



EXECUTIVE COMMITTEE CHARTER

Adopted by the Board of Directors of JobsOhio
June 4, 2020

Purpose

The purpose of the Executive Committee (the “*Committee*”) established pursuant to the Articles of Incorporation (“*Articles*”) of JobsOhio (“*Company*”) and this Charter, is to carry out certain responsibilities of the Board of Directors (the “*Board*”) as delegated and in accordance with motions and resolutions adopted by the Board and as set forth in the *Responsibilities* section below.

Composition and Term

The Committee will be comprised of the Chair of the Board, two other independent members (“*Directors*”) of the Board, plus the President and Chief Investment Officer of the Company, each of whom shall be voting members. The Director members will be elected by the Board and will serve on the Committee during their respective term as a Board member, subject to earlier resignation or removal from the Committee by a majority vote of the Board. Moreover, the resignation or removal of a member as a Director shall automatically terminate such member’s service on the Committee. (Code of Regs., 3.5.)

The Chair of the Board shall serve as the Chair of the Committee.

Meetings

The Committee shall meet as often as deemed necessary, but not less than four times annually. The Committee shall keep minutes of its meetings and make regular reports on its activities to the Board.

Attendance at all Committee meetings by non-Committee members shall be at the invitation of the Chair of the Committee, and all Committee deliberations shall be kept confidential. The Committee should also conduct regular executive sessions to assure that Directors have an opportunity to speak freely in response to management’s provision of information and management of the organization.

The Committee shall act by a majority of all of its voting members at a meeting at such place or through electronic means as permitted under the laws of the State of Ohio, or by a writing in lieu of meeting signed by all of its voting members. (Code of Regs., 3.2.) In the event that one or more members of the Committee are absent from a meeting of the Committee, or being present at a meeting recuse themselves from an action taken, the remaining members of the Committee

(provided there are at least two such members), acting unanimously, shall have the power to take any necessary action.

Responsibilities

The Board hereby charges the Committee with the authority and responsibility to:

Governance

1. Make decisions on behalf of the Board during the periods between meetings of the Board, subject to ratification at the next Board meeting. (Code of Regs., 3.5.)
2. Oversee the governance policies of the Company and ensure they support the primary responsibility of the Board to provide oversight, counseling and direction to the Company's management team in the long-term interests of the Company and its stakeholders, while the responsibility for the everyday affairs of the Company lies with the Company's CIO and other members of management.
3. Recommend to the Board and committee chairs various policies and practices to enhance the effectiveness of such committees.
4. Review and recommend changes in the Company's Articles of Incorporation and Code of Regulations.
5. Support other committees of the Board in an annual review of their committee's charters.
6. Work with Company management and the Board to develop written governance guidelines that address the following topics:
 - a. The responsibilities and expectations of service by a Director on the Board;
 - b. Director access to executives and employees of the Company;
 - c. Interaction with stakeholders, including the press and elected officials;
 - d. Director orientation and education;
 - e. Frequency and schedule of Board meetings;
 - f. Participation in the setting of meeting agendas;
 - g. Nature and timing of Board meeting materials;
 - h. Attendance of key senior management of the Company at Board and committee meetings;
 - i. Posting of charters of the Board's committees and the Company's Standards of Conduct Policy on the Company's website; and
 - j. Provision for regular review of the written governance guidelines and recommendations for change of same to the Board.
7. Review and approve any related party transactions and respond to any apparent conflicts of interest, as contemplated by the Company's Conflicts of Interests Policy.

8. Recommend and appoint Directors for service on specific committees of the Board and ensure appropriate rotation of committee membership amongst Directors.
9. Recommend chairs for the committees of the Board.
10. Facilitate an annual evaluation of the Board and each committee of the Board.
11. Provide leadership for continuing governance education and enhancement of qualifications for the Board.
12. Be informed regarding the Company's public engagement, including corporate social responsibility, public policy, participation and visibility within Ohio and relations with the Ohio Legislature and government agencies relevant to economic development.

Director Recruitment

13. Review the composition of the Board relative to desired competencies, skills, experience and other attributes.
14. Identify risks of over-boarding or potential sources of conflict of interest presented by a Director candidate's service on other boards.
15. Monitor Director performance and, if necessary, request that low performing Directors resign from the Board or not be re-appointed to the Board by the Governor.
16. Ensure that Director candidates understand the responsibilities and expectations of service by a Director on the Board of the Company.

General

17. Prepare, file with the Secretary of the Corporation, and maintain minutes of all Committee meetings, including executive sessions. (Code of Regs., 3.2.)
18. Report to the Board on any significant matters arising from the Committee's work, as well as actions and determinations made by the Committee.
19. On a periodic basis, evaluate its performance and this Charter, and deliver to the Board upon its request a report setting forth the results of its evaluation and any recommended changes to this Charter.
20. Perform such other duties and responsibilities as may be assigned to the Committee by the Board, as are required by law, or as are otherwise necessary and advisable, in its or the Board's discretion, to the efficient discharge of the Committee's duties hereunder.

By adopting this Charter, the Board delegates to the Committee full authority in its discretion to:

- A. Perform each of the responsibilities of the Committee described above.
- B. Delegate such of its authority and responsibilities as the Committee deems proper to individual members of the Committee or a subcommittee.
- C. Cause the President and Chief Investment Officer of the Company to provide such funding as the Committee shall determine to be appropriate for payment of compensation to any consultants, independent counsel or other advisers engaged by the Committee pursuant to this Charter.

Recommended by the Executive Committee: May 20, 2020

Adopted by the Board of Directors: June 4, 2020