

COMPENSATION POLICY OF GENDEREQUAL, INC.

ARTICLE 1 – Purpose

The Purpose of the Compensation Policy of GenderEqual, Inc. (hereinafter referred to as the “Corporation”) is to ensure that (a) the decisions regarding executive compensation are made through a process free from potential conflicts of interest, and (b) the Corporation is able to recruit and retain high quality executive leadership by providing fair yet reasonable and not excessive compensation levels for its executive.

ARTICLE 2 – Application

This policy applies to all director-level executive positions, including but not limited to Executive Director, Finance Director, Development/Fundraising Director, and Human Resources Director, and to any and all compensated employees or consultants with annual compensation equal to or in excess of \$50,000, whether full- or part-time, employee- or contract-based, temporary or permanent (hereinafter referred to as the “Reviewee”).

ARTICLE 3 – Compensation Determination Process

The compensation determination process shall include (a) review and approval by the Board of Directors or compensation committee, (b) use of data as to comparable compensation, and (c) contemporaneous documentation and recordkeeping.

Section 3.1 - Review and Approval. The Human Resources Committee, or Executive Committee in the absence of a Human Resources Committee, will review the salary and performance of the Reviewee in order to make a recommendation to the full Board of Directors for the compensation (salary and benefits), provided that Committee members with conflicts of interest with respect to the compensation arrangement at issue are not involved in this review and approval. Committee members may ask for the Reviewee’s input on matters of performance and compensation.

Section 3.2 – Use of Data as to Comparable Compensation. The Reviewee’s compensation is assessed and approved using data that documents compensation levels and benefits for similarly qualified individuals in comparable positions at similar organizations. This data may include the following:

- a. Salary and benefit compensation studies by independent sources
- b. Written job offers for positions at similar organizations
- c. Documented telephone calls about similar positions at both nonprofit and for-profit organizations
- d. Information obtained from the IRS Form 990 filings of similar organizations

Section 3.3 – Contemporaneous Documentation and Recordkeeping. To approve the Reviewee’s compensation, the Board of Directors shall 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 benefits and the date it was approved
- b. The members of the Board of Directors who were present during the discussion about compensation and benefits, and the results of the vote
- c. A description of the comparability data relied upon and how the data was obtained
- 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 of Directors but who had a conflict of interest with respect to the decision on the compensation and benefits

ARTICLE 4 – Independence in Setting Compensation: The Board Chair, who is a volunteer and not compensated by the Organization, will operate independently without undue influence from the Executive Director.

No member of the Human Resources Committee, or Executive Committee in the absence of a Human Resources Committee, will be a staff member, the relative of a staff member, or have any relationship with staff that could present a conflict of interest.