

SPECIAL MEETING
BOARD OF REGENTS
NEVADA SYSTEM OF HIGHER EDUCATION

System Administration, Reno
2601 Enterprise Road, Conference Room

Friday, July 23, 2021

Video Conference Connection from the Meeting Site to:
System Administration, Las Vegas
4300 S. Maryland Parkway, Board Room
and
Great Basin College, Elko
1500 College Parkway, Berg Hall Conference Room

Members Only:

Mrs. Cathy McAdoo, Chair
Dr. Patrick R. Carter, Vice Chair
Mr. Joseph C. Arrascada
Mr. Patrick J. Boylan
Mr. Byron Brooks
Ms. Amy J. Carvalho
Mrs. Carol Del Carlo
Dr. Mark W. Doubrava
Dr. Jason Geddes
Mr. Donald Sylvantee McMichael Sr.
Mr. John T. Moran
Ms. Laura E. Perkins
Dr. Lois Tarkanian

Others Present:

Dr. Melody Rose, Chancellor
Ms. Crystal Abba, Vice Chancellor, Academic and Student Affairs
Mr. Caleb Cage, Vice Chancellor, Workforce Development
Mr. Andrew Clinger, Chief Financial Officer
Ms. Yvonne Nevarez-Goodson, Deputy General Counsel
Ms. Keri Nikolajewski, Interim Chief of Staff to the Board
Mr. Joe Reynolds, Chief General Counsel
Mr. Michael B. Wixom, Special Counsel
Dr. Federico Zaragoza, President, CSN
Dr. Kumud Acharya, President, DRI
Dr. Vickie Shields, Acting President, NSC
Dr. Keith E. Whitfield, President, UNLV
Mr. Brian Sandoval, President, UNR
Dr. Vincent R. Solis, President, WNC

Faculty senate chairs in attendance were: Dr. Julian Smit, CSN; Mr. Kevin Seipp, GBC; Mr. Glenn Heath, SA; Dr. Virginia Irintcheva, TMCC; Ms. Shannon Sumpter, UNLV; and Dr. Amy Pason, UNR. Student body presidents in attendance were: Mr. Zachary Johnigan, ASCSN President, CSN; Mr. Austin Brown, ASUN President, UNR; and Mr. Matthew Hawn, GSA President, UNR. Classified council chair in attendance was: Ms. Amanda Godin, WNC.

Chair McAdoo called the meeting to order at 9:00 a.m. with all members present. Regent Geddes led the Pledge of Allegiance.

1. Information Only – Public Comment

The following individuals spoke or provided written public comment in favor of NSHE vaccine and/or mask mandates:

- Stu Alderman
- Pamela Ball (*Ball.Pamela07.23.21 on file in the Board Office.*)
- Anthony Barone (*Barone.Anthony07.23.21 on file in the Board Office.*)
- Vanessa Rodriguez Barrera (*Barrera.VanessaRodriguez07.23.21 on file in the Board Office.*)
- Jennifer Basquiat (*Basquiat.Jennifer07.23.21 on file in the Board Office.*)
- Christine Bergman
- Kristie Berthelotte (*Berthelotte.Kristie07.23.21 on file in the Board Office.*)
- Laura Book (*Book.Laura07.23.21 on file in the Board Office.*)
- Mi Bui (*Bui.Mi07.23.21 on file in the Board Office.*)
- Cristina Caputo (*Caputo.Cristina07.23.21 on file in the Board Office.*)
- Jennifer Chandler (*Chandler.Jennifer07.23.21 on file in the Board Office.*)
- Mellynn Corzine (*Corzine.Mellynn07.23.21 on file in the Board Office.*)
- Amber Gomez (*Gomez.Amber07.23.21 on file in the Board Office.*)
- Samantha Jewell (*Jewell.Samantha07.23.21 on file in the Board Office.*)
- Kay Kindred (*Kindred.Kay07.23.21 on file in the Board Office.*)
- Brian Labus
- Shannon Larson (*Larson.Shannon07.23.21 on file in the Board Office.*)
- Bruce D. Luske (*Luske.Bruce07.23.21 on file in the Board Office.*)
- Robert MacDonald (*MacDonald.Robert07.23.21 on file in the Board Office.*)
- Rhett Michelson (*Michelson.Rhett07.23.21 on file in the Board Office.*)
- Rhonda Montgomery
- Eric Moreau (*Moreau.Eric07.23.21 on file in the Board Office.*)
- David Orentlicker (*Orentlicker.David07.23.21 on file in the Board Office.*)
- Amy Palmer (*Palmer.Amy07.23.21 on file in the Board Office.*)
- Carrie Preite (*Preite.Carrie07.23.21 on file in the Board Office.*)
- Laurence Reese (*Reese.Laurence07.23.21 on file in the Board Office.*)
- Norma Saldivar (*Saldivar.Norma23.21 on file in the Board Office.*)
- Diane Senecal (*Senecal.Diane07.23.21 on file in the Board Office.*)
- Denise Signorelli (*Signorelli.Denise07.23.21 on file in the Board Office.*)
- Stacey Lea Spahn (*Spahn.StaceyLea.23.21 on file in the Board Office.*)
- Shannon Sumpter
- Rachel Surryhne (*Surryhne.Rachel07.23.21 on file in the Board Office.*)
- Nicole Thomas (*Thomas.Nicole07.23.21 on file in the Board Office.*)
- Pedro Vazquez (*Vazquez.Pedro07.23.21 on file in the Board Office.*)
- Joshua Vermillion (*Vermillion.Joshua07.23.21 on file in the Board Office.*)

1. Information Only – Public Comment – (Continued)

In favor of NSHE vaccine and/or mask mandates: *(Continued)*

- Gadine Whitaker
- Theri Wyckoff *(Wyckoff.Theri07.23.21 on file in the Board Office.)*
- Amy Ziemba *(Ziemba.Amy07.23.21 on file in the Board Office.)*

The following individuals provided written public comment in opposition of NSHE vaccine and/or mask mandates:

- Margarita Huerta *(Huerta.Margarita07.23.21 on file in the Board Office.)*
- Anthony LaBounty *(LaBounty.Anthony07.23.21 on file in the Board Office.)*
- Joy Patrick *(Patrick.Joy07.23.21 on file in the Board Office.)*
- Albert Rodriguez *(Rodriguez.Albert07.23.21 on file in the Board Office.)*
- Shelly Smith *(Smith.Shelly07.23.21 on file in the Board Office.)*
- Dana Widdison *(Widdison.Dana07.23.21 on file in the Board Office.)*
- Sonya Wilson *(Wilson.Sonya07.23.21 on file in the Board Office.)*

The following individuals spoke or provided written public comment in favor of the transfer of Sierra Nevada University (SNU) to the University of Nevada, Reno (UNR):

- Carole K. Anderson *(Anderson.Carole07.23.21 on file in the Board Office.)*
- Amy Berry *(Berry.Amy07.23.21 on file in the Board Office.)*
- Paul Bible *(Bible.Paul07.23.21 on file in the Board Office.)*
- Ty Casey
- Karen Craig
- Russell Dudley
- Patricia Engels *(Engels.Patricia07.23.21 on file in the Board Office.)*
- Kent Ervin
- Alan Feldman *(Feldman.Alan07.23.21 on file in the Board Office.)*
- Andrew Gauthier *(Gauthier.Andrew07.23.21 on file in the Board Office.)*
- Miriam Gomez
- Emmett Hall *(Hall.Emmett07.23.21 on file in the Board Office.)*
- Caitlin Lazaro
- Charlotte and Dick McConnell *(McConnell.Charlotte_Dick07.23.21 on file in the Board Office.)*
- Madylon Meiling *(Meiling.Madylon07.23.21 on file in the Board Office.)*
- Haddee Martinez
- Steven Romero
- Elizabeth Thibodeau
- Herbie Walker
- Gregory Woodson *(Woodson.Gregory07.23.21 on file in the Board Office.)*

The following individual provided written public comment in opposition to UNLV in-person instruction for Fall 2021 and beyond:

- Nirosh Moodley *(Moodley.Nirosh07.23.21 on file in the Board Office.)*

Chair McAdoo thanked all who provided Public Comment. She also thanked those working at each site for their efforts related to today's meeting.

Regent Moran left the meeting.

2. Approved – Minutes – The Board approved the following meeting minutes:
- April 16, 2021, Board of Regents special meeting (*Ref. BOR-2a on file in the Board Office.*)
 - April 28, 2021, ad hoc NSC President Search Committee meeting (*Ref. BOR-2b on file in the Board Office.*)
 - April 29, 2021, Board of Regents special meeting (*Ref. BOR-2c on file in the Board Office.*)

Regent Geddes moved approval of the meeting minutes. Regent Perkins seconded. Motion carried. Regent Moran was absent.

3. Information Only – Chancellor’s Report – Chancellor Melody Rose updated the Regents on the state of the pandemic in Nevada. Nevada is in a critical time in the statewide COVID-19 response, and it requires urgent action and attention. NSHE must do everything in its control to protect the health, safety and well-being of students, faculty, and staff. Nevada is experiencing a surge in new cases in every critical category on the COVID-19 dashboard. The Delta variant and low vaccination rates are two factors for the increase in cases. The Delta variant accounts for 83 percent of new cases in the United States. According to the COVID-19 dashboard, about 47 percent of eligible Nevadans have been fully vaccinated. Immunization is the safest and most effective tool to prevent outbreaks that could disrupt learning and cause preventable illness among the community. Unfortunately, only 34 percent of 20-29 year olds in Nevada have received their first dose of the vaccine. School leadership will need to address mitigation efforts. The current surge will not be the end of NSHE’s response. NSHE will continue to see case surges until there are higher statewide and national vaccination rates. COVID-19 will continue to affect the economy, health, statewide behavioral health, and the most vulnerable populations. No matter how tired everyone is with the disruptions of the virus, everyone must come together to find science-based solutions to work against it. All of this provides challenges for NSHE, but it also provides opportunities. NSHE must continue to prioritize the health and safety of faculty, staff, and students. The COVID-19 Task Force continues to meet to deliberate options and coordinate solutions. The Task Force will deliver policy recommendations based on science to keep all members of the NSHE community safe. All actions and resources will be considered. Board of Regents’ involvement and direction is vital.
4. Information Only – Board Chair’s Report – Chair McAdoo stated she is humbled and grateful by the opportunity to serve. She extended the Board of Regents’ sympathy to the family and friends of Thomas Edmond Gallagher. NSHE is indebted to him for championing education all his life.

The meeting recessed at 10:22 a.m. and reconvened at 10:30 a.m. with all members present except Regent Moran.

5. Approved – Sierra Nevada University Transfer to University of Nevada, Reno – The Board approved the following actions related to the transfer of Sierra Nevada University to the University of Nevada Reno, including the following points: 1) Approval of the Chair's execution of the Memorandum of Agreement with Sierra Nevada University, the University of Nevada Reno, and the University of Nevada Reno Foundation, as that Memorandum of Agreement has been clarified by an Action by Written Consent of the Board of Trustees for Sierra Nevada University, dated July 14, 2021, and by this motion; 2) Confirmation that any employees of the University of Nevada, Reno who become members of the governing board for Sierra Nevada University as part of the transfer and acquisition are acting in the course and scope of their employment with the University of Nevada Reno; 3) Directing the University of Nevada Reno, in cooperation with Sierra Nevada University, to timely request all necessary authorizations and approvals, for the transfer of Sierra Nevada University programs and academic operations to the University of Nevada Reno, from all applicable regulatory bodies, including, without limitation, A) all necessary approvals from the Northwest Commission on Colleges and Universities, B) all necessary approvals from the Nevada Commission on Postsecondary Education, and C) final approval from the U.S. Department of Education; 4) Directing that no University of Nevada employees or administrators shall become members of the governing board for Sierra Nevada University until the transfer of Sierra Nevada University programs and operations is approved by applicable regulatory bodies, and such transfer has been effectuated; and 5) Directing that, following the transfer of the Sierra Nevada University programs and operations to the University of Nevada Reno, in the event that the governing board for that institution continues to exist, the applicable bylaws and governing documents for that governing board be amended so as to provide for the orderly appointment of successors to the University Nevada Reno administrators who will serve as members of the governing board for Sierra Nevada University, with such bylaws and governing documents to be approved by the Board of Regents. *(Ref. BOR-5 and Supplemental Material on file in the Board Office.)*

President Brian Sandoval stated when Sierra Nevada University (SNU) representatives first approached UNR about the possibility of an acquisition, his reaction was “wow” and “yes.” There is great potential associated with this acquisition. Extending SNU's proud legacy of a student-centered focus for success is certainly there. In addition, the possibilities of growing and enhancing UNR's academic and research offerings through what is already offered at SNU are there as well. Finally, the possibility of creating something truly special between two communities and institutions is lasting and brings all closer together. This is all possible because both institutions dream the same dreams and share the same institutional priorities.

Regent Moran entered the meeting.

Both institutions ensure the success of their students and offer programs that speak to the individual's dreams. The institutions share goals and want the same outcomes. It's the dreams of the students, faculty, staff, and community that genuinely make SNU special. The educational experience offered at SNU uses the environment of Lake Tahoe to help its students become confident, collaborative leaders. There are strong parallels between the student experience at SNU and what UNR offers.

5. Approved – Sierra Nevada University Transfer to University of Nevada, Reno –
(Continued)

SNU's emphasis on entrepreneurial thinking, professional preparedness, liberal arts, and environmental sustainability meld perfectly with many of the core institutional themes at the heart of UNR. In addition, the acquisition gives UNR a rare opportunity to make research inroads needed to preserve Lake Tahoe's legendary water clarity. As a result, more students will have the opportunity to conduct research with faculty in and around Lake Tahoe and build essential approaches for the planet's future, including sustainability.

Vice Chair Carter left the meeting.

The agreement will help broaden the educational borders and encourage students to reach out to the community and become involved in giving back. The SNU campus will allow students to learn and discover in a learning environment unlike any other in higher education. In addition, their time at Lake Tahoe will make them more aware of the natural world. Connection to this natural world is a crucial component of mental and physical well-being.

President Sandoval stated that as he visited various groups at SNU, it was strongly reaffirmed that the Incline Village and North Lake Tahoe communities love the campus and that it is a community centerpiece. It is a place where the community gathers to experience the energy and optimism of the students and faculty. Together they will create opportunities to come together, to share, and to partner for a common purpose. This will be an opportunity to heighten the social mobility for all Nevadans. Both institutions want the students to succeed and have the tools necessary to transform the world. This is genuinely a generational type of opportunity that will help transform higher education in Nevada.

President Sandoval introduced SNU Board of Trustees Chair Dr. Atam Lalchandani.

Dr. Lalchandani stated SNU was founded in Lake Tahoe 50 years ago as a small private liberal arts college. It has provided an outstanding and unique education to its students for many years. The undergraduate programs attract students interested in learning well beyond the four walls of classrooms. SNU is a dynamic "learning lab" that extends classroom interaction to practical experience. Many of the programs are interdisciplinary and offer a holistic approach that fosters students' self-efficacy, intellectual curiosity, and emotional intelligence. SNU has trained many of Nevada's teachers through its teacher certification program, Master of Arts in Teaching, and Master's in Education. In addition, graduate offerings include a Master of Fine Arts in Creative Writing and a Master of Fine Arts in Interdisciplinary Art. The SNU campus provides an unparalleled educational opportunity to its students and faculty.

Dr. Lalchandani reported SNU finances are solid as of June 30, 2021. All buildings on the 20-acre campus are new and have a sizeable maintenance reserve account. In addition, SNU has \$7.7 million in operating reserves available. Other than a joint venture partnership with UC Davis on the science building, all campus facilities are wholly

5. Approved – Sierra Nevada University Transfer to University of Nevada, Reno –
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owned by the SNU non-profit corporation. The entire campus is master-planned for expansion to accommodate up to 800 students.

Dr. Lalchandani noted many might ask why a transfer to the UNR with such a strong balance sheet and cash position. SNU and its students, like so many others throughout the country, are buffeted by demographic trends in high school graduates and enrollment. In addition, SNU is not immune to the challenges faced by small liberal arts colleges. The Board of Trustees at SNU wanted to achieve its long-term goals, and the best way to do that was to partner with a first-rate research university. While examining the options, it was clear there was a unique opportunity at UNR. The Regents had just hired President Sandoval. That told SNU that UNR was a forward-looking university willing to look beyond academic conventions to move forward in today's new and challenging environment. After the first meeting with President Sandoval, it was clear to SNU that he had the skills necessary to accomplish the acquisition and create a campus in Lake Tahoe to its fullest potential. There are many challenges ahead to finalize the integration of the UNR and SNU campuses, but the Board of Trustees is fully confident in the transition team's ability. The vision for the SNU campus will further the Lake Tahoe community and drive UNR and Nevada forward.

Dr. Lalchandani introduced SNU Chairman Emeritus Dr. Wayne Prim.

Dr. Prim stated this is an exciting time for the institution and the campus community. SNU is a jewel. The process has moved fast due to President Sandoval and Dr. Lalchandani's hard work. Sustainability is the goal of the two institutions. He voiced his support and is confident that the SNU goals will be accomplished.

President Sandoval expressed his appreciation for Dr. Lalchandani and Dr. Prim's commitment to higher education in northern Nevada and this initiative.

President Sandoval provided a virtual video tour of the SNU campus.

President Sandoval stated this opportunity came together quickly. First, and always most important, is UNR's commitment to the SNU students and academic programs. It is essential to stay engaged with the Northwest Commission on Colleges and Universities (NWCCU) and the United States Department of Education during this process. The Nevada Commission on Postsecondary Education will also need to approve. Board of Regents' action will constitute the beginning of the approval process. The process is anticipated to be completed by July 2022. SNU and UNR are committed to ensuring the transition provides stability to SNU students and the community.

5. Approved – Sierra Nevada University Transfer to University of Nevada, Reno –
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The four corners of the transition approach are:

- Protecting the academic pathway for current SNU students;
- Ensuring the academic integrity with dedicated faculty and programs remaining intact;
- Engaging the community, donors, and other stakeholders in a transparent and inclusive way; and
- Involving the broader UNR community as we blend this campus into our education, instruction, and outreach missions.

Pending regulatory approvals and as the transition plan moves forward, SNU will continue to operate in its current capacity, and the current student body should see little change. During this time, with engagement from SNU students, faculty, and staff, UNR will develop plans for current students to have an opportunity to complete the degrees in which they have enrolled. Once the transition is complete, the students and campus will be part of UNR. The campus will be a branch campus of UNR in the Lake Tahoe community, wholly integrated with northern Nevada operations. UNR sees this as a regional resource and looks forward to partnering with all the other NSHE institutions.

President Sandoval acknowledged SNU's strong statewide presence in graduate education, particularly those degrees that serve K-12 partners in teacher education. UNR will fully commit to working with fellow NSHE institutions and our partners in K-12 to protect and expand that critical teacher pipeline for Nevada through a collaborative network.

President Sandoval pointed out a Resolution from the SNU Board dated July 14, 2021, memorializing the assurance that the transition and transfer of control are predicated on the United States Department of Education approval process and timeline. Therefore, no SNU Board of Trustees members will change until that approval is received. This course of action was discussed and determined with NSHE, UNR, and SNU Counsels. On July 19, 2021, the UNR Foundation Executive Committee granted its approval, and a copy of that Resolution is in the Supplemental Material.

President Sandoval introduced UNR Interim Executive Vice President and Provost Jeff Thompson.

Provost Thompson stated the acquisition of SNU into UNR has boundless opportunities and incredible potential for the students and communities of both institutions. SNU's core values of entrepreneurial thinking, professional preparedness, liberal arts, sustainability, and a commitment to active learning align exceptionally well with UNR's academic principles. Both institutions also have committed to engaging with their communities through educational opportunities, the arts and sciences, and campus activities. There are strong overlaps in the curricula and degree programs offered at SNU and UNR. But most importantly, SNU and UNR share enduring commitments to student success.

5. Approved – Sierra Nevada University Transfer to University of Nevada, Reno –
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In collaboration with SNU, UNR has initiated consultations with its higher education accrediting and regulatory bodies. Each accrediting and regulating body have processes and application requirements for a change in ownership of a higher education institution. With the Board of Regents' approval, UNR, in collaboration with SNU, will begin the process to seek a change in ownership of SNU to UNR with a targeted start date of July 1, 2022. During the transition, SNU will continue to operate in its current form. One of the parts of the application process with NWCCU is the assurance of the continued educational programming for current SNU students. During the next year, they will develop a "teach-out" plan for current SNU students as part of the transition process, but SNU students must and will be able to complete their currently enrolled degrees when UNR takes over SNU campus operations. They will also begin exploring enhanced academic and educational programming, along with community engagement opportunities. UNR believes the campus will focus on diverse and long-standing research and scholarship activities centered on beautiful Lake Tahoe.

Provost Thompson believes the transition will tremendously benefit SNU and UNR students, faculty, and communities and lead to amazing possibilities in academic programming, research and scholarship, art and culture, and new collaborative activities.

Vice Chair Carter entered the meeting.

President Sandoval introduced UNR Vice President of Administration and Finance Vic Redding.

Vice President Redding acknowledged the hard work of the SNU Trustees in maintaining a solid balance sheet that carried them through the pandemic. The reference material includes the FY20 audited financials completed by the firm Eide Baily. The FY21 financials are still in process, but he actively reviews that process with the SNU Chief Financial Officer. The FY21's preliminary close reflects a stable fiscal year, with only two significant changes. First, net assets have increased \$6.6 million over the prior year primarily due to an unrestricted gift received late FY21. The gift will be shown in unrestricted cash and investment balance of an estimated \$7.7 million. Second, the FY21 financials will reflect an SBA Paycheck Protection Program (PPP) loan from round two of the COVID relief programs of approximately \$1.6 million. There is a backlog at the SBA and associated banks, but he does anticipate that the loan will be forgiven in FY22. SNU did benefit from a PPP loan in round one that was fully forgiven.

Vice President Redding anticipates that the transition period will span through FY22. The SNU Board of Trustees FY22 Operating Budget is on the final page of the reference material. The budget primarily reflects a stand-alone operation. It is anticipated that if approved, the transition will result in operating savings realized in FY22, but in the interest of a conservative budget no shared service savings are reflected in this document. The critical revenues, student enrollments and residence hall income are slightly above budget projections. Given the cash position of \$7.7 million, adequate cash flow does

5. Approved – Sierra Nevada University Transfer to University of Nevada, Reno –
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exist for operations in FY22 and through the anticipated transition period.

In the future post-transition, UNR has a robust shared services operation in place within NSHE. The benefits of those experiences are significant efficiencies to be realized by bringing SNU into UNR's business and support operations. SNU, a small stand-alone institution, has been unable to take advantage of the scale that UNR has in business and back-office functions. As UNR has demonstrated in collaborations with other NSHE institutions, there are actual expenses and FTE to be saved by incorporating smaller operations into a more significant structure, without material additions in cost. On the revenue side, UNR has a highly active and aggressive programming arm that, when partnered with the current programmatic offerings at SNU, has the opportunity for expanded year-round offerings to both traditional academic activities and areas such as full summer semester, a winter-mester, conferences, and professional education. All these items will drive revenue increases. And finally, once fully recognized as UNR students, these operations should be eligible for state formula funding, both through the weighted student credit hour formula as well as research operations. For the reasons mentioned, UNR has indicated no fiscal note be associated with the acquisition.

President Sandoval stated as UNR prepares to launch its campus strategic planning process, it's hard to imagine a better time or opportunity to discuss in a public and transparent way how to integrate SNU and its programming into the UNR mission. As part of the process and subject to approval, UNR will form a campus advisory board to ensure and maintain strong community ties that make SNU unique.

President Sandoval introduced UNR Faculty Senate Chair Amy Pason and ASUN Student Body President Austin Brown for remarks.

Faculty Senate Chair Pason stated as a graduate of a small liberal arts institution, she understands the reasons students may want to have the small campus experience. She was also a part of a living-learning community where she earned a leadership minor. A portion of that community had co-curricular experiences as part of the learning. The first year of her honor's program had sequenced courses that she took together with a small cohort of other students. She remembers her undergraduate experience when she thinks about the types of programming that UNR can continue and explore on the SNU campus.

ASUN Student Body President Brown stated that while reaching out to UNR students, he heard nothing but optimism and excitement at this opportunity. Students are ready to take on the possibility of a new campus and the opportunities that may arise. Students will expand their academic programs and create learning opportunities outside of the classroom to make students more marketable to future employers. This will also allow regional expansion and development of more student partnerships to better the Reno/Tahoe communities. ASUN Vice President Keegan Murphy shared that acquisition allows an opportunity no other campus gets: premier access to Lake Tahoe. This

5. Approved – Sierra Nevada University Transfer to University of Nevada, Reno –
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agreement will broaden students' study and research possibilities in Lake Tahoe and surrounding regions. This will offer a new and diverse perspective in growing academic faculty and student populations. This acquisition is a once-in-a-lifetime opportunity, and the possibilities are endless. The Wolf Pack community is ready to welcome SNU to the family.

President Sandoval reiterated this is the beginning of the process. He recognized the hard work and commitment given in such a short amount of time. In particular, President Sandoval thanked Chancellor Rose, her team, and Special Counsel Michael B. Wixom who were instrumental in navigating uncharted waters. He also thanked UNR Foundation Counsel Michaelle Rafferty and the dedicated faculty and staff of SNU and UNR, who brought countless pieces together to arrive at this day.

Regent Del Carlo moved approval of the following actions related to the transfer of Sierra Nevada University to the University of Nevada Reno, including the following points: 1) Approval of the Chair's execution of the Memorandum of Agreement with Sierra Nevada University, the University of Nevada Reno, and the University of Nevada Reno Foundation, as that Memorandum of Agreement has been clarified by an Action by Written Consent of the Board of Trustees for Sierra Nevada University, dated July 14, 2021, and by this motion; 2) Confirmation that any employees of the University of Nevada, Reno who become members of the governing board for Sierra Nevada University as part of the transfer and acquisition are acting in the course and scope of their employment with the University of Nevada Reno; 3) Directing the University of Nevada Reno, in cooperation with Sierra Nevada University, to timely request all necessary authorizations and approvals, for the transfer of Sierra Nevada University programs and academic operations to the University of Nevada Reno, from all applicable regulatory bodies, including, without limitation, A) all necessary approvals from the Northwest Commission on Colleges and Universities, B) all necessary approvals from the Nevada Commission on Postsecondary Education, and C) final approval from the U.S. Department of Education;

5. Approved – Sierra Nevada University Transfer to University of Nevada, Reno –
(Continued)

(Motion Continued)

4) Directing that no University of Nevada employees or administrators shall become members of the governing board for Sierra Nevada University until the transfer of Sierra Nevada University programs and operations is approved by applicable regulatory bodies, and such transfer has been effectuated; and 5) Directing that, following the transfer of the Sierra Nevada University programs and operations to the University of Nevada Reno, in the event that the governing board for that institution continues to exist, the applicable bylaws and governing documents for that governing board be amended so as to provide for the orderly appointment of successors to the University Nevada Reno administrators who will serve as members of the governing board for Sierra Nevada University, with such bylaws and governing documents to be approved by the Board of Regents. Regent Geddes seconded.

Regent Geddes stated this is a generational opportunity with significant educational and research opportunities.

Regent Boylan stated this is a win-win situation for the institutions and NSHE. Regent Boylan asked if the employees will be enrolled in PERS. Regent Boylan thanked Dr. Prim for all he has done for SNU.

Vice President Redding noted President Sandoval, as the appointing authority, will have the ability to hire individuals with a search exemption. The individuals will either become NSHE professional or classified employees. The classified employees will generally enter PERS, and most professional employees will go into NSHE's Retirement Plan Alternative.

Regent Carvalho thanked Dr. Prim and Dr. Lalchandani for offering this gift to UNR and NSHE. She agreed this gift is generational and will vastly improve NSHE's ability to educate students in Nevada and worldwide. Regent Carvalho appreciated that it would be a shared asset among all the NSHE institutions. This is a financial undertaking, and she appreciated Vice President Redding for his comments.

5. Approved – Sierra Nevada University Transfer to University of Nevada, Reno –
(Continued)

Regent Carvalho did not understand why the real estate was being gifted to the UNR Foundation. She asked if there is any precedent of real estate held by a foundation anywhere in NSHE. SNU Special Counsel Rick Trachok responded that the transaction was structured to make sure that the gift goes to UNR through the UNR Foundation. The initial transactions of the farm in Eureka County and the Redfield campus were done in this manner. In addition, there are specific provisions in the deed that if this is not used as an educational and research arm of UNR, the title will move to the University of California, Davis.

Regent Carvalho clarified that the Board of Regents did not have input on how the gift would be structured, with Special Counsel Trachok agreeing that it was a requirement from his client.

Special Counsel Wixom added the most similar type of transaction in Board history is the UNLV Singapore Campus.

Regent Carvalho was in favor of the agreement.

Special Counsel Wixom stated there are benefits of this transfer going through the UNR Foundation. The Foundation has been helpful, responsive, and diligent. The Foundation also has resources and facilities that generally are not available to NSHE institutions and staff. The operations and educational offerings will be transferred to UNR and the buildings to the UNR Foundation. UNR will have an arms-length lease with the UNR Foundation for the facilities that will come forward later for approval.

Regent Moran stated he has appreciated his conversations with President Sandoval related to this transition. There is terrific collaboration associated with this item. He would support the motion as this is a groundbreaking scenario and adds value to NSHE.

Regent Moran asked who Special Counsel Trachok and Special Counsel Wixom are representing and who will represent the UNR Foundation. Special Counsel Trachok responded he is Special Counsel to the 501c3. Also in attendance is long-term SNU Counsel Rick Rawson. Chief General Counsel Joe Reynolds stated he entered an engagement with Smith Larson & Wixom, and specifically Mr. Wixom, to represent NSHE and the Board of Regents in this matter. The firm has expertise in corporate, real estate, and higher education law. Chief General Counsel Reynolds specifically requested the firm review the transaction for compliance with Nevada law and Board policy. Special Counsel Trachok added that Michaelle Rafferty would represent the UNR Foundation.

Regent Moran asked if Special Counsel Trachok was aware of the actions taken by the SNU Board of Trustees in June and July with respect to the MOA and whether he was a part of drafting that agreement. Special Counsel Trachok responded he was.

5. Approved – Sierra Nevada University Transfer to University of Nevada, Reno –
(Continued)

Regent Moran asked about several excluded assets, with Special Counsel Trachok noting that the excluded assets are not part of the gift.

Regent Moran clarified that approximately \$3 million in endowments would be a part of the transition of assets, with Special Counsel Trachok responding yes.

Regent Moran stated it was his understanding in reading the documents that some of the excluded assets listed could be included if benefactor consent is received. Special Counsel Trachok reiterated that the agreements state that the excluded assets are not included in the gift and will not be a part of the transaction.

Regent Moran was concerned about where the liabilities would lay if all the assets are going to the Foundation. Special Counsel Trachok stated all the assets currently held by the 501c3 would remain with the 501c3. Therefore, all liabilities that exist up until the 501c3 is dissolved would be liabilities of the 501c3. He was confident that the Foundation and University would address any liability issues with the real property prior to the final transfer agreement.

Regent Moran asked if the upcoming documents would come before the Board for review before execution. Special Counsel Trachok stated that since this is a gift and once final accreditation approvals are received, the deeds will be delivered to the Foundation for recording, and endowment accounts will be assigned.

Special Counsel Wixom clarified that it is critical to understand that the liabilities remain with the 501c3 and that is why the 501c3 will continue to be operational following the actual transfer of SNU operations to UNR. At that time, UNR employees will become 501c3 directors. The 501c3 will keep insurance policies in place to wind down operations. One remaining agreement that will need to come before the Board is the lease between UNR and the UNR Foundation.

Regent Moran asked if any of the excluded assets were used in the financials. Vice President Redding responded no excluded assets were considered. He did note the amount of money being used to secure the line of credit will no longer be needed, so the amount will be net positive moving forward. There is no current balance on the line of credit. In the preliminary analysis, the line of credit will not be needed because there is sufficient cash in place.

In response to a question from Regent Moran, Vice President Redding confirmed operational liquidity through FY22 and the transition period. The operating liquidity will cover transitional expenses as well as any operating loss during the transition period.

Special Counsel Wixom added part of the UNR Foundation's due diligence role is to evaluate all SNU endowments.

5. Approved – Sierra Nevada University Transfer to University of Nevada, Reno –
(Continued)

In response to a question from Regent Moran related to the estimated costs associated with the transition, Vice President Redding responded there is no exact number yet, but \$1 million has been budgeted and set aside in a recharge account to track expenses.

Regent Arrascada asked what is included in the completed transfer of assets. Special Counsel Trachok stated the transfer of real property includes physical structures and the three endowment accounts. Items such as the phone system are considered personal property and will remain with the 501c3. The University will, in the future, decide when and how to transfer those assets.

Regent Carvalho asked if the \$6 million gift to SNU will be a part of the transfer to the Foundation. Vice President Redding noted the \$6 million gift is an asset of the Corporation and will stay on its books during the transition period to help with operating cash. As the Corporation winds down, what remains will be a part of the Corporation transfer to UNR.

In response to a question from Regent Carvalho related to the same people being directors and officers, Special Counsel Wixom stated it is not atypical for directors and officers of a charitable organization to be the same. In this situation, it is helpful. The 501c3 will remain structured as is with its present trustees through the transition. The UNR individuals will not become officers until all appropriate approvals are in place. It was important to all that SNU's structure stays intact to protect SNU and the University.

Regent Brooks wanted to make sure that current students do not lose any of their credits. Provost Thompson stated a part of the process is to ensure that all students currently enrolled will have a path forward to complete their degrees. These will be requirements of the accrediting and regulatory bodies.

Regent Del Carlo stated this is very exciting for NSHE and the community. Dr. Prim has been an unbelievable philanthropist to the community and campus.

Chair McAdoo recognized the enormity of the gift. When Chair McAdoo toured the campus, she saw the pathway of wisdom. This gift will enhance the path of higher education in the community and the world.

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

The meeting recessed at 12:33 p.m. and reconvened at 12:37 p.m. with all members present except Regents Del Carlo and Perkins.

6. Approved – Dedication of Lands for Roundabout at Nevada State College – The Board approved the following related to a dedication deed to the City of Henderson to install and maintain a roundabout at the intersection of Paradise Hills Drive and Nevada State Drive: *(Ref. BOR-6 on file in the Board Office.)*
- 1) A Grant, Bargain, Sale Deed
 - 2) A Public Access Easement
 - 3) A Revocable Permit
 - 4) Authorization for the Chancellor to negotiate and execute the above documents

Acting President Vickie Shields presented the item.

Regent Geddes moved approval of the following related to a dedication deed to the City of Henderson to install and maintain a roundabout at the intersection of Paradise Hills Drive and Nevada State Drive: 1) A Grant, Bargain, Sale Deed; 2) A Public Access Easement; 3) A Revocable Permit; and 4) Authorization for the Chancellor to negotiate and execute the above documents. Regent McMichael seconded.

Regent Moran asked staff's position related to the roundabout. Mr. Brian Podmenik, City of Henderson Public Works, responded they are thrilled to be working with NSC on the roundabout. It will be great for the area and College.

Regent Carvalho stated the area is rapidly growing and traffic needs to be considered.

Motion carried. Regents Del Carlo and Perkins were absent.

Chair McAdoo stated that Agenda Items 7-9 (*Agenda Item 7, ad hoc Fiscal Sustainability Committee; Agenda Item 8, Investment Committee; Agenda Item 9, ad hoc Chief of Staff and Special Counsel Search Committee*) would be taken together as one item.

Regent Geddes left the meeting.

7. Approved – ad hoc Fiscal Sustainability Committee Report – The Board accepted the ad hoc Fiscal Sustainability Committee report and approved the Committee recommendations. *(Committee report on file in the Board Office.)*

The ad hoc Fiscal Sustainability Committee met on June 24, 2021, and heard the following:

Information items

- Committee Chair Carter provided general remarks during his Chair's Report, noting a summary of the Committee's presentations and the various areas it has considered. He said that at this meeting, given the Committee's finite lifespan of one year, the Committee will need to

Agenda Items 7-9 (*Agenda Item 7, ad hoc Fiscal Sustainability Committee; Agenda Item 8, Investment Committee; Agenda Item 9, ad hoc Chief of Staff and Special Counsel Search Committee*) – (Continued)

7. Approved – ad hoc Fiscal Sustainability Committee Report – (Continued)

Information items – (Continued)

determine what areas should be referred to the Board of Regents or any of its standing Committees or other bodies for further exploration.

New business items

➤ None.

Action items

The Board approved the following recommendations of the ad hoc Fiscal Sustainability Committee:

- The minutes from the May 27, 2021, meeting of the ad hoc Fiscal Sustainability Committee. (*Ref. FS-2 on file in the Board Office.*)
- The “Summary of Chair’s Recommendations” document (*Ref. FS-4b attached to Committee Report*), with the following noted additions/amendments based on Committee input and discussion with advisory members: (*Refs. FS-4a and FS-4b on file in the Board Office.*)
 - All references to “Centralized Services” should be noted as “Shared and Centralized Services”
 - “Real Estate” shall be referred to the Business, Finance and Facilities Committee, in line with that Committee’s duties
 - Chief Financial Officer Clinger will be a point of contact for updates regarding System Computing Services

8. Approved – Investment Committee Report – The Board accepted the Investment Committee report and approved the Committee recommendation. (Committee report on file in the Board Office.)

The Investment Committee met on June 30, 2021, and heard the following:

Information items

- Chair’s Report – Committee Chair Carter provided general remarks to the Committee members.
- Management of Investment Portfolios – The Committee discussed the current management of the NSHE investment portfolios as well as other potential management options, which included: (*Supplemental Material on file in the Board Office.*)
 - Continue the contract with Cambridge Associates and Russell Investments and approve extending in accordance with the terms and conditions in the contracts;
 - Terminate the contract(s) of Cambridge Associates and/or Russell Investments in accordance with the terms and conditions of the contracts;
 - Direct staff to begin the Request for Proposals process to potentially hire new Outsourced Chief Investments Officer(s); or

Agenda Items 7-9 (*Agenda Item 7, ad hoc Fiscal Sustainability Committee; Agenda Item 8, Investment Committee; Agenda Item 9, ad hoc Chief of Staff and Special Counsel Search Committee*) – (Continued)

8. Approved – Investment Committee Report – (Continued)

Information items – (Continued)

- Direct staff to begin the process to transfer the investment duties in-house and provide the Chief Financial Officer the authority to hire appropriate staff

The Committee did not take any action. Additional information was requested for a future meeting for possible action.

New business items

- Regent Arrascada requested a policy be established that would require at least one Regent to act as a point of contact to remain updated on the cost of construction following the approval of allocated resources.

Action items

The Board approved the following recommendation of the Investment Committee:

- The minutes from the March 25, 2021, meeting of the Investment Committee. (*Ref. INV-2 on file in the Board Office.*)

9. Approved – ad hoc Chief of Staff and Special Counsel to the Board Search Committee Report – The Board accepted the ad hoc Chief of Staff and Special Counsel to the Board Search Committee report. (*Committee report on file in the Board Office.*)

The ad hoc Chief of Staff and Special Counsel to the Board Search Committee met on June 30, 2021, and heard the following:

Information items

- The Committee discussed and approved the Chief of Staff and Special Counsel to the Board of Regents position announcement as revised to include comments offered by the Committee. (*Ref. COS-2 and Supplemental Material on file in the Board Office.*)
- Committee Chair Carter led a discussion on matters pertaining to the search, including future meetings of the Committee, methods for generating and screening applicants, selection of semi-finalists, and finalist interviews. The Committee reviewed and approved the proposed advertising locations with the addition of social media, including LinkedIn and Indeed. The Committee authorized the Committee Chair and Committee staff to narrow the initial applicant pool to 7-10 semi-finalists to be reviewed on paper by the Committee at its next meeting. (*Ref. COS-3 on file in the Board Office.*)

New business items

- None.

Action items

- None.

Agenda Items 7-9 (*Agenda Item 7, ad hoc Fiscal Sustainability Committee; Agenda Item 8, Investment Committee; Agenda Item 9, ad hoc Chief of Staff and Special Counsel Search Committee*) – (Continued)

Regent Doubrava moved acceptance of the Committee reports and approval of the Committee recommendations for Agenda Items 7-9 (Agenda Item 7, ad hoc Fiscal Sustainability Committee; Agenda Item 8, Investment Committee; Agenda Item 9, ad hoc Chief of Staff and Special Counsel Search Committee). Regent Arrascada seconded.

In response to a question from Regent Moran related to the vote, Chair McAdoo responded that all Committee Reports would be voted on in one motion.

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

10. Information Only – New Business – None.

11. Information Only – Public Comment

Kent Ervin, Nevada Faculty Alliance, congratulated all involved regarding SNU. Dr. Ervin echoed his colleagues' public comment regarding COVID-19 preventive measures. The goal is to return to in-person instruction safely. Therefore, a vaccination mandate with medical exceptions is ideal.

Savannah Hughes provided written public comment in opposition to moving instruction online for the Fall semester and a vaccine mandate until FDA approval.

Keegan Murphy provided written public comment in opposition to a mask mandate.

Chair McAdoo thanked the Board staff, Chancellor Rose, Presidents, and System Computing Services.

The meeting adjourned at 12:54 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 September 9-10, 2021, meeting.