

VALLEY CLEAN ENERGY ALLIANCE**Staff Report – Item 13**

TO: Board of Directors

FROM: Edward Burnham, Director of Finance & Internal Operations
Mitch Sears, Executive Officer

SUBJECT: Board Compensation and Reimbursement Policy

DATE: October 12, 2023

RECOMMENDATION

Informational – no action requested.

BACKGROUND & ANALYSIS

During the formation of VCE, the Joint Exercise of Powers Agreement (JPA) relating to and creating the Valley Clean Energy Alliance designated that the Board of Directors shall serve without compensation from VCE and states the following:

Section 3.6 Director Compensation. Directors shall serve without compensation from VCEA. However, Directors may be compensated by their respective appointing authorities. The board, however, may adopt by resolution a policy related to the reimbursement by VCE of expenses incurred by the Directors.

Staff has received feedback that some CCAs do provide compensation stipends. Additionally, regional JPAs such as the Sacramento Area Council of Governments, Yolo County Transportation District, and others are providing stipends to their respective board of directors for supporting the agency's required board meetings, training, and other related activities. Based on initial research, Board Stipends have ranged from \$100.00 to \$250.00 per meeting/day of service.

If there is interest on the part of the Board to investigate this further, the following are the principle steps: VCE would be required to modify the joint powers agreement to modify section 3.6 above. VCE would be required to notify the member agencies to begin this process. As part of the amendment for VCE to compensate the Authority's Board of Directors, staff would propose that VCE adopt a Board Compensation and Reimbursement Policy. The Policy would apply to both regular members of the Board and alternate members.

A Board of Directors' Compensation and Expense Reimbursement Policy would govern compensation and reimbursement of expenses for members of the Authority's Board of Directors. If adopted by the Board of Directors, the Authority would be authorized to compensate Board members a stipend amount for attending each meeting of the Board of Directors.

CONCLUSION

Staff will return to the Board of Directors for direction on next steps related to this topic.