

I. Purpose

The (the “Committee”) was formed to assist **Girl Scouts of Western Ohio** (the “Company”) in satisfying its fiduciary obligations with respect to the Company’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 Plan.

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

II. Structure & Standard Operating Procedures

The Committee will consist of the number of members, not fewer than three, that is specified from time to time by **Girl Scouts of Western Ohio**. All members of the Committee will be Directors, Officers or employees of the Company and will serve without compensation. The members of the Committee will be selected by, and will hold membership at the pleasure of, the Board of Directors, and may be removed by the Board of Directors with or without cause. Any vacancy among the members will be filled by the Board of Directors.

On the date when a Committee member is neither an officer nor an employee of the Company, he or she will be disqualified from membership on the Committee. A member of the Committee may resign by delivering his or her written resignation to any other member of the Committee or to the Board of Directors. A resignation will become effective on the date specified in the instrument of resignation.

One member of the Committee will be selected by a majority of the Committee to act as Chairperson of the Committee. The Chairperson will appoint a Secretary, who may, but need not be, one of the members of the Committee. In the Chairperson’s absence, any other Committee member may stand in and conduct normal Committee proceedings.

The Company shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a member of the Committee against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of the Committee who are not at that time parties to the proceeding. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Charter shall be in addition to and not exclusive of all other rights to which any person may be entitled.

The Committee will hold meetings, at least annually, upon such notice, at such place as, and at such times as the Committee may from time to time determine. Sixty percent (60%) of the members of the Committee at the time holding office, present either in person or by telephone or by video conference, will constitute a quorum for the transaction of Committee business. If a quorum cannot be met committee members may use other methods of communication to distribute materials and solicit remote votes on pending matters.

All resolutions and other actions taken by the Committee at any meeting will be by the vote of the majority of the members of the Committee present at the meeting. Any decision, order, direction or other action may be made in writing signed by a majority of the members of the Committee at the time holding office will also constitute valid and effective action of the Committee, whether or not the matter to which that decision, or direction, or other action pertains has already been acted upon at a duly called and held meeting of the Committee.

The Committee may correct any defects or supply any omission or reconcile any error or any inconsistency in its previous proceedings, decisions, orders, directions, or other actions in such manner and to such an extent as it deems advisable to carry out the purposes of the Retirement Plans.

The Committee may delegate certain responsibilities and duties, as it deems appropriate, to subcommittees comprised of the Committee's own members or other individuals selected by the Committee. Each such delegation shall be reflected in the Committee's minutes.

III. Responsibilities & Duties

The following functions shall be the common recurring activities of the Committee in carrying out its purposes outlined in Section I of this Charter. These functions shall serve as a guide with the understanding that the Committee may carry out additional functions and adopt such other policies and procedures as may be appropriate in light of changing business, legislative, regulatory, or other conditions:

1. To select and monitor the investment options to be offered under the Plan.
2. To select and monitor any education program to be provided in connection with the Plan.
3. To carry out the general administration of the Plan.
4. To cause to be prepared all forms necessary or appropriate for the administration of the Plan.
5. To keep appropriate books and records, including minutes of the meetings of the Committee.
6. To exercise all powers and duties specifically conferred upon the plan administrator under the terms of the Plan and any supporting trust agreements.
7. To exercise all duties and responsibilities imposed by ERISA upon the Company as administrator of the Plan.
8. To appoint an investment manager(s) or advisor(s) to manage any assets of the trust(s) for the Plan or to advise the Committee as to the investments under the Plan, subject to the terms and conditions of the Plan and supporting trust agreements.

9. To interpret, with discretionary authority, the provisions of the Plan and to resolve, with discretionary authority, all disputed questions of Plan interpretation, including eligibility, rights, and status of participants and beneficiaries under the Plan.
10. To engage advisor(s) and outside counsel to assist the Committee in performing its duties.
11. To develop, implement, and periodically review an appropriate investment policy statement for the Plan.
12. To monitor compliance by the Company and its affiliates with respect to each Plan, with provisions of ERISA, if applicable, and all other applicable laws.
13. To adopt rules and procedures pursuant to which the Committee will operate.
14. To establish such guidelines and restrictions as the Committee shall consider appropriate with respect to the investment of the assets of the Plan.
15. To monitor the performance of all trustees, investment managers, and collective investment vehicles with respect to the Plan.
16. To make any discretionary administrative decisions required to be made under the terms of the Plan.
17. To maintain data concerning Plan costs, including administrative costs, and to review such expenses at least annually.
18. To amend and restate the Plan documents to keep the operation of the Plan in compliance with current applicable laws and regulations.

Through a resolution by the Board of Directors, this 401 (k) Fiduciary Committee Charter was adopted on September 22, 2020.

Authorized Signature

