



**MANGHAM ASSOCIATES**

E N D O W M E N T M A N A G E M E N T

Form ADV Part 2A  
Investment Adviser Brochure

March 25, 2022

This brochure provides information about the qualifications and business practices of Mangham Associates, Inc. If you have any questions about the contents of this brochure, please contact Tina Leiter, Chief Compliance Officer, at 434.973.2223 or [Tina.Leiter@manghamassociates.com](mailto:Tina.Leiter@manghamassociates.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Registration as an investment advisor does not imply any level of skill or training.

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

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## Item 2: Material Changes

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This item of Mangham Associates, Inc.'s ("Mangham" or "the Firm") brochure discusses material changes that have been made since the last annual update dated March 26, 2021. There have been no material changes since the last annual update.

We will ensure that clients receive a summary of any material changes to the brochure within 120 days of our fiscal year-end. We will further provide you with a new brochure as necessary based on changes or new information without charge.

Mangham's brochure may be requested by contacting Tina Leiter, Chief Compliance Officer, at 434.973.2223 or [Tina.Leiter@manghamassociates.com](mailto:Tina.Leiter@manghamassociates.com).

Additional information about the Firm is also available via the SEC's website, [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

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## Item 4: Advisory Business

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### Firm Description

Mangham was founded in 1991 by Joel R. Mangham and registered with the SEC in 1994. The Firm is principally owned by Joel Mangham. The Firm is a full-service outsourced investment office that focuses on the investment management needs of non-profit organizations high-net-worth individuals and families (collectively, “Clients” or “the Client”).

### Types of Advisory Services

Mangham provides investment advisory and management services to its Clients and certain privately offered pooled investment vehicles (“Private Vehicles”). The Firm maintains responsibility for investment strategy decisions, including investment manager (“External Manager”) selection, risk management, liquidity management, strategic asset allocation, and tactical movements. The Firm’s investment strategies include long-only equity, long/short equity, credit strategies, private equity, private real estate, venture capital, real estate securities or REITs, real assets, fixed income, and other passive and active strategies.

Mangham evaluates the Client’s investment objectives and risk tolerance to develop an investment planning strategy that meets the Client’s needs. An Investment Policy Statement (“IPS”) can serve as the guiding framework for the investment management of a Client’s portfolio. An IPS typically establishes broad asset allocation ranges, risk tolerances, return objectives, performance standards and liquidity guidelines. Mangham can assist Clients set forth their investment objectives in a written IPS, if appropriate. Client portfolios are generally invested in unaffiliated External Managers, Mangham Private Vehicles, Exchange Traded Funds (“ETFs”) and may hold other types of securities based on the Client’s specific needs.

### Private Vehicles

MA Investors Management, LLC is a wholly owned subsidiary of Mangham. MA Investors Management, LLC is the Managing Member to MA Investors Fund 1, LLC (“MAIF”) and the General Partner to MA Endowment Partners, LP (“MAEP”), MA Partners Fund, LP (“MAP”), MA Resources Fund 1, LP (“MARF”), and MA Real Assets Fund 2, LP (“MARA 2”) (collectively, the “Private Vehicles”). Each Private Vehicle is managed in accordance with its governing documents and is offered to advisory clients and eligible employees.

MAEP and MAP are pooled investment vehicles can represent a percentage of a Client’s equity securities portfolio. MAEP and MAP generally invest in External Managers that pursue a range of equity, credit, and other strategies in global capital markets. MAEP is generally intended for Mangham’s tax-exempt Clients, and MAP is generally structured for Mangham’s taxable Clients.

MAIF, MARF and MARA 2 are private-equity-structured vehicles invested in underlying real-assets-focused funds, including investments in minerals and mining, oil and gas, timberland, and real estate. These vehicles are closed to new investors.

Each Private Vehicle is managed in accordance with its governing documents. The Private Vehicles are not and will not be tailored to the individual needs of any particular Client. However, Mangham will not recommend that Clients invest in the Private Vehicles unless such investments fit within the Client's investment objective and are considered to be in the best interest of such Clients.

### **Assets Under Management**

As of December 31, 2021, Mangham had approximately \$1,151,971,000 in assets under management, with approximately \$756,329,000 managed on a discretionary basis and \$395,642,000 managed on a non-discretionary basis.

### **Item 5: Fees and Compensation**

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Mangham charges asset-based fees based on a percentage of the Client's assets under management, which is calculated on the value of the account as of the end of the previous calendar quarter. Fees are charged quarterly in arrears according to the breakpoint schedule listed below.

<b>Assets Under Management</b>	<b>Annual Fee</b>
First \$10 million	0.75%
Next \$40 million	0.50%
Above \$50 million	0.30%

The minimum annual fee is \$20,000.

Mangham enters into a written Investment Advisory Agreement with its Clients. Mangham's services begin on the effective date of the Investment Advisory Agreement. The first fee will be assessed pro rata if the Investment Advisory Agreement is executed at any time other than the last business day of the calendar quarter.

Mangham reserves the right to negotiate fees at its discretion. Fee schedules change from time to time and, except as otherwise agreed with a Client, Mangham is not obligated to offer lower fees to any existing Client when fee schedules are reduced, breakpoints are altered, or there are any changes to the overall fee structure. Different fee schedules apply to different Clients. The specific way fees are charged by Mangham is established in the Client's Investment Advisory Agreement.

Clients may elect to have fees deducted directly from their custodial account or to be invoiced for the fee. A Client invested in MAEP or MAP may request and authorize Mangham to withdraw from the Client's capital account in MAEP or MAP and to remit to Mangham the amount of the quarterly Advisory Fee. With respect to Clients invested in Private Vehicles, Mangham charges a single advisory fee at the Client level; Mangham does not collect two advisory fees with respect to any Private Vehicle investments made by Clients.

Upon termination of any account, any outstanding account fees payable to Mangham will be prorated to the date of termination. Mangham or the Client may terminate the Investment Advisory Agreement with 90 days written notice. Upon termination, any investment in the will be subject to any remaining lockup or liquidity terms of the specific Private Vehicle and External Managers.

Fees charged by Mangham are separate and distinct from management and/or performance fees and expenses charged by External Managers, mutual funds, exchange-traded funds ("ETFs"), or separate accounts in which Client and Private Vehicle sets are invested. A complete description of these fees and expenses may be found in each External Manager's governing documents or fund prospectus.

Mangham's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses that shall be incurred by the Client. Clients will incur certain charges imposed by custodians, brokers, third-party investment managers, and other third-party fees such as deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and ETFs also charge internal expenses and management fees, which are disclosed in a fund's prospectus. A Client's actual fees and expenses could vary depending on the actual investment timing, investment vehicle, as well as trading and transaction activity. Private Vehicles will incur these other fees as well.

### **Private Vehicles**

Each Private Vehicle bears costs and expenses associated with its organization, the offering of interest and its ongoing operations, except as otherwise described in each Private Vehicle's governing documents. The Private Vehicles pay management fees (if applicable), direct operating costs and expenses, including administrative, legal, accounting, auditing, record-keeping, External Manager due diligence, and costs and expenses incurred in connection with the direct investment and reinvestment of the Private Vehicles' assets, including brokerage commissions, dealer markups, and related clearing and settlement charges. To the extent that Private Vehicles invest with External Managers, the Private Vehicles bear their allocable share of the costs and expenses of such vehicles, including their organizational, offering, operating costs, expenses and the management fees and incentive compensation payable to the External Managers. A more complete description of the Private Vehicles' expenses can be found in the governing documents for each vehicle.

### ***MA Endowment Partners, LP, and MA Partners Fund, LP***

Class A limited partners (Mangham advisory Clients) pay no fund management fees; Class B limited partners (former advisory Clients) are charged an annual fund management fee of 1.00% which is debited quarterly from the capital account.

### ***MA Investors Fund 1, LLC, and MA Resources Fund 1, LP***

Limited partners pay no management fees.

### *MA Real Assets Fund 2, LP*

Class A limited partners (Mangham advisory Clients) pay no fund management fees; Class B limited partners (former advisory Clients) are charged an annual fund management fee payable quarterly in advance based on the schedule below.

1. Year 1: 0.55% of capital commitments of the Class B LPs
2. Years 2-7: 0.55% of unreleased capital commitments of Class B LPs
3. Years 8-12: 0.35% of unreleased capital commitments of Class B LPs
4. Thereafter: 0.15% of unreleased capital commitments of Class B LPs

Certain qualified employees, immediate family members of employees and the Firm may invest in the Private Vehicles. These employees, immediate family members and the Firm do not pay advisory or management fees for investments in the Private Vehicles.

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

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Mangham does not charge performance-based fees. Many External Managers, however, do charge performance-based fees, which are ultimately borne by Clients invested with those External Managers.

## **Item 7: Types of Clients**

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Mangham's Clients are non-profits, such as endowments and foundations, and high-net-worth individuals and families. Mangham also serves as the investment manager to the Private Vehicles, which are offered to Mangham's advisory Clients. The Private Vehicles and External Managers impose investment minimums, as described in the relevant governing document for each fund. In the case of the Private Vehicles, the general partner may accept amounts below the established minimum at its discretion.

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

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### **Methods of Analysis and Investment Strategies**

Mangham seeks to match a Client's asset allocation to their specific risk profile and return objective. Mangham seeks to maintain a broadly diversified portfolio with differentiated risks taken in a mix of asset classes, geographies, industries, or economic/market sectors. The Firm seeks to manage investment portfolios in such a way that the Client's allocation reflects appropriate portfolio management practices and considers the Client's established spending or distribution policies, as applicable.

The Firm employs a wide range of strategies to manage portfolios. Mangham typically looks for External Managers that employ strategies focused around fundamental research whose goal is to determine a security's intrinsic value, purchase it when it is trading at a discount to its

intrinsic value, and sell it when it is trading at or above this value. The focus is normally on active strategies unless Mangham feels that a particular market is efficient and the most effective way to access that asset class or subclass allocation is through an index fund or ETF. The overriding goal is to capture a better return with a lower risk of capital loss than can be obtained through a passive-only exposure to the asset class. In this manner, Mangham seeks to tilt the risk-reward tradeoff in the Client's favor. The Firm invests in long-only equity, long/short equity, credit strategies, private equity, real assets, fixed income, and various other active strategies. The Firm employs both quantitative research and qualitative research to evaluate the probability that these strategies will add return over the cost and risk inherent in the strategy, then seeks to combine the strategies in a way that minimizes certain risks (for example, the risk of loss from a single security or single External Manager) and benefits from diversification of strategies that may exhibit low correlation. Mangham acknowledges that it is challenging to implement diversification that withstands severe market downturns.

## **Risks**

As a general matter, investing in securities involves a risk of loss that Clients should be prepared to bear. The investment performance and success of any particular investment cannot be predicted or guaranteed, and the value of a Client's investments will fluctuate due to market conditions and other factors. Certain risk factors that should be considered applicable to an investment with Mangham, directly or indirectly through the External Managers and underlying funds it selects, are outlined below. It should be noted, however, that there may be other risk factors that are not identified but that still may result in material losses to Clients. Investment performance is not guaranteed, and past performance of investments is not indicative of future performance. Additional risk factors for investments in the Private Vehicles and External Managers are outlined in the governing documents for the applicable fund. It is important that a prospective investor refers to the relevant fund's governing documents for a complete understanding of related risks.

General economic or market conditions can adversely affect a Client's investments. These factors include, but are not limited to, changes in interest rates, availability of credit, inflation, general economic conditions, changes in laws, regulatory and tax regulations, trade barriers, currency exchange rates, commodity prices, changes in supply or demand, domestic and international political circumstances (including wars, terrorist acts, security operations, natural disasters, health emergencies and similar occurrences with regional or global impact). Investments in foreign securities involve additional risks relating to political and economic conditions in foreign countries and may be more volatile and less liquid. These factors could affect the level and volatility of securities prices and the liquidity of a Client's investments. High volatility or illiquidity could impair an investment's value or result in losses.

The success of Mangham's advisory activities is dependent to a degree on the ongoing ability of the Firm to identify and retain External Managers and funds and on the ability of those External Managers and funds to achieve favorable investment returns. Investments with underlying

External Managers carry additional risks including, but not limited to: lack of liquidity, lack of diversification, economically offsetting positions, lack of transparency, and reliance on External Managers for performance and valuation information. Certain strategies and investment techniques are subject to inherent risks including, but not limited to: the volatility of the equity, fixed income, commodity, and currency markets, the use of short sales, the use of leverage, and counterparty credit and settlement default risk.

Mangham will generally not be able to approve individual investments made by External Managers or funds in which Clients are invested. Mangham has in place a rigorous due diligence process and seeks to select External Managers that it believes have the highest level of integrity; however, Mangham has no control over the day-to-day activities at the underlying External Manager level and cannot guarantee that any individual External Manager or Private Vehicle will perform as intended. Clients investing in Private Vehicles should refer to the more specific risk factors discussed in the private placement memoranda for those Private Vehicles.

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## **Item 9: Disciplinary Information**

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Mangham and its employees have not been involved in legal or disciplinary events that would be material to a Client's evaluation of Mangham or its employees.

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## **Item 10: Other Financial Industry Activities and Affiliations**

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As described in Item 4, MA Investors Management, LLC, is a wholly owned subsidiary of Mangham. MA Investors Management, LLC, is the Managing Member to MA Investors Fund 1, LLC, and General Partner to MA Endowment Partners, LP, MA Partners Fund, LP, MA Resources Fund 1, LP, and MA Real Assets Fund 2, LP (collectively, the "Private Vehicles"). Clients are typically invested in one or more Private Vehicle(s). Clients are invested in Class A shares, which do not pay any additional management fee to the Private Vehicles, as described in Item 5.

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

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### **Code of Ethics**

Mangham has adopted a Code of Ethics (the "Code") pursuant to the Rule 204A-1 under the Advisers Act which is designed to, among other things: (i) set forth standards of conduct (including compliance with the federal securities laws); (ii) require reporting of personal securities transactions; and (iii) require prompt reporting of violations of the Code.

Mangham personnel with access to Client proprietary portfolio information (Access Persons) are subject to Mangham's Code. Mangham's Code contains policies and procedures relating to conflicts of interest, outside business activities, political contributions, gifts and entertainment, insider trading, social media usage, and personal trading.

The Code requires that certain personal securities transactions of access persons be reported on a quarterly basis to the Chief Compliance Officer, that any transactions in initial public offerings or Private Placements be pre-approved by the Chief Compliance Officer, and that these transactions be reviewed by the Chief Compliance Officer to ensure compliance with the Code. Mangham's employees must acknowledge the terms of the Code at least annually.

Clients and prospective clients can obtain a copy of Mangham's Code by contacting Tina Leiter at 434.973.2223 or Tina.Leiter@manghamassociates.com.

### **Participation or Interest in Client Transactions - Private Vehicles**

As described in Item 4, Mangham's wholly owned subsidiary, MA Investors Management, LLC, is Managing Member and General Partner of the Private Vehicles. The Firm and certain applicable employees also invest in the Private Vehicles and therefore have a financial interest in the products it recommends for its Clients. While there may be the appearance of a conflict of interest, Mangham does not believe an actual conflict exists due to the fee structures disclosed in Item 5 of this Brochure. Specifically, Mangham's Clients are invested in Class A shares which do not pay an additional management fee. In addition, Clients are not required to invest in our Private Vehicles.

### **Participation or Interest in Client Transactions - Personal Securities Transactions**

Mangham and its employees buy or sell certain securities identical to those recommended to Clients for their personal accounts. The Code of Ethics, described above, is designed to ensure that the personal securities transactions, activities and interests of the employees of Mangham will not interfere with: (i) making decisions in the best interest of advisory Clients; or (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Employee trading is regularly and frequently monitored under the Code and designed to reasonably prevent conflicts of interest between Mangham and its Clients.

## **Item 12: Brokerage Practices**

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### **Selection of Broker/Dealers**

External Managers have discretion to determine the broker/dealer to be used for executing Client transactions. In some cases, Mangham has discretion to determine the broker/dealer to be used in direct trading in Client portfolios as well as in the Private Vehicles. Mangham may recommend that Clients establish brokerage accounts with Charles Schwab & Co., Inc ("Schwab"), registered broker-dealer, Member SIP, to maintain custody of assets and to effect trades for Mangham accounts. Mangham is independently owned and operated and is not affiliated with Schwab. For Clients' account maintained in its custody, Schwab generally does not charge separately for custody but is compensated by charging Clients commissions or other transaction related fees. Schwab is also compensated by earning interest on the uninvested cash in your account. Schwab provides Clients and Mangham with access to their institutional brokerage services (trading, custody, reporting and related service), many of which are generally only available to

institutional investors or would require a significantly higher minimum initial investments. Schwab also makes available to Mangham other products and services that benefit Mangham but do not directly benefit Clients. These include software and other technology that provide access to client data (such as trade confirmations and account statements, facilitate trade execution, provide pricing and other market data, facilitate payment of advisory fees from our Clients' accounts, and assist with back-office functions, recordkeeping, and Client reporting. Schwab also offers other services intended to help Mangham manage and further develop its business enterprise. These services may include conferences, consulting, and publications. The availability of these services benefits Mangham because Mangham does not have to purchase them. This may create a potential conflict of interest. However, as a fiduciary, Mangham believes the recommendation of Schwab as custodian is in the best interest of the Clients. In selecting any broker, Mangham will consider various factors in an effort to seek "best execution" for its Clients over time. These factors could include commissions or markups, the reputation and financial stability of the broker, quality of communications, reliability in executing trades, accuracy of reporting, and other factors deemed relevant.

#### **Research and Other Soft Dollar Benefits**

Mangham does not participate in any formal soft dollar arrangements but receives research products or services from brokers that, to the best of the Firm's knowledge, are generally made available to all institutional clients doing business with these brokers. Mangham receives these products and services without cost.

#### **Brokerage for Client Referrals**

Mangham does not receive Client referrals from broker/dealers in exchange for brokerage services.

#### **Client-Directed Brokerage**

The Client may direct Mangham to use a particular broker/dealer to execute transactions for the Client's portfolio. In such event, the Client will negotiate terms and arrangements for the account with that broker/dealer, and Mangham will not seek better execution services or prices from other broker/dealers. As a result, the Client may pay higher commissions or other transaction costs or greater spreads or receive less favorable net prices on transactions for the account than would otherwise be the case.

#### **Trade Aggregation**

Mangham seeks to allocate investment opportunities among its Clients and Private Vehicles in a fair and equitable manner over time. Mangham has varying degrees of discretion and makes efforts to allocate trades in a manner that does not materially advantage or disadvantage any

Client or Private Vehicle. When making an investment, Mangham generally determines the appropriate level of participation on a Client-by-Client or fund-by-fund basis, taking into consideration factors such as portfolio rebalancing, tax consequences (if applicable), legal or regulatory restrictions, cash-flow changes, and specific Client circumstances which could result in performance differences between the Clients or Private Vehicles. Actual timing of trade execution may vary across Clients and Private Vehicles, some of which Mangham recognizes is outside of its control. Mangham does not aggregate ETF or mutual fund trades. Mangham seeks to communicate investment recommendations involving ETFs, mutual funds or other investments to non-discretionary Clients promptly but has no control over the timing of execution.

## **Item 13: Review of Accounts**

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### **Reviews**

Client portfolios are reviewed on a regular basis. Major changes in the markets or scheduled Client meetings trigger additional reviews. The reviewers include the Co-Chief Investment Officers and senior members of the Mangham.

Clients are obligated to notify Mangham of any changes in their financial status to ensure that investment and policy strategies continue to meet the Client's needs.

Asset allocation decisions are made with a review of geographical, sector, and stock concentrations, as well as gross and net exposures and fund performance, among other considerations. Mangham reviews performance of External Managers against their benchmarks, as well as adherence with their investment mandate. Mangham monitors managers through on-site visits or video conference meetings, general annual meetings, update calls, manager letters and operational risk management reviews to assess non-investment activities.

Political or economic conditions, changes in tax laws, new investment information, and changes in a Client's situation may also trigger a review of accounts.

### **Reporting**

Reports are prepared monthly and quarterly, as applicable, and contain performance data for External Managers, asset classes, the total portfolio and various indices.

Clients receive monthly or quarterly statements and periodic confirmations from their External Managers (including Mangham Private Vehicles), broker/dealers, administrators, and custodians, as applicable.

Each Private Vehicle provides audited financial statements to underlying investors annually.

## **Item 14: Client Referrals and Other Compensation**

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Other than the products and services that Mangham receives from Schwab described above, Mangham does not receive any other economic benefits from non-clients, nor does the Firm provide any compensation to anyone for Client referrals.

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## **Item 15: Custody**

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Mangham is deemed to have custody with respect to the Private Vehicles by virtue of the fact that Mangham's affiliate, MA Investors Management, LLC, serves as the general partner or manager, as applicable, to the Private Vehicles.

Each of the Private Vehicles is audited annually by an independent public accountant which is registered with the Public Company Accounting Oversight Board, in accordance with its rules. Also, the audited financial statements of each Private Vehicle are prepared in accordance with Generally Accepted Accounting Principles and are distributed to each Client within 180 days of the end of the fiscal year.

In certain circumstances, Mangham is deemed to have custody of Client assets due to its ability to disburse Client funds to a third party as authorized by a standing letter of authorization. Clients may also authorize the custodian to debit their account for the payment of Mangham advisory fees which also causes Mangham to exercise limited custody. These accounts will be subject to a surprise audit by an independent public accountant annually in accordance with SEC rules, no-action letters and updated Frequently Asked Question releases. Clients should expect to receive, at least quarterly, statements from the broker/dealer, bank, or other qualified custodian that holds and maintains the Client's investment assets. Clients are urged to carefully review such statements and compare such official custodial records to the account statements or other reports that Mangham provides. Mangham statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities, as examples.

## **Item 16: Investment Discretion**

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The Investment Advisory Agreement governs whether Mangham maintains discretionary authority over Client assets. Mangham typically accepts discretionary authority over Client assets. Clients may limit Mangham's discretionary authority under certain circumstances. Limitations are described in the Client's IPS, where applicable. Mangham has discretionary authority over the assets of the Private Vehicles (including the authority to invest assets held by the Private Vehicles with External Managers and other securities). Investors in the Private Vehicles do not have the ability to impose limitations on Mangham's discretionary investment authority.

## **Item 17: Voting Client Securities**

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Mangham does not vote proxies on behalf of Clients. Clients retain the responsibility for receiving and voting proxies for securities held in their name. Clients receive these proxies directly from either custodians or transfer agents. In select cases, at a Client's request, Mangham may offer input to the Client on proxy issues for their determination.

Mangham has delegated proxy voting authority to separate account managers in the Private Vehicles. Mangham votes on consent solicitations from External Managers, which typically seek

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to modify the terms or conditions of the underlying fund. Mangham also votes proxies for ETFs and mutual funds in its Private Vehicles. In these cases, Mangham will vote in the manner it deems to be in the financial best interest of the Private Vehicles.

Clients may contact Tina Leiter at 434.973.2223 or Tina.Leiter@manghamassociates.com for information about proxy voting.

### **Item 18: Financial Information**

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Mangham has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to manage Client accounts. Mangham received a loan under the Paycheck Protection Program in April 2020 as a precaution against general economic uncertainty during the COVID-19 pandemic. At no time during 2020 was Mangham's ability to meet its contractual commitments to Clients impaired.