

From: [GERRY SHORTALL](#)
To: [Thomas Clift](#)
Cc: [Ed Martin](#); [Cathy Bennett](#); [Ken Marshall](#)
Subject: Board composition and compensation - Nalcor
Date: Thursday, March 1, 2012 10:06:31 AM

Hi Tom:

I know we've spoken about this issue several times in the past and, like you, I getting tired of the inaction from Government.

I just finished studying the Nalcor and Hydro packages for tomorrow's meetings and I got thinking about last week when I went through the year end rigmarole for my other Board - [REDACTED]

I spent a total of about 6 hours on [REDACTED] - reading the materials, visiting the Head Office in Concord and meeting with the CFO and VP Financial Reporting and reviewing the expense reports for the last quarter for the senior executives and then attending Audit, Compensation and BOD meetings the next day (started at 9:00AM and finished at 1:00PM - worked through lunch).

At [REDACTED] I get an annual retainer of \$35,000 and an extra \$10,000 for Chairing the Audit Committee. In addition our per-meeting fees are \$1,500. So, last week at [REDACTED] I earned 1/4 of my annual retainer and 3 meeting fees, a total of \$15,750. That doesn't count my Options!

I've just calculated that for far, far more work on the Nalcor Group, I'll be compensated about \$850 this week (including 1/4 of the annual retainer). With 2 extra meeting fees I would have earned \$18,750 at [REDACTED].

I realize that we shouldn't expect Public company compensation here, but this compensation is, frankly, insultingly low.

I've copied Cathy, Ken and Ed so they are aware of my views and I think we should discuss this openly at tomorrow's meeting. I expect you will agree with this view.

I have lost patience!

Best,

Gerry