

Minutes approved by the Board of Regents at the November 30-December 1, 2023, meeting.

**SPECIAL MEETING**  
**BOARD OF REGENTS**  
**NEVADA SYSTEM OF HIGHER EDUCATION**

System Administration, Las Vegas  
4300 South Maryland Parkway, Board Room

Thursday, September 28, 2023

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: Mr. Byron Brooks, Chair  
Mr. Joseph C. Arrascada, Vice Chair  
Mr. Patrick J. Boylan  
Mrs. Susan Brager  
Mrs. Amy J. Carvalho  
Dr. Michelee Cruz-Crawford  
Mrs. Carol Del Carlo  
Mr. Jeffrey S. Downs  
Ms. Stephanie Goodman  
Mr. Donald Sylvantee McMichael Sr.  
Ms. Laura E. Perkins  
Dr. Lois Tarkanian

Members Absent: Ms. Heather Brown

Others Present: Ms. Patty Charlton, Interim Chancellor  
Ms. Crystal Abba, Executive Vice Chancellor and Chief of Staff  
Mr. James J. Martines, Vice Chancellor and Chief General Counsel  
Ms. Keri D. Nikolajewski, Chief of Staff to the Board  
Ms. Lindsay Sessions, Acting Vice Chancellor and Chief Financial Officer  
Mr. Michael B. Wixom, Special Counsel  
Dr. Federico Zaragoza, President, CSN  
Dr. Kumud Acharya, President, DRI  
Ms. Joyce M. Helens, President, GBC  
Dr. DeRionne Pollard, President, NSU  
Dr. Karin M. Hilgersom, President, TMCC  
Dr. Keith E. Whitfield, President, UNLV  
Mr. Brian Sandoval, President, UNR  
Dr. J. Kyle Dalpe, President, WNC

Faculty senate chairs in attendance were Mr. Patrick Villa, CSN; Mr. David Sexton, GBC; Mr. Ed Boog, SA; Dr. Bill Robinson, UNLV; Dr. Peter S. Reed, UNR (*Chair, Council of Faculty Senate Chairs*); and Ms. Rachelle Bassen, WNC.

*Land Acknowledgment*

*Before beginning, we take a moment to recognize that here in Nevada we stand on the land of the Wa She Shu – Washoe; Numu – Northern Paiute; Nuwe – Western Shoshone; and Nuwu – Southern Paiute. We take a moment to recognize and honor their stewardship that continues into today. With this recognition, we state an intention to rightfully include their voice and respect them as the 27 sovereign tribal nations of Nevada.*

Chair Brooks called the meeting to order at 9:00 a.m. with all members present except Regents Brown and Perkins. Regent McMichael led the Pledge of Allegiance. Chair Brooks recognized that Special Counsel Michael B. Wixom was present to help with Open Meeting Law.

1. Information Only – Public Comment

Doug Unger provided written public comment approving the increased transparency of the proposed informational changes for Item 4, Code Revision, Development and Review of Salary Schedules. He also raised concerns that continued discussion and consideration of FY25 COLA raises was not on the agenda. (*Unger.Doug09.28.23 on file in the Board Office.*)

Jim New provided in-person public comment grateful to campus administrators who have recently announced support for the FY25 COLA raises. He was also encouraged that the proposed revisions for Item 4, Code Revision, Development and Review of Salary Schedules, now ask the Board of Regents to decide if changes to the salary schedules should be approved by a Board vote or presented to the Board as an informational item. Either option is a significant improvement over the current practice.

2. Approved – Minutes – The Board approved the July 21, 2023, special meeting minutes. (*Ref. BOR-2 on file in the Board Office.*)

Regent Brager moved approval of the July 21, 2023, special meeting minutes. Regent McMichael seconded.

Regent Del Carlo sent a grammatical error to the Board staff.

Chief of Staff to the Board Keri Nikolajewski asked if the motion included the correction.

Regents Brager and McMichael confirmed the motion included the correction.

Motion carried unanimously. Regents Brown and Perkins were absent.

3. Approved – Regent Emeritus – The Board approved awarding Regent Emeritus status to Kevin J. Page in recognition of his distinguished service to the Nevada System of Higher Education as a member of the Board of Regents. Pursuant to Board policy (Title 4, Chapter 1, Section 14), a minimum of 12 years of service is required to be eligible for the title of Regent Emeritus. Mr. Page served 12 years as the representative of District 3. (*Ref. BOR-3 on file in the Board Office.*)

Regent Del Carlo moved to award Regent Emeritus status to Kevin J. Page in recognition of his distinguished service to the Nevada System of Higher Education as a member of the Board of Regents. Regent Carvalho seconded.

Regent Perkins entered the meeting.

Regent Del Carlo stated it was her honor to make the motion. Shortly after she joined the Board, former Regent Page became the Chair and mentored her for the next two years. Former Regent Page brought BoardPaq and the laptops to the Board. He also spearheaded the Police Consolidation.

Regent Boylan recommended to former Regent Page that he refuse Regent Emeritus status. He served alongside another Regent for the same length of time, and that person has not been given this award. Special Counsel Wixom cautioned the Board that the individual being spoken about had not been noticed and that any discussion would violate the Open Meeting Law. Regent Boylan stated he was not discussing an individual but what the Board has not done. Special Counsel Wixom again cautioned that any discussion would violate the Open Meeting Law. Regent Boylan stated he would not stop the discussion and asked that Special Counsel Wixom explain why it violates the Open Meeting Law.

Chair Brooks said he appreciated Regent Boylan's comments. Regent Boylan stated it was all he had to say.

Motion carried via a roll call vote. Chair Brooks, Vice Chair Arrascada, and Regents Boylan, Brager, Carvalho, Cruz-Crawford, Del Carlo, Downs, Goodman, McMichael, Perkins, and Tarkanian voted yes. Regent Brown was absent.

Regent Emeritus Page stated he is honored and humbled to receive the title, and the recognition means the world to him. It was the privilege of a lifetime to serve as a Regent. He expressed his heartfelt thanks for the title but would be remiss if he didn't thank his family, who sacrificed time spent with him while he served on the Board. Serving as a Regent was one of the most rewarding experiences of his life. His time on the Board was filled with learning, growth, some heartburn, and a deep sense of purpose. Receiving the title is a tremendous honor; he is both grateful and appreciative. He worked beside exceptional individuals during his time on the Board. He thanked the Board for bestowing this distinguished honor. He will cherish the memories, friendships, and experiences he gained. He is supportive of NSHE and looks forward to what the future holds.

The meeting recessed at 9:16 a.m. and reconvened at 9:24 a.m. with all members present except Regent Brown.

4. Information Only – Code Revision, Development, and Review of Salary Schedules – Interim Chancellor Patricia Charlton and the Board reviewed options for revising the NSHE Code (Title 2, Chapter 5, Section 5.5) to clarify the use of salary schedules, align current language and dates with practice, and account for legislatively approved cost of living adjustments and/or market-based salary analysis. The proposed revisions were presented for information only and will be brought back to a future meeting for possible action. *(Ref. BOR-4 on file in the Board Office.)*

Regent Perkins stated the Board has a fiduciary duty to review salary schedules. Salary schedules should not be done in an office, but in the open where the public can weigh in.

Regent Boylan agreed with Regent Perkins. He did not like that salary schedules can be done without the Regents knowing what was happening. It is the Board's fiduciary duty.

Regent Downs understood the need to have two options in case the Regents decided they didn't want the final say, but he was unsure why they wouldn't. He was concerned with those who provided arguments against Option A.

Regent Carvalho was also concerned with the statement that the Board may not have the ability to make the decision. The Board is a policy-making board, and she strongly feels that Option A, which allows the Board to weigh in and approve the salary schedules, is a policy-making decision. If the Board of Regents is the entity that approves the financial management of the System, then she believed it was appropriate for the Board to be involved in the approval process of salary schedules.

Regent Del Carlo stated she supports Option A. She has been a part of the process twice. The first time she went through it, the consultants came in, but the second time was completely different. She did not believe the Board would have overlooked the community college salary schedule had it been involved.

Regent Cruz-Crawford stated she supports Option A because constituents and staff members affected by their salaries often contact the Regents. Regents see firsthand the effects that unequitable pay has on the community.

Regent McMichael stated he supports Option A.

In response to a question from Regent Goodman related to the process, Interim Chancellor Charlton responded any changes would come back to the Board regardless of the option. Regent Goodman believed it was important to recognize that this Board tends to micromanage. The Board must trust those hired to do the job.

Chair Brooks clarified that both options present all findings to the Board and allow the Board to weigh in. While the Board does approve various contracts and student fees, certainly, the Board is not part of contract negotiations or the line items at the institutions

4. Information Only – Code Revision, Development, and Review of Salary Schedules – (Continued)

and System Office. From a historical perspective, at one time, the Board did look at and approve these items, but then the Board shifted to put this in the hands of the experts and allow the Chancellor to make the final recommendation. It was determined that members of the Board did not have enough experience in these specific matters to set the salary bands. He appreciated all the comments, particularly around fiscal responsibility. It does feel like the Board confuses management with governance.

5. Approved – Policy Revisions Related to Legislative Audit Findings – The Board approved various policy revisions and procedures recommended for compliance with findings of the legislative performance audits of self-supporting and reserve accounts (LA24-03) and capital construction projects (LA24-04), including amendments as follows: 1) *Handbook*, Title 4, Chapter 10, Section 13, subsection 3, last sentence: “One dollar of the per registration fee dedicated to the General Improvement Fee funds generated at each institution may be used for other purposes as designated by the President.”; and 2) *Procedures and Guidelines Manual*, Chapter 5, Section 2, subsection g, third paragraph, last sentence: “Annually, institutions will provide a report to the Board identifying all capital project accounts separated by those with State funds of greater than 25 percent and other revenue sources.” (Ref. BOR-5 on file in the Board Office.)

Acting Vice Chancellor and Chief Financial Officer Sessions presented various policy revisions and procedures recommended for compliance with findings of the legislative performance audits of self-supporting and reserve accounts (LA24-03) and capital construction projects (LA24-04). The audit on self-supporting and reserve accounts included various recommendations to ensure self-supporting funds are utilized appropriately and improve the accountability of NSHE resources. The audit of UNR and UNLV managed capital construction projects included recommendations to improve compliance with state laws and sound budgeting practices regarding capital construction financing and management, to help control change orders and strengthen project close out practices, and to strengthen procurement practices.

In response to a question from Regent Perkins related to a portion of the General Improvement Fee being used for other purposes, Acting Vice Chancellor and Chief Financial Officer Sessions stated that was existing language and not a change that was made. Interim Chancellor Charlton added it was a policy revision from many years ago that provides \$1.00 at the president’s discretion at each institution. Regent Perkins asked that it be clarified if it is per credit, student, etc.

Regent Carvalho thanked Interim Chancellor Charlton and Acting Vice Chancellor and Chief Financial Officer Sessions for their hard work. Clarity, transparency, and accountability result from all their hard work. She did have concerns this would affect the workload.

Regent Carvalho asked for clarification of the following statement, “provide a report to the Board identifying all capital project accounts separated by those with state funds of greater

5. Approved – Policy Revisions Related to Legislative Audit Findings – (Continued)

than 25 percent and all others.” Interim Chancellor Charlton responded that a report would be brought back with any capital project accounts that have state funds of 25 percent for the entire project.

Regent Del Carlo agreed that transparency, better accounting, more oversight, clarity, and consistent reporting were needed. She liked the fact that all the institutions would have the same report template with the same deadlines.

Regent McMichael moved to approve various policy revisions and procedures recommended for compliance with findings of the legislative performance audits of self-supporting and reserve accounts (LA24-03) and capital construction projects (LA24-04). Regent Carvalho seconded.

Chair Brooks clarified that the motion included suggestions from Regents Perkins and Carvalho.

Regents McMichael and Carvalho withdrew their motion.

Regent McMichael moved to approve various policy revisions and procedures recommended for compliance with findings of the legislative performance audits of self-supporting and reserve accounts (LA24-03) and capital construction projects (LA24-04), including amendments as follows: 1) *Handbook*, Title 4, Chapter 10, Section 13, subsection 3, last sentence: “One dollar of the per registration fee dedicated to the General Improvement Fee funds generated at each institution may be used for other purposes as designated by the President.”; and 2) *Procedures and Guidelines Manual*, Chapter 5, Section 2, subsection g, third paragraph, last sentence: “Annually, institutions will provide a report to the Board identifying all capital project accounts separated by those with State funds of greater than 25 percent and other revenue sources.” Regent Carvalho seconded. Motion carried unanimously. Regent Brown was absent.

Chair Brooks thanked Acting Vice Chancellor and Chief of Staff Sessions for her hard work during the transition. Interim Chancellor Charlton thanked the Board for its support in closing the process by the October 10, 2023, deadline.

6. Action Taken – NSHE Chancellor Search – The Board approved establishing an ad hoc Committee to Review the Policies Governing a Search for Chancellor, which would be charged with reviewing the current provisions governing the search process that are established in the Handbook, Title 2, Chapter 1, Section 1.5.4, subsections f.-i., and recommending any revisions thereto to the full Board. (*Ref. BOR-6 on file in the Board Office.*)

At its special meeting on August 29, 2023, the Board voted to appoint Interim Chancellor Patricia Charlton and commence a search for a permanent chancellor. The provisions governing the search process are outlined in the NSHE Code (Title 2, Chapter 1, Section 1.5.4, subsections f.-i.).

Chief General Counsel James J. Martines provided the following options:

- a. Prior to beginning a search for a permanent chancellor, the Board may consider establishing an ad hoc Committee to Review the Policies Governing a Search for Chancellor, which would be charged with reviewing the current provisions governing the search process for a permanent chancellor that are established in Title 2, Chapter 1, Section 1.5.4 (subsections f.-i.) and recommending revisions thereto to the full Board. If the Board deems it necessary to establish the aforementioned ad hoc committee, the Chair of the Board, pursuant to the *Bylaws of the Board of Regents* (Title 1, Article VI, Section 4), will appoint the members of the special committee and its Chair.
- b. The Board may determine it appropriate to immediately commence the search for a permanent chancellor pursuant to existing policy and will then consider whether to conduct a national, regional, in-state, or other search and whether the Committee shall be aided by a Search Consultant. Thereafter, pursuant to Title 2, Chapter 1, Section 1.5.4(f), the Chair of the Board, in consultation with the Vice Chair, will appoint members to the ad hoc Regents' Chancellor Search Committee.

Regent Carvalho stated the current process has worked well in the past. However, reviewing policies with new sets of eyes and listening to the concerns presented is essential. While she doesn't think the process needs changing, it is an excellent opportunity to improve. Regent Carvalho stated she supports Option A.

Regent Downs stated he supports Option A and believes reviewing the process for both the Chancellor and Presidents is a good idea. The process should include how a search consultant is chosen and who is included in determining finalists. Having additional voices included would help the overall process.

Chief of Staff Nikolajewski called the Board's attention to the policy attached as reference material. Subsection h explains that the Search Consultant is chosen by a team of three, including the Chancellor, the Chief of Staff, and the Chief General Counsel.

Chief General Counsel Martines pointed out the Open Meeting Law includes a restriction that anytime the Board, a public body, appoints a committee that has two or more members of the Board, that committee is also a public body. The search committee is a public body,

6. Action Taken – NSHE Chancellor Search – (Continued)

so if two or more committee members participate in the screening process, it is now deemed a public body.

Special Counsel Wixom agreed with Chief General Counsel Martines. One idea posed in the past is to circulate resumes; however, once you start distributing the information, which is viewed as a precursor to a decision and an invitation to a deliberation, it violates the Open Meeting Law Manual.

Regent Downs clarified that if there is a five-member committee, then two members would be a minority and be able to review and bring finalists to the committee. Special Counsel Wixom agreed that was part of their previous discussion, but then he checked the statutes and determined that two people would constitute a public body.

Regent Boylan stated the Board should wait until they have a new Chair who will decide who to place on the committee. He added that the screening policy includes the Chief of Staff and Special Counsel and asked for Chief General Counsel Martines' opinion.

Chief General Counsel Martines stated his office previously issued a legal opinion that the change adding "and Special Counsel" to the Chief of Staff title was not made with the approval of the Board. Therefore, it is void, and the Chief of Staff would be a part of the screening process. However, having the Special Counsel involved would make sense since the Board separated the positions.

Regent Goodman left the meeting.

Regent Boylan agreed the policy needed to be changed.

Regent Del Carlo states she supports Option A. She thinks hiring the Chancellor and Presidents is the most crucial thing the Regents do. The process has worked well in the past. She believed the last search had timing issues, and it erred in the selection of the Search Consultant.

Regent Goodman entered the meeting.

Special Counsel Wixom cautioned that the discussion related to the last search had not been agendized under the Nevada Open Meeting Law.

Regent Del Carlo stated she would like the Board to take a bit more time to get the policy right and ensure everybody understands the policy. She stated she supports Option A.

Regent Brager appreciated all the comments. She fully respects and understands the Open Meeting Law. She stated the Board needs a meeting only to discuss the Chancellor search.

In response to a question from Regent Brager related to the entire Board choosing a Search Consultant, Special Counsel Wixom responded yes, the Board as a whole can engage in that policy discussion or create a subcommittee.

6. Action Taken – NSHE Chancellor Search – (Continued)

Regent Brager did not believe it was a failed search in the sense that there were not finalists who could have been the next Chancellor. It failed because the policy was followed, and only one member was involved in bringing forward the finalists. She suggested they could go to the Attorney General and ask what they could do to change the process because it limits candidates.

Regent Perkins stated each member of the last search committee wanted more input, and they did not get the opportunity because of the Open Meeting Law. Blind hiring could include the entire Board, and they would only look at a person's qualifications. She stated she supports Option A so they can decide how or if to change the process.

Special Counsel Wixom noted that the Nevada Open Meeting Law Manual cites that a closed session may not be used to narrow down candidates or begin a selection process. He suggested that as the Board looks at the policy, it consider three factors: 1) Was the original policy wrong? 2) Has the rationale for the original policy changed? and 3) The original reasoning for the policy may be correct, circumstances may not have changed, but it may be appropriate to clarify the policy.

Regent Goodman believed blind hiring may have space in certain places, but it does not in academia.

Vice Chair Arrascada stated some of the items spoken today regarding the previous search are tough to hear. The Search Consultant followed the recommendations of the Regents, but the goalpost was moved. If the Chancellor search process is going to begin, it has to have a strong lens placed upon it, and it will need a proactive approach for the future of all searches throughout the System. It is imperative that all searches are conducted impartially by individuals who have done national searches. The previous search was done correctly. The Search Consultant with national knowledge did the right job. NSHE will find another Search Consultant and hopefully, individuals will still be interested in the position. The Board will then select an appropriate Chancellor who can lead NSHE. He hopes the next Chancellor search goes well but knows that his lack of being on searches was not why a successful hire wasn't made.

Regent Boylan stated the Board has someone in the position who knows the System. There is no need to rush into a search.

Regent Del Carlo moved to establish an ad hoc Committee to Review the Policies Governing a Search for Chancellor, which would be charged with reviewing the current provisions governing the search process that are established in the Handbook, Title 2, Chapter 1, Section 1.5.4, subsections f.-i., and recommending any revisions thereto to the full Board. Regent McMichael seconded.

6. Action Taken – NSHE Chancellor Search – (Continued)

In response to a question from Regent Brager related to a review of the policies, Chief General Counsel Martines stated it would be a part of the committee process.

Regent Perkins stated in the previous search that no DEI was present at the initial review of candidates.

Chair Brooks suggested that language be added to allow consideration if someone withdraws from the process at the last moment. He also suggested that there be education on the policy and why it exists the way that it does so Regents understand why things move in the direction and speed that it does.

Motion carried via a roll call vote. Chair Brooks, Vice Chair Arrascada, and Regents Brager, Carvalho, Cruz-Crawford, Del Carlo, Downs, Goodman, McMichael, Perkins, and Tarkanian voted yes. Regent Boylan voted no. Regent Brown was absent.

Regent Boylan stated he would like to change his vote to yes. Special Counsel Wixom responded that the matter has been closed. There would have to be a motion for reconsideration.

7. Information Only – New Business

Regent Perkins requested an electronic voting system.

8. Information Only – Public Comment

Bill Robinson suggested an in-state and NSHE search. He also stated that the Board can submit a BDR to the legislature for higher education searches. He reminded the Board that higher education searches are advertised in the fall and hired in the spring.

Patrick Villa suggested working backward from when you want the person to start in the position.

The meeting adjourned at 11:01 a.m.

Prepared by:

Angela R. Palmer  
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to the Board of Regents

Submitted for approval by:

Keri D. Nikolajewski  
Chief of Staff to the Board of Regents