

**SPECIAL MEETING**  
**BOARD OF REGENTS**  
**NEVADA SYSTEM OF HIGHER EDUCATION**

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

Friday, February 15, 2019

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. Kevin J. Page, Chairman  
Dr. Jason Geddes, Vice Chairman  
Dr. Patrick R. Carter  
Ms. Amy J. Carvalho  
Mrs. Carol Del Carlo  
Dr. Mark W. Doubrava  
Mr. Trevor Hayes  
Mr. Sam Lieberman  
Mrs. Cathy McAdoo  
Mr. Donald Sylvantee McMichael Sr.  
Mr. John T. Moran  
Ms. Laura E. Perkins  
Mr. Rick Trachok

Others Present:

Dr. Thom Reilly, Chancellor  
Mr. Andrew Clinger, Chief Financial Officer  
Ms. Mistee A. Galicia, Deputy General Counsel, Healthcare Compliance  
Mr. Dean J. Gould, Chief of Staff and Special Counsel to the Board  
Mr. Joe Reynolds, Chief General Counsel  
Mr. Joe Sunbury, Chief Internal Auditor  
Dr. Marc A. Johnson, President, UNR

Faculty senate chairs in attendance were: Dr. Abby Peters, NSC; and Mr. Douglas Unger, UNLV. UNLV CSUN President Mr. Christopher Roys was also in attendance.

Chairman Page called the meeting to order at 1:00 p.m. with all members present. Regent Carvalho led the Pledge of Allegiance.

1. Information Only – Public Comment

Mr. Christopher Roys, CSUN President, UNLV, spoke on the Board's policy distinction between acting and interim Presidents. He believed the policy was not clear and advocated for the passage of the policy revision.

Mr. Greg McKinley, Chairman, UNLV Foundation, advocated for a national search for the UNLV President and allowing Dr. Marta Meana to apply for the position.

Mr. Mark Wiley, President, UNLV Alumni Association, spoke in favor of allowing Dr. Marta Meana to apply for the position of UNLV President.

2. Approved – Audit, Compliance and Title IX Committee Report – The Board accepted the Audit, Compliance and Title IX Committee report and approved the Committee recommendation. (*Committee report on file in the Board Office.*)

The Audit, Compliance and Title IX Committee met on February 15, 2019, and heard the following:

Information items

- Chief Internal Auditor Joe Sunbury provided general remarks as framework and background to new Committee members and a refresher for returning Committee members. He also provided general remarks on the Committee's purview based on *Board of Regents' Handbook*, Title 1, Article VI, Section 3a, which includes recommending to the Board independent certified public accountants to audit the financial books and records of the NSHE.
- The Committee heard presentations from three finalist firms as noted in Request for Proposal #8524 – External Audit Services. The firms were:
  - Grant Thornton LLP (*Refs. A-3a(1), A-3a(2) and A-3a(3) on file in the Board Office.*)
  - CliftonLarsonAllen LLP (*Refs. A-3b(1), A-3b(2) and A-3b(3) on file in the Board Office.*)
  - Eide Bailly LLP (*Refs. A-3c(1), A-3c(2) and A-3c(3) on file in the Board Office.*)

New business items

- None.

Action items

The Board approved the following recommendation of the Audit, Compliance and Title IX Committee:

- Consistent with *Board of Regents' Handbook*, Title 1, Article VI, Section 3a, the Committee interviewed each external audit firm and recommended Grant Thornton LLP as NSHE's external auditors for the years ending June 30, 2019, 2020, and 2021.

Regent Lieberman moved acceptance of the report and approval of the Audit, Compliance and Title IX Committee recommendation. Regent Del Carlo seconded. Motion carried.

3. Approved – Office of the President, UNLV

- 3a. Approved – President Search – The Board approved commencing a national search for the next UNLV President. (*Refs. BOR-3a1 and BOR-3a2 on file in the Board Office.*)

Chancellor Thom Reilly provided a brief background of the events leading up to the search for the UNLV President. He recommended the Board commence a national search to begin in fall 2019 and allow Dr. Marta Meana to apply for the position.

In response to a question from Regent Hayes, Chief General Counsel Joe Reynolds believed the order of the agenda was correct and that Item 3a is asking the Board to vote on whether it would like to commence a national search. Chief of Staff Dean J. Gould reiterated that Item 3a is asking whether the Board will authorize the commencement of a national search.

Regent Doubrava moved approval to commence a national search for the next UNLV President.  
Regent Trachok seconded. Motion carried.

- 3b. Approved – Waiver of Code, Vacancy in the Office of President – The Board, in accordance with the Code (Title 2, Chapter 1, Section 1.5.4(h)), approved waiving the provision which states an acting President will not be eligible for consideration as a candidate for the permanent appointment as President. (*Ref. BOR-3b on file in the Board Office.*)

Chancellor Reilly stated, based upon feedback received, there is an overwhelming consensus for a waiver of this Code provision to allow Dr. Marta Meana to be eligible for consideration as a candidate for the position of UNLV President.

Chief of Staff Gould clarified this is a one-time approval, not a permanent waiver of the provision.

Regent Carter was concerned this will limit the number of applicants that are willing to enter the search against a sitting President.

Mr. Douglas Unger, Faculty Senate Chair, UNLV, acknowledged the positive impact that Dr. Meana has had on UNLV and pointed out there have been no complaints against her as President. There is high praise for her among the faculty. She is healing University and community relationships.

3. Approved – Office of the President, UNLV – (Continued)

3b. Approved – Waiver of Code, Vacancy in the Office of President – (Continued)

Regent Hayes stated all UNLV constituencies want Dr. Meana to have this opportunity. To deny an internal candidate this opportunity tells the institutions NSHE does not nurture talent and allow advancement at the institutional level.

Regent Hayes moved approval in accordance with the Code (Title 2, Chapter 1, Section 1.5.4(h)) to waive the provision which states an acting President will not be eligible for consideration as a candidate for the permanent appointment as President. Regent Del Carlo seconded. Motion carried via a roll call vote. Chairman Page, Vice Chairman Geddes, and Regents Carter, Carvalho, Del Carlo, Doubrava, Hayes, Liberman, McMichael, Perkins, and Trachok voted yes. Regent Moran voted no. Regent McAdoo was absent.

Regent Moran clarified his concern was with the waiver and nothing to do with Dr. Meana's performance.

3c. Approved – Amended Employment Agreements, Dr. Marta Meana – The Board approved Amendment No. 2 to the Terms of Employment for faculty Marta Meana by and between the Board of Regents of the Nevada System of Higher Education, on behalf of UNLV, and Marta Meana. (Ref. BOR-3c on file in the Board Office.)

Chancellor Reilly stated this agreement places Dr. Meana's compensation in line with the other Presidents.

Regent Trachok moved approval of Amendment No. 2 to the Terms of Employment for faculty Marta Meana by and between the Board of Regents of the Nevada System of Higher Education, on behalf of UNLV, and Marta Meana. Regent Doubrava seconded. Motion carried.

4. Information Only – Code Revision, Vacancy in the Office of President – Chief General Counsel Reynolds presented proposed amendments to the Code (Title 2, Chapter 1, Section 1.5.4) which clarify that the Board of Regents and not the President Search Committee determines whether to hire a search consultant if a search is to be conducted. This item is presented for information only and will be presented for action at the Board of Regents special meeting on April 12, 2019. (Ref. BOR-4 on file in the Board Office.)

4. Information Only – Code Revision, Vacancy in the Office of President – (Continued)

In response to a question from Regent McMichael, Chief of Staff Gould responded the search consultant fee varies depending on the institution and the firm chosen but can range from \$70,000-\$125,000.

Chancellor Reilly stated that because of the nuances of each institution and a firm's area of expertise it would not be beneficial to hire a "one size fits all" firm for a duration of time.

Regent McMichael asked if Dr. Meana can be appointed in lieu of a search. Chief of Staff Gould explained the difference between an acting and interim President. Chancellor Reilly clarified there is a strong desire for a national search by the UNLV constituency which brings legitimacy to whomever is chosen and the institution.

5. Information Only – New Business – None.

6. Information Only – Public Comment – None.

The meeting adjourned at 1:37 p.m.

Prepared by:

Angela R. Palmer  
Special Assistant and Coordinator  
to the Board of Regents

Submitted for approval by:

Dean J. Gould  
Chief of Staff and Special Counsel  
to the Board of Regents

***Approved by the Board of Regents at its April 12, 2019, meeting.***