



BOARD OF DIRECTORS

CLOSED SESSION

MINUTES

February 25, 2016

1819 Trousdale Drive, Burlingame, CA

Board Room

4:30 PM

1. **Call to Order:** Chair Cappel called the meeting to order at 16:30 hours.
2. **Roll Call:** Present were Directors Cappel, Navarro, Galligan, and Emmott. [Director Emmott was on line from Hotel Lumen, 6101 Hillcrest Ave., Dallas, TX, Rm 366.] Also present were Counsel Coffey and CEO Fama.
3. **Public Comment:** No members of the public were present. [Director Zell arrived at 16:32 hours]
4. **Closed Session was called to order.**
 - A. Closed Session Minutes from December 10, 2015:
It was moved by Director Galligan, seconded by Director Navarro and passed unanimously to approve the minutes as written.
 - B. CEO Annual Evaluation: **Chair Cappel** summarized the process noting the Directors' CEO evaluation tool that was distributed a month earlier, the self- evaluation provided by the CEO, and his confirmation of the CPI calculation and salary survey information. CEO Fama was asked to leave the meeting. The year's performance was discussed and it was the unanimous opinion of the Directors that CEO Fama was competently performing the her duties and meeting Directors' expectations.
 - C. CEO Contract Addendum: The contract provides an automatic CPI adjustment effective February 1st. This year's calculation provides for a 3.174% increase. The issue of a possible merit and/or bonus was discussed by the Board. **Chair Cappel** brought the Board's offer to CEO Fama. After a round of negotiations, the Board offered and the CEO accepted a new Base Salary of \$228,000. This will include both the automatic CPI increase and a merit increase.

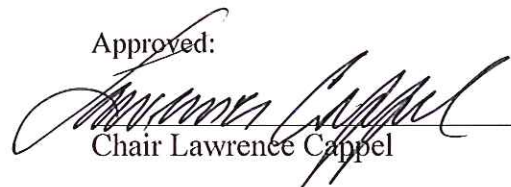
Reportable Action: The results of the performance review and the recommended change to Employee Contract relative to the Base Salary will be presented in open session for action.

5. **Adjournment to Regular Public Session immediately following.**

Written and submitted:


Cheryl A. Fama, CEO

Approved:


Chair Lawrence Cappel