

Minutes of the Compensation & Governance Committee Meeting
of

The Natomas Basin Conservancy

September 27, 2021

Offices of the Natomas Basin Conservancy

2150 River Plaza Drive, Suite 460

Sacramento, CA

12:00 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:

CALL TO ORDER

Chilmakuri called the meeting to order at 12:00 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 April 5, 2021, Compensation & Governance Committee meeting.

On a motion by Chilmakuri and a second by Cohn, the committee approved by unanimous vote the minutes of the April 5, 2021, Compensation & Governance Committee.

Committee members

- Chandra Chilmakuri
- Steve Cohn
- Nancy Johnston

Vote symbols

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

Proposed revision to the Travel and Other Expenses Reimbursement Policy. The Conservancy's Travel and Other Reimbursement Policy was presented for committee review. The proposed change involves reimbursements to the Executive Director. The current policy indicates that reimbursement to the Executive Director over \$1,000 must be review and approved by the Chair or designee. The Conservancy currently reimburses the Executive Director nearly \$900 per month in health insurance premiums. When reimbursements for mobile phone or other business expenses are added the expenses are over \$1,000 easily. Staff recommended adding language to remove health care expenses from the \$1,000 cap.

On a motion by Cohn and a second by Chilmakuri, the committee, by unanimous vote, agreed to recommend the full Board of Directors approve the language change regarding reimbursements to the Executive Director removing health care expenses from the \$1,000 cap in the Conservancy's Travel and Other Expenses Reimbursement Policy.

Committee members

- Chandra Chilmakuri
- Steve Cohn
- Nancy Johnston

Vote symbols

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

Proposed changes to the Internal Financial Controls Policy. The Conservancy's Internal Financial Controls Policy was presented for committee review. The proposed changes were adjusting the Executive Director's signing authority from \$10,000 to \$20,000. The \$10,000 limit was set in 1999 when the Conservancy first opened its doors. In the 20 years since then the Conservancy has grown to nearly 5,000 acres under management, six full-time staff and over 200 contracts. The adjustments to a new \$20,000 limit will reduce Board members time coming to the office for second signatures on checks. Ultimately the committee decided to recommend the Board approve adjusting the limit to \$25,000.

This policy also includes language similar to the Travel and Other Reimbursements Policy regarding the reimbursements to the Executive Director. The current policy indicates that reimbursement to the Executive Director over \$1,000 must be reviewed by the Chair or designee. The Conservancy currently reimburses the Executive Director nearly \$900 per month in health insurance premiums. When reimbursements for mobile phone or other business expenses are added the expenses are over \$1,000 easily. Staff recommended adding language to remove health care expenses from the \$1,000 cap.

On a motion by Cohn and a second by Chilmakuri, the committee, by unanimous vote, agreed to recommend the full Board of Directors approve adjusting the Executive Director's signing authority from \$10,000 to \$25,000 and change the language regarding reimbursements to the Executive Director removing health care expenses from the \$1,000 cap in the Conservancy's Travel and Other Expenses Reimbursement Policy.

Committee members

- Chandra Chilmakuri
- Steve Cohn
- Nancy Johnston

Vote symbols

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

Proposed amendment to the Land Dedication Checklist. The Conservancy's Land Dedication Checklist was presented for committee review. The main proposed change was to require more specific title insurance coverage. As the Conservancy has recently completed a handful of real estate transactions over the past year, it became apparent that further specificity was needed. This specificity will also aid the Conservancy in declaring the value of the land for accounting purposes. This checklist was last updated October 2, 2019.

On a motion by Cohn and a second by Chilmakuri, the committee, by unanimous vote, agreed to recommend the full Board of Directors approve the language change regarding title insurance coverage.

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 Chilmakuri, the committee by unanimous vote adjourned the meeting of the Compensation & Governance Committee at 12:13 p.m.

Committee members

- Chandra Chilmakuri
- Steve Cohn
- Nancy Johnston

Vote symbols

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

ATTEST:

Committee member

Date