

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

**The Natomas Basin Conservancy**

April 3, 2019

Offices of the Natomas Basin Conservancy

2150 River Plaza Drive, Suite 460

Sacramento, CA

3:00 p.m.

**COMMITTEE  
MEMBERS**

Chandra Chilmakuri

Steve Cohn

**PRESENT:**

Anthony Van Ruiten

= attended

= did not attend

**STAFF PRESENT:**

Kim Burns

**OTHERS PRESENT:**

None

**CALL TO ORDER**

Chilmakuri called the meeting to order at 3:15 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 March 23, 2018 Compensation & Governance Committee meeting.

On a motion by Cohn and a second by Van Ruiten, the committee approved by unanimous vote the minutes of the March 23, 2018 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 from the meeting at approximately 3:17 pm.

Executive Session. Executive Session was held for performance review and evaluation of the Executive Director. Executive Session for the performance review is pursuant to Government Code Section 54957, Employee performance evaluation and report out to the Board of Directors.

Management returned to the meeting at approximately 3:45 pm.

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 Cohn and a second by Van Ruiten, the committee approved by unanimous vote to recommend to the Board of Directors:

- approval of the “just and reasonable” for the Executive Director and Chief Financial Officer, and
- following terms as part of the 17<sup>th</sup> amendment to the Executive Director’s Employment Agreement with the Conservancy:
  - Section B.1. Pursuant to the Seventeenth Amendment to the Agreement, the term of the Agreement runs through April 30, 2020. If extending to April 30, 2020 cannot be accomplished without further changes to original Agreement, then the term of the Agreement runs through March 15, 2020.
  - B.2. Employee’s compensation is increased in the amount of 2.4 percent pursuant to the cost of living provisions in the Agreement and a 0.5 percent pursuant to the merit pay provisions of the Agreement.
  - B.3. If no action is taken by either party the Employment Agreement continues month to month.
  - Except as amended herein, the Agreement and its Amendments remain unmodified and in full force and effect.

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 3:50 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*