

ARCHIVE: Doc#2016-084A Amendment by Board Member, Sean Sullivan  
to YELLOW FOLDER Doc#2016-084 Executive Compensation Directive (Revised)  
Doc#2016-084 Executive Compensation Directive (Revised)  
YELLOW FOLDER AMENDMENT BY BOARD MEMBER SULLIVAN

Revise the directive as follows:

- a) Insert new paragraph 6.K., and re-letter existing 6.K. as 6.L. and existing 6.L as 6.M. New paragraph 6.K. reads, “Within twenty-one days from the end of the performance appraisal period, the Chairman shall propose and the Board shall approve the aggregate amount of SES performance awards that may be paid for performance performed during the appraisal period. The amount proposed may be specified either as a dollar amount or as a percentage of the amount allowable in paragraph J. If the Board shall fail to approve the Chairman’s proposal, the Chairman may resubmit to the Board the same or a different amount. The Chairman may resubmit as needed until Board approval of an aggregate amount is obtained. The aggregate amount approved by the Board shall be subject to further limitation by Congress, OPM, or OMB as specified in paragraph B.”
- b) Delete “and performance awards” from 7.A.iii. Inset new 7.A.iv and 7.A.v, and renumber existing 7.A.iv through 7.A.vii. New 7.A.iv reads, “Proposes to the Board the aggregate amount of SES performance awards to be paid for performance during an appraisal period;” New 7.A.v reads, “Subject to the aggregate amount approved by the Board, determines the amount of and approves SES performance awards after considering recommendations from the PRB, as applicable;”
- c) Add new line 7.B.i and renumber existing 7.B.i and 7.B.ii. New 7.B.i reads, “Approves the aggregate amount of SES performance awards to be paid for performance during an appraisal period.”

Revisions proposed by this amendment are shown in RLSO fashion on the attached pages.

Justification

The amendment revises the directive to have the Chairman propose and the Board approve the aggregate amount of SES performance awards to be paid during any fiscal year. By law, determination of the maximum aggregate amount to be paid is assigned to the agency. Having the Board approve the aggregate amount proposed by the Chairman furthers the goal of establishing a Board of Directors/CEO model for the agency and should operate in practice similar to the way the Board-approved staffing plan currently limits the Chairman’s personnel employment and contracting decisions (Ref: Board Procedures, Section 2.2.E.)

**AFFIRMATION OF BOARD VOTING RECORD**

**SUBJECT: Amendment by Board Member, Sean Sullivan to YELLOW FOLDER:  
Doc#2016-084, Executive Compensation Directive (Revised)**

**Doc Control#2016-084A**

The Board, with Board Member(s) Sean Sullivan, Bruce Hamilton *approving*, Board Member(s) Joyce L. Connery, Jessie H. Roberson, Daniel J. Santos *disapproving*, Board Member(s) none *abstaining*, and Board Member(s) none *recusing*, have voted to disapprove the above document on May 5, 2016.

The votes were recorded as:

	APRVD	DISAPRVD	ABSTAIN	NOT PARTICIPATING*	COMMENT	DATE
Joyce L. Connery	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	05/05/16
Jessie H. Roberson	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	05/04/16
Sean Sullivan	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	05/04/16
Daniel J. Santos	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	05/04/16
Bruce Hamilton	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	05/03/16

\*Reason for Not Participating:

This Record contains a summary of voting on this matter together with the individual vote sheets, views and comments of the Board Members.

  
Executive Secretary to the Board

Attachments:

1. Voting Summary
2. Board Member Vote Sheets

cc: Board Members  
OGC  
OGM Records Officer  
OTD

**Lotus Smith**

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**From:** Joyce Connery  
**Sent:** Thursday, May 05, 2016 3:11 PM  
**To:** Lotus Smith  
**Subject:** Re: Notational Vote: Doc#2016-084A Amendment by Board Member, Sean Sullivan to YELLOW FOLDER: Doc#2016-084, Executive Compensation Directive (Revised)

Disapproved  
No comment

Sent from my iPhone

On May 3, 2016, at 9:26 AM, Lotus Smith <[REDACTED]> wrote:

This email is an electronic record of Notational Vote. Voting ballot will follow shortly. Also, accepting electronic votes.

**DEFENSE NUCLEAR FACILITIES SAFETY BOARD  
NOTATIONAL VOTE RESPONSE SHEET**

**FROM: Members of the Board**  
**SUBJECT: Amendment by Board Member, Sean Sullivan to YELLOW FOLDER:  
Doc#2016-084, Executive Compensation Directive (Revised)**

**DOC# 2016-084A**

Office Directors have provided their input.

**Approved** \_\_\_\_\_  
**Disapproved** \_\_\_\_\_  
**Abstain** \_\_\_\_\_  
**Recusal – Not Participating** \_\_\_\_\_

**COMMENTS:**

**Below** \_\_\_\_\_  
**Attached** \_\_\_\_\_  
**None** \_\_\_\_\_

Lotus Smith  
Executive Secretary  
Office of the Chairman  
Defense Nuclear Facilities Safety Board  
625 Indiana Ave, NW, STE 700  
Washington, DC 20004

**DEFENSE NUCLEAR FACILITIES SAFETY BOARD**  
**NOTATIONAL VOTE RESPONSE SHEET**

**FROM:** Jessie H. Roberson

**SUBJECT:** Amendment by Board Member, Sean Sullivan to YELLOW FOLDER:  
Doc#2016-084, Executive Compensation Directive (Revised)

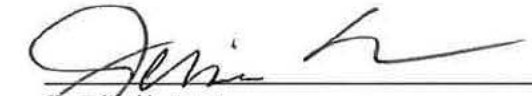
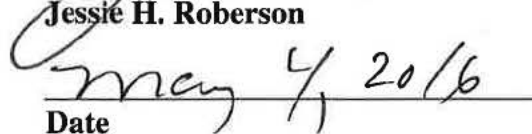
Doc Control#2016-084A

Approved \_\_\_\_\_ Disapproved  X  Abstain \_\_\_\_\_

Recusal – Not Participating \_\_\_\_\_

**COMMENTS:** Below  X  Attached \_\_\_\_\_ None \_\_\_\_\_

I appreciate Board Member Sullivan's proposed amendment and his expressed reasoning for such, but I do not agree that this approach should be incorporated in the subject Agency Directive. Beyond the General Counsel's legal objections in his May 02, 2016 evaluation of the Proposed Amendment, I believe it inappropriately confuses and dilutes the authority and responsibilities of binding supervisory accountability. I do believe Board Members have the duty and right to collegially advise or express their views and opinions to the Chairman to shape the Chairman's decisions and actions relative to employee performance and reward. In my opinion, public discountenance regarding individual Senior Executives' performance treatment in the past may have contributed to overall organizational dysfunctionality, low morale, and managerial confusion. I believe this will be seen as yet another tool to do just that. I believe the Board Procedures, which are the Board members' agreement on how they will work together, is the place to describe how the Board members will communicate with and contribute to shaping the Chairman's decisions relative to employee performance and reward.

  
\_\_\_\_\_  
Jessie H. Roberson  
  
\_\_\_\_\_  
Date



**DEFENSE NUCLEAR FACILITIES SAFETY BOARD**

**NOTATIONAL VOTE RESPONSE SHEET**

**FROM:** Sean Sullivan

**SUBJECT:** Amendment by Board Member, Sean Sullivan to YELLOW FOLDER:  
Doc#2016-084, Executive Compensation Directive (Revised)

Doc Control#2016-084A

Approved  X  Disapproved \_\_\_\_\_ Abstain \_\_\_\_\_

Recusal – Not Participating \_\_\_\_\_

**COMMENTS:** Below  X  Attached \_\_\_\_\_ None \_\_\_\_\_

The amendment revises the directive to have the Chairman propose and the Board approve the aggregate amount of SES performance awards to be paid during any fiscal year. By law, determination of the maximum aggregate amount to be paid is assigned to the agency. Having the Board approve the aggregate amount proposed by the Chairman furthers the goal of establishing a Board of Directors/CEO model for the agency and should operate in practice similar to the way the Board-approved staffing plan currently limits the Chairman's personnel employment and contracting decisions (Ref: Board Procedures, Section 2.2.E.).

  
Sean Sullivan

5/4/16  
Date

**Shelby Qualls**

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**From:** Daniel J. Santos  
**Sent:** Wednesday, May 04, 2016 5:01 PM  
**To:** Lotus Smith; Shelby Qualls  
**Subject:** RE: Notational Vote: Doc#2016-084A Amendment by Board Member, Sean Sullivan to YELLOW FOLDER: Doc#2016-084, Executive Compensation Directive (Revised)

Disapproved without comments.

**From:** Lotus Smith  
**Sent:** Tuesday, May 03, 2016 12:39 PM  
**To:** Bruce Hamilton <[REDACTED]>; Daniel J. Santos <[REDACTED]>; Jessie Roberson <[REDACTED]>; Joyce Connery <[REDACTED]>; Sean Sullivan <[REDACTED]>  
**Cc:** Shelby Qualls <[REDACTED]>; Nora Khalil <[REDACTED]>  
**Subject:** RE: Notational Vote: Doc#2016-084A Amendment by Board Member, Sean Sullivan to YELLOW FOLDER: Doc#2016-084, Executive Compensation Directive (Revised)

Apologies, I forgot to include all OD's inputs in the previous version. Please see the attached version.

**From:** Lotus Smith  
**Sent:** Tuesday, May 03, 2016 12:27 PM  
**To:** Bruce Hamilton <[REDACTED]>; Daniel J. Santos <[REDACTED]>; 'Jessie Roberson' <[REDACTED]>; 'Joyce L. Connery' <[REDACTED]>; 'Sean Sullivan' <[REDACTED]>  
**Cc:** Shelby Qualls <[REDACTED]>; Nora Khalil <[REDACTED]>; Lotus Smith <[REDACTED]>  
**Subject:** Notational Vote: Doc#2016-084A Amendment by Board Member, Sean Sullivan to YELLOW FOLDER: Doc#2016-084, Executive Compensation Directive (Revised)

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**DEFENSE NUCLEAR FACILITIES SAFETY BOARD  
NOTATIONAL VOTE RESPONSE SHEET**

**FROM:** Members of the Board  
**SUBJECT:** Amendment by Board Member, Sean Sullivan to YELLOW FOLDER: Doc#2016-084, Executive Compensation Directive (Revised)

**DOC# 2016-084A**

Office Directors have provided their input.

Approved \_\_\_\_\_  
Disapproved \_\_\_\_\_  
Abstain \_\_\_\_\_  
Recusal – Not Participating \_\_\_\_\_

**Lotus Smith**

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**From:** Bruce Hamilton  
**Sent:** Tuesday, May 03, 2016 6:56 PM  
**To:** Lotus Smith  
**Subject:** Re: Notational Vote: Doc#2016-084A Amendment by Board Member, Sean Sullivan to YELLOW FOLDER: Doc#2016-084, Executive Compensation Directive (Revised)

I approve.  
I have not comments.

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**From:** Lotus Smith  
**Sent:** Tuesday, May 3, 2016 12:26 PM  
**To:** Bruce Hamilton; Daniel J. Santos; Jessie Roberson; Joyce Connery; Sean Sullivan  
**Cc:** Shelby Qualls; Nora Khalil; Lotus Smith  
**Subject:** Notational Vote: Doc#2016-084A Amendment by Board Member, Sean Sullivan to YELLOW FOLDER: Doc#2016-084, Executive Compensation Directive (Revised)

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**DEFENSE NUCLEAR FACILITIES SAFETY BOARD  
NOTATIONAL VOTE RESPONSE SHEET**

**FROM: Members of the Board**  
**Re: Amendment by Board Member, Sean Sullivan to YELLOW FOLDER: Doc#2016-084, Executive Compensation Directive (Revised)**

16-084A

ectors have provided their input.

ed \_\_\_\_\_

Not Participating \_\_\_\_\_

NTS:

None \_\_\_\_\_

Lotus Smith  
Executive Secretary  
Office of the Chairman