

I. Purpose

The (the “Committee”) was formed to assist **Girl Scouts of Western Ohio** (the “Employer”) in satisfying its fiduciary obligations with respect to the Employer’s qualified retirement plans (“Retirement Plans”). The Committee shall be responsible for the administration of the Retirement Plans and shall provide oversight, guidance, and due diligence with respect to investments used within the Retirement Plans. The Committee focuses upon the following:

1. The investment asset classes available to participants of the Retirement Plans;
2. The investments managers in the Retirement Plans; and
3. The administration of the Retirement Plans.

Toward these ends, the Committee will review the Retirement Plans’ investments on a quarterly basis using a prudent process.

II. Structure & Standard Operating Procedures

1. Membership

There shall be a Committee comprised of those individuals appointed by the Board of Directors (the “Board”) of Girl Scouts of Western Ohio from time-to-time.

2. Committee Members – Successors

Members of the Committee shall serve until such time as they are removed from membership by the Board, or until their death, or resignation, or until they are no longer employed by the Employer. In the event of the removal, death, or resignation of any member of the Committee, a successor may be appointed by the Board, provided, however, that the remaining members of the Committee shall have full power to act in all matters until such time as a successor is appointed.

3. Organization – Voting

One member of the Committee will be selected by a majority vote to serve as Chairperson. The Committee may also appoint one of its members to serve as Secretary and prepare and maintain records of its actions and proceedings. Alternatively, the Committee may appoint an individual who is not a member of the Committee to serve as Secretary, in which case such non-member Secretary shall not vote. A majority of the Committee shall constitute a quorum, and any action may be taken by a majority vote of Committee members present at a meeting of the Committee or by unanimous agreement of the members in writing, including by email or other electronic means, without a meeting. Minutes shall be kept of the proceedings and actions and decisions of the Committee, together with such other records as may be pertinent to the matter coming before the Committee from time to time.

4. Subcommittees

The Chairperson or his or her designee may create and define the authority of a subcommittee of the Committee as he or she may determine, and the Chairperson may appoint subcommittee members from among the members of the Committee and remove such subcommittee members. Such subcommittees shall have full authority to act upon behalf of the Committee within the area of authority granted them, and the Committee shall be bound by any such acts duly taken by any such subcommittee within its scope of authority. References to these Duties to “Committee” shall mean where appropriate a subcommittee of the Committee.

5. Authority and Duties

The Committee, which is functioning as an investment fiduciary, is subject to certain duties and responsibilities, including, but not limited to:

- a. Know the standards, laws, and trust provisions that impact the investment process of the Retirement Plans.
- b. Prudently diversify the Portfolio to a specific risk/return profile (or in the case of a participant directed retirement plan, to make sufficient asset classes available so that a participant can prudently diversify his or her portfolio).
- c. Prepare, execute, and maintain an investment policy statement.
- d. Utilize prudent experts where necessary.
- e. Control and account for all plan and investment-related expenses.
- f. Monitor the activities of all service providers.
- g. Avoid conflicts of interest and prohibited transactions.

The Committee shall have vested in it the exclusive power, duty, and authority to act as the administrator and named fiduciary of the Retirement Plans. Specifically, but without limitation, such power shall include the power:

- a. To interpret and construe the provisions of the Retirement Plans and any related trust and determine the meaning and intent thereof and the application thereof to the facts of any individual case.
- b. To decide any disputes which may arise with respect to the rights of plan participants or with respect to the eligibility of any employee under the Retirement Plans.
- c. To give necessary instructions and directions to the Retirement Plans’ trustee or as may be requested by such trustee from time to time.
- d. To serve as the investment committee for any Retirement Plans and to select and monitor the investment options available for investment of the

Retirement Plans and its related trust subject to any funding policy established by the Employer.

- e. Generally to direct the administration of the Retirement Plans.

The Committee may make rules and regulations for the administration of the Retirement Plans and may from time to time modify, alter, amend, or revoke such rules and regulations, provided, however, that such rules and regulations are not inconsistent with the terms of the Retirement Plans.

6. Meetings

The Committee shall meet as many times during the year as may be necessary and shall consider the operation of the Retirement Plans and such questions as may from time to time arise in the course of its administration.

7. Employment of Others

The Committee shall be empowered to employ such agents, investment advisors, investment managers, consultants, actuaries, accountants, and attorneys as it may from time to time deem necessary to assist in the performance of its duties hereunder.

8. Decisions of Committee Binding

All decisions of the Committee in matters properly coming before it and all actions taken by the Committee in the exercise of its general administrative powers, duties, and responsibilities shall be final and binding upon any plan participant and upon each and every person who may be or may become an interested party interested in the Retirement Plans or claim any rights or benefits hereunder.

9. Compensation – Expenses

Members of the Committee shall receive no compensation for their services. Any and all expenses, including compensation to its agents, consultants, actuaries, accountants, and attorneys, reasonably incurred by the Committee shall be borne by and paid by the plan or paid directly by the Employer, each in accordance with the terms of the plan.

10. Insurance

To the extent permitted by law, the Employer may purchase and maintain insurance on behalf of each member of the Committee and each employee deemed a fiduciary under the Employee Retirement Income Security Act of 1974, as amended (“ERISA”) against any liability asserted against him or her and incurred by him or her in such capacity, or arising out of his or her status as such, whether or not the Employer would have the power to indemnify him or her against such liability. The fact that a member of the Committee is a plan participant shall not disqualify him or her from doing any act or thing which a plan authorizes or requires him or her to do or render him or her accountable for any allowance, distribution, or other profit or advantage received by him or her.

11. Indemnification

In the event and to the extent not insured against by any insurance company pursuant to the provisions of any applicable insurance policy, the Employer will indemnify and hold harmless the Committee, the Secretary and any employee acting on behalf of the Committee from any and all claims, demands, suits or proceedings in connection with the Retirement Plans that may be brought by employees, plan participants or their beneficiaries or legal representatives, or by any other person, corporation, entity, government or agency thereof; provided, however, that such indemnification will not apply to any such person for such person's act of gross negligence or willful misconduct in connection with the Retirement Plans.

12. Restatement or Amendment

This Charter may be restated, amended, or terminated by the Board at any time. This Charter also supersedes and replaces any previously adopted Charters.

This Charter was adopted on June 22, 2021.

Authorized Signature

Date

