

**VALLEY CLEAN ENERGY ALLIANCE****Staff Report – Item 8**

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**TO:** Board of Directors

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

**SUBJECT:** Board Compensation and Reimbursement Policy

**DATE:** November 9, 2023

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**RECOMMENDATION**

That the Board provide direction to move forward with amendment of the VCE JPA agreement and adopt a Board Compensation and Reimbursement Policy.

**BACKGROUND & ANALYSIS**

At the October 12, 2023 Board Meeting, Staff introduced ([Item 13](#)), a proposed path to amend VCE's Joint Exercise of Powers Agreement (JPA) relating to Section 3.6 Director's Compensation to allow VCE to adopt a compensation and reimbursement Policy. Section 3.6 currently reads:

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.

Based on initial feedback from the Board, Staff recommends adopting a Board of Directors' Compensation and Expense Reimbursement Policy that 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.

If the Board provides direction to proceed, the process for amending the JPA agreement would consist of:

- VCE is required to notify the member agencies 30 days in advance per JPA Section 7.4 to begin an amendment process.
- VCE would be required to modify the joint powers agreement to modify section 3.6 above at the December 14, 2023 Board meeting.
- VCE would adopt a Board Compensation and Reimbursement Policy at the December 14, 2023, Board Meeting for implementation on January 1, 2024. The Policy would apply to both regular members of the Board and alternate members.

**CONCLUSION**

Staff seeks Board direction to proceed with the next steps to amend the VCE JPA agreement and adopt a Board Compensation and Reimbursement Policy.