

**Moved: Gage****Second: Doll**

Board Action: <b>Passed</b>	Vote Count: <b>5-0-0</b>
Capuano	Y
Doll	Y
Gage	Y
Page	Y
Willrich	Y

**Motion**

Moved, that in accordance with Article III, Section 17 of the bylaws, the ISO Board of Governors hereby amends the payment structure, effective January 1, 2006, to clarify the intended compensation to Board members for their service to the California ISO:

- The standard annual retainer paid to a Governor shall be \$20,000;
- 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;
- 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 certain meetings or events, both internal and external, at the request of the Chair or ISO Management in consultation with the Chair, 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.**

**Motion Number: 2008-05-G9**