

BOARD REPORT
OAKLAND MILITARY INSTITUTE
OPEN SESSION
DECEMBER 2022

TOPIC/AGENDA ITEM:

Executive Compensation Comparability Study

ISSUES INVOLVED/FISCAL IMPLICATIONS (IF ANY):

The California Nonprofit Integrity Act of 2004 mandates that the Board of Directors (“Board”) review comparable executive compensation packages for educational executives upon any of the following events: (1) initially upon hiring the educational executive; or (2) whenever the executive’s term of employment is renewed or extended; or (3) whenever the executive’s compensation is modified, unless the modification extends to substantially all employees in the organization (see Government Code §12586(g)).

In connection with the Board’s review of Oakland Military Institute (“OMI”) Superintendent’s employment agreement, the Board must meet this due diligence requirement by reviewing and adopting a comparability study.

This review is essential in order to protect OMI (as a corporation) and the Board from IRS sanctions for “excess benefit transactions” and to establish a rebuttable presumption that the educational executive’s compensation is reasonable. Thus, the Board must meet the criteria set out by the IRS for conducting this review prior to any of the above changes in employment occurring. This review must occur without the participation of any individuals who possesses a conflict of interest. Under the IRS regulations, any employees under the supervision of the Superintendent are automatically conflicted and must recuse themselves from any participation whatsoever in any aspect of this process.

Accordingly, staff has produced a compensation comparability study (attached) for the Board’s review.

BOARD CHAIR’S RECOMMENDATION:

Based upon the above requirements, it is my recommendation that the Board review and accept the staff report reflecting comparable compensation.