

ARIZONA DISABLED SCUBA DIVERS FOUNDATION

BOARD OF DIRECTORS GOVERNING POLICY

Policy Title: Compensation

Effective Date: May 24, 2009

Purpose

The Arizona Disabled Scuba Divers Foundation (ADSDF) may not pay more than reasonable compensation for services rendered.

Procedures

The compensation of officers, directors, trustees, key employees, and others in a position to exercise substantial influence over the affairs of ADSDF shall be determined by persons who are knowledgeable in compensation matters and who have no financial interest in the determination. The process used to determine the compensation of ADSDF's Executive Director and other key employees shall include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision.

The compensation determination

1. shall be approved in advance by an authorized body composed entirely of individuals who do not have a conflict of interest with respect to the arrangement,
2. the authorized body will obtain and rely upon appropriate data as to comparability prior to making its determination, and
3. the authorized body will adequately document the basis for its determination concurrently with making the determination.

Additionally, ADSDF will take steps to ensure accurate and complete compensation reporting to governing bodies, and to also ensure that appropriate income and employment taxes are withheld and deposited with applicable taxing authorities.

The compensation policy set herein incorporates by reference ADSDF's Conflict of Interest Policy.

Revision History: 05/09