

## **Pratham USA**

### **Executive Compensation Policy**

This policy has been drafted to comply with the revised Form 990, Part VI, Section B, question 15.

#### **I. Purpose:**

A. To assure that possible future decisions regarding executive compensation are made through a process free of potential conflicts of interest.

#### **II. Notes:**

At this time, Pratham USA operates primarily with unpaid volunteers including a volunteer President who serves as the top management official role. This policy is included to address the revised 990 form, as well as to fulfill requirements with Charity Navigator, which requires that this policy be on file, even if the organization's top management official is uncompensated. The following policy would only apply if Pratham USA hires a compensated top management official.

#### **III. Persons whose compensation is subject to this policy:**

A. The compensation of an Executive Director, Chief Executive Officer, or top management official, where applicable, shall be reviewed under this policy.

#### **IV. Body empowered to evaluate executive compensation:**

A. The Board of Directors or a duly authorized subcommittee of the board will evaluate executive compensation. Authorized subcommittees may include the Governance and Nominations Committee, the Operations & Finance committee, an Executive Search Committee, or other committees authorized by the Board.

B. Only those members of the Board of Directors who are free of conflicts of interest may be involved in evaluation of executive compensation.

C. The Board of Directors or Committee should, to the extent reasonably available, rely upon appropriate data as to comparability prior to making its decision, and shall contemporaneously place such data and other reasons for its decision in the minutes.

D. If the Board of Directors or Committee does not have data as to comparability, it shall document any other bases for believing the proposed compensation is reasonable.

E. The Board of Directors or Committee shall make this determination at the time of hiring and at least once every two years or at the time of a 10% or greater increase in compensation.

Effective Date: June 20, 2013

Adopted: June 20, 2013

Version: 1

Last Revision: N/A