

A Resolution of the Board of Directors of the California State University Dominguez Hills Foundation Delegating Duties Related to the Foundation's 403(b) DC Plan

WHEREAS, the California State University Dominguez Hills Foundation (the "Foundation") maintains a 403(b) DC Plan (the "Plan") for the benefit of its eligible employees; and

WHEREAS, the Foundation wishes to formally delegate all responsibility for the Plan to a single Foundation Official; and

THEREFORE, IN CONSIDERATION OF THE FOREGOING, IT IS RESOLVED AS FOLLOWS:

RESOLVED, that the Board of Directors of the Foundation delegates responsibility for all duties, both settlor and fiduciary in nature, associated with the operation and maintenance of the Plan to the Executive Director. These duties shall include selection and deselection of various service providers associated with the Plan. Any actions that would materially impact the Foundation's fiscal budget shall require the Board of Directors' approval; and

RESOLVED, that the Executive Director may choose to delegate duties, both settlor and fiduciary in nature, to other Foundation employees or groups of employees, provided they are qualified and monitored by the Executive Director; and

RESOLVED, that the Executive Director will ensure compliance with the Meeting and Procedure guidelines in section three (3) of the Charter, and that decisions regarding the Plan are made by the committee as a whole; and

RESOLVED, that the Executive Director shall provide the Board of Directors with annual written updates regarding the status of the Plan at the last Board of Director meeting of the fiscal year and will seek Board approval for any actions that would increase Foundation costs. Prior to going to the full Board, the action will go before the Executive Committee; and

RESOLVED, that the Foundation shall provide indemnification to the Executive Director, and any other employees delegated duties related to the operation and maintenance of the Plan, against expenses reasonably incurred by them in connection with any claims against them by reason of their conduct in the performance of their duties under the Plan, except in relation to matters as to which they acted fraudulently or in bad faith in the performance of such duties. The preceding right of indemnification shall pass to the estate of such person.

Adopted this 17th day of June 2021

Del Huff

Del Huff (Jul 2, 2021 18:03 PDT)

Del Huff, Chair
Board of Directors
CSUDH Foundation

Cornelia Brentano

Attest: Cornelia Brentano (Jul 6, 2021 16:30 PDT)

Dr. Cornelia Brentano, Vice-Chair
Board of Directors
CSUDH Foundation

COMMITTEE CHARTER

CSUDH RETIREMENT PLAN COMMITTEE

June 2021

Section 1: Purpose

1.1. This Charter constitutes the articles governing the operation of the Retirement Plan Committee (the “Committee”) for the California State University Dominguez Hills Foundation 403(b) DC Plan (the “Plan”) established by the Executive Director (the “Director”) of the California State University Dominguez Hills Foundation (the “Foundation”), pursuant to the provisions of the Plan.

Section 2: Membership

2.1. The Committee will be composed of the persons holding the following positions in the Foundation:

- a.** Executive Director
- b.** Chief Financial Officer
- c.** Director, Human Resources and Payroll
- d.** Controller

2.2. The Committee members will serve until their removal by the Director, written resignation, retirement, death, or disability.

Section 3: Meetings and Procedures

3.1. A majority of the Committee shall constitute a quorum, and any action by a majority of the members present at any meeting or authorized by a majority of the members in writing without a meeting, shall constitute an action of the Committee.

3.2. The Committee shall meet as often as it deems necessary and appropriate in its judgment. Committee members may attend in-person or via conference call.

3.3. The Committee may delegate authority to one or more members of the Committee when it deems appropriate. In the event a Committee member is unable to attend a meeting and render a decision on a topic, Committee members can act as a proxy to render a decision on their behalf with prior written delegation in place. At no time is one Committee member authorized to make a decision on the Plan independently.

3.4. At its discretion, the Committee may delegate authority to non-Committee members which may include an investment manager, as defined in ERISA §3(38). The Committee will qualify and monitor any individual or entity that is delegated discretionary authority.

3.5. The Committee may establish policies and procedures it deems appropriate in fulfilling its responsibilities under this Charter.

3.6. The Committee shall keep written minutes of its meetings.

Section 4: Duties and Responsibilities

4.1. The Committee shall have the following duties and responsibilities:

a. In its investment fiduciary capacity:

- i.** to monitor the performance of the trustee, investment options, investment managers and other investment fiduciaries of the Plan and make changes when it deems prudent; and
- ii.** to establish guidelines on how to allocate unallocated monies deposited into the Plan's trust, to the extent such allocation is not provided for in the Plan document.

b. In its administrative fiduciary capacity:

- i.** to monitor the performance of the recordkeeper and other service providers and make changes when it deems prudent; and
- ii.** to ensure the Plan maintains compliance with all applicable laws including ERISA.

c. In its settlor capacity:

- i.** to structure the Plan in such a way that Plan-related fees are borne by the participants through indirect or direct compensation, to the extent permitted by law, except that fees of non-recordkeeping service providers shall be phased into the Plan expenses with a goal of not causing an increase to fees paid by participants; and
- ii.** to perform all Plan-related settlor functions on behalf of the Foundation, however, the Committee will seek Board approval for any actions that would increase Foundation costs. Prior to going to the full Board, the action will go before the Executive Committee who will then bring before the Board.

4.2. The Committee will take all other actions requested by the Executive Director in furtherance of the duties and responsibilities delegated through this Charter unless such actions conflict with the Plan or any applicable laws.

4.3. On an annual basis, the Committee will provide written updates to the Executive Committee and the Board of Directors (the "Board") of the Foundation. The report will be provided at the last Executive Committee and Board meetings of the fiscal year.

Section 5: Limitation on Liability

5.1. Except as provided in Part 4 of Title I of ERISA, no person shall be subject to any liability with respect to his duties under the Plan unless he acts fraudulently or in bad faith.

5.2. No person shall be liable for any breach of fiduciary responsibility resulting from the act or omission of any other fiduciary or any person to whom fiduciary responsibilities have been allocated or delegated, except as provided in Part 4 of Title I of ERISA.

5.3. No action or responsibility shall be deemed to be a fiduciary action or responsibility except to the extent required by ERISA.

Section 6: Indemnification

6.1. As provided in Resolution No. FY2021-02 by the Board, each member of the Committee shall be indemnified against “expenses reasonably incurred by them in connection with any claims against them by reason of their conduct in the performance of their duties under the Plan, except in relation to matters as to which they acted fraudulently or in bad faith in the performance of such duties.”

Section 7: Miscellaneous

7.1. If there is any conflict between this Charter and the Plan, the terms and conditions of the Plan will control.