

**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, 10:00 a.m.*

**Time Approximate: The foundation meetings may begin earlier than 10:00 a.m. upon adjournment of the Security Committee meeting.*

Video or Telephone 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

A video conference connection will be made from the meeting site to the Reno System Administration Building, Conference Room, at 2601 Enterprise Road, Reno, Nevada, and Great Basin College, Berg Hall Conference Room, at 1500 College Parkway, Elko, Nevada. In the event the video conference connection is not functioning, a teleconference connection will be made available.

Members of the Board and/or the public may attend the meeting and provide testimony or public comment at these sites. Public comment may also be submitted via the online public comment form (<http://nshe.nevada.edu/public-comment/>) or voicemail (702-800-4705 or 775-300-7661). Written comments will no longer be read into the record and voicemails will not be played for broadcast, but both will be included in the permanent meeting record.

Members of the public wishing to view the meeting may do so via live stream (<http://nshe.nevada.edu/live/>)

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

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 1, Article V, Section 18, 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, Article V, Section 12, a quorum may be gained by telephonic, video, or electronic transmission provided that notice to that effect has been given.

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 posting 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 Offices at 2601 Enterprise Road, Reno, Nevada, and 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 to participate in the meeting. Please call the Board Office at (702) 889-8426 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 two (2) minutes per person. Persons making comment are asked to begin by stating their name for the record and to spell their last name. The Board Chair 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 Board Chair 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 Desert Research Institute (DRI) Research Foundation requests approval of its Annual Report, including the Annual Gift Report, as presented by Mike Benjamin, Chair, DRI Research Foundation. ([Ref. DRI-2](#))

3. OFFICERS

INFORMATION ONLY

The members of the Board of Trustees of the DRI Research Foundation 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. 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 Members of the Corporation.

**4a. FINANCIAL STATEMENTS AND
MANAGEMENT LETTER**

FOR POSSIBLE ACTION

The DRI Research Foundation requests approval of its 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\(2\)](#))

4b. APPOINTMENTS

FOR POSSIBLE ACTION

The DRI Research Foundation requests approval of the appointment of the following individuals to its 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. BYLAW REVISION

FOR POSSIBLE ACTION

The DRI Research Foundation requests approval of its 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.

4. CONSENT ITEMS – (Continued)

FOR POSSIBLE ACTION

4c. BYLAW REVISION – (Continued)

FOR POSSIBLE ACTION

- 2) Amendments to Article III. Section 2. Qualifications; Election; Tenure.
 - 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.

4. CONSENT ITEMS – (Continued)

FOR POSSIBLE ACTION

4c. BYLAW REVISION – (Continued)

FOR POSSIBLE ACTION

- 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.
- 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 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.

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, and no substantive discussion may occur at this meeting on new business items in accordance with the Nevada Open Meeting Law (NRS 241.010 *et seq.*).

6. PUBLIC COMMENT

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AND ON THE NEVADA PUBLIC NOTICE WEBSITE PURSUANT TO NRS 232.2175 (<http://notice.nv.gov/>)
AT THE SYSTEM ADMINISTRATION BUILDINGS AND E-MAILED FOR POSTING AT THE EIGHT NSHE INSTITUTIONS:

CSN, Building D, 1st 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, 1st 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