

**Minutes of the Compensation & Governance Committee Meeting**  
of

**The Natomas Basin Conservancy**

April 6, 2016

Offices of the Natomas Basin Conservancy

2150 River Plaza Drive, Suite 460

Sacramento, CA

3:00 p.m.

**COMMITTEE  
MEMBERS  
PRESENT:**

- Kay Backer
- Jeff Norton

- = attended
- = did not attend

**STAFF PRESENT:**

John Roberts and Kim Burns

**CALL TO ORDER**

Backer called the meeting to order at 3:00 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 23, 2016 Compensation & Governance Committee meeting.

On a motion by Backer and a second by Norton, the committee approved the minutes of the February 23, 2016 Compensation & Governance Committee meeting.

Committee members

- Kay Backer
- Jeff Norton

Vote symbols

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

Staff was excused.

Amendment to the Executive Director's employment agreement.

The committee discussed a recommendation to the Board to extend the Executive Director's employment agreement another three-years.

On a motion by Norton and a second by Backer, the committee agreed to recommend to the Board the extension of the Executive Director's employment agreement another three-years.

Committee members

- Kay Backer
- Jeff Norton

Vote symbols

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

Review and approve executive compensation to ensure it is "just and reasonable," in accordance with the California Nonprofit Integrity Act of 2004.

The committee discussed a recommendation to the Board on executive compensation in compliance with the "just and reasonable" clause in the California Nonprofit Integrity of 2004.

On a motion by Norton and a second by Backer, the committee agreed to recommend to the Board changes to the Executive Director's compensation in compliance with the "just and reasonable" clause in the California Nonprofit Integrity of 2004.

Committee members

- Kay Backer
- Jeff Norton

Vote symbols

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

Items remaining on the agenda were tabled to a future meeting.

**PUBLIC COMMENT**

There were no members of the public present.

**ADJOURNMENT**

On a motion by Norton and a second by Backer, the committee adjourned the meeting of the Compensation & Governance Committee at 3:45 p.m.

Committee members

- Kay Backer
- Jeff Norton

Vote symbols

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

**ATTEST:**

\_\_\_\_\_  
Committee Chair

\_\_\_\_\_  
Date