

Minutes approved by the Board of Regents at its March 5-6, 2026, meeting.

**WESTERN NEVADA COLLEGE FOUNDATION
MEETING OF THE MEMBERS OF THE CORPORATION**

System Administration, Las Vegas
4300 South Maryland Parkway, Board Room

Thursday, November 20, 2025

Video Conference Connection from the Meeting Site to:
System Administration, Reno
2601 Enterprise Road, Conference Room
and
Great Basin College, Elko
1500 College Parkway, Berg Hall Conference Room

Members Present: Mr. Byron Brooks, Chair
Ms. Stephanie Goodman, Vice Chair
Mr. Aaron Bautista
Mrs. Susan Brager
Ms. Heather Brown
Mrs. Amy J. Carvalho
Mrs. Carol Del Carlo
Dr. Jeffrey S. Downs
Mr. Pete Goicoechea
Ms. Jennifer J. McGrath

Members Absent: Mr. Joseph C. Arrascada
Mr. Patrick J. Boylan
Mr. Carlos D. Fernandez

Others Present: Mr. Matt McNair, Chancellor
Mr. James J. Martines, Vice Chancellor and Chief General Counsel
Ms. Keri D. Nikolajewski, Chief of Staff to the Board of Regents
Mr. Chris Nielsen, Special Counsel to the Board of Regents
Dr. J. Kyle Dalpe, WNC President

Chair Byron Brooks called the meeting to order at 12:19 p.m. with all members present except Regents Arrascada, Boylan and Fernandez.

1. Information Only-Public Comment – None.

Prior to moving to the next agenda item, Regent Downs disclosed pursuant to NRS 281A.420 that he is an employee of WNC and because the independence of judgment of a reasonable person would not be materially affected by this situation, he will vote on the matter.

2. Approved-Annual Report – The Members of the Corporation approved The Western Nevada College (WNC) Foundation’s Annual Report, including the Annual Gift Report and metrics report. *(Refs. WNC-2a, WNC-2b and WNC-2c on file in the Board Office).*

Dr. J. Kyle Dalpe, WNC President, introduced Ms. Michelle Ketten, WNC Foundation Board of Trustees Chair. Ms. Ketten provided the Annual Report, including the Annual Gift Report and metrics report.

Regent Brown moved approval of the WNC Foundation’s Annual Report, Annual Gift Report and metrics report. Regent Brager seconded. Motion carried. Regents Arrascada, Boylan, and Fernandez were absent.

3. Information Only-Officers – President Dalpe presented the WNC Foundation Board of Trustees’ selection of the following individuals as officers of the Foundation for FY26:

- Michelle Ketten, Chair
- Rick Kohler, Vice Chair
- Scott Fields, Finance Chair

4. Approved-Consent Items – The Members of the Corporation approved the following consent items:

- 4a. Approved-Financial Statements and Management Letter – The Members of the Corporation approved the WNC Foundation’s Audited Financial Statements for the year ended June 30, 2025, along with the top 10 payee schedule *(Refs. WNC-4a1 and WNC-4a2 on file in the Board Office).*

- 4b. Approved-Appointment – The Members of the Corporation approved the following appointment to the WNC Foundation Board of Trustees:

- Melissa Harlow
- Amber Kellner
- Cliff Sorensen

- 4c. Approved-Reappointments – The Members of the Corporation approved the following reappointments to the WNC Foundation Board of Trustees:

- Christie Asis
- Barbara D’Anne
- Sean Davison
- Maria Denzler
- Ronele Dotson
- Anthony Dowling
- Sandy Foley

4c. Approved-Reappointments – (continued)

- Matt Hock
- Brook Sweeting
- Miranda Hoover
- Melissa Harlow
- Amanda Jacobson
- Amber Kellner
- Kevin Maillet
- Lupe Ramirez
- Nicholas Rowe
- Tyler Smith
- Rochelle Tisdale
- Stacy Woodbury

- 4d. Approved-Amended Bylaws – The Members of the Corporation approved the WNC Foundation amended Bylaws to align with the current governance practices and reflect consistent language throughout. The amendments were recommended by the WNC Foundation Bylaws Committee and approved by the Foundation’s Board of Trustees at its April 17, 2025, meeting (*Ref. WNC-4d on file in the Board Office*).

Regent Downs disclosed pursuant to NRS 281A.420 that he is an employee of WNC and because the independence of judgment of a reasonable person would not be materially affected by this situation, he will vote on the matter.

Regent Downs moved approval of the consent items.
Regent Brown seconded. Motion carried. Regents Arrascada, Boylan, and Fernandez were absent.

5. Information Only-New Business – Regent Carvalho requested the following pertaining to all institution foundations: staff explore revisions for current policies related to foundations, including sub-entities and affiliated organizations; an overview of foundation decision-making in relationship with the presidents; and the Board’s liability regarding decisions made by the foundations.

Mr. Matt McNair, Chancellor, proposed establishing a Chancellor’s working group to address Regent Carvalho’s new business requests. Chair Brooks added that ownership of assets and sub-assets related to the foundations would be beneficial for the Board’s knowledge.

6. Information Only-Public Comment – None.

The meeting adjourned at 12:33 p.m.

Prepared by: Catherine Riley
Special Assistant and Coordinator to the Board of Regents

Submitted for approval by: Keri D. Nikolajewski
Chief of Staff to the Board of Regents