

Minutes of the Compensation & Governance Committee Meeting
of

The Natomas Basin Conservancy

November 17, 2016

Offices of the Natomas Basin Conservancy

2150 River Plaza Drive, Suite 460

Sacramento, CA

4:00 p.m.

**COMMITTEE
MEMBERS
PRESENT:**

- Kay Backer (via conference line)
- 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 4:00 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 September 15, 2016 Compensation & Governance Committee meeting.

On a motion by Norton and a second by Chilmakuri, the committee approved the minutes of the September 15, 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 reviewed proposed changes to the Bylaws as received from legal counsel. The committee did not have any additional changes.

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

Committee members

- Kay Backer
- Chandra Chilmakuri
- Jeff Norton

Vote symbols

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

Employee Handbook review. The committee reviewed the Employee Handbook with proposed changes as received from legal counsel, including language regarding social media and Conservancy employee posting on behalf of the Conservancy.

On a motion by Chilmakuri and a second by Norton, the committee approved the Employee Handbook as amended and recommended Board approval.

Committee members

- Kay Backer
- Chandra Chilmakuri
- Jeff Norton

Vote symbols

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

Land Dedication Checklist review. The committee reviewed the Land Dedication Checklist with proposed amendments. The committee did not have any additional changes.

On a motion by Norton and a second by Chilmakuri, the committee approved the Land Dedication Checklist as amended and recommended Board approval.

Committee members

- Kay Backer
- Chandra Chilmakuri
- Jeff Norton

Vote symbols

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

Audit Committee Charter review. The committee reviewed the Audit Committee Charter with proposed amendments to conform with the other Conservancy committee charters. The committee did not have any additional changes.

On a motion by Chilmakuri and a second by Norton, the committee approved the Land Dedication Checklist as amended and recommended Board approval.

Committee members

- Kay Backer
- Chandra Chilmakuri
- Jeff Norton

Vote symbols

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

Internal Financial Controls Policy review. The committee reviewed the Internal Financial Controls Policy with proposed amendments from staff. The committee did not have any additional changes.

On a motion by Chilmakuri and a second by Norton, the committee approved the Land Dedication Checklist as amended and recommended Board approval.

Committee members

- Kay Backer
- Chandra Chilmakuri
- Jeff Norton

Vote symbols

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

Findings regarding Compensation & Governance Committee review of Bylaws, Articles of Incorporation, Committee Charters, Polices, Whistleblower Policy, etc. No action was taken.

ADJOURNMENT

On a motion by Norton and a second by Chilmakuri, the committee adjourned the meeting of the Compensation & Governance Committee at 5:30 p.m.

Committee members

- Kay Backer
- Chandra Chilmakuri
- Jeff Norton

Vote symbols

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

ATTEST:

Committee Member

Date