

Minutes of the Compensation & Governance Committee Meeting
of

The Natomas Basin Conservancy

March 23, 2018

Offices of the Natomas Basin Conservancy

2150 River Plaza Drive, Suite 460

Sacramento, CA

4:00 p.m.

**COMMITTEE
MEMBERS**

PRESENT:

Chandra Chilmakuri

Steve Cohn

Anthony Van Ruiten

= attended

= did not attend

STAFF PRESENT:

John Roberts and Kim Burns

OTHERS PRESENT:

None

CALL TO ORDER

Chilmakuri called the meeting to order at 4:00 p.m., noting a quorum was present.

PUBLIC COMMENT

There was no public comment.

ACTION

Approval of Minutes. Chilmakuri requested approval of the minutes of the September 18, 2017 Compensation & Governance Committee meeting.

On a motion by Chilmakuri and a second by Van Ruiten, the committee approved by unanimous vote the minutes of the September 18, 2017 Compensation & Governance Committee.

Committee members

Chandra Chilmakuri

Steve Cohn

Anthony Van Ruiten

Vote symbols

= "aye" vote

= "no" vote

= not present

◆ = abstain or recuse

Management was excused at this time, approximately 4:10pm.

Executive Director performance evaluation results. The committee reviewed the results of the Executive Director performance evaluation sent to all members of the Board.

Management returned to the meeting, approximately 5:00 pm.

Executive Director employment agreement recommendation to the Board. The committee agreed to recommend to the Board of Directors, 1) a one-year extension of the Executive

Director's current employment agreement, 2) a 3.1% cost of living allowance and 3) a 3.0% merit pay increase.

On a motion by Cohn and a second by Van Ruiten, the committee approved by unanimous vote to recommend to the Board of Directors, 1) a one-year extension of the Executive Director's current employment agreement, 2) a 3.1% cost of living allowance and 3) a 3.0% merit pay increase.

Committee members

- Chandra Chilmakuri
- Steve Cohn
- Anthony Van Ruiten

Vote symbols

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

Determination of "just and reasonable" for the Executive Director and Chief Financial Officer.
The committee reviewed the "just and reasonable" packets for the Executive Director and Chief Financial Officer.

On a motion by Van Ruiten and a second by Cohn, the committee approved by unanimous vote to recommend to the Board of Directors approval of the "just and reasonable" for the Executive Director.

Committee members

- Chandra Chilmakuri
- Steve Cohn
- Anthony Van Ruiten

Vote symbols

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

ADJOURNMENT

On a motion by Van Ruiten and a second by Cohn, the committee by unanimous vote adjourned the meeting of the Compensation & Governance Committee at 5:20 p.m.

Committee members

- Chandra Chilmakuri
- Steve Cohn
- Anthony Van Ruiten

Vote symbols

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

ATTEST:

Committee member

Date