

Minutes of a Regular Meeting¹
of
The Natomas Basin Conservancy

April 3, 2019

Offices of the Natomas Basin Conservancy
2150 River Plaza Drive
Sacramento, CA
4:00 p.m.

**BOARD MEMBERS
PRESENT:**

= attended
 = did not attend

Chandra Chilmakuri
 David Christophel
 Steve Cohn
 Jeff Helm
 Michael Johnston
 Jill Leal
 Kevin McRae
 Jeff Norton
 John Shirey
 Anthony Van Ruiten

**STAFF/LEGAL
COUNSEL PRESENT:**

John Roberts, Kim Burns, Jennifer Skupic
Ed Quinn, Best Best & Krieger

GUESTS:

Nick Avdis

TAC:

None

CALL TO ORDER

Shirey called the Regular Meeting of the Board of Directors to order, noting a quorum was present. Shirey informed the Board that Helm would not be attending.

PUBLIC COMMENTS

No public comments.

CONSENT AGENDA

Shirey requested a motion to approve the consent agenda items. Roberts explained the three sets of minutes presented.

(Res.19.04.01) On a motion by Cohn and a second by Christophel, the Board unanimously approved consent agenda items: 3. Approval of the February 6, 2019

¹ Notice of meeting posted on TNBC website.

Board meeting minutes, 4. Approval of the proposed revision to the December 2018 Board meeting minutes, 5. Approval of the proposed revision to the October 4, 2017 Board meeting minutes, and 6. Acceptance of 2018 IRS Form 990.

Board members

Chandra Chilmakuri
 David Christophel
 Steve Cohn
 Jeff Helm
 Michael Johnston

Jill Leal
 Kevin McRae
 Jeff Norton
 John Shirey
 Anthony Van Ruiten

Vote symbols

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

Johnston arrived at 4:10 pm.

ACTION

Accept the Conservancy's December 31, 2018 audited financial statements. The Audit Committee reviewed the audit report of the Conservancy's December 31, 2018 financial statements with the Conservancy's auditor, Gilbert & Associates (Gilbert). Gilbert issued a clean opinion on the Conservancy's 2018 financial statements. At its last meeting, the Audit Committee accepted the 2018 audit report as presented. The committee recommended acceptance by the full Board.

(Res.19.04.02) On a motion by McRae and a second by Norton, the Board unanimously accepted the Conservancy's December 31, 2018 audited financial statements.

Board members

Chandra Chilmakuri
 David Christophel
 Steve Cohn
 Jeff Helm
 Michael Johnston

Jill Leal
 Kevin McRae
 Jeff Norton
 John Shirey
 Anthony Van Ruiten

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DISCUSSION

City of Sacramento report. None.

Financial statement review. Burns provided financial statements for the period ended February 28, 2019 (unaudited). Additional financial information was provided.

Placer Nevada South Sutter North Sacramento (PNSSNS) Member requirements. Skupic provided an overview of PNSSNS Subwatershed group and the Conservancy's membership in the organization and discussed challenges facing the group and its members.

Land Management vs. Property Maintenance. Staff shared with the Board the new Conservancy chart of account titles for Land Management (Habitat Land Management) and Property Maintenance (Facilities Improvements and Maintenance) for a better understanding of the two expense line items.

Johnston and Leal left the meeting at 5:00 pm.

Proposed Paso Verde School update. Staff updated the Board on this project.

EXECUTIVE DIRECTOR'S REPORT

Various matters for Board members' general information were presented by the Conservancy's Executive Director.

EXECUTIVE SESSION

Executive Session for real estate was held.

McRae left the meeting at 5:18 pm.

ACTION

Amending the Employment Agreement between the Conservancy and its Executive Director. This item was moved to the June 5, 2019 Board meeting.

Adjustments to the Executive Director compensation. This item was moved to the June 5, 2019 Board meeting.

"Just and reasonable" determination for the Executive Director. This item was moved to the June 5, 2019 Board meeting.

"Just and reasonable" determination for the Chief Financial Officer. The Board is required to determine that changes to an officer's compensation, including the term of an employment agreement, are "just and reasonable." See excerpt from California Government Code, Section 12586(g):

The board of directors of a charitable corporation or unincorporated association, or an authorized committee of the board, and the trustee or trustees of a charitable trust shall review and approve the compensation, including benefits, of the president or chief executive officer and the treasurer or chief financial officer to assure that it is just and reasonable. This review and approval shall occur initially upon the hiring of the officer, whenever the term of employment, if any, of the officer is renewed or extended, and whenever the officer's compensation is modified. Separate review and approval shall not be required if a modification of compensation extends to substantially all employees.

The Conservancy's Compensation and Governance Committee believes this standard has been met. This item requested the Board declare that the "just and reasonable" test had been met for the Chief Financial Officer.

(Res.19.04.03) On a motion by Chilmakuri and a second by Norton, the Board unanimously approved that declaration of “just and reasonable” test has been met for the Chief Financial Officer.

Board members

- Chandra Chilmakuri
- David Christophel
- Steve Cohn
- Jeff Helm
- Michael Johnston

- Jill Leal
- Kevin McRae
- Jeff Norton
- John Shirey
- Anthony Van Ruiten

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ADJOURNMENT

Official adjournment of the meeting.

(Res.19.04.04) On a motion by Christophel and a second by Chilmakuri the Board unanimously voted to adjourn the meeting at 5:59 pm.

Board members

- Chandra Chilmakuri
- David Christophel
- Steve Cohn
- Jeff Helm
- Michael Johnston

- Jill Leal
- Kevin McRae
- Jeff Norton
- John Shirey
- Anthony Van Ruiten

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ATTEST:

Chandra Chilmakuri, Secretary

Date