

ORANGE COUNTY POWER AUTHORITY
Policy Number 005: Board of Directors' Compensation and
Expense Reimbursement Policy

This Policy governs compensation and reimbursement of expenses for members of the Authority's Board of Directors. The Policy applies to both regular members of the Board and alternate members.

DIRECTORS' COMPENSATION

Pursuant to this Policy adopted by the Board of Directors, the Authority is authorized to compensate Board members in the amount of \$212.50 for (1) attending each meeting of the Board of Directors, and (2) otherwise providing a day of service to the Authority. The Policy limits compensation to a specified maximum number of days per month. The Board of Directors may, from time to time, amend the Policy to change the amount of compensation and/or the maximum number of compensable days per month.

The following activities are compensable.

Compensable Activities

1. Meetings
Each regular Director shall be entitled to compensation for attendance at (1) each meeting of the Board of Directors; (2) each meeting of a standing committee on which the Director serves; (3) each meeting of an ad hoc committee to which the Director has been duly appointed; and (4) each meeting of any joint governmental board, committee, or association to which the Director has been appointed as the Authority's representative. Each alternate Director shall be entitled to compensation for attendance at a meeting when, and only when, the alternate Director attends the meeting in place of the regular Director.
2. Required Training
Each Director shall be entitled to compensation for attendance at the ethics training required by Government Code Section 53235 and the sexual harassment training and education required by Government Code Section 12950.1.
3. Other Activities
The Chair of the Board of Directors and Chief Executive Officer may, on a case-by-case basis, authorize compensation of individual Directors for a day of service when participating in the following types of activities: (1) meetings with representatives of local, regional, state, or national government on issues affecting the Authority; (2) meetings, conferences, and seminars relating to the business and operation of community choice aggregation entities, (3) ceremonial events sponsored by the Authority; (4) ceremonial events sponsored by another organization; (5) meetings of agencies, nonprofit organizations, or service clubs where the Director makes a presentation on behalf of the Authority; and (6) meetings with Authority staff, including telephone conferences when physical attendance is impractical.
4. Considerations
The Board Chair and the Chief Executive Officer shall approve compensation under Section 1 above only for activities that provides a benefit to the Authority. Benefits include, but are not necessarily limited to, the acquisition of information, education,