

## Personnel Committee Charter

### Purpose

The Personnel Committee is a standing committee of the Board and is responsible for recommending to the Board personnel policies appropriate for the Orleans Conservation Trust, for ensuring that the performance of the Executive Director is evaluated, and for recommending the Executive Director's compensation.

### Authority

The Committee is authorized to pursue, without constraint or participation of the staff, matters within its scope of responsibilities.

### Composition

Only Trustees may serve on the Committee as voting members. The Committee shall be composed of at least three Trustees. The President shall appoint the members of the Committee including the Committee Chair. The President and the Executive Director will serve as non-voting, *ex officio* members. The appointed members should, when possible, have expertise in staff supervision, non-profit management, and human resource policies and practices.

### Term

Committee members shall serve a one-year term. All terms commence upon a favorable vote from the Trustees at the Board meeting following the Annual Meeting, or, if a member is appointed after said Board meeting, such member's term shall run from the date of appointment until the Board meeting following the next Annual Meeting. During a member's term, the member may resign or be removed by the Board. There are no limits on the number of terms a member may serve. It is preferred that the Committee Chair have previously served at least one year as a member of the Committee.

### Meetings

The Committee shall meet in-person or virtually at least once each year, and more frequently as circumstances dictate. A majority of the members of the Committee shall constitute a quorum sufficient for the taking of any action. A majority vote of the quorum shall be the decision of the Committee.

In the absence of the Committee Chair, the Committee shall appoint by majority vote a member of the Committee to serve as Committee Chair. Committee meetings shall be open to any Trustee with prior consent of the Chair.

Meetings may be held virtually so long as all members of the Committee can hear each other. Participating in a meeting virtually shall constitute presence at the meeting.

### Responsibilities

The Committee's general responsibilities include:

- Reviewing and recommending the appropriate job description for the Executive Director position.

- Working with the Executive Director to develop and recommend his/her annual goals and priorities to the Board.
- Ensuring that the President provides the Executive Director with ongoing feedback regarding the Board's assessment of the Executive Director's performance, as well as ensuring an annual review of the Executive Director's performance as the main basis for recommending any changes in compensation.
- Ensuring that the ongoing and annual performance review processes for the Executive Director include self-assessment and the Executive Director's assessment of the Committee's and Board's performance.
- Annually reviewing, benchmarking, and making recommendations to the Board regarding the Executive Director's compensation, including salary, benefits, and any bonuses.
- Ensuring that the Executive Director is afforded appropriate professional development opportunities.
- Working with the Executive Director and the Finance and Investment Committee, make recommendations to the Board regarding proposed changes in full or part-time staffing levels.
- Drafting and/or revising personnel policies for Board approval including periodic benchmarking of OCT's personnel policies and practices against those of similar organizations.

#### **Other Responsibilities**

- At its first meeting of the year, establish Committee calendar, timeline ,and guidelines for tasks to be completed during the year.
- Ensure the input of all Board members regarding the performance evaluation of the Executive Director.
- Annually conduct a self-evaluation of the Committee's performance and report the results to the Board.
- Keep the Board informed of all material events and activities.
- Report to the Board the results of Committee meetings.
- Perform such other duties as are necessary or appropriate to further the Committee's purposes, or as the Board may assign to it from time to time.

#### **Conflicts of Interest**

If any member of the Committee shall have, or appear to have, a conflict of interest that impairs or appears to impair the respective member's ability to exercise independent and unbiased judgment in the good faith discharge of his or her duties, he or she shall disclose such conflicts and recuse himself/herself prior to meaningful discussion.