



# **BOARD OF DIRECTORS COMPENSATION COMMITTEE CHARTER**

February 14, 2017

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There shall be a committee of the Board of Directors (the “Board”) of Navigant Consulting, Inc. (the “Company”) that shall be called the Compensation Committee (the “Committee”).

## I. Purpose

The purpose of the Committee is to (1) discharge the responsibilities of the Board relating to compensation of the Company’s executives and members of the Board, (2) review and recommend to the Board compensation policies as well as approve individual executive officer compensation, intended to attract, retain and appropriately reward employees in order to motivate their performance in the achievement of the Company’s business objectives and align their interests with the long-term interests of the Company’s shareholders, and (3) produce an annual report on executive compensation for inclusion in the Company’s annual proxy statement.

## II. Composition, Qualifications and Meetings

The Committee shall consist of no fewer than three members. Each member of the Committee shall satisfy the independence requirements of the New York Stock Exchange. At least two members of the Committee shall also qualify as a “non-employee director” under Rule 16b-3 under the Securities Exchange Act of 1934 and an “outside director” for purposes of Section 162(m) of the Internal Revenue Code of 1986.

Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board. The Board shall appoint the members of the Committee and designate the Chair of the Committee. The members of the Committee shall serve for such terms as the Board shall determine or until their earlier death, resignation or removal by the Board. The Board shall have the power at any time to change the membership of the Committee and to fill vacancies in it, subject to such new members satisfying applicable independence requirements.

The Committee shall meet with such frequency and at such intervals as it shall determine is necessary to carry out its duties and responsibilities. Notice of all meetings shall be given, and waiver thereof determined, and all actions of the Committee shall be taken, pursuant to and in accordance with the Company’s by-laws. The chairperson will preside, when present, at all meetings of the Committee.

The Committee may form and delegate authority to subcommittees as it deems appropriate. To the extent permitted by applicable law, the Committee may also delegate to one or more executive officers of the Company the authority, within guidelines established by the Committee, to approve equity compensation awards under established equity compensation plans of the Company to employees other than those subject to Section 16 of the Securities Exchange Act. The Committee may also delegate any non-discretionary administrative authority under Company compensation and benefit plans consistent with any limitations specified in the applicable plans.

## III. Responsibilities and Duties

The Committee shall have the specific responsibilities and duties set forth below. The Committee shall also carry out any other responsibilities delegated to it by the Board from time to time. The following shall be the Committee’s principal responsibilities:

1. Review and monitor matters related to management development and succession.



2. Review and approve executive compensation policies and pay for performance criteria for the Company.
3. Review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer; evaluate the Chief Executive Officer's performance in light of those goals and objectives; and based on this evaluation and such consultation with the other independent directors of the Board as it deems appropriate, determine and approve the Chief Executive Officer's compensation, including base salary and incentive compensation.
4. Review and approve the initial and annual base salaries, annual incentive bonuses and all long-term incentive awards of the Company's executive officers and review, as the Committee deems appropriate, compensation arrangements for other officers and employees.
5. Make recommendations to the Board regarding new or amended incentive compensation plans and equity-based compensation plans; administer, interpret and apply, and determine incentives or forms of equity-based compensation under such plans, and exercise all powers of the Board under such plans other than the power to amend the plans.
6. Review and provide input on such other matters concerning the employee compensation and benefit plans of the Company and its affiliates as the Committee deems appropriate, including providing guidance to management on significant issues affecting compensation philosophy or policy.
7. Review and discuss with management the compensation discussion and analysis required to be included in the Company's annual proxy statement. Based on such review and discussion, the Committee shall make a recommendation to the Board as to whether such compensation discussion and analysis shall be included in such proxy statement and shall prepare an annual report of the compensation committee for the Company's annual proxy statement in compliance with and to the extent required by applicable Securities and Exchange Commission and New York Stock Exchange (or other relevant listing authority) rules and regulations.
8. Review and evaluate the Company's policies with respect to the recovery or "clawback" of any excess compensation (including equity awards) paid to employees (particularly the Company's executive officers) based on erroneous data.
9. Review and assess the Company's stock ownership guidelines and/or holding period requirements for the directors, Chief Executive Officer and other executive officers of the Company and oversee compliance with such guidelines.
10. Review the results of the advisory "say-on-pay" vote and consider whether any adjustments to the Company's executive compensation policies and practices are necessary or appropriate in light of such vote, taking into account such factors as the Committee deems appropriate.
11. Evaluate and recommend to the Board the form and amount of director compensation, including compensation and expense reimbursement policies for attendance at Board and committee meetings.
12. Have the authority, in its sole discretion, to retain or obtain the advice of a compensation consultant, legal counsel or other adviser (a "Committee Adviser") as it deems appropriate to assist the Committee in fulfilling its duties and responsibilities. The Committee shall be directly responsible for appointing, setting the compensation for and overseeing the work of any Committee Adviser retained by the Committee and shall receive appropriate funding from the Company, as determined by the Committee, for payment of reasonable compensation to such Committee Adviser.
13. To the extent required by New York Stock Exchange (or other relevant listing authority) rules, evaluate the independence of any Committee Adviser (other than in-house legal counsel) prior to its being selected by, or providing advice to, the Committee after taking into consideration all factors



relevant to such adviser's independence from management, including the factors specified by applicable New York Stock Exchange rules.

14. Carry out such responsibilities as have been delegated to the Committee under various compensation and benefit plans of the Company.
15. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review the performance of the Committee.
16. Make regular reports to the Board.

*Revised and approved by the Navigant Consulting, Inc. Board of Directors on February 14, 2017*