

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

**The Natomas Basin Conservancy**

September 15, 2016

Offices of the Natomas Basin Conservancy

2150 River Plaza Drive, Suite 460

Sacramento, CA

3:30 p.m.

**COMMITTEE  
MEMBERS  
PRESENT:**

- Kay Backer
- Chandra Chilmakuri
- Jeff Norton

- = attended
- = did not attend

**STAFF PRESENT:** John Roberts, Kim Burns and Jennifer Skupic

**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 August 3, 2016 Compensation & Governance Committee meeting.

On a motion by Norton and a second by Chilmakuri, the committee approved the minutes of the August 3, 2016 Compensation & Governance Committee meeting.

Subsequent to the motion and second, Backer requested a few changes to the minutes to reflecting discussion of the bylaws, including the severability section, the indemnification section and committee chair appointments.

On a motion by Chilmakuri and a second by Norton, including the changes requested by Backer, the committee approved the minutes of the August 3, 2016 Compensation & Governance Committee meeting.

Committee members

- Kay Backer
- Chandra Chilmakuri
- Jeff Norton

Vote symbols

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

Bylaws. The committee reviewed the Conservancy's Bylaws. Staff some proposed changes to the Bylaws. The committee requested the Bylaws now go to legal counsel for review including items previously mentioned by Backer, including these pertaining to the severability clause and

whether or not it applied to the entire document, the indemnification section and committee chair appointments.

Articles of Incorporation. The committee reviewed the Articles of Incorporation relative to the Conservancy's current operations and concluded that no changes were necessary.

Document Retention & Destruction Policy. The committee reviewed the Document Retention & Destruction Policy and staff recommended changes. The committee did not have any additional changes.

On a motion by Chilmakuri and a second by Norton, the committee approved the Document Retention & Destruction 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

Board Self-Evaluation. Backer reviewed with the committee her desire to include this Board self-evaluation process on an annual basis. The committee reviewed a few Board self-evaluation plans. Roberts presented several options ranging from very general to very intensive. Backer asked staff to come back with a couple options that would be presented to the Board on an annual basis and would be more in the general category.

ASAE Conference Update. Roberts attended the American Society of Association Executives (ASAE) conference in Salt Lake City, Utah in August. The conference had a noted focus on new technologies to engage Boards and committees and to make those meetings more productive.

## **PUBLIC COMMENT**

There were no members of the public present.

## **ADJOURNMENT**

On a motion by Norton and a second by Chilmakuri, the committee adjourned the meeting of the Compensation & Governance Committee at 4:30 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