


<b>TNBC</b>  The Natomas Basin Conservancy  Web site: www.natomasbasin.org	<b>Meeting of the Compensation and Governance Committee</b>	<b>AGENDA</b>	  <b>February 14, 2006</b>
	4:00 p.m. Offices of TNBC 1750 River Plaza Dr. #460 Sacramento, CA		

#	Section	Item	Type	Pg.	Discussion
1	Call to Order	Call to Order of a Regular Meeting of the Compensation and Governance Committee	Admin.	∅	○ The Committee Chair will call the meeting to order if a quorum is present. Announcements may be made at this time.
2	Action	Approval of the Minutes	Action	①	⊕ The Committee Chair will request approval of the minutes of the meeting of February 25, 2005.
3	Action	Nomination of officers for 2006-2007	Action	∅	○ The Committee will discuss and then determine a slate of officers to recommend to the Board of Directors at the Conservancy's Annual Meeting of the Corporation.
4	Action	Employment Agreement with Executive Director: Renewal	Action	①	○ Review the matter of the expiring Employment Agreement with the Executive Director which expires in March 2006. If extended, an amendment is proposed that would be for another three-year extension of the existing agreement (as was done the last time the agreement was to expire), and also reimburse the Executive Director for reasonable expenses for disability insurance (beginning with 2005).
5	Action	Review compensation of Executive Director to determine it is "fair and reasonable"	Action	①	○ When the last compensation adjustment was made for the Executive Director, the Committee consulted compensation consultant's data on compensation for CEOs of similar non-profit organizations in the Sacramento area. The Committee will again conduct this evaluation in order to make a "fair and reasonable" determination.
6	Discussion	Board of Directors evaluation	No action	∅	○ This discussion will focus on Board skill sets required to do the best job possible. For instance, the Board needs a "financial expert" for the growing requirements and expectations that Audit Committees have with increasing legislation and regulation. Other Board skill set needs will be discussed.
7	Executive Session	Executive Session – Performance review of the Executive Director	Action	∅	○ Executive Session for pursuant to Government Code Section 54957 covering appointment, employment, evaluation of performance, discipline, or dismissal of an employee.

#	Section	Item	Type	Pg.	Discussion
8	Executive Director's Report	Executive Director's Report	No action	Ø	○ Various matters for Committee members' general information.
9	Adjournment	Adjournment	Admin.	Ø	○ Official adjournment of the meeting.

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 ⓘ = More information in supplemental handouts.  
 Ø = No additional exhibits in Agenda Packet.

⊕ = Staff recommends approval.  
 ○ = Staff recommendation not needed or indicated.  
 ● = Staff does not recommend approval.