SPECIAL MEETING

BOARD OF REGENTS
NEVADA SYSTEM OF HIGHER EDUCATION

Friday, January 15, 2021

This meeting was held via videoconference and teleconference only pursuant to Section 1 of the Declaration of Emergency Directive 006 ("Directive 006"), and extended by Directives 016, 018, 021, 026, 029, and 033, issued by the State of Nevada Executive Department. There were no physical locations for this meeting.

Members Present:	Dr. Mark W. Doubrava, Chair Mrs. Carol Del Carlo, Vice Chair Mr. Joseph C. Arrascada Mr. Patrick J. Boylan Mr. Byron Brooks Dr. Patrick R. Carter Ms. Amy J. Carvalho Dr. Jason Geddes Mrs. Cathy McAdoo Mr. Donald Sylvantee McMichael Sr. Ms. Laura E. Perkins Dr. Lois Tarkanian
Members Absent:	Mr. John T. Moran
Others Present:	Dr. Melody Rose, Chancellor Ms. Crystal Abba, Vice Chancellor, Academic and Student Affairs Mr. Andrew Clinger, Chief Financial Officer Mr. Michael Flores, Chief of Staff to the Chancellor Ms. Keri Nikolajewski, Interim Chief of Staff to the Board Mr. Joe Reynolds, Chief General Counsel Mr. Joe Sunbury, Chief Internal Auditor 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. Keith E. Whitfield, President, UNLV Mr. Brian Sandoval, President, UNR Dr. Vincent R. Solis, President, WNC

Faculty senate chairs in attendance were: Dr. Maria Schellhase, CSN; Dr. Eric Wilcox, DRI; Dr. Laura Naumann, NSC; Mr. Glenn Heath, SA; Ms. YeVonne Allen, TMCC; Dr. Vicki Rosser, UNLV; Dr. Amy Pason, UNR; and Dr. Robert Morin, WNC. Student body presidents in attendance were: Ms. Karli McFarling-Kelly, ASCSN President, CSN; Ms. Suman Randhawa, NSSA President, NSC; and Ms. Alyssa Fromelius, SGA President, TMCC. Classified council chairs in attendance were: Ms. Sarah Wilkey, GBC; and Mr. Jim Boyer, UNLV.

Chair Doubrava called the meeting to order at 10:30 a.m. with all members present except Regents Boylan and Moran. Regent McAdoo led the Pledge of Allegiance.

1. Information Only – Public Comment

   Public Comment from Burke Scot Beu called on the Board to change the UNLV mascot. *(Ref. Beu.BurkeScot01.15.21 on file in the Board Office.)*

Regent Boylan entered the meeting.

Public Comment from Kent Ervin stated that faculty are eager to receive the COVID vaccine and return to work. There are concerns about the vaccine roll-out at the institutions. He requested NSHE and the institutions take into consideration essential off-campus duties; accelerate vaccines for faculty who, though currently teaching remotely, are doing so because of serious health risk factors for themselves and/or their families; and give equal consideration not only for face-to-face teaching but also for research, service, community engagement, and shared governance activities that require face-to-face work, and that have been postponed to the detriment of our mission. *(Ref. Ervin.Kent01.15.21 on file in the Board Office.)*

2. Information Only – Oath of Office – Justice Abbi Silver of the Nevada Supreme Court administered the ceremonial oath of office to the newly elected Regents.
   - Mr. Joseph C. Arrascada
   - Mr. Patrick J. Boylan
   - Mr. Byron Brooks
   - Dr. Lois Tarkanian

3. Information Only – Regent Orientation – A Regent orientation was presented to provide the necessary framework for the new members of the Board of Regents for their future work on the Board. The orientation also provided a refresher course for continuing members of the Board. Presentations were made on major areas of responsibility, including the Nevada Open Meeting Law, Regent ethics requirements, and fiduciary duty.

   3a. Information Only – Welcome and Opening Remarks – Chair Doubrava welcomed participants and the new Regents and wished all a Happy New Year. Regents welcomed the new Regents to the Board.

3. Information Only – Regent Orientation – *(Continued)*

3b. Information Only – Nevada Open Meeting Law – Nevada Chief Deputy Attorney General Rosalie Bordelove provided an overview of the Nevada Open Meeting Law and its requirements. She also updated the Board on recent legislative changes and the Governor's Emergency Directive currently in place. *(Ref. BOR-3b on file in the Board Office.)*

In response to Regent Carter's question about whether a meeting to take items, such as additional cuts from the Legislature, would qualify as an emergency meeting, Deputy Attorney General Bordelove stated it most likely would not be eligible. The three-day posting timeframe would be necessary.

Regent Carter asked if discussing an item not on the agenda is a violation and punishable through the Attorney General's Office. Deputy Attorney General Bordelove stated the Open Meeting Law requires that an item be placed on an agenda to be deliberated on. The Open Meeting Law requires that any violation be placed on an agenda to be acknowledged.

In response to Regent Perkins' question related to use of the chat function during virtual meetings, Deputy Attorney General Bordelove stated if the chat function is viewable by the public and recorded, it could be permissible without a violation taking place. She is not aware of any court decision on the topic.

3c. Information Only – Nevada Ethics in Government Law – Nevada Commission on Ethics Executive Director Yvonne M. Nevarez-Goodson provided an overview of the Nevada Ethics in Government Law including, prohibited conduct; disclosures; voting and abstention; and safe harbor provisions. *(Ref. BOR-3c on file in the Board Office.)*

Regent Carter asked whether a disclosure is needed if one of his clients becomes a conversation topic during an agenda item. Executive Director Nevarez-Goodson responded if the interests of the client are going to be affected by the agenda item discussion, she would encourage disclosure of the relationship. Then he must determine whether the client's interest is material and if an abstention is needed.

The meeting recessed at 12:40 p.m. and reconvened at 1:00 p.m. with all members present except Regent Moran.

3d. Information Only – Fiduciary Duty –Attorney Michael B. Wixom provided an overview of the Board's fiduciary duty and public trust in relation to governance and oversight of the Nevada System of Higher Education. *(Supplemental Material on file in the Board Office.)*

3. Information Only – Regent Orientation – *(Continued)*

3d. Information Only – Fiduciary Duty – *(Continued)*

Regent Arrascada asked how a Regent's fiduciary responsibility is related to determining salaries for presidents and staff. Mr. Wixom stated the challenge when setting salaries is the responsibility must be balanced as a Board member, the individual, and the public trust.

4. Approved – Minutes – The Board approved the following meeting minutes:
- September 16, 2020, ad hoc UNR President Search Committee meeting *(Ref. BOR-4a on file in the Board Office.)*
- September 17, 2020, Board of Regents special meeting *(Ref. BOR-4b on file in the Board Office.)*
- November 13, 2020, Board of Regents special meeting *(Ref. BOR-4c on file in the Board Office.)*

Regent Perkins moved approval of the minutes. Regent Carter seconded. Motion carried via a roll call vote. Chair Doubrava, Vice Chair Del Carlo, and Regents Brooks, Carter, Carvalho, Geddes, McAdoo, McMichael, Perkins, and Tarkanian voted yes. Regent Arrascada abstained. Regents Boylan and Moran were absent.

5. Approved – Appointment of Interim Chief of Staff, Board of Regents – The Board approved Board Deputy Chief of Staff Keri D. Nikolajewski to serve as Interim Board Chief of Staff and approved the proposed employment contract. *(Ref. BOR-5 on file in the Board Office.)*

Chair Doubrava presented the appointment and proposed employment contract. The base salary was determined in consultation with Vice Chair Del Carlo, with input from past Chair Geddes.

Vice Chair Del Carlo stated Ms. Nikolajewski has a depth of experience and is truly deserving of the appointment.

Regent Geddes moved approval of Board Deputy Chief of Staff Keri D. Nikolajewski to serve as Interim Board Chief of Staff and the proposed employment contract. Regent McMichael seconded.

Regent Geddes stated Ms. Nikolajewski has been with NSHE for nearly two decades and has advanced through the NSHE.

Regent Perkins asked whether a salary comparison across the state was made. Chair Doubrava stated the salary range is based on Administrative Faculty within the NSHE.

5. Approved – Appointment of Interim Chief of Staff, Board of Regents – *(Continued)*

Based on Ms. Nikolajewski's current salary as Deputy Chief of Staff and the Chief of Staff's duties, the offer of $150,000 was made.

Regent Geddes added NSHE salary ranges are updated yearly based on national norms and standards.

Regent McAdoo asked whether the Board would have legal counsel since the Chief General Counsel's responsibilities are plentiful. Chair Doubrava stated his first responsibility was to fill the Chief of Staff position. Discussions are ongoing to fill the Counsel position.

Regent McAdoo believed there are distinct differences between legal counsel for the Board and the Chief General Counsel position. She did not think it was in the Board's best interest to have the same person for both positions.

Regent Perkins left the meeting.

Motion carried via a roll call vote. Chair Doubrava, Vice Chair Del Carlo, and Regents Arrascada, Boylan, Brooks, Carter, Carvalho, Geddes, McAdoo, McMichael, and Tarkanian voted yes. Regents Moran and Perkins were absent.

Ms. Nikolajewski thanked Chair Doubrava and the Board for their support, and said she looked forward to the opportunity.

6. Approved – *Handbook* and *Procedures and Guidelines Manual* Revisions, Regents' Outstanding Classified Staff Award – The Board approved a revision to the *Board of Regents Handbook* (Title 4, Chapter 1, new Section 40) and the *Procedures and Guidelines Manual* (Chapter 8, Section 2, Subsection 6) to establish the Regents' Outstanding Classified Staff Award. *(Ref. BOR-6 on file in the Board Office.)*

Chancellor Melody Rose presented a revision to the *Board of Regents Handbook* (Title 4, Chapter 1, new Section 40) and the *Procedures and Guidelines Manual* (Chapter 8, Section 2, Subsection 6) to establish the Regents' Outstanding Classified Staff Award. This award will be presented annually by the Board to an NSHE classified staff employee selected through a nomination and committee review process.

Regent McAdoo asked whether the institutions currently have this award. Chancellor Rose stated some of the institutions do offer classified staff awards. Chief General Counsel Reynolds agreed that some institutions have classified staff awards but was unsure whether it was universal across all the institutions. This will elevate the recognition to the Board level.

6. Approved – *Handbook* and *Procedures and Guidelines Manual* Revisions, Regents' Outstanding Classified Staff Award – *(Continued)*

Chief General Counsel Reynolds noted the *Handbook* and *Procedures and Guidelines Manual* set forth the nomination process and the criteria. The institution bears the award amount, which is like the other awards given to faculty.

Regent Perkins entered the meeting.

Chancellor Rose stated classified staff are almost always underappreciated for the remarkable work they do on the campuses. Classified staff provide much of the day-to-day support for students and faculty.

Vice Chair Del Carlo and Regent Carvalho stated it is important to provide this recognition.

Regent Boylan asked if the award is at each institution or one person across the NSHE. Chancellor Rose responded the award is a single classified staff member from across the NSHE. Chief General Counsel Reynolds added each institutional President, in conjunction with its Classified Council, will submit one nomination to NSHE Human Resources.

Regent Boylan left the meeting.

Expressing concern for the budget constraints of the smaller institutions, Regent McAdoo asked if System Administration could cover the $3,000 award amount or whether the amount could be divided among the institutions and System Administration. Chair Doubrava acknowledged Regent McAdoo's concern.

Vice Chair Del Carlo moved approval of a revision to the *Board of Regents Handbook* (Title 4, Chapter 1, new Section 40) and the *Procedures and Guidelines Manual* (Chapter 8, Section 2, Subsection 6) to establish the Regents' Outstanding Classified Staff Award. Regent McMichael seconded. Motion carried via a roll call vote. Chair Doubrava, Vice Chair Del Carlo, and Regents Arrascada, Brooks, Carter, Carvalho, Geddes, McAdoo, McMichael, Perkins, and Tarkanian voted yes. Regents Boylan and Moran were absent.

Regent Boylan entered the meeting.

7. Approved – *Handbook* Revision, Use of Student Access Funds – The Board approved revisions to the Use of Student Access Funds (Title 4, Chapter 18, Section 8) to temporarily allow CSN, GBC, TMCC, and WNC to use these funds to offset the budget cuts to the Nevada Promise Scholarship program for the Spring 2021 semester and to require the Presidents to report back to the Board on the amount transferred and to direct that all non-need-based aid be used first before drawing on the 80 percent of need-based Student Access Funds. *(Ref. BOR-7 and Supplemental Material on file in the Board Office.)*

Chief Financial Officer Andrew Clinger presented revisions to the Use of Student Access Funds (Title 4, Chapter 18, Section 8) to temporarily allow CSN, GBC, TMCC, and WNC to use these funds to offset the budget cuts to the Nevada Promise Scholarship program for the Spring 2021 semester.

Regent Geddes expressed his concerns about moving funds from students that may need it and transferring to those that may not necessarily need it. NSHE created Student Access Funds to make sure students who did not have the means would have a way to deal with increasing higher education costs. He stated he would support it in the short term if the Board received a report on how much each institution had to transfer.

Regent Geddes moved approval of revisions to the Use of Student Access Funds (Title 4, Chapter 18, Section 8) to temporarily allow CSN, GBC, TMCC, and WNC to use these funds to offset the budget cuts to the Nevada Promise Scholarship program for the Spring 2021 semester and to require the Presidents to report back to the Board on the amount transferred and to direct that all non-need-based aid be used first before drawing on the 80 percent of need-based Student Access Funds. Regent McMichael seconded.

Regent Carvalho asked to hear from Presidents Solis and Helens. President Vincent R. Solis stated WNC is committed to exhausting all sources of funds to ensure that the students with the most need are taken care of. President Joyce M. Helens said GBC will always assist the students with the greatest needs.

Regent Carter clarified this would be for one semester only.

In response to a question from Regent Perkins related to using CARES Act funds before using Student Access Funds, Chief Financial Officer Clinger stated future allocation of CARES Act funds would not be available until July 1, 2021.

Motion carried via a roll call vote. Chair Doubrava, Vice Chair Del Carlo, and Regents Arrascada, Boylan, Brooks, Carter, Carvalho, Geddes, McAdoo, McMichael, Perkins, and Tarkanian voted yes. Regent Moran was absent.

7. Approved – *Handbook* Revision, Use of Student Access Funds – *(Continued)*

President Solis thanked the Regents and Chancellor Rose for their support of solutions during unprecedented times.

8. Approved – ad hoc Budget Reduction Response Committee Report – The Board accepted the ad hoc Budget Reduction Response Committee report and approved the Committee recommendation. *(Committee report on file in the Board Office.)*

The ad hoc Budget Reduction Response Committee met on December 11, 2020, and heard the following:

Information items

- Committee Chair Carter provided general remarks during his Chair's Report and Introductions update to the Committee, noting his intention to meet monthly. However, no dates for future meetings have been formally set. Committee Chair Carter said he looks forward to the ideas and positivity that the Committee will come up with.
- NSHE Chief General Counsel Reynolds provided a brief overview of the Open Meeting Law related to the ad hoc Budget Reduction Response Committee and its related procedures.
- NSHE Chief Financial Officer Clinger provided an overview of System funding sources, including self-supporting budgets. This discussion was meant as a very high-level overview, and the information could be broken down further for future agendas. General feedback and direction from the Committee included being strategic with future analysis, potentially establishing thresholds and potential areas for future deeper dives. *(Supplemental Material on file in the Board Office.)*
- Mr. Ronn Kolbash, Associate Vice President, Shared Services, University of Chicago, provided an overview of shared services, including the benefits of shared services, building a case for shared services, and developing an implementation plan. General feedback from the Committee included looking back at past successes at the System level, ensuring key components of change management, including stakeholder support (including faculty buy-in), reliance on data, considering regional consolidations vs. statewide consolidations, utilizing business leaders on the Committee, always maintaining a customer service approach, and considering common course numbering at the System level. *(Supplemental Material on file in the Board Office.)*

New business items

- A presentation related to an overview of SCS and a corresponding explanation of the budget
- An inventory/analysis of existing shared services around NSHE
- A discussion of Library Services around the System
- An understanding of process framework for the ad hoc Committee
- Addition of all NSHE Business Officers and the NSHE CIO as advisory members for future input

8. Approved – ad hoc Budget Reduction Response Committee Report – *(Continued)*

New business items – *(Continued)*

- An agenda item related to innovation as a topic to discuss monetizing research, online strategies for class offerings, and new sources of revenue to help sustainability, in line with the Committee's mission

Action items

The Board approved the following recommendation of the ad hoc Budget Reduction Response Committee:

- Committee Chair Carter led a discussion on the name of the ad hoc Budget Reduction Response Committee. The Committee discussed and recommended approval of a formal name change that aligns with its mission and focus: "Fiscal Sustainability Committee."

Regent Carter moved acceptance of the report and approval of the ad hoc Budget Reduction Response Committee recommendation. Regent Perkins seconded. Motion carried via a roll call vote. Chair Doubrava, Vice Chair Del Carlo, and Regents Arrascada, Boylan, Brooks, Carter, Carvalho, Geddes, McAdoo, McMichael, Perkins, and Tarkanian voted yes. Regent Moran was absent.

Regent Tarkanian left the meeting.

9. Approved – 2021 NSHE Legislative Plan – The Board approved the NSHE legislative advocacy plan for the 81st Session of the Nevada Legislature beginning on February 1, 2021. *(Ref. BOR-9 on file in the Board Office.)*

Chancellor Rose, Chief Financial Officer Clinger, and Chief of Staff to the Chancellor Michael Flores presented the NSHE legislative advocacy plan for the 81st Session of the Nevada Legislature beginning on February 1, 2021, including: 2019 Legislature approved general fund operating budget; COVID impact on state operating budget; 2019 Legislature approved appropriations; Fiscal Year (FY) 22 and 23 State Operating Budget Board of Regents General Fund Request; Capital Improvement Projects Board of Regents' prioritization; faculty and staff compensation; potential legislation; NSHE Government Affairs team; legislative outreach; process for bills; personalized legislative tracking; process for budget approval; NSHE communication; and Board protocols.

Regent Geddes asked where the property tax rates that fund the CIP priority list were. Chief Financial Officer Clinger responded the Economic Forum does not project property tax. The information will be released next week.

Regent Geddes stated the Board delegates authority for the Chancellor to speak on behalf of NSHE on bills that may come up and then report back. Chancellor Rose noted that was her understanding. She added she would not take a position unless the Board has stated its position on a matter.

9. Approved – 2021 NSHE Legislative Plan – *(Continued)*

Regent McAdoo appreciated the work put into the presentation.

In response to a question from Regent McAdoo related to NSHE's Twitter hashtag for the Session, Chief of Staff Flores stated it had not been decided.

Regent McAdoo thanked those involved for including the bill and budget approval processes in writing.

Regent McAdoo asked with the Session's virtual format if the Board would still be encouraged to engage. Chancellor Rose stated she encouraged strategic engagement of the Regents. She intended to increase accountability to the Board, so each Regent is equipped with the right information when asked.

Regent McAdoo moved approval of the NSHE legislative advocacy plan for the 81st Session of the Nevada Legislature beginning on February 1, 2021. Vice Chair Del Carlo seconded. Motion carried via a roll call vote. Chair Doubrava, Vice Chair Del Carlo, and Regents Arrascada, Boylan, Brooks, Carter, Carvalho, Geddes, McAdoo, McMichael, and Perkins voted yes. Regents Moran and Tarkanian were absent.

10. Information Only – Workshop on the Principles of Trusteeship by the Association of Governing Boards of Universities and Colleges – Chancellor Rose introduced Association of Governing Boards of Universities and Colleges (AGB) Senior Fellow and Senior Consultant Dr. Kevin Reilly. Dr. Reilly presented and facilitated a workshop on the principles of trusteeship including areas for board self-evaluation; an overview and discussion of the challenges facing effective boards; the responsibilities of board members; the difference between a governing board's role and an administration's role; and how board members can model positive behavior, act with integrity, serve the board's mission and maintain a healthy board culture. *(Refs. BOR-10a, BOR-10b, BOR-10c, BOR-10d, BOR-10e, BOR-10f, and BOR-10g on file in the Board Office.)*

Chair Doubrava stated he has attended Faculty Senate meetings by invitation and found it valuable but realized that his presence might alter open discussion.

Regent Perkins believed the Regent must earn a level of trust from the Senate so it knows the Regent will not be a disruption.

Regent Carvalho believed it was essential to attend the meetings when invited. It is important to know when the Board's collective decision should be given versus the individual Regent's opinion.

10. Information Only – Workshop on the Principles of Trusteeship by the Association of Governing Boards of Universities and Colleges – *(Continued)*

Regent Carvalho stated shared governance is unique to higher education, but there is value in the process. Chancellor Rose added AGB has excellent publications on shared governance.

President Solis stated it is crucial to have a shared standard definition and understanding of shared governance.

In response to a question from Chair Doubrava related to private/public institutions, Dr. Reilly stated it should not make a difference if the institution is private or public. But if there is an issue on something like tuition, taxpayers feel that since they contribute tax dollars, they should be a part of the decision-making.

Regent Carvalho said she often wonders if she as a Regent is managing instead of governing. She asked if it is appropriate during meetings to ask management questions to govern more appropriately. Dr. Reilly stated it is fair to gather the information to govern appropriately. Chancellor Rose appreciated the question and acknowledged that she and her staff are delighted to hear from Regents and have the one-on-one conversations.

Regent Boylan asked what was meant by student sensitivity. Dr. Reilly noted that by probing student sensitivity, a Regent can learn a lot of information about their viewpoints on certain issues and how it differs by institution.

Regent McAdoo stated asking respectful questions at meetings matters because all Regents may learn from the other questions that are asked.

The meeting recessed at 4:12 p.m. and reconvened at 4:18 p.m. with all members present except Regents Moran and Tarkanian.

Dr. Reilly continued his presentation.

Vice Chair Del Carlo stated that governing board seminars and this Board has opened her views on many different issues she was unaware of when she began.

Regent Carvalho stated the Regents are fortunate that Chancellor Rose and former Chancellor Reilly are open to the Regents engaging with the Presidents and the institutions they represent.

Chair Doubrava believed it was fair to say that Regents must understand that they will disagree with other Regents, but all must be collegial and polite in the disagreements. Dr. Reilly stated a healthy Board culture understands that this is a public event and behavior used sends messages to the public.

Vice Chair Del Carlo agreed that Board culture is everything.

10. Information Only – Workshop on the Principles of Trusteeship by the Association of Governing Boards of Universities and Colleges – *(Continued)*

Regent Perkins stated each Regent must have the sense that disagreements are not a personal attack.

Regent McAdoo added Board culture is established in all areas, not just in a meeting.

Chancellor Rose noted part of her philosophy around Board governance is the practice of continual improvement. She has discussed providing in-service Regent education throughout the year with the Chair and Vice Chair.

Chair Doubrava and Chancellor Rose thanked Dr. Reilly for an excellent presentation.

11. Information Only – New Business – None.

12. Information Only – Public Comment

Public Comment from Kent Ervin announced that he and Professor Doug Unger would be representing the Nevada Faculty Alliance at the Legislature. The Nevada Faculty Alliance is an independent voice of NSHE faculty. *(Ref. Ervin.Kent(2)01.15.21 on file in the Board Office.)*

The meeting adjourned at 5:37 p.m.

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

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

Approved by the Board of Regents at its April 16, 2021, meeting.