

## EXHIBIT A

**Memo to:** ITEGA Board of Directors  
**From:** Bill Densmore, Executive Director / Secretary  
**Date:** Dec. 12, 2019  
**Subject:** Compensation analysis; recommendation re Joe Ellen Kaiser Green

In consideration of the Corporation's [Conflict of Interest Policy](#)<sup>1</sup> and our financial resources, I recommend for now contracting, budgeting and payment of up to \$2,000 per month in compensation for pre-approved consulting services performed and invoiced by Jo Ellen Green Kaiser, at a fair and reasonable rate not-to-exceed \$125 / hour, until June 30, 2020, given my understanding that Ms. Green Kaiser:

- Has not participated in directors' consideration of this motion;
- Possesses project-management, fund-raising and meeting-facilitation skills, along with specific knowledge, which, taken together, comprise services unique and presently essential to ITEGA's mission, and benefit the Corporation; and,
- Has agreed to work on limited projects pre-assigned in consultation with one or more director other than Ms. Green Kaiser, which projects are beyond the reasonable scope of her uncompensated work as board member and chair.

In my opinion, there appears not to be any Conflict of Interest between Ms. Green Kaiser and the Corporation and the Corporation cannot, per [California Corp. Code Sec. 5233](#)<sup>2</sup>, obtain a more advantageous arrangement for needed services.

Ms. Green Kaiser's work for ITEGA over the last two years has been extensive, with many hours spent at conferences and in meetings on tactical and operational matters beyond the strategic and governance scope expected of a board chair. The company needs these services and without an arrangement for some modest compensation there is the potential the services would become unavailable. I recommend a favorable vote on the motion this memo accompanies.

### **1. What this consulting is worth as FTE**

Surveyed Job Descriptions: Program Manager, Privacy

[GlassDoor](#), Privacy Program Manager, \$117, 235/year

[Paysa](#), Project Management/Legal, \$179,000

[Zip Recruiter](#), Data Privacy Consultant, 107,507/year

[Zip Recruiter](#), Data Privacy Manager, 120,900/year

Assume \$120K for a FTE position = \$62.50/hour

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<sup>1</sup> - Found at: <http://newshare.com/itega-irs-calif/irs-extra/itega-IRS-Form-1023-2017/itega-conflicts-policy-followed-i1023--2006.pdf>

<sup>2</sup> - Found at: <https://codes.findlaw.com/ca/corporations-code/corp-sect-5233.html> |  
also see: <http://www.nonprofitlawblog.com/california-nonprofit-law-self-dealing-prohibition/>

## 2. Setting Consultant rates based on FTE

<https://www.toptal.com/freelance/don-t-be-fooled-the-real-cost-of-employees-and-consultants> --  
double or 200% of FTE= \$125/hr

<http://crossfireconsulting.com/blog/2018/07/so-you-want-to-be-a-contractor-use-our-calculator-to-determine-your-rate/> --150% of FTE rate = \$91/hr

<https://www.consulting.com/consulting-fees-rates>  
Charge triple or 300% of the FTE rate = \$187.50

## 3. Recommended to ITEGA board

\$125/hour

-- END OF MEMO --