

Founders Legacy Foundation (FLF)
Compensation & Reimbursement Procedure (incl. Accountable Plan)
Adopted: September 29, 2025

1. Purpose.

To ensure any compensation is reasonable, approved by disinterested directors, and documented; and to reimburse business expenses under an accountable plan (not treated as compensation).

2. Applicability.

Directors, officers, employees, and contractors.

3. Compensation Setting.

- No loans to directors/officers.
- For any compensated role (officer stipend, staff, paid contractor that is an insider):
 - (a) Gather comparability data (salary surveys, bids/quotes).
 - (b) Disinterested directors review data; any interested person recuses.
 - (c) Approve in advance, documenting duties, term, and amount.
 - (d) Record in minutes the basis for reasonableness and the vote.

4. Payments to Insiders/Related Entities.

Allowed only if fair market value, necessary to FLF, and approved under the Conflict of Interest policy with full recusal and documentation.

5. Independent Contractors.

Use written agreements (scope, rate, deliverables). If a contractor is an insider or related party, follow §4.

6. Accountable Reimbursement Plan.

FLF reimburses ordinary and necessary expenses incurred for FLF business.

- Documentation: itemized receipts, business purpose, date, amount, attendees (if applicable).
- Submit within 60 days; return any excess advances within 30 days.
- Reimbursements meeting this plan are not taxable compensation.

7. Methods & Controls.

Payments via ACH/check/Zelle; two signers required for disbursements over \$1,000 (any two authorized officers). No cash withdrawals. Debit/credit cards (if any) require receipts and monthly reconciliation.

8. Review.

The Board reviews compensation arrangements at least annually or upon change in duties.

Secretary attestation: Policy placed in minute book on September 29, 2025.

Secretary: Usman Tijani

