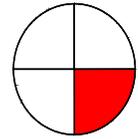


## Board of Directors Policy



**Policy Type:** Executive Limitations

**Policy #:** EL7

**Policy Name:** Compensation and Benefits

**Page #:** 1 of 1

**Creation Date:** December 3, 1993

**Effective Date:** April 18, 1999

**Monitoring:** October

With respect to employment, compensation and benefits to employees, consultants, contract workers and volunteers, the CEO may not cause or allow jeopardy to fiscal integrity or public image.

Accordingly, the CEO may not:

1. Change the CEO's own compensation and benefits as established by the Board or accumulate lieu time that would be compensated either in time-off or pay.
2. Promise or imply guaranteed employment.
3. Establish current compensation and benefits which:
  - 3.1. Deviate materially from the geographic or professional market for the skills employed.
  - 3.2. Create obligations over a longer term than revenues can be safely projected, in no event longer than one year and in all events subject to losses in revenue.
4. Establish deferred or long-term compensation and benefits which:
  - 4.1. Cause unfunded liabilities to occur or in any way commit the organization to benefits which incur unpredictable future costs.
  - 4.2. Provide less than some basic level of benefits to all full-time employees, through differential benefits to encourage longevity in key employees are not prohibited.
  - 4.3. Allow any employee to lose benefits already accrued from any foregoing plan.
  - 4.4. Treat the CEO differently from other comparable key employees.
  - 4.5. Be instituted without prior monitoring of these provisions.