

## **POLICY FOR BOARD OF TRUSTEES APPROVAL OF COMPENSATION**

*Amended by the Board of Trustees November 19, 2013*

The President of Audubon Society of New Hampshire (“ASNH”) is the principal representative of ASNH, and the person responsible for the efficient operation of ASNH. Therefore, it is the desire of ASNH to provide a fair, yet reasonable and not excessive, compensation for the President (and any other highly compensated employees and consultants).

The annual process for determining compensation is as follows: Following the review and recommendation of the Executive Committee, the Board of Trustees of ASNH (the “Board”) shall annually evaluate the President on his/her performance, and ask for his/her input on matters of performance and compensation.

### **Board Approval**

The Executive Committee will make a recommendation to the full Board for the compensation (salary and benefits) of the President (and other highly compensated employees or consultants) based on a review of comparability data. For example, the Executive Committee will secure data that documents compensation levels and benefits for similarly qualified individuals in comparable positions at similar organizations. This data may include the following:

1. Salary and benefit compensation studies by independent sources;
2. Written job offers for positions at similar organizations;
3. Documented telephone calls about similar positions at both nonprofit and for-profit organizations; and
4. Information obtained from the IRS Form 990 filings of similar organizations.

### **Concurrent Documentation**

To approve the compensation for the President (and other highly compensated employees and consultants) the Board 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) A description of the compensation and the date it was approved;
- b) The members of the Board who were present during the discussion about compensation, and the results of the vote;

- c) A description of the comparability data relied upon and how the data was obtained; and
- d) 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.

### **Independence in Setting Compensation**

The Chair of the Board, who is a volunteer and not compensated by ASNH, will operate independently and without undue influence from the President in connection with the process of setting the President's compensation.

The President, any other staff member, relative of a staff member or any Executive Committee member with a relationship with a staff member that creates a conflict of interest of such member with respect to setting the compensation of the President may not participate as a member of the Executive Committee in its activities pertaining to setting the President's compensation.