

Performance, Compensation & Talent Management Committee Meeting Summary

April 20, 2016

This is intended as a guide for the Committee Chair. Other than the motions, this need not be read verbatim. The Chair may add context/comment as appropriate.

The Performance, Compensation & Talent Management Committee met on April 19, 2016.

THE COMMITTEE RECOMMENDS AND I MOVE, the Board approve the following:

AGENDA ITEM 5 – Compensation Review Project – Proposed Design Concepts

Recommend approval of the proposed compensation program design concepts as presented, and direct the Board's compensation consultant to prepare a draft policy containing proposed compensation philosophy and design, pay ranges, incentive ranges, and metrics for review and approval at the May 2016 Committee meeting.

At this time I would like to share some highlights of what to expect at the May Performance, Compensation & Talent Management Committee meeting:

 The Committee will receive Compensation Review Project recommendations for implementation in fiscal year 2016-17, including a first reading of a revised incentive compensation policy, proposed pay and incentive ranges, and proposed performance metrics.

The next meeting of the Performance, Compensation & Talent Management Committee is scheduled for May 17, 2016, in Sacramento, California.