



**SDR Forum Policy on the Process
of Determining Executive Compensation
Version 2.0
As Approved on 16 September 2009**

The Policy on the Process for Determining Compensation for executive employees of The SDR Forum is as follows:

1. The ECCP shall be responsible for evaluating and establishing the compensation levels for the CEO position. The ECCP shall also be responsible for evaluating and establishing compensation levels for SDR Forum employees other than the CEO with compensation levels of \$ 150K or more. The CEO shall be responsible for evaluating and establishing the compensation levels for all positions with annual compensation levels below \$ 150K.
2. On an annual basis, the CEO shall propose to the ECCP compensation plans for employees in executive roles that the CEO determines would benefit from a variable compensation approach for any employee making in excess of \$100,000.00 USD. These proposals are subject to ECCP review and approval.
3. The CEO shall report to the Board of Directors on an annual basis the results of an industry based analysis of compensation for the job categories utilized by the SDR Forum and the corresponding salary levels established by the CEO.

The process followed in setting compensation shall include all of these elements: (1) review and approval by the ECCP as provided for in the Bylaws; (2) use of data as to comparable compensation; and (3) contemporaneous documentation and recordkeeping.

1. **Review and approval.** The compensation of the person is reviewed and approved by the ECCP, provided that persons with conflicts of interest with respect to the compensation arrangement at issue are not involved in this review and approval.
2. **Use of data as to comparable compensation.** The compensation of the person is reviewed and approved using data as to comparable compensation for similarly qualified persons in functionally comparable positions at similarly situated organizations.
3. **Contemporaneous documentation and recordkeeping.** There is contemporaneous documentation and recordkeeping with respect to the deliberations and decisions regarding the compensation arrangement.