

IEEE Executive Performance and Compensation Committee Charter

PURPOSE

The Executive Performance and Compensation Committee (EPCC) (the "Committee") is a Committee of the Board, created by and responsible to the IEEE Board of Directors to oversee matters related to the annual goal-setting, performance review, compensation, benefits, and perquisites for the IEEE Executive Director, in accordance with IEEE Bylaws and IEEE Policies. In addition, the EPCC will oversee the annual performance feedback from the members of the IEEE Board of Directors for IEEE Disqualified Persons (as defined by US IRC Section 4946) reporting to the Executive Director, i.e., Management Council (MC).

Specifically, the Executive Performance and Compensation Committee shall:

1) Executive Director annual goal setting:

- Coordinate and develop the Executive Director's performance goals to be presented to the IEEE Board
- Present to the Board the results of the Executive Director's performance review
- Propose modifications to the IEEE Executive Director's compensation package including salary adjustments, bonuses and benefits for review and approval by the Board

2) Annual performance feedback of Management Council:

- Develop and coordinate an annual survey to the IEEE Board of Directors regarding its annual performance feedback for Management Council
- Present to the Executive Director the results of the Board survey regarding the annual performance feedback regarding Management Council

FUNCTIONS:

To support the responsibilities of the Committee, it shall:

1) Executive Director annual goal setting:

- Create a schedule of activities related to the prioritized goal setting process and performance evaluation of the Executive Director for the year
- Collect input from members of the Board of Directors, IEEE volunteers and staff, and experts, customers, and others as necessary or appropriate when preparing for the annual review of the Executive Director

- Review the ED's self-evaluation of his/her performance
- Conduct an in-person performance review of the Executive Director each year
- Presents the results of the performance review to the IEEE Board of Directors at its first regularly scheduled meeting of the year
- Present the performance goals for the following year to the IEEE Board of Directors for review and approve the last regularly scheduled meeting of the year
- Review, in consultation with IEEE's HR compensation consultants, relevant market data to ensure the relative market reasonableness of the Executive Director's benefits and compensation, and, based on such analysis, propose to the Board of Directors for its approval at its first regularly scheduled meeting of the year the benefits and compensation to be provided to the Executive Director for that year.

2) Annual feedback of Management Council:

- Conduct survey to be added to the annual IEEE Board of Directors Survey to enable Board members to provide annual performance feedback of Management Council
- Survey results will be shared by the EPCC with the Executive Director prior to the Executive Director's preparation of annual reviews of Management Council

Membership

- The Committee membership shall be comprised of the IEEE President, President-Elect and Past President.
- The IEEE President shall be the Chair.

Meetings

The Committee shall meet as required, and shall normally hold at least one in- person meeting each year.

The Committee may also meet and act upon the vote of its members via telecommunications equipment, where, in accordance with IEEE Bylaws, all parties participating in the meeting can hear each other at the same time.

Charter Amendments

Revisions to this Charter shall be approved by the IEEE Board of Directors.

Approved by the IEEE Board of Directors
February 2023