



Portfolio Oversight Committee Charter

1. **Purpose:** The Portfolio Oversight Committee (“Committee”) is established by the Board (“Board”) of the Foundation for the National Institutes of Health (“FNIH”) to support the Board in fulfilling its responsibilities relating to the oversight of the FNIH’s scientific program portfolio.
2. **Members:** The Portfolio Oversight Committee shall consist of at least three voting, independent members of the Board of Directors. A majority of the Committee’s voting membership shall constitute a quorum to conduct business.

The Chair of the Board and the President and Executive Director shall serve as *ex officio* members.

3. **Meetings:** The Portfolio Oversight Committee shall meet at those times and places as determined by the Chair of the Committee, and normally not less than twice per year. It shall meet with the President and Executive Director, and any other Officers or employees the Committee deems appropriate, to discuss and review matters contemplated by this Charter.

Reasonable notice of meetings shall be given to all Committee members or may be waived in the same manner as required for meetings of the Board. Meetings of the Committee may be held by means of conference telephone or other communications equipment that allow all persons participating in the meeting to hear and speak to each other. For the avoidance of doubt, decisions outside of meetings may also be taken by unanimous written or email consent.

In carrying out its role, the Committee may form subcommittees or retain outside consultants so long as it is within a budget approved by the Board for that purpose.

4. **Minutes:** The Portfolio Oversight Committee shall maintain minutes of its meetings and regularly report to the Board on its findings, recommendations, actions, and any other matters the Committee deems appropriate or the Board requests.
5. **Responsibilities:** The Portfolio Oversight Committee shall periodically:
 - Provide oversight, advice, and guidance on the strategic direction, performance, and evolution of the FNIH’s scientific portfolio
 - Evaluate the portfolio’s overall progress and strategy, health impact, value to the National Institutes of Health and partners, and return on financial investment
 - Approve material new portfolio platforms
 - Provide thought leadership and counsel concerning collaborative science, integrity, and ethics
 - Develop and refine norms for how the Committee receives information about the portfolio, contributes guidance and insight on the FNIH’s scientific work, and engages program executive committees and the management team as appropriate.

Approved by the Board of Directors on October 19, 2023.