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MANAGEMENT CONSULTANTS

**Critical Checklist
For Boards Of Trustees and
Compensation Committees
of Non-Profit Organizations**

COMPENSATION PHILOSOPHY

- What should drive compensation in our organization?
- How do we define our competition for executive talent?
- How should our compensation program and levels be positioned relative to comparable organizations (both taxable and tax-exempt)?
- What is the desired relationship between pay and performance?
- What mix of compensation elements is optimal for our organization?
- Do we compensate staff members who work in the "for-profit" departments (e.g., gift shop, asset management, publishing, etc.) of our organization differently than other staff members?
- Is our compensation philosophy and program having an affect on our stakeholders' view and support of our organization?
- Are we at all vulnerable as a result of our approach to compensation?
- What are the key performance drivers and the leading indicators for our organization?
- Do the performance measures and goals used in our compensation plans align properly with our strategic, operating and financial plans?

LEGAL AND REGULATORY ISSUES

- Are our compensation programs in compliance with all applicable laws and regulations regarding non-profit organizations?
- Have we followed a process to create a rebuttable presumption of the reasonableness of compensation arrangements under Internal Revenue Code Section 4958?
 - An executive pay plan approved in advance of implementation by an independent Committee.
 - Before making its decisions, the Committee relied upon appropriately, independently objective data.
 - The Committee adequately documented the deliberations and decisions made regarding the pay plan.

BOARD COMPENSATION

- Do we reimburse Board members for expenses incurred in connection with Board service?
- Do the primary businesses of any Board members receive compensation for services rendered on behalf of the organization?
- Have all such arrangements been accomplished through competitive bidding and are they transparent to all Board members?

INDEPENDENCE ISSUES

- Does the organization have a Compensation Committee?
- Would the members of the Committee meet the independence requirements common among public companies?
- Does the Committee have a charter?
- Is the Committee empowered to:
 - Set its own rules, policies, procedures and agendas?
 - Engage its own independent consultants and advisers?

COMPENSATION FUNDAMENTALS & STRUCTURE

BASE SALARY

- ❑ Is there a systematic approach to position evaluation that underlies the salary structure?
- ❑ Are we satisfied that the position evaluation plan is yielding results that are internally equitable and fair?
- ❑ Are our salaries competitive in the market place?
- ❑ Do we have a formal approach to annual performance appraisal for executives?
- ❑ What role should annual performance appraisal play in setting executive salaries?

INCENTIVE COMPENSATION

- ❑ Are incentives or bonuses appropriate for our organization given our not-for-profit status, our objectives and goals and our role in the community?
- ❑ Which positions, if any, should be eligible for incentive compensation?
- ❑ To the extent we have used incentives, are they based on an objective, formula-driven approach?
- ❑ What performance measures should be used for incentive compensation?
- ❑ Are all such plans administered by the Compensation Committee, another committee of the Board or the full Board of Trustees (or Directors) itself?

BENEFITS

- ❑ What is included in the organization's program of employee benefits?
- ❑ How do we assess the competitiveness and adequacy of each program element?
- ❑ Do we offer any benefit programs that are not available to all employees, such as deferred compensation?

PERQUISITES

- ❑ Is there a sound institutional reason for providing any perquisites?
 - ❑ If so, what perquisites do we provide and to whom?
- ❑ Are we accounting for, and reporting on, perquisites properly?