

Minutes of the Compensation & Governance Committee Meeting
of

The Natomas Basin Conservancy

April 21, 2016

Offices of the Natomas Basin Conservancy

2150 River Plaza Drive, Suite 460

Sacramento, CA

3:30 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 3:30 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 April 6, 2016 Compensation & Governance Committee meeting.

On a motion by Backer and a second by Norton, the committee approved the minutes of the April 6, 2016 Compensation & Governance Committee meeting.

Committee members

Kay Backer
 Jeff Norton

Vote symbols

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

Review Compensation and Governance Committee Charter.

The committee reviewed the Compensation and Governance Committee Charter. Backer noted that the charter should be consistent with the other Conservancy charters that indicate the Board Chair may appoint the committee chairs or the committees may select a committee chair from among themselves. Under the section titled "Functions and Responsibilities" Backer requested one additional item be added – Report to the Board on Board member attendance.

On a motion by Norton and a second by Backer, the committee approved the Charter as amended and noted the changes must be approved by the Board.

Committee members

- Kay Backer
- Jeff Norton

Vote symbols

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

Review Document Retention & Destruction Policy.

The committee reviewed the Document Retention & Destruction Policy. Staff advised that proposed changes were currently under legal counsel review. Backer mentioned that she would like legal counsel to also advise on the issue of documents associated with Executive Director performance evaluation. Currently, as the committee chair, she and legal counsel receive from all Board members a performance evaluation on the Executive Director. Backer then compiles these evaluations into one final evaluation for presentation to the Executive Director. After this task is complete, she shreds all the individual performance evaluations. Backer inquired if legal counsel should keep all individual evaluations. This policy will come back to the committee for final review.

Review Donation Policy.

The committee reviewed the Donation Policy. Under the section titled "Receipts" Backer requested updating the last sentence to reflect that receipts will be sent out as soon as practical but no later than January 31 of the year following the donation.

Backer also inquired about adding language for those who wished to donate through wills or trusts, etc. Staff said they would research this and get back with the committee.

On a motion by Norton and a second by Backer, the committee approved the changes to the policy and noted the changes must be approved by the Board.

Committee members

- Kay Backer
- Jeff Norton

Vote symbols

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

Review Travel & Other Expense Reimbursement Policy.

The committee reviewed the Travel & Other Expense Reimbursement Policy. Under the section titled "Receipts" Backer requested removing the \$100 limit as she thought \$100 was too high and that all expenses required a receipt.

On a motion by Norton and a second by Backer, the committee approved the changes to the policy and noted the changes must be approved by the Board.

Committee members

- Kay Backer
- Jeff Norton

Vote symbols

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

Review Whistleblower Policy.

The committee reviewed the Whistleblower Policy. The committee reviewed the policy and made no changes.

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 4:30 p.m.

Committee members

- Kay Backer
- Jeff Norton

Vote symbols

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

ATTEST:

Committee Chair

Date