

**BOARD OF REGENTS and its
ad hoc COMMITTEE TO REVIEW THE ROLES AND RESPONSIBILITIES
OF THE CHANCELLOR
NEVADA SYSTEM OF HIGHER EDUCATION
System Administration, Las Vegas
4300 South Maryland Parkway, Board Room
Friday, August 26, 2022**

Video Conference Connection from the meeting site to:
System Administration, Reno
2601 Enterprise Road, Conference Room
and
Great Basin College, Elko
1500 College Parkway, Berg Hall Conference Room

Members Present:

Dr. Mark W. Doubrava, Chair
Ms. Laura E. Perkins, Vice Chair
Mr. Byron Brooks
Dr. Patrick R. Carter
Ms. Amy J. Carvalho
Dr. Jason Geddes

Other Regents Present:

Mrs. Cathy McAdoo, Chair
Mr. Joseph C. Arrascada
Mr. Patrick J. Boylan
Mrs. Carol Del Carlo
Mr. Donald Sylvantee McMichael Sr.
Dr. Lois Tarkanian

Others Present:

Mr. Dale A.R. Erquiaga, Acting Chancellor
Ms. Crystal Abba, Executive Vice Chancellor and Chief of Staff
Mr. Andrew Clinger, Chief Financial Officer
Ms. Renee Davis, Interim Vice Chancellor, Academic and Student Affairs
Mr. Robert G. Kilroy, Chief of Staff and Special Counsel to the Board
Mr. James J. Martines, Chief General Counsel
Ms. Keri Nikolajewski, Deputy Chief of Staff to the Board
Ms. Tina Russom, Deputy General Counsel
Dr. Federico Zaragoza, President, CSN
Dr. Kumud Acharya, President, DRI
Ms. Joyce M. Helens, President, GBC
Dr. DeRionne Pollard, President, NSC
Dr. Karin M. Hilgersom, President, TMCC
Dr. Keith E. Whitfield, President, UNLV
Mr. Brian Sandoval, President, UNR
Dr. J. Kyle Dalpe, Interim President, WNC

Faculty senate chairs in attendance were: Ms. Tracy Sherman, CSN (*Chair, Council of Faculty Senate Chairs*); Dr. Brittany Kruger, DRI; Dr. Christine Beaudry, NSC; Mr. Ed Boog, SA; Dr. Amy Cavanaugh, TMCC; and Dr. Eric Marchand, UNR. Student body presidents in attendance were: Mr. Issac Hernandez, CSUN President, UNLV; Ms. Nicole Thomas, GPSA President, UNLV; Ms. Dionne Stanfill, ASUN President, UNR (*Chair, Nevada Student Alliance*); and Mr. Matthew Hawn, GSA President, UNR.

Chair Doubrava called the meeting to order at 11:00 a.m. with all members present.

1. Information Only – Public Comment

Dr. Kent Ervin said the Nevada Faculty Alliance (NFA) welcomes a robust discussion of the role and duties of the Chancellor. This Committee can identify and fix structural issues in the Chancellor's rules of order and duties. For example, there needs to be a clear line of approval for agenda items and official communications, with no possibility of a stalemate because the Bylaws call for collaboration or consultation. The purpose of rules of order and bylaws is to allow an organization to make decisions through civil discourse but come to definite final decisions. A thing to consider is whether it would be prudent to have the Chief Financial Officer report directly to the Board rather than the Chancellor. Shared governance is essential for a healthy and well-functioning NSHE and a concept that faculty engage in developing policy, especially for curricular and program issues and academic standards, including personnel policies. That means that the Board and Chancellor must recognize that those policies need to come from the bottom up with guidance from the top.

2. Information Only – Chair's Report – Chair Mark W. Doubrava stated that today's meeting and one in September would be to gather information. The October meeting will include action items, and anything recommended for approval on that day will go forward to the December Board meeting.

3. Information Only – Review Committee Charge and History of the Chancellor Position – Acting Chancellor Dale A.R. Erquiaga reviewed the Committee charge and the timeline for the Committee to complete its work. (*Ref. RRC-3 on file in the Board Office.*)

In addition, Acting Chancellor Erquiaga presented a history of the creation of the Office of the Chancellor. In February 1968, the Board of Regents accepted a report from a Study Committee comprised of faculty members to review the organization and administration of what was emerging as a system. The constitutional office of President of the University was the leader of the entities to make up the emerging system. That president had two Chancellors who worked in Reno and Las Vegas and ran the universities. In 1968, the Board adopted the report and created the University of Nevada System, created the Office of Chancellor, took the president and switched his title to Chancellor, and then renamed the institutional Chancellors to Presidents. In 1969, the Legislature codified those decisions. The Board discussed the roles and responsibilities of the Chancellor and decided the Chancellor would be an executive role. The Board noted that the Chancellor would report to and be appointed by the Board of Regents as the Chief Executive Officer of the University of Nevada System and defined the roles of the position as follows:

3. Information Only – Review Committee Charge and History of the Chancellor Position – (Continued)

- 1) Coordination of the activities, policies, and programs of the two universities wherever these overlap, conflict, or inefficiently compete.
- 2) Coordination of system financial support and planning.
- 3) The Board of Regents' secretariat function.
- 4) The coordination of Legislative relationships.

The *Board of Regents Handbook* and *Procedures and Guidelines Manual* have 300 sections (600 references) that deal with the Chancellor. In addition, approximately two dozen statutes are specific to the Chancellor.

The Chancellor's roles and responsibilities, as outlined in the *Handbook*, are listed in *Ref. RRC-4*.

Regent Geddes asked Acting Chancellor Erquiaga what his initial thoughts were and if he had any recommendations. Acting Chancellor Erquiaga responded he would make evaluations as the process proceeded and hold those for a later time when formally asked.

4. Information Only – WICHE/SHEEO Paper: Review of the Roles and Responsibilities of the Chancellor – Dr. Demaree Michelau, President of the Western Interstate Commission for Higher Education (WICHE), and joined by Dr. Patrick Lane, Vice President of Policy Analysis and Research, provided highlights from a paper jointly authored by WICHE and the State Higher Education Executive Officers Association (SHEEO) regarding the roles and responsibilities of the Chancellor. This paper was prepared for NSHE and outlined issues for the Committee to consider in its deliberations. (Ref. RRC-4 on file in the Board Office.)

Regent Carter stated in the current structure, the Chancellor creates the organizational structure and asked if other systems allow that or if the Board sets the priorities. Dr. Michelau responded there is a mix among states, and in some, the Legislature has a role in that and must approve each FTE. Dr. Michelau stated they could come back with actual numbers.

In response to a question from Regent Del Carlo about whether there are minimum qualifications for Regents/Trustees in other states, Dr. Michelau stated that it is all over the board, but most often, there are geographic requirements. She had not seen anything such as a minimum qualification related to degrees.

Regent Geddes asked how other states manage the annual evaluation process. Dr. Michelau stated the Nevada Open Meeting Law is the most stringent. She had not analyzed how other states conduct the evaluation process, but her understanding is that the process is a private human resources matter, not public.

In response to a question from Regent Arrascada asking for clarification as to whether it takes 3-5 years for a newly appointed officer to get up and running, Dr. Michelau stated it is an accurate statement.

5. Information Only – NSHE Constituency Input – The Council of Presidents, Faculty Senate Chairs, and the Nevada Student Alliance provided input and perspectives on the roles and responsibilities of the Chancellor, providing the Committee with suggestions on what roles are critical and areas of responsibility that may need to be revised from their perspective.

NSC President DeRionne Pollard offered two things that she believed needed to be thoughtfully discussed and agreed upon: 1) Clear understanding of the governance role of the Board and its Chancellor; and 2) How the governance role manifests itself within the system structure and the relationship among the Board, Chancellor, and Presidents.

UNLV President Keith E. Whitfield stated he liked the dual-reporting line where he does not always have to pass something through the Chancellor to converse with a Regent. He believed open, constructive, and frequent communication with the Chancellor should be expected and codified into policy. UNLV President Whitfield added he wished the Board and the Chancellor had opportunities to have other conversations outside the public realm to make board members feel as well-prepared as possible for meetings.

Regent Del Carlo asked for clarification on how other states had the conversations outside the public realm. UNLV President Whitfield stated his experience at Penn State was that there were no communication restrictions with board members outside the board room. No restrictions advance the board's perspective on all conversations.

NSC President Pollard stated there are different leniencies in other states that are not provided in Nevada. For example, in Maryland, there are 15 various exemptions by which the board could have conversations that were not made public.

TMCC President Karin M. Hilgersom stated she had worked with several boards in other states that are much more lenient in allowing board members to conduct informal conversations to build relationships and trust. She did not believe there was a structural issue at NSHE and appreciated the dual reporting structure to access board members. However, there are times when there will be a conflict between the Board, Chancellor, and Presidents. For example, when the funding formula does not work for some institutions in down times and when institutions are competing for resources. She encouraged the Acting Chancellor and Board to hone in on mission differentiation.

Regent Carter left the meeting.

WNC Interim President J. Kyle Dalpe pointed out that he likes the structure of having a boss he can go to when needed and the ability to approach Board members.

GBC President Joyce M. Helens stated the structure must have effectiveness to measure and define it. The publicness of the 360-degree evaluations needs to be reviewed to find the most effective way to do it.

CSN President Federico Zaragoza stated there is no perfect system. So, they must create a functional and well-defined relationship at the end of the day. He believes there is an opportunity to define a mission at the state level and then find out how to support the structure. He encouraged a review of the evaluation process.

5. Information Only – NSHE Constituency Input – (Continued)

Regent Carter entered the meeting.

Regent Boylan agreed that NSHE should approach the Legislature to get needed changes.

UNR Faculty Senate Chair Eric Marchand stated that shared governance is a crucial component of higher education. He recommended any changes and modifications to a position's role and responsibilities be measured and metrics oriented. If there are any specific existing deficits in the current roles and responsibilities of the Chancellor, they should be the primary focus for changes. NSHE has undergone significant changes in leadership during highly challenging times, and the next Chancellor will have to hit the ground running. Any changes should be forward-looking, strategic, and well thought out. The elected structure is unique among western systems of higher education. He respects the input that Nevada citizens have in selecting the Board. As such, the changes in membership and leadership styles can lead to shifts in personality and challenges for a Chancellor to manage higher education in the state effectively. The Chancellor should have the flexibility to lead nimbly while being accountable and seeking counsel from the Board of Regents. He recommended that the decision-making processes for changes to the current structure be student-focused and institution-focused with outcomes in mind.

Chair of the Nevada Student Alliance and UNR ASUN President Dionne Stanfill stated the Chancellor should be the liaison between the students and the system.

6. Information Only – Roles and Responsibilities of the Chancellor – The Committee discussed the current roles and responsibilities of the Chancellor including *Handbook* and statutory references to the position, as well as processes and procedures for Committee review of these items. (Ref. RRC-6 on file in the Board Office.)

Regent Geddes stated the Board's primary responsibility, which is not clearly delineated in the *Handbook*, is to hire and fire the Chancellor, eight Presidents, and Chief of Staff and Special Counsel to the Board. The second responsibility is the budget, and the third is the policy to implement the other two. The Board must ensure that the Chancellor's roles and responsibilities are clear.

Board Chair McAdoo stated she saw value in including the Chief of Staff and Special Counsel to the Board of Regents on the Chancellor's Cabinet.

Regent Carter noted that Chief Internal Auditor Joe Sunbury also reports to the Board of Regents. He believed the language related to the Chancellor's annual evaluation needed to be expanded. In addition, the Chancellor's duties language needs to be more specific. As a committee chair, he cannot remember ever collaborating with the Chancellor to prepare an agenda, so that language must be fixed. Finally, he believed the contracts process needs to include thresholds, so the Chancellor is not overwhelmed with the number of contracts. He also did not remember any Chancellor involvement in selecting the independent auditor. He also believed the selection of special counsel should fall to the Chief General Counsel. The president's annual performance evaluation process needs revising. The discipline for cause up to termination by the Chancellor wording needs fixing.

6. Information Only – Roles and Responsibilities of the Chancellor – *(Continued)*

Vice Chair Perkins stated dual reporting needs to be included and clearly stated.

7. Information Only – New Business – None.

8. Information Only – Public Comment

Dr. Kent Ervin noted there are no qualifications for being a Regent other than being a district resident. More robust training for Regents is needed. The evaluation process can be more effective when done confidentially; however, we need to work with what we have in terms of the Open Meeting Law. He heard during the WICHE report that significant structural changes can be counterproductive, but minor things can be fixed.

The meeting adjourned at 12:25 p.m.

Prepared by:

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

Submitted for approval by:

Robert G. Kilroy
Chief of Staff & Special Counsel
to the Board of Regents

Approved by the Board of Regents at its December 1-2, 2022, meeting.