



## Item 1: Cover Page

### Summit Rock Advisors, LLC Part 2A of Form ADV: Firm Brochure

March 2015

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This brochure provides information about the qualifications and business practices of Summit Rock Advisors, LLC ("Summit Rock"). If you have any questions about the contents of this brochure, please contact us at 212-993-7150. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

Additional information about Summit Rock is also available on the SEC's website at: [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Registration with the SEC or any state securities authority as an investment adviser does not imply a certain level of skill or training.

## Item 2: Material Changes

Summit Rock is required to identify and discuss any material changes made to this Brochure since the last update. General updates have been made to this Brochure; however, there are no material changes to report since the filing of Summit Rock's Form ADV Part 2A dated June 2014.

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## Item 4: Advisory Business

Summit Rock was co-founded in 2007 by David Dechman, the Chief Executive Officer, and Nancy Donohue, the Chief Investment Officer. Mr. Dechman and Ms. Donohue remain Summit Rock's principal owners.

Summit Rock is an independent advisory firm that provides financial advice and portfolio management to a select number of individuals and their family members, family foundations and trusts and independent foundations and endowments (each, a "Client" and collectively, the "Clients"). Clients typically have minimum wealth in excess of \$100 million. Currently, the average client size at Summit Rock is approximately \$325 million. Summit Rock functions as its Clients' outsourced investment office providing independent, customized advice.

Although Summit Rock Clients all benefit from shared resources, each situation is unique. Summit Rock's approach is to work with each Client in order to understand that Client's complete financial picture in a holistic manner and then mutually agree with the Client on a portfolio management plan. The investment program is customized for each Client and will incorporate a selection of managers Summit Rock believes are the most talented across a wide universe of choices, encompassing all sectors of the market, all geographies and all liquidity spectrums.

Summit Rock creates a structured process which prioritizes and addresses the most important issues for each Client. Summit Rock's investment philosophy aims to preserve capital, reduce volatility, and increase long-term purchasing power. Summit Rock's approach includes the following:

- Asset allocation with broad asset class diversification
- Access to investment managers
- Due diligence
- Liquidity management
- Investment implementation advice and support
- Integration of legal, governance and other factors that impact financial results

Summit Rock also serves as the investment manager to privately offered pooled investment vehicles (the "Summit Rock Portfolios" or "Portfolios") that are made available only to Summit Rock Clients. Based on the portfolio management plan designed by Summit Rock and each Client, Summit Rock will advise the Client to invest in one or more Portfolios, each of which has a specific investment objective. As a result, a Client may be invested through the Portfolios across an array of asset classes with investment management teams that Summit Rock believes are top-tier in their sectors. Through the Portfolios, Summit Rock will seek to achieve several important benefits for Clients, including: diversification, access



to top-tier investment managers, streamlined operations, and consolidated performance, financial and tax reporting.

As of December 31, 2014, Summit Rock provides investment advice for approximately \$10.2 billion of assets under supervision. Of this amount, approximately \$4.6 billion of assets were invested in the Summit Rock Portfolios. Summit Rock makes the investment decisions for these assets, and such assets are referred to as being managed on a discretionary basis. Clients typically establish a Balanced Reserves account to fund capital commitments to certain Summit Rock Portfolios. These are also managed on a discretionary basis and total approximately \$70 million in assets as of December 31, 2014. Summit Rock also provides non-discretionary investment advice to Clients on approximately \$5.5 billion in assets, which are not invested in the Summit Rock Portfolios or the Balanced Reserves accounts and are typically held in a Client's name (the "Directly-Held Assets"). The Clients are responsible for acting on any investment advice given by Summit Rock relating to the Directly Held Assets, and such Directly Held Assets are referred to as being advised on a non-discretionary basis.

## Item 5: Fees and Compensation

Clients of Summit Rock will be subject to various types of fees charged by Summit Rock, its affiliates, and third parties. These fees, which are described in detail below, do not offset one another. Other investment advisers may offer services similar to Summit Rock's for higher or lower fees. The fees that Summit Rock Clients pay are Summit Rock's only form of revenue. Summit Rock is completely transparent in its pricing. If a Client terminates its advisory relationship with Summit Rock, any unearned portion of prepaid fees will be refunded by Summit Rock to the Client.

### **A. Advisory Fees**

The advisory fee covers the cost of the broad engagement with Summit Rock. The Summit Rock advisory fee includes all services associated with providing guidance to the Clients. In general, the cost of the advisory fee covers services related to the development, implementation, monitoring and reporting of the investment plan and ongoing communication and education. Summit Rock typically charges Clients an advisory fee equal to 0.50% per year. This fee is assessed on all Client assets under supervision, including Client investments in the Summit Rock Portfolios and the Balanced Reserves accounts. Advisory fees are charged quarterly in advance. The advisory fee is negotiable based on the situation of the Client and level of work involved. Summit Rock will invoice Clients directly for their quarterly advisory fees; provided, however, that some Clients elect to have Summit Rock withdraw advisory fees directly from their Balanced Reserves accounts. Other Clients may direct Summit Rock to invoice the Client's third party custodian to pay the advisory fees directly to Summit Rock on such Client's behalf.

### **B. Management Fees**

Summit Rock offers pooled investment vehicles, the Summit Rock Portfolios, in order to provide certain important benefits to Clients including diversification, access to top-tier investment managers, streamlined operations and consolidated performance, financial and tax reporting. Each Summit Rock Portfolio assesses a management fee of 0.65% of invested assets per year. Based on a Summit Rock Portfolio's investment objective, this management fee will be based on a Client's net asset value and/or committed capital in such Summit Rock Portfolio. Management fees are assessed quarterly in advance for Clients in the Summit Rock Portfolios. Summit Rock maintains the right to waive all or a portion of its management fees with respect to any investor, including affiliates of Summit Rock.

### **C. Performance Allocations and Performance Fees**

Summit Rock is motivated to deliver performance to Clients in the Summit Rock Portfolios by having a compensation system in place which rewards performance above industry benchmarks relevant to a specific Portfolio's investment objective (a "Performance Bonus"). With respect to Portfolios with high

or medium liquidity investment strategies, a Performance Bonus of 15% of the excess performance above such Portfolio's benchmark (net of such Portfolio's management fees and expenses) is allocated or paid to a Summit Rock affiliate from each Client's capital account or net asset value. For such high or medium liquidity Portfolios, the Performance Bonus, if any, is allocated or paid at the end of each fiscal year. With respect to the Portfolios with long term liquidity, the Performance Bonus is paid to a Summit Rock affiliate upon the distribution of proceeds above such Portfolio's benchmark. If an investor in a Summit Rock Portfolio withdraws at a time other than fiscal year-end, the Performance Bonus will be determined as of the withdrawal date. Because Performance Bonuses are made in comparison to a Portfolio's benchmark, Performance Bonuses may be allocated or paid in a year where a Portfolio has a net loss. The base value of a Client's capital account or net asset value resets annually for purposes of calculating the Performance Bonus. Summit Rock maintains the right to waive all or a portion of its Performance Bonus with respect to any Client, including affiliates of Summit Rock.

#### **D.      Balanced Reserves Administration Fee**

Summit Rock Clients have the option to establish and maintain a Balanced Reserves Account at a qualified custodian in order to facilitate funding for Summit Rock Portfolios with capital commitments that will be drawn down over time or to satisfy amounts related to Summit Rock fees. Summit Rock generally charges an administration fee for services performed in connection with oversight, monitoring capital calls, executing wire transfers and rebalancing transactions in a Client's Balanced Reserves Account. The administration fee is set at an annual rate of 0.15% of the average daily assets in a Client's Balanced Reserves Account and is deducted from such Account quarterly in arrears.

#### **E.      Other Fees and Expenses**

In addition to the fees noted above, Clients may be subject to other fees and expenses from other asset managers, broker-dealers or custodians recommended by Summit Rock that are not affiliated with Summit Rock. Among other things, these fees and expenses may include private fund management and performance fees and related expenses. In addition, these fees may include custody fees, brokerage and other trading costs, and fees related to the management of mutual funds, money market funds, fixed income investments, equities and/or exchange traded funds held in Client accounts.

Clients with investments in the Summit Rock Portfolios are also subject to certain expenses including legal, accounting, auditing, administrative, information technology and other reporting and tax preparation expenses, expenses incurred in respect of all regulatory and compliance reporting, all out-of-pocket expenses related to the acquisition, holding and disposition of Portfolio investments, including fees and commissions associated with investments, all custodian fees, travel expenses, taxes, printing expenses, interest on borrowed monies, brokers' fees and commissions and costs and expenses relating to the transfer of Client investments. Clients also indirectly incur costs relating to Portfolio investments in underlying managers including management fees, performance fees and expenses similar to those detailed above.

## Item 6: Performance-Based Fees and Side-by-Side Management

### A. Performance-Based Fees

As detailed in Item 5 above, Summit Rock may receive a Performance Bonus from the Summit Rock Portfolios and, as such, Summit Rock may have an incentive to advise a Client to allocate its assets to those Portfolios that Summit Rock believes will generate the highest Performance Bonus even if different Portfolios might be more beneficial to a Client's overall wealth management. Furthermore, Summit Rock may have an incentive to advise a Client to invest in one or more Summit Rock Portfolios when it might ultimately be more beneficial for such Client to invest in other Portfolios, Directly Held Assets or funds or assets for which Summit Rock does not provide any advisory services. Conversely, Summit Rock may advise a Client to withdraw from a Summit Rock Portfolio when it may be disadvantageous for the Portfolio.

Summit Rock strives to provide transparency to its Clients with respect to its fees and the fees of the Summit Rock Portfolios. Summit Rock only recommends that a Client allocate capital to the Summit Rock Portfolios after making a good-faith determination that such an allocation is in the Client's best interest. All Summit Rock Clients have the ability to modify their investment allocations at any time and are aware of these potential conflicts of interest when making a decision to invest in the Portfolios.

### B. Side-by-Side Management

Summit Rock expects that the Summit Rock Portfolios will invest on a side-by-side basis. Clients should be aware of the following potential conflicts of interest resulting from the unique relationship that Summit Rock has with Clients as both Investment Manager of the Summit Rock Portfolios and as provider of overall wealth management services to each Client. In determining allocations, Summit Rock may consider various factors and legal requirements, the availability of other investment opportunities and individual Client relationships. Differences in these factors may result in one or more Summit Rock Portfolios not investing in the same proportion to its net asset value as other Portfolios. In addition, a Portfolio may not invest at all, at the same time or on the same terms as another Portfolio. Summit Rock may allocate a favorable investment opportunity to one or more Summit Rock Portfolios but not to other Portfolios.

Summit Rock serves as investment adviser to a variety of Clients and Summit Rock Portfolios, and Summit Rock may make investment decisions for a Summit Rock Portfolio or Client that are different from those made on behalf of a Portfolio or other Client. Each Client and Summit Rock Portfolio has a unique overall investment portfolio and goals and, as a result, Summit Rock may provide conflicting advice to different Clients or Portfolios and take conflicting actions with respect to Portfolio or Client assets. In order to mitigate this risk and conflict, Summit Rock has implemented procedures designed to seek fair and equitable treatment for all Clients and Portfolios over time.



## Item 7: Types of Clients

As more fully detailed in Item 4 above, Summit Rock provides financial advice and portfolio management to a select number of individuals and their family members, family foundations and trusts and independent foundations and endowments.

Summit Rock also serves as the investment manager to privately offered pooled investment vehicles, the Summit Rock Portfolios, which are made available only to Summit Rock's Clients.

## Item 8: Methods of Analysis, Investment Strategies and Risk of Loss

### A. Client Asset Allocations

Summit Rock develops a customized asset allocation plan for each Client after acquiring a detailed understanding of the Client's complete financial situation. The asset allocation plan is tailored to reflect the Client's financial objectives, risk tolerance, time horizon, liquidity requirements, tax position and any other specific circumstances that warrant consideration. Summit Rock acquires this information through deep engagement with the Client, in addition to the Client's legal and tax advisers and financial staff, including family office personnel or foundation staff members.

In addition to each Client's unique circumstances, Summit Rock's approach to asset allocation is driven by its knowledge of the best practices of market leaders, a practical and realistic application of academic theory and experience-based judgments.

Ultimately, a primary goal for many Client asset allocations is the desire to preserve capital, reduce volatility and enhance purchasing power over time. This calls for an asset allocation that strikes a balance between preserving wealth and seeking attractive returns. Summit Rock seeks to strike this balance, and mitigate unnecessary risk, by achieving adequate diversification by investment strategy, manager, geography, sector and vintage year.

In addition to asset allocation, Summit Rock considers manager selection an important source of investment returns and a key tool for risk management. In the following sub-section entitled "Summit Rock Portfolios," the Summit Rock approach to manager selection and risk management is described.

### B. Summit Rock Portfolios

Summit Rock serves as the investment manager to privately offered pooled investment vehicles, the Summit Rock Portfolios, which are made available only to Summit Rock's Clients. Each Summit Rock Portfolio has a specific investment focus and performance benchmark. When viewed in aggregate with the Clients' Directly-Held Assets (including directly held managers), these pooled investment vehicles provide the component pieces that allow for the creation of a fully diversified and customized portfolio for each Client. The Summit Rock Portfolios are used as vehicles to access managers who Summit Rock believes are best-in-class within less-efficient asset classes where opportunities for outperformance exist.

Summit Rock's investment process includes quantitative and qualitative manager research, portfolio construction considerations and a variety of Operational Risk Management ("ORM") processes. In selecting an underlying manager for a Summit Rock Portfolio, Summit Rock considers the merits of the manager's investment program alongside the integrity of its business and operational infrastructure.

Summit Rock generally seeks to place the Summit Rock Portfolios' capital with well-established investment managers that have a history of strong performance, careful risk management, strict operational controls and institutional third party service providers. Some of the unaffiliated managers chosen by Summit Rock trade relatively frequently, which can result in heightened trading costs and less favorable tax treatment of gains. In addition, historical Portfolio tax results may not be indicative of tax results in future periods.

Investing in securities involves a risk of loss that Clients should be prepared to bear. In addition, Clients should be aware that they will be required to bear the financial risks of an investment in the Summit Rock Portfolios for a substantial period of time.

The following is a summary of certain material risks associated with investing in the Summit Rock Portfolios. These are more fully detailed in each Portfolio's Confidential Offering Memorandum.

- **General Risks Associated with Underlying Managers.** The assets of the Summit Rock Portfolios will generally be managed by investment managers unrelated to Summit Rock. Historical performance of selected underlying managers is not indicative of their future performance, which may vary considerably. Summit Rock will not have the opportunity to evaluate the relevant economic, financial and other information that will be used by underlying managers in their selection, structuring, monitoring and disposition of investments which may result in terms that are disadvantageous to Clients and the Portfolios such as high fees, limited liquidity and limited or no voting rights. The Summit Rock Portfolios will not have an active role in the day-to-day management of the underlying funds, their investments and, as a result, the returns of the Portfolios will depend largely on the performance of these unrelated underlying managers and could be substantially adversely affected by their unfavorable performance. In addition, certain underlying managers may employ strategies and techniques that require frequent trades and, as a consequence, portfolio turnover and brokerage commissions may be greater than for other investment entities of similar size.

Although Summit Rock has built and maintains a monitoring and reporting system to analyze each Portfolio's composition and make decisions regarding each Portfolio's mix of investments, Summit Rock may be limited in the amount and form of information that it is able to receive from underlying managers. Accordingly, there is no guarantee that Summit Rock will be able to effectively monitor underlying managers, will receive complete and accurate reporting or detect any fraud or mismanagement by any underlying manager or that Summit Rock will be able to withdraw a Portfolio's funds from any investment.

- **Lack of Influence over Underlying Managers.** The Summit Rock Portfolios are independent of their underlying managers and do not have any influence over such managers' management, trading strategies, operations or policies. This lack of influence exposes the Summit Rock Portfolios to various types of risks, including the risk of loss, valuation risk, liquidity risk, market risk, counterparty credit risk, and legal and regulatory risk, each of which is more fully detailed below:

- *Risk of Loss.* The risk of loss is the risk that the underlying managers within the Summit Rock

Portfolios will not achieve their respective investment objectives, resulting in the possibility that the Summit Rock Portfolios suffer a substantial loss.

- *Valuation Risk.* Valuation risk is the risk that the valuation of a Summit Rock Portfolio's investment in underlying managers is not accurate due to inaccurate or incomplete information provided by such managers to Summit Rock.
  - *Liquidity Risk.* Summit Rock Portfolios with high or medium liquidity investment strategies provide limited liquidity based on the liquidity of the underlying managers. The ability to withdraw investments from such Portfolios is subject to the ability of such Portfolio to withdraw funds from underlying managers. Many underlying managers will only permit such withdrawals at specified times and may have the right to suspend the payment of withdrawal proceeds under certain circumstances. In addition, some underlying managers may impose lock-ups, gates, withdrawal fees, side pockets or similar restrictions on withdrawals, which could severely restrict the liquidity and valuation of a Summit Rock Portfolio.
  - *Market Risk.* Market risk is the risk that the value of investments held by underlying managers could decline due to volatility in overall market conditions, changing political conditions, emerging market risk, changes in interest rates, leverage risk, price volatility and trading limitations.
  - *Counterparty Credit Risk.* Counterparty credit risk is risk related to Summit Rock's custodian or brokers or the counterparties used by an underlying manager in a Summit Rock Portfolio. Such counterparties may fail to meet their contractual obligations, enter bankruptcy or otherwise experience a business interruption. In the international securities markets, the existence of less mature settlement structures and systems may result in settlement delay or default. There can be no assurance that a counterparty will be able or willing to make timely settlement payments or otherwise meet its obligations, especially during unusually adverse market conditions. Counterparty risk may be further complicated by developing U.S. and global legislation and regulation.
  - *Legal and Regulatory Risk.* Legal, tax and regulatory developments that may adversely affect the Summit Rock Portfolios or underlying managers could occur at any time. Securities markets are subject to comprehensive regulation, and new laws or regulations may be imposed or new measures implemented at any time. Summit Rock, the Summit Rock Portfolios and underlying managers may also be adversely affected by changes in the enforcement or interpretation of existing statutes and rules by governmental regulatory authorities or self-regulatory organizations.
- **Limited Liquidity and Withdrawal Timelines in High and Medium Liquidity Portfolios; Rebalancing.** An investment in a high or medium liquidity Summit Rock Portfolio provides limited liquidity, and the ability of Clients to withdraw capital from such Portfolios is subject to the ability of any Portfolio to withdraw funds from investments in underlying funds. For Ordinary Withdrawals, Clients will receive a Withdrawal Timeline projecting payments in connection with such Ordinary

Withdrawal. As a result of the liquidity parameters and restrictions on a Portfolio, the advance notice period for Withdrawals may be increased or decreased in Summit Rock's discretion. A Withdrawal Timeline will be based on Summit Rock's expectations in connection with the available liquidity from underlying funds. Until an Ordinary Withdrawal is fully satisfied, the portion of a Client interest that has not been paid will remain invested in, and subject to the risks of, the Portfolio, including fluctuations in such Portfolio's net asset value. Ordinary Withdrawals may be accelerated in Summit Rock's discretion.

Rebalancing Withdrawals will generally occur at such times and in such amounts as Summit Rock and the Client agree, subject to certain limitations and the liquidity of the Portfolio, including the liquidity of underlying funds. There is no guarantee that a Rebalancing Withdrawal will be met within a particular timeframe and may take a significant amount of time to implement. No Rebalancing Withdrawal will be made if such withdrawal would result in the inability of a Portfolio to make an Installment Payment with respect to an Ordinary Withdrawal. However, Rebalancing Withdrawals may occur when future installment payments set forth in a Client's Withdrawal Timeline are pending. Until a Rebalancing Withdrawal is fully satisfied, the portion of a Client interest that has not been paid will remain invested in, and subject to the risks of, the Portfolio, including fluctuations in such Portfolio's net asset value.

The Confidential Offering Memorandum for the Summit Rock Portfolios contains further details on Portfolio liquidity and Ordinary and Rebalancing Withdrawals.

- **General Risks Associated with Long-Term Summit Rock Portfolios.** The following is a summary of certain material risks associated with investing in the Summit Rock Portfolios with long-term investment strategies:
  - *Limited Operating History and Competition Associated with Portfolio Companies.* The Summit Rock Portfolios with long-term investment strategies will invest in certain underlying funds which may invest in portfolio companies. Such companies will sometimes involve a high degree of business and financial risk. These companies may be in an early stage of development; may not have a proven operating history; may be operating at a loss or have significant variations in operating results; may be engaged in a rapidly changing business with products subject to a substantial risk of obsolescence; may require substantial additional capital to support their operations, to finance expansion or to maintain their competitive position or may otherwise have a weak financial condition. In addition, such companies may face intense competition, including competition from companies with greater financial resources, more extensive development, manufacturing, marketing and other capabilities, and a larger number of qualified managerial and technical personnel.
  - *Investment in Small Companies.* The long-term Summit Rock Portfolios will invest in underlying funds that may invest in small companies with limited operating experience. Small companies may lack management depth or the ability to generate internally or obtain externally the funds necessary for growth. Companies with new products or services could sustain significant losses if

projected markets do not materialize. Further, such companies may have, or may develop, only a regional market for products or services and may be adversely affected by purely local events. Such companies may be small factors in their industries and may face intense competition from larger companies and entail a greater risk than investment in larger companies.

- *An Investment in a Portfolio that does not Permit Withdrawals is Long-Term and Illiquid.* The underlying investments of the long-term Summit Rock Portfolios generally will be long-term and highly illiquid. Clients may not be able to withdraw their interests in such Portfolios, and there will be no active secondary market for interests. In addition, significant tax and regulatory restrictions apply with respect to potential transfers of Client interests. Prospective investors should not invest unless they are prepared to retain their interest in a long term Summit Rock Portfolio until its liquidation in due course.

- **Risks Associated with Exchange Traded Fund Trading.** The Summit Rock Portfolios with high or medium liquidity investment strategies will engage in periodic exchange traded fund (“ETF”) trading on free cash balances to avoid a cash drag on returns. To the extent a Portfolio engages in ETF trading, the Portfolio will be subject to the risk of loss, market risk, and counterparty credit risk.

#### **C. Balanced Reserves Accounts**

Summit Rock Portfolios with long-term liquidity investment strategies have a drawdown structure requiring an upfront commitment of capital to be called over a period of years. As more fully detailed in Item 5 above, Summit Rock Clients may establish a Balanced Reserves Account to facilitate the operational and administrative aspects of these long term investment strategies, including the ability to meet capital calls. Summit Rock will have discretion over a Client’s Balanced Reserves Account and intends to cause the monies in such account to be invested in liquid, low-fee, ETFs and other passive index-oriented investments. In consultation with a Client, Summit Rock also has the discretion to invest a Client’s Balanced Reserve Account solely in cash or cash equivalents.

While Summit Rock generally seeks to invest a Client’s Balanced Reserves Account conservatively, all investing involves some trading and operational risk. In addition, the Balanced Reserves Accounts have similar risks to those described above relating to underlying managers in the Summit Rock Portfolios, including risk of loss, valuation risk, market risk and legal and regulatory risk.

## Item 9: Disciplinary Information

Neither Summit Rock nor its employees have been involved in any legal or disciplinary events material to a Client's evaluation of Summit Rock's advisory business or management integrity.

## Item 10: Other Financial Industry Activities and Affiliations

Affiliates of Summit Rock serve as general partners, management shareholders and directors of the Summit Rock Portfolios.

Summit Rock is registered with the Commodity Futures Trading Commission as a commodity trading advisor and became a member of the National Futures Association in November 2012. As a result of this registration, (i) David Dechman, Nancy Donohue, Nicole Fox and Gabriel Pizzi are each registered as a principal and associated person of Summit Rock and (ii) William Hedden, Jeffrey Kelly and Emily Locher are each registered as a principal of Summit Rock, in each case, in accordance with the rules, regulations and bylaws of the National Futures Association.



## Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

### A. General Philosophy

Summit Rock aspires to the highest possible ethical standards. Summit Rock and its employees embrace this goal, which informs everything we do. As such, Summit Rock has adopted a written Code of Ethics in accordance with SEC Rule 204A-1 establishing a rigorous code of conduct for employees. Various policies and procedures make up the Code of Ethics to help ensure that Summit Rock fulfills its fiduciary obligation to place the interests of Clients ahead of the interests of Summit Rock and its affiliates. Summit Rock employees are expected to actively participate in Summit Rock's compliance program and avoid actual or potential conflicts of interest. Summit Rock employees must acknowledge receipt and understanding of the Code of Ethics upon commencement of employment and annually thereafter by completing the Code of Ethics Questionnaire. The Code of Ethics includes guidelines in connection with those areas detailed more fully below.

A copy of Summit Rock's Code of Ethics will be provided to Clients or prospective Clients upon request by contacting Summit Rock at (212) 993-7150.

### B. Personal Trading Policies and Procedures

Summit Rock expects employees to conduct their personal financial affairs in a prudent manner, avoiding actions that could compromise their ability to deal objectively with Summit Rock Clients. More specifically, to avoid the appearance of improper behavior and keep employees focused on Summit Rock Clients, Summit Rock's Personal Trading Policies and Procedures are designed to mitigate any potential material conflicts of interest associated with employees' personal trading activities.

Summit Rock employees are allowed to transact in certain types of reportable and non-reportable securities and are generally prohibited from trading in common and preferred stocks, futures and derivatives. New employees must report the existence of all securities accounts in which the employee has a beneficial interest promptly upon commencement of employment at Summit Rock. Employees must provide quarterly and annual holdings reports regarding transactions and holdings in all reportable securities, and employees must notify Summit Rock's Chief Compliance Officer of accounts that are subsequently opened or closed. Summit Rock's Chief Compliance Officer will maintain a list of securities for which trading is restricted because transacting in such securities may give rise to a conflict of interest or the appearance of impropriety. Pre-clearance procedures apply to certain types of securities trading. Summit Rock employees may invest in some of the same securities or ETFs that Summit Rock recommends to a Client. The Personal Trading Policy is designed to minimize any actual or potential conflicts including excessive trading, trading opposite Clients, trading ahead of Clients and trading on material non-public information. Summit Rock's Chief Compliance Officer will review all trading

reports for potentially abusive behavior and will determine an appropriate course of action for any employee acting in violation of the Personal Trading Policy.

Certain Summit Rock employees participate in a compensation deferral program whereby a portion of their compensation is invested through co-investment vehicles designed specifically for the purpose of investing in the Portfolios. The goal is to ensure that such employees have a portion of their net worth in the same investments as Clients in order to align Summit Rock interests with those of our Clients. In addition, eligible employees are encouraged to invest their personal capital in the Summit Rock Portfolios or co-investment vehicles. We believe such investment alongside our Clients is important to align our financial interest with that of our Clients. Summit Rock employees may be permitted to withdraw from the Portfolios or co-investment vehicles more frequently or on shorter notice than Clients. However, withdrawals by Summit Rock employees will not result in the inability of a Portfolio to make a scheduled payment with respect to a Client's ordinary or rebalancing withdrawal, as more fully detailed in the Summit Rock Portfolios' Confidential Offering Memorandum.

#### **C. Insider Trading Policies**

Summit Rock has established, maintains and enforces policies and procedures designed to prevent the misuse of material non-public information. Summit Rock employees are forbidden from engaging in insider trading and must report possession of material non-public information to the Chief Compliance Officer. Summit Rock employees are required to acknowledge understanding of and compliance with the insider trading policies on an annual basis.

#### **D. Outside Business Activities**

Summit Rock employees must obtain prior written approval from the Chief Compliance Officer before engaging in outside activities, including service as a director or officer, with public companies, private businesses, foundations, endowments and/or non-profit institutions. Summit Rock employees are required to acknowledge understanding of and compliance with the outside business activities policies on an annual basis.

#### **E. Political Contributions, Charitable Donations and Public Positions**

Summit Rock has policies in place to prevent employees from contributing to politically connected individuals, entities or charities with the intention of influencing such persons or groups. In addition, Summit Rock employees may not hold public office if it presents a material conflict of interest with Summit Rock's advisory activities. Summit Rock employees are required to acknowledge understanding of and compliance with the political contributions, charitable donations and public positions policies on an annual basis.

**F. Gifts and Entertainment**

Summit Rock maintains policies and procedures governing the giving and receiving of gifts and entertainment by employees. Summit Rock employees are required to acknowledge understanding of and compliance with the gifts and entertainment policies on an annual basis.

## Item 12: Brokerage Practices

### **A. Brokerage Practices for the Summit Rock Portfolios**

Summit Rock considers brokerage practices when evaluating current and prospective underlying managers for the Summit Rock Portfolios. Summit Rock expects underlying managers to develop and implement policies and procedures that are reasonably designed to seek the best execution available taking into account the financial stability and reputation of a particular broker-dealer, the ability to achieve prompt and reliable executions at favorable prices, the operational efficiency with which transactions are effected and the brokerage and research services provided by such broker-dealer, among other factors. As such, some of the underlying managers may pay execution costs that are higher than the lowest possible cost to cover research costs. These execution costs may be charged through soft dollar or commission sharing agreements, which can allocate certain execution costs to pay for research-related products and services. Summit Rock expects managers to use soft dollars in accordance with the SEC's Section 28(e) safe harbor, but there is no guarantee that an underlying manager will do so, and the use of soft dollars outside of the Section 28(e) safe harbor would not by itself exclude an underlying manager from consideration.

To the extent a Summit Rock Portfolio engages in ETF trading, Summit Rock will seek best execution for such trades and will consider a variety of factors including price, transaction size and type, operational efficiency and the overall value and quality of the services offered by the relevant broker-dealer.

### **B. Brokerage Practices for the Balanced Reserves Accounts**

As more fully detailed in Items 5 and 8 above, certain Summit Rock Clients may establish Balanced Reserves Accounts with a qualified custodian in order to facilitate funding for Summit Rock Portfolios with capital commitments that will be drawn down over time or to satisfy amounts related to Summit Rock fees. Summit Rock will consider certain factors and costs associated with such custodians in connection with the implementation of any trading in the Balanced Reserves Accounts.

### **C. Brokerage Practices for Assets Under Supervision**

Client assets that are not allocated to the Summit Rock Portfolios or the Balanced Reserves Accounts may be held by banks and broker-dealers selected by each Client. Summit Rock may recommend certain banks and broker-dealers based on Summit Rock's experience and each Client's specific situation.

### **D. Basis for Recommending Broker-Dealers**

Summit Rock Clients may have Directly-Held Assets with various broker-dealers and custodians. Upon a Client's request, Summit Rock will assist in identifying and recommending broker-dealers that will best

meet such Client's needs. Summit Rock seeks to make any such recommendation considering the best interests of a Client and without regard to any personal relationships that may exist with the broker-dealer. Also, Summit Rock is not incentivized to allocate Client capital to any particular broker-dealers as Summit Rock does not collect any other form of compensation from third parties.

**E. Trade Aggregation and Allocation**

As more fully detailed in the Confidential Offering Memorandum for the Summit Rock Portfolios, a Summit Rock Onshore Portfolio may make investments on a side-by-side basis with its correlated Offshore Portfolio. Summit Rock will seek to allocate investments as it deems appropriate for the relevant Onshore or Offshore Portfolio and any other investment vehicles that may co-invest with such Portfolios. Summit Rock may determine that a different allocation is appropriate for a specific Portfolio or other investment vehicle for any reason. In so doing, Summit Rock may consider, among other factors, the structure of certain transactions or legal requirements, available capital, risk tolerance and investment objectives of such Portfolio or other vehicle, the availability of other investment opportunities and individual Client relationships. Differences in any of such factors may result in one or more of such entities not investing the same proportion in such investment as certain other vehicles, or not investing at all or at the same time or on the same terms. Summit Rock will seek to resolve any conflicts using its best judgment.

**F. Trade Errors**

Trade errors may occur during the investment and trading process. For example, a trade error may include buying or selling the wrong security in a Balanced Reserves account or causing a Summit Rock Portfolio to subscribe to or withdraw from the wrong underlying manager or in the wrong amount. Summit Rock attempts to minimize trade errors by putting trading and authorization processes and controls in place. Summit Rock has established policies and procedures for the handling of trade errors and will correct errors as soon as practicable upon discovery to minimize any potential loss. Any trade errors must be reported to Summit Rock's Chief Compliance Officer promptly, and the Chief Compliance Officer will document the issue and determine necessary steps to correct the error, including whether Summit Rock may be liable for any losses.

## Item 13: Review of Accounts

### **A. Review of Client Accounts and Summit Rock Portfolios**

Client accounts are monitored on an ongoing basis by Summit Rock's Chief Executive Officer, Chief Investment Officer and senior personnel on Summit Rock's Advisory, Investment and Operating Teams. Formal Client account reviews are conducted on a quarterly basis. Client accounts may be reviewed on a more frequent basis in the event such reviews are necessitated by significant market events or changes in Clients' investment objectives or risk tolerances.

The Summit Rock Portfolios are monitored on an ongoing basis by senior personnel on Summit Rock's Investment and Operating Teams. In addition, the Summit Rock Portfolios are typically reviewed in detail at weekly scheduled Investment Team and Investment Committee meetings. The Investment Committee is comprised of Summit Rock's Chief Executive Officer, Chief Investment Officer and senior personnel on Summit Rock's Advisory, Investment and Operating Teams. More frequent reviews of the Summit Rock Portfolios may be necessitated by significant market events affecting the Portfolios or their underlying managers.

### **B. Reporting to Clients**

Summit Rock generally provides Clients with quarterly written reports that contain information about market developments, holdings, and measures of diversification and return, among other analyses. Summit Rock seeks to tailor reports to meet each Client's needs and specific financial picture. Along with regularly scheduled in-person meetings, the quarterly report serves three important functions. First, this report is the formal channel of open communication between Summit Rock and Clients, where Summit Rock reviews allocations and performance versus a written investment plan agreed to by each Client. Second, the report is one of the tools utilized to assess the overall profile of the Client's investments. Third, the report, combined with in-person meetings, provides a forum for making important decisions together with the Client to plan for the future. All investments supervised for Clients, including interests in the Summit Rock Portfolios and Directly-Held Assets, are documented in the quarterly report. Summit Rock believes that this high level of transparency is critical in order to develop trust and comfort in the investment process.

Summit Rock strives to review the quarterly report with the Clients in person, rather than sending the information with a standard form letter, so that there is an opportunity to discuss the report and answer any questions that may arise. This two-way dialogue provides a scheduled format to revisit and review important information and develop each Client's investment plan in order to make any necessary changes.

With respect to the Summit Rock Portfolios, Summit Rock has built and expects to maintain an extensive monitoring and reporting system to analyze, both qualitatively and quantitatively, the composition of each



Portfolio. In addition to the information on the Summit Rock Portfolios provided to Clients on a quarterly basis, detailed information on the underlying managers in the Summit Rock Portfolios is provided to Clients annually. Clients invested in the Summit Rock Portfolios also receive annual audited financial statements for the Portfolios and relevant information necessary for completion of U.S. federal income tax returns.

## Item 14: Client Referrals and Other Compensation

Summit Rock does not receive any economic benefit from any third parties in connection with providing investment advice or other advisory services to Clients. In addition, Summit Rock does not directly or indirectly compensate any third parties for Client referrals.



## Item 15: Custody

By serving as general partner or management shareholder of the Portfolios, affiliates of Summit Rock are deemed to have custody of securities of the Summit Rock Portfolios. Rule 206(4)-2 of the Investment Advisers Act of 1940 (the “Advisers Act”) imposes certain requirements on registered investment advisers who have actual or deemed custody of client assets. Summit Rock is deemed to comply with many provisions of the custody rule because each Portfolio is audited in accordance with U.S. generally accepted accounting principles on an annual basis by an independent public accountant, and audited financial statements are distributed to each investor in the Summit Rock Portfolios within 180 days after the end of each Portfolio’s fiscal year. Where relevant, a Portfolio’s assets are held at a qualified custodian to the extent required by Rule 206(4)-2.

Certificated Client Directly Held Assets are held in custody by broker-dealers and banks unaffiliated with Summit Rock.

Summit Rock is deemed to have custody of funds for Clients with Balanced Reserves Accounts where Summit Rock has the authority to deduct advisory fees from such Account. The Balanced Reserves Account custodian sends account statements showing all holdings and transactions directly to Clients no less frequently than quarterly. We encourage Clients to compare the statements provided by Summit Rock versus those provided by the qualified custodian and promptly report any questions, concerns or discrepancies to Summit Rock and such qualified custodian.

## Item 16: Investment Discretion

Summit Rock provides investment advisory services on a discretionary basis to Clients.

Before assuming discretion in managing a Client's assets, Summit Rock enters into an Investment Management and Advisory Agreement with such Client that sets forth the scope of Summit Rock's discretion.

Summit Rock has been granted discretionary authority to manage the Summit Rock Portfolios pursuant to investment management agreements entered into with each Portfolio. Summit Rock's investment decisions and advice with respect to each Portfolio are subject to each Portfolio's investment strategy and objectives, as more fully detailed in the Summit Rock Portfolio offering documents.

Clients enter into agreements directly with the custodian of a Balanced Reserves Account. Pursuant to such agreement, Clients typically execute a limited power of attorney granting Summit Rock discretionary trading authority over the Balanced Reserves Accounts. Clients may place certain restrictions on this trading authority.

## Item 17: Voting Client Securities

Summit Rock has adopted proxy voting policies and procedures in compliance with Rule 206(4)-6 under the Advisers Act. Such policies and procedures are reasonably designed to ensure that Summit Rock votes Client securities in the Client's best interests.

With respect to the Summit Rock Portfolios, Summit Rock has the authority and responsibility to evaluate potential changes to the terms associated with underlying investments. Senior Summit Rock personnel will determine whether to approve or reject proposed changes in the best interests of the Summit Rock Portfolios. In addition, as part of its operational due diligence process, Summit Rock evaluates the proxy voting policies and procedures of the underlying managers in the Summit Rock Portfolios.

For Directly Held Assets, Clients may direct votes in a particular solicitation. Upon request, Summit Rock will provide Clients with recommendations on such voting, seeking to recommend a course of action in the Client's best interests. In such cases, Clients will receive proxy voting materials directly, and the ultimate decision and submission of such materials remains the Client's responsibility.

Upon request, Clients may obtain a copy of Summit Rock's proxy voting policies and procedures and information about how specific Client proxies were voted.

## Item 18: Financial Information

Summit Rock is not required to include a balance sheet in this filing. Summit Rock is not aware of any financial condition that is reasonably likely to impair its ability to meet contractual commitments to Clients. Summit Rock has never been the subject of a bankruptcy petition.