



Executive Director Compensation & Conflict Safeguards Policy

S.A.V.E. Foundation | Governance Policy

Prepared September 20, 2026

1. Purpose

This policy establishes safeguards for compensation, reimbursements, contracts, and transactions involving officers, directors, founders, family members, and other persons with substantial influence over S.A.V.E. Foundation. Its purpose is to ensure that organizational assets are used to advance social-welfare purposes and not for improper private benefit or excess benefit.

2. Covered Persons

Covered persons include the Executive Director, officers, directors, founders, key employees, persons with substantial influence over the Foundation, their family members, and entities in which such persons have a material ownership or financial interest.

3. Compensation Standard

- Compensation may be paid only for bona fide services actually rendered to S.A.V.E.
- Total compensation must be reasonable in relation to the services, responsibilities, time commitment, qualifications, geographic market, and the Foundation's financial capacity.
- Fundraising success or the receipt of a particular donation does not automatically entitle any officer or director to a percentage or portion of that contribution.
- No person may approve, vote on, or improperly influence his or her own compensation.
- Compensation should be reviewed periodically and whenever duties materially change.



4. Approval Procedure

1. The proposed compensation arrangement must be disclosed to disinterested directors or other authorized decision-makers.
2. Decision-makers should obtain and review appropriate comparability information, such as compensation data for similarly situated organizations, comparable positions, geographic labor data, or documented contractor rates.
3. The disinterested decision-makers must determine that the arrangement is reasonable and in S.A.V.E.'s best interests.
4. The decision and supporting basis must be documented contemporaneously in minutes or written consent, including who was present, who abstained, comparability information reviewed, and the approved amount or formula.
5. If S.A.V.E. does not yet have enough disinterested directors to perform this review reliably, it should defer material insider compensation or obtain independent professional review and expand governance capacity.

5. Expense Reimbursements

- Reimbursement is limited to ordinary, necessary, and documented organizational expenses.
- Receipts or equivalent records should be provided for material expenses; mileage should be supported by a contemporaneous log.
- Personal expenses are not reimbursable merely because an officer was conducting some organizational business at the time.
- Mixed-use expenses, including vehicles, phones, housing, travel, or home-office costs, must be allocated between organizational and personal use under a reasonable documented method.
- Advances or reimbursements that are not properly substantiated may be treated as compensation or require repayment.

6. Housing, Vehicle, and Other Personal-Use Benefits

S.A.V.E. will not pay an officer's personal housing, vehicle, utilities, insurance, living costs, or similar expenses merely because the officer serves the organization. A payment involving such an item



must have a documented organizational purpose, be reasonable, be approved by disinterested decision-makers, and be properly characterized for tax and accounting purposes. Any personal-use component must be excluded, repaid, or treated as compensation as required by applicable law.

7. Related-Party Contracts and Leases

- A covered person must disclose the financial interest before discussion or approval.
- The interested person must leave the decision-making portion of the meeting except to provide requested factual information.
- The Foundation should consider reasonable alternatives and comparable market terms.
- The transaction must be fair, reasonable, and in the Foundation's best interests at the time approved.
- The terms and approval process must be documented in the minutes.

8. Conflict Disclosure

Each director and officer should complete an annual conflict-of-interest disclosure and promptly disclose new material interests as they arise. Failure to disclose a conflict may result in corrective action, repayment, contract termination, removal from decision-making, or other action permitted by the governing documents and law.

9. Corrective Action

If S.A.V.E. discovers an unreasonable payment, improper reimbursement, or excess benefit, the Foundation should promptly investigate, seek repayment or correction where appropriate, document the corrective action, and obtain professional tax or legal advice regarding any reporting or excise-tax consequences.

10. Documentation Checklist

- Written job description or scope of services.
- Time or activity records appropriate to the role.
- Comparable compensation or market data.
- Conflict disclosure and abstention.



- Board minutes or written consent.
- Written contract when appropriate.
- Receipts and reimbursement records.
- Annual review of compensation and related-party arrangements.

Board Adoption

Adopted by the Board of Directors of S.A.V.E. Foundation on 09/20/2026.

D.M.	<u>09/20/2026</u>
Board Chair / Authorized Director	Date
D.M.	<u>09/20/2026</u>
Secretary / Authorized Director	Date

Primary IRS Authorities Consulted

- **IRS, Instructions for Form 1024-A:** <https://www.irs.gov/instructions/i1024a>
- **IRS, Social Welfare Organizations:** <https://www.irs.gov/charities-non-profits/other-non-profits/social-welfare-organizations>
- **IRS, Social Welfare Purposes:** <https://www.irs.gov/charities-non-profits/other-non-profits/social-welfare-purposes>
- **IRS, Political Activity and Social Welfare:** <https://www.irs.gov/charities-non-profits/other-non-profits/political-activity-and-social-welfare>
- **IRS, Action Organizations:** <https://www.irs.gov/charities-non-profits/action-organizations>

Internal planning document. Review with qualified tax or nonprofit counsel before filing Form 1024-A or undertaking material political, lobbying, compensation, or related-party transactions.