



COMPENSATION & BENEFITS COMMITTEE TERMS OF REFERENCE

PURPOSE

The Compensation & Benefits Committee (the “Committee”) shall be a standing committee of the Board and shall advise and assist the Board of Trustees (the “Board”) of the International Vaccine Institute (the “Institute”) with its responsibilities for compensating the Institute’s executives, oversight of the Institute’s compensation and benefits plans, and review of the Institute's Personnel policies.

MEMBERSHIP

Members of the Committee shall comprise the following:

- Up to seven Board members appointed by the Board
- Board Chairperson as a non-voting ex-officio member

The members shall be nominated by the Governance & Nominating Committee and appointed by the Board. One of the Committee members will be appointed as the Chair of the Committee by the Board. The members shall be appointed for a term which is concurrent with their term of membership on the Board and may be renewable in accordance with their membership of that Board.

ROLE OF THE DIRECTOR GENERAL

The DG has an important role in supporting the Committee’s activities without unduly influencing the Committee’s recommendations. The DG will assist the Committee by helping to:

- Provide recommendation and evaluation of the Institute’s overall performance, and comparable compensation paid to similarly situated executives in comparable organizations;
- Keep the Committee aware of key compensation or benefits issues, changes or trends that may potentially impact the Corporation’s compensation or benefits program;
- Assign appropriate staff and resources to effectively support the work of the Committee.

RESPONSIBILITIES

The Committee is entrusted with the following responsibilities:

- Periodically review and make appropriate recommendations to the Board on the Institute’s personnel policies, including scales of salaries and benefits, to ensure that they remain competitive and appropriate in relation to the Institute’s mission, values, financial capabilities, and strategies. As necessary, the Committee shall recommend changes to the policies to the Board.
- Review and recommend to the Board the compensation and benefit package of the Director General, as well as that of the leadership team that exceeds the Board approved salary scale, ensuring that compensation is competitive and appropriate in relation to the target market.

- Annually review the Institutional goals and objectives of the Director General.
- Evaluate the Director General's performance against these goals and objectives, and, based on its evaluation, recommend the Director General's annual bonus to the Board for approval. The review and evaluation of the objectives of the leadership team shall be done internally and shared with the Board.
- Review and recommend to the Board on adjustments to the annual merit/incentive payments.
- Review and assess the adequacy of succession planning for the Institute's senior management team, at least annually.
- Review and make recommendations on such other topics as determined by the Board.

PROCEDURES

- The Committee shall meet as necessary to fulfill its responsibilities, but at least once each year. The location of the meetings shall be decided by the Committee Chair in consultation with the Director General, taking into account the financial and environmental (reducing unnecessary travel/ green initiative) implications.
- The Committee may request that any directors, officers or employees of the Institute, or other persons whose advice and counsel are sought by the Committee, attend any of its meeting to provide such pertinent information as the Committee requests.
- The Committee shall regularly report to the Board on the Committee's actions and make recommendations to the Board and management as appropriate.
- The Chairperson of the Committee shall be responsible for leadership of the Committee, including preparing the agenda, presiding over Committee meetings, making Committee assignments and reporting on the Committee's activities to the Board.
- The presence of a majority of the members of the Committee shall constitute a quorum.
- Decisions shall be taken by a majority of Committee members present and voting. Actions may also be taken by mail, email, teleconference or videoconference consultation at the discretion of the Chair.
- A Board member representing a government or an organization other than the Director General may delegate his or her authority as a Board member to a single subordinate, who shall be permitted to vote in any matter before Committee on behalf of the delegating Board member; provided that the delegating member shall inform the Committee Chair and Secretary of the delegation in writing prior to the meeting and that the Chair approves the delegation of authority. Such notice shall clearly state the duration of the delegation of authority.
- The Committee shall keep minutes of its meetings and regularly report on its meetings and other activities to the Board.
- At the discretion of the Committee Chair, observers may be invited to participate in discussions of the meeting.
- The agenda of each meeting may include an executive session attended only by Board members.