Board Compensation Plan

Policy Statement:

The Keit Foundation recognizes the importance of attracting and retaining qualified individuals to serve on its Board of Directors. The Foundation acknowledges that reasonable compensation may be necessary to ensure the commitment and dedication of board members. However, it is essential to maintain transparency and integrity in board compensation practices to preserve public trust and fulfill fiduciary responsibilities.

Compensation Limitation:

The Keit Foundation shall not compensate more than one directly or indirectly compensated person serving as a voting member of the board, or 10% of the total voting members of the board, whichever is greater. Compensated members shall not serve as the board's chair or treasurer.

Definitions and Criteria:

- **Directly Compensated Voting Members:** Individuals who receive direct benefits from the Foundation, including salaries, cash payments, in-kind items or services, contributions to retirement plans, and coverage from medical or other insurance benefits (excluding D&O liability coverage).
- **Indirectly Compensated Voting Members:** Direct family members (spouse, parent, sibling, child) of directly compensated individuals or those who receive honoraria.
- **Excluded Compensation:** Voting members who only receive reimbursements for expenses incurred are not considered compensated.
- **Affiliated Organization Staff:** Voting members who are paid staff members of affiliated organizations are considered directly compensated if GAAP require combined audited financial statements.

Compliance Requirements:

- **Disclosure of Compensation:** The Foundation will disclose all compensation information, including direct and indirect compensation to voting board members, on the form provided by BBB WGA. Additionally, compensation details will be included in the IRS Form 990 and notes to financial statements.
- **Limitation Calculation:** The Foundation will ensure that no more than one directly or indirectly compensated voting member serves on the board, or 10% of the total voting members, whichever is greater.

Exceptions for Church Entities:

For publicly soliciting organizations with the tax-exempt status of a church:

- The church's governing board shall appoint an Independent Advisory Body consisting of at least five uncompensated members.
- The Independent Advisory Body shall receive and review the Foundation's budget, audited financial statements, management letter, and information on related party transactions.
- The Independent Advisory Body shall provide determinations or recommendations to the governing board regarding proposed transactions involving board or senior staff members or affiliated individuals, firms, or organizations.

Annual Review:

This Board Compensation Plan will be reviewed annually by the Board of Directors to ensure compliance with BBB WGA standards and legal requirements.

Conclusion:

The Keit Foundation is committed to maintaining transparency, integrity, and compliance with all relevant regulations in its board compensation practices. By adhering to the limitations and requirements outlined in this policy, the Foundation ensures responsible governance and stewardship of its resources.

Approved By:

Tory Keit
Chairman, Keit Foundation

Date: 03/18/2024