

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

University of Nevada, Las Vegas
Student Union, Ballrooms B & C
4505 S. Maryland Parkway, Las Vegas
Friday, December 6, 2019

Video Conference Connection from the Meeting Site to:
Desert Research Institute, Reno
2215 Raggio Parkway, Stout Conference Rooms A & B
and
Great Basin College, Elko
1500 College Parkway, Berg Hall Conference Room

Members Present:

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

Chairman Geddes called the meeting to order at 9:17 a.m. with all members present.

1. Information Only – Public Comment – None.
2. Approved – Annual Report – The Members of the Corporation approved the Nevada State College (NSC) Foundation Annual Report, including the Annual Gift Report, as presented by Ms. Marilyn Jentzen, Chair of the NSC Foundation. *(Ref. NSC-2 on file in the Board Office.)*

Ms. Jentzen presented the NSC Foundation Annual Report highlighting the following:

- The Foundation Board spent the year onboarding the staff needed to support Board growth and upgrading information systems and donor data.
- A recruiting strategy was implemented to help identify potential Foundation Board candidates and become more visible in the community.
- Fiscal year 2019 was an exceptional fundraising year for the Foundation.
- A primary focus was the Teachers Now campaign, which funded both the construction match for the new School of Education Building and also program and scholarship support for the College's Education programs.

2. Approved – Annual Report – *(Continued)*

- In the past fiscal year, the Foundation received transformational gifts from donors for construction and program support.
- In January 2020, NSC will break ground on the new Glenn and Ande Christenson School of Education Building, and NSC renamed an existing building to the Bob and Alison Kasner Academic Building.
- The Foundation announced the public phase of the Teachers Now campaign and anticipate completing the campaign's \$12 million dollar goal by the end of fiscal year 2020.
- NSC continues to work with CSN to raise funds for the shared Health Science Building.
- In addition to a 931 percent increase in gifts and pledges from the previous fiscal year, the Foundation also highlighted the increase in gifts processed and first-time donors.
- The Foundation hired a business and operations manager to help the team.
- The Foundation received an unqualified audit.
- The Foundation reviewed and updated its bylaws to align with NSHE standards.
- The Foundation has exciting initiatives around alumni engagement, fundraising events, and even more opportunities to bring the Foundation Board and the community to campus.

Regent Hayes left the meeting.

Regent Carvalho moved approval of the NSC Foundation Annual Report. Regent Lieberman seconded. Motion carried. Regent Hayes was absent.

3. Information Only – Officers – The members of the Board of Trustees of the NSC Foundation selected the following individuals to serve as the officers of the Foundation from January 1, 2020, through December 31, 2020:

Marilyn Jentzen, Chair
Dan Gerety, Vice Chair
Charles Rinehart, Treasurer

4. Approved – Consent Items – The Members of the Corporation approved the NSC Foundation consent items.

- 4a. Approved – Financial Statements and Management Letter – The Members of the Corporation approved the NSC Foundation Financial Statements and Management Letter for the year ended June 30, 2019, along with the top 10 payee schedule. (*Refs. NSC-4a(1) and NSC-4a(2) on file in the Board Office.*)

4. Approved – Consent Items – (Continued)

- 4b. Approved – Appointment – The Members of the Corporation approved the appointment of the following individuals to the NSC Foundation Board of Trustees for a 3-year term beginning January 1, 2020:

Randall Colquitt
Sonnya DeBonis
Daniel Gerety
Richard Perkins
Tony Sanchez
Brian Simmons
Jeff Wiley

- 4c. Approved – Reappointments – The Members of the Corporation approved the reappointment of the following individuals to the NSC Foundation Board of the Trustees:

Second Year

John Gibson
Elaine Hodgson
Walter Hashimoto
Marilyn Jentzen
Charlie Rinehart
Layne Rushforth

Third Year

Alfredo Alonso
Dane Carter
James Gibson
Dan Shaw
Dan Stewart

- 4d. Approved – Foundation Amended Bylaws – The Members of the Corporation approved the NSC Foundation amended bylaws submitted by the Foundation Chair and Board of Trustees as follows: *(Ref. NSC-4d on file in the Board Office.)*

- 1) Amendment to *Article I* to include definitions and mission and remove *Section 2, Corporate Seal*
- 2) Amendment to *Article I* to create *Section 2* to include mission of the organization
- 3) Amendment to *Article I Section 3*, previously *Section 1*, to define Nevada State College Foundation as the “Corporation”
- 4) Amendment to *Article II* to include the words “Board of Regents”
- 5) Amendment to *Article II Section 1* to include the definition of “member” and remove the word “qualifications”

4. Approved – Consent Items – (Continued)

4d. Approved – Foundation Amended Bylaws – (Continued)

- 6) Amendment to *Article II Section 2* where section to define tenure was previously *Section 1*. Also changed definition of tenure.
- 7) Amendment to *Article II Section 3* to define the purpose of the annual meeting, previously was *Section 2*
- 8) Amendment to *Article II Section 4* to define special meetings based on Board of Regents bylaws per *Title 1, Article V, Sec. 3* of the Handbook. This previously was *Section 3*
- 9) Amendment to *Article II Section 5* to define quorum of the Board of Regents as 7 members. This was previously *Section 4*
- 10) Amendment to remove *Section 5*, participation by telephone. This is now the section regarding quorum
- 11) Amendment to *Article II Section 6* to include the words “Upon reasonable demand”
- 12) Amendment to *Article III Section 1* to include the definition of “trustee”
- 13) Amendment to *Article III* to split sections on Powers and Terms. *Section 2* is now “Powers” and *Section 3* is now “Duties”
- 14) Amendment to *Article III Section 2 B* includes the words “management, distribution”
- 15) Amendment to *Article III Section 2 g and h*, removing the word “Trustees”
- 16) Amendment to *Article III Section 2* to include j and k, which define the powers of the Foundation to include accepting contributions and appointing an Executive Committee
- 17) Amendment to *Article III* to include *Section 3* which defines the duties of the Trustees
- 18) Amendment to *Article III Section 4, Qualifications, Election, Tenure*, which was previously *Section 2*.
- 19) Amendment to *Article III Section 4* to change the maximum number of board members from 27 to 30.
- 20) Amendment to *Article III Section 4, a* to indicate the board shall meet four times a year, and that the first meeting of the fiscal year will be the annual meeting of the board, which will be held prior to the Board of Regents meeting in December
- 21) Amendment to *Article III Section 4*, to add “b”, which indicates the board will name the officers of the board, presented by the Executive Committee.
- 22) Amendment to *Article III Section 4*, add “c”, which explains that the Committee on Trusteeship will bring the names of new trustees to the committee and that each trustee will have a term of three years.
- 23) Amendment to *Article III Section 4*, where the section regarding ex-officio members is now under “d” and previously under “c”

4. Approved – Consent Items – (Continued)

4d. Approved – Foundation Amended Bylaws – (Continued)

- 24) Amendment to *Article III Section 4*, where the section regarding emeritus status is now under “e” (previously “d”) and the name of the committee was changed from “Nominating Committee” to “Committee on Trusteeship”
- 25) Amendment to *Article III Section 4*, where the section regarding vacancies is now under “f”, previously “e”
- 26) Amendment to *Article III* where *Section 4* is now *Section 5* and updates the process of calling a special meeting
- 27) Amendment to *Article III* where *Section 5* is now *Section 6* and updates the board’s quorum to 50% of the trustees.
- 28) Amendment to *Article III* where *Section 6* is now *Section 7* and changes the responsibility of filling vacancies on the board from the Executive Committee to the Committee on Trusteeship
- 29) Amendment to *Article III* where *Section 7* is now *Section 8* and defines quorum of committee meetings as a majority of the committee members.
- 30) Amendment to *Article III Section 7 A 1, Executive Committee*, to change the name of the committee from Finance and Investment Committee to the Finance and Audit Committee, that the Secretary of the Board will also serve as the newly named Committee on Trusteeship, changed from Nominating Committee
- 31) Amendment to *Article III Section 7 A 2* where the word Members was changed to Trustees
- 32) Amendment to *Article III Section 7 B* to reflect the name of the new committee as the Finance and Audit Committee, from Finance and Investment Committee, and defines its role to also serve to audit the corporation, move the terms to three years, establishes it as a standing committee of the board and allow for no more than three non-board members to join this committee
- 33) Amendment to *Article III Section 7 C* to reflect the name of the new committee as Committee on Trusteeship, from Nominating Committee, defines the committee’s role in board development, moves the terms to three years and establishes it as a standing committee of the board
- 34) Amendment to *Article III Section 7 D* to remove the Audit Committee as a separate committee
- 35) Amendment to *Article III* where *Section 8* is now *Section 9* and further defines what would cause the removal of a board member and process in which the board must take to complete that process
- 36) Amendment to *Article III* to create *Section 10* which defines board participation via telephone
- 37) Amendment to *Article III* where *Section 9* is now *Section 11* regarding compensation

4. Approved – Consent Items – (Continued)

4d. Approved – Foundation Amended Bylaws – (Continued)

- 38) Amendment to *Article IV Section 2* to change election of Officers from the Committee on Trusteeship to the Executive Committee and to establish the notification time of 14 days for the Executive Committee to compile the names of the officers, and the word “mailed” was changed to “communicated” to indicate the chair can send the slate of officers in other mediums beyond mail.
- 39) Amendment to *Article IV Section 4* to require the board chair to sit on the Finance and Audit Committee, as well as one additional committee
- 40) Amendment to *Article IV Section 5* to require the board vice chair to sit on the Finance and Audit Committee and one additional committee, but not the same committee as the chair
- 41) Amendment to *Article IV Section 6* to require the secretary to chair the Committee on Trusteeship and that an employee of Nevada State College can serve as the technical role of Secretary for meetings
- 42) Amendment to *Article IV Section 7* to require the Treasurer to chair the Finance and Audit committee, changed wording to say “ensure such funds are deposited”, added the words “of Trustees” after “Board”, and that the Treasurer must be the chair of the Finance and Audit Committee
- 43) Amendment to *Article IV* to remove *Section 8*, as it is included in *Article V*.
- 44) Amendment to *Article IV* to remove *Section 9, Compensation*, as it was included in *Article III Section 11*
- 45) Amendment to *Article IV* where *Section 10, Vacancies*, is now *Section 8*
- 46) Amendment to create *Article V* which outlines the responsibilities and compensation of the Executive Director, and which the previous *Article V* is now *Article VI*
- 47) Amendment to *Article VI Section 3* removes the line “These restrictions do not apply to the chief executive officer in the establishment and the use of accounts to carry on the usual business requirements of the corporation, such as those for supplies and maintenance”
- 48) Amendment to *Article VI* to now be named *Article VII* and the removal of the line “or its Property Subcommittee”
- 49) Amendment to *Article VII* to now be *Article VIII*
- 50) Amendment to *Article VIII* to now be *Article IX* and changed days of notice for amendments to the bylaws to five days prior to the meeting
- 51) Amendment to *Article IX* to now be *Article X*
- 52) Amendment to *Article X* to *Article XI* and include that Roberts Rules of Order, Newly Revised, shall govern the board when applicable and when they are not inconsistent with these bylaws.

4. Approved – Consent Items – *(Continued)*

Regent Lieberman moved approval of the NSC Foundation consent items. Regent Page seconded. Motion carried. Regent Hayes was absent.

5. Information Only – New Business – None.

6. Information Only – Public Comment – None.

The meeting adjourned at 9:27 a.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 March 5 & 6, 2020, meeting.