			Chair	Member
Committee Service	Audit	\$	30,000	\$ 15,000
(No meeting fees)	Compensation	\$	20,000	\$ 10,000
	Governance/Corporate Developme	nt \$	15,000	\$ 7,500
Non-Employee Board Chair				
Additional Board Retainer	\$ 75,0	00		
Additional Equity	NA			

The director compensation policies summarized above resulted in the following total compensation for our non-management directors in fiscal year 2019:

#### **Director Compensation Table**

#### DIRECTOR COMPENSATION

Name (1)	Fees Earned or Paid in Cash (\$)	Stock Awards (\$) (2)	Total (\$)
Keith Barnes	102,500	178,317	280,817
Richard E. Belluzzo	160,000	178,317	338,317
Laura Black	67,500	178,317	245,817
Tor Braham	67,500	178,317	245,817
Timothy Campos	77,500	178,317	255,817
Donald Colvin	97,500	178,317	275,817
Masood A. Jabbar	90,000	178,317	268,317

- (1) Oleg Khaykin, President and Chief Executive Officer, is not included in this table as he was an employee of the Company and as such received no compensation for his services as a director. His compensation is disclosed in the Summary Compensation Table.
- (2) The amounts shown in this column represent the grant date fair values of RSUs issued pursuant to the Company's 2003 Equity Incentive Plan, computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718 ("FASB ASC Topic 718"), excluding the effect of estimated forfeitures. There can be no assurance that these grant date fair values will ever be realized by the non-employee directors. For information regarding the number of unvested RSUs held by each non-employee director as of the end of fiscal year 2019, see the column "Unvested Restricted Stock Units Outstanding" in the table below.

Unwested

Non-Employee Director	Restricted Stock Units Outstanding
Mr. Barnes	17,743
Mr. Belluzo	17,743
Ms. Black	17,743
Mr. Braham	17,743
Mr. Campos	17,743
Mr. Colvin	17,743
Mr. Jabbar	17,743

## **Relationships Among Directors or Executive Officers**

There are no family relationships among any of the Company's directors or executive officers.

### **Certain Relationships and Related Person Transactions**

# **Review and Approval of Related Person Transactions**

We review all relationships and transaction in which the Company and our directors and executive officers or their immediate family members are participants to determine whether such persons have a direct or indirect material interest. The Company's legal staff is primarily responsible for the development and implementation of processes and controls to obtain information from the directors and executive officers with respect to related person transactions and for then determining, based on the facts and circumstances,