

The David and Lucile Packard Foundation

COMPENSATION AND TALENT COMMITTEE CHARTER

Compensation and Talent Committee Purpose: The Compensation and Talent Committee (Committee) is established to define the total compensation strategy for the Foundation, consistent with its mission and values. The Compensation and Talent Committee is created by resolution of the Board of Trustees, as authorized by the Foundation's Amended and Restated Bylaws ("Bylaws")

Membership: The Committee shall be composed of at least two (2) members. All members will also be members of the Board of Trustees. If the Chair of the Board is not a member of the Committee, the Chair may attend Committee meetings and vote on Committee actions. The President and CEO shall not be a member of the Committee.

Authority and Responsibilities: The Board grants the Committee authority and responsibility to:

1. Approve the compensation strategy for the Foundation, consistent with its mission and values.
2. Review management proposals regarding the Foundation's compensation and benefits programs to ensure such programs support the established strategy.
3. Review benchmark information provided by outside consultants to ensure that compensation is reasonable.
4. With input from the Executive Committee regarding the performance of the President and CEO, recommend the CEO's compensation package for approval by the Board.
5. Approve the compensation of Officers and other senior staff who report directly to the President and CEO.
6. Approve the design of incentive plans for the Chief Investment Officer and investment staff, including plan interpretation, eligibility and participation, and award determination.
7. Approve the Senior Investment Staff compensation and incentive awards.
8. With input from the Investment Committee regarding the performance of the Chief Investment Officer, recommend the Chief Investment Officer's compensation and investment award for approval by the Board.
9. Approve the discretionary Foundation contribution to the employee retirement accounts.
10. Review annually the report of the Foundation's Employee Retirement Income Security Act (ERISA) Committee and oversee the financial aspects of nonqualified benefit plans established by the Foundation.
11. Oversee the Matching Grant Programs for Trustees, Employees, and Advisors to the Board Committees.

12. Review and discuss with the Foundation's management, Human Resources policies and practices as relates to attracting, retaining and engaging employees and their compliance with laws and regulations.
13. Oversee and periodically assess material risks associated with the Foundation's compensation structure, and Human Resources policies and programs.
14. Report to the Board on Committee activities.
15. Review annually the Compensation and Talent Committee Charter and recommend any changes to the Board.

Operations of the Compensation and Talent Committee: The Committee Chair, who shall be a member, shall preside at all meetings. Meetings may be in person or by video or teleconference and the Chair 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 Foundation staff, consistent with the provisions of the Bylaws. A quorum shall consist of a majority of the members. Minutes shall be kept of each Committee meeting and shall be filed with the corporate records. The Committee shall reflect on the results of the Board Self-Assessment done every other year, or more frequently and consider ways in which the survey results can be used to improve the Committee's work.