

MIDPEN HOUSING CORPORATION

E&I COMMITTEE CHARTER

Role

The Equity and Inclusion Committee (the "Committee") assists the Boards of Directors (the "Board") of MidPen Housing Corporation and its Affiliated Entities ("MidPen") in the Board's oversight, integration, and activation of MidPen's 1. DEIB Vision, 2. DEIB Guiding Principles, and 3. DEIB Strategy at the Board level.

1. MidPen DEIB Vision: MidPen aspires to integrate Diversity, Equity, Inclusion, and Belonging (DEIB) into every area of the organization – within our communities, in our offices, and everywhere in between – to produce outcomes that are in line with the company's founding mission, written in 1970. We believe that the work of DEIB fundamentally benefits the people we serve, employees, and the community at large.

Together, MidPen staff, residents, Board members, and community partners play an important role in creating more equitable and inclusive communities. Internally, we are all accountable for applying our DEIB Guiding Principles to our day-to-day work and in our interactions with others. To live out our mission as a company, we commit to being intentional in taking action to adopt and implement practices and behaviors that challenge us to:

- Seek out and address inequities
- Work collaboratively with community partners to collectively advance equity and inclusion
- Create and maintain a culture that prioritizes inclusion and experiences of belonging for everyone in our diverse communities

2. MidPen Guiding Principles:

Diversity is the range of human differences represented at MidPen - including various personal characteristics, races, cultural experiences, and points of view - that make MidPen who we are as an organization. Diversity illustrates all the unique ways in which we differ, and how those differences make MidPen stronger.

Equity is how we attain fairness and inclusion by considering different needs, based on both historical and current disadvantages. We strive to meet the needs of MidPenners and residents. Equity is different from equality. With equality, everybody gets the same thing. With equity, resources are allocated and distributed based on different needs.

Inclusion is action. Inclusion is our everyday behavior and organizational norms that intentionally respect, appreciate, and make the most of the uniqueness that we bring - as individuals and groups - to MidPen.

Belonging is what happens when each MidPenner feels that they matter and are accepted unconditionally for who they are. Belonging turns "otherness" into "togetherness."

3. MidPen DEIB Strategic Pillars

- Communication & Engagement: Embedded as part of MidPen's culture and values.
- Leadership & Culture: MidPen's culture is inclusive and welcoming.

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- Residents & Communities: We practice our values in our daily work with residents and in the community.
- Retention & Talent Acquisition: MidPen’s staff at all levels reflects the diversity of the region we serve.

Authority and Membership

The Committee is a committee of the Boards established under Section 5.1 of the MidPen Bylaws. The Board shall appoint a target of five (5) total members, but not less than three (3) Committee members and a Committee chair (the “Chair”), all of whom will serve terms consistent with the MidPen Bylaws (two years with an option to renew). The total membership should be diverse; consisting of members of various backgrounds, professional/lived experiences, and who serve on at least three different Board Committees (Services, Finance, Audit, Development, Governance). Only directors may be members of the Committee. The Boards may fill vacancies on the Committee and may remove a committee member or Chair from the Committee at any time, with or without cause.

Responsibilities

The Committee shall

1. Provide Oversight of the development, ratification, advancement and integration of MidPen’s DEIB Vision; DEIB Guiding Principals; and DEIB Strategy.
2. Provide guidance and Oversight regarding expanded integration of DEIB within the Board of Directors by modeling and promoting a Board culture of inclusion and DEIB considerations in decision making.
3. Provide Oversight and guidance related to the DEIB activities and initiatives of MidPen staff.
 - a. Work with staff to support ongoing maturation of MidPen’s DEIB initiatives and monitor organizational DEIB Metrics.
 - b. Review, track progress, and make recommendations regarding DEIB objectives and key results outlined by the MidPen DEIB Department.
4. Perform such other duties as the Boards may from time to time assign to the Committee.

Committee Member Expectations

It is the expectation that members of the Committee shall

- a. Invest in their individual growth and development on topics related to DEIB
 - i. All members will complete the Intercultural Development Inventory IDI at the start of their term and at the conclusion of their term to assess their worldview orientation towards cultural differences. This will serve as the primary metric of growth and development with the goal that each member will move closer to acceptance and adaptation.
 - ii. Make space in meetings for members to have exposure to content and models for ongoing awareness building, and skill development around DEIB topics and concepts.
 - iii. Outside of meetings, seek out opportunities that provide exposure to different cultures, read/watch/listen to materials that allow for perspective

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taking or seeing things through a point of view/experience different from your own.

- iv. Offer reflections on real-world current events and impacts on the work of MidPen and our communities.

LIMITATIONS

Under no circumstances is the Committee authorized to:

1. Create Board committees or fill vacancies on the Board or any committee.
2. Fix compensation of directors.
3. Amend, repeal or adopt bylaws.
4. Amend or repeal any Board resolution that is, by its own express terms, not to be amended or repealed.
5. Approve any self-dealing transaction, except as provided in the California Nonprofit Public Benefit Corporation Law; or
6. Spend corporate funds to support a nominee for director after there are more people nominated for director than can be elected.

Operations

1. The Committee shall meet at least four (4) times each calendar year or more frequently as it shall determine. If possible, at least one meeting shall overlap with MidPen DEIB Celebration.
2. The Chair of the Committee shall preside over the meetings of the Committee. A majority of the members of the Committee shall constitute a quorum. Committee approvals shall require a vote of a majority of the Committee members present at a meeting at which a quorum is present.
3. The Committee shall report its activities to the Boards on a regular basis.
4. The Committee may invite individuals who are not members of the Boards to participate in Committee meetings, but these individuals shall not have voting power and shall not be held out as members of the Committee. The Committee may request any officer or employee of MidPen, or any outside consultants, counsel or other advisors, to attend meetings or meet with members of the Committee.
5. The Committee may retain consulting, legal and other advisors to the Committee. MidPen shall provide for appropriate funding, as determined by the Committee, for payment of compensation to these advisors.
6. The Committee may delegate to MidPen Staff those authorities provided in the approved Staff Delegation Policy.
7. The Committee shall review this charter at least every two years and recommend any proposed changes to the MidPen Governance Committee and/or Boards.