

Human Resources Committee Charter

Adopted July 27, 2005



Robert Wood Johnson Foundation

I. PURPOSE

The purposes of the Human Resources Committee (the “Committee”) of the Board of Trustees (the “Board”) of the Robert Wood Johnson Foundation (the “Foundation”) are to provide oversight of, and periodically review, the personnel and compensation policies applicable to the Foundation’s employees (other than the Chairman, and the President and Chief Executive Officer) consistent with the Foundation’s merit-based performance management process and the budget review process.

II. RESPONSIBILITIES AND DUTIES

The Committee shall have the following responsibilities:

- Periodically review and assess the personnel and compensation policies, programs and procedures of the Foundation, including employee benefits, reporting to the Board and recommending such changes as the Committee finds appropriate.
- Review and assess at least annually the salary classifications and compensation brackets for the Foundation’s senior executive staff (other than the Chairman, and the President and Chief Executive Officer) as proposed by the President and Chief Executive Officer, and recommend such classifications and brackets for approval by the Board, with such changes as the Committee finds appropriate.
- Review and recommend to the full Board annually the portion of the Foundation’s proposed Administrative Budget relating to staff compensation.
- Identify and review relevant market data as appropriate and report to the Board on significant variations with the Foundation’s own policy.

III. COMPOSITION

The Committee shall consist of not less than three members of the Board, appointed annually by the Board. The Foundation’s President shall be a member of the Committee, but no other Executive Officer or employee of the Foundation shall be eligible to serve on the Committee. The Foundation may not pay compensation to any of the members of the Committee except the fees that they receive for service as a member of the Board or any committee thereof. The Committee may form, and delegate its authority to, subcommittees, as it deems appropriate. The Board may appoint the Committee’s Chairperson, but if the Board has not appointed a Chairperson, the Committee shall select a Chairperson from among its members.

IV. MEETINGS

The Committee shall meet at least annually and more frequently as circumstances require or as the Chairperson or as any two Committee members may request. The Chairperson shall set the agenda for each meeting in consultation with the President and Chief Executive Officer. The Committee may request that any Trustees, Officers, employees, agents or advisers of the Foundation, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee and/or provide such pertinent information as the Committee requests.

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V. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS

The Committee may conduct or authorize investigations into or studies of matters within the scope of the Committee's responsibilities and duties, and may retain, at the Foundation's expense, such experts and other professionals as it deems necessary or appropriate to carry out its duties. All fees and expenses authorized by the Committee shall be promptly paid by the Foundation.