

PENSION COMMITTEE CHARTER

The Head Start Sponsoring Board Council of the City of New York, Inc. (the "Council") has established the Pension Committee (the "Committee"), and designated it as the Plan Administrator under The Defined Benefit Pension Plan of the Head Start Sponsoring Board Council of the City of New York, Inc. (the Plan). The Committee is a named fiduciary of the Plan with authority to control and manage the operation and administration of the Plan, including the authority to manage and control Plan assets in the manner and to the extent set forth in the Plan.

The Plan is a qualified employee retirement benefit plan intended to comply with all applicable federal laws and regulations, including the Employee Retirement Income Security Act of 1974, as amended (ERISA) and the Internal Revenue Code of 1986, as amended.

The assets of the Plan will be invested in accordance with all applicable laws in a manner consistent with fiduciary standards under ERISA.

The Council shall appoint all members of the Committee. The Committee shall consist of no more than three Committee Members appointed from Council's Executive Committee, no more than two agency directors; and no more than two at large members.

Specifically, the Committee will act:

- Solely in the interest of Plan participants,
- With the care, skill, prudence and diligence of a prudent person, knowledgeable and experienced in such matters, and
- In accordance with the terms of the Plan documents.

The Committee has established this Charter to help ensure that it adheres to and appropriately discharges its fiduciary duties and responsibilities with respect to the Plan. This Charter replaces the "Powers of the Committee" as amended on September 21, 2005.

Committee Meetings and Minutes

The Committee will act by a majority of its members. Action may be taken either by a vote at a meeting or in writing without a meeting.

The Committee will ordinarily hold four regular meetings per year. The Committee may also hold special meetings called by telephone or written notice by the Committee Chair or the Committee Secretary at the request of the Chair. The Secretary may, but need not, be a member of the Committee.

The Committee Secretary will keep minutes of every meeting, including copies of all materials distributed, reviewed or evaluated during the meeting.

The Chair of the Committee will report to the Council at least annually on the Committee's

activities.

Committee Roles and Responsibilities

The Committee has all the rights, powers, duties and obligations granted or imposed upon it in the Plan. The Committee will exercise all of its responsibilities in a uniform and nondiscriminatory manner.

The Committee has the power to approve and execute Plan amendments including amendments affecting Plan benefits, compensation (as defined in the Plan), eligibility to participate, determination of vesting and any other amendments provided that the Committee may not approve and execute any amendments that would result in either a cessation of benefit accruals under the Plan or Plan termination. In addition, the Committee may not approve any Plan Amendment that would cause the required annual contribution to the Plan to exceed the funding percentage agreed to between the Council and the City of New York.

The Committee has the full discretion and power to construe the Plan and Summary Plan Description and to determine all questions of law and fact or interpretation that may arise.

The Committee has the power to promulgate rules and procedures as it deems necessary for the proper administration of the Plan.

The Committee shall be responsible for the proper administration of the Plan's claims procedures.

The Committee may designate individuals or entities to carry out the specified responsibilities of the Committee.

The Committee may appoint subcommittees, which may include non-Committee members but each subcommittee must include at least one Committee member. The subcommittee shall, either directly or through professionals to whom they delegate responsibility, analyze issues or perform other activities, (including specified signature authority) as designated by the Committee and shall provide written or oral summaries of recommendations to the full Committee which may include proposed actions to be voted on by the full Committee.

Among the administrative functions the Committee will perform are the following:

- Seeking expert advice in areas where the Committee does not possess sufficient expertise;
- Providing (or causing to be provided) appropriate Plan-related communications to participants;
- Preparing (or having prepared) all required reports, forms and other required disclosure to the Department of Labor, Internal Revenue Service and Pension Benefit Guaranty Corporation;
- Evaluating, selecting and monitoring expert providers to the Plan including, but not

limited to, consultants, accountants, legal counsel, actuaries and insurance companies as necessary for proper Plan administration; and

- Taking whatever action the Committee considers prudent and appropriate when a Plan service provider fails to satisfy the Committee's expectations or other Plan issues require fiduciary attention.

Committee responsibility to manage and control Plan assets in a manner consistent with Plan objectives and the requirements of ERISA shall include:

- Establishing and periodically reviewing a written Investment Policy for the Plan consistent with the Plan's investment goals and objectives;
- Developing asset allocation target ranges for the Plan that reflects appropriate diversification and risk/return tradeoffs, commensurate with the Plan's liability structures, and directing the allocation of the Plan's funds among various asset sectors;
- Selecting investment advisor(s), investment managers, consultants and other prudent experts engaged to facilitate implementation of the Investment Policy;
- Monitoring the performance of the investment managers of portfolios in which Plan assets are invested;
- Periodically reviewing investment guidelines to be followed by investment managers of individually managed separate accounts in which Plan assets are invested;
- Periodically reviewing investment guidelines to be followed by investment managers of commingled separate accounts in which Plan assets are invested;
- Taking whatever action the Committee considers prudent and appropriate when a consultant, investment advisor, investment manager or an investment option fails to satisfy the performance objectives and standards set forth in the Investment Policy; and
- Periodically reviewing, for reasonableness, the expenses and fees charged to the Plan by consultants, investment managers and any other individuals that the Committee may engage, or delegate responsibilities to, relating to Plan assets.

Investment Advisor

The Committee will retain an Investment Advisor to provide services in accordance with the Investment Policy. The Investment Advisor is responsible for:

- Advising the Committee on the selection of mutual funds and other investment options with competitive performance;
- Supplying statements to the Committee on a quarterly basis to help the

Committee evaluate the Plans competitiveness and effectiveness;

- Informing the Committee of any significant matters affecting their organization, the Plan or any investment option of which they may become aware; and
- Conferring periodically with the Committee to review the Plan operation and investment results within the context of the Investment Policy and the Plan's funding requirements.

The Investment Advisor will acknowledge in writing that it is an ERISA fiduciary with respect to the Plan.

Coordination with the Plan Document

Notwithstanding the foregoing, if any term or condition of this Charter conflicts with any term or condition in the Plan, the terms and conditions of the Plan shall control.

Amendment

The Council shall have the power to amend or terminate this Charter.

Approved by the Council at a meeting held on October 5th 2009.