

SPECIAL MEETING
BOARD OF REGENTS
NEVADA SYSTEM OF HIGHER EDUCATION

Stan Fulton Building, Salon B & C
International Gaming Institute
University of Nevada, Las Vegas
801 East Flamingo Road, Las Vegas
Friday, October 19, 2012, 9:00 a.m.

Members Present: Dr. Jason Geddes, Chair
 Mr. Kevin J. Page, Vice Chair
 Mr. Mark Alden
 Dr. Andrea Anderson
 Mr. Robert Blakely
 Mr. Cedric Crear
 Dr. Mark W. Doubrava
 Mr. Ron Knecht
 Mr. James Dean Leavitt
 Mr. Kevin C. Melcher
 Dr. Jack Lund Schofield
 Mr. Rick Trachok
 Mr. Michael B. Wixom

Others Present: Chancellor Daniel J. Klaich
 Vice Chancellor, Legal Affairs, Brooke Nielsen
 Chief of Staff & Special Counsel to the Board, Scott Wasserman
 President Michael D. Richards, CSN
 President Stephen G. Wells, DRI
 President Mark A. Curtis, GBC
 President Bart Patterson, NSC
 President Neal J. Smatresk, UNLV
 President Marc Johnson, UNR
 President Carol A. Lucey, WNC

Also present were faculty senate chairs Dr. Charles Milne, CSN; Dr. David Rhode, DRI; Dr. David Friestroffer, GBC; Ms. Angela M. Brommel, NSC; Ms. Dani Chandler, NSHE; and Ms. Shannon Sumpter, UNLV.

Chair Geddes called the meeting to order on Friday, October 19, 2012, at 9:00 a.m. with all members present except for Regents Blakely and Schofield.

Regent Anderson led the Pledge of Allegiance.

1. Information Only – Public Comment (Agenda Item #1) - None.
2. Approved – Distinguished Nevadan Award (Agenda Item #2) - The Board of Regents approved the nomination of former Governor Robert J. ("Bob") Miller for a Board of Regents' 2012 Distinguished Nevadan Award (*Handbook, Title 4, Chapter 1, Section 14 and Procedures & Guidelines Manual Chapter 8, Section 1*) (Refs. BOR-2a and BOR-2b on file in the Board office).

Regent Alden moved approval of the nomination of former Governor Robert J. ("Bob") Miller for a Board of Regents' 2012 Distinguished Nevadan Award. Regent Page seconded.

Chair Geddes noted the nomination is made by the full Board.

Regent Page related Governor Miller had also been responsible for implementing the UNR and UNLV license plate program.

Chancellor Klaich shared during Governor Miller's time in office, he had done much for K-12 and higher education in Nevada.

Regent Crear asked if a motion was needed to waive Board policy (*Title 4, Chapter 1, Section 14*) dealing with individual nominations by Board members. Mr. Wasserman stated a waiver was implicit in the nomination but could be expressly stated in the motion.

Regents Alden and Page accepted a friendly amendment to the motion to include waiving of Board policy (*Title 4, Chapter 1, Section 14*) otherwise requiring individual nominations by the Regents.

Motion carried. Regents Blakely and Schofield were absent.

Regent Melcher asked how the awarding institution is determined. Mr. Wasserman replied historically Board policy required that the number of nominations from northern and southern Nevada were evenly distributed. However, some time ago the north-south division had been removed from the policy. There is a list of awardees available on the NSHE website simply listed by award year. The awarding institution is currently determined through various factors including the nominee's school of graduation, current geographic location or his or her personal choice.

Regents Blakely and Schofield entered the meeting.

3. Information Only - Best Practices for President Appointment and Search (Agenda Item #3) - At the Board of Regents' request, Chief of Staff and Special Counsel to the Board Scott Wasserman presented options and best practices related to policies governing vacancies in the office of president of a member institution. The discussion included review of a proposed policy (*see handout on file in the Board office*) for the designation of an Officer in Charge at each institution, and policies governing the appointment of an Acting President or an Interim President. The Board also reviewed potential policies governing national searches for candidates and for the appointment of institutional presidents, including, but not limited to, the process to name an Acting President, the structure, size and charge of the president search committee, consideration of acting or interim presidents as viable candidates for the permanent appointment, and the Board's appointment of a permanent President. Additionally, because it has become more common for the provost of an institution to be considered for appointment as Acting, Interim or Permanent President, the Board discussed a policy requiring national searches for recruiting candidates when a vacancy occurs in the office of Provost. The Board directed Mr. Wasserman to prepare additional information and/or policy revisions for discussion and/or potential action at a future meeting of the Board (*Ref. BOR-3 and handout on file in the Board office*).

In terms of background and research for the discussion, Mr. Wasserman read the Association of Governing Boards (AGB) publication "Presidential Searches" and conducted a search of various state and university provisions. The AGB had been contacted directly to determine if a model existed for president search best practices but such a model was not available. In addition, the NSHE Code and the previous revisions made to those policies were reviewed. Earlier in the week Mr. Wasserman also participated in an AGB roundtable on the topic of president searches.

Regent Geddes recognized the System did not have a policy or list for presidential succession. He asked the Board if each institution should have such a list.

Regent Knecht cautioned against over codification. If such policies must be codified, then he recommended it be done at the lowest level possible with an override mechanism included. Mr. Wasserman noted point 6 of the handout (*proposed Title 2, Chapter 1, Section 1.5.4(i)*) that states "*The Board may authorize deviations from the processes defined in the policy.*"

Regent Blakely asked if the proposed policy is in alignment with current Board practice. Mr. Wasserman replied the designation of Officer in Charge is not currently in Board policy but it was understood at the universities and state college that the provost is the next highest officer. The community colleges are not aligned with the same practice.

Regent Blakely asked if the proposed policy reflected current practice at the community colleges. President Richards indicated the community colleges' emergency management plans cover such policies. However, those policies have not been fully communicated to the Chancellor or to the Board, which he recognized would be helpful.

3. Information Only - Best Practices for President Appointment and Search (Agenda Item #3) – (Cont'd.)

Chair Geddes said the presidents were consistent in notifying the Chancellor and the Board Chair if they will be out of the state or country.

Chancellor Klaich stated the Board has reserved the right to appoint presidents. It was important for the Board to know who will be serving in the president's capacity during an absence.

Regent Anderson asked if the proposed policy specifies the designation of a person or a position. Mr. Wasserman replied the designation of an Officer in Charge only applies in the event of a vacancy in the office of president, not just an absence. He stated the proposed policy does not change the existing practices at the institutions but brings the topic to the Board for discussion.

President Wells related the DRI Faculty Senate and Administration was currently working to better define a permanent second-in-charge position. He anticipated information to be available in the next month or two.

Mr. Wasserman said the proposed policy codifies the Chancellor's current practice of consulting with the Board Chair and meeting with major institutional constituents to develop a recommendation for acting president to the Board. Chair Geddes thanked Regent Leavitt for putting the practice into place during his terms as the previous Chair of the Board.

President Johnson noted recommendations came forward for interim president under that practice. Mr. Wasserman replied the Chancellor will bring forward a recommendation for acting president under the proposed policy. When the acting president recommendation is made to the Board, the Board will then decide whether to appoint the acting president and conduct a national search, or to appoint an interim president.

Regent Crear asked why delineation was being made between acting and interim president and why there could not be just one designation. Mr. Wasserman related historically there has been System-wide confusion between the two terms. The Code refers to "Interim" while the *Procedures and Guidelines Manual* refers to "Acting." He clarified the correct terminology for an acting president is one who serves for a temporary or unidentified period of time until a permanent president is appointed. The acting president will not be eligible for the permanent appointment. An interim president is appointed for a one to three year term and is eligible for the permanent appointment as president.

Regent Crear was adamantly opposed to a sitting interim or acting president being a viable candidate for the permanent position.

Mr. Wasserman strongly recommended using both designations of acting and interim president. He explained if an interim president is appointed for a three year period, and

3. Information Only - Best Practices for President Appointment and Search (Agenda Item #3) – (Cont'd.)

after two years the Board feels it needs to conduct a national search, the sitting interim president can no longer be considered a viable permanent candidate.

Regent Trachok asked to hear from the currently sitting presidents that had previously held the interim or acting president position (*Presidents Johnson, Patterson, Richards and Smatresk*).

President Richards suggested there be a correlation between the proposed policy and the presidential evaluation policy. He felt it would be helpful for an interim president to be evaluated between the first and second, or second and third year of their term to receive feedback.

President Patterson said the best internal candidates are going to be interested in the permanent position and may therefore not be available for the temporary position. It is difficult for an acting president to be successful during the time it takes to conduct a national search.

President Johnson related continuity in an institution was a key consideration and if the person to provide that continuity is eliminated from consideration for the permanent position, the institution will likely lose that person. After having served as an acting president for one year before being permanently appointed he had been surprised at how differently he was treated, particularly for fundraising activities and in external relationships. He was not sure a two or three year interim president would serve the institution well.

President Smatresk felt each circumstance and situation required independent judgment.

Regent Geddes noted point 6 provided the Board authority to implement deviations from the process.

Regent Knecht felt good practice ought to include ongoing succession planning at each institution. He asked how the proposed policy accommodates and facilitates the Chancellor, Board Chair and Vice Chair working with each institution on a non-binding semi-formal succession plan specific to the institution and its needs. Mr. Wasserman related one of the driving points for his review of best practices was the Board's discussions on succession planning. The creation of a succession policy at the Board level makes it the responsibility of the Chancellor to work on succession planning at the institutional level.

Regent Knecht felt the proposed process accommodates and facilitates succession planning. His support of the proposed policy will be determined by the compatibility of a formal process with good practice.

Chair Geddes emphasized the information was presented for discussion only and that further due diligence is necessary before moving forward.

3. Information Only - Best Practices for President Appointment and Search (Agenda Item #3) – (Cont'd.)

Regent Crear asked if the proposed policy will change existing Code requirements that a search be conducted when there is a vacancy in the office of president. Mr. Wasserman explained the proposed policy provides the option to appoint an acting president and immediately conduct a search or appoint an interim president for one to three years at which time the Board could hire that interim president or determine to conduct a search. The proposed policy makes it clear there are different avenues the Board can take.

Regent Crear was strongly against the suspension of the Board's search policies. He felt that suspending those policies made it easier to eliminate the search process. He felt the System did not have a diversified bench for succession planning and therefore a search process was critical.

Regent Blakely expressed his discomfort in requiring a search for an institution's provost. He asked Presidents Johnson and Smatresk if they were comfortable with the proposal. President Smatresk felt the proposed policy is a reasonable approach. President Johnson agreed.

Regent Wixom felt it unwise for the Board to rely upon its authority to deviate from the process. To the extent the Board's policies are suspended, the authority of the Board and those policies are undermined. He felt the System needed to do a better job of succession planning and preferred an approach where policies are held sacrosanct and a waiver or suspension is rare. Regent Wixom believed the System needs to do a better job to create succession planning and deepen the diversity of its administrations. He felt the Board had not done a good job of holding the Chancellor or the presidents accountable for diversifying and deepening the search and hiring process.

Regent Trachok agreed with Regent Wixom's concerns. He asked Regent Crear if his concerns would be addressed if each institution conducted national searches for provosts and other members of the president's cabinet. Regent Crear replied that would begin to address his concerns.

Regent Knecht said accountability in diversity should be an active part of the president evaluation process. Intellectual diversity should occur with equal opportunity and demographic blindness. He agreed over-reliance upon policy exceptions undermines confidence in the procedures but it was important not to be overly prescriptive in policy development. He also felt having a national search policy in place did not necessarily presume it was a superior policy. If diversification at the administrative level was being conducted along with a practice of promoting from within, the option to conduct a national search would be more the exception and not the rule.

Mr. Wasserman continued to present points 4 through 9 of the proposed policy handout dealing with relocating *Procedures & Guidelines Manual* provisions to the *Handbook*, presentation of search finalists to the Board, clarification of the Chancellor's participation

3. Information Only - Best Practices for President Appointment and Search (Agenda Item #3) – (Cont'd.)

on the search committee, AGB recommendations for flexibility to address specific circumstances that may arise, clarification of policies related to an acting chancellor, clarification of existing *Procedures & Guidelines Manual* provisions to reflect the changes brought forward in the proposed policy and a proposed provision to require a national search for a vacancy in the position of Provost at member institutions.

Regent Alden believed the size of the advisory committee is too large. He asked for consideration of a process to fill a vacancy in the office of president for two years before a decision is made to permanently appoint that person or to conduct a national search. He felt it did not make sense to appoint a temporary president and then conduct a search right away. He also noted the exorbitant cost of national searches.

Regent Wixom was cautious about limiting the role of the advisory committee or limiting the authority of the search committee. He did not feel the size of the advisory committee was too large and felt its input had been enormously helpful. He felt limiting the role of the search committee to simply recommending individuals to the Board turns the full Board into something of a committee-of-the-whole which he felt was a mistake; extends the already lengthy search process which may result in fewer applicants; and to the extent the Board reduces the role of the advisory committee, it would undermine its own credibility.

Mr. Wasserman agreed that aspects of the policy need to be further discussed point by point such as the number of final candidates to be recommended to the full Board. The proposal does not change the current makeup of the advisory committee but codifies existing practice of making them advisory members of the Regents' President Search Committee. Over the last four to six searches, each Regent's President Search Committee Chair has recognized each member of the advisory committee to obtain their individual opinion before going forward in the decision making process. The purpose of having an institutional advisory committee is to assure community involvement in the decision.

Regent Knecht agreed there was no need to diminish the number of people on the advisory committee but there is a need to retain broad representation. In his experience, the breadth and depth of the advisory committee has not been a problem in any practical sense. However, in regard to the relationship between the search committee and the Board, he felt it entirely possible to have a search committee that is unrepresentative or unresponsive to the concerns of the full Board. He felt it important to clarify the search committee's recommendation carries great weight but the full Board has the final decision.

Regent Knecht asked why a default presumption for a national search for a vacancy in the office of provost was necessary instead of considering each institution and situation on its merits. Mr. Wasserman said the provisions related to provosts will also need to be further discussed by the full Board. Other than the provision to conduct a search for a provost, Regent Knecht expressed his support for the proposal.

3. Information Only - Best Practices for President Appointment and Search (Agenda Item #3) – (Cont'd.)

Chair Geddes indicated if a process for the selection and diversification of the presidents' cabinets is addressed in the presidential evaluation process, there may not need to be a Board policy on conducting searches for the position of provost.

Regent Melcher shared Regent Wixom's concern for the makeup of the institutional advisory committee and the full Board interview of the finalists. He asked if the Board wanted to include a provision for the use of an appropriate title, whether it is Acting President, Interim President or President. Mr. Wasserman replied that could be codified. However it is current practice to use "President" regardless of acting or interim status.

Regent Melcher suggested the term "if any" used in the proposed Title 2, Chapter 1, Section 1.5.4(f) related to the representative of the classified or technical employees organization also apply to graduate students. Not all types of institutions have graduate students.

Regent Melcher asked if "Regents" could be placed before Presidential Search Committee to better clarify the search committee's relationship with the Board and to help clarify the role of the institutional advisory committee. Mr. Wasserman indicated his recommendation is aligned with best practices of the AGB that there is only one committee that could be called the Regents' Presidential Search Committee. His experience has shown having the one committee dramatically increases participant involvement.

Regent Melcher asked if the Board could decide to conduct a search prior to the end of the one to three year term of the interim president. Mr. Wasserman replied the provision contemplates a decision could be made after the first year but the Board could make that decision at any point in time. He will review the language to ensure that could be done.

Regent Melcher requested an explanation for the proposed revisions to the Chancellor's role in the search process. Mr. Wasserman explained that Title 2, Chapter 1, Section 1.5.4(b) is an existing provision. The president search committee, from a staffing view point, has become a clear function of the Chancellor's office and the Board of Regents' office. The intent is that the Chancellor is in charge of staffing the search.

President Patterson expressed concern it may not be appropriate to place NSC in the same category as the universities in terms of a national search for provost due to NSC's significantly smaller size.

Regent Anderson shared the concerns regarding the recommendation of a specific number of candidates to the full Board for final decision. She felt the search committee had the benefit of hearing from its advisory committee members, having conducted a thorough review and having interviewed the candidates in person. She was concerned the final decision would be made by those not having the benefit of the full process.

3. Information Only - Best Practices for President Appointment and Search (Agenda Item #3) – (Cont'd.)

Regent Trachok strongly felt the Presidential Search Committee should be charged with the responsibility of recommending a single candidate to the full Board. Doing otherwise would lengthen the process.

Regent Leavitt emphasized the Board of Regents relies upon the committee system as a lay board. He has tremendous respect for the Regents who chair each committee. There are valid reasons why certain people have been placed on certain committees. He has not experienced one occasion where a committee has done something he personally objected to although he may have come to a different conclusion. Secondly, he felt the flexibility to go outside the process as often as from within it is not necessarily a bad thing. He felt the Board wanted to support a candidate from within if the appropriate person is available.

Regent Leavitt did not believe the charge of the search committee for the position of provost should be to find the next president of an institution. The provost is not always the best person to be a president. He hoped that also was not the institution's first priority when conducting a search for a provost. He believed flexibility and responsiveness should be retained as hallmarks of the Board of Regents when codifying policy revisions.

Chair Geddes stated Mr. Wasserman will bring forward more information at a future meeting. Regent Crear requested each element of the proposed policy be presented separately when the policy is brought back so that each element can be acted upon individually.

The meeting recessed at 11:00 and reconvened at 11:12 a.m. on Friday, October 19, 2012, with all members present.

Chancellor Klaich related that President Sheehan is not in attendance due to the Northwest Commission on Colleges and Universities reaccreditation process that is occurring on the TMCC campus.

4. Information Only - NSHE Institutional Collaboration (Agenda Item #4) - The Board and institutional presidents discussed collaborative efforts made by the NSHE institutions to leverage the System's efforts in carrying out the mission of the System. The discussion focused on what constitutes collaborative efforts. The NSHE presidents reported ongoing collaborative efforts among the institutions to enhance efficiency, effectiveness and student success. (Ref. BOR-4 on file in the Board office).

Regent Geddes explained the goal of the discussion is to ensure the System and its institutions are on the same page in terms of the definition and goals of "collaboration."

4. Information Only - NSHE Institutional Collaboration (Agenda Item #4) – (Cont'd.)

At the request of Regent Trachok, each institution president defined collaboration efforts within their institution, with other NSHE institutions and with external agencies as well as potential areas of improvement.

Regent Trachok asked President Wells what the DRI Board of Trustees mandates for collaboration. President Wells felt there were no such mandates, adding mandates would defeat the purpose of collaboration.

Regent Melcher considered there to be four levels of communication: 1) communication (*basic level*), 2) contact, 3) connection, and 4) collaboration (*deepest level*). He felt collaboration also goes beyond programmatic endeavors and requires a mindset throughout the state to eliminate all lines of division. He recognized when money is involved, collaboration becomes more sensitive.

Regent Geddes believed he had heard some of the institutions say collaboration occurred when it met the mutual missions of the institution. Perhaps if a certain endeavor is not within the institutional mission, then missions should be adapted to reflect one statewide mission.

Regent Schofield felt the System had improved significantly in terms of collaboration and in the overall goals of the Board. He applauded the institutions for having the willingness to work with each other. He felt it important to eliminate the north-south attitude.

Regent Crear related the Diversity Summit was a recent example of a true collaborative effort between all NSHE institutions.

Regent Blakely felt there had been major improvement in collaboration among the institutions in the last three years and hoped it would continue.

Regent Page asked if there was anything from a Board perspective hindering progress in institutional collaboration. President Johnson did not believe the Board was hindering the institutions from working together.

Chair Geddes asked the presidents to bring any issues that may hinder collaboration to the Board.

The meeting recessed at 11:58 a.m. and reconvened at 12:17 p.m. on Friday, October 19, 2012, with all members present.

5. Action Taken – Review of Special Investigative Counsel’s Report on Penn State (Agenda Item #5) - Vice Chancellor of Legal Affairs Brooke Nielsen presented findings and recommendations based on a review of the Report of the Special Investigative Counsel regarding Pennsylvania State University (Freeh Sporkin & Sullivan, LLP) (referred to as the “Penn State Report”). Based on the discussion, the Board directed Vice Chancellor Nielsen

5. Action Taken – Review of Special Investigative Counsel’s Report on Penn State (Agenda Item #5) – (Cont’d.)

to coordinate with General Counsels on all issues related to protection of children and to require review of System and institution progress in implementing initiatives for the protection of children and to direct the campus general counsels, human resource directors or others as appropriate to 1) review, draft and appropriately revise all policies related to the protection of children; 2) to ensure that all policies are consistently enforced; 3) to ensure that all mandatory training in matters related to protection of children is regularly offered and attended; and 4) to periodically monitor, coordinate and review progress in implementing initiatives for the protection of children (*Refs. BOR-5a and BOR-5b on file in the Board office*).

Vice Chancellor Nielsen reported the Penn State Report involved the failure of adults at every level, including the institution’s Board of Trustees. Some failures were systemic while others involved the failure of the Penn State Board to simply ask questions.

Vice Chancellor Nielsen stated the role of the Penn State President and Penn State Board of Trustees had been effectively reversed with feelings that the Board was nothing more than a rubber stamp authority.

Vice Chancellor Nielsen elaborated that one contrast seen between the NSHE Board and Penn State’s is that the NSHE Board has strong oversight, good communication with the presidents and complies with state law for the protection of students and all individuals at NSHE campuses.

Vice Chancellor Nielsen said there is a strong compliance function within the NSHE for the Jeanne Clery Disclosure of Campus Security Policy and Campus Crime Statistics Act 20 USC§1092(f) (*Clery Act*). However, there are some areas where additional policies could be enacted to increase security and safety for children on NSHE campuses.

Vice Chancellor Nielsen’s presentation included information on the background and purpose of the Penn State Report, an overview of the Report’s findings concerning Penn State culture, its administration and general counsel (*structure, policies and procedures*); its Board of Trustees (*responsibilities and operations*); compliance (*risk and reporting misconduct*); its Athletic Department (*integration and compliance*); its management of university programs for children and access to university facilities; and monitoring change and measuring improvement. In addition, the report included a summary of NSHE institutional responses to their review of the Penn State Report. The responses describe actions already taken and recommendations for future and on-going actions in terms of Board/System-focused initiatives and campus-focused initiatives.

Regent Crear understood the Freeh report to be only a snapshot of the full Report. Chair Geddes clarified the charge given Vice Chancellor Nielsen was to compare the Freeh report to existing NSHE policies to determine any shortcomings in current Board policies.

5. Action Taken – Review of Special Investigative Counsel’s Report on Penn State (Agenda Item #5) – (Cont’d.)

Regent Knecht felt the lessons learned at Penn State are not limited to children but apply to how individuals at the institution relate to each other, including the faculty, staff, students and public. Vice Chancellor Nielsen emphasized her report was not an investigation of issues on the campuses but rather a comparison of institution and System policies.

Vice Chancellor Nielsen reported that at Penn State, the president and the governor of the state were voting members of the Board of Trustees during the period of time covered by the report. The Pennsylvania Legislature is now considering legislation to deal with that issue and to change Penn State’s current exemption from state open meeting laws. The structure of the Penn State Board of Trustees is significantly different than the Nevada System of Higher Education’s Board of Regents.

Regent Wixom asked how an accurate and independent evaluation of campus culture could be attained. Vice Chancellor Nielsen related that question was contemplated at the institutions. One factor could be a review of how an institution’s athletic department and other departments are integrated into the overall administration. Questions to consider would be whether the institution’s administrative policies apply to all programs or are there separate HR departments and policies and are student athletes segregated from the rest of campus activities. Those aspects of campus policy and life are addressed through her work with offices of the institutional general counsel. Her sense is that there are no islands among any of the campuses and that the policies are consistently applied and followed.

Regent Wixom felt the report was a retrospective analysis but he was seeking a way to proactively understand and appreciate issues on the campuses before they become problems.

Regent Crear believed the climate study conducted at UNLV approximately one and a half years ago was important in bringing campus issues to light. He recommended all NSHE institutions conduct that type of periodic study.

Regent Blakely agreed with Regent Crear. He noted the UNLV and UNR athletic departments have compliance offices that could provide a status report on current campus culture and compliance. An audit could also be conducted.

Regent Page felt the review of university athletic departments conducted by former UNR President Joe Crowley earlier in the year was a good evaluation of compliance in those areas.

President Patterson believed it was an important compliance measure when the Board restructured Legal Affairs to have each institutional general counsel report directly to the System’s Vice Chancellor of Legal Affairs. It was an important check and balance measure because the institutional general counsels are physically located on each campus.

President Richards referred to the summary list of institutional responses (*page 12 of Ref. BOR-5b*) noting it was a good checklist for the institutions to be proactive.

5. Action Taken – Review of Special Investigative Counsel’s Report on Penn State (Agenda Item #5) – (Cont’d.)

Vice Chancellor Nielsen understood the Board’s concerns to be proactive and believed an important step in meeting those concerns was through presentation of the report and review of the institutional responses and proposed initiatives (*pages 12 through 18 of Ref. BOR-5b*).

Regent Wixom moved approval to direct Vice Chancellor Nielsen to coordinate with General Counsels on all issues related to protection of children and to require review of System and institution progress in implementing initiatives for the protection of children and to direct the campus general counsels, human resource directors or others as appropriate to 1) review, draft and appropriately revise all policies related to the protection of children; 2) to ensure that all policies are consistently enforced; 3) to ensure that all mandatory training in matters related to protection of children is regularly offered and attended; and 4) to periodically monitor, coordinate and review progress in implementing initiatives for the protection of children. Regent Page seconded.

Regent Geddes requested an annual report on the coordination and implementation of protection policies be presented to the Board.

Regent Melcher believed it a challenge to develop a consistent and ongoing culture of training so areas of liability do not develop. He asked for a discussion to be held at the Board level on a System-wide police department or hierarchy. He felt such a discussion may help the smaller campuses with security issues. He asked if there was a System checklist of protection measures that could be referred to when new programs or services are implemented. Such a checklist could then be added to and improved upon.

Regent Page noted the Chancellor has been working on a System-wide structure for police services.

Regent Leavitt asked if professionalization of the campus police forces has been considered. Vice Chancellor Nielsen replied that the campus police departments already receive the highest level of training offered or required of police officers in the State of Nevada. However, consideration could be given to how they are managed. Although the police departments are the creation of the Board, they do not report directly to the Board outside of the annual reporting requirement.

Regent Page appreciated the report and the recommendations. He suggested the creation of tools such as online training and testing for certifications. He believed there could be a position of inspector general created within the System. He recently read a report from

5. Action Taken – Review of Special Investigative Counsel’s Report on Penn State (Agenda Item #5) – (Cont’d.)

CSN after their police and fire chiefs went to a FEMA conference. He felt each campus had many good ideas and that collectively those ideas could be shared. He felt the entire Board should receive training on the Clery Act.

Regent Anderson also agreed it was important for the entire Board to receive training on the Clery Act. She also asked the System to quickly standardize on whom and how often background checks are conducted.

Regent Crear related the Cultural Diversity Committee had a discussion regarding training and creating a culture and environment that is welcoming and conducive to learning. The discussion revealed many people in academia do not want to go through that type of training. He was not sure how a business as large as the Nevada System of Higher Education could operate without providing ongoing training. Vice Chancellor Nielsen replied although a significant amount of training is provided on the campuses, the difficulty is the training is hit and miss and there is resistance to training with lack of follow-up.

Chair Geddes asked that a future report be provided to the Board on campus training programs, specifically involving Human Resources.

President Smatresk agreed the training programs are not provided as routinely as they should be. From a campus-wide perspective it is a challenge.

Regent Crear believed the local casino industry could be a resource to tap into for how training could be provided to large numbers of employees.

Regent Melcher related the mining industry has thousands of employees and sub-contractors that must receive training and certifications before ever setting foot on a mine site. He felt that level of training could be transferred to the institutions.

Regent Page related that at his company of over 250,000 employees, every level of employee is required to receive various types of training. The key to consistent training is accountability.

Motion carried.

The meeting recessed at 1:43 p.m. and reconvened at 1:53 p.m. on Friday, October 19, 2012, with all members present.

6. Information Only - System Governance (Agenda Item #6) - Dr. Sheila Stearns, former Commissioner of Higher Education in Montana and former Vice President of the University of Montana, Chancellor of UM-Western, and President of Wayne State College in Nebraska, facilitated a discussion regarding the Board's effectiveness in key areas of responsibility. The discussion served to establish a clearer understanding of the responsibilities and roles of the Board, the Chancellor and the Presidents in managing the System (*Refs. BOR-6a, BOR-6b, BOR-6c, BOR-6d and handouts on NWCCU Standard Two on file in the Board office*).

The topics of discussion included: (1) challenges confronting higher education and governance; (2) strategic system goals; (3) effective System Boards; and (4) governance risk factors and Board responsibility for oversight of educational quality. As a result, recommendations were identified where the Board could approve specific objectives and strategies to improve its organization and effectiveness. The Board will be considering policy revisions in these areas at future Board meetings, as a result of this review. Finally, the Board is planning to hold additional workshops in the future to reexamine Board governance issues.

In addition to the four primary topics, Dr. Stearns led a discussion on oversight of intercollegiate athletics; collective wisdom and fiduciary trust; communication (*focus on mission*); board orientation and on-going education; review of Board responsibilities and challenges; Board governance best practices; understanding and capitalizing on connection to the Northwest Commission on Colleges and Universities (*NWCCU*); formulation of ideas for strengthening the Board; NSHE effectiveness and coordinating governance and leadership reviews.

Based on the results of the discussion, Dr. Stearns recommended the Board follow-up on major themes, including, but not limited to the following:

- (1) Support and communication.
- (2) NWCCU standards in Board orientation and education.
- (3) The airing of fundamental and philosophical differences between stakeholders (*Board members, Chancellor and Presidents*);

Follow-up: Contemplate the revival of the Board Development Committee where a systematic review of the toughest issues for the Regents and presidents can safely be discussed.

- (4) Examination and prioritization of agenda items to determine those discussions that require more of the Board's valuable time.

Follow-up: Regent Trachok will lead the effort in reviewing agenda items. President Smatresk asked that others be involved in that review in addition to Regents.

6. Information Only - System Governance (Agenda Item #6) – (Cont'd.)

Regent Leavitt clarified the Board Development Committee was eliminated with its responsibilities being delegated to the Board Chair and Vice Chair.

Mr. Wasserman clarified through the Effectiveness and Efficiency Initiative, the Board has discussed related governance issues and those issues continue to be brought to the Board. Mr. Wasserman will also redistribute last year's statement to the presidents indicating the type of self-review conducted by the Board.

Chancellor Klaich said that at the September 2012 Board of Regents' meeting, the System staff provided a report on the strategic direction initiatives that had been identified by the Board. That information could be taken one step further in the form of a report outlining the directions taken by the campuses in response to the Effectiveness and Efficiency Initiative. He will work with the presidents on preparing that report for the Board.

President Wells observed the discussion that day had been one of the more frank and open conversations he has seen in 13 years as a NSHE president. He asked the Board to have this level of conversation annually and that it be the only discussion on the agenda. He is encouraged to see the tough issues being addressed and the candid discussions.

Regent Crear felt there is nothing currently in place that focuses strategically on the System's future. He felt the Chancellor should also be the chief visionary of the System but has been forced into the position of dealing with immediate fires. Regent Crear recognized the action list places even more on the Chancellor's task list, but felt strongly there needs to be more future oriented planning.

Dr. Stearns recommended the Board prioritize the list of actions formulated during the discussion. She thanked the Board for inviting her to help facilitate a systematic, regular and ethical dialogue in a format that works and she encouraged the Board to continue the discussion going forward.

7. Information Only – New Business (Agenda Item #7) - Regent Melcher asked that a work group be arranged to continue the discussion regarding support of NSHE's executive administrators and presidents.

8. Information Only – Public Comment (Agenda Item #8) – Regent Schofield shared his great-grandson was on the front page of the Las Vegas Sun as an attendee of the UNLV football game the previous evening. He also thanked his wife of 71 years, Alene, for her support.

The meeting adjourned at 4:25 p.m.

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Approved by the Board of Regents at its January 11, 2013, meeting.