

Massachusetts Defined Contribution CORE Plan

Minutes of the Not-for-Profit Defined Contribution Committee December 12, 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 December 12, 2023. Present were Statutory Committee Chair Treasurer Deborah B. Goldberg, and Statutory Committee members Donna Bonaparte, Jim Klocke, Noreen McMahon, all being voting members of the Statutory Committee. Voting member James “Chet” Riley was absent.

Also present were Henry Clay, Emily Kowtoniuk, David Lynch, Sandra DeSantis Lynch, Joel Massa, Natasha Ralph, and Laura Rooney from the Commonwealth of Massachusetts Office of the Treasurer and Receiver General (“Treasurer’s Office”); Greg Bowen, Lisa Cardinal, Karl Kroner of Empower Retirement Services (“Empower”); Chris Behrns of Aon Investments USA Inc. (“Aon Investments”), and Teresa Kruse of Aon Consulting, Inc. (“Aon Consulting”).

The meeting was open to the public.

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

- 1) Agenda for the December 12, 2023 Meeting;
- 2) Minutes from the August 28, 2023 Not-for-Profit Defined Contribution Committee Meeting (the “Minutes”);
- 3) Quarterly Investment Review, Commonwealth of Massachusetts, Third Quarter 2023 (the “Quarterly Investment Review,” prepared by Aon); and
- 4) Massachusetts Defined Contribution CORE Plan, Q3 2023 Statutory Committee Meeting, December 12, 2023 (the “Empower Report,” prepared by Empower).

With a quorum present, Treasurer Goldberg called the meeting to order at 11:40 a.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 Ms. Bonaparte, seconded by Mr. Klocke, the Statutory Committee approved the meeting minutes, and then confirmed via roll call: Ms. Bonaparte, 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 September 30, 2023. He reviewed the Plan's investment option performance, the factors influencing the performance across asset classes, and reviewed the Plan's asset allocation through September 30, 2023.

Mr. Bowen joined the meeting.

Mr. Behrns reviewed the management fees for the investments in the Plan, comparing them to the medians of the applicable peer groups.

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

Ms. Cardinal reviewed the "Sales Update" section of the Empower Report and reported seven employers adopted the Plan in the third 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.

Mr. Bowen reviewed the "Marketing Plan Results" 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 third quarter of 2023.

Treasurer Goldberg informed the Statutory Committee that the next meeting is scheduled for March 5, 2024 at 12:00 noon Eastern Time.

There being no further business to come before the Statutory Committee, the meeting was adjourned at 12:35 p.m. Eastern Time on a motion from Ms. Bonaparte, seconded by Ms. McMahon. Roll Call: Ms. Bonaparte, Mr. Klocke, Ms. McMahon, and Treasurer Goldberg.