



**CDISC Policy 008
Executive Compensation**

Revision History

Date	Revision	Description	Author
July 2016	0.1	Original Draft	Governance Committee
03 November 2016	1.0	Approved	CDISC Board of Directors
18 October 2021	1.0	Approved, no changes	CDISC Board of Directors
8 April 2022	2.0	Minor formatting and wording modifications	CDISC Board of Directors

CDISC Policy 008

Executive Compensation

1 Purpose

The policy is designed to ensure:

- that CDISC is able to retain high quality executive leadership of CDISC by providing fair yet reasonable and not excessive compensation and benefits (collectively herein, “compensation”).
- that decisions regarding executive compensation are made through a process free of potential conflicts of interest and in compliance with IRS guidance regarding excess benefit transactions and other applicable law.

2 Persons whose compensation is subject to this policy

The President’s compensation shall be reviewed under this policy. The compensation of any other CDISC employee may also be reviewed under this policy in the discretion of the Board.

3 Executive Committee review process

The Executive Committee is authorized to review and make recommendations to the Board regarding executive compensation.

Only those members of the Executive Committee who are free of conflicts of interest pertaining to this subject may be involved in evaluation of executive compensation. For example, the President shall not be involved in the Board’s or Executive Committee’s review of the President’s compensation.

The Executive Committee should, to the extent reasonably available, secure data that documents compensation levels and benefits for similarly qualified individuals in comparable positions at similar organizations. This data may include the following:

- Salary and benefit compensation studies by independent sources;
- Written job offers for positions at similar organizations;
- Documented telephone calls about similar positions at both nonprofit and for-profit organizations; and
- Information obtained from the IRS Form 990 filings of similar organizations.

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

In addition, the Executive Committee should perform assessment of the President’s performance against the previous year’s organizational goals and individually set goals. Ideally objective SMART goals will be available. This assessment shall include the President’s input on achievement of the goals

The Executive Committee should then reach a consensus regarding both performance and compensation, and bring its recommendation to the Board.

The Executive Committee shall make this determination at least once annually. It shall contemporaneously place the comparative data, the individual assessment forms, and any other reasons for its recommendation in the minutes. The Executive Committee shall undertake its review and approval so as to establish a presumption of reasonableness in accordance with IRS guidelines.

4 Final Board Action

The Executive Committee shall present its findings and recommendations, in an executive session without the subject individual present, to the full Board for review and approval.

The Board shall review and approve executive compensation, after a review of comparability data or other evidence that compensation is reasonable, and shall contemporaneously substantiate its deliberation and decision in the minutes.

Only those voting Directors who are free of conflicts of interest pertaining to this topic may vote on executive compensation.

The committee and/or the Chairperson then meet with the subject individual to discuss and document strengths, weaknesses, and goals for the upcoming year. CDISC's annual evaluation form should be used to support this discussion. Compensation for the upcoming year is also discussed and documented.

5 Authorization

This document has been approved and is in effect on this date:

Name	CDISC Board of Directors
Date	8 April 2022