

**Minutes of Compensation & Governance Committee Meeting  
of  
The Natomas Basin Conservancy**

January 30, 2023

Offices of the Natomas Basin Conservancy  
(Meeting held via Zoom)

4:00 p.m.

Notice of meeting posted on Conservancy website.

**Compensation & Governance Committee Meeting**

**1. Call to Order.** Chilmakuri called the Compensation & Governance Committee meeting to order at 4:04 p.m., noting a quorum was present.

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

**Staff and Others Present:** John Roberts, Kimberli Burns, and Barbara Barrows.  
Laura Fowler with Best, Best & Krieger, LLP joined the meeting at 4:41 p.m.

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

**Action Items**

**3. Approval of minutes.** Chilmakuri requested a motion to approve the minutes of the December 5, 2022, Compensation & Governance Committee meeting minutes.

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

**Yes:** Chandra Chilmakuri and Steven Cohn

**Passed:** Resolution No. CGC 23.01.01.

Staff was excused from the meeting prior to Item 4, Executive Session, and Item 5, Determination of “just and reasonable” for the Executive Director and Chief Financial Officer.

**Executive Session**

**4. 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.

**Action Items (continued)**

**5. 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. The Committee’s recommendation to the Board, a 5% increase in salary and one-time bonus for the Chief Financial Officer, was determined to be just and reasonable. The Executive Director’s salary, left unchanged from the previous year, was determined to be just and reasonable. Cohn moved for the Committee to recommend the full Board 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 Steven Cohn

**Passed:** Resolution No. CGC 23.01.02.

**Adjournment**

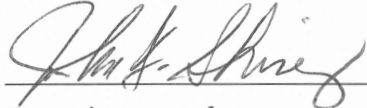
**6. Adjournment.** Chilmakuri called for a motion to adjourn the Compensation & Governance Committee meeting at 5:18 pm.

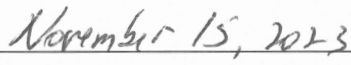
**Action:** Moved/Seconded: Cohn/Chilmakuri

**Yes:** Chandra Chilmakuri and Steven Cohn

**Passed:** Resolution No. CGC 23.01.03.

**Attest:**

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

  
\_\_\_\_\_  
Date