

Charter for the Compensation Committee

1.0 Purpose

The ARIN Bylaws (including Article VI, Section 3) establishes a Compensation Committee. The Compensation Committee shall only be delegated the powers and authority, if any, from the Board as specified below or in the Bylaws; and for any other work or matters requested by the Board, the Compensation Committee will work to refer any actions or information for consideration by the Board.

2.0 Composition of the Committee

The Compensation Committee shall be composed of the Board Chair, the Treasurer (provided they are a member of the Board, otherwise it shall be the Finance Committee Chair), and the Vice Chair of the Board. The Chair shall appoint a Vice Chair from the members of the Compensation Committee. The Chief Human Resources Officer shall serve in an advisory capacity to the Committee as well as the ARIN General Counsel when requested.

3.0 Scope of Responsibilities

The Compensation Committee shall be responsible for development and retention of ARIN's President including the negotiation and presentation of the President's contract and compensation package to the ARIN Board of Trustees for approval when necessary.

Additionally, the Compensation Committee shall determine the President's annual bonus within the Board approved bonus range. The employment contract shall set forth the compensation structure for the President and the terms and conditions of the President's employment.

The Committee shall review and approve annual performance objectives for the President and shall annually review the President's performance against such objectives as well as the reasonableness and appropriateness of their compensation and benefits in relation to the marketplace. The Committee may, as necessary, review and approve ARIN's overall compensation philosophy and practices in light of industry standards.