

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

**The Natomas Basin Conservancy**

February 3, 2020

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

= attended  
 = did not attend

**STAFF PRESENT:**

John Roberts, Kim Burns and Jennifer Skupic

**OTHERS PRESENT:**

**CALL TO ORDER**

Chilmakuri called the meeting to order at 4:10 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 December 3, 2019 Compensation & Governance Committee meeting.

On a motion by Cohn and a second by Chilmakuri, the committee approved by unanimous vote the minutes of the December 3, 2019 Compensation & Governance Committee.

Committee members

Chandra Chilmakuri  
 Steve Cohn

Vote symbols

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

Bylaws. The committee reviewed the Bylaws revisions proposed by legal counsel. The committee held the revisions for further clarification from legal counsel.

"Just and reasonable" determination for the Chief Financial Officer. The Board is required to determine that changes to a chief financial officer's compensation 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 committee determined that the “just and reasonable” test had been met for the Chief Financial Officer and recommended Board approval.

On a motion by Cohn and a second by Chilmakuri, the committee by unanimous vote recommended Board approval for the “just and reasonable” test for the Chief Financial Officer.

Committee members

- Chandra Chilmakuri
- Steve Cohn

Vote symbols

- = “aye” vote
- = “no” vote
- = not present
- ◆ = abstain or recuse

**ADJOURNMENT**

The committee chair adjourned the meeting at 5:00 pm.

**ATTEST:**

\_\_\_\_\_  
Committee member

\_\_\_\_\_  
Date