the opportunity for deeper immediate impact.
- Think about the implications of these structural decisions for board and staff. If, like Robina for example, you choose to keep staff small, understand that larger demands will be placed on board members, particularly if you also want close partnerships with grantees. Augmenting staff with external consultants can be desirable and may be necessary.
- Give attention to structuring and appointing the board:
 - In addition to conveying specific preferences, founding documents can be used to set the tone and culture of the organization, covering such issues as how the donor wants board members to work together and with grantees. They can also encourage transparency, accountability, and partnership with grantees if those are important to the donor.

- Attention to board processes, setting term limits and selecting trustees who are committed to group process will result in a better experience for trustees.
- Reflect on the commitment board members are being asked to make and compensate them if appropriate, benchmarking against norms in the field.
- Set clear expectations for how impact will be tracked and assessed. Help board members understand what level of risk is acceptable and what impact would be meaningful to you.

For foundation leadership

- It is possible to make major gifts and have significant impact with minimal infrastructure and lean staffing. But deep partnership in these circumstances is only possible if trustees engage significantly or if there is heavy reliance on external consultants. Foundation staff must also welcome and support this level of board engagement.
- Frequent visits with grantees and deep immersion in their work builds trusting relationships that can enhance the impact of funding.
- Clear communications and rapid “Nos” are key to grantee satisfaction.
- Attracting strong experienced trustees requires thought and care to the design of board meetings. Giving trustees the opportunity to focus on significant issues that matter, time to form relationships and get to know one another, and encouraging free and frank discussion are key to trustee satisfaction.
- If trustees are to be personally engaged in the work, consider the lead trustee model, but rotate lead trustees regularly.
- Take time to regularly assess how the board process is working and whether the foundation is honoring the wishes of its founder.
- A culture of civility and partnership that is continually nurtured and reinforced will yield dividends in positive relationships and strong impact. Cultivating trust among board members, staff, and grantees is a key management skill.

Final thoughts

The story told in these interviews is of a committed and thoughtful group of trustees who formed unusually deep and respectful partnerships with a small group of grantees. Robina's success has been based, in large part, on attracting high caliber board members who were challenged by the mix of freedom and responsibility Binger afforded them. These trustees generally did not know each other well when they came together, nor were they family members. Regardless of board membership, donors should be clear about the kind of culture and open exchange they want to see on the boards they are establishing.

Robina's active board was, by all accounts, supported by a tiny but stellar staff, experienced, knowledgeable and secure, who kept things moving, structured extraordinary learning opportunities for the board, and skillfully served as a bridge between the designees and board. Not every foundation executive is comfortable with this kind of board engagement; but this case shows that it can be an effective, productive relationship when staff are seasoned and secure enough to appreciate the value added by an experienced and active board.

While the programs Robina funded covered a wide range and breadth of topics, one of Robina's most unusual aspects is its focus on four pre-designated grantees. Nevertheless, aspects of their partnership model: the careful listening, frequent visits and soundings, engagement beyond check writing, and clear communications, are applicable to other types of foundations, a reminder of what grantees value most. The feeling of being understood – its value, and its rarity in the world of fund raising - was something that surfaced in virtually every grantee interview.

Robina also illustrates how a foundation that lacks the assets and resources of a large national funder can still make the grants and strive for the impact of one, through limiting life and the numbers of grantees. One board member talked about the powerful forcing function of a time limit:

In some ways, we were a typical model, but accelerated. We funded institutions to develop, prove ideas, then endowed them. We can't bring in new things, so naturally we focused on the need to sustain what we've done.

Finally, the Robina experience highlights the importance of trust in philanthropy. Jim Binger laid out a vision, then trusted a board to carry it out, even though he did not know all the members personally. While the trustees were a disparate bunch, they undertook a process together that built deep bonds

of trust and affection among them. When asked what they valued most about Robina, grantees often talked about the trust they felt they earned over time. Being trusted made them bolder and more imaginative in their work, and, they believe, ultimately more effective. Building and sustaining relationships of trust, then, emerges as a key skill in this work, one that can be cultivated among and with trustees, staff, and grantees.

Attachments

Grants List prepared by Robina Foundation

Guiding Principles

ROBINA FOUNDATION

**Total funded and committed grants as of December 2018:
\$160,580,436***

**Grants to Robina Foundation's four designated
grantees as of December 31, 2018:**

Abbott Northwestern Hospital/Allina Health
Total funded and committed grants: \$24,551,454

LifeCourse: \$18,426,454: three grants: 2012 - 2017

With support from Robina, Abbott Northwestern Hospital and Allina Health designed, implemented, and tested a new care model, in the health system and two senior care facilities. Patients with Alzheimer's, Stage III and IV cancer, and heart failure and their families participated in the initiative, which was delivered by a community health worker in partnership with existing healthcare teams. The study, which used a whole-person approach, focused on improving the quality of life of patients and the reduction of costly and unnecessary/unwanted hospitalizations. Research results showed a savings of \$959 per person per month, improved quality of life and care experience, reduced hospital use, and increased hospice length of stay. Following the successful study, Allina Health began to implement LifeCourse within Allina.

Care Guides in the Primary Care Office: \$6,000,000: one grant: 2008 - 2010

Robina support enabled Abbott Northwestern Hospital to test the feasibility of a new primary care model featuring lay "Care Guides" who were trained to counsel and support chronic disease patients to achieve standard care goals as part of their care. During the first phase of the program, the model was tested at an inner-city clinic affiliated with the hospital with patients who had diabetes, heart failure and hypertension. Following completion of the feasibility study, which highlighted improvement in patients' achievement of care goals and a decrease in hospital and emergency department costs, Robina supported trials to evaluate the efficacy of care guides in a wider variety of clinical situations. The success of these trials resulted in adoption of the Care Guide model by Allina Hospitals and Clinics.

Planning Grants: \$125,000: two grants: 2005 and 2006

Council on Foreign Relations

Total funded and committed grants: \$29,950,649

IIGG (International Institutions: Global Governance): \$23,305,357 three grants, including one endowment grant: 2008 - 2018

Robina support fostered the development and implementation of the Council on Foreign Relations' IIGG initiative, designed to inform policy makers about ways to improve the world's management of economic, security, environmental, and human challenges that require international cooperation. IIGG initiatives engage with constituencies in the US and beyond and include the Council of Councils, a newly created association of policy organizations located around the world. The Council of Councils brings together more than 25 national and regional "think tanks" in annual and sustained dialogues. As part of support for IIGG, in 2016, the Foundation endowed a new Chair in Global Governance at the Council to lead the IIGG initiative.

Expanded Diversity Initiative: \$5,898,737: four grants, including one endowment grant: 2011 - 2016

Robina grants enabled the Council to expand efforts to increase greater participation of talented and underrepresented groups in the American foreign policy community. The Council pursued multiple strategies in this endeavor. These strategies focused on identifying individuals with interest and promise and introducing them to career possibilities, professional networks, and mentorships by supporting the participation of American young people in Humanity in Action's summer programs through funding to the Council and Humanity in Action, expanding the Council's Franklin Williams Internship program, establishing a partnership with the International Career Advancement Program's Alumni Association and launching a jointly sponsored diversity conference, and participating in multiple career fairs targeting underrepresented groups. In 2016, with the understanding that the Council would maintain its support of two Franklin Williams interns, the Foundation provided an endowment grant to permanently expand the Franklin Williams Internship program by the addition of six new internships for undergraduate or graduate students from underrepresented populations.

Online Video Project: \$696,555: one grant: 2011-2012

With the explosion in online video, the Council's lack of video equipment and personnel trained to develop and launch videos hindered the Council's ability to reach elite and mass audiences, including high school and college students. With Robina support, the Council acquired needed video equipment and trained Council experts in the best practices for structuring and conducting video interviews and briefings and developed new expert briefing series.

Planning Grant: \$50,000: one grant: 2006

University of Minnesota Law School

Total funded and committed grants: \$59,771,499

Binger Center for New Americans: \$28,969,510: three grants, including two endowment grants: 2013 - 2016

A multi-year grant approved in 2013 funded the Law School's development of the Center for New Americans to respond to critical legal and social needs of diverse immigrant groups. Following three years of operations during which the Center met agreed-upon benchmarks, Robina endowed the Binger Center for New Americans and established the Binger Professorship in Clinical Law. Through the Binger Center, the Law School works with law firms that provide pro bono legal support, as well as non-profit organizations, to expand legal services to immigrant communities and to pursue test case litigation that leads to improving the laws affecting immigrants. The Center includes a comprehensive immigration clinic for law students and offers students opportunities to gain experience in litigation, policy development and advocacy. The Binger Center's Education and Outreach Program provides comprehensive screenings to noncitizens and trains lawyers and community members to provide pro bono service to immigrants. Significant accomplishments of the Binger Center include the successful litigation of a case before the United States Supreme Court, a class action law suit that secured an order temporarily blocking the deportation of 92 Somali men and women, involvement of law students at the Minneapolis-St. Paul International Airport to assist arriving immigrants affected by the January 2017 executive order related to immigration, education of more than 2000 immigrants about their rights, and more than 6,000 pro bono hours by the Center's law firm partners, an investment exceeding \$2.3 million.

Robina Institute of Criminal Law & Criminal Justice: \$11,857,215: two grants: 2012 - 2017

Robina funding created and supported the Robina Institute of Criminal Law and Criminal Justice, which has enabled the Law School to play a significant role in national and state efforts to rethink the aims and methods of criminal justice systems with the goal of making them more just, effective, and cost-effective. Robina's first multi-year grant supported the Institute's three program areas: Criminal Justice Policy, Criminal Law Theory, and Sentencing Law and Policy.

The Foundation provided a second multi-year grant to jump-start four targeted projects within the Sentencing Law and Policy program area: 1) Criminal History Project, which included the publication of the Criminal History Enhancements Sourcebook, an in-depth examination of criminal history scores and their impact on sentencing and policy; 2) Multi-State Probation Revocation Project to research probation revocation practices nationally and work with specific jurisdictions across the United States to reform their existing revocation practices; 3) Sentencing Guidelines Repository Project, which collected sentencing reform materials from states and created the online Sentencing Guidelines Resource Center to facilitate the exchange of information, expertise and

experience on sentencing policy, guidelines, and commissions and to promote the adoption and retention of best practices in sentencing guidelines systems; 4) Parole Release and Revocation Project, which worked to inform and improve prison release and parole revocation practices nationwide by gathering and publicizing information about current practices and directing law reform work with selected jurisdictions.

Robina Public Interest Scholars Program and Bridge Fellowship Program: \$8,208,375: three grants: 2012 - 2020

Robina funding launched the Law School's Public Interest Scholars Program aimed at attracting top students committed to public interest work to the Law School. The program offers scholarships and a seamless path to public service through summer internships, year-long post-graduate fellowships that help launch students' careers, and loan repayment assistance to make those careers affordable. The program has increased the Law School's reputation as a top public interest law school, attracted strong public interest students, increased the number of students employed in public service, and has encouraged other donors to support law students' public interest careers. Students in the classes of 2012 – 2020 have benefitted from 91 three-year scholarships, 128 summer fellowships and 31 post-graduate, year-long fellowships. A dedicated public interest career counselor provides support to students in the program.

LaPPS (Program on Law, Public Policy, and Society): \$8,061,399: two grants: 2008 - 2012

Robina's multi-year grant funded the development and implementation of the Law School's Program on Law, Public Policy, and Society, which supported public policy research and helped prepare law students to serve as agents of social transformation. For five years LaPPS funding supported two research chairs, a clinical chair, a research fund and annual conferences in LaPPS. Four new capstone courses were created during the five years, and the Law School began to provide student internships in public policy. The Law School's "Law in Practice" course (originally referred to as "Practice and Professionalism"), a required first year course developed with LaPPS funding, is ongoing, as are other elements created during the five years of Robina funding.

Strengthening the Law School's Fundraising: Robina Scholars Match Program, Endowed Scholarship Match Program and Class Agent Pilot Program: \$2,200,000: three grants: 2012 – 2020

To challenge the Law School to secure donor commitments for scholarships, The Robina Scholars Match Program was created with a grant of \$1,250,000 from Robina payable over five years beginning in 2012. As of May 2017, the Law School has been paid or committed \$1,158,380 in new commitments for the Robina-matched scholarships. The matching gift program is a primary talking point for fundraising staff and is an important incentive for new giving to support students at the Law School. In 2017 Robina committed an additional \$500,000 to support the Endowed Scholarship Match Program by providing a 1:2 match for major scholarship support of \$100,000 for scholarships at the Law School. The Foundation's multi-year grant of \$450,000

beginning in 2016 funds the development and implementation of a new Class Agent Pilot Program, which involves "class agent" alumni volunteers who solicit their peers on behalf of the Law School. Funding for the final years of the grant will be based on an evaluation of the effectiveness of the first three years of the initiative.

Faculty Retention: \$250,000: one grant: 2008

Robina provided funds to support the incoming dean's efforts to strengthen significantly retention packages for key faculty at risk of leaving the Law School. Retention of the faculty through augmented salaries, research accounts, and travel and conference budgets were critical to the curricular and research objectives of the school.

Dean's Innovation Fund: \$100,000: one grant: 2018

Robina's one-year grant seeks to determine the potential of a dedicated, flexible funding source available for the Dean to support and foster strategic opportunities that fall outside the school's annual budget.

Planning Grants: \$125,000: two grants: 2005 and 2006

Yale University

Total funded and committed grants: \$45,599,709

Robina Foundation Human Rights Fellowship Initiative (Yale Law School): \$22,000,000: seven grants, including two endowment grants: 2008 - 2016

From 2008 through 2016, the Foundation provided annual support for the Robina Foundation Human Rights Fellowship Initiative designed to support human rights leaders at all stages of their careers, from JD scholars to senior-level fellows. The initiative provides scholarships for the academic year, summer fellowships for work with human rights organizations around the world and postgraduate fellowships to students interested in human rights and experienced senior-level fellows who teach at the law school. In 2016, the foundation provided an endowment grant to sustain the initiative and endowed the Binger Clinical Faculty Chair in Human Rights to teach human rights-related courses and clinics and lead the Robina Human Rights Fellowship Initiative. Robina's grant required that Yale Law School augment Robina's endowment funding with an additional \$1 million provided by gifts from alumni and friends and the Law School.

Binger Center for New Theatre (Yale School of Drama): \$21,825,000: three grants, including one endowment grant: 2008 - 2012

Robina Foundation provided four years of annual support for the launch and implementation of the Yale Center for New Theatre. In 2012, following four years of successful operation of the Center, Robina endowed the Binger Center for New Theatre to provide annual commissions of new plays and support these commissions through all stages of development, including residencies, readings, workshops, and full productions. In addition, the Binger Center facilitates playwrights' residencies as

lecturers at Yale School of Drama and includes a "Production Enhancement Fund" to support other not-for-profit theaters producing world premieres or second productions of plays commissioned by the Center. The Binger Center's 50 commissions have supported the creation of 10 plays that have had multiple productions in American theaters, including on Broadway. Fifteen theaters have received Production Enhancement Fund grants.

Dean's Innovation Fund (Yale School of Drama): \$100,000: one grant: 2018

Robina's one-year grant seeks to determine the potential of a dedicated, flexible funding source available for the Dean to support and foster strategic opportunities that fall outside the school's annual budget.

Gilder Lehrman Center for the Study of Slavery, Resistance, and Abolition: \$1,424,709: one grant: 2016 – 2019

The Gilder Lehrman Center is dedicated to acquiring and disseminating knowledge concerning all aspects of slavery, including contemporary forms of forced labor and human trafficking. Robina's grant supports the organization and work of the Human Trafficking and Modern Day Slavery Working Group, increased use of media to provide online curricular resources for teachers and the implementation of a major Teacher Outreach and Africa Teachers' Institute to be held in 2018 and 2019.

Tom Crosby Memorial Gift: \$200,000: one endowment grant: 2013

To honor Crosby, who served as advisor to the Foundation and long-standing board chair, the Foundation established a fund at Yale to provide scholarships for students who demonstrate the values, character and leadership he demonstrated during his life.

Planning Grant: \$50,000: one grant: 2006

*In addition to grants to Robina's designated grantees, Robina provided a small number of grants to organizations aligned with the spirit and vision of Jim Binger in recognition of his professional accomplishments and the work of others to launch and support the Foundation. These grants accounted for less than 0.5% of the Foundation's total grants.

The Robina Foundation Board of Directors plans to consider additional grants as part of the Foundation's "spenddown."

The Robina Foundation Legacy Project Report emphasizes that Robina Foundation operated with a small actively engaged board of directors, very small but experienced staff, and selective use of consultants. The Foundation's limited infrastructure resulted in operating and administrative expenses that averaged 2.5% of the Foundation's qualifying distributions.

ROBINA FOUNDATION

Guiding Principles for Robina Grantmaking

Principle: a fundamental truth or proposition that serves as the foundation for a system of belief or behavior or for a chain of reasoning.

The Robina Foundation will:

- 1) work closely with Robina Grantees to hear their ideas and ensure a full partnership with them
- 2) fund programs that fill an important niche with the possibility of substantial achievement, with particular emphasis on impacting people's lives rather than producing abstract ideas
- 3) be willing to go through trial and error processes to get things right and be ready to persist despite criticism
- 4) seek to influence the larger environment in which programs operate and increase the chances of impact and sustainability through partnerships with other funders and substantial matching funds raised by Robina Grantees
- 5) invest in leadership of institutions and individuals
- 6) strive to establish a Robina legacy of impact in areas of need

Programs involving several Robina Grantees are desirable but will not be required.

In addition to programs that address the Foundation's guiding principles, the Robina Board is interested in programs, whether joint or individual, that:

Advance human rights, justice, fairness and equality
Make U.S diversity an asset, not a liability
Ease human suffering
Prepare the next generation of leaders
Foster artistic / cultural creativity

SECOND RESTATED BYLAWS OF ROBINA FOUNDATION

ARTICLE I

Objectives, Purposes and Mission Statement

Section 1. Charitable Purposes. Robina Foundation (the "Corporation") is organized and operated exclusively for the purposes described in the Corporation's Articles of Incorporation, and all of the Corporation's activities described herein are subject to those purposes. Consistent with the purposes described in the Corporation's Articles of Incorporation, and to the extent permitted under applicable federal tax, state and local law, the Corporation may engage in direct or indirect charitable activities, including, without limitation, the awarding of grants; the conduct of direct charitable activities; joint ventures with other organizations; and the making of so-called "program-related investments."

Section 2. Mission Statement on Charitable Goals. The Corporation was founded to fulfill the various charitable goals of James H. Binger (the "Founder"). The Founder's charitable goals are divided into three broad categories described as follows, not in any order of priority:

(a) Support of Yale University and University of Minnesota Law School. The Founder intends the Corporation to engage in activities that support the educational activities of Yale University ("Yale"), of New Haven, Connecticut, and the University of Minnesota Law School ("U of MN"), of Minneapolis, Minnesota. For purposes of this Mission Statement, the term "educational activities" should be broadly construed to include, without limitation, the support of academic research by students and faculty; undergraduate, graduate and professional school teaching and training; scholarships, fellowships and academic prizes; the improvement of student life; libraries; laboratories; conferences and symposia; journals; faculty endowments; and building projects and capital campaigns related to any of the foregoing.

(b) Support of Abbott Northwestern Hospital. The Founder intends the Corporation to engage in activities that support medical research, treatment and patient care at Abbott Northwestern Hospital ("Abbott Hospital"), of Minneapolis, Minnesota. The Founder also intends to support the philanthropic activities of Abbott Northwestern Hospital Foundation, of Minneapolis, Minnesota, which for purposes of this Mission Statement shall be included within the definition of "Abbott Hospital." For purposes of this Mission Statement, the terms "medical research, treatment and patient care" should be broadly construed to include, without limitation, research into the causes, cure and treatment of diseases and disorders affecting the human body and mind; the teaching and training of medical students, physicians, and other medical personnel; the acquisition and upkeep of medical equipment; laboratories; medical journals; scholarships, fellowships and prizes; conferences and symposia; and building projects and capital campaigns related to any of the foregoing.

(c) Support of the Council on Foreign Relations. The Founder intends the Corporation to engage in International Relations Activities that support the Council on

Foreign Relations ("CFR"), of New York, New York. For purposes of this Mission Statement, the term "International Relations Activities" includes, without limitation, research and scholarship into the history of world affairs, political and geopolitical theory, diplomacy, international organizations or relations, war and the causes of war, terrorism, nuclear proliferation and political economy; the promotion of international cooperation and language education; cultural exchanges; conferences and symposia on any of these subjects, scholarships, fellowships and prizes; lectures and journals concerning these subjects; and building projects and capital campaigns related to any of the foregoing.

(d) Named Institutions. Yale, U of MN, Abbott Hospital, and CFR are each referred to below as a "Named Institution" and collectively as "Named Institutions."

Section 3. Mission Statement on Charitable Activities. The Corporation's Articles of Incorporation and this Mission Statement contemplate a broad range of charitable activities in which the Corporation may engage in furtherance of the Founder's charitable goals. The Corporation's Board of Directors (sometimes referred to herein as the "Board") retains ultimate authority to determine the exact manner in which the Corporation conducts its charitable activities. The Founder acknowledges that the Board of Directors has the ultimate responsibility for determining the Corporation's activities. However, the Founder requests that the Board consider the following principles when conducting the Corporation's activities:

(a) Encourage Innovation and Creativity. The Board should support charitable activities that evince innovative thinking and creativity or that promote innovation and creativity in furtherance of the Founder's charitable goals.

(b) Emphasis on Forward-Thinking Projects and Initiatives. The Founder encourages the Board to support projects and initiatives that are aimed at furthering the Founder's charitable goals in the near and long-term future. Accordingly, the Board should seriously consider supporting proposals that are forward-thinking and futuristic, even though the benefits from such projects may not be fully appreciated and may not come to fruition until the future.

(c) Emphasis on Major Projects and Initiatives. The Founder anticipates that the Corporation will be funded with significant assets. Accordingly, the Founder believes that the most productive use of the Corporation's assets will be to support major projects and initiatives related to the Founder's charitable goals, as opposed to awarding grants to support the day-to-day operations of charitable donees or to fund general operating budgets.

(d) Methods of Proceeding. The Board periodically should invite for consideration a proposal for a project from each of the Named Institutions for major projects and initiatives that are intended to have a significant and positive long-term impact consistent with the Founder's charitable goals. The Founder intends that the Board will select from among these proposals one or more projects to fund. No Named Institution may propose more than one project at a time. The Board also may fund "think tank" activities at, or in conjunction with, each Named Institution to develop proposals or

ideas for future proposals. The Founder is interested in having the Corporation fund only those projects that have long-term objectives, that look to the future, that otherwise might not be funded due to the pressing nature of a Named Institution's immediate needs. However, a proposal is not forward-looking solely because it is futuristic or fanciful; the Founder intends to encourage projects funded that are practical and in the long-term promise a significant benefit to the Named Institutions.

(e) Board Member Qualities and Cooperation. The Founder anticipates that the Board will include individuals who are associated with the Named Institutions (either formally or informally at any time), and that the interests of the Named Institutions may at times diverge or even conflict. The Founder intends that the individual members of the Board act as peers cooperating to further the Founder's charitable goals, rather than as advocates for each of the Named Institutions. Accordingly, the Founder intends the members of the Board to be individuals capable of looking beyond the specific needs of the Named Institution with which he or she might be connected so that the directors will cooperate in a manner that will maximize the Corporation's ability to further the Founder's charitable goals. The members of the Board should each evince qualities that the Founder believes will promote the success of the Foundation. These qualities include an inquiring and critical mind, the ability for long-term strategic thought, creativity, open-mindedness, and respect for unconventional ideas and notions of futurism. The Founder does not request or encourage the Board to divide the Corporation's resources equally among the Founder's charitable goals or the Named Institutions. Rather, the Board should consider the merit of each project proposal in light of the Founder's charitable goals, without regard to whether a charitable goal or Named Institution has received a proportionate share of the Corporation's resources. By following this procedure, the Board will ensure that it receives from the Named Institutions the best and most thoughtful proposals. Although the Founder has confidence in the Named Institutions, he believes that the Corporation is likely to have the most impact by funding the most-worthwhile projects gleaned from the best proposals.

(f) Intended Duration of Charitable Activities. The Founder acknowledges that the Corporation is incorporated as a nonprofit corporation of perpetual duration under Minnesota law, and that following the Founder's death, the Board will have sole authority to continue the Corporation's activities, or alternatively to dissolve the Corporation in a manner consistent with applicable federal tax, state and local law. The Founder, however, believes that the Board will be able to satisfy the Corporation's charitable goals within approximately 20 years of the Founder's death. Accordingly, the Founder requests that the Board pursue a charitable program for the Corporation that will continue until roughly the 20th anniversary of the Founder's death, and that the Board consider this intended timeline in formulating a strategy that will maximize the impact of the Corporation's activities in furtherance of the Founder's charitable goals.

Section 4. Change to Mission Statement. The Board of Directors shall have the sole authority to change this Mission Statement in any manner that it determines appropriate pursuant to a change in these Bylaws described below. While the Founder acknowledges that the Board will have the authority to change this Mission Statement, the Founder requests the Board to adhere to the terms of the last Mission Statement approved by the Founder, unless circumstances

significantly change such that compliance with the Mission Statement becomes impossible or impracticable. Nonetheless, the Founder does not anticipate that circumstances will change in a manner that will require any change to the Founder's charitable goals. However, the Founder acknowledges that the policies, goals, practices or activities of any of the Named Institutions could change in a way that the Founder would not approve. If the Board determines that any of the Named Institutions has changed in a manner that the Founder would not approve, the Board should change the Named Institutions to reflect the Founder's charitable goals.

ARTICLE II

Offices

The principal office for the transaction of the business of the Corporation shall be located in Minneapolis, Minnesota, or such other location as may be determined by the Board of Directors. The Corporation may also have an office or offices within or without the State of Minnesota as the Board of Directors may from time to time establish.

ARTICLE III

Membership

The Corporation shall have no members with voting rights.

ARTICLE IV

Board of Directors

Section 1. Powers. Subject to any limitations contained in the Corporation's Articles of Incorporation or these Bylaws, and the limitations of the Minnesota Nonprofit Corporation Act, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board may delegate the management of the activities of the Corporation to any person or persons, or committees however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 2. Number of Directors. The authorized number of Directors of the Corporation shall be no fewer than three (3) and no more than seven (7), as determined by resolution of the Board.

Section 3. Qualification of Directors. Each Director must be an individual at least 18 years old and no more than age 79 at the time he or she is elected to the Board. A Director need not be a resident of Minnesota. While the Mission Statement contained in Article I of these Bylaws contemplates that the Founder's charitable goals and the interests of certain named charitable organizations will be considered by the Board, there is no requirement that any Director be formally affiliated with any of the charitable organizations specifically identified herein.

Section 4. Election and Term of Office of Directors. The Board of Directors shall elect one or more Directors at the annual meeting of the Board of Directors in any year in which a vacancy in a Directorship occurs. Each Director, including any Director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified. The term of office for a Director shall be three (3) years and there is no limitation on the number of times that an individual may be elected Director; however, in electing Directors, the Board shall consider that the Founder believed Directors would be more productive if they served no more than three terms. The terms of the Directors shall be staggered.

Section 5. Vacancies.

(a) A vacancy or vacancies in the Board shall be deemed to exist (i) in case of the death, resignation, or removal of any Director, or (ii) if the authorized number of Directors is increased. Vacancies on the Board of Directors with respect to a seat held by Director or caused by an increase in the authorized number of Directors shall be filled by the Board of Directors. Each Director so elected to fill a vacancy shall hold office for the remainder of the predecessor's unexpired term and until the election of a successor by the Board.

(b) The Board of Directors, may elect additional Directors in excess of the number of Directors permitted under Section 2 of this Article IV at any time after an amendment of these Bylaws is duly adopted authorizing an increase in the number of Directors.

(c) Any Director may resign effective upon giving written notice to the Chair, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If a Director resigns by giving notice specifying that such resignation shall be effective at a future time, a successor may be elected before such time to take office when the resignation becomes effective.

(d) No reduction in the number of Directors shall have the effect of removing any Director prior to the expiration of his or her term of office.

Section 6. Removal of Directors. The Board may remove a Director from office at any time, with or without cause. The Board vote to remove a Director must be by affirmative vote of two-thirds or more of the Directors excluding the Director whose removal is being voted on.

Section 7. Place of Meetings. All meetings of the Directors shall be held at any place within or without the State of Minnesota as designated by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation.

Section 8. Annual Meeting. The Board of Directors of the Corporation shall hold an annual meeting as determined by resolution. The purpose of the annual meeting is for organization, election of Directors, appointment of officers and the transaction of such other business as may properly be brought before the meeting.

Section 9. Regular Meetings. Regular meetings of the Board of Directors shall be held as frequently as necessary, at such dates, times and places as the Board of Directors shall specify; provided, however, that should said day fall upon a holiday observed by the Corporation at its principal office, then said meeting shall be held at the same time on the next day thereafter which is a full business day.

Section 10. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by any officer or any two (2) Directors of the Corporation.

Section 11. Notice of Regular, Annual and Special Meetings. Regular meetings of the Board of Directors shall be held without notice at a designated time and place agreed to by a majority of the Board. Annual and Special meetings of the Board of Directors shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice given personally, by overnight mail, telephone, facsimile or electronic mail. Any such notice shall be addressed or delivered to each Director at his or her address, telephone or facsimile number or electronic mail address, as the case may be, appearing on the books of the Corporation, or at such other address, telephone or facsimile number or electronic mail address, as the case may be, as may be supplied by the Director for the purpose of notice. In the case of special meetings, the notice shall state the business to be transacted at the special meeting and no business other than that so stated shall be transacted at any such meeting. Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a courier for overnight deliver or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient.

Section 12. Consent to Meetings; Waiver of Notice. The transaction of business at any meeting of the Board of Directors, however called and noticed and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice if a quorum be present, and if, either before or after the meeting, each of the Directors entitled to vote, not present in person, signs a written waiver of notice, a consent to the holding of such meeting or an approval of the minutes of the meeting. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting need not be given to any Director who attends the meeting without protesting the lack of notice to the Director prior to, or at the commencement of, the meeting.

Section 13. Quorum; Act of Directors. At all meetings of the Board of Directors, the presence of a majority of the Directors shall constitute a quorum for the transaction of business except (a) to remove a Director as provided in Section 6 of Article IV or (b) to adjourn as provided in Section 16 of this Article IV. The act of a majority of the Directors present at any time at which there is a quorum shall be the act of the Board of Directors, unless a greater number is required by law, the Articles of Incorporation or these Bylaws. Notwithstanding the previous provisions of this Section 13, a meeting at which a quorum initially is present may

continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 14. Action By Unanimous Written Consent. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if all Directors shall individually or collectively consent in writing to such action. Such action by written consent shall have the same force and effect as a unanimous vote of the Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors.

Section 15. Meetings Held Using Remote Communication. A Director may participate in a meeting of the Board of Directors by means of conference telephone or, if authorized by the Board of Directors, by such other means of remote communication, in each case through which that Director, other Directors so participating, and all Directors physically present at the meeting may communicate with each other on a substantially simultaneous basis. Participation in a meeting by remote communication constitutes presence at the meeting.

Section 16. Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given a reasonable time prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 17. Fees and Compensation. The Directors and members of committees shall not receive any salary, wages, bonus, dividends or other compensation or expense reimbursement by virtue of serving as a Director or committee member unless such compensation or expense reimbursement is specifically disclosed to and approved by the Board of Directors.

ARTICLE V

Committees

Section 1. Committees Generally.

(a) The Board of Directors may, by resolution duly adopted by a majority of the Directors then in office, establish one or more committees. Members of all committees and all committee chairmen shall be appointed and may be removed by the Board of Directors. Committees are of two kinds, those having legal authority to act for the Corporation, known as committees of the Board, and those that do not have that authority, known as advisory committees. Committees may be either standing or special. Members of all committees shall serve at the pleasure of the Board. The Chair, by virtue of his or her office, shall be an ex-officio member of all committees. The Board may delegate to its committees all legal authority of the Board except with respect to:

- (i) The approval of any action for which applicable law or these Bylaws require approval of a majority of Directors;

- (ii) The filling of vacancies on the Board of Directors or on any committee;
- (iii) The fixing of compensation of the Directors for serving on the Board or on any committee;
- (iv) The amendment or repeal of Bylaws or the adoption of new bylaws;
- (v) The amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (vi) The adoption or approval of a plan of merger or consolidation with another corporation;
- (vii) The authorization of the sale, lease, exchange, mortgage or other disposition of all or substantially all of the assets of the Corporation;
- (viii) The authorization of voluntary dissolution of the Corporation or revocation of proceedings therefor; or
- (ix) The appointment of other committees of the Board of Directors.

(b) The Board of Directors shall have the power to prescribe the manner in which proceedings of any committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless these Bylaws, the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any committee shall be governed by the provisions of Article IV applicable to meetings and actions of the Board of Directors. Each committee shall keep regular minutes of its proceedings and shall report the same to the Board from time to time, as the Board of Directors may require.

Section 2. Committees of the Board. Only Directors may be appointed to committees of the Board. Each committee of the Board shall consist of two (2) or more Directors.

Section 3. Standing Committees. Standing committees shall consist of such committees as the Board may authorize from time to time. Each such committee shall stand discharged when a new committee is appointed for the same task. Except as otherwise provided in this Article and applicable law, standing committee membership may consist of Directors only, Directors and nondirectors, or nondirectors only, and also may include nonvoting members. Each such committee shall perform the duties the Board prescribes from time to time.

Section 4. Advisory Committees. The Board of Directors may appoint one or more advisory committees. Advisory committee membership may consist of Directors only, Directors and nondirectors, or nondirectors only, and also may include nonvoting members and alternate members. Advisory committees shall have no legal authority to act for the Corporation, but shall report their findings and recommendations to the Board of Directors.

Section 5. Term of Office. The chairman and each member of a standing committee shall serve until his or her successor is appointed, or until such committee is sooner terminated, or until his or her prior death, resignation, or removal. The chairman and each member of a special committee shall serve for the life of the committee, or until his or her prior death, resignation, or removal.

Section 6. Vacancies. Vacancies on any committee may be filled for the unexpired portion of the term in the same manner as provided in the case of original appointments.

ARTICLE VI

Officers

Section 1. Officers. The officers of the Corporation shall be a Chair, a Vice Chair, a Secretary, a Treasurer, an Executive Director, and such other officers as shall be deemed necessary by the Board.

Section 2. Election and Term of Office. The officers shall be elected, or, in the case of the Executive Director, appointed by the Board of Directors. Except as otherwise provided in these Bylaws, officers shall serve at the pleasure of the Board and shall hold office until their successors shall be elected or appointed and qualified to serve or until the officer's prior death, resignation, or removal. Any two or more offices may be held by the same person.

Section 3. Other Officers. The Board of Directors may elect or authorize the appointment of such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as the Board of Directors may from time to time prescribe.

Section 4. Chair. The Chair shall, when present, preside at meetings of the Board of Directors, and shall have such other authority and duties as are usually vested in the office of Chair of a corporation and as from time to time may be prescribed by the Board and these Bylaws. At any time when the Corporation has no Executive Director in office, the Chair shall perform the duties of the Executive Director unless the Board of Directors designates another individual by resolution.

Section 5. Vice Chair. The Vice Chair shall have such authority and perform such duties as the Board of Directors may determine from time to time. Unless otherwise determined by the Board, during the absence or disability of the Chair, it shall be the duty of the Vice Chair to perform the duties of the Chair.

Section 6. Secretary. The Secretary shall send or cause to be sent appropriate notices and prepare or cause to be prepared agendas for all meetings of the Board of Directors, shall act as custodian of all records and reports, and shall be responsible for keeping and reporting of adequate records of all meetings of the Board of Directors. The Secretary shall have such other authority and duties as are usually vested in the office of the Secretary and as may be prescribed from time to time by the Board of Directors and these Bylaws.

Section 7. Treasurer. The Treasurer shall be the chief financial officer of the Corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The Treasurer shall deposit or cause to be deposited all moneys and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse or cause to be dispersed the funds of the Corporation as may be ordered by the Board of Directors, shall render to the Directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Directors or the Bylaws.

Section 8. Executive Director. The Executive Director shall, subject to the control of the Board of Directors, (a) have general supervision, direction, and control of the business and affairs of the Corporation; (b) see that orders and resolutions of the Board of Directors are carried into effect; (c) have the authority to sign and deliver in the name of the Corporation deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the Corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles of Incorporation, the Bylaws or the Board of Directors exclusively to one or more other persons; and (d) such other authority and duties as are usually vested in the office of Executive Director of a corporation and as from time to time may be prescribed by the Board and these Bylaws.

Section 9. Removal and Resignation.

(a) Any officer may be removed, either with or without cause, by the majority vote of the Board of Directors at any time. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment.

(b) Any officer may resign at any time by giving written notice to the Board, but without prejudice to the rights, if any, of the Board under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 10. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

ARTICLE VII

General Provisions

Section 1. Voting Shares. The Corporation may vote any and all shares or memberships held by it in any other corporation by such officer, agent or proxy as the Board of Directors may appoint, or, in the absence of any such appointment, by the Chair, the Secretary or

the Treasurer and, in such case, such officers or any of them similarly may appoint a proxy to vote said shares.

Section 2. Inspection of Corporate Records. The accounting books and records and minutes of proceedings of the Board and committees of the Board shall be open to inspection upon written demand on the Corporation of any Director at any reasonable time for a purpose reasonably related to the Director's interests as a Director. The Corporation shall keep in its principal office in the State of Minnesota the original or a copy of its Articles of Incorporation and a copy of these Bylaws, as amended to date, which shall be open to inspection by the Directors at all reasonable times during office hours.

Section 3. Endorsement of Documents; Contracts. Deeds, mortgages, bonds, checks, contracts and other instruments pertaining to the business and affairs of the Corporation may be signed on behalf of the Corporation by the Executive Director, Chair, Vice Chair, or such other person or persons as may be designated from time to time by the Board of Directors. No Director, officer, agent or employee of the Corporation has any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of Directors. The Board of Directors may give authority for any of the above purposes, and this authority may be general or limited to specific instances.

Section 4. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the general provisions of the Minnesota Nonprofit Corporation Act shall govern the construction of these Bylaws.

Section 5. No Corporate Seal. The Corporation shall not have a corporate seal.

ARTICLE VIII

Indemnification and Insurance

Section 1. Action Not By or in the Right of the Corporation. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (other than an action by or in the right of the corporation), by reason of the fact that the person is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust or other enterprise, whether for-profit or not-for-profit, against expenses, including attorneys' fees, judgments, penalties, fines and amounts paid in settlement, actually and reasonably incurred by the person in connection with such action, suit or proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe that the conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person

reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

Section 2. Action By or in the Right of the Corporation. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact the person is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses, including actual and reasonable attorneys' fees and amounts paid in settlement incurred by the person in connection with the action or suit, if the person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interests of the Corporation. However, indemnification shall not be made for a claim, issue or matter in which the person has been found liable to the Corporation, unless and only to the extent that the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnification for expenses which the court considers proper.

Section 3. Expenses. To the extent that a Director, officer, employee or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Section 1 or 2 or in defense of any claim, issue or matter in the action, suit or proceeding, the successful party shall be indemnified against expenses, including actual and reasonable attorneys' fees, incurred in connection with the action, suit or proceeding and in any action, suit, or proceeding brought to enforce the mandatory indemnification provided in this Article VIII.

Section 4. Approval of Indemnification. Any indemnification under Section 1 or 2 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because the person has met the applicable standard of conduct set forth in Section 1 or 2. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, then by a majority vote of a committee of the Board, none of the members of which are parties to the action, or (iii) by independent legal counsel in a written opinion. If a person is entitled to indemnification under Section 1 or 2 for a portion of expenses, including attorneys' fees, judgment, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the corporation may indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

Section 5. Reimbursement of Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding described in Section 1 or 2 may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified as authorized in this

Article VIII. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made, but need not be secured.

Section 6. Continuation of Indemnification. The indemnification provided by this Article VIII shall continue as to a person who has ceased to be a Director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 7. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, business corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against the person and incurred by the person in any such capacity, or arising out of the person's status as such, whether or not the Corporation would have the power or duty to indemnify the person against such liability under the provisions of this Article VIII.

Section 8. References. For purposes of this Article VIII, reference to the Corporation includes all constituent corporations absorbed in a consolidation or merger and the resulting or surviving corporation or business corporation, so that a person who was or is a director, officer, employee or agent of such constituent corporation or is or was serving at the request of such constituent corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, shall stand in the same position under the provisions of this Article VIII with respect to the resulting or surviving corporation or business corporation as the person would if the person had served the resulting or surviving corporation in the same capacity.

Section 9. Contract Rights Not Affected. Nothing contained in this Article VIII shall affect any rights to indemnification or advancement of expenses to which persons may be entitled by contract or otherwise by law. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

Section 10. Private Foundation Excise Taxes. In connection with the defense of a judicial proceeding under Chapter 42 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax law, no person shall under any circumstances be indemnified for taxes, penalties or expenses of correction and further no person shall be indemnified for other expenses in connection with such judicial proceedings unless: (i) such other expenses are reasonably incurred by the person in connection with such proceeding; (ii) the person is successful in such defense, or such proceeding is terminated by settlement and the person has not acted willfully or without reasonable cause with respect to the act or failure to act which led to liability for tax under said Chapter 42. Notwithstanding anything apparently to the contrary in this Article VIII, the Corporation shall not indemnify any Director, officer, employee or agent of the corporation if such indemnification would violate the self-dealing prohibition described in Section 4941 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax law.

ARTICLE IX

Amendments

Section 1. Amendments. These Bylaws, the Articles of Incorporation of the Corporation and any part thereof may be amended or repealed, and new Bylaws may be adopted only by the affirmative vote of two-thirds the Board of Directors of the Corporation at a duly called meeting at which a quorum is present, or by the written consent of all of the Directors.

Section 2. Record of Amendments. Whenever a new Bylaw or amendment thereto is adopted, it shall be included in the corporate minute book with the original Bylaws. If any Bylaw or amendment thereto is repealed, the fact of repeal with the date of the meeting or action by written consent when said repeal was adopted shall be stated in a writing placed in the corporate minute book with the original Bylaws.

These Second Restated Bylaws were approved by the Robina Board of Directors at their Board Meeting on February 24, 2010.