

Compensation Committee Charter

As amended March 7, 2019 [and showing proposed changes](#)

The Compensation Committee (the “Committee”) of the Board of Trustees (the “Board”) of The Internet Society (“ISOC”) has the responsibilities, duties, and authority described in this Charter.

I. Purpose

The primary purpose of the Committee shall be to assist the Board in fulfilling its responsibilities relating to the determination of compensation for the President and other senior executives, and its oversight responsibilities with respect to the establishment of compensation policies and practices for other officers and employees of ISOC.

II. Composition

The Committee shall consist of at least three voting Trustees appointed by the Board. The Chair of the Board shall serve as the Chair of the Committee.

III. Special Conflict of Interest Rules

None of the Committee members shall be an employee of ISOC, or a family member of an employee, or receive any compensation from ISOC (i.e., the member shall not receive or accept, directly or indirectly, any consulting, advisory or other compensatory fee from ISOC or its subsidiaries or affiliates, except for that which is incident to serving on the Board or the Committee). Each member shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee.

IV. Meetings

The Committee shall meet at least once annually or more frequently as circumstances dictate.

V. Responsibilities and Duties

The following shall be the principal recurring duties of the Committee in carrying out its responsibilities. These duties are intended as a guide, with the understanding that the Board may modify or supplement them as appropriate:

- Review ISOC’s compensation [philosophy and strategy for the upcoming year,](#)
- [Review and approve a list of Disqualified Persons, provided by HR and pursuant to Section 4958 of the Internal Revenue Code of 1986, as amended.](#)
- [Complete a review of market data provided by HR,](#) with respect to the compensation and benefits provided by comparable organizations for comparable services to those

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provided by ISOC's President and other senior executives who constitute "Disqualified Persons" (as defined in Section 4958 of the Internal Revenue Code).

- Review and approve annual performance objectives for the upcoming year for the President.
- Review the President's quarterly reports against the President's objectives.
- Evaluate the President's performance against the previous year objectives, and review and approve the President's total compensation, including annual salary and benefits, based on the evaluation, the President's employment contract, and comparable market data.
- Review and approve the President's evaluation of the performance of the Disqualified Persons and recommendations regarding base salary increases, incentives, and benefits for the upcoming year.
- Determine whether ISOC's compensation and benefit plans are appropriate and comparable to the market and make appropriate recommendations to the Board regarding the need for changes in ISOC's overall compensating structure and benefits programs for the upcoming year.

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