

**Minutes of Compensation & Governance Committee Meeting<sup>1</sup>  
of  
The Natomas Basin Conservancy**

March 30, 2022

Offices of the Natomas Basin Conservancy  
(Meeting held via Zoom)  
4:30 p.m.

**1. Call to Order.** Chilmakuri called the Compensation & Governance Committee meeting to order at 4:30 a.m., noting a quorum was present.

**Committee Members Present:** Chandra Chilmakuri, and Steve Cohn.

**Staff and Others Present:** John Roberts, Kimberli Burns, and Jennifer Skupic.  
Laura Fowler with Best, Best & Krieger LLP.

**2. Public Comments.** Chilmakuri called for public comments. None were heard.

**3. Approval of minutes.** Chilmakuri requested a motion to approve the minutes of the November 29, 2021, Compensation & Governance Committee meeting minutes.

**Action:** Moved/Seconded: Cohn / Chilmakuri

**Yes:** Chandra Chilmakuri, and Steve Cohn

**Passed:** Resolution No. CGC 22.03.01

**4. Proposed changes to the Employee Handbook.** The Conservancy's Employee Handbook (Handbook) was presented for Committee review regarding the vacation policy. The current vacation policy allows an employee to accrue up to 170 hours of vacation time. At such time the employee will stop earning vacation time until vacation time is used and is under 170 hours. This item requests a tiered system where an employee with up to five years of service is allowed to accrue 170 hours, an employee with six to 15 years of service is allowed to accrue 225 hours, and an employee with 16+ years of service is allowed to accrue 300 hours. Management recommended this vacation policy change.

The committee discussed the change. Cohn made a motion for the committee to recommend the full Board of Directors accept this vacation policy change to the Employee Handbook.

**Action:** Moved/Seconded: Cohn / Chilmakuri

**Yes:** Chandra Chilmakuri, and Steve Cohn

**Passed:** Resolution No. CGC 22.03.02

**5. 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.

**6. 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. Cohn motioned for the committee to recommend the full Board

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<sup>1</sup> Notice of meeting posted on Conservancy website.

of Directors that the “just and reasonable” standard has been met for the Executive Director and Chief Financial Officer.

**Action:** Moved/Seconded: Cohn / Chilmakuri

**Yes:** Chandra Chilmakuri, and Steve Cohn

**Passed:** Resolution No. CGC 22.03.03

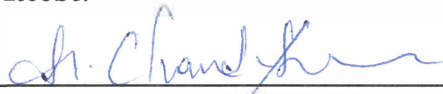
**7. Adjournment.** Chilmakuri called for a motion to adjourn the Compensation & Governance Committee meeting at 5:30 pm.


**Action:** Moved/Seconded: Cohn / Chilmakuri

**Yes:** Chandra Chilmakuri, and Steve Cohn

**Passed:** Resolution No. CGC 22.03.04

**Attest:**

  
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*Committee Chair*

  
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*Date*