

Personnel and Compensation Committee Charter
Long Island Power Authority
January 25, 2017

PURPOSE

The purpose of the Personnel and Compensation Committee (the “Committee”) of the Board of Trustees (the “Board”) of the Long Island Power Authority (the “Authority”) is to discharge the responsibilities of and make recommendations to the Board relating to attraction, appointment, evaluation, retention, compensation, and separation from employment of the Authority’s Chief Executive Officer; to oversee the CEO’s administration of the Authority’s compensation and benefit plans and personnel policies and programs including those related to the attraction, retention, continued development, and separation from employment of employees; and to consult with the Chief Executive Officer and advise the Board with respect to the attraction, appointment, retention and separation from employment of the Chief Financial Officer and General Counsel.

MEMBERSHIP

The Committee shall consist of three or more Trustees, who shall be appointed by, and serve at the discretion of, the Chair of the Board of Trustees, including the member designated as its chair (“Committee Chair”). The members shall serve until their resignation, retirement, or removal by the Chair of the Board of Trustees. The Chair of the Board shall serve as an ex-officio, voting member of the Committee.

Each Committee member shall meet the independence requirements set forth in the Public Authorities Accountability Act of 2005.

MEETINGS

Meetings of the Committee shall be convened by the Committee Chair and are authorized as often as the Committee Chair deems necessary, but not less than twice a year. A majority of the members of the Committee then sitting shall constitute a quorum for the transaction of any business or the exercise of any power or function of the Committee and the Committee shall have the power to act by a majority of the members present (in person or via video-conference) at any meeting. Meeting agendas will be prepared for every meeting and provided to the Committee members at least two (2) days in advance of the scheduled meeting, along with the appropriate materials needed to make informed decisions.

The Committee may request any officer or employee of the Authority, PSEG Long Island or the Authority’s outside counsel or other consultants to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. The Committee shall meet at least annually, individually with the Chief Executive Officer.

Meetings of the Committee shall be open to the public and governed by the rules regarding public meetings set forth in the applicable provisions of the Public Authorities Law and

Article 7 of the Public Officers Law that relate to public notice, public speaking and the conduct of executive session, and minutes will be taken and maintained.

RESPONSIBILITIES

1. Monitor and make recommendations to the Board with respect to the Authority's staffing and employment policies, practices, and programs, including those that seek to attract and retain a qualified workforce, support the continued professional development of the Authority's staff, and ensure employment practices that meet or exceed relevant laws and regulations.
2. Recommend for approval by the Trustees the appointment and compensation of the Chief Executive Officer and annually evaluate and make recommendations to the Board regarding the performance of the Chief Executive Officer relative to the mission, values, governance, and operating principles approved by the Board.
3. Annually review and, if appropriate, recommend to the Trustees changes in the compensation of the Chief Executive Officer taking into account such factors as:
 - a. the compensation and benefits of those at utilities of similar size and complexity;
 - b. an appropriate balance of compensation practices among public and private organizations;
 - c. industry and regional cost-of-living trends; and
 - d. individual performance and contribution.
4. Recommend for approval, in consultation with the Chief Executive Officer, the appointment of the Chief Financial Officer and General Counsel.
5. In consultation with the Chief Executive Officer, advise the Board with respect to emergency succession planning for the position of the Chief Executive Officer.
6. Report its actions and recommendations to the Board on at least an annual basis; and
7. Report to the Board, at least annually, regarding any proposed changes to the charter or the staffing and employment policies of the Board.