



Board of Governors December 13-14, 2012 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 December 13, 2012:

- **The standard annual retainer paid to a Governor shall be \$20,000, paid in accrued quarterly installments;**
- **A fee of \$750 shall be paid for each day of participation at a noticed in-person meeting, and a fee of \$500 shall be paid for each day of participation in a noticed teleconference meeting;**
- **A fee of \$750 for each meeting day shall be paid for time spent preparing for a noticed in-person meeting, and a fee of \$500 for each meeting day shall be paid for time spent preparing for a noticed teleconference meeting;**
- **For Board Committee meetings noticed adjacent to a Board of Governors meeting on the same day, Committee members shall be paid a preparation fee for the Committee meeting. The fee shall be \$750 for time spent preparing for a noticed in-person meeting, and a fee of \$500 for time spent preparing for a noticed teleconference meeting;**
- **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;**
- **A fee of \$750 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 \$750 shall be paid to new Governors for participation in 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.**

Moved: Maullin Second: Olsen

Board Action:	Passed	Vote Count: 5-0-0
Bhagwat	Y	
Foster	Y	
Galiteva	Y	
Maullin	Y	
Olsen	Y	

Motion Number: 2012-12-G6