

YALE CORPORATION COMMITTEE ON COMPENSATION CHARTER

The Committee on Compensation is responsible on behalf of the Yale Corporation for making recommendations to the Corporation regarding the President's compensation, reviewing the President's recommendations regarding the Officers' compensation and recommending these to the Corporation, and reviewing and approving the President's recommendations regarding the Deans' compensation, and the compensation of such senior staff and faculty members as the President may designate from time to time.

ORGANIZATION

The following are excerpts addressing committee organization from the Yale Corporation By-Laws (as amended June 4, 2004):

17. The following Standing Committees, whose members, so long as they are members of the Corporation, shall hold office until their successors are duly designated: Prudential Committee, Committee on Finance, Audit Committee, Committee on Investments, Committee on Educational Policy, Committee on Institutional Policies, Committee on Honorary Degrees, Committee on Buildings and Grounds, Committee on Development and Alumni Affairs, Committee on Compensation, and Trusteeship Committee. The President shall be Chairman of the Prudential Committee. The President, after consultation with the Senior Fellow, shall nominate, and the Corporation shall elect, the members of each committee and the Chairmen of committees other than the Prudential Committee. The committees shall arrange their dates of meetings, and shall report either to the Corporation or to the Prudential Committee as occasion demands. Meetings of the Audit Committee, the Committee on Compensation, the Committee on Investments, the Prudential Committee and the Trusteeship Committee are open only to committee members except by invitation of the Chairman. A majority of the voting members of a Committee shall constitute a quorum. The officer or officers of the University responsible for matters with which each Committee is concerned shall attend the meetings of such Committee.

28. The Committee on Compensation shall consist of no fewer than three members of the Corporation. The Committee will make recommendations to the Corporation regarding the President's compensation. The Committee will review the recommendations of the President on compensation of the Officers and will make recommendations to the Corporation on the compensation of those individuals. In addition, the Committee will review and approve the President's recommendations on the compensation of the Deans of the Schools of the

University and of such other members of the senior staff and faculty as are designated from time to time by the President.

ROLES AND RESPONSIBILITIES

President's compensation:

- Recommend the President's compensation, including both salary and benefits, to the Corporation each year. In doing so it will review the President's compensation in light of his performance; and review compensation information of other University presidents and leaders of comparably situated or otherwise comparable organizations.

Officers' compensation:

- Receive the President's recommendations regarding the compensation of the Officers of the University and advise the Corporation on these recommendations. The President will convey to the Committee, and the Committee will consider, the information, including performance assessments and compensation data, which he used to make his recommendations.

Deans' and others' compensation:

- Review and approve the President's recommendations regarding compensation adjustments for the Deans of the Schools of the University, and for such senior staff and faculty members as the President from time to time may designate. The President will convey to the Committee, and the Committee will consider, the information, including performance assessments and compensation data, which he used to make his recommendations.

The Committee may invite the President to participate in all portions of its sessions except when the President's own compensation is being discussed. The Committee will keep minutes of its meetings that document the basis for each decision and recommendation. The Senior Fellow, on behalf of

the Committee, and the President may retain outside compensation consultants to guide their respective deliberations.

As approved by the Corporation 6/4/2004