

CHARTER FOR THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS OF DONORSCHOOSE.ORG

Purpose The Compensation Committee (the "Committee") is established to define the total compensation strategy for the Corporation, consistent with its mission and values.

Membership The Committee shall consist of three members of the Board elected by the Board, one of which will be the Chairman of the Committee. No member of the Committee shall: (i) during the immediately preceding two years, have been an employee of the Corporation; (ii) have an immediate family member who is an employee of the Corporation; and (iii) during the immediately preceding two years or currently, engage in any substantial private business transaction with the Corporation or receive compensation from any private entity that has material business relationships with the Corporation.

Meetings

The Committee Chairman shall preside at all meetings. Meetings may be in person or telephonic and the Chairman shall present any findings or recommendations to the Board. The Committee shall meet annually, and more often as needed. The Committee shall have the authority to delegate to subcommittees and to Corporation staff. A quorum shall consist of two of the members. Minutes shall be kept of each Committee meeting and shall be filed with the corporate records.

Authority and Responsibilities The duties and responsibilities of the Committee shall be to:

- a. Approve the compensation strategy for the Corporation, consistent with its mission and values.
- b. Review management proposals regarding the Corporation's compensation and benefits programs to ensure such programs support the established strategy.
- c. Review benchmark information provided by outside consultants to ensure that compensation is reasonable
- d. Recommend the CEO's compensation package for approval by the Board.
- e. Approve the compensation of senior staff who report directly to the President and CEO, or are highly compensated as specifically reported on the Corporation's annual tax return.
- f. Report to the Board on Committee activities.
- g. Review annually the Compensation Committee Charter and recommend any changes to the Board.

Resources

The Committee shall have the Corporation and resources necessary to discharge its duties and responsibilities, including the right to:

- a. meet with and obtain from staff any information it may require;
- b. obtain advice and assistance from counsel, accounting and other advisors to the Corporation as the Committee deems necessary to fulfill its responsibilities; and
- c. retain, at the Corporation's expense, persons having special competencies, including without limitation, legal, accounting or other consultants and experts as the Committee deems necessary to fulfill its responsibilities.

Compensation Committee Reports

The Compensation Committee shall report its actions and recommendations to the Board at the next regular meeting of the Board. The Committee shall report to the Board at least annually regarding any proposed changes to this Charter.