Compensation Committee Charter

(Board Subcommittee; revised 2025 09 19)

Purpose

The purpose of the Compensation Committee (the "Committee") is to assist the Board of Directors (the "Board") with its oversight of the forms and amount of compensation of the executive director. The Committee is also responsible for preparing any compensation-related reports required by the Board.

The Committee oversees the Executive Director's annual performance evaluations and endeavors to ensure that those evaluations are accurate, fair, and well supported by objective data.

Committee Membership

- The Committee shall be reconstituted annually at the first Board meeting of each calendar year.
- The Committee consists of at least three elected NANOG Board members. The Board may also appoint additional non-voting members from the broader community to add additional expertise or insight. No member of the Committee can be a direct report to or compensated by the executive director.
- The Committee will elect its Chair from among its voting members at its first meeting. The Chair is responsible for scheduling meetings, managing Committee communications, and ensuring that the process is on schedule.
- A majority of the voting Committee members constitutes a quorum at any given meeting. The action of that quorum, at a given meeting, will be the action of the Committee.

Process

The Committee provides oversight of the forms and amount of compensation for NANOG's executive director. The Committee's goal is to have this process complete by March 31st of each calendar year. To meet its responsibilities, the Committee will do the following:

- The Executive Director shall send their self-appraisal for the prior year to the Committee upon request of the Chair.
- The Committee may solicit input from others, including the remaining Board members, staff, sponsors, and community members.
- The Committee shall review the Executive Director's self-appraisal as well as input from the board, staff, and others, and shall propose executive compensation

recommendations to the Board based on the input received. The compensation recommendations will include any and all compensation methods, including but not limited to salary, market adjustments, and bonus recommendations.
- After receiving feedback from the board, the committee will conduct a performance review with the Executive Director, as scheduled by the Committee Chair.
- The Committee and Executive Director shall mutually agree on performance objectives for the current year that are consistent with the Board's organizational objectives.
- The Committee shall produce a report to the Board reviewing the executive director's performance for the previous year and recommending compensation adjustments.
- The voting Board members shall meet in executive session to review the report and vote whether to ratify the report and compensation adjustment recommendations.
- Once approved by the Board, the Executive Director and Committee Chair shall sign the finalized report.

Responsibilities

In order to preserve confidentiality and maintain the organization's tax exempt status, the Committee shall shall follow these guidelines:

- All deliberations and information collected shall be kept confidential, and may not be disclosed beyond the Board and Committee.
- The Committee shall ensure that executive compensation is following "rebuttable presumption of reasonableness" within the meaning of the rules and regulations established according to Section 4958 of the Internal Revenue Code.