

**MINUTES OF MEETING OF THE
AUDIT AND ETHICS COMMITTEE OF THE
BOARD OF DIRECTORS OF
THE UNIVERSITY OF TEXAS /TEXAS A&M INVESTMENT MANAGEMENT COMPANY**

A meeting of the Audit and Ethics Committee (the "Committee") of The University of Texas/Texas A&M Investment Management Company (the "Corporation") convened in open session on **December 2, 2021**, by means of video and telephone conference enabling all persons participating in the meeting to hear each other, at the offices of the Corporation, Suite 1700, 210 West 7th Street, Austin, Texas, said meeting having been called by the Committee Chair, Janet Handley ("Chair"), with notice provided to each member in accordance with the Corporation's Bylaws. The audio portion of the meeting was electronically recorded and broadcast over the internet. Participating in the meeting were the following members of the Committee:

Janet Handley, Chair
Jodie L. Jiles
Clifton L. Thomas, Jr.
James C. "Rad" Weaver

thus constituting a majority and quorum of the Committee. Chair Handley called the meeting to order at 11:00 a.m. Employees of the Corporation attending the meeting were Britt Harris, President, CEO and Chief Investment Officer; Rich Hall, Deputy Chief Investment Officer; Joan Moeller, Treasurer and Secretary; Carolina de Onís, General Counsel and Chief Compliance Officer; Gary Hill, Managing Director - Operations, Accounting and Reporting; and other employees. Other attendees were Jerry Kyle of Orrick, Herrington & Sutcliffe LLP; Eric Polonski of The University of Texas System ("UT System") Administration; and Robert Cowley and Aaron Dickson of Deloitte & Touche LLP. Copies of materials supporting the Committee meeting agenda were previously furnished to each Committee member.

Approval of Minutes

The first matter to come before the Committee was the approval of the minutes of the Audit and Ethics Committee meeting held on September 8, 2021. Upon motion duly made and seconded, the following resolution was unanimously adopted by the Committee:

RESOLVED, that the minutes of the Meeting of the Audit and Ethics Committee of the Board of Directors held on September 8, 2021 be, and are hereby, approved.

Audit Results and Communications

Chair Handley asked Mr. Robert Cowley, engagement partner from the independent accounting firm of Deloitte & Touche LLP, to present the audit results and communications for the FY 2021 audits of the Permanent University Fund ("PUF"), the UT System General Endowment Fund ("GEF"), the Permanent Health Fund ("PHF"), the UT System Long Term Fund ("LTF"), and the UT System Intermediate Term Fund ("ITF") (collectively, the "Funds"). Mr. Cowley confirmed the completion of the audits of the Funds. Mr. Cowley reviewed with the Committee the Audit Results and Communications Letter covering required communications dated October 29, 2021. Mr. Cowley confirmed that Deloitte & Touche LLP issued unqualified opinions on the Funds' August 31, 2021, Financial Statements and the Statement of Investment Performance Statistics, and that accounting principles utilized by management are of good quality, are

acceptable, and have been consistently applied under accounting principles generally accepted in the United States. There were no changes in any of the accounting policies in the last year. Mr. Cowley stated that the Funds' Financial Statements and disclosures were complete in all material respects and there were no material weaknesses regarding internal controls found during their audit procedures. Mr. Cowley reported that there were no corrections or adjustments needed by UTIMCO, information was consistent, and Deloitte had no disagreements with reporting by UTIMCO's management. He also stated they had no difficulties to report and was very complimentary of the Corporation's employees. Mr. Cowley answered the Committee Members' questions. Upon motion duly made and seconded, the following resolution was approved unanimously:

RESOLVED, that Deloitte & Touche LLP's Financial Statement Audit Results and Communications Letter on the Investment Funds Under the Fiduciary Responsibility of The University of Texas System Board of Regents for the year ended August 31, 2021, be, and is hereby approved in the form as presented to the Audit and Ethics Committee.

Audit Reports

Mr. Cowley presented the Audited Financial Statements for the PUF, GEF, PHF, LTF, and the ITF each for the fiscal years ended August 31, 2021, and August 31, 2020, and the Statement of Investment Performance Statistics for the year ended August 31, 2021, and other audit matters. Mr. Cowley reported on the Audited Financial Statements for the PUF, GEF, PHF, LTF, and the ITF. Mr. Cowley answered the Committee Members' questions. Upon motion duly made and seconded, the following resolution was unanimously adopted by the Committee:

RESOLVED, that the separate annual financial statements and audit reports for the Permanent University Fund, The University of Texas System General Endowment Fund, the Permanent Health Fund, The University of Texas System Long Term Fund, and The University of Texas System Intermediate Term Fund, each for the fiscal years ended August 31, 2021 and August 31, 2020, and the Statement of Investment Performance Statistics for each of the aforementioned funds for the year ended August 31, 2021, be and are hereby approved in the form as presented to the Audit and Ethics Committee.

Update on Compliance, Reporting and Audit Matters

Chair Handley asked Mrs. de Onís to provide an update on compliance and reporting matters. Mrs. de Onís began with a summary of accomplishments and routine reporting. First, she reported on the implementation of a vendor called ComplySci to assist with the pre-clearance of trades and to bring UTIMCO up to industry best practice standards. Next, she reported on mandatory firmwide insider trading training and the evaluation of Enterprise Risk Management program options. Mrs. de Onís presented the investment compliance report for the quarter ended August 31, 2021, for items monitored by the Committee. She reported that all high-risk areas continued to be monitored and remain well controlled. One passive violation of investment guidelines by an external manager was reported and resolved, as well as a Securities Lending Policy violation relating to insufficient collateral that was also reported and resolved. In addition, Mrs. de Onís reported on Ethics

Compliance noting several personal trading violations. Finally, Mrs. de Onís presented the annual report on existing contracts, leases, or other commercial arrangements of \$250,000 as of November 10, 2021. Mrs. de Onís made the Committee aware of one new contract, PwC, to assist with data classification. Mrs. de Onís then answered the Committee Members' questions.

Adjourn

There being no further business to come before the Committee, the meeting was adjourned at approximately 11:27 a.m.

Secretary: Joan Moeller
Joan Moeller

Approved: Janet Handley
Janet Handley, Chair

Date: 3/22/2022

Audit and Ethics Committee of the Board of Directors of
The University of Texas/Texas A&M Investment Management Company