

Massachusetts Defined Contribution CORE Plan

Minutes of the Not-for-Profit Defined Contribution Committee August 28, 2023

The Not-for-Profit Defined Contribution Committee (the “Statutory Committee”) for the Massachusetts Defined Contribution CORE Plan (the “Plan”), met, pursuant to notice, via video- and teleconference, on August 28, 2023. Present were Statutory Committee Chair Treasurer Deborah B. Goldberg, and Statutory Committee members Jim Klocke, Noreen McMahon, and James “Chet” Riley, all being voting members of the Statutory Committee. Voting member Donna Bonaparte was absent.

Also present were Al Anzola, Makayla Fucile, David Lynch, Sandra DeSantis Lynch, Natasha Ralph, and Laura Rooney from the Commonwealth of Massachusetts Office of the Treasurer and Receiver General (“Treasurer’s Office”); Lisa Cardinal, John Fellin, and Diane Lewis of Empower Retirement Services (“Empower”); Chris Behrns of Aon Investments USA Inc. (“Aon”); Emily Gorny of the Georgetown Center of Retirement Initiatives; and Kim Olson of the Pew Research Center.

The following materials were distributed via email to the members of the Statutory Committee in advance of the meeting:

- 1) Agenda for the August 28, 2023 Meeting;
- 2) Minutes from the June 8, 2023 Not-for-Profit Defined Contribution Committee Meeting (the “Minutes”);
- 3) Quarterly Investment Review, Commonwealth of Massachusetts, Second Quarter 2023 (the “Quarterly Investment Review,” prepared by Aon); and
- 4) Massachusetts Defined Contribution CORE Plan, Q2 2023 Plan Review (the “Empower Report,” prepared by Empower).

With a quorum present, Treasurer Goldberg called the meeting to order at 12:30 p.m. Eastern Time.

Treasurer Goldberg noted that the meeting is being conducted via video- and teleconference call in accordance with the Acts of 2023 signed into law on March 29, 2023. She noted the recording parameters under the Open Meeting Law M.G.L. c.30A, §§18-25 as amended. Treasurer Goldberg inquired if anyone present was recording the session, and no one identified themselves as making a recording. Treasurer Goldberg advised all parties that should they be unable to hear during the meeting, they should bring that to her attention.

On a motion by Mr. Klocke, seconded by Mr. Riley, the Statutory Committee approved the meeting minutes from the June 8, 2023 meeting and then confirmed via roll call: Mr. Riley, Mr. Klocke, Ms. McMahon, and Treasurer Goldberg.

Mr. Behrns directed the Statutory Committee to the Quarterly Investment Report and reviewed the state of the overall economy, the domestic and international equity markets, the bond markets, and other capital markets on June 30, 2023. He reviewed the Plan's performance and the factors influencing the performance across asset classes. During his review, Mr. Behrns reviewed the Plan's asset allocation through June 30, 2023 and the Plan's investment management fees for the funds as compared to medians for each specific asset class.

Mr. Fellin presented the "Executive Overview" of the Empower Report. He reviewed the Plan's asset growth, contribution history, participation, withdrawals, automatic enrollment details, website usage, and the number of participants adopting and personalizing managed accounts.

Ms. Cardinal reviewed the "Sales Update" section of the Empower Report and reported approximately twelve employers adopted the Plan in the second quarter of 2023. She discussed factors that led the "wins," explained the opportunities in which the Plan did not win, and where feedback was available, the reasoning behind the prospects' decision. She also noted education activities regarding the Plan.

Ms. Lewis reviewed the "Communication and Social Media Update" section of the Empower Report including the topics and engagement rates of webinars, presentations, prospect emails, social media ads, and the Plan's microsite throughout the second quarter of 2023. The Statutory Committee, Mr. Lynch, and Ms. Lewis discussed participant engagement compared to other Empower clients.

Treasurer Goldberg informed the Statutory Committee that the next meeting is scheduled for December 11, 2023 at 11:30 a.m. Eastern Time, however, this date was subsequently confirmed to be in error. The correct scheduled date for the next meeting is December 12, 2023 at 11:30 a.m. Eastern Time.

There being no further business to come before the Statutory Committee, the meeting was adjourned at 1:15 p.m. Eastern Time on a motion from Mr. Riley, seconded by Ms. McMahon. Roll Call: Mr. Riley, Mr. Klocke, Ms. McMahon, and Treasurer Goldberg.