

WSLR HR/Executive Compensation Committee Charter

Adopted 2/19/2024

Purpose: The HR/Executive Compensation Committee is responsible for the hiring and evaluation of the General Manager. Among the responsibilities and authority of the executive committee is that relating to executive compensation. The committee reviews compensation practices and programs for the General Manager and provides leadership in this area.

Type of Committee: Standing

Reports to: Board of Directors.

Staff Relationship: Will conduct evaluation of the General Manager on an Annual Basis and develop goals for the coming year.

Board Relationship: The executive committee reports its determinations to the full board.

Committee Composition: The Executive Committee of the Board will serve as the HR/Executive Compensation committee with the Board Chair running the meetings.

Frequency of Meetings: As necessary to accomplish the work outlined below, including a minimum of 2 annual meetings for evaluation of General Manager.

Documentation: Each meeting shall be documented by an agenda and meeting minutes.

Decision Making: Seek consensus, but when consensus cannot be achieved a majority vote will prevail.

Roles and Responsibilities:

- Acts on behalf of the board in recommending executive compensation policy
- Makes recommendations regarding compensation of the General Manager by reviewing the annual base salary levels, performance evaluations, and overall budget impact.
- Establish compensation guidelines for annual increases.
- Responsible for keeping the General Manager job description current.
- Responsible for vetting and interviewing candidates for General Manager and then recommending a candidate for the position to the full Board.
- Develops a process for annual evaluation of the chief executive of the organization.
- Meets independent of the chief executive to discuss performance relative to the position description. During these deliberations, the committee also considers input obtained from other board members, staff, and volunteers.
- Responsible for developing a contract and setting performance goals for the General Manager.