

**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, October 14, 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, Board Chair  
Mr. Joseph C. Arrascada  
Mr. Patrick J. Boylan  
Mrs. Carol Del Carlo  
Mr. Donald Sylvantee McMichael Sr.  
Mr. John T. Moran  
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  
Dr. Kumud Acharya, President, DRI  
Ms. Joyce M. Helens, President, GBC  
Dr. DeRionne Pollard, President, NSC  
Dr. J. Kyle Dalpe, Interim President, WNC

Faculty senate chairs in attendance were: Ms. Tracy Sherman, CSN (*Chair, Council of Faculty Senate Chairs*); Mr. Ed Boog, SA; and Dr. Eric Marchand, UNR.

Chair Doubrava called the meeting to order at 12:00 p.m. with all members present.

1. Information Only – Public Comment

Dr. Amy Pason reminded the Board of its limited role in shared governance systems emphasizing that faculty are the drivers of the academic mission, including curriculum, research, and faculty appointments. Faculty work jointly with the Board and the Presidents on budgeting, operations, and policies. Faculty are responsible for implementing policies and programming and doing the daily work in the institutions. The Board should keep faculty first and foremost with any changes contemplated. The Board should rely on the expertise of others, such as being guided by long-term institutional planning, and advocate for the institutions, especially in times of crisis. With these guidelines, she believed the Board would be in error to reduce the role of the Chancellor position to a mere administrator or eliminate the role.

UNR Faculty Senate Chair Eric Marchand encouraged the Board to use a measured and metrics-oriented approach to modify the Chancellor's role. He is heartened by the deliberative and open nature of the Committee's work. It has been noted that this is as much a discussion of the roles and responsibilities of the Board of Regents as it relates to the Chancellor position. As the Board considers options, he encouraged the Regents to embrace the Chancellor position as more than a chief administrator. Numerous Chancellor responsibilities fall into administrative categories, but having a Chancellor intentionally labeled as the Chief Academic Officer will enable academic leadership for the System to meet the evolving needs of the state. NSHE needs a leader that coordinates activities among the institutions and has the authority to make high-level decisions. The Board plays a critical role in the process by providing strong advocacy, setting the overall vision, providing oversight of higher education initiatives, and making high-level hiring decisions. Having a Chancellor with authority to implement a coherent strategy is key to achieving collective goals as NSHE grows.

Dr. Kent Ervin welcomed today's discussion and stated the mutual goal is a well-functioning governance system. A discussion of the Chancellor's roles and responsibilities is also one of the Board of Regents and the presidents. For example, if the Board decides to move with a Chancellor in a coordinating role, which implies that the Board will assume full responsibility for appointing, directing, and evaluating presidents. That is not a question of the current Board membership. It is a question of whether an elected body subject to the Open Meeting Law with no compensation for extra time spent by Board officers is a valid model. On the other hand, if the Chancellor is given a more substantial role with management authority over the presidents, then this Board and future Boards must be willing to leave that autonomy with the Chancellor and make it a priority to hire a Chancellor with broad and deep academic credentials and then provide metrics and evaluations. Suppose the Board leaves the current dual-reporting hybrid structure in place. In that case, the Board must solve the ambiguities in current policy on the relationships and competing interests among the Chancellor, presidents, Board Chair, and Board members, as well as the Legislature and Governor's Office. While it is less disruptive to make small changes, getting the details right is most important and perhaps more difficult in that case. A commitment to shared governance and academic freedom is essential for a healthy, well-functioning higher education system.

2. Approved – Minutes – The Committee recommended approval of the August 26, 2022, meeting minutes. *(Ref. RRC-2 on file in the Board Office.)*

Vice Chair Perkins moved approval of the August 26, 2022, meeting minutes. Regent Carvalho seconded. Motion carried.

3. Information Only – Chair’s Report – Chair Mark W. Doubrava expressed gratitude to Acting Chancellor Dale A.R. Erquiaga and Executive Vice Chancellor and Chief of Staff Crystal Abba.

4. Action Taken – Roles and Responsibilities of the Chancellor – The Committee recommended approval: to maintain the current role of the Chancellor with minor adjustments and/or clarification; that a recommendation from the Chancellor to terminate a President must be made with the consent of the Chair and Vice Chair; that in addition to collaborating with the Board chair on the official communication on behalf of the Board of Regents, the Chancellor will also collaborate with the Board chair on communications for NSHE; and that the Chancellor’s role in the financial administration of the NSHE includes activities such as the coordination, development, and presentation of the System budget. The Committee also came to a consensus on various items that will be brought back to the Board of Regents at the November 30-December 2, 2022, Board meeting for discussion and approval. *(Ref. RRC-4 on file in the Board Office.)*

Acting Chancellor Erquiaga and Executive Vice Chancellor and Chief of Staff Abba walked through the discussion guide to facilitate discussion and establish consensus on the issues concerning the role of the Chancellor.

#### Question 1. Overarching Role of the Chancellor

Vice Chair Perkins moved approval to maintain the current role of the Chancellor with minor adjustments and/or clarification. Regent Geddes seconded.

After discussion, Chair Doubrava and Regents Brooks, Carvalho, and Geddes believed the current role should be maintained with minor adjustments and/or clarification.

Motion carried.

#### Question 2. Board Employees

- a. Current Direct Reports

Based on Committee discussion and consensus, Board employees or direct reports will be defined as the Chancellor, Chief of Staff and Special Counsel, and the Chief Internal Auditor.

4. Action Taken – Roles and Responsibilities of the Chancellor – (Continued)

b. Presidents

Based on Committee discussion and consensus, Presidents will be accountable to the Board, and the Board will delegate its reporting authority to the Chancellor.

Question 3 – Chancellor’s Direct Reports

Based on the Committee discussion and consensus, executive staff appointed by the Chancellor will include the positions of Chief General Counsel, Chief Financial Officer, and Chief Academic Officer. Any salary adjustments for executive staff appointed by the Chancellor shall be reported to the Board annually.

Question 4 – Chancellor’s Title

Based on the Committee discussion and consensus, the Chancellor’s title will remain the same.

Question 5 - Eliminate the Role of Chancellor

Based on the Committee discussion and consensus, the Committee will not eliminate the role of Chancellor.

Question 6 – Discipline of the Chancellor

Based on the Committee discussion and consensus, the progressive discipline procedures in place for a president should also apply to the Chancellor. The Chair and Vice Chair should administer the progressive discipline of the Chancellor. If they do not agree to the need and steps of discipline, the Chair of the Audit and Compliance Committee should be consulted to reach an agreement. In addition, if the Chair of the Audit and Compliance Committee is currently in the role of Board Vice Chair, the Chair of the Budget, Finance, and Facilities Committee shall be consulted to reach an agreement.

The meeting recessed at 1:33 p.m. and reconvened at 1:45 p.m. with all members present.

Question 7 – Annual Evaluation of the Presidents

Based on the Committee discussion and consensus, the Chancellor and Chair and Vice Chair of the Board will conduct annual evaluations of the Presidents.

Question 8 – Periodic Evaluation of the Presidents

Based on the Committee discussion and consensus, two options will be presented for full Board consideration: Option 1 will provide for a periodic evaluation process conducted by an hoc committee of the Board; and Option 2 will provide for a process led by a committee of the Chancellor.

4. Action Taken – Roles and Responsibilities of the Chancellor – (Continued)

Question 9 – Evaluation Criteria

Based on the Committee discussion and consensus, measurable goals for the Chancellor that align with the Board's strategic plan and goals.

Question 10 – Termination of Presidents – Handbook Amendment

A Committee discussion was held.

Regent Geddes moved approval that a recommendation from the Chancellor to terminate a President must be made with the consent of the Chair and Vice Chair. Regent Brooks seconded. Motion carried. Vice Chair Perkins voted no.

Executive Vice Chancellor and Chief of Staff Abba clarified that the Committee consensus is that the Chancellor cannot terminate a President, that termination is a step in progressive discipline, and a recommendation to terminate must include the consent of the Chair and Vice Chair.

Question 11 – Closed Personnel Sessions

Regent Carter stated closed sessions would prove most useful to allow the Board to have feedback sessions during the evaluation process or whenever needed.

Regent Brooks offered that faculty under Chapter 6 already have an opportunity for a closed session. Thus, there should be no reason the Chancellor and Presidents should not have the same opportunity.

Acting Chancellor Erquiaga stated he would seek a Legislator to amend *Nevada Revised Statutes* 241.031 to allow for closed personnel sessions of the Chancellor and Presidents

Question 12 – Other

Title 1, Article VII, Section 3

The Committee discussed specific amendments to the responsibilities of the Chancellor outlined in Title 1, Article VII, Section 3 and provided the following direction.

1. To promote a sound plan of organization in concert with the institutional Presidents to ensure administrative efficiency, maximum utilization of resources, and to facilitate cooperation among the member institutions;
  - Retain.

4. Action Taken – Roles and Responsibilities of the Chancellor – (Continued)

2. To be responsible, with the full cooperation and input of the Presidents, for the planning processes of the NSHE;
  - Revise to include reference to the “strategic” planning process and establishing metrics to measure progress toward the achievement of Board approved strategic goals.
3. To prepare in collaboration with the Board Chair and committee chairs the agenda of all meetings of the Board of Regents and its committees;
  - Revise to remove reference to the Chancellor’s role in the development of Board and committee agendas.
4. To be responsible for the presentation of all NSHE matters to the Governor’s Office and the State Legislature;
  - Retain.
5. To be responsible in collaboration with the Board Chair for official communication on behalf of the Board of Regents;
  - Include reference to NSHE communications so that the Board Chair collaborates on the official communications on behalf of the Board of Regents and NSHE.

Regent Carter moved approval that in addition to collaborating with the Board Chair on the official communication on behalf of the Board of Regents, the Chancellor will also collaborate with the Board Chair on communications for NSHE. Regent Brooks seconded. Motion carried.

6. To establish the practices under which the financial administration of the NSHE will be conducted;
  - Clarify that the Chancellor’s role in the financial administration of the NSHE includes activities such as the coordination, development, and presentation of the System budget.

Regent Brooks moved approval that the Chancellor’s role in the financial administration of the NSHE includes activities such as the coordination, development, and presentation of the System budget. Regent Carvalho seconded. Motion carried.

7. To assure that all budgets are executed in accordance with the intent of the Board of Regents and the Legislature;
  - Retain.

4. Action Taken – Roles and Responsibilities of the Chancellor – (Continued)

8. To serve as contracting officer for the NSHE and to execute all contracts and other instruments on behalf of the University unless authority has been expressly retained by the Board of Regents or delegated elsewhere;
  - Amend *Handbook* to include a quarterly reporting requirement on all contracts signed/executed by the Chancellor.
9. To provide for internal audits and to assist the Board of Regents in the appointment of its independent auditors;
  - Remove reference to the role of the Chancellor in providing for internal audits, as the function resides with the Chief Internal Auditor, who reports directly to the Board.
10. To recommend appointment of special counsel;
  - Clarify that the Chancellor appoints outside counsel for System Administration and not “special counsel” in general; and separately revise Title 4, Chapter 10, to require the Chancellor to report annually to the Board on all such outside counsel appointments.
11. To be the appointing and evaluating authority of all professional personnel not assigned to a member institution;
  - Give staff direction to revise language.
12. To evaluate the annual performance of each President of the member institutions in accordance with procedures established by the Board of Regents;
  - Retain.
13. To participate in the periodic performance evaluation of each President in accordance with procedures established by the Board of Regents;
  - Retain.
14. To discipline Presidents . . . . [procedural discipline procedures delineated];
  - Move the provisions outlining the procedures for the discipline of the Presidents to a new section.
  - Revise the procedures outlining the procedures for the discipline of the Presidents to provide for the discipline of the Chancellor.
15. Other roles and responsibilities not currently denoted in Title 1, Article VII, Section 3;
  - To be responsible for planning and processes related to academic programs (planning and approval processes) and student services.
  - To be responsible for research programming and activities.
  - To be responsible for matters related to community engagement, workforce development, economic development.
  - Add EPSCoR and sponsored programs.
16. Other roles and responsibilities to be added, deleted, or revised to the *Handbook*;
  - Add to be responsible for System Administration business plan and goals.

4. Action Taken – Roles and Responsibilities of the Chancellor – (Continued)

Executive Vice Chancellor and Chief of Staff Abba stated staff will draft formal *Handbook* revisions to be brought back in December.

Acting Chancellor Erquiaga believed the current contracts are not affected by today's adjustments to policy.

5. Information Only – New Business

Acting Chancellor Erquiaga thanked Executive Vice Chancellor and Chief of Staff Abba for her *Handbook* and processes knowledge, as this would not have been completed without her.

Vice Chair Perkins appreciated the guided discussion and questions included.

6. Information Only – Public Comment

Dr. Kent Ervin understood that the agenda is a Board responsibility but believed there could be consequences to removing the Chancellor's ability to collaborate.

Chair of the Council of Faculty Senate Chairs and CSN Faculty Senate Chair Tracy Sherman thanked the Committee for the thoughtful discussion. The Chancellor should be empowered with authority to supervise the institutions. A System leader with first-hand knowledge of faculty work is paramount. Due to the Open Meeting Law, it is impossible to deal with presidential issues privately. The Faculty Senate would support a decision to speak with the Legislature. The Chancellor or another individual should be appointed with unmitigated authority to deal with immediate institutional discipline. Someone should have the power to intervene in an institutional crisis swiftly.

The meeting adjourned at 3:37 p.m.

Prepared by:

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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 January 12 & 13, 2023, meeting.***