

SPECIAL MEETING
BOARD OF REGENTS
NEVADA SYSTEM OF HIGHER EDUCATION

Friday, May 29, 2020

This meeting was held via videoconference and teleconference pursuant to Section 1 of the Declaration of Emergency Directive 006 ("Directive 006), and extended by Directive 016 and 018, issued by the State of Nevada Executive Department. There were no physical locations for this meeting.

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
- Mrs. Cathy McAdoo
- Mr. Donald Sylvantee McMichael Sr.
- Mr. John T. Moran
- Mr. Kevin J. Page
- Ms. Laura E. Perkins
- Mr. Rick Trachok

Others Present:

- Dr. Thom Reilly, Chancellor
- Ms. Crystal Abba, Vice Chancellor, Academic and Student Affairs
- Mr. Zelalem Bogale, Deputy General Counsel, System Administration
- Mr. Andrew Clinger, Chief Financial Officer
- Mr. Dean J. Gould, Chief of Staff and Special Counsel to the Board
- Mr. Nate Mackinnon, Vice Chancellor, Community Colleges
- Mr. Joe Reynolds, Chief General Counsel
- Dr. Federico Zaragoza, President, CSN
- Dr. Kumud Acharya, President, DRI
- Ms. Joyce M. Helens, President, GBC
- Mr. Bart J. Patterson, President, NSC
- Dr. Karin M. Hilgersom, President, TMCC
- Dr. Marta Meana, President, UNLV
- Dr. Marc A. Johnson, President, UNR
- Dr. Vincent R. Solis, President, WNC

Faculty senate chairs in attendance were: Dr. Janis McKay, UNLV; and Dr. Brian Frost, UNR. Student body presidents in attendance were: Ms. Karli McFarling-Kelly, ASCSN President, CSN; and Ms. Alexandra Patri, SGA President, TMCC. Classified council chair in attendance was: Ms. Julia Bledsoe, TMCC.

Chairman Geddes called the meeting to order at 9:00 a.m. with all members present except Regents Moran and Page. Regent McAdoo led the Pledge of Allegiance.

1. Information Only – Public Comment – Public Comment from Ms. Angela Brown, UNLV Graduate Student, stated she was fortunate to receive an undergraduate degree from UNLV and to conduct graduate research that will be included in academic journals as well as become a Royal Fellow Researcher amongst Orcid researchers. (Ref. *Brown.Angela5.29.20 on file in the Board Office.*)

Regent Moran entered the meeting.

Public Comment from Dr. Janis Mckay, UNLV Faculty Senate Executive Committee, stated the Executive Committee is in favor of moving the UNLV President Search to July, which is the safest and best option for UNLV and will also protect the high-quality candidates that are in the candidate pool. (Ref. *Mckay.Janis5.29.20 on file in the Board Office.*)

Public Comment from Mr. Kent Ervin, UNR Nevada Faculty Alliance, appreciated NSHE making Code changes related to furloughs. He is concerned the language has no limit on the number of furlough days. If the Code revision is approved, the Board's intent must be clear that it is only for limited furloughs at the overall 2.3 or 4.6 percent budget cut levels. (Ref. *Ervin.Kent5.29.20 on file in the Board Office.*)

Public Comment from Ms. Savannah Baltera, UNLV Administrative Faculty Committee, stated the Committee is in favor of moving the search timeline to July but requested a more comprehensive interview process to include meetings with various campus stakeholder groups, the Administrative Faculty Committee, and the Classified Staff Council. A comprehensive interview process will provide adequate opportunities to meet each candidate and provide valuable input. (Ref. *Baltera.Savannah5.29.20 on file in the Board Office.*)

Regent Page entered the meeting.

2. Information Only – Board Chairman's Report – Chairman Geddes welcomed Regent Lisa Levine, who was appointed to finish Regent Lieberman's District 5 term. The June Board meeting will be a hybrid meeting. The System Administration Offices and Great Basin College will have interactive video for the Regents, Presidents, Cabinet, Faculty Senate Chair, Nevada Student Alliance Chair, and Classified Council representative to attend if comfortable. The remainder of the attendees will participate through BlueJeans.

Since the shutdown for COVID-19, decisions on plans to reopen are being created at the campus level under the direction of the President. The Board delegated its authority to the Presidents since every campus and community is different in the way COVID-19 has impacted it. The Presidents meet with the Chancellor every week to provide updates. The Chancellor shares the information with Board leadership, and then it is communicated with the Governor's Office. The Chancellor created a System task force to review all campus plans to make sure they conform with the CDC and Governor's directives. Board leadership also updates the federal delegation. The Chancellor, Board leadership, and Chief Financial Officer Andrew Clinger will update the Legislative

2. Information Only – Board Chairman’s Report – (Continued)

Committee on Education at its upcoming meeting. Chief General Counsel Joe Reynolds presented to the Legislative Committee on Redistricting, providing an update on the current districts and what the projections look like regarding the most recent census data. Due to the COVID-19 shutdown, the census will be late, which means redistricting will not be performed during the 2021 Legislative Session.

Chairman Geddes stated Chancellor Search Committee Chair Del Carlo, Chief of Staff Dean J. Gould, and Chancellor Thom Reilly interviewed 12 semi-finalists for the Chancellor Search, narrowing the pool to finalists. The search firm is completing due diligence on the finalists. Campus forums are scheduled for June 15-16, 2020, with the Search Committee interviewing on June 17, 2020, and a Special Board meeting on June 18, 2020.

3. Information Only – Chancellor’s Report – Chancellor Reilly stated his goal is to meet with each Legislator. The most common theme he has heard is that NSHE has been the most transparent about budget reduction scenarios and how proactive the Board has been with communication. The Legislators have recognized how helpful faculty and staff have been through the pandemic, and this recognition underscores the confidence that the state has in leadership.

NSHE continues to meet weekly with the Presidents to share information. The System’s internal task force is made up of education, medical, and public safety experts to ensure the CDC and Governor’s recommendations are followed and to make sure nothing is missed. Under Phase 1, NSHE began opening CTE labs with all open by July 1, 2020. The task force will provide Systemwide guidance on issues, particularly around COVID-19 testing, for a more consistent experience. Each campus is now refining its reopening plans. NSHE is also in constant contact with the federal delegation related to CARES dollars and liability insurance as the System begins to open.

4. Information Only – UNLV President Search – Chairman Geddes sought Board input as to whether to move the UNLV President Search forward to July 2020. Finalists had been identified before the COVID-19 shutdown. Originally the search was to begin as soon as school started, but because some of the finalists are involved in other searches, there is a risk of losing them. The Search Consultants, Search Committee Chair Hayes, faculty senate, and student governments all believe it is appropriate to accelerate the dates for the UNLV President Search.

Chancellor Reilly added that present and future faculty senate chairs and student body presidents are in favor of accelerating the search. He believed it was best to expedite the search since other institutions are hiring presidents.

Committee Chair Hayes noted his support and believed it was the best way to move forward.

Regent McAdoo thought the reasons for accelerating the search far outweigh reasons to wait.

4. Information Only – UNLV President Search – (Continued)

Vice Chairman Doubrava agreed and supported accelerating the search to July.

Regent Page agreed with the comments but asked why the Board would not accelerate the search to the beginning of July. Chairman Geddes responded that it was the earliest that could be accommodated by the Search Consultants and staff. Regent Page stated sooner dates would be preferred.

Regent Carvalho echoed the comments and agreed sooner than later was better. She believed the virtual townhalls had been a success and had more significant input and shared governance. The candidates could participate in virtual town halls and it would be a good compromise in obtaining participation from all stakeholders.

Regents Del Carlo, Trachok, and Perkins agreed with the accelerated timeline.

5. Approved – Code Amendments to Authorize Furloughs in Response to COVID-19 Emergency Budget Shortfall – The Board approved emergency amendments to the NSHE Code (Title 2, Chapter 1, Section 1.1(i); Title 2, Chapter 5, Section 5.4.4; and Title 2, Chapter 5, new section 5.4.12) permitting the Board to authorize NSHE institutions and/or System Administration to implement one or more furlough days during the 2021 fiscal year for all academic and administrative faculty pursuant to a directive from the Office of the Governor or Nevada Legislature, and without the declaration of financial exigency; and establishing protocols for employees receiving notice of a furlough decision and procedure for limited reconsideration. (Ref. BOR-5 on file in the Board Office.)

Chief General Counsel Reynolds stated the amendments would permit the Board to authorize NSHE institutions and/or System Administration to implement one or more furlough days during the 2021 fiscal year for all academic and administrative faculty. Key provisions remove the requirement that financial exigency is declared and will allow the Board to enact furloughs upon Legislative or the Governor's direction. The intent is for this to be a temporary provision and to limit the scope of furloughs to Fiscal Year 2021. There is no intent for the provisions to impact any other current rights or provisions regarding notice of non-reappointment or any other matters. The Code changes are to allow the Board options in how to address the budget shortfall regarding the COVID-19 pandemic. The provisions are proposed under an emergency Code enactment before employee contracts automatically renew on July 1.

Chancellor Reilly stated he had conversations with faculty about the cap on the number of furlough days. He would be concerned about a high cap at this time and signaling to the Governor's Office and Legislature that the System can go higher than what the Board has agreed upon.

5. Approved – Code Amendments to Authorize Furloughs in Response to COVID-19
Emergency Budget Shortfall – (Continued)

Vice Chairman Doubrava moved approval of emergency amendments to the NSHE Code (Title 2, Chapter 1, Section 1.1(i); Title 2, Chapter 5, Section 5.4.4; and Title 2, Chapter 5, new section 5.4.12) permitting the Board to authorize NSHE institutions and/or System Administration to implement one or more furlough days during the 2021 fiscal year for all academic and administrative faculty pursuant to a directive from the Office of the Governor or Nevada Legislature, and without the declaration of financial exigency; and establishing protocols for employees receiving notice of a furlough decision and procedure for limited reconsideration. Regent Trachok seconded.

UNR Faculty Senate Chair Frost stated the Faculty Senate Chairs have a concern with the lack of a cap. It is the understanding that the current Code provision allows for furloughs up to 6 percent to be implemented, due to statewide legislative action, for up to two years. He asked if it is the intention of the Board that the proposed Code additions would follow the same cap. Chief General Counsel Reynolds stated there is not a specific limitation in the Code amendments. Faculty Senate Chair Frost said they appreciate the desire for flexibility but asked that a cap be added because of the short notice that is allowed for furlough implementation and to limit the impacts on students, the mission, and faculty.

Chairman Geddes stated that none of the budget actions were taken without consulting faculty, and any furlough would have to be approved by the Board at a publicly noticed meeting. This is a 120-day emergency provision to allow flexibility going into July 1 and it will return to the Board within the 120 days for future discussion.

In response to a question from Regent Carvalho, Chief General Counsel Reynolds responded this allows the Board the authority according to the Code, which is referenced in all employee contracts. There will need to be another meeting discussion on precisely what the furlough policy may be. Chancellor Reilly added the only furlough policy that the Board has entertained was submitted to the Governor's Office, and that was at the 10 and 14 percent levels.

Chairman Geddes stated maximum flexibility is needed since they have not received feedback from the Governor's Office.

Regent McAdoo understood the concerns. The Regents must make hard decisions, but they do not make decisions without taking NSHE into account.

5. Approved – Code Amendments to Authorize Furloughs in Response to COVID-19 Emergency Budget Shortfall – (Continued)

The motion carried via a roll call vote. Chairman Geddes, Vice Chairman Doubrava, and Regents Carter, Carvalho, Del Carlo, Hayes, McAdoo, McMichael, Moran, Page, Perkins, and Trachok voted yes.

6. Information Only – Five-Year Extension to the Master Subscription Agreement with Workday, Inc. – Chief Financial Officer Clinger presented information on the five-year extension to the Master Subscription Agreement (MSA) between the Board of Regents and Workday, Inc. (*Ref. BOR-6 on file in the Board Office.*)

The January 2015 agreement was a five-year agreement with an annual subscription fee of \$2.9 million per year. The agreement was set to expire on April 28, 2020, with an automatic renewal of 4 percent, plus an increase for the full-service equivalent workers. Based on the automatic renewal, NSHE would be paying \$3.9 million per year. Based on that, NSHE renegotiated the renewal. Workday has agreed to a five-year renewal at a \$3.29 million annual subscription fee that includes a 10 percent increase in the full-service equivalent workers, which is how Workday bases its licensing. If you compare the old automatic renewal to the renegotiated renewal, it is a \$3.6 million savings. If it is adjusted to include the two modules that were not included, then it is a \$1.7 million savings. The costs for the subscription will be cost-allocated to the institutions.

Regent Hayes was concerned that this was not an action item, as it was a sizeable yearly expense. Also, he was worried that the abilities for better reporting and data analysis capabilities were being removed because it was underutilized.

Regent Page thanked Chancellor Reilly and Chief Financial Officer Clinger for renegotiating the contract, but he agreed that it should come to the Board for approval.

Regent Perkins appreciated the savings created by the renegotiation. She asked if Workday accomplished what it was brought in to do. Chief Financial Officer Clinger stated they are working on a Workday alignment project to make sure that NSHE is using the full benefits of Workday and most efficiently.

Regent Carter was also concerned to be removing options for better reporting and data analysis.

In response to a question from Regent Carter related to \$1.26 million going to SCS, Chief Financial Officer Clinger stated it is a transfer from SCS. It is SCS's contribution to licensing.

Regent Carvalho stated a multi-year service agreement of this magnitude should require Board approval. Regent Carvalho said she had a discussion with Chief Financial Officer Clinger related to the data analytics and asked him to share his intentions on data analytics.

6. Information Only – Five-Year Extension to the Master Subscription Agreement with Workday, Inc. – (Continued)

Chief Financial Officer Clinger stated data analytics was not included in the licensing agreement because NSHE has not utilized the module. The module can be added later. He does intend to review this and other alternatives for the data analytics piece.

Regent Del Carlo asked that Workday updates be included on future agendas.

7. Information Only – New Business – Chairman Geddes acknowledged the policy review of what types of contracts should come to the Board for approval.

Regent Carter requested a conversation about not traveling to future meetings for the remainder of the year.

Regent Carvalho stated students always come first. She wanted faculty and staff to know that furloughs are not something the Board takes lightly.

8. Information Only – Public Comment – Public Comment from Mr. Adrian Havas, President, Nevada Faculty Alliance, asked the Regents to remove or limit the scope of the Code revision language that would allow emergency COVID-19 furloughs on short notice and without the normal safeguards for faculty employment and tenure rights. (Ref. *Havas.Adrian5.29.20 on file in the Board Office.*)

The meeting adjourned at 10:10 a.m.

Prepared by:

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Submitted for approval by:

Dean J. Gould
Chief of Staff and Special Counsel
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Approved by the Board of Regents at its August 7, 2020, meeting.