NCIA POLICIES AND PROCEDURES

NCIA Reference:	**NCIA-CHARTER-3000**
Title:	**Board of Directors Charter**
Chapter:	**Board-Approved**
Current Effective Date:	**November 19, 2025**
Original Effective Date:	**November 19, 2025**

I. Purpose and Authority

Session Law 2025-6 created the North Carolina Investment Authority ("NCIA") as a State agency for the performance of essential governmental and public functions, primarily investing and managing the State's North Carolina Retirement Systems' ("NCRS") assets and certain other funds ("Funds"). The NCIA is located within, but independent from the control of the North Carolina Department of State Treasurer, including for organizational, staffing, procurement, and budgetary purposes. A Board of Directors ("Board") governs the NCIA. The NCIA was created effective July 1, 2025, and assumed statutory investment powers and duties from the Department of State Treasurer effective January 1, 2026.

This Charter is established to set forth the guidelines by which the Board will fulfill its statutory and fiduciary duties and to facilitate the efficient and cohesive functioning of the Board and NCIA management. As reflected throughout this Charter, the Board's guiding principles are to:

1. Have expert Board members engage in informed, constructive, fair, open, and critical deliberations on matters that come before the Board;
2. Provide continuity of investment expertise across administrations within a collaborative and cooperative consensus building decision making process;
3. Maintain focus on the most impactful strategic and policy issues with respect to driving long-term investment performance;
4. Ensure good governance practices with clarity regarding delegations to NCIA management and associated accountabilities; and
5. Bring leading and innovative practices to the NCIA's investment activities.

The NCIA, the Board, and this Charter are always subject to the North Carolina General Statutes. Relevant citations are provided throughout this Charter for reference purposes only and may not reflect the most recent legislative activity.

II. Composition

The composition of the Board and the terms of its members are established by N.C.G.S. § 147-71.1. The Board consists of five members who serve staggered terms. All members are voting members.

A. Membership

The Treasurer of the State of North Carolina ("Treasurer") serves *ex officio*. N.C.G.S. §

147-71.1(a)(1). The Treasurer may designate an employee of the Department of State Treasurer to act at any meeting of the Board from which the Treasurer is absent. The Treasurer's designee may act to the same extent that the Treasurer could act if in attendance at such meeting. An ongoing designation – versus a designation for a single meeting – by the Treasurer must be in writing and filed with the Board. No other member of the Board is authorized to appoint a designee. N.C.G.S. § 147-71.1(i).

The Board's appointive members are:

1. One member appointed by the General Assembly upon the recommendation of the Speaker of the House of Representatives in accordance with N.C.G.S. § 120-121. N.C.G.S. § 147-71.1(a)(2).

2. One member appointed by the General Assembly upon the recommendation of the President Pro Tempore of the Senate in accordance with N.C.G.S. § 120-121. N.C.G.S. § 147-71.1(a)(3).

3. One member appointed by the Governor, subject to confirmation by the General Assembly by joint resolution. N.C.G.S. § 147-71.1(a)(4).

4. One member appointed by the Treasurer, subject to confirmation by the General Assembly by joint resolution. N.C.G.S. § 147-71.1(a)(5).

All appointed members of the Board shall have expert knowledge of investments and a minimum of a 10-year track record of successful management in pension, endowment, or other relevant investment management fields. No appointed member shall:

1. Hold any other public office in North Carolina, except that an appointed director may also have membership on either or both of the Boards of Trustees under N.C.G.S. § 128-28 and N.C.G.S. § 135-6. N.C.G.S. § 147-71.1(c).
2. Serve if any of the disqualifications criteria specified in N.C.G.S. § 147-71.1(d) apply to the individual.

Each appointive member of the Board shall take an oath of office to administer the duties of office faithfully and impartially, and a record of the oath shall be filed in the office of the Secretary of State by the Board Secretary.

B. Terms

The Treasurer, as an *ex officio* member, serves for as long as he or she holds office. N.C.G.S. § 147-71.1(a)(1).

The four appointive directors of the Board shall be appointed for staggered six-year terms, except for the initial term.

1. The initial term of the director appointed by the President Pro Tempore of the

Senate is one year.

2. The initial term of the director appointed by the Speaker of the House of Representatives is two years.
3. The initial term of the director appointed by the Treasurer is three years.
4. The initial term of the director appointed by the Governor is four years. N.C.G.S. § 147-71.1(b).

An appointive director whose term has expired but whose qualified successor has not been appointed may continue to serve on the Board until a qualified successor is duly appointed, including by the Treasurer, after a holdover period of six months or more as described in the following paragraph. N.C.G.S. § 147-71.1(b).

Any vacancy in a position held by an appointive member shall be filled by a new appointment made by the applicable appointing authority for the vacant seat. If a seat on the Board is vacant or held over for six months or more without an appointment by the applicable appointing authority of an individual meeting the statutory qualifications, then the Treasurer may nominate a member for approval by the Board. Any individual appointed to fill a vacancy shall serve for the unexpired term. A vacancy automatically occurs upon the death or resignation of a member of the Board or upon the failure of a member of the Board to:

1. Attend meetings for three consecutive meetings unless excused by majority vote of the other Board members;
2. Cure a conflict of interest within 30 days of identification of the conflict; or
3. Agree to abide by the Code of Ethics adopted by the Board. N.C.G.S. § 147-71.1(e)(1)--(3).

A duly appointed member of the Board may be removed by the applicable appointing authority for misfeasance, malfeasance, or nonfeasance. N.C.G.S. § 147-71.1(d1).

Any member of the Board is eligible for reappointment, except that no appointive member of the Board may serve for more than two consecutive, full, six-year terms without at least a one-year break in membership on the Board of Directors. N.C.G.S. § 147-71.1(f).

Notwithstanding the foregoing, the Board directs the Secretary of the Board to provide a written request to the applicable appointing authority to reappoint a member or appoint a replacement three months prior to the expiration of that member's term.

III. Officers

A. Chair

The Treasurer serves as Chair of the Board *ex officio*. N.C.G.S. § 147-71.1(h)(1). The

Chair's duties and authority include, without limitation, the following:

1. Setting meeting agendas and conducting meetings of the Board;
2. Calling special and emergency meetings of the Board;
3. Appointing members and chairs of the Board's subcommittees (subject to the Board's ratification);
4. Enforcing this Charter;
5. Recommending the appointment or removal of members; and
6. Designate a vice-chair from among the remaining members of the Board. The term of the vice-chair extends to the earlier of either three years or the date of expiration of the vice-chair's then current term as a member of the Board. In the absence of the Treasurer or the Treasurer's designee, the vice-chair shall preside over the proceedings of the Board. N.C.G.S. § 147-71.1(h)(2).

B. Chief Investment Officer

A Chief Investment Officer ("CIO") shall be appointed by a majority vote of the Board, and any vacancy may be so filled by the Board. An individual appointed as the CIO shall have expert knowledge of investments and a minimum of a 15-year track record of successful management in pension, endowment, or other relevant investment management arenas. The term of employment and compensation of the CIO shall be set by the Board, except that each term of employment shall be limited to five years or less. The CIO may be appointed for multiple terms of employment without interruption. The CIO may be removed from office by the Board at its discretion. The Board shall annually approve performance management goals for the CIO and complete a performance management evaluation, which may be facilitated by a third-party entity approved by the Board.

The CIO is the NCIA's principal executive officer and is responsible to the Board. Under this Charter and Board-approved policies, the Board delegates to the CIO the authority and responsibility for:

1. Managing and directing the NCIA's administrative, personnel, budgeting, legal, operational, risk management, compliance, technology, and investment functions, including, but not limited to the tactical allocation of investment assets necessary to remain within the approved absolute risk operating range set by the Board in accordance with N.C.G.S. § 147-71.2(a)(4);
2. Developing specific individual investment portfolio objectives and policy guidelines, and providing the Board with monthly and quarterly reports of investment activities, liquidity positioning, and key risk indicators;
3. Creating positions and employing staff necessary to assist the CIO and the Board, consistent with the Board approved budget, in carrying out duties and responsibilities pursuant to N.C.G.S. § 147-72.1(c); and

4. Negotiating, renegotiating, and executing contracts with third parties in the performance of the CIO's duties and responsibilities, including those entities authorized in N.C.G.S. § 147-71.2(c), except that contract execution with master global custodian banks and external auditors shall be done only after approved by the Board pursuant to N.C.G.S. § 147-72.1(c). Further, contract execution with a legal services firm by the CIO to initiate litigation with potential recoveries or damages in excess of $10,000,000 shall only be done after approved by the Board.

C. Secretary

The NCIA's General Counsel serves as Secretary of the Board ("Secretary") unless the Board appoints another individual. The Secretary is responsible for the following:

1. Assisting the Chair in conducting meetings in an efficient and effective manner and in compliance with applicable laws and policies;
2. Maintaining a current list of Board members, with their contact information and Board terms;
3. Providing a meeting agenda and materials to Board members in advance of each meeting;
4. Assisting the Board in scheduling meetings;
5. Notifying members of the public of meetings in compliance with North Carolina's open meetings laws (N.C.G.S. Chap. 143, Art. 33C (the "Open Meetings Law"));
6. Accepting service of process on behalf of the Board;
7. Preparing minutes and maintaining custody of all books, documents, and papers filed with the Board;
8. Ensuring the Board and NCIA meets all North Carolina statutory reporting requirements to the General Assembly;
9. Other duties as assigned by the Chair or the Board. N.C.G.S. § 147-71.1(h)(3).

The Secretary may obtain assistance and may delegate assigned duties but shall be responsible for the conduct of any person providing such assistance.

IV. Meetings

A. Schedule

The Board shall establish an annual schedule of at least quarterly meetings of the Board. Special or emergency meetings of the Board may be called by the Chair or a majority of the members of the Board. N.C.G.S. § 147-71.1(k).

B. Notices and materials

The Board's annual schedule and all meeting notices shall be posted on the NCIA's website and as required by the Open Meetings Law. The Board's agendas and materials shall be posted on the NCIA's website.

C. Open meetings

All meetings shall be conducted in compliance with the Open Meetings Law, which applies to meetings of the Board at which a quorum is present. All meetings shall be open to the public, unless closed by vote of the Board in compliance with the Open Meetings Law. Members of the public shall be permitted to speak at all regular meetings. The Chair may reasonably limit the time for public comment and exercise its discretion in doing so; may categorize, combine, or otherwise organize such speakers for efficiency; and may require that those seeking to make a public comment provide prior notification or otherwise register with the Secretary.

D. Guiding principle for meeting deliberations

Board members are expected to engage in informed, constructive, fair, open, and critical deliberations on matters that come before the Board. The intent of the Board deliberations is to engage in a collaborative, cooperative, and consensus building decision making process. Board members are expected to minimize deliberations on topics that do not have a significant impact on the long-term success of the NCIA and may reduce the amount of time that the Board can allocate to mission-critical areas. Board members are encouraged to share leading and innovative practices that may benefit the NCIA's investment activities.

E. Minutes

The Secretary shall take the official minutes of all meetings. The minutes are subject to approval by the Board.

F. Quorum and voting

The affirmative vote of a majority of the members of the Board present at a meeting of the Board is required for any action taken by the Board, except that the Treasurer's vote shall prevail in the event of a tied vote. A quorum of the Board requires a minimum of three members of the Board. All members of the Board are voting members and are permitted to make motions. N.C.G.S. § 147-71.1(k). The Board has adopted Robert's Rules of Order to govern its meetings.

G. Attendance

Each member is expected to attend all Board meetings. Members may attend meetings in person, by phone, or by videoconference.

V. Duties

A. Standard of care

Members of the Board shall discharge all their duties with respect to each fund or investment program held by the NCIA consistent with N.C.G.S. § 147-70.6, including, but not limited to:

1. Solely in the interest of the intended beneficiaries of the fund, if any;
2. Exclusively carrying out the purpose of the fund, including providing benefits to participants and beneficiaries, and paying reasonable expenses of administering the fund;
3. With the care, skill, and caution that a prudent investor would use after considering the purposes, distribution requirements, and other circumstances then prevailing;
4. Impartially, taking into account any differing interests of participants and beneficiaries;
5. Incurring only costs that are appropriate and reasonable; and
6. In accordance with a good-faith interpretation of the provisions of N.C.G.S. § 147-69.2 and any other applicable law governing each fund or investment program.

B. Investment Considerations

In investing and managing assets of any fund or investment program, the Board shall do the following:

1. Consider the following circumstances:
   - General economic conditions;
   - The possible effect of inflation or deflation;
   - The role that each investment or course of action plays within the overall portfolio of the fund;
   - The expected total return from income and the appreciation of capital;
   - Needs for liquidity, regularity of income, and preservation or appreciation of capital;
   - With respect to the Retirement Systems defined in N.C.G.S. § 147-69.2(b)(8) and any other pension plans, the adequacy of funding for the Retirement Systems or other pension plan based on reasonable actuarial factors; and
   - The purpose of the fund, if established.
2. Diversify the investments of the fund, unless the Board reasonably determines that, because of special circumstances, including applicable investment

restrictions, it is clearly prudent not to do so;

3. Make a reasonable effort to verify facts relevant to the investment and management of assets of the funds; and
4. In the evaluation of an investment, or in the evaluation or exercise of any right appurtenant to an investment, consider only pecuniary factors, consistent with N.C.G.S. § 147-70.6.(b)(5). The Board may, in the evaluation or exercise of any right appurtenant to an investment, reasonably conclude that not exercising that right is in the best interest of the fund's beneficiaries.

C. Required Board Approvals

The Board shall approve each of the following:

1. Investment policy statements, which shall include investment objectives, a strategic asset allocation, and policy benchmarks. Pursuant to N.C.G.S. § 147-69.10(a), the Retirement Systems' investment policy statement shall be presented for Board approval at least biennially;
2. Risk budgets, including related limits for key risk indicators;
3. The appointment of a master global custodian bank;
4. Annual operating budgets for investment programs. The Board shall not approve an annual internal budget for the NCIA that exceeds three basis points of a rolling three-year average of total assets invested by the NCIA, unless the Board reasonably determines that, because of special circumstances, including applicable investment restrictions, it is clearly not prudent to do so;
5. Market-oriented compensation plans pursuant to N.C.G.S. § 147-71.2(d);
6. This Charter, and those investment policies and ethics policies listed in Appendix 1, Table 1 as reserved for Board approval (namely, those required pursuant to N.C.G.S. § 147-73.2). Appendix 1, Table 2 are those charters and policies whose approval are delegated to NCIA management;
7. An annual certification of the allocation of illiquid investments within the Retirement Systems pursuant to N.C.G.S. § 147-71.2(a)(6);
8. At least biennially, an absolute risk operating range for the Retirement Systems' assets expressed in equity and debt allocation equivalency terms and meeting the criteria of N.C.G.S. § 147-71.2(a)(4);
9. General support and assistance to be provided to the Supplemental Retirement Board of Trustees pursuant to N.C.G.S. § 147-69.4A; and
10. Any investment actions that exceed the delegated authorities set out in the NCIA Investment Committee Charter consistent with N.C.G.S. § 147-72.1(d).

D. Oversight of NCIA Investment Programs

The Board shall periodically review the following:

1. Investment performance and investment manager appointment and termination activities;
2. Investment strategies, policies, and tactical considerations (as are more fully described in the NCIA Investment Committee Charter);
3. Asset liability studies;
4. Performance benchmarks and key risk indicators;
5. Audited investment financial statements and audit reports pursuant to N.C.G.S. § 147-69.9;
6. Independent evaluations of governance, operations, and investment practices pursuant to N.C.G.S. § 147-69.10(b); and
7. Periodic cost-effectiveness studies of the investment programs.

E. Administrative fees

Under N.C.G.S. § 147-69.3(f) the cost of administration, management, and operation of investment programs shall be apportioned and paid equitably among the programs in a manner prescribed by the NCIA, including through administrative fees if approved by the Board. Periodically, the CIO shall provide recommendations to the Board regarding administrative fees.

F. Advisors and Delegation

To the greatest extent allowed by law, through a duly approved Board resolution, Charter, or policy, the Board may request professional advisors (e.g., legal counsel, financial advisors, tax counsel, auditors, etc.) or delegate primary responsibility for any matter to a committee of the Board, the CIO, or another entity or person retained by the NCIA. The Board's objective is to improve the efficiency of NCIA's processes by utilizing delegations to the greatest extent possible without compromising controls and accountability. The Board shall be responsible at all times for meeting the standards of care described in this Charter in the Board's selection, retention, and oversight of any delegees.

G. Management and Third-Party Communication

Board members shall have complete access to NCIA senior management in order to obtain the information necessary to fulfill their duties and to share leading and innovative practices that may benefit the NCIA's investment activities. Any outreach by Vendors to Board members should be referred to the Chair or CIO, as appropriate.[1]

[1] For the purposes of this Charter, a Vendor is any service provider, investment manager, supplier, or other entity that provides goods or services to NCIA or the Funds, any entity seeking to become a Vendor, or their third-party representatives.

H. Board Code of Ethics

Appendix 2 sets forth the Board Code of Ethics. The North Carolina State Ethics Commission has determined that the Board is subject to the State Ethics Act. Board members shall file all disclosures and complete all ethics training that are required by the North Carolina State Ethics Commission and state law.

In addition to the training requirements related to the State Ethics Act, Board members shall complete ethics orientation training within 90 days of joining the Board and shall complete fiduciary training on an annual basis. The ethics orientation and fiduciary training shall be provided by the NCIA's General Counsel. In addition to serving as the Secretary, the General Counsel serves as the Chief Ethics Officer and Ethics Liaison Officer to the North Carolina Ethics Commission for the Board and NCIA.

I. Self-Assessment

To ensure the Board is functioning as effectively and efficiently as possible, the Board will periodically assess its own performance and make appropriate changes with the intent that the assessment will occur at least biennially. The Chair will facilitate the self-assessment through any means determined by the Board. Such assessment shall also review whether and how the responsibilities in this Charter have been carried out.

VI. Committees

The Board may appoint *ad hoc* committees to address specific issues of limited scope. Committees shall consist of at least three but not more than four Board members. Members and chairs of committees are appointed by the Chair and ratified by Board members. The chair of a committee may delegate his or her duties to another member of the committee or to the CIO during his or her absence.

VII. Staff

The CIO may appoint employees of the NCIA to serve as staff to the Board and its committees, subject to removal or replacement at the Board's demand. The Board and its committees may request legal, compliance, operational, communications, and/or other assistance from NCIA staff.

Adopted by the Board, this 19th day of November, 2025.

Bradford B. Briner
North Carolina State Treasurer
Chair, North Carolina Investment Authority Board of Directors

APPENDIX 1: Board Reserved Matters and Delegations of Authority

Table 1: Charters and Policies that Require Board Approval Pursuant to N.C.G.S § 147-73.2

Charter or Policy
• Board of Directors Charter
• Investment Committee Charter
• Investment Policy Statements for NCRS and other funds (unless otherwise delegated; e.g., VCMF)
• Ethics and Conduct Policy
• Investment Transaction Disclosure Policy
• Risk Budget Policy (to be developed in 2026 following Asset Liability Management Study)

Table 2: Charters and Policies Delegated by the Board to the CIO to Approve and Maintain*

Charter or Policy
• Operating Committee Charter
• Compliance, Risk, and Ethics Committee Charter
• Valuation Committee Charter
• Corporate Governance Committee Charter
• Venture Capital Multiplier Fund (“VCMF”) Investment Policy Statement
• Signatory Authority Policy
• Insider and Personal Trading Policy
• Investment Manager and Vehicle Selection Policy
• Investment Manager and Vehicle Monitoring Policy
• Proxy Voting Guidelines
• Internal Portfolios Trading Policies and Procedures
• Accounting, Budget, Accounts Payable, Reimbursement, and Invoicing Policies and Procedures
• Travel, COOP/DR, Procurement, Contracting, and other Administrative Policies and Procedures
• Human Resource and Rewards Administration Policies and Procedures
• Information Technology Policies and Procedures
• Communications Policies and Procedures
• Ancillary Governmental Participants Investment Program Policy and Procedure
• Hold Policy for Shareholder Action
• Divestment and Contract Prohibition Policy
• Contractual Provisions for Indemnification and Liability Policy
• Office of Foreign Asset Control (OFAC) Sanctions Compliance Policy
• Securities and Antitrust Litigation Policy
• Confidentiality Policy
• Policy Development Policy

*No delegated Charter or Policy may supersede Charters and Policies specifically reserved for Board approval.

APPENDIX 2: Board Code of Ethics

I. Ethical Principles

The State Ethics Commission has determined that the Board is subject to the State Government Ethics Act (the "Ethics Act").[2] In addition to the requirements of the Ethics Act, Board members should act with integrity, competence, diligence, respect, and in an ethical manner while performing their responsibilities as outlined in this Charter. The decisions and advice of the Board may influence the decision-making of the NCIA. Therefore, the knowledge and expertise of the Board members shall be applied solely for the benefit of the Funds managed by the NCIA. Board members should not advance their personal interests or engage in behavior that would reasonably result in an actual or potential conflict of interest ("Conflict of Interest")[3] with the Funds managed by the NCIA.

At the same time, it is important to recognize that Board members volunteer their time in a spirit of public service and contribute their expertise without compensation. Accordingly, persons serving on the Board should be free to pursue their personal and professional financial interests without limitation unless those interests would foreseeably result in a Conflict of Interest with the interests of the Funds managed by the NCIA, or a restriction as defined in this Code of Ethics ("Code").

II. Restrictions on Transactions between the Board Members and the Funds

A. **Interested Party.** As used in this Code, "interested party" shall mean: (1) a Board member; (2) the spouse[4] of a Board member; (3) any partnership in which the Board member or spouse is a general partner or owns ten percent of either the capital or profits interest of such partnership; and (4) any corporation in which the Board member, or his or her spouse, individually or collectively, own or control ten percent or more of the outstanding stock.

B. **Prohibition on Transactions.** No interested party shall engage in a transaction if such transaction constitutes:

1. The sale, exchange, or lease of any property between the Funds and an interested party;
2. The loan of money or other extension of credit between the Funds and an interested party;
3. The furnishing of goods, services, or facilities between the Funds and an interested party; or
4. The transfer of any assets of the Funds to, or the use of any assets of the Funds by

[2] N.C.G.S. § 138A-3(3)

[3] A Conflict of Interest occurs when a member takes an action that may provide a reasonably foreseeable financial benefit to the member, the member's family, or a business or nonprofit with which the member has a financial relationship or serves in a leadership role. A conflict of interest also occurs when a member takes an action in formal proceedings where the member has a personal, financial, or familial relationship with a participant. A Conflict of Interest includes an actual Conflict of Interest or a potential Conflict of Interest.

[4] The term "spouse," as used here, includes domestic partners.

or for the benefit of, an interested party.

C. **Prohibition as Broker-Agent.** A Board member shall not, in his or her individual capacity or in any other capacity, act as a broker or agent for or otherwise represent any party in any transaction with the Funds.

D. **No Consideration.** No interested party shall receive any consideration from any party in connection with a transaction with the Funds.

E. **Prohibition of Receipt of Gifts.** No interested party may use their position to secure, solicit, or accept things of value, including gifts, travel, meals, and lodging, from parties doing or seeking to do business with the NCIA or interested in matters before the Board.

F. **Exceptions to Prohibition of Receipt of Gifts; Reporting Requirement.** This Code is intended to be in harmony with the Ethics Act[5] with respect to gifts that a public servant is permitted to accept. This includes the gift and receipt of honorariums for participating in meetings, advertising items or souvenirs of nominal value, or meals furnished at banquets, as well as customary gifts or favors between employees or officers and their friends and relatives where it is clear that the relationship, rather than the business of the individual concerned, is the motivating factor for the gift or favor. However, all such gifts knowingly made or received are required to be reported by the Board member to the General Counsel.

III. Restrictions to Perform Certain Services or Evaluate, Advise, or Vote on Certain Matters

If a Board member is an officer, director, or employee of any entity that recommends, or seeks to engage in, a transaction not otherwise prohibited by this Code and the Board member is required to evaluate, provide advice, or vote on the transaction, the Board member shall notify in advance the General Counsel of his or her relationship to the entity and shall not participate in such an evaluation, advising, or voting. Further, such Board member shall not knowingly perform services in connection with that transaction.

A Board member shall not participate in any evaluation of, or discussion of any evaluation of, any transaction if the investment manager or other organization under consideration employs an interested party or an entity of which the Board member is an officer, director, or employee.

The provisions of this section, however, shall not preclude a Board member from evaluating, providing advice, or voting on an investment matter in which the only relationship between the Funds and the entity is that of co-investors in limited partnerships or other investment structures where management responsibility is not vested in the entity.

IV. Post-Service Restriction

A Board member shall not, for a period of two years after termination of service on the Board, make an appearance before the Board or any NCIA staff for the purpose of influencing the actions of the NCIA, a staff member of the NCIA, or the Board.

[5] N.C.G.S. § 133-32 (d) and § 138A-32.

V. Confidential Information

Board members may be provided or have access to confidential information, including potentially material nonpublic information. It is the duty of Board members to use care and discretion in the handling of confidential information. No Board member shall use or disclose confidential information which the member gained during his or her service or by reason of his or her official position on the Board for purposes of advancing his or her personal or financial interest.

VI. Interpretation and Meaning of this Code

When a Board member has a doubt as to the application of any part of this Code to a particular situation, he or she may request the General Counsel provide an advisory opinion. The Board member shall have the opportunity to present his or her interpretation of the facts at issue and of the applicability of provisions of this Code before such an advisory opinion is made. Absent a countervailing opinion from the Ethics Commission, advisory opinions made by the General Counsel shall be binding upon the Board and its members.

VII. Disclosure Requirement

Each member of the Board shall have an affirmative duty to proactively identify and promptly disclose to the General Counsel any personal, social, employment, or business activities and relationships that impact his or her objectivity, create Conflicts of Interest, impair his or her ability to make impartial decisions, or otherwise interfere with the proper performance of his or her responsibilities as a member. In addition, each member shall have a duty to report to the General Counsel: (1) personal or professional investments that would foreseeably result in a Conflict of Interest with the interests of the Funds and (2) gifts received from Vendors.

Each member of the Board shall also have an affirmative duty to immediately report directly to the General Counsel knowledge of any actual or suspected act by another Board member or NCIA staff that constitutes: (1) fraud or misconduct, (2) a material error that adversely affects the Funds' assets or interests, (3) misrepresentation or omission of material information in reporting and communications, or (4) violations of laws, rules, or NCIA policies. The General Counsel has the duty to promptly and objectively investigate credible reports and escalate to the CIO, Board Chair, and/or Ethics Commission, as appropriate.

VIII. Acknowledgment

The Board has approved this Code, setting forth standards of conduct for its members. A copy of the Code shall be provided to each person upon appointment to the Board and annually thereafter.

Each Board member shall acknowledge (Addendum A) he or she has received and read the Code and agrees to be bound by the provisions contained within. In addition, Board members shall be required to annually (1) attest compliance with the Code and (2) voluntarily disclose any potential lack of compliance with the Code.

IX. Violation of Code of Ethics

Any violation of this Code by a Board member may be grounds for removal under N.C.G.S § 147-71.1.

REVIEW/REVISION HISTORY

Version	Date	Description of Changes
1.0	11/19/2025	New policy

Addendum

Addendum A – Acknowledgment Form

For questions or clarification on any of the information contained in this Appendix 2, please contact the NCIA General Counsel.

Addendum A

ACKNOWLEDGMENT FORM

I have read the Board Charter and the Code of Ethics (Appendix 2) and in signing below:

1. I understand this Code applies to me as a member of the Board;
2. I attest to my compliance with the Code (unless I am a new member signing this Acknowledgment Form for the first time);
3. I will voluntarily disclose, to the best of my knowledge, any potential or actual noncompliance with the Code; and

I understand that, as long as I am a Board member, I must annually attest to my compliance by signing this Acknowledgment Form.

_____

NAME (print)

_____

SIGNATURE

_____

DATE