

Compensation Committee

I. Definitions. For purposes of this charter, the following capitalized terms will have the defined meaning set forth below:

(A) “Commission” means the commission of six members responsible for managing the South Carolina Retirement System Investment Commission, as specified in S.C. Code of Laws Ann. §9-16-315.

(B) “South Carolina Retirement System Investment Commission” or “RSIC” means the agency established by South Carolina law for the purpose of investing and managing all assets held in trust for the participants and beneficiaries of the state’s five separate defined benefit plans.

II. Purpose of the Committee. The Commission has established a Compensation Committee to consider and make recommendations to the Commission concerning matters relating to the compensation of the CEO/CIO and the RSIC staff.

III. Primary Responsibilities

Reviewing and making recommendations related to the RSIC’s Compensation Policy, including sections related to Performance Incentive Compensation (“PIC”) to ensure the RSIC can recruit and retain superior talent to satisfy the core mission of the Commission.

IV. Composition

(A) The Compensation Committee will consist of:

(1) two members of the Commission, or

(2) three members of the Commission if one of the Committee members is the Commission member who serves without voting privileges in accordance with S.C. Code Ann. §9-16-315(A)(6) .

(B) The Commission will appoint Committee members and the Committee Chair in accordance with the Committees Policy of the Commission.

V. Meetings

(A) The Compensation Committee will provide notice of its meetings in accordance with the South Carolina Freedom of Information Act (“FOIA”).

- (B) In accordance with FOIA, the Committee must give written public notice of their regular meetings at the beginning of each calendar year. The notice must include the dates, times and places of the meetings.
- (C) The annual schedule may be modified by the Compensation Committee as necessary.
- (D) All Committee members should expect to attend each meeting in person or via conference call or video-conference (if available).
- (E) The Committee may invite members of RSIC staff, consultants, and/or others to attend meetings and to provide pertinent information, as necessary.
- (F) In the event a Commission member who is not a member of the Compensation Committee attends a Compensation Committee meeting, he will not have voting rights and will not participate in discussions of the Compensation Committee if at least three Commission members with voting privileges for the Commission are present.
- (G) Meeting agendas, notices, and minutes will be prepared and provided in accordance with the Committees Policy of the Commission, FOIA and all other applicable laws.

VI. Authority. The Committee is empowered to:

- (A) Recommend to the Commission the retention of consultants or other resources needed by the Committee to carry out its primary responsibilities.
- (B) Meet with and seek information from the Commission, RSIC staff, consultants, and/or other subject matter specialists, as necessary to carry out its primary responsibilities.

VII. Reporting Responsibilities. Report to the Commission about Committee activities, issues, and related recommendations as appropriate.

VIII. Other Responsibilities

- (A) Perform other activities related to this charter as requested by the Commission.
- (B) Review and assess the adequacy of the Committee charter at least every three years, requesting Commission approval for proposed changes.
- (C) Confirm annually that all responsibilities outlined in this charter have been carried out.
- (D) Evaluate the Committee's and individual Committee member's performance on a regular basis.