

## **WSFS FINANCIAL CORPORATION**

### **TRUST AUDIT COMMITTEE CHARTER**

WSFS Financial Corporation has created a Committee of the Board of Directors to be known as the TRUST AUDIT COMMITTEE with the following goals and objectives, composition, term of membership, meetings, and duties and responsibilities.

#### **GOALS AND OBJECTIVES**

The primary goal of the Trust Audit Committee will be to assist the Board of Directors in fulfilling its fiduciary responsibilities regarding trust activities.

- ◆ Maintain, by scheduling regular meetings, open lines of communication among the Board, internal auditors, and other relevant parties (i.e., independent accountants, etc.) to exchange views and information, as well as confirm their respective authority and responsibilities as they relate to the Trust & Wealth Management Division; and
- ◆ Determine the adequacy of the Trust & Wealth Management Division's fiduciary, administrative, operating and internal controls and evaluate adherence.

#### **COMPOSITION**

The Board of Directors shall annually elect the membership of the Trust Audit Committee, upon the recommendation of the Corporate Governance and Nominating Committee, which will be comprised of a minimum of three outside directors, each of whom will be independent of senior management and operating executives of the holding company, WSFS, and all related subsidiaries, and free from any relationships which might, in the opinion of the Board of Directors, be construed as a conflict of interest. One of the members shall be elected Chairperson, and the members of the Committee shall elect another member Vice Chairperson of the Committee.

- ◆ Each member of the Trust Audit Committee must be "Independent". A Trust Audit Committee member is not allowed to accept any consulting, advisory or other compensatory fee, either directly or indirectly, from the company or an affiliate of the company, other than in the member's capacity generally as a director, including as a member of any Board committee.

#### **TERM OF MEMBERSHIP**

Each member of the Trust Audit Committee shall serve a term of one continuous year after election. The Chairperson and the Vice Chairperson shall be elected annually by the members of the Committee. No chairperson shall serve more than three consecutive years as chairperson of the Trust Audit Committee. Exceptions to the above noted terms will require a formal approval process by the Board of Directors.

#### **MEETINGS**

The Trust Audit Committee will hold at least four regular meetings each year. These meetings will be held to review the reports of the Internal Audit Department, Independent Auditors, and Regulatory Compliance, as well as other trust related matters (i.e., review of regulatory agency reports, OCC, FRB, SEC, FDIC, etc.).

A meeting quorum requires that three Committee members be present at the meeting either in person or by telephone. Items requiring the approval of the Committee will require a majority vote by the Committee.

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**DUTIES AND RESPONSIBILITIES**

The Trust Audit Committee will hold its regular quarterly meetings each year, and such additional meetings as the Chairperson of the Committee shall require in order to meet the following duties:

- ◆ Review and reassess the adequacy of the Trust Audit Committee Charter and Trust Audit Committee Policy annually and submit them to the Board for approval;
- ◆ Ensure that members of the Committee have unrestricted access to the Internal Audit Department (without management present) to review and discuss trust or other related matters at such times and under such circumstances as the Committee may deem necessary or appropriate;
- ◆ Ensure proper independence of the Company's Internal Audit function; the Senior Audit Executive/Chief Auditor reports directly into the Audit Committee, and administratively to either the CEO or to an Executive in an oversight role (i.e., the Chief Risk Officer); the Internal Audit function should not report directly into any business lines or support functions;
- ◆ The Trust Audit Committee will approve the internal audit plan for trust activities;
- ◆ Approve the scope of internal audits to assure regular testing of the systems and controls associated with trust activities, compliance with laws and regulations, and preventing management from overriding the internal control system or compromising the control environment;
- ◆ Evaluate the effectiveness of the internal audit effort through regular meetings with this group;
- ◆ Determine that no management restrictions are being placed upon the internal auditors;
- ◆ Review the adequacy of internal controls and management's handling of identified material weaknesses and reportable conditions in the internal controls over trust activities, and compliance with laws and regulations;
- ◆ Evaluate the adequacy of the Trust & Wealth Management Division's internal control and fiduciary procedures by review of written reports from the internal auditors, and monitor management's responses and actions taken to correct any noted deficiencies;
- ◆ Review reports issued by outside consultants regarding internal control or fiduciary requirements as they relate to trust activities;
- ◆ Ensure that there are no members of the Committee who are not independent as required by applicable regulation;
- ◆ Review all regulatory agency reports (i.e., OCC, FRB, SEC, FDIC, etc.) submitted to the Trust & Wealth Management Division regarding trust activities and monitor management's response to any comments in these reports;
- ◆ Review with the independent auditor any management letter provided by the auditor and management's response to that letter as it relates to trust activities;

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- ◆ Identify and direct any special projects or investigations deemed necessary;
- ◆ Offer to meet with the Senior Internal Audit Executive/Chief Auditor, the Director of Compliance and the Trust Compliance Officer in separate executive sessions at any time, upon request;
- ◆ Hold executive sessions with only Trust Audit Committee members present;
- ◆ Execute any duties or responsibilities which have been delegated to the Committee by the full Board of Directors regarding trust activities;
- ◆ Maintain minutes and other relevant records of its meetings and activities. Such minutes shall be made available for review by the FDIC, SEC and the appropriate federal banking agency (i.e., the OCC); and
- ◆ Agendas will be provided for all Trust Audit Committee meetings. A report regarding the agenda items for the Trust Audit Committee meetings will be made to the Board of Directors of the Corporation.

In carrying out its responsibilities, the Trust Audit Committee believes its policies and procedures should remain flexible in order that it be able to react to changing conditions and the environment, and to assure the directors and shareholders that the fiduciary activities of the Trust & Wealth Management Division are in accordance with all requirements and are of the highest quality. While the Trust Audit Committee has the responsibilities and powers set forth in this Charter, it is the responsibility of management to determine that the Trust & Wealth Management Division complies with all fiduciary requirements and applicable laws and regulations.

Approved this twenty-sixth day of July, 2017.

Last amended July 23, 2014.