

## **Montana Nonprofit Association (MNA)**

### **Executive Compensation Policy<sup>1</sup>**

#### **I. Purpose:**

- A. To assure that MNA is able to retain high quality executive leadership of MNA by providing reasonable compensation.
- B. To assure that decisions regarding executive compensation are made through a process free of potential conflicts of interest.

#### **II. Persons whose compensation is subject to this policy**

- A. The Executive Director's compensation shall be reviewed under this policy.
- B. If at some point in the future MNA employs a person performing the services of chief financial officer, that person's compensation shall be reviewed in accordance with this policy.

#### **III. Executive Committee**

- A. The Executive Committee of the board is authorized to make recommendations to the Board regarding executive compensation.
- B. Only those members of the Executive Committee who are free of conflicts of interest may be involved in evaluation of executive compensation.
- C. The Executive Committee should, to the extent reasonably available, rely upon appropriate data as to comparability prior to making its recommendation, and shall contemporaneously place such data and other reasons for its recommendation in the minutes.
  - 1. If the Executive Committee does not have data as to comparability, it shall document any other bases for believing the proposed compensation is reasonable.
- D. The Executive Committee shall make this determination at least once annually.

#### **IV. Final Board Action**

- A. Only those directors who are free of conflicts of interest may vote on executive compensation.

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<sup>1</sup> Drafted to comply with the rebuttable presumption in Treas. Reg. § 53.4958-6 of the Excess Benefits Regulations and to address revised Form 990, Part VI, Section B, question 15.

- B. The Board shall review and approve executive compensation, after a review of comparability data or other evidence that compensation is reasonable, and shall contemporaneously substantiate its deliberation and decision in the minutes.

Adopted by the Board on April 17, 2008.