



## **GLOBAL RISK INSTITUTE IN FINANCIAL SERVICES**

### **MEMBERSHIP, HUMAN RESOURCES AND COMPENSATION COMMITTEE CHARTER**

The Membership, Human Resources and Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of the Global Risk Institute in Financial Services (the “Corporation”) shall be responsible for the matters set out in this Charter, together with such other responsibilities as may be assigned to the Committee by the Board from time to time.

This Charter shall be read together with the Committee Appointments and Operations Policy of the Board and with the by-laws of the Corporation (the “By-laws”). To the extent that there is any conflict or inconsistency between the provisions of this Charter and the Committee Appointments and Operations Policy, the provisions of this Charter shall apply. To the extent that there is any conflict or inconsistency between the provisions of this Charter and By-laws, the provisions of the By-laws shall govern.

### **Membership**

#### **1. Membership**

The Committee shall:

- (a) develop and recommend to the Board a Membership Strategy based on the Mandate, vision and objectives of the Corporation;
- (b) review and recommend to the Board the membership in the Corporation, including the types, kinds and categories of organization considered appropriate to be Members in light of the purpose of the Corporation, with an equitable level of financial support to be committed as a condition of membership, the period of time over which the commitment is expected and the terms governing withdrawal from the Corporation;
- (c) develop and oversee the process for building and maintaining membership and review, as required, the level of financial support appropriate for each member;
- (d) review applications for membership and decides if each application meets the criteria for recommendation to the Board for membership; and



(e) review and oversee all reporting and communications to Members, including the government partners. The reporting of financial information to Members is the responsibility of the Finance and Audit Committee.

## **2. Membership and Non-Membership Revenue**

The Committee shall approve the framework regarding revenue policy and receive regular updates from management on the types of revenue the Corporation will receive from both members and non-members, including:

- (a) Annual membership fees;
- (b) Event sponsorships;
- (c) Event ticket sales; and
- (d) Revenue share on products.

## **HR and Compensation**

### **3. CEO**

The Committee shall:

- (a) review compensation philosophy and major compensation programs including consideration of peer organizations and other data sources;
- (b) annually review and approve the position description for the CEO, which shall include his or her authorities and accountabilities;
- (c) recommend to the Board for its approval the corporate goals and objectives for which the CEO shall be responsible;
- (d) collaborate with the Board Chair to evaluate the performance of the CEO against the goals and objectives and assess the “tone at the top” set by the CEO through his or her business ethics, conduct, and integrity. Report the results of such evaluation to the Board;
- (e) collaborate with the Board Chair to review, approve, and recommend for approval by the Board the CEO’s compensation level based on the evaluation; and



(f) ensure that succession planning for the position of CEO is in place and make recommendations concerning such plan to the Board.

#### **4. Remuneration**

The Committee shall annually review the Corporation's remuneration and compensation policies, including pension arrangements, and make recommendations to the Board.

#### **5. Human Resource Policies**

The Committee shall:

- (a) review the Corporation's Code of Conduct and HR Policy Manual on at least an annual basis;
- (b) oversee compliance with the Code of Conduct and authorize any waiver granted in connection with such code, where applicable; and
- (c) confirm with management that appropriate procedures exist for the receipt, retention, and treatment of complaints received by the Corporation.

*This Charter was approved by the Board of Directors of the Global Risk Institute in Financial Services on April 21, 2016.*