

Minutes of the Compensation & Governance Committee Meeting
of

The Natomas Basin Conservancy

April 1, 2015

Offices of the Natomas Basin Conservancy

2150 River Plaza Drive, Suite 460

Sacramento, CA

2:30 p.m.

**COMMITTEE
MEMBERS
PRESENT:**

- Kay Backer
- David Christophel
- Danelle Stylos

- = attended
- = did not attend

STAFF PRESENT: John Roberts and Kim Burns

OTHERS: Dan Silva

CALL TO ORDER

Backer called the meeting to order at 2:30 p.m., noting a quorum was present.

PUBLIC COMMENT

There were no members of the public present.

ACTION

Approval of Minutes.

Backer requested approval of the minutes of the February 4, 2015 Compensation & Governance Committee meeting.

On a motion by Christophel and a second by Stylos, the committee approved the minutes of the February 4, 2015 Compensation & Governance Committee meeting.

Committee members

- Kay Backer
- David Christophel
- Danelle Stylos

Vote symbols

- = "aye" vote
- = "no" vote
- = not present
- ◆ = abstain or recuse

Vehicle Allowance and Mileage Reimbursement

The committee reviewed the vehicle allowance for the Executive Director. Roberts provided a memo to the committee detailing his current vehicle allowance including an average monthly breakdown for 2013 and 2014 of the business use vs actual out-of-pocket expenses. The

committee discussed raising the monthly vehicle allowance but was concerned about the point at which the additional allowance would be eroded by taxes. The committee asked Roberts to look into a lease option on a new vehicle with features that are necessary for Conservancy work. Staff is to return to the committee with the information gained from that examination. This would provide the committee with a market test. Staff will report back at the next committee meeting.

The committee also reviewed the vehicle allowance and mileage reimbursement for Jeremy Lor, Conservancy Field Services Assistant. The committee would like to discuss this item again when it is time for Lor to replace his current vehicle.

Whistleblower Policy

Staff proposed amendments to the Conservancy's Whistleblower Policy based on changes in state law. Legal counsel has reviewed these revisions.

On a motion by Christophel and a second by Stylos, the committee recommends the Board of Directors approve the amendments to the Whistleblower Policy.

Committee members

- Kay Backer
- David Christophel
- Danelle Stylos

Vote symbols

- = "aye" vote
- = "no" vote
- = not present
- ◆ = abstain or recuse

PUBLIC COMMENT

There were no members of the public present.

ADJOURNMENT

On a motion by Stylos and a second by Christophel, the committee adjourned the meeting of the Compensation & Governance Committee at 3:30 p.m.

Committee members

- Kay Backer
- David Christophel
- Danelle Stylos

Vote symbols

- = "aye" vote
- = "no" vote
- = not present
- ◆ = abstain or recuse

ATTEST:

Kay Backer, Chair

Date