

**THE NATOMAS BASIN CONSERVANCY
COMPENSATION AND GOVERNANCE COMMITTEE CHARTER**

Committee Title

This committee shall be called the Compensation and Governance Committee of the Board of Directors of The Natomas Basin Conservancy.

Committee Membership

The Compensation and Governance Committee will be appointed by the Chair of the Board of Directors. It will be composed of at least two board members. Directors who are also employees of the Conservancy may not serve on the Compensation and Governance Committee. One member of the committee shall serve as committee chair. The members of the committee shall designate a Chair by majority vote of the full committee membership.

Jennifer Kelley 10/28/2015 9:51 AM

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Role

The Compensation and Governance Committee's role is to oversee, review and make periodic recommendations concerning the Conservancy's corporate governance policies. It also includes reviewing the compensation of the Executive Director, and making recommendations to the full Board of Directors as to Executive Compensation.

Functions and responsibilities

The Compensation and Governance Committee is a standing committee of the Board of Directors. In carrying out the duties and powers described in the bylaws, the Board grants the committee authority and responsibility to:

- Review and recommend the organization's core philosophical tenets as contained in its mission, vision and goals and objectives.
- Advise the Board of Directors on fidelity to mission and make recommendations to the full Board of Directors as to major engagements in public policy and other external affairs activities.
- Take the lead in directing the hiring, evaluating the performance of, and recommending compensation for the Executive Director. All hiring, evaluation and compensation will be done by the full Board of Directors.
- Create and maintain policies for developing the Board of Directors, including leadership, composition, board assessment and evaluation.
- Make recommendations to the Board that positions the Conservancy as a highly effective, reputable, credible, a-political HCP plan operator and leader in performance and governance.
- Ensuring that all Board committee charters are consistent and taking responsibility for the update of and application of the corporation's bylaws.

Operations of the Compensation and Governance Committee

A quorum shall consist of a majority of the members. Minutes shall be kept of each committee meeting and shall be filed with the corporate records. The committee shall conduct an annual performance self-evaluation that considers matters related to its responsibilities.

*Adopted by the Conservancy Board of Directors on September 5, 2007.
Conservancy Board of Directors Approved Revisions: June 1, 2011.*