

Operation Healing Forces Assessment & Compensation Committee

Policy

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PURPOSE

The Assessment & Compensation Committee (ACC) is charged with the responsibility to recommend to the full board on an annual basis the appropriate compensation for the Executive Director. The ACC is created by a board resolution and its composition is reviewed annually and approved by the full board.

MEMBERSHIP

- Size. The ACC shall consist of no fewer than three non-employee members of the Board.
- Qualifications. Each ACC member shall be free from any relationships or conflicts of interest with respect to the organization or the organization's staff that may impair, or appear to impair, the director's ability to make independent judgments regarding compensation policies.
- Appointment and Removal. Members of the ACC shall be appointed by the Board and may be removed by the Board at any time with or without cause.

COMMITTEE POWERS, AUTHORITY, DUTIES

The board grants the ACC authority and responsibility to:

- Approve the compensation strategy of Operation Cruise, consistent with the organization's mission and values.
- - To approve the compensation for the Executive Director and other highly compensated employees and consultants the committee must document how it reached its decisions, including the data on which it relied, in minutes of the meeting during which the compensation was approved. Documentation will include:

- A description of the compensation and benefits and the date it was approved;
 - The members of the committee who were present during the discussion about compensation and benefits, and the results of the vote;
 - A description of the comparability data relied upon and how the data was obtained; and
 - Any actions taken (such as abstaining from discussion and vote) with respect to consideration of the compensation by anyone who is otherwise a member of the board but who had a conflict of interest with respect to the decision on the compensation and benefits.

- Approve corporate goals and objectives relevant to compensation of the Executive Director, evaluate the Executive Director's performance in light of those goals and objectives, and review and recommend the Executive Director's compensation based on this evaluation.

- Annually review and approve the Executive Director's recommendations in the following areas in respect of all other executives:
 - salary;
 - bonus or incentive award;
 - supplemental benefits, including retirement benefits and deferred compensation;
 - employment agreements, severance arrangements, and any amendments or waivers to these agreements or arrangements; and perquisites.

- Review and reassess the adequacy of the ACC periodically and recommend any proposed changes to the Board for approval.

- Review its own performance as compared to the requirements of the ACC from time to time.

- Provide a report at least once a year to the Board on its activities and decisions.

- Review the disclosure of executive compensation in Form 990 and notify the Board of any issues raised by the disclosure.

ASSESSMENT & COMPENSATION COMMITTEE CHAIR

The Chairman of the Board of Directors shall appoint the Chairman of the ACC. The ACC Chairman shall be responsible for leadership of the Committee, including preparing the agenda, presiding over the meetings, making committee assignments, keeping appropriate records of committee activities, and reporting for the ACC to the Board.

The ACC Chairman shall ensure that meeting minutes are prepared no later than the next meeting; reflect compensation arrangements and terms reviewed, and the dates of review; and indicate the members present and how they voted on compensation approved; and shall attach documentation that fully supports compensation arrangements reviewed, the comparability data relied upon, and the decisions made.