

# Charter for the Compensation Committee

## 1.0 Purpose

The ARIN Bylaws (including Article VI, Section 3) specifies the basic duties of the ARIN 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 Committee shall consist of Board Chairman along with two elected members of the Board. The Compensation Committee shall be composed of the Board Chairman, the Treasurer (provided he or she is a member of the Board, otherwise it shall be the Finance Committee Chair), and one additional member. The third Trustee shall be appointed to the Committee by the Board of Trustees at its first business meeting of the year. The remainder of the elected Board shall be welcome as non-voting participants in the activities 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.

The duties of the Committee Chair include the following:

- prepare for and facilitate committee meetings, including working with staff to shape meeting agendas,
- able to run a meeting, to time, and bring a group to a consensus,
- able to draw on colleagues' skills and abilities,
- able to deploy people management skills to handle different people and personalities, managing the strong versus the quiet, gathering input from all,
- able to establish and maintain a good working relationship with the Board Chair,
- act as subject matter expert and/or offer technical skills related to the committee's mandate.

### **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 his or her 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.

At the end of each year, the Compensation Committee shall review its charter and its performance as a Board committee. Any recommendations from this review shall be reported to the full Board for their consideration. The Committee's communications and deliberations shall be kept private and confidential.

### **4.0 Committee Logistics**

The Committee will meet at least quarterly. With support from staff the Committee chair will develop an agenda in advance of each meeting.