

ORGANIZATION & COMPENSATION COMMITTEE CHARTER
StanCorp Financial Group, Inc.
Standard Insurance Company

Committee Purpose

The Organization & Compensation Committee of the Board of Directors of StanCorp Financial Group, Inc. and Standard Insurance Company (the “Company”) is responsible for : (a) monitoring, reviewing and evaluating the performance of the CEO in conjunction with the full Board; (b) discharging the Board’s responsibilities relating to compensation of the Company’s directors; (c) discharging the Board’s responsibilities relating to compensation of the Company’s executives; (d) overseeing succession planning for executive officers, with special emphasis on the CEO; (e) reviewing significant organizational changes recommended by the CEO; and (f) producing an annual report on executive compensation for inclusion in the Company’s proxy statement in accordance with applicable laws and regulations.

Committee Membership

All members of the Organization & Compensation Committee shall meet all applicable independence requirements of the New York Stock Exchange (“NYSE”). The members of the Committee shall be appointed and removed by the Board of Directors in consultation with the Chairman and the CEO.

Committee Meetings

The Organization & Compensation Committee shall meet and report to the Board quarterly in conjunction with a regularly scheduled Board meeting, and shall have a special meeting in December or at such other times as deemed necessary by the Committee.

Committee Goals and Responsibilities

In furtherance of its purpose, the Organization & Compensation Committee authority and responsibilities shall include, but not be limited to, the following:

1. Review and approve on an annual basis the corporate goals and objectives with respect to compensation for the CEO. The Committee shall evaluate annually the CEO’s performance in light of these established goals and objectives and, based upon these evaluations, shall set the CEO’s annual compensation, including salary, bonus, incentive and equity compensation.
2. Review and approve on an annual basis the evaluation process and compensation structure for the Company’s management committee and officers. The Committee shall evaluate the performance of the Company’s senior executive officers and shall approve their annual compensation, including salary, bonus, incentive and equity compensation.

3. Oversee succession planning, with particular focus on the position of CEO and senior executives.
4. Oversee the Company's stock incentive plans and employee stock purchase plans.
5. Develop and communicate appropriate authority levels to the CEO as they may relate to stock options, appointment of officers, and compensation.
6. Develop and administer an overall compensation philosophy.
7. Provide necessary approvals as required by regulatory agencies relative to compensation levels and officer elections.
8. Review major organizational changes recommended by the CEO.
9. Annually review director compensation and benefits in conjunction with the Nominating & Corporate Governance Committee.
10. Oversee publication of an annual executive compensation report in the Company's proxy statement.
11. Conduct an annual performance evaluation of the Committee.
12. Conduct an annual review of the Committee's charter and checklist.

The Committee shall have authority to retain such compensation consultants, outside counsel and other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms.