

Doris Duke Charitable Foundation, Inc.
Compensation and Benefits Committee Charter
Adopted May 14, 2018

The Board of Trustees (the “Board”) of the Doris Duke Charitable Foundation, Inc. (the “Foundation”) hereby establishes the following guidelines for the composition, role, and responsibilities of the Compensation and Benefits Committee (the “Committee”). The boards of Doris Duke Foundation for Islamic Art, Doris Duke Management Foundation, Duke Farms Foundation, and Doris Duke Foundation (“affiliated foundations”) have approved the authority of the Committee to act similarly on the behalf of the board of each affiliated foundation.

Composition of the Committee

- The Committee shall be composed of three or more members of the Board.
- Members of the Committee, along with a designated Chairman of the Committee, shall be approved by a vote of the majority of the entire Board.
- The Committee shall be composed entirely of independent directors of the Board. In this regard, independence is defined as free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee.
- No member of the Committee shall accept any consulting, advisory or other compensatory fees from the Foundation or affiliated foundations (other than fees for serving on the Board or any committee thereof).

Role and Responsibilities of the Committee

The purpose of the Committee is to assist the Board and the board of each affiliated foundation in fulfilling its responsibility for oversight of total compensation strategy and practices, and of the administration of health, benefit and retirement plans. The Committee’s work supports the underlying mandate that salaries and benefits of the Trustees, Directors, Officers and employees of the Foundation and affiliated foundations will be commensurate with their skills, experience and responsibilities.

Meetings and Other Communications

The Committee shall meet on a regular basis at a minimum of twice a year and may hold additional meetings if circumstances require.

Specific Duties of the Committee

Annual Duties:

- Review compensation benchmarking analyzed and provided by staff; bring recommended annual salary increase pool(s) for the employees of the Foundation and affiliated foundations to the Board for approval. (The President is authorized by the Board to hire and dismiss employees and to set and adjust each individual employee's salary or other compensation, per the Schedule of Authorizations.)
- Review the performance and compensation of senior employees with the President and report to the Board on its review. Senior employees includes employees with the title of Director and above, or as otherwise designated as such by the Committee or the President.
- Review and approve the performance and compensation of Officers with the President and report to the Board on its review.
- Review the compensation of the President and make recommendations to the Board with respect to appropriate adjustments.
- Provide general oversight of the implementation of the health, benefit and retirement plans developed by the staff.
- Review and approve any proposed material changes to the health, benefit and retirement plans, and recommend such changes to the Board for approval.
- Oversee the work of the staff Retirement Plans Committee.
- Review and reassess the adequacy of this charter and recommend any proposed changes to the Board for approval.

Duties on an As Needed Basis:

- Obtain the advice of outside consultants and professionals (including but not limited to retention of specific legal counsel or) to advise the Compensation and Benefits Committee on matters within the scope of this charter, as necessary or advisable.
- Perform such other functions, as the Board shall designate from time to time.