

<p>TNBC</p> <p>The Natomas Basin Conservancy</p> <p>Web site: www.natomasbasin.org</p>	<p>Compensation and Governance Committee Meeting</p> <hr/> <p>2:45 pm</p> <p>2150 River Plaza Drive, #460 Sacramento, CA</p>	<p><i>t h e</i> NATOMAS BASIN <i>c o n s e r v a n c y</i></p> <p>February 4, 2015</p>
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#	Section	Item	Type	Pg.	Discussion
1	Call to Order	Call to Order of the Compensation and Governance Committee meeting	Admin.	Ø	<p>○ The meeting will be called to order. Announcements may be made at this time.</p>
2	Executive Session – Personnel	Executive Director performance review	Action	Ø	<p>○ Executive Session pursuant to Government Code Section 54957, Employee performance evaluation. Executive Director.</p>
3	Action	Executive Director – Employment Agreement	Action	①	<p>○ The existing Employment Agreement between the Conservancy and its Executive Director, John Roberts (the “Agreement”), expires March 15, 2017 (begin date: March 15, 2014). The Executive Director is required under the terms of the Agreement to notify the Board Chair and Compensation & Governance Committee Chair each year of the agreement so that the Committee and Board may take whatever action they deem appropriate with respect to the Agreement.</p> <p>The Executive Director has proposed to renew the Agreement as in years’ past. He also proposes to waive his rights to a cost of living and merit increase as is provided for in the Agreement, and to extend the Agreement for a total of three years, expiring March 15, 2018.</p> <p>Due to IRS laws and the California Non-Profit Integrity Act, the Board is required to determine there is no excess benefit transaction in this respect. See also a relevant excerpt from California Government Code, Section 12586(g):</p> <p><i>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.</i></p>

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					This action requests that the Committee advise the Board of Directors as to the Employment Agreement that exists between the Executive Director and the Conservancy.
4	Action	Proposed policy regarding Board member compliance with AB1234, Ethics Training	Action		<p>⊕ The City of Sacramento compels its appointees to the Conservancy's Board of Directors as well as Conservancy staff to comply with AB1234, Ethics Training. In the past, the City has asked if all Board members have taken the AB1234 training each two years, and while the City Clerk keeps good records on City appointees, we do not know about Sutter County appointees.</p> <p>An excerpt from the State of California's Fair Political Practices Commission web site on the matter states this:</p> <p><i>On October 7, 2005, the Governor signed Assembly Bill No. 1234. AB 1234 requires that if a local agency provides any type of compensation, salary, or stipend to, or reimburses the expenses of a member of its 'legislative body' (as that term is defined in California Government Code Section 54952), that local agency's officials must receive training in ethics.</i></p> <p>Multiple Board members have asked if it would be appropriate to have a Conservancy policy that extends to all Board of Directors and staff, not just those Board members appointed by the City of Sacramento, is needed.</p> <p>There are also IRS compliance issues here as well, as the Conservancy is asked each year about conflict of interest matters, and that response is filed with the IRS Form 990. The FPPC's AB1234 ethics training has caused Conservancy staff to check that item as a "yes" on the Form 990.</p> <p>This item requests that the Committee advise the Board as to whether the Conservancy Board of Directors should adopt a policy that would notify, remind or require all its Board of Directors to provide evidence of AB1234 Ethics Training course completion.</p>
5	Discussion	Public comment	No action	Ø	○ Opportunity for members of the public to address the Committee.
6	Adjournment	Adjournment	Admin.	Ø	○ Official adjournment of the meeting.

 ① = More information in supplemental handouts.
 Ø = No additional exhibits in Agenda Packet.

⊕ = Staff recommends approval.
 ○ = Staff recommendation not needed or indicated.
 ● = Staff does not recommend approval.