

# **DATA COMMUNICATIONS MANAGEMENT CORP.**

## **HUMAN RESOURCES AND COMPENSATION COMMITTEE CHARTER**

- A. Name**
- B. Purpose**
- C. Committee Membership and Procedure**
- D. Responsibilities**

### **A. Name**

There will be a Human Resources and Compensation Committee (the “**Committee**”) of the board of directors (the “**Board**”) of DATA Communications Management Corp. (the “**Corporation**”).

### **B. Purpose**

The purpose of the Committee is to review and approve corporate goals and objectives relevant to the compensation of the Corporation’s senior executive officers, including the chief executive officer (“**CEO**”).

### **C. Membership and Procedure**

The Committee will consist of no fewer than 3 members, one of whom is the chairperson (the “**Chair**”), all as determined by the Board. A quorum will be not less than a majority of its members.

Each member of the Committee will satisfy the independence requirements of applicable legislation and stock exchange rules. The members of the Committee will serve until their qualified successors are appointed. The Board will have the power at any time to change the membership of the Committee and to fill vacancies on it, subject to any independence requirements. Subject to the by-laws of the Corporation or any applicable governance guidelines of securities regulatory authorities or stock exchanges, the Committee will fix its own rules of procedure.

The Committee will not be entitled to delegate its responsibilities to any individual member or subcommittee. The Committee is permitted to engage and compensate any outside advisor that it deems necessary to permit it to carry out its duties.

The Chair will, on behalf of the Committee, report to the Board on matters considered by the Committee, its activities and compliance with this Charter.

### **D. Responsibilities**

The responsibilities of the Committee will include the following:

#### **1. Human Resources**

- Reviewing with the CEO existing management resources and plans for providing that qualified personnel will be available for succession to officer and other senior management positions within the Corporation, and to report on this matter to the Board at least once each financial year.
- Consider with the CEO proposed changes in personnel affecting the officers' group, and to recommend to the Board for consideration and approval the names of persons proposed to be appointed as officers.
- Establishing in consultation with the CEO once each financial year, objectives against which to review and assess the CEO's performance.
- Reviewing and assessing the performance of the CEO against the pre-agreed objectives at least once each financial year. The review and assessment will occur in two stages: in conversation with the CEO and, subsequently, with the Board in the absence of the CEO. Based on each review and assessment, the Committee will determine and approve the CEO's compensation level.
- In the event of the resignation or termination of the CEO, conducting a search for potential replacement candidates and reporting on the results of those actions and recommendations to the Board for its consideration and approval.
- Reviewing with the CEO the Corporation's salary scales and general salary structure, overall compensation strategy, objectives and policies.
- Conducting periodic reviews of the salaries and performance awards under the Corporation's Bonus/Performance Award program and other remuneration of the Corporation's senior officers; and, should the Committee consider that any adjustments thereto or awards thereunder would be appropriate, to recommend such adjustments and awards for Board consideration and approval.
- To have the sole authority to retain and terminate a compensation consultant, if required, to assist in the evaluation of director, CEO or senior executive compensation.
- The Committee will report its actions and recommendations to the board of directors after each Committee meeting and will conduct and present to the board of directors an annual performance evaluation of the Committee. The Committee will review at least once every two years the adequacy of this charter and recommend any proposed changes to the board of directors for approval.
- Reviewing and approving any compensation report required by regulatory and statutory authority for disclosure in annual proxy materials.
- Conducting periodic reviews of the status of the long term incentive plan, and to submit recommendations for Board consideration and approval with respect to any

proposed material amendments to, and any proposed awards (or changes in previous awards) under, such plan.

- Considering any change to the Corporation's compensation and benefit plans involving a material annual change in cost to the Corporation, and submit recommendations in respect thereof for Board consideration and approval.
- Conducting periodic reviews of the amount and form of Directors' compensation for Board and Committee service in relation to current norms, and to recommend any adjustments for Board consideration and approval.
- Establishing a code of ethics for directors, officers and employees of the Corporation and its subsidiaries and submitting the same to the Board for its consideration and approval.

## 2. **Pension**

- Assist the Board in fulfilling its responsibilities relating to the retirement pension plans of the Corporation and the associated corporations participating in such plans (the "**Plans**"), the Committee will:
- Review Plan matters and activity not less than once each financial year;
- Review and approve Plan changes which are financially material to the Corporation;
- report on the above matters to the Board from time to time as will be deemed advisable, but in any event not less than once each financial year.