



RESOLUTION
OF THE BOARD OF TRUSTEES OF THE
VIRGINIA OUTDOORS FOUNDATION
ESTABLISHING A PERFORMANCE AND RETENTION INCENTIVE PROGRAM

WHEREAS, the Board of Trustees is responsible for the appointment, evaluation, and compensation of the Executive Director and desires to maintain a compensation program that supports effective executive leadership and advances the mission and strategic priorities of the organization; and

WHEREAS, the Executive Director is responsible for the management of staff and setting appropriate compensation levels in accordance with the annual budget established by the Board of Trustees; and

WHEREAS, the Board believes that a performance or retention incentive may be an appropriate component of the Executive Director's and staff's overall compensation when warranted by individual and organizational performance or an extraordinary need to retain key staff; and

WHEREAS, the Board intends that any performance or retention incentive be discretionary, fiscally responsible, and appropriate to the organization's status as a public agency;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees hereby establishes an annual performance and retention incentive program subject to the following provisions:

1. **Maximum Incentive.** Eligibility is limited to select staff for an annual performance or retention incentive of up to five percent (5%) of annual base salary.
2. **Discretionary Nature.** An incentive is not guaranteed and shall not be considered part of base salary or recurring compensation. The payment of an incentive in one year shall create no expectation or entitlement to an incentive in any subsequent year.
3. **Performance and Retention Considerations.**
 - a. **Performance awards shall be reserved for select staff whose exceptional contributions and results distinguish them among the organization's top performers.** In determining whether an incentive is appropriate, consideration may be given to the employee's annual performance evaluation, organizational performance, advancement of strategic and mission priorities, financial stewardship, organizational leadership, governance, and other significant accomplishments or circumstances.

- b. **Retention awards** shall be reserved for extraordinary circumstances involving a demonstrated risk of losing key staff whose departure would materially impair the organization's operations or mission.

4. **Annual Evaluation.**

- a. The Executive Director shall decide on incentive award for staff in accordance with this Resolution.
- b. The Chair of the Board leads the annual evaluation of the Executive Director and may make a recommendation regarding an incentive award in accordance with this Resolution and any procedures established by the Board.

5. **Funding.** Any incentive award shall be subject to the availability of funds and shall be payable from funds authorized for such purpose in the organization's approved budget.

6. **Board Authority.** The Board may modify, suspend, or discontinue the performance and **retention** incentive program at any time.

ADOPTED by the Board of Trustees on this ____ day of _____, 2026 with a vote of ____ for and ____ against.

Tack Richardson
Chair, Board of Trustees