



Brandeis University

Statement of Compensation Philosophy

This Statement of Compensation Philosophy is intended to guide the Board of Trustees in setting and approving executive compensation at Brandeis University. The Executive Committee shall review this Statement every two years and make proposed revisions, subject to approval by the Board.

I. The following principles should guide the University's compensation program:

A. Compensation should be consistent with:

1. the University's mission, culture, values, reputation, and tax-exempt status, **and**
2. the need to attract and retain highly qualified, experienced and motivated leadership for the University.

B. The process for setting and approving executive compensation must include full transparency with the Board of Trustees about compensation paid to the President and senior leadership at the University.

II. Setting and Approving Compensation

A. The Board is responsible for appointing the President and approving the President's compensation. Compensation paid to the President's direct reports shall be approved by the Executive Committee based upon a recommendation from the President. Compensation paid to the President's direct reports shall be reported to the Board (including faculty and student representatives);

B. The process for setting and approving compensation is set forth in the Executive Committee's Charter for compensation matters. The process shall meet or exceed best practices at nonprofits and higher education institutions;

- C. Before the Board approves the President's compensation, the Executive Committee shall provide the Board (including the student and faculty representatives to the Board) with clear information about all components of the proposed compensation including, but not limited to, base salary, deferred compensation, incentives, benefits, perks, and other arrangements, both when awarded and when paid; and relevant analyses and peer group studies utilized by the Executive Committee. Information provided to the Board should be accompanied by clear summaries of all components of the President's compensation over the preceding three years;
- D. The entire compensation process shall be carried out in strict confidence by individuals who are free of conflicts of interest of any kind. Any individual with a conflict of interest should not participate in the process.

III. The compensation setting process should include consideration of a wide range of factors including, but not limited to the following:

- A. The best interests of Brandeis University;
- B. The executive's responsibilities, duties, performance, experience and seniority;
- C. Whether the amount and type of compensation are consistent with norms and best practices at nonprofits and higher education institutions;
- D. Equity within the University;
- E. Confidence of the public and the University's reputation.

IV. Communication and Disclosure

- A. Each year, the Board Chair shall promptly report to the Faculty about the compensation paid to the President during the preceding year;
- B. Any Presidential severance or post-Presidency employment agreements will be disclosed prior to the President's departure.