

COMPENSATION SUBCOMMITTEE CHARGE

Number of Members 4

Composition

Members shall include the President, Past President, Vice President and the Treasurer and Secretary. The President shall serve as Chair.

Method of Appointment

Members of the Compensation Subcommittee are elected officers of the Society and shall serve in conjunction with holding their respective elective offices.

Terms of Office

One year, following the annual meeting in May.

Accountability

Reports to: Executive Committee

Purpose

To manage, on behalf of the Board, the performance of the Society's chief staff officer.

Responsibilities

- Annually review the performance of the CEO, based on performance goals set the previous year, including:
 - Receive a presentation by the CEO on achievements for the prior year relative to performance measures established at the beginning of the year, and any other significant achievements of either the Society or the CEO.
 - Report the results of the performance evaluation to the Board.
- Annually establish the overall organization performance measures and cash performance award criteria, weighting, and levels for the coming year, based on market information.
- Annually review the compensation and benefits plan of the CEO and recommend adjustments to the Executive Committee, based on market data and results of the performance review, including:
 - Review competitive marketplace information to establish compensation for the coming year, including industry compensation standards and projected merit pay ranges.

- Determine salary and performance-based merit adjustments, using marketplace data.
- Receive an assessment from the CEO on the performance of key executive staff and about succession planning for the senior team.
- Periodically review and revise CEO's employment contract

Decision-Making Authority

Make recommendations to the Executive Committee (which reports on its actions to the Board).

Limitations

The HRS President is authorized to sign contracts related to the CEO only after the Executive Committee has formally acted on the recommendation of the Compensation Subcommittee.

Meeting Frequency

Two-three teleconferences annually.