

Minutes of the Compensation & Governance Committee Meeting
of

The Natomas Basin Conservancy

August 3, 2016

Offices of the Natomas Basin Conservancy

2150 River Plaza Drive, Suite 460

Sacramento, CA

3:00 p.m.

**COMMITTEE
MEMBERS
PRESENT:**

- Kay Backer
- Chandra Chilmakuri
- 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 April 21, 2016 Compensation & Governance Committee meeting.

On a motion by Norton and a second by Chilmakuri, the committee approved the minutes of the April 21, 2016 Compensation & Governance Committee meeting.

Committee members

- Kay Backer
- Chandra Chilmakuri
- 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. The committee reviewed the changes from the previous meeting for accuracy and agreed the only additional change needed at this time was under the section titled "Functions and Responsibilities" one line item be added – Report to the Board on Board member attendance.

On a motion by Chilmakuri and a second by Norton, the committee approved the Charter as amended and recommends Board approval.

Committee members

- Kay Backer
- Chandra Chilmakuri
- Jeff Norton

Vote symbols

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

Review Donation Policy. The committee reviewed the Donation Policy. The committee reviewed the changes from the previous meeting for accuracy and agreed this was ready to be presented to the Board for approval.

On a motion by Norton and a second by Chilmakuri, the committee approved the changes to the policy and recommends Board approval.

Committee members

- Kay Backer
- Chandra Chilmakuri
- 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. The committee reviewed the changes from the previous meeting for accuracy and agreed under the section titled "Receipts" the \$100 limit should be changed to \$25 and agreed with this change the policy was ready to be presented to the Board for approval.

On a motion by Chilmakuri and a second by Norton, the committee approved the policy as amended and recommends Board approval.

Committee members

- Kay Backer
- Chandra Chilmakuri
- Jeff Norton

Vote symbols

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

Bylaws. The committee reviewed the Bylaws in general. Roberts noted that the Bylaws needed to be reviewed. In the past the committee tasked staff to review the Bylaws, then send them to legal counsel for compliance with law. Upon completion, staff would bring back the draft revised Bylaws for the committee to review and consider. The committee agreed to that course of action and asked staff to proceed.

Articles of Incorporation. This item was moved to the next meeting.

PUBLIC COMMENT

There were no members of the public present.

ADJOURNMENT

On a motion by Chilmakuri and a second by Norton, the committee adjourned the meeting of the Compensation & Governance Committee at 3:50 p.m.

Committee members

- Kay Backer
- Chandra Chilmakuri
- Jeff Norton

Vote symbols

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

ATTEST:

Committee Chair

Date