

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

The Natomas Basin Conservancy

April 5, 2021

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
 Nancy Johnston

= attended
 = did not attend

STAFF PRESENT: John Roberts, Jennifer Skupic, Kim Burns and Sierra Paul

OTHERS PRESENT: Laura Fowler, Best, Best & Krieger, LLP

CALL TO ORDER

Chilmakuri called the meeting to order at 4:32 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 August 8, 2020 Compensation & Governance Committee meeting.

On a motion by Cohn and a second by N. Johnston, the committee approved by unanimous vote the minutes of the August 8, 2020 Compensation & Governance Committee.

Committee members

Chandra Chilmakuri
 Steve Cohn
◆ Nancy Johnston

Vote symbols

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

Employee Handbook. The Conservancy's Employee Handbook was last updated on December 2, 2020. This policy is presented for Board review and approval with minor changes and adjustments as suggested by legal counsel with regards to COVID-19.

On a motion by N. Johnston and a second by Cohn, the committee, by unanimous vote, agreed to recommend the full Board of Directors approve the policy change to the Conservancy's Employee Handbook.

Committee members

- Chandra Chilmakuri
- Steve Cohn
- Nancy Johnston

Vote symbols

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

Management was excused from the meeting at approximately 4:46 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 5:21 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 N. Johnston, the committee, by unanimous vote, agreed to recommend the following:

- The committee believes this standard has been met and will report to the Board. This item requests the Board make a declaration that the "just and reasonable" test has been met for the Executive Director and Chief Financial Officer.
- Consistent with the existing employment agreement between the Conservancy and the Executive Director, the Compensation and Governance Committee conducted the annual performance evaluation and determined to recommend to the Board to approve providing for a 1.4% increase in compensation for cost-of-living and 1.6% increase in compensation for merit. In addition, the committee recommends the Board approve a one-time bonus payment of 3% of the 2020 annual compensation, given John's excellent performance in furthering the Conservancy's mission over the last year.

Committee members

- Chandra Chilmakuri
- Steve Cohn
- Nancy Johnston

Vote symbols

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

ADJOURNMENT

On a motion by Cohn and a second by N. Johnston, the committee by unanimous vote adjourned the meeting of the Compensation & Governance Committee at 5:27 p.m.

Committee members

- Chandra Chilmakuri
- Steve Cohn
- Nancy Johnston

Vote symbols

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

ATTEST:



Committee member

4/5/23

Date