

**BOARD OF DIRECTORS
EL CAMINO REAL ALLIANCE**

**RESOLUTION
RE: EXECUTIVE DIRECTOR**

The Board of Directors (“Board”) of El Camino Real Alliance (“ECRA”), a tax exempt, California nonprofit public benefit corporation operating a public charter school, does hereby adopt the following resolution pursuant to the provisions of the California Nonprofit Integrity Act, and as also required by the Internal Revenue Service requirements for tax exempt 501(c)(3) entities:

WHEREAS, when ECRA considers renewing or extending a contract term or modifying total compensation (separate from organization wide increases) to be paid to the ECRA Executive Director, the Board must ensure that such compensation is reasonable; and

WHEREAS, the Board must determine the compensation of the ECRA Executive Director within the confines of legal requirements and best practices for tax exempt, nonprofit corporations; and

WHEREAS, the Board must ensure the Executive Director compensation is within the range of similar organizations across the region, also taking into account other factors the Board believes pertinent to the setting of its Executive Director’s compensation; and

WHEREAS, the Board desires to take all recommended steps to ensure the compensation paid to the Executive Director is reasonable, and that the Board has followed legally required procedures, as detailed below:

1. Approval of Compensation. The Board must evaluate the compensation of the ECRA’s Executive Director and approve in advance any change to the compensation for the Executive Director.
2. Definitions. For purposes of this resolution, the ECRA’s executive officer is the Executive Director, and the total compensation paid to the Executive Director is understood to include a base salary, any bonuses, retirement benefits, fringe benefits, liability insurance premiums, and other monetary or non-monetary benefits provided.
3. Recusal. Any Board members related to the Executive Director, any employee Board members reporting to the Executive Director or under his/her supervision, or any other individual having a personal interest in the compensation paid to the Executive Director, and the Executive Director himself/herself have been excluded from the Board’s discussion and determination of reasonable compensation.
4. Determining Compensation. The Board’s review of compensation data will guide the Board prior to its making any decisions to alter the Executive Director’s

compensation to ensure the compensation to be paid is reasonable. When determining whether the compensation or any change to compensation is reasonable, the Board:

- a. Has been presented with and considered comparability data and compared the compensation to be paid to the Executive Director with the compensation paid to the equivalent senior officers from at least three (3) similar organizations operating in metropolitan areas that have comparable revenues, employees, service populations and skills.
 - b. Recognizes the unique benefits provided by the Executive Director to ECRA, including the following: (1) knowledge of the ECRA educational program; (2) fidelity to the job description and position requirements as articulated in the charter petitions; and (3) the special knowledge, experience, and relationships with community members possessed by the Executive Director, which would be difficult to replace.
5. Source of Comparability Data. The Board has reviewed comparability data by documenting the compensation paid to officers holding similar positions in similar organizations. (See attached documentation at **Exhibit A**, Executive Director Reasonable Compensation Comparability Data, attached here and incorporated by reference.) Specifically, the compensation paid to school leaders at similar nonprofits operating public charter schools, this information obtained by contact with conversion charter schools in the area.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby adopts the foregoing resolution.

BE IT FURTHER RESOLVED, that the Secretary of the Board hereby is authorized to certify this resolution.

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IN WITNESS WHEREOF, the Board of Directors has adopted the above resolution by the following vote at a regular Board meeting this 27th day of May, 2021.

By: _____
Dr. Jeff Davis, Secretary