

Minutes of a Regular Meeting¹
of
The Natomas Basin Conservancy

August 7, 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
- Michael Johnston
- Jill Leal
- Kevin McRae
- Jeff Norton
- John Shirey
- Anthony Van Ruiten

STAFF/LEGAL

COUNSEL PRESENT:

John Roberts, Kim Burns, Jennifer Skupic
Kara Ueda, Best Best & Krieger

GUESTS:

Cheryle Hodge and John O'Farrell

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 Leal and Van Ruiten would not be attending and that Jeff Helm had submitted his letter of resignation from the Conservancy' Board.

PUBLIC COMMENTS

No public comments.

CONSENT AGENDA

Shirey asked if any Board member wished to pull any items from the Consent Agenda. Consent Agenda items were as follows:

3. Approval of June 5, 2019 regular session minutes,
4. Silva tract pump renovation (additional \$1,250.19 for project),

¹ Notice of meeting posted on TNBC website.

5. Contract services for NBHCP Finance Model update (\$16,000 per year plus \$5,000 for contingencies, a three-year contract plus two one-year extensions),
6. Sacramento River Settlement Contractors membership (\$1,000 annually),
7. Corporate Funds Investment Policy (minor updates),
8. Endowment Funds Investment Policy (minor updates),
9. Donation Policy (minor updates),
10. Internal Financial Controls Policy (minor updates, plus a \$2,500 increase to credit card limit),
11. Document Retention and Destruction Policy (minor updates),
12. Compensation and Governance Committee Charter (minor updates),
13. Employee Handbook (minor updates per legal counsel),
14. Whistleblower Policy (minor updates),
15. Cyber Liability Insurance (adding new policy, \$1,806 annually), and
16. Atkinson tract ditch pump (additional \$8,624.31).

Johnston asked to pull item 10. Internal Financial Controls Policy. Shirey asked generally about the remaining policies. Roberts noted that most of policy updates were minor edits to either numbering or titles and others were updates suggested by legal counsel to bring those Conservancy policies into compliance with new laws or regulations. Chilmakuri stated that he, in his role as Compensation and Governance Committee Chair, had reviewed all the proposed policy updates and agreed they should be approved by the Board.

Shirey requested a motion to approve the remainder of Consent Agenda items without item 10. Internal Financial Controls Policy.

(Res.19.08.01) On a motion by Cohn and a second by Christophel, the Board unanimously approved the Consent Agenda items, 3. Approval of June 5, 2019 regular session minutes, 4. Silva tract pump renovation, 5. Contract services for NBHCP Finance Model update, 6. Sacramento River Settlement Contractors membership, 7. Corporate Funds Investment Policy, 8. Endowment Funds Investment Policy, 9. Donation Policy, 11. Document Retention and Destruction Policy, 12. Compensation and Governance Committee Charter, 13. Employee Handbook, 14. Whistleblower Policy, 15. Cyber Liability Insurance, and 16. Atkinson tract ditch pump.

Board members

- | | |
|--|---|
| <input checked="" type="checkbox"/> Chandra Chilmakuri | <input type="checkbox"/> Jill Leal |
| <input checked="" type="checkbox"/> David Christophel | <input checked="" type="checkbox"/> Kevin McRae |
| <input checked="" type="checkbox"/> Steve Cohn | <input checked="" type="checkbox"/> Jeff Norton |
| <input checked="" type="checkbox"/> Michael Johnston | <input checked="" type="checkbox"/> John Shirey |
| | <input type="checkbox"/> Anthony Van Ruiten |

Vote symbols

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

Staff explained Item 10. Internal Financial Controls Policy and the proposed increase of Skupic's credit card limit from \$2,500 to \$5,000. Other Board members noted that \$2,500 is relatively low for a corporate card.

Shirey requested a motion to approve updates to the Internal Financial Controls Policy, including the increased limit to staff's corporate credit card.

(Res. 19.08.02) On a motion by Johnston and a second by Chilmakuri, the Board unanimously approved updates to the Internal Financial Controls Policy, including the increased limit to staff's corporate credit card.

Board members

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

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

Vote symbols

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

DISCUSSION

City of Sacramento report. None.

Financial statement review. Burns provided financial statements for the period ended June 30, 2019 (unaudited). Additional financial information was provided and discussed.

Proposed Paso Verde School Update. Roberts updated the Board on the Paso Verde School. He concluded that the school is moving forward and at this point with the support from the City of Sacramento and County of Sacramento.

Conservancy contract management briefing. Skupic reviewed with the Board the management of contracts between the Conservancy and various vendors and others.

SAFCA contract management briefing. Skupic reviewed Conservancy/SAFCA contracts with the Board.

EXECUTIVE DIRECTOR'S REPORT

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

Johnston read a letter from Board member Leal stating she had resigned her Board seat.

Recess of regular session of the meeting.

(Res. 19.08.03) On a motion by Cohn and a second by Christophel the Board unanimously voted to recess the regular session at 5:04 pm.

Board members

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

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

Vote symbols

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EXECUTIVE SESSION

Executive Session for real estate was held.

Norton recused himself due to conflict of interest and left the meeting at 5:15 pm.

ADJOURNMENT

Official adjournment of the meeting.

(Res. 19.08.04) On a motion by Christophel and a second by Johnston the Board unanimously voted to adjourn the meeting at 7:00 pm.

Board members

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

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

Vote symbols

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- = abstain or recuse

ATTEST:

Chandra Chilmakuri, Secretary

Date