



CHARTER OF THE COMPENSATION AND BENEFITS COMMITTEE OF THE BOARD OF DIRECTORS

Purpose

The purpose of the Compensation and Benefits Committee (the committee) is to advise the Board of Directors (the Board) on the corporation's compensation and benefits policies. The committee shall assist the Board in setting compensation and performance goals for the CEO and shall make recommendations to the Board regarding compensation and benefits plans, policies and programs for USMS.

Committee Membership

The committee shall be composed of five members serving five-year terms with expertise in human resources, compensation and benefits administration, financial management, or nonprofits, and who are not employees/contractors of the Corporation. Annually, the president shall put forth qualified candidates to assume the expired terms of any members, with appointment by the Board.

The five-year term of a committee member shall begin in the year in which the individual is appointed and continue until the end of the fifth calendar year. (*i.e. If a committee member was appointed on March 31, 2021, their 5-year term ends on December 31, 2025*). Committee members may be appointed to serve two five-year terms, not to exceed a total of 10 years of service on the committee.

The president shall put forth qualified candidate(s) to replace any member who is removed or resigns from the committee, with appointment by the Board.

The president shall appoint a chair from among the members of the committee.

Any member of the committee may be removed, with or without cause, by eighty percent (80%) vote of the Board.

The committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the committee.



Meetings

The committee shall meet on an as needed basis, but at least one time per year. Meetings may be called by any member of the committee. The committee may meet by telephone conference call or by any other means permitted by the Corporation. A majority of the members of the committee shall constitute a quorum. The committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. The committee shall determine its own rules and procedures, including designation of a chairperson pro tempore, in the absence of the committee's chairman, and designation of a secretary. The committee shall maintain appropriate records documenting committee actions.

Responsibilities and Duties

The committee shall solicit input from the President or his/her designee and from the CEO in the performance of its duties.

Compensation Philosophy

The committee will develop and maintain the compensation philosophy. The committee will use market data and pre-established performance measures to guide its compensation and benefits recommendations. Performance measures should be focused on the strategic plan of the Corporation

Compensation and Benefit Plans

The committee and the CEO will jointly recommend to the board, for their approval, the development and amendment of compensation and benefit plans. The committee shall have the authority to appoint and remove Plan Administrators and Plan Trustees. Any exceptions to approved compensation and benefits packages must be reviewed by the committee, with recommendations to the Board for approval.

CEO Compensation and Review

The committee shall set goals and objectives pertaining to the CEO's compensation for presentation to and approval by the Board. The committee shall annually review the CEO's performance with regard to those goals and objectives for purposes of determining any variable compensation. The committee shall recommend to the Board any variable compensation payment(s) for the CEO. The committee shall also recommend to the Board any base salary adjustments based on the annual review prepared by the President.

Employee Compensation and Review

The committee with input from the CEO shall recommend an annual budget for staff base and variable compensation to the Board of Directors.



Confidentiality of Compensation

The CEO, treasurer, president and members of the committee are the only persons authorized to have access to compensation information. The CEO may share this information with others, as necessary, to conduct the business of the corporation.

Regulatory Compliance

The committee will provide advice and oversight related to compliance requirements to compensation and benefits related issues. Staff will advise the committee when regulatory filings are submitted for the organization.

Study and Investigation

The committee, in discharging its oversight role, is empowered to study and investigate any matter of interest or concern that the committee deems appropriate and shall have the authority to retain consultants or other experts for this purpose, including compensation consultants to advise the committee with respect to amounts or forms of executive and staff compensation.

Additional Activities

The committee will perform any other activities consistent with this Charter, the bylaws of the Corporation and applicable law, as deemed appropriate to carry out assigned duties or as requested by the Board.

Annual Performance Evaluation

The committee shall perform a review and evaluation, at least annually, of the performance of the committee and its members, including a review of the compliance with this Charter. In addition, the committee will review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any modification to this Charter. The committee will conduct such evaluations and reviews in such manner, as it deems appropriate.

Amending the Charter

Any amendments to this Charter require a majority vote of both the committee and the Board. In the absence of a majority vote of the committee, eighty percent (80%) of the Board must vote in the affirmative for the modifications.

Initial approval by the Board of Directors 9/28/2008

Reviewed and amended by the Board of Directors on 9/17/2017

Reviewed and amended by the Board of Directors on 9/21/2020

Affirmed by Board of Directors on 2/21/2023

Affirmed by Board of Directors on 3/17/2025