

2.5 – Personnel Performance and Compensation Committee Charter

Date Adopted: August 14, 2012

Amended & Restated: February 10, 2026

Revised: August 4, 2026

Purpose

The Personnel Performance and Compensation Committee (PPCC) is a standing committee established to support the Board of Trustees in its oversight of executive and staff performance, compensation and benefits at NHRS. The Committee is responsible for reviewing and advising on matters related to the performance and employment terms of the Executive Director, as well as broader organizational policies affecting NHRS staff.

The PPCC provides strategic guidance and counsel to the Executive Director on:

1. Organizational structure and staffing;
2. Management performance and development;
3. Employee compensation;
4. Human resources policies and procedures;
5. Collective bargaining matters; and
6. Succession and continuity planning.

Authority

The PPCC is authorized to:

1. Oversee and manage the process of hiring the Executive Director, including search, selection, and onboarding.
2. Develop and implement a methodology for evaluating the Executive Director's performance on an annual basis.
3. Make recommendations to the Board regarding the Executive Director's compensation and/or other employment terms and conditions.
4. Review proposed actions by the Executive Director related to human resources policies, organizational structure, staffing, employee compensation, development and training programs, and collective bargaining matters.

Composition

The PPCC shall consist of up to five members appointed by the Board Chair. The Chair of the PPCC also shall be appointed by the Board Chair.

Meetings

1. The Committee shall meet at least twice annually and shall convene approximately three months prior to the Executive Director's anniversary date to initiate the annual performance review process. Additional meetings may be scheduled as needed.
2. Meetings shall be held in accordance with New Hampshire open meeting requirements under RSA 91-A, RSA 100-A:14-a, and the Board Meeting Protocol.
3. Members may attend meetings in person or via teleconference or videoconference. A quorum shall consist of a majority of the Committee members. Any Trustee may attend and participate in discussions; only Committee members may vote. If any Committee member is attending via teleconference or videoconference, all votes shall be by roll call.
4. Meeting agendas and briefing materials shall be distributed in advance.
5. Minutes shall be prepared by the staff and maintained in accordance with NHRS records policies.
6. The Committee may invite members of staff or others to attend meetings and provide pertinent information, as necessary.

Staffing

The Executive Director shall appoint a senior staff member to serve as staff liaison to the Committee. NHRS staff shall support the Committee in fulfilling its responsibilities.

Responsibilities

The PPCC shall:

1. Executive Director Oversight
 - a. Review and make recommendations to the Board regarding the Executive Director's performance and compensation.
 - b. Oversee the process for evaluating the Executive Director's annual performance.
2. Organizational Guidance

- a. Provide advice and counsel to the Executive Director on matters related to organizational structure, management performance and staff compensation.
 - b. Review and advise on employee benefit programs, human resources policies, and procedures.
- 3. Employee Benefits and Agreements
 - a. Oversee the establishment and implementation of NHRS' employee benefit programs and severance policies.
 - b. Review and approve employment agreements for executive-level positions, if utilized.
- 4. Collective Bargaining
 - a. Assist in the management and negotiation of the Collective Bargaining Agreement ("CBA") between NHRS and bargaining unit(s).
 - b. Identify issues, evaluate proposals, and make recommendations to the Board regarding negotiation positions and the finalization of the CBA.
- 5. Independent Advisors
 - a. Subject to Board approval, select and retain independent compensation and benefits consultants or other external advisors in accordance with the Procurement Policy.
 - b. Determine the terms of engagement for such advisors to support the Committee and/or Executive Director.
- 6. Governance and Reporting
 - a. Perform other PPCC-related activities as requested by the Board of Trustees.
 - b. Review this Charter at least annually and recommend revisions for Board approval.