

Exhibit F

TRUST FOR LAND RESTORATION
BOARD COMPENSATION POLICY

Preamble: TLR recognizes that there may be certain circumstances when it is in the best interest of the organization to contract with and compensate members of the Board of Directors and Advisory Board for professional services rendered. Some members of the Board have very specialized fields of expertise, and may be willing to provide their services to the organization at below cost. In some instances, there may be benefits to the organization in hiring an individual who knows the land trust's needs better than an outsider, and in whose work the Board has greater confidence. There may also be occasions where the burden upon the Director or Advisor to deliver timely and quality service to TLR is clearer when under contract than if the work is offered to TLR pro bono.

Directors are not compensated except for reimbursement of expenses and, in some circumstances, for professional services that would otherwise be contracted out.

TLR will, when requested, reimburse Directors for expenses, such as travel, lodging and day care arrangements, incurred in attending board meetings and carrying out the land trust's business. Directors who are able and willing to not take reimbursement may consider their out-of-pocket expenses in the course of board service to be charitable contributions.

Members of the Board of Directors and Advisory Board of TLR are eligible for compensation for services rendered to the organization pursuant to the following terms:

- 1) The payment is reasonable and a good business decision for the organization;
- 2) There is a written agreement for the work to be performed and payment received;
- 3) The TLR board is aware of and approves such agreements upon a finding that the board member being contracted with is the best reasonably available person, and such approval is recorded in the minutes, and board members potentially to receive compensation recuse themselves from any meeting discussion;
- 4) Work being contracted furthers TLR mission;
- 5) The board members in a position of receiving compensation are aware of the potential for conflicts of interests and are especially sensitive to how their votes could bring them additional work and thus, additional compensation.
- 6) For members of the Board of Directors, total amount of contracts with TLR in any calendar year may not exceed \$10,000. In a case where total compensation in a calendar year would exceed \$10,000 that Director would be asked to step down as a Director to Advisor status until the work is completed and that Director is invited back onto the Board.