



Board of Governors

October 29, 2009

Decision to Modify Board Compensation

Motion

Moved, that in accordance with Article III, Section 17 of the bylaws, the ISO Board of Governors hereby modifies the compensation to Board members for their service to the California ISO to include compensation at ISO-sponsored stakeholder events where the Chief Executive Officer specifically requests Board member attendance, effective October 1, 2009:

- ***The standard annual retainer paid to a Governor shall be \$20,000, paid in accrued quarterly installments;***
- ***A fee of \$500 shall be paid for each day of in-person participation at a noticed in-person meeting, and a fee of \$250 shall be paid for each day of telephone participation in a noticed teleconference meeting;***
- ***An additional fee of \$500 for each meeting day shall be paid for time spent preparing for a noticed in-person meeting, and a fee of \$250 for each meeting day shall be paid for time spent preparing for a noticed teleconference meeting;***
- ***A fee of \$500 shall be paid for each day of in-person participation at ISO-sponsored stakeholder events where the Chief Executive Officer specifically requests Governor attendance;***
- ***A fee of \$500 shall be paid to new Governors for in-person participation in the ISO's new Board member orientation process.***
- ***If a Board Committee meeting is noticed adjacent to a Board of Governors meeting on the same day, only one meeting fee and preparation fee shall be paid to Committee members. Governors who are***



not also Committee members will not be compensated for optional attendance at a Committee meeting noticed for a date not adjacent to a Board of Governors meeting;

- ***Reasonable expenses associated with in-person or teleconference meetings shall be reimbursed;***
- ***Governors who attend meetings or events as representatives of the Board, including ISO/RTO Council meetings and other electric utility or power industry meetings, at the request of the Chair or ISO Management in consultation with the Chair, are not eligible for compensation but shall be eligible for reimbursement of reasonable expenses, as deemed appropriate and approved by the Chair of the Board;***
- ***Governors shall be eligible for conference fees and reasonable expenses associated with seminars, training and conferences related to corporate governance or best practices for Governing Boards, deemed appropriate and approved by the Chair of the Board; and***

Reimbursements for reasonable expenses, as set forth above, shall be in compliance with the ISO Corporate Travel Guidelines for Governors.

Moved: Doll Second: Capuano

Board Action: Passed	Vote Count: 5-0-0
Capuano	Y
Doll	Y
Hafner	Y
Page	Y
Willrich	Y

Motion Number: 2009-10-G4