

# Human Resources Committee Charter

## 1. Purpose

The Human Resources Committee (the “Committee”) will assist the Board of Directors (the “Board”) of the Humane Society of the United States (the “HSUS”) in discharging its oversight responsibility relating to the HSUS’s human resources function, including workplace culture and overseeing compensation for the HSUS’s Executive Management (as defined below) and Disqualified Persons (as defined in the Compensation Oversight Policy).

For purposes of this charter, “Executive Management” means the President and Chief Executive Officer (“CEO”), the Treasurer and Chief Financial Officer, the Chief Operating Officer, the General Counsel and Chief Legal Officer (“General Counsel”), the Chief Development and Marketing Officer, the Chief Programs and Policy Officer, and the senior-most person in Human Resources (“Head of HR”).

## 2. Composition

The Committee will consist of at least three members appointed by the Board and will consist entirely of independent directors, as defined in the HSUS’s Governance Principles. The Board will appoint one of the Committee members to serve as Chair after nomination by the Chair of the Board. The Board may remove a member from the Committee at any time, with or without cause.

## 3. Responsibilities

The Committee’s specific responsibilities include:

- a. **HR Oversight.** Overseeing the HSUS’s human resources function and related workplace culture and management efforts by:
  - i. *Compensation:* Overseeing the HSUS’s overall compensation and benefits structure, policies and programs, including recommending to the Board a statement of the HSUS’s compensation philosophy and overseeing adherence to whatever philosophy the Board adopts;
  - ii. *Personnel Trends:* Receiving reports on personnel trends, themes, and key metrics of employee engagement, such as turnover rates and progress towards diversity, equity, and inclusion goals; consulting with the Head of HR, the General Counsel, and the CEO about any questions, concerns, or recommendations regarding these trends; and reporting to the Board on an annual basis regarding the trends and progress towards key metrics;

- iii. *Employee Relations:* Receiving regular (no less than twice per year) statistics regarding the receipt, investigation, and resolution of complaints; any concerning or notable trends regarding the same; and any modifications or changes the HSUS is planning on making to the underlying policies regarding the same; and
  - iv. *Workforce Development:* Overseeing the HSUS's workforce development efforts, including performance management, succession planning, talent acquisition, leadership development, and training, including ensuring the HSUS is requiring appropriate anti-harassment training for all supervisors;
- b. **Select Investigation Oversight.** Designating the Chair of the Committee as the director to whom employees can report complaints regarding Executive Management as outlined in the Reporting, Investigation & Resolution Process policy in the employee handbook; and overseeing any such investigations by (i) seeking the written advice of the Head of HR and the General Counsel unless such individual is implicated, (ii) seeking advice of external investigators if appropriate, and (iii) sharing with the Board the written advice from the Head of HR, the General Counsel, and any external investigators and recommending to the Board the resolution of the investigation;
  - c. **Risk.** Overseeing the reputational risks associated with the Committee's responsibilities as described in this charter;
  - d. **Executive Compensation Oversight.** As set forth in the Compensation Oversight Policy, evaluate the CEO, oversee evaluation of Executive Management, and recommend compensation for such individuals as well as for Disqualified Persons as defined by §4958 of the Internal Revenue Code to the Board;
  - e. **Executive Succession.** Reviewing management development and succession plans relating to positions held by the CEO and other Executive Management, consulting with and advising the CEO on the selection of individuals for other positions in Executive Management, and making recommendations to the Board regarding the selection of individuals for the CEO position;
  - f. **Board Training.** In coordination with the Governance Committee, ensuring that all directors regularly participate in anti-harassment training;
  - g. **Affiliates.** Overseeing matters involving executive compensation, human resources and workplace culture matters at the HSUS's affiliates that are relevant to the HSUS as a whole and liaising with affiliate boards of directors on such matters; and
  - h. **Other Duties.** Performing such other duties and responsibilities as the Board may determine from time to time.

#### 4. Meetings and Operation of the Committee

The Head of HR and the General Counsel are the Committee's principal points of contact with management. The Committee will designate an appropriate individual (the Corporate Secretary or a Committee member as appropriate) to schedule meetings,

prepare agendas, and take minutes. The Committee may request that the CEO provide additional staff support.

The Committee will meet as often as may be deemed necessary or appropriate in its judgment, either in person or telephonically, and at such times and places as determined by the Chair of the Committee. The Head of HR and/or the General Counsel may call to meet with the Committee in executive session without other staff present.

The majority of the members of the Committee will constitute a quorum, and the vote of the majority of the members of the Committee present at a meeting at which a quorum is present will be the act of the Committee.

Minutes of Committee meetings will be prepared, furnished to Committee members for review, and approved by the Committee, all in a timely manner. Any minutes regarding compensation decisions must reflect: (a) the terms of the compensation, (b) the members of the Committee who were present during the discussion and those who voted, and (c) the market comparability data obtained by and relied upon by the Committee. The Committee will report regularly to the full Board with respect to its activities.

### **5. Subcommittees**

The Committee may delegate its duties and responsibilities to one or more subcommittees, consisting of one or more members of the Committee, as it determines appropriate.

### **6. Annual Self-Evaluation and Charter Review**

The Committee will annually evaluate its performance and the adequacy of this charter and recommend changes to the Board as appropriate.

*Adopted by the Board*

*October 4, 2019*