



## Jewish Jumpstart

### Board Resolution 0805-19. EXECUTIVE COMPENSATION COMMITTEE

*Approved by the Board of Directors, May 16, 2008*

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RESOLVED, that there be, and there hereby is, effective immediately, designated a Committee of the Board to be named the "Executive Compensation Committee." The members of the Executive Compensation Committee shall consist of the voting members of the Executive Committee and the Chairperson of the Audit Committee, as well as such independent Directors as the Board determines from time to time, each of whom will serve at the pleasure of the Board. Meetings of the Executive Compensation Committee may be called at any time by the Chairperson of the Board, the Chairperson of the Audit Committee, or by any two members of the Executive Compensation Committee; and

FURTHER RESOLVED, that subject to applicable law and the Bylaws, the Executive Compensation Committee shall be responsible for making recommendations with respect to the compensation and benefit arrangements (including qualified and non-qualified benefit plans) provided to the senior executive management of the Corporation, reflecting and adhering to a compensation philosophy which reflects the charitable, tax-exempt mission of the Corporation; and

FURTHER RESOLVED, that the Executive Compensation Committee may recommend the engagement of outside independent compensation and legal advisors, when deemed necessary and advisable by the Committee; and

FURTHER RESOLVED, that with respect to executive compensation, the directors of the Corporation shall conduct and document their deliberations, recommendations, and decisions in a manner that attempts to establish and comply with the "Rebuttable Presumption of Reasonableness" under Section 4958 of the Internal Revenue Code, such conduct and documentation to include all of the following elements:

- Prior review and approval of all executive compensation arrangements, provided that persons with a conflict of interest with respect to the compensation arrangement at issue are not involved;
- Use of data as to comparable compensation for similarly qualified persons in functionally comparable positions at similarly situated organizations; and
- Contemporaneous documentation and recordkeeping with respect to the deliberations, recommendations, and decisions regarding the compensation arrangement.