

**DESERT RESEARCH INSTITUTE RESEARCH FOUNDATION  
MEETING OF THE MEMBERS OF THE CORPORATION**

University of Nevada, Las Vegas  
Student Union, Ballroom  
4505 S. Maryland Parkway, Las Vegas

Friday, December 2, 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:

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

Chair McAdoo called the meeting to order at 11:02 a.m. with all members present except Regent Boylan.

1. Information Only – Public Comment – None.
2. Approved – Annual Report – The Members of the Corporation approved the Desert Research Institute (DRI) Research Foundation Annual Report, including the Annual Gift Report. (*Ref. DRI-2 on file in the Board Office.*)

DRI Research Foundation Chair Mike Benjamin presented the Annual Report, including the Annual Gift Report.

Regent Boylan entered the meeting.

2. Approved – Annual Report – (Continued)

Vice Chair Carvalho moved approval of the DRI Research Foundation Annual Report, including the Annual Gift Report. Regent Del Carlo seconded. Motion carried.

3. Information Only – Officers – The members of the DRI Research Foundation Board of Trustees endorsed the following individuals at its October 27, 2022, meeting to serve as the officers of the Foundation for calendar year 2023 (effective January 1, 2023 – December 31, 2023):

Kristin McMillan Porter, Chair  
Stephanie Kruse, Vice-Chair  
Robert McCart, Treasurer  
Nora James, Secretary

4. Approved – Consent Items – The Members of the Corporation approved the DRI Research Foundation Consent Items.

4a. Approved – Financial Statements and Management Letter – The Members of the Corporation approved the DRI Research Foundation Financial Statements and Management Letter for the year ended June 30, 2022, along with the top 10 payee schedule. (*Refs. DRI-4a(1) and DRI-4a(2) on file in the Board Office.*)

4b. Approved – Appointments – The Members of the Corporation approved the appointment of the following individuals to the DRI Research Foundation Board of Trustees for a four-year term:

Beth Campbell  
Doug Cannon  
Linda Faiss  
Julie Gilday-Shaffer  
Greg Matsunami  
Kristin McMillan Porter  
Michael PeQueen

4c. Approved – Bylaw Revision – The Members of the Corporation approved the DRI Research Foundation amended bylaws, adopted August 11, 2022, and submitted by the Foundation Chair and Board of Trustees as follows:

- 1) Elimination of Article I, Section 2. Foundation seal.
  - a. The DRI Foundation does not maintain a Foundation seal, so this section was eliminated.
- 2) Amendments to Article III. Section 2. Qualifications; Election; Tenure.

4. Approved – Consent Items – (Continued)

4c. Approved – Bylaw Revision – (Continued)

- a. Section 2A. Revisions made to reflect that the Executive Committee fulfills the governance functions of the Foundation including those associated with recruitment of new trustees and forwarding the slate of new and continuing trustees to the full Board for approval and sets a term length of four (4) years with a maximum of two consecutive terms for a maximum of eight (8) years.
  - b. Section 2B. Establishes the process by which a vacancy may be filled and clarifies that the person filling such vacancy may do so either for the unexpired term or for a new four (4) year term.
  - c. Section 2C. Confirms that service for newly elected trustees shall start at the next meeting following election.
  - d. Section 2D. Establishes process to submit nominees to Board of Trustees and clarifies that this can happen at any regular or special meeting.
  - e. Section 2G. Ex-officio members will now be limited to the President, Vice President of Research, and Senior Administrator of Advancement with option to add others, as appropriate.
  - f. Section 2H. Clarifies that Trustee Emeritus status can be awarded posthumously.
- 3) Amendment to Article III, Section 6. Committees.
- a. Eliminates the reference to specific standing committees; assigns Executive Committee the authority to establish standing and ad-hoc committees as it deems necessary and in the best interest of the Foundation.
- 4) Amendment to Article IV. Foundation Fellows
- a. Section 2. Clarifies that Executive Committee will review Fellows whose five (5) year terms are ending on an annual basis to determine continuation of affiliation.
  - b. Section 3. Establishes that Fellows can serve as members of advisory committees established by the Executive Committee and will have voting privileges on the matters of such committees.
- 5) Amendment to Article V. Officers
- a. Section 2. Clarifies that the Executive Committee fulfills the governance function including the nomination and approval of the annual slate of officers.
  - b. Section 6. Clarifies that the Foundation secretary does not “take” minutes but rather ensures that minutes are taken and reviews for accuracy.
- 6) Amendment to Article VII. Conflict of Interest.
- a. Section 3. Addition of provision requiring that trustees disclose any potential conflicts of interest on an annual basis.

4. Approved – Consent Items – (Continued)

4c. Approved – Bylaw Revision – (Continued)

7) Amendment to Article X. Indemnification.

- a. This section was rewritten to modernize the language and make consistent with best practices for not-for-profit organizations. The objective is to provide clarity around when and how the Foundation will indemnify its officers and trustees, including limitations on such indemnification. This language provides important assurances to prospective new board trustees and is expected to assist with recruitment and retention of trustees.
- b. Given the significant updates, these changes were reviewed by DRI counsel, NSHE counsel, and internal risk management personnel prior to adoption to ensure consistency with insurance and indemnification provisions pertaining to the Foundation according to existing policies.

8) Miscellaneous Updates

- a. In addition to the substantive changes listed above, a variety of non-substantive updates were made to include better definition of terms, proper cross references, and re-ordering and re-labeling items for clarity.

Regent Perkins moved approval of the DRI Research Foundation Consent Items. Regent Del Carlo seconded.

Regent Perkins thanked all that agreed to serve.

Motion carried.

5. Information Only – New Business – None.

6. Information Only – Public Comment – None.

The meeting adjourned at 11:10 a.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 March 10, 2023, meeting.***