


<h1>TNBC</h1> <p>The Natomas Basin Conservancy</p> <p>Web site: www.natomasbasin.org</p>	<p><b>Compensation and Governance Committee Meeting</b></p>	 <p><b>August 10, 2007</b></p>
	<p>1:00 pm</p> <p>2150 River Plaza Drive, #460 Sacramento, CA</p>	

#	Section	Item	Type	Pg.	Discussion
1	Call to Order	Call to Order of the Compensation and Governance Committee meeting	Admin.	∅	○ The meeting will be called to order. Announcements may be made at this time.
2	Action	Approval of the Minutes	Action		⊕ The minutes of June 7, 2007 will be submitted for approval by the Committee.
3	Action	Bylaws update	Action		<p>⊕ The Conservancy's bylaws were last updated in 2001. It is a good practice that they be reviewed and periodically considered for updating as may be needed. The Committee will review legal counsel's recommendations on updates to the bylaws. The Committee's review and recommendations will be presented to the full Board of Directors for consideration.</p> <p>As a follow-up to the last Committee meeting, staff has worked with legal counsel to incorporate into the re-draft of the bylaws the indemnification matters that were previously considered by the Committee in the form of individual indemnifications agreements.</p>
4	Action	Executive Director performance review	Action		⊕ A request was made by the Board of Directors that the Committee prepare a process to be used by the Board in conducting this year's Executive Director performance evaluation. Staff will present the Committee with accomplishments for 2006, as the Committee had requested.
5	Action	Board evaluation and succession planning-Board of Directors	Action		<p>⊕ Board succession planning is increasingly important as a good governance tool, and the Committee will discuss its applicability to the Conservancy. After the discussion at the most recent Committee meeting, staff recommends Board skill sets it believes will be helpful in strengthening the Conservancy's Board. These include having a member of the Board who is:</p> <ul style="list-style-type: none"> <li>--practiced and skillful in resources law, including various aspects of water law, and</li> <li>--a civil engineer or someone with comparable or similar skills.</li> </ul>

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					Staff recommends these qualifications would be given to the City of Sacramento and County of Sutter so that when each considers successor appointments to the Conservancy's Board, each will be aware of the needs of the Conservancy.
6	Discussion	Proposed New Policies	No Action		○ Proposed federal regulations will require non-profit foundations to account for whether or not they have certain policies, such as a whistleblower policy and a document retention and destruction policy. These two policies are presented in draft format for discussion purposes.
7	Discussion	Public comment	No action	∅	○ Opportunity for members of the public to address the Committee.
8	Adjournment	Adjournment	Admin.	∅	○ Official adjournment of the meeting.

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

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