



## **PLOS Compensation Committee Charter – 2022**

*Revised Charter as approved by Board of Directors' vote, February 5, 2022*

### **Role**

The Compensation Committee ("Committee") shall review the performance of and participate in the setting of just and reasonable compensation for the Chief Executive Officer (CEO) in accordance with the applicable provisions of the federal law and California Nonprofit Integrity Act of 2004. The Committee may also be called upon to assist the CEO in addressing any other issue regarding the staffs' and officers' compensation and benefits.

### **Authority and Membership**

1. The Committee is a committee of the Board established under Section 5.1 of the Bylaws. A majority of directors then in office will appoint members of the Committee and a Chair of the Committee, each to serve for two-year terms.
2. The Board may fill vacancies on the Committee. The Board may remove a Committee member from the Committee at any time, with or without cause.

### **Operations**

1. The Committee will meet with such frequency as it may determine. The Chair of the Committee will preside over Committee meetings. A majority of Committee members will constitute a quorum. Committee approvals will require a vote of a majority of the Committee members present at a meeting at which a quorum is present.
2. The Committee will keep minutes of its meetings and report its activities to the Board on a regular basis.
3. The Committee may invite individuals who are not Board members to participate in Committee meetings, but these individuals will not have voting power and will not be held out as Committee members. The Committee may request any officer or employee of PLOS, or outside consultants, counsel or other advisors, to attend meetings or meet with Committee members.

### **Responsibilities**

1. Obtains from and discusses with the Board Chair (i) an annual review by the Board Chair of the CEO's performance and (ii) the Board Chair's recommendation for performance goals for the CEO for the subsequent year.
2. Makes recommendation to the Board regarding the CEO's performance goals and compensation.
3. Review at the request of, and consult with, the CEO, with regard to any issue involving staff and officer compensation and benefits, including without limitation, bonus, health and retirement plans, particularly new programs or amendments to existing programs.
4. Review this charter periodically and recommend any proposed changes.

Note: The Board may amend this charter at any time. Because of statutory limitations, however, the Board may not authorize the Committee to, and the Committee may not: fill vacancies on the Board or on any committee with Board authority; designate or remove from office any directors, or lengthen the term of any director; fix compensation of the directors; amend, repeal, or adopt provisions of the Bylaws or Articles of Incorporation; amend or repeal any Board resolution that is, by its own express terms, not so amendable or repealable; create Board committees or appoint members of Board committees; authorize indemnification for any agent of PLOS; expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected; authorize the merger of PLOS, or the lease or transfer of substantially all of PLOS's assets; authorize or revoke the decision to wind up and dissolve PLOS; or approve a self-dealing transaction, except as provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.