

**NEVADA STATE COLLEGE FOUNDATION  
MEETING OF THE MEMBERS OF THE CORPORATION**

University of Nevada, Las Vegas  
Student Union, Ballrooms B & C  
4505 S. Maryland Parkway, Las Vegas  
Friday, December 6, 2019, 9:00 a.m.

Video or Telephone Conference Connection from the Meeting Site to:

Desert Research Institute, Reno  
2215 Raggio Parkway, Stout Conference Rooms A & B  
and  
Great Basin College, Elko  
1500 College Parkway, Berg Hall Conference Room

A video conference connection will be made from the meeting site to the Desert Research Institute, Stout Conference Rooms A & B, at 2215 Raggio Parkway, Reno, Nevada; and Great Basin College, Berg Hall Conference Room, at 1500 College Parkway, Elko, Nevada. Members of the Board and/or the public may attend the meeting and provide testimony or public comment at these sites via the video conference connection. In the event the video conference connection is not functioning, a teleconference connection will be made available.

**ROLL CALL:**

Dr. Jason Geddes, Chairman	_____
Dr. Mark W. Doubrava, Vice Chairman	_____
Dr. Patrick R. Carter	_____
Ms. Amy J. Carvalho	_____
Mrs. Carol Del Carlo	_____
Mr. Trevor Hayes	_____
Mr. Sam Lieberman	_____
Mrs. Cathy McAdoo	_____
Mr. Donald Sylvantee McMichael Sr.	_____
Mr. John T. Moran	_____
Mr. Kevin J. Page	_____
Ms. Laura E. Perkins	_____
Mr. Rick Trachok	_____

**IMPORTANT INFORMATION ABOUT THE AGENDA AND PUBLIC MEETING**

**NOTE:** Below is an agenda of all items scheduled to be considered. Notification is hereby provided that items on the agenda may be taken out of the order presented, including moving an item to a different day if the meeting is noticed for more than one day, two or more agenda items may be combined for consideration, and an agenda item may be removed from the agenda or discussion relating to an item on the agenda may be delayed at any time.

In accordance with the Board of Regents' Bylaws, Title I, Article V, Section 20, items voted on may be the subject of a motion to reconsider at this meeting. A motion to reconsider an item may be made at any time before adjournment of this meeting. Similarly, if an item is tabled at any time during the meeting, it may, by proper motion and vote, be taken from the table and thereafter be the subject of consideration and action at any time before adjournment of this meeting.

In accordance with the Board of Regents' Bylaws, Title 1, Art. V, Section 13, a quorum may be gained by telephonic hookup.

Some agenda items are noted as having accompanying reference material. Reference material may be accessed on the electronic version of the agenda by clicking the reference link associated with a particular item. The agenda and associated reference material may also be accessed on the Internet by visiting the Board of Regents' website at:

<https://nshe.nevada.edu/leadership-policy/board-of-regents/meeting-agendas/>

Many public libraries have publicly accessible computer terminals. Copies of the reference material and any additional support materials that are submitted to the Board of Regents' Office and then distributed to the members of the Board of Regents after the mailing of this agenda but before the meeting, will be made available as follows: 1. Copies of any such materials are available at the Board of Regents' Office at 2601 Enterprise Road, Reno, Nevada and the Board of Regents' Office at 4300 South Maryland Parkway, Las Vegas, Nevada. A copy may be requested by calling Angela R. Palmer at (775) 784-3465; 2. Copies of any such materials will also be available at the meeting site.

Reasonable efforts will be made to assist and accommodate physically disabled persons attending the meeting. Please call the Board office at (775) 784-4958 in advance so that arrangements may be made.

**1. PUBLIC COMMENT**

**INFORMATION ONLY**

Public comment will be taken during this agenda item. No action may be taken on a matter raised under this item until the matter is included on an agenda as an item on which action may be taken. Comments will be limited to three minutes per person. Persons making comment will be asked to begin by stating their name for the record and to spell their last name. The Chairman may elect to allow additional public comment on a specific agenda item when that agenda item is being considered.

In accordance with Attorney General Opinion No. 00-047, as restated in the Attorney General's Open Meeting Law Manual, the Chairman may prohibit comment if the content of that comment is a topic that is not relevant to, or within the authority of, the Board of Regents, or if the content is willfully disruptive of the meeting by being irrelevant, repetitious, slanderous, offensive, inflammatory, irrational or amounting to personal attacks or interfering with the rights of other speakers.

**2. ANNUAL REPORT**

**FOR POSSIBLE ACTION**

The Nevada State College (NSC) Foundation requests approval of its Annual Report, including the Annual Gift Report, as presented by Marilyn Jentzen, Chair of the NSC Foundation. ([Ref. NSC-2](#))

**3. OFFICERS**

**INFORMATION ONLY**

The members of the Board of Trustees of the NSC Foundation have selected the following individuals to serve as the officers of the Foundation from January 1, 2020, through December 31, 2020:

Marilyn Jentzen, Chair  
Dan Gerety, Vice Chair  
Charles Rinehart, Treasurer

**4. CONSENT ITEMS FOR POSSIBLE ACTION**

Consent items will be considered together and acted on in one motion unless an item is removed to be considered separately by the Chairman.

**4a. FINANCIAL STATEMENTS AND MANAGEMENT LETTER FOR POSSIBLE ACTION**

The NSC Foundation requests approval of its Financial Statements and Management Letter for the year ended June 30, 2019, along with the top 10 payee schedule. ([Refs. NSC-4a\(1\)](#) and [NSC-4a\(2\)](#))

**4b. APPOINTMENTS FOR POSSIBLE ACTION**

The NSC Foundation requests approval of the appointment of the following individuals to its Board of Trustees for a 3-year term beginning January 1, 2020:

Randall Colquitt  
Sonnya DeBonis  
Daniel Gerety  
Richard Perkins  
Tony Sanchez  
Brian Simmons  
Jeff Wiley

**4c. REAPPOINTMENTS FOR POSSIBLE ACTION**

The NSC Foundation requests approval of the reappointment of the following individuals to its Board of the Trustees:

Second Year

John Gibson  
Elaine Hodgson  
Walter Hashimoto  
Marilyn Jentzen  
Charlie Rinehart  
Layne Rushforth

Third Year

Alfredo Alonso  
Dane Carter  
James Gibson  
Dan Shaw  
Dan Stewart

4. CONSENT ITEMS – *(Continued)*

**FOR POSSIBLE ACTION**

4d. FOUNDATION AMENDED BYLAWS

**FOR POSSIBLE ACTION**

The NSC Foundation requests approval of its amended bylaws submitted by the Foundation Chair and Board of Trustees as follows: [\*\(Ref. NSC-4d\)\*](#)

- 1) Amendment to *Article I* to include definitions and mission and remove *Section 2, Corporate Seal*
- 2) Amendment to *Article I* to create *Section 2* to include mission of the organization
- 3) Amendment to *Article I Section 3*, previously *Section 1*, to define Nevada State College Foundation as the “Corporation”
- 4) Amendment to *Article II* to include the words “Board of Regents”
- 5) Amendment to *Article II Section 1* to include the definition of “member” and remove the word “qualifications”
- 6) Amendment to *Article II Section 2* where section to define tenure was previously *Section 1*. Also changed definition of tenure.
- 7) Amendment to *Article II Section 3* to define the purpose of the annual meeting, previously was *Section 2*
- 8) Amendment to *Article II Section 4* to define special meetings based on Board of Regents bylaws per *Title 1, Article V, Sec. 3* of the Handbook. This previously was *Section 3*
- 9) Amendment to *Article II Section 5* to define quorum of the Board of Regents as 7 members. This was previously *Section 4*
- 10) Amendment to remove *Section 5*, participation by telephone. This is now the section regarding quorum
- 11) Amendment to *Article II Section 6* to include the words “Upon reasonable demand”
- 12) Amendment to *Article III Section 1* to include the definition of “trustee”
- 13) Amendment to *Article III* to split sections on Powers and Terms. *Section 2* is now “Powers” and *Section 3* is now “Duties”
- 14) Amendment to *Article III Section 2 B* includes the words “management, distribution”
- 15) Amendment to *Article III Section 2 g and h*, removing the word “Trustees”
- 16) Amendment to *Article III Section 2* to include j and k, which define the powers of the Foundation to include accepting contributions and appointing an Executive Committee
- 17) Amendment to *Article III* to include *Section 3* which defines the duties of the Trustees
- 18) Amendment to *Article III Section 4, Qualifications, Election, Tenure*, which was previously *Section 2*.

4. **CONSENT ITEMS – (Continued)**

**FOR POSSIBLE ACTION**

**4d. FOUNDATION AMENDED BYLAWS – (Continued) FOR POSSIBLE ACTION**

- 19) Amendment to *Article III Section 4* to change the maximum number of board members from 27 to 30.
- 20) Amendment to *Article III Section 4, a* to indicate the board shall meet four times a year, and that the first meeting of the fiscal year will be the annual meeting of the board, which will be held prior to the Board of Regents meeting in December
- 21) Amendment to *Article III Section 4*, to add “b”, which indicates the board will name the officers of the board, presented by the Executive Committee.
- 22) Amendment to *Article III Section 4*, add “c”, which explains that the Committee on Trusteeship will bring the names of new trustees to the committee and that each trustee will have a term of three years.
- 23) Amendment to *Article III Section 4*, where the section regarding ex-officio members is now under “d” and previously under “c”
- 24) Amendment to *Article III Section 4*, where the section regarding emeritus status is now under “e” (previously “d”) and the name of the committee was changed from “Nominating Committee” to “Committee on Trusteeship”
- 25) Amendment to *Article III Section 4*, where the section regarding vacancies is now under “f”, previously “e”
- 26) Amendment to *Article III* where *Section 4* is now *Section 5* and updates the process of calling a special meeting
- 27) Amendment to *Article III* where *Section 5* is now *Section 6* and updates the board’s quorum to 50% of the trustees.
- 28) Amendment to *Article III* where *Section 6* is now *Section 7* and changes the responsibility of filling vacancies on the board from the Executive Committee to the Committee on Trusteeship
- 29) Amendment to *Article III* where *Section 7* is now *Section 8* and defines quorum of committee meetings as a majority of the committee members.
- 30) Amendment to *Article III Section 7 A 1, Executive Committee*, to change the name of the committee from Finance and Investment Committee to the Finance and Audit Committee, that the Secretary of the Board will also serve as the newly named Committee on Trusteeship, changed from Nominating Committee
- 31) Amendment to *Article III Section 7 A 2* where the word Members was changed to Trustees

4. **CONSENT ITEMS – (Continued)**

**FOR POSSIBLE ACTION**

**4d. FOUNDATION AMENDED BYLAWS – (Continued) FOR POSSIBLE ACTION**

- 32) Amendment to *Article III Section 7 B* to reflect the name of the new committee as the Finance and Audit Committee, from Finance and Investment Committee, and defines its role to also serve to audit the corporation, move the terms to three years, establishes it as a standing committee of the board and allow for no more than three non-board members to join this committee
- 33) Amendment to *Article III Section 7 C* to reflect the name of the new committee as Committee on Trusteeship, from Nominating Committee, defines the committee's role in board development, moves the terms to three years and establishes it as a standing committee of the board
- 34) Amendment to *Article III Section 7 D* to remove the Audit Committee as a separate committee
- 35) Amendment to *Article III* where *Section 8* is now *Section 9* and further defines what would cause the removal of a board member and process in which the board must take to complete that process
- 36) Amendment to *Article III* to create *Section 10* which defines board participation via telephone
- 37) Amendment to *Article III* where *Section 9* is now *Section 11* regarding compensation
- 38) Amendment to *Article IV Section 2* to change election of Officers from the Committee on Trusteeship to the Executive Committee and to establish the notification time of 14 days for the Executive Committee to compile the names of the officers, and the word "mailed" was changed to "communicated" to indicate the chair can send the slate of officers in other mediums beyond mail.
- 39) Amendment to *Article IV Section 4* to require the board chair to sit on the Finance and Audit Committee, as well as one additional committee
- 40) Amendment to *Article IV Section 5* to require the board vice chair to sit on the Finance and Audit Committee and one additional committee, but not the same committee as the chair
- 41) Amendment to *Article IV Section 6* to require the secretary to chair the Committee on Trusteeship and that an employee of Nevada State College can serve as the technical role of Secretary for meetings
- 42) Amendment to *Article IV Section 7* to require the Treasurer to chair the Finance and Audit committee, changed wording to say "ensure such funds are deposited", added the words "of Trustees" after "Board", and that the Treasurer must be the chair of the Finance and Audit Committee

**4. CONSENT ITEMS – (Continued) FOR POSSIBLE ACTION**

**4d. FOUNDATION AMENDED BYLAWS – (Continued) FOR POSSIBLE ACTION**

- 43) Amendment to *Article IV* to remove *Section 8*, as it is included in *Article V*.
- 44) Amendment to *Article IV* to remove *Section 9, Compensation*, as it was included in *Article III Section 11*
- 45) Amendment to *Article IV* where *Section 10, Vacancies*, is now *Section 8*
- 46) Amendment to create *Article V* which outlines the responsibilities and compensation of the Executive Director, and which the previous *Article V* is now *Article VI*
- 47) Amendment to *Article VI Section 3* removes the line “These restrictions do not apply to the chief executive officer in the establishment and the use of accounts to carry on the usual business requirements of the corporation, such as those for supplies and maintenance”
- 48) Amendment to *Article VI* to now be named *Article VII* and the removal of the line “or its Property Subcommittee”
- 49) Amendment to *Article VII* to now be *Article VIII*
- 50) Amendment to *Article VIII* to now be *Article IX* and changed days of notice for amendments to the bylaws to five days prior to the meeting
- 51) Amendment to *Article IX* to now be *Article X*
- 52) Amendment to *Article X* to *Article XI* and include that Roberts Rules of Order, Newly Revised, shall govern the board when applicable and when they are not inconsistent with these bylaws.

**5. NEW BUSINESS INFORMATION ONLY**

Items for consideration at future meetings may be suggested. Any discussion of an item under "New Business" is limited to description and clarification of the subject matter of the item, which may include the reasons for the request.

**6. PUBLIC COMMENT**

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AT THE SYSTEM ADMINISTRATION BUILDINGS AND E-MAILED FOR POSTING AT THE EIGHT NSHE INSTITUTIONS:

CSN, Building D, 1<sup>st</sup> Floor, 6375 W. Charleston Boulevard, Las Vegas, NV 89146  
DRI, Maxey Building, 2215 Raggio Parkway, Reno, NV 89512  
DRI, Southern Nevada Science Center, 755 E. Flamingo Road, Las Vegas, NV 89119  
GBC, Berg Hall, 1500 College Parkway, Elko, NV 89801  
NSC, Rogers Student Center, 1<sup>st</sup> Floor, 1300 Nevada State Drive, Henderson, NV 89002  
TMCC, Red Mountain Building (RDMT 200), 7000 Dandini Boulevard, Reno, NV 89512  
UNLV, Flora Dungan Humanities Building (FDH), 4505 Maryland Pkwy, Las Vegas, NV 89154  
UNR, Clark Administration, University of Nevada, Reno, Reno, NV 89557  
WNC, Bristlecone Building Lobby, 2201 W. College Parkway, Carson City, NV 89703  
System Administration, 4300 South Maryland Parkway, Las Vegas, NV 89119  
System Administration, 2601 Enterprise Road, Reno, NV 89512