

# **American Society for Yad Vashem, Inc.**

## **Table of Contents: Policies**

**DONOR PRIVACY POLICY** (PAGE 2)

**DOCUMENT RETENTION AND DESTRUCTION POLICY** (PAGE 4)

**CONFLICT OF INTEREST POLICY** (PAGE 9)

**WHISTLEBLOWER POLICY** (PAGE 13)

**EXECUTIVE COMPENSATION POLICY** (PAGE 16)

## **DONOR PRIVACY POLICY**

The American Society for Yad Vashem (“ASYV”) respects the privacy of all donors, both financial and in-kind donors, whether the donation is made online, by mail, or any other method. This donor privacy policy ensures our donors and prospective donors that their information will never be shared, exchanged, or sold to any other organization and that their contact, personal and giving information will be kept strictly confidential.

### **INFORMATION COLLECTED**

Upon receipt of a gift online, by mail, over the phone, or by any other method, ASYV collects and maintains the following types of donor information when it is voluntarily provided to us:

- Contact information such as name, address, telephone number, and e-mail address
- Giving information such as gift amount and credit card information
- Personal information provided by the donor in the form of comments and suggestions. Information on events and workshops attended, publications received, and special requests for program information

### **CONFIDENTIALITY**

When necessary, donor information provided is shared with staff, board members, and consultants on a ‘need-to-know’ basis. ASYV assures its donors that their information will never be shared with any third party entity. ASYV does not rent, sell, give away, or trade its donor lists or any personally identifiable information contained on those lists. Donor information is used by ASYV for charitable purposes only and will not be used by or for any entity outside of ASYV.

A donor may decide at the time of donation or at any time thereafter that they do not want their contact, giving, or personal information, as described above, to be used for any purposes other than to make a gift within ASYV. ASYV will respect this request and remove said donor from mailing and emailing lists.

### **ACKNOWLEDGEMENT**

Donors who contribute to a specific campaign or event, or have reached predetermined giving levels, have the option to be recognized for their gift. In these instances, the only information made public is the donor’s name and any additional information requested by the donor. ASYV will not publically recognize any donor without expressed consent.

## **DONOR BILL OF RIGHTS**

Philanthropy is based on voluntary action for the common good. It is a tradition of giving and sharing that is central to our way of life. To assure donors and prospective donors that ASYV respects their rights and confidentiality, it declares that all donors have these rights:

- I. To be informed of the organization's mission, of the way the organization intends to use donated resources, and of its capacity to use donations effectively for their intended purposes.
- II. To have access to the organization's most recent financial statements.
- III. To be assured their gifts will be used for the purposes for which they were given.
- IV. To receive appropriate acknowledgement and recognition.
- V. To be assured that information about their donation is handled with respect and with confidentiality to the extent provided by law.
- VI. To expect that all relationships with individuals representing ASYV will be professional in nature.
- VII. To have the opportunity for their names to be deleted from mailing lists that an organization may intend to share.
- VIII. To feel free to ask questions when making a donation and to receive prompt, truthful and forthright answers.

If you have questions, comments, or desire to unsubscribe from ASYV communications, please send us an email at [info@yadvashemusa.org](mailto:info@yadvashemusa.org) or call us at 212.220.4304.

## DOCUMENT RETENTION AND DESTRUCTION POLICY

### I. Purpose

This policy provides for the systematic review, retention, and destruction of documents received or created by the American Society for Yad Vashem Inc. in connection with the transaction of the American Society for Yad Vashem Inc. business. This policy covers all records and documents, regardless of physical form, contains guidelines for how long certain documents should be kept and how records should be destroyed. The policy is designed to ensure compliance with federal and state laws and regulations, to eliminate accidental or innocent destruction of records and to facilitate the American Society for Yad Vashem Inc. operations by promoting efficiency and freeing up valuable storage space.

### II. Document Retention

American Society for Yad Vashem Inc. follows the document retention procedures outlined below. Documents that are not listed, but are substantially similar to those listed in the schedule, will be retained for the appropriate length of time.

### III. Corporate Records

Type of Document	Minimum Requirement
Accident Reports and Workers Compensation records	7 years
Accounts Payable Ledgers and Schedules	7 years
Annual Reports to Secretary of State/Attorney General	Permanently
Appraisals	Permanently
Articles of Incorporation	Permanently
Audit Reports	Permanently
Bank Deposit Slips	7 years
Bank Statements and Reconciliation	7 years
Board Meeting and Board Committee Minutes	Permanently
Board Policies/Resolutions	Permanently
By-laws	Permanently
Cash Receipts	3 years
Checks (for important payments and purchases)	Permanently
Contracts	7 years after expiration
Construction Documents	Permanently
Copyright Registrations	Permanently
Correspondence (general)	3 years
Correspondence (legal and important matters)	Permanently
Correspondence (with customers and vendors)	2 years
Credit Card Receipts	3 years
Deeds and Bills of Sale	Permanently
Depreciation Schedules	Permanently
Donor Records and Acknowledgement Letters	10 years

Duplicate Deposit Slips	2 years
Earnings Records	7 years
Electronic Fund Transfer Documents	7 years
Employment Applications	7 years
Environmental Studies	Permanently
Expense Analyses/Expense Distribution Schedules	7 years
Filings with the Registry of Charitable Trusts	10 years
Financial Statements	Permanently
Fixed Asset Records	Permanently
Garnishment Records	7 years
General Ledgers	Permanently
Grant Applications and Contracts	7 years after completion
I-9 Forms	3 years after termination
Insurance Policies, Records, Current Accident Reports, Claims	Permanently
Intellectual Property and Trade Secrets	Life of the Trade Secret
Internal audit reports	5 years
Inventories of products, materials, and supplies	7 years
Invoices (to customers, from vendors)	7 years
IRS Application for Tax-Exempt Status (Form 1023)	Permanently
IRS Determination Letter	Permanently
IRS Annual Return (Form 990 or 990-EZ) and Worksheets	Permanently
IRS 1099s	7 years
Journal Entries	7 years
Leases	7 years after expiration
Legal Files	generally 10 years
Minute Books and Charter	Permanently
Mortgages	7 years after expiration
Notes	7 years after expiration
OSHA Documents	5 years
Payroll Records and Summaries	7 years
Payroll Registers	Permanently
Payroll Tax Returns	7 years
Personnel Files (terminated employees)	7 years
Petty Cash Vouchers	3 years
Press Releases	Permanently
Records Relating to Promotion, Demotion, or Discharge	7 years after termination
Salary Schedules	5 years
Sales Records (box office, concessions, gift shop)	5 years
Solicitations for Contributions	10 years
State Sales Tax Exemption Letter	Permanently
State Tax Returns and Worksheets	Permanently
State Unemployment Tax Records	Permanently
Stock and Bond Records	Permanently
Timesheets	7 years

Trademark Registrations	Permanently
W-2 Statements	7 years
Withholding Tax Statements	7 years

#### IV. Glossary of Terms

1. *Board and Board Committee Materials*. Meeting minutes should be retained in perpetuity in the American Society's for Yad Vashem minute book.
2. *Commercial Fundraiser*. A commercial fundraiser for charitable purposes must maintain during each solicitation campaign, and for not less than 10 years following the completion of each solicitation campaign, records including any electronic records, containing information regarding:
  - a) The date and amount of each contribution received as a result of the solicitation campaign and, for non-cash contributions, the name and mailing address of each contributor.
  - b) The name and residence address of each employee, agent or other person involved in the solicitation campaign.
  - c) Records of all revenue received and expenses incurred in the course of the solicitation campaign.
  - d) For each account into which the commercial fundraiser deposited revenue from the solicitation campaign, the account number and the name and location of the bank or other financial institution in which the account was maintained.
    - i. If commercial fundraiser sells tickets to events and represents that they will be donated for use by another, then he or she must keep the number of tickets purchased and donated by each contributor, name address of all orgs receiving donated tickets.

American Society for Yad Vashem Inc. must maintain a copy of its contract with the commercial fundraiser and records of solicitations and donations according to the table above.

3. *Contracts*. Final, executed copies of all contracts entered into by the American Society for Yad Vashem Inc. should be retained. American Society for Yad Vashem Inc. should retain copies of the final contracts for at least seven years beyond the life of the agreement, and longer in the case of publicly filed contracts.
4. *Development/Intellectual Property and Trade Secrets*. Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the American Society for Yad Vashem Inc. and are protected as a trade secret where the American Society for Yad Vashem Inc.:
  - a) derives independent economic value from the secrecy of the information; and

- b) American Society for Yad Vashem Inc. has taken affirmative steps to keep the information confidential.
  - c) American Society for Yad Vashem Inc. should keep all documents designated as containing trade secret information for at least the life of the trade secret.
5. Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.
  6. Personnel Records. State and federal statutes require the Company to keep certain recruitment, employment and personnel information. American Society for Yad Vashem Inc. should also keep personnel files that reflect performance reviews and any complaints brought against the American Society for Yad Vashem Inc. or individual employees under applicable state and federal statutes. American Society for Yad Vashem Inc. should also keep all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel in the employee's personnel file. Personnel records should be retained for seven years.
  7. Press Releases/Public Filings. American Society for Yad Vashem Inc. should retain permanent copies of all press releases and publicly filed documents under the theory that the American Society for Yad Vashem Inc. should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the American Society for Yad Vashem Inc.
  8. Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of deductions, business costs, accounting procedures, and other documents concerning the American Society for Yad Vashem Inc. revenues. Tax records should be retained permanently. Payroll tax returns can be retained for only seven years.

## **V. Electronic Documents and Records**

Electronic documents will be retained as if they were paper documents. Therefore, any electronic files, including records of donations made online, that fall into one of the document types on the above schedule will be maintained for the appropriate amount of time. If a user has sufficient reason to keep an email message, the message should be printed in hard copy and kept in the appropriate file or moved to an “archive” computer file folder. Backup and recovery methods will be tested on a regular basis.

## **VI. Emergency Planning**

American Society's for Yad Vashem Inc. records will be stored in a safe, secure and accessible manner. Documents and financial files that are essential to keeping the American Society for Yad Vashem Inc. operating in an emergency will be duplicated or backed up at least every week and maintained off site.

## **VII. Document Destruction**

American Society's for Yad Vashem Inc. chief financial officer is responsible for the ongoing process of identifying its records, which have met the required retention period and overseeing their destruction. Destruction of financial and personnel-related documents will be accomplished by shredding.

Document destruction will be suspended immediately, upon any indication of an official investigation or when a lawsuit is filed or appears imminent. Destruction will be reinstated upon conclusion of the investigation.

## **VIII. Compliance**

Failure on the part of employees to follow this policy can result in possible civil and criminal sanctions against the American Society for Yad Vashem Inc. and its employees and possible disciplinary action against responsible individuals. The chief financial officer and finance committee chair will periodically review these procedures with legal counsel or the American Society's for Yad Vashem Inc. certified public accountant to ensure that they are in compliance with new or revised regulations.

# **Conflict of Interest Policy of the American Society for Yad Vashem, Inc.**

## **1. Purpose**

All directors, officers and staff owe a duty of loyalty to the American Society for Yad Vashem, Inc. (the “**ASYV**”) and must act in good faith and in the ASYV’s best interests, rather than in their own interests or the interests of another entity or person, and must comply with applicable requirements. The purpose of the conflict of interest policy is to set forth procedures for monitoring, reporting, review and oversight of, and review of, approval or ratification of any actions taken in connection with conflicts of interest and related party transactions.

## **2. Definitions**

**A.** An “**affiliate**” is a person or entity that is directly or indirectly, through one or more intermediaries, controlled by, in control of, or under common control with the ASYV.

**B.** “**Interested Person**” is any (i) director, officer or key employee (defined below) of the ASYV or an affiliate, (ii) relative (defined below) of any of the foregoing, and/or (iii) entity in which any of the foregoing persons has a 35% or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of 5%.

**C.** A “**key employee**” is a person who is in a position to exercise substantial influence over the ASYV and, other than directors and officers, may include, without limitation, a person who (i) founded the ASYV, (ii) is a substantial contributor, (iii) has authority to control a substantial portion of the ASYV’s capital expenditures, operating budget or employee compensation, (iv) manages a discrete segment or activity of the ASYV that represents a substantial portion of the activities, assets income or expenses of the ASYV (as compared to the ASYV as a whole), (v) receives compensation primarily based on revenues derived from the ASYV’s activities and/or (vi) is highly-compensated by the ASYV (for example, by receiving annual compensation greater than \$150,000). Persons who qualify as “key employees” will be so notified by the ASYV.

### **D. “Financial Interest”**

A person has a “financial interest” if the person has, directly or indirectly, through business, investment, or family:

- (1) An ownership or investment interest in any entity with which the ASYV has a transaction or arrangement;
- (2) A compensation arrangement with the ASYV or with any entity or individual with which the ASYV has a transaction or arrangement; or

## Conflict of Interest Annual Disclosure Form

- (3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the ASYV is negotiating a transaction or arrangement.

“**Compensation**” includes direct and indirect remuneration, as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board of Directors (the “**Board**”) or appropriate committee decides that a conflict of interest exists.

**D.** A “**relative**” is a (i) spouse, ancestor, child (whether natural or adopted), grandchild, great-grandchild, sibling (whether whole- or half-blood), (ii) spouse of a child (whether natural or adopted), grandchild, great-grandchild or sibling (whether whole- or half-blood) or (iii) a domestic partner.

### **3. Related Party Transaction Policies and Procedures**

Any transaction, agreement or any other arrangement in which an Interested Person has a financial interest and in which the ASYV is a participant (each, a “**Related Party Transaction**”), will be subject to approval or ratification by the members of the Board of Directors in accordance with the below procedures.

The Board or committee thereof will review the material facts of all Related Party Transactions that require approval and either approve or disapprove of the entry into the Related Party Transaction, subject to the exceptions described below. Prior to entering into the Related Party Transaction, the members of the Board or committee will consider alternative transactions to the extent available. Further, the members of the Board will take into account, among other facts it deems appropriate, whether the Related Party Transaction is on terms no less favorable than terms generally available to an unaffiliated third-party under the same or similar circumstances and the extent of the Related Party’s interest in the transaction. The Board or committee will document in writing the basis for its approval of Related Party Transactions, including its consideration of any alternative transactions.

### **4. Procedures**

#### **A. Duty to Disclose**

In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors considering the proposed transaction or arrangement.

## Conflict of Interest Annual Disclosure Form

All members of the Board must complete the attached “Conflict of Interest Disclosure Form” prior to their initial election and annually thereafter. In addition, during the year, if members of the Board become aware of an actual or potential conflict of interest involving themselves or someone affiliated with the ASYV, they must promptly notify the Audit Committee of the Board.

### **B. Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the Interested Person, he or she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

### **C. Procedures for Addressing the Conflict of Interest**

- (1) An Interested Person may make a presentation at the Board or committee meeting, but after the presentation, he or she shall leave the meeting during the deliberation of, and the vote on, the transaction or arrangement involving the possible conflict of interest. The Interested Person may not make any attempt to influence improperly the deliberation or voting on the transaction or arrangement involving the possible conflict of interest.
- (2) The chairperson of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- (3) After exercising due diligence, the Board or committee shall determine whether the ASYV can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- (4) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the ASYV’s best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, the Board or committee shall make its decision as to whether to enter into the transaction or arrangement.

### **D. Violations of the Conflicts of Interest Policy**

- (1) If the Board or committee has reasonable cause to believe an Interested Person has failed to disclose actual or possible conflicts of interest, it shall inform the Interested Person of the basis for such belief and afford the Interested Person an opportunity to explain the alleged failure to disclose.

## Conflict of Interest Annual Disclosure Form

- (2) If, after hearing the Interested Person's response and after making further investigation as warranted by the circumstances, the Board or committee determines the Interested Person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

### **5. Records of Proceedings**

The minutes of the Board or applicable committee shall contain:

- (1) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.
- (2) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

### **6. Annual Statements**

Each director and key officer shall annually sign a statement which affirms such person:

- (1) Has received a copy of this conflicts of interest policy,
- (2) Has read and understands the policy,
- (3) Has agreed to comply with the policy, and
- (4) Understands the ASYV is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

*Last Amended: November 17, 2014*

## **Whistleblower Policy the American Society for Yad Vashem, Inc. (the “ASYV”)**

### **1. Purposes**

The American Society for Yad Vashem, Inc. (the “ASYV”) is committed to honest, ethical and lawful conduct, full, fair, accurate, timely and transparent disclosure in all public communications, and compliance with applicable laws, rules and regulations. In furtherance of these commitments, all directors, officers, employees and volunteers of the ASYV (each, a “Covered Person” or “you”) must act in accordance with all applicable laws and regulations, and with the policies of the ASYV at all times, and assist in ensuring that the ASYV conducts its business and affairs accordingly.

This Whistleblower Policy (this “Policy”) (a) establishes procedures for the reporting and handling of concerns regarding action or suspected action taken by or within the ASYV that is or may be illegal, fraudulent or in violation of any policy of the ASYV, as well as any other matter that could cause serious damage to the ASYV’s reputation (each, a “Concern”), and (b) prohibits retaliation against any Covered Person who reports a Concern in good faith.

### **2. When To Raise A Concern**

You should disclose to and seek guidance from an appropriate supervisor or manager if you believe any Covered Person or other person associated or doing business with the ASYV has engaged, is engaging, or may engage in any illegal or unethical behavior or has violated, or may violate any law, rule, regulation or policy of the ASYV. Such reportable activity may include, for example, financial wrongdoing, fraud, harassment, or any other illegal, unethical, or proscribed conduct. While Concerns may be submitted at any time, you should endeavor to report a Concern as soon as reasonably possible after becoming aware of the matter.

### **3. How To Raise A Concern**

Concerns may be submitted either in writing or orally. No form is required to submit a Concern, but you are encouraged to provide as much information and detail as possible so that the Concern can be properly investigated. A Concern may be submitted:

- To the administrator of this Policy (the “Policy Administrator”) at [insert contact information];
- By discussing it with a supervisor or manager, who will in turn forward the Concern to the Policy Administrator for review where appropriate; or

- In writing to the Chair of the Audit Committee of the Board of Directors of the ASYV (the “Audit Committee”) at [insert contact information], who will in turn forward the Concern to the Policy Administrator for review where appropriate.

Concerns may be raised anonymously; provided, however, that any individual reporting his or her own violation shall not satisfy his/her obligation hereunder with a Concern raised anonymously.

#### **4. Procedures For Receiving And Reviewing Concerns**

Any supervisor, manager, or other person receiving a Concern should contact the Policy Administrator, who will coordinate further action.

The Policy Administrator will assess each Concern on a preliminary basis to determine to what extent an investigation into the Concern is required, and will direct all aspects of the investigation of any Concern. All investigations will be conducted in a confidential and sensitive manner, so that information will be disclosed only as needed to facilitate review of the investigation materials or otherwise as required by law. You must cooperate as necessary in connection with any such investigation. In the event a Concern involves or implicates the Policy Administrator, the Policy Administrator will promptly recuse himself or herself from the investigation and inform the Audit Committee in writing. The Audit Committee may investigate such Concern or appoint impartial attorneys to investigate the Concern.

#### **5. Records Of Concerns And Investigation Reports**

The Policy Administrator will maintain a written record of all Concerns summarizing each Concern in reasonable detail, including any factual findings, any recommendations for corrective action and any final resolution of the Concern. The Policy Administrator will distribute an update of this record to the Chair of the Audit Committee in advance of each regularly scheduled meeting.

#### **6. Confidentiality**

All Concerns received will be treated confidentially or anonymously, as applicable, to the extent reasonable and practicable under the circumstances.

#### **7. No Retaliation Against Whistleblowers**

It is the ASYV’s policy to encourage the communication of bona fide Concerns relating to the lawful and ethical conduct of the ASYV’s business. It is also the policy of the ASYV to protect those who communicate bona fide Concerns from any retaliation for such reporting. No adverse employment action may be taken and retaliation is strictly prohibited, including, without limitation, intimidation, harassment, discrimination, coercion, or otherwise, whether express or implied, against any director, officer, employee or volunteer of the ASYV who in good faith

reports any Concern or assists in an investigation of, or the fashioning or implementation of any corrective action or response made in connection with, any Concern. Any person who violates this prohibition against retaliation will be subject to appropriate disciplinary action, which may include termination of employment or other relationship with the ASYV.

**8. Policy Distribution**

A copy of this Policy will be distributed to each Covered Person promptly following the adoption of or amendments to this Policy, and at such time as a person becomes a Covered Person.

**9. Policy Adoption And Oversight**

The Audit Committee is responsible for providing oversight of the adoption and implementation of, and compliance with this Policy. Only directors satisfying the definition of “independence” pursuant to applicable law are permitted to participate in any committee deliberations or vote on matters relating to this Policy.

*Last Amended: November 17, 2014*

# **American Society for Yad Vashem Policy for Executive Compensation**

The Board chairman will create a Compensation Committee, the Compensation Committee of the Board of Trustees, which will include at least 3 members of the board. No member of this committee will be a staff member, the relative of a staff member, or have any relationship with staff that could present a conflict of interest.

This Committee will meet in person or telephonically to execute the Compensation Policy as described below.

The policies and underlying philosophy governing The American Society of Yad Vashem (ASYV) executive compensation program, as endorsed by the Compensation Committee of the Board of Trustees, are designed to accomplish the following objectives:

Compete for, retain, and motivate talented executives.

Provide opportunities that integrate pay with annual and long-term performance goals

Support and reward achievement of strategic objectives

Ensure compliance with applicable regulations

## **Guidelines**

Total compensation is intended to be competitive with that provided by organizations in those national, international, and local markets in which the ASYV competes for talent. Such comparisons include, but are not limited to, a committee approved list of peers comprised of related entities as well as other non-related entities when deemed appropriate. The competitive market data will include IRS 990 filings as well as published surveys.

The Committee's philosophy is to target base salary at or about the 50th percentile of the market data and total compensation up to the 75th percentile recognizing that there may very well be exceptions above and below these targets mostly related to geographic considerations, scope of the job, special expertise needed, and other factors. The Committee recognizes that there are situations when exceeding these parameters may be required. An executive's unique skills and experience, performance, critical need for the business, recruiting challenges or retention and prior pay history may enter into these decisions, all consistent with the business judgment rule.

Total compensation is comprised of base salary, short term incentives, long term incentives, and supplemental benefits not offered to employees generally. Total compensation for the executive group is reviewed no less than annually at the Committee's meeting and may be reviewed more frequently.

The Compensation Committee shall be responsible for approving this statement and any modifications. The Compensation Committee will be assisted in these efforts by Executive management, Human Resources management, Legal counsel, and sometimes an independent consulting firm that specializes in executive compensation.

# **American Society for Yad Vashem**

## **Policy for Approval of Executive Compensation**

It is the desire of ASYV to provide fair but reasonable and not excessive compensation for Executives and any other highly compensated employees and consultants.

The annual process for determining compensation is as follows: The board of directors of ASYV (the “Board”) shall annually evaluate the Executive Director on his/her performance, and ask for his/her input on matters of performance and compensation.

**Board Approval.** The Compensation Committee of the Board will delegate one or more individuals to obtain research and information to make a recommendation to the full Board for the compensation (salary and benefits) of the Executive Director (and other highly compensated employees or consultants) based on a review of comparability data. For example, the Committee will secure data that documents compensation levels and benefits for similarly-qualified individuals in comparable positions at similar organizations. The Compensation Committee shall prepare a list of comparable, or similar, organizations. This data may include the following, without limitation:

1. Salary and benefit compensation studies by independent sources;
2. Written job offers for positions at similar organizations;
3. Documented telephone calls about similar positions at both nonprofit and for-profit organizations; and
4. Information obtained from the IRS Form 990 filings of similar organizations.

**Concurrent Documentation.** To approve the compensation for the Executive Director (and other highly compensated employees and consultants) the Board must document how it reached its decisions, including the data on which it relied, in minutes of the meeting during which the compensation was approved. Documentation will include:

- a) A description of the compensation and benefits and the date approved;
- b) The members of the Board who were present during the discussion about compensation and benefits, and the results of the vote;
- c) A description of the comparability data relied upon and how the data was obtained; and
- d) Consistent with the ASYV conflict of interest policy, any actions taken (such as abstaining from discussion and vote) with respect to consideration of executive compensation by anyone who is a member of the Board and who had a conflict of interest with respect to the decision on the compensation and benefits, will be documented in writing.

**Independence in Setting Compensation:** The Chair of the Board, who is a volunteer and not compensated by ASYV, will operate independently without undue influence from the Executive Director.

No member of the Board involved in the compensation-setting process will be a staff member, the relative of a staff member, or have any relationship with staff that could present a conflict of interest.

Date approved: November 14, 2016