

Board of Governors

November 2, 2017

General Session

Decision to Modify Board Compensation

**Motion**

Moved, that in accordance with Article III, Section 16 of the bylaws, the ISO Board of Governors hereby modifies the compensation to Board members for their service to the California ISO, effective November 3, 2017 as follows:

- The standard annual retainer paid to a Governor shall be \$40,000, paid in accrued quarterly installments, commencing with payment for the accrued quarterly installment for the 4<sup>th</sup> quarter of 2017;
- A fee of \$1,000 shall be paid for each day of participation at a noticed in- person Board meeting, and a fee of \$500 shall be paid for each day of participation in a noticed teleconference Board meeting;
- A fee of \$1,000 for each meeting day shall be paid for time spent preparing for a noticed in-person Board meeting, and a fee of \$500 for each meeting day shall be paid for time spent preparing for a noticed teleconference Board meeting;
- A fee of \$1,000 shall be paid for each day of participation at a noticed in- person Board Committee meeting, and a fee of \$500 shall be paid for each day of participation in a noticed teleconference Board Committee meeting;
- A fee of \$1,000 for each meeting day shall be paid for time spent preparing for a noticed in-person Board Committee meeting, and a fee of \$500 for each meeting day shall be paid for time spent preparing for a noticed teleconference Board Committee meeting;
- Governors who are not also Committee members will not be compensated for optional attendance at a Committee meeting;
- A fee of \$1,000 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 \$1,000 shall be paid to new Governors for participation in each day of the ISO's Board member orientation process;
- 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 Travel Policy for Governors.



# California ISO

**Moved: Ferron**

**Second: Bhagwat**

Board Action:	<b>Passed</b>	Vote Count: <b>5-0</b>
Bhagwat	Y	
Ferron	Y	
Galiteva	Y	
Mullin	Y	
Olsen	Y	

**Motion Number: 2017-11-G5**