

Charter for the Compensation Committee of the Board of Directors of Adopt-A-Classroom

Purpose The Compensation Committee (“the Committee”) is established to define a compensation strategy for the Executive Director that is consistent with its mission and values.

Composition The Committee shall have at least 3 members (including a Chairman) elected by the Board of Directors. The majority of the members of the Committee shall be members of the Board who have no existing financial, family or other personal ties to management of the organization. No staff members of the organization will be eligible to serve on the Committee.

Meetings The Committee shall meet annually, but will meet more often if desired or deemed necessary, in order to discharge responsibilities. All meetings may be held by telephone conference call or in person meeting.

Specific Duties of the Compensation Committee

1. Approve the compensation strategy for the Executive Director
2. Review management proposals regarding Adopt-A-Classroom’s Executive Director compensation and benefits programs to ensure that such proposals support the established Executive Director’s compensation strategy.
3. Review benchmarked information to ensure that compensation is reasonable.
4. Report to the Board on Committee activities.
5. Review the Committee charter annually and recommend any changes to the board.

The committee shall have access to the necessary resources to discharge its duties and responsibilities, including the rights to:

1. Meet with, or speak with, the Executive Director to obtain any information it may require.
2. Obtain advice and assistance from counsel, accounting and other advisers to Adopt-A-Classroom as the Committee deems necessary to fulfill its responsibilities.
3. Retain, at Adopt-A-Classroom’s expense, persons that have special competencies, including without limitation to, legal, accounting and/or other consultants and expert the committee deems necessary to fulfill its responsibilities.

The Compensation Committee report

The Committee shall report its actions and recommendations to the Board at regular Board meetings. The Committee shall report to the Board at least once annually regarding any proposed changes to this charter.