



MEMORANDUM

To: Human Resources and Governance (HR&G) Committee
From: Karl Pfirrmann, HR&G Committee Chairman
Date: October 1, 2018
Re: Item 10 – Unaffiliated Director Compensation Review

The HR&G Committee Charter provides that the Committee shall periodically, but no less than once every two years, review and consider Unaffiliated Director compensation and reimbursement matters.

In 2016, the Committee created a task force to review Unaffiliated Director compensation. At the December 6, 2016 Committee meeting, the task force recommended that no changes to compensation and business expense reimbursement of Unaffiliated Directors be made at that time.

No further action is anticipated at this time.