

# BOARD POLICIES

## LAS VEGAS CONVENTION AND VISITORS AUTHORITY

### TABLE OF CONTENTS

<u>Article/Policy #</u>	<u>Title</u>	<u>Page</u>
<b>Article I</b>	<b>Internal Administration of Board of Directors .....</b>	<b>5</b>
Policy 1.01	Number of Members.....	5
Policy 1.02	Term of Office.....	5
Policy 1.03	Officers of the Board.....	5
Policy 1.04	Responsibilities of Board Members; Board Committees .....	5
Policy 1.05	Responsibilities of the Chair of the Board .....	9
Policy 1.06	Responsibilities of the Vice Chair of the Board.....	10
Policy 1.07	Responsibilities of the Secretary/Treasurer of the Board.....	10
Policy 1.08	Statutes and Policies Governing Board Action.....	10
Policy 1.09	Types of Meetings.....	11
Policy 1.10	Meetings of the Board.....	12
Policy 1.11	Agenda .....	13
Policy 1.12	Quorum .....	13
Policy 1.13	Parliamentary Procedure.....	13
Policy 1.14	Order of Business.....	13
Policy 1.15	Board Minutes.....	14
Policy 1.16	Procedures for Contracts and Agreements Presented to Board ...	14
Policy 1.17	Public Expenditures.....	14

<b><u>Article/Policy #</u></b>	<b><u>Title</u></b>	<b><u>Page</u></b>
<b>Article II</b>	<b>Powers and Functions of President/CEO.....</b>	<b>16</b>
Policy 2.01	Responsibilities of President/CEO .....	16
Policy 2.02	Compensation and Evaluation of President/CEO .....	19
<b>Article III</b>	<b>Powers and Functions of Legal Counsel.....</b>	<b>20</b>
Policy 3.01	Responsibilities of Legal Counsel.....	20
Policy 3.02	Reporting Relationship of Legal Counsel .....	21
Policy 3.03	Compensation and Evaluation of Legal Counsel.....	22
Policy 3.04	Retention of Outside Legal Counsel .....	23
<b>Article IV</b>	<b>Intellectual Property Management.....</b>	<b>24</b>
Policy 4.01	Ownership .....	24
Policy 4.02	Registration.....	24
Policy 4.03	Transfer .....	24
Policy 4.04	Cease and Desist Letters .....	24
Policy 4.05	Litigation.....	25
<b>Article V</b>	<b>Acquisition and Disposition of Property.....</b>	<b>26</b>
Policy 5.01	Acquisition of Personal Property .....	26
Policy 5.02	Disposition of Personal Property .....	26
Policy 5.03	Acquisition of Real Property .....	26
Policy 5.04	Disposition of Real Property .....	26
<b>Article VI</b>	<b>Procurement of Goods and Services.....</b>	<b>27</b>
Policy 6.01	Procurement of Goods and Services Generally .....	27
Policy 6.02	Sole Source Procurements .....	27
Policy 6.03	Amendments to Contracts and Agreements.....	27

<b><u>Article/Policy #</u></b>	<b><u>Title</u></b>	<b><u>Page</u></b>
<b>Article VII</b>	<b>Public Works Projects.....</b>	<b>28</b>
Policy 7.01	Procurement of Public Works Projects.....	28
Policy 7.02	Contingencies and Change Orders .....	28
Policy 7.03	Plans and Specifications.....	28
<b>Article VIII</b>	<b>Code of Conduct &amp; Conflicts of Interests.....</b>	<b>29</b>
Policy 8.01	Code of Conduct & Conflicts of Interests Policy.....	30
Policy 8.02	Notification of Violations .....	34

## **PURPOSE OF BOARD POLICIES**

Board policies are written rules, statements, principles, or directives for making decisions and taking action. Their purpose is to serve as a guide when the Board carries out its governance duties. They are not so specific as to eliminate management discretion within their delegated authorities. Policies also establish a standard and recommended way of acting in challenging situations. Board policies function as a protective mechanism for the organization and individuals when a decision is questioned and, by pointing to an approved policy, is the framework for explaining how a conclusion was reached. An adequate, functioning, and appropriate set of guiding policies is not a substitute for thinking and cannot eliminate mistakes, including simple oversights and poor judgment.

## **PREAMBLE**

The nature and objectives of every organization materially affects its operations and related governing policies. Accordingly, this “Preamble” to the Policies summarizes the LVCVA mission and nature of its operations so that the Policies may be viewed in proper context.

Unlike a local municipality that provides water and sewer services to its citizens that have no alternative provider and virtually no promotion, advertising and public relations costs, LVCVA is a destination marketing organization that also operates one of the largest convention facilities in the world. The LVCVA competes for visitors with the largest and finest visitor destinations and convention facilities in the United States and around the world. As a marketing organization, it seeks and nurtures relationships that directly affect Clark County's revenues next month, next year, and for decades to come.

As the destination marketing organization for Clark County, Nevada, LVCVA's mission is to attract an ever-increasing number of visitors to Southern Nevada. The LVCVA is established by statute and is unlike a typical convention and visitor's bureau in that it is not a membership-based organization. Although the LVCVA is a political subdivision of the State of Nevada, the LVCVA Board is unique in that its 14 board members include 6 representatives from the private sector sharing the LVCVA's unique objectives. The LVCVA's Board oversees LVCVA's policies, internal and external audits, executive compensation, the Las Vegas Convention Center District, and, through a Chief Executive Officer referred to herein as the President/CEO, all other activities of the LVCVA. The activities that the President/CEO oversees directly within budgetary constraints and powers and duties delegated by the Board include, among others, marketing, operation of facilities, human resources, finance, and public affairs.

[Added November 14, 2017]

**BOARD POLICIES**  
**LAS VEGAS CONVENTION AND VISITORS AUTHORITY**

**ARTICLE I – INTERNAL ADMINISTRATION OF BOARD OF DIRECTORS**

**Policy 1.01 – Number of Members.**

The Board shall consist of the number of members provided in Nevada Revised Statutes (NRS) 244A.603.

[Adopted November 9, 2004; amended October 11, 2005]

**Policy 1.02 – Term of Office.**

The Board members' terms of office shall be conterminous with the term of office of elected members and for two (2) year terms for appointed members, and they shall be selected as provided by NRS 244A.603.

[Adopted November 9, 2004; amended October 11, 2005]

**Policy 1.03 – Officers of the Board.**

The officers of the Board shall be Chair, Vice-Chair, Secretary and Treasurer elected in January of each odd-numbered year, as provided by NRS 244A.605 and 244A.611. The term of office for all officers of the Board shall be two (2) years. Board officers may only serve for two (2) consecutive terms in any specific office.

[Adopted November 9, 2004; amended October 11, 2005; amended June 10, 2008 and November 14, 2017]

**Policy 1.04 – Responsibilities of Board Members; Board Committees.**

1. *Policy Making.* The Board serves as a policy-making body and employs a President/CEO to serve as LVCVA's chief executive officer. The Board has such other powers and duties as are imposed by the provisions of NRS 244A.597 through 244A.655. Each Board Member will be encouraged to attend a minimum of one (1) scheduled LVCVA promotion or event each fiscal year. Board Committees may be created by Board action and the size and membership determined by the Board with the Committee Chair and members to be selected by the Board Chair, subject to ratification by the Board.

2. LVCVA Mission Oversight Powers and Duties. The powers and duties of the Board are imposed by law and include the approval of:
  - a. the establishment, construction, purchase and / or other acquisition, reconstruction, improvement, extension and betterment of exposition buildings and convention halls and related financing thereof;
  - b. disposals of real and personal property, and assignment, transfer, or licensure of trademarks, service marks and other intellectual property; and
  - c. solicitation and promotion of tourism and gaming generally, including the leasing of the LVCVA's facilities pursuant to lease agreements for the holding of conventions, expositions, trade shows, entertainment, sporting events, cultural activities or similar uses reasonably calculated to produce revenue for the LVCVA and to enhance the local economy. The promotion of tourism, gaming or the use of facilities may include advertising and promoting the entire Southern Nevada area including facilities under control of the LVCVA and the resources of the entire community or area, including tourist accommodations, transportation, entertainment, and gaming and entering into contracts for advertising, including payment of a reasonable commission.
3. Delegation of Powers and Duties. The Board delegates to the President/CEO the authority to initiate, approve, and execute individual agreements and transactions valued under a certain dollar amount (currently \$100,000 including the value of subsequent amendments, if any), except that the Board must approve all acquisitions and dispositions of real property and the disposition of intellectual rights. When exercising such delegated authority, the President/CEO's reasonable intentions must be to further the LVCVA's mission within applicable budget constraints.
4. Review of Delegated Powers and Duties. For contractual commitments that have a dollar value that is less than the discretion granted to management, the Board shall inspect quarterly lists of such contractual commitments between \$50,000 and \$100,000 for possible questions and comments.
5. Performance and Compensation Reviews. Annually, the Board through its compensation committee shall review the performance and compensation of the President/CEO and Legal Counsel, and the compensation ranges for other "E" level employees. More specifically, the Compensation Committee performs the annual performance and compensation evaluations of the President/CEO and Legal Counsel, and the Board, based on recommendations of the Compensation Committee, is responsible for determining their compensation and benefits including bonus and goals. The President/CEO establishes salary, bonus and other benefit ranges for other "E" level employee positions that are reviewed annually by the Board through its Compensation Committee.

6. Committees of the Board. Board Committees may be created including establishing the number of members and membership by Board action with the Committee Chair and members to be selected by the Board Chair, after first soliciting the other Board Members' interest in serving in the various capacities and considering their relevant expertise, and subject to ratification by the Board. Each established committee shall have a separate charter approved by the Board that summarizes the committee's duties and responsibilities. All Board members must participate in at least one Committee, including all board committees and, if any, appointments to Las Vegas Events' Board.
  
7. Board Member Travel and Reimbursable Expenses. The purpose of this policy is: (1) to help Board Members understand the methods and processes used in LVCVA promotions and to better discharge the responsibilities imposed on them by statute; and (2) to conduct the business purposes of the LVCVA by representing the LVCVA and the Clark County destination. Direct observation is the most effective method for acquiring such knowledge. Board Members are encouraged to attend LVCVA events held in Clark County and one event outside of Clark County annually. Additional travel for domestic or foreign events is permissible dependent upon the educational need of the Board Member with concurrence of the Chairman and business purposes of the LVCVA. A Board Member who travels shall also report on the member's participation at the event attended outside of Clark County at the next regularly scheduled Board meeting.

Board Members shall adhere to the same travel and expense report policies as LVCVA's management, staff, and non-staff event participants. Such policies define and give examples and parameters of expenses that are reimbursable or not, incorporate the concept that business expenses must be reasonable, ordinary and necessary to LVCVA's mission, specify how to handle exceptions, and the nature and extent of required supporting documentation. Such policies also include the concept that travel is only authorized for a reasonable, typically minimum number, of persons necessary to carry out the business purpose and the route and mode of transportation must be consistent with scheduling needs. Such determinations typically consider the most direct, cost and time-efficient route, including, but not limited to, airfare and ground transportation availability and costs, alternate airports options, departure and travel times and their impact on work time, expediency, daily expenses, and similar measures of reasonable travel conditions.

8. Avoidance of Appearance of Conflict of Interest. Board Members shall avoid the appearance of conflict of interest. A Board Member shall not, except in de minimis amounts (less than \$400 annually):
- a) Seek or accept gifts, services, favors, employments, engagements, emoluments or economic opportunities from the LVCVA, its business partners, vendors and customers which would impair or, to a reasonable person, have the appearance of impairing the Board Member's professional honesty in the discharge of the Member's responsibility to further the mission of the LVCVA;
  - b) Use the Board Member's influence to secure or grant unwarranted privileges, preferences, exemptions or advantages for personal gain.
  - c) The above restrictions do not constrain the acceptance or request for tickets (maximum four tickets per event) to LVCVA and Las Vegas Events' sponsored events, meals and/or travel related to events and functions that the Board Member shall attend on behalf of and/or at request of the LVCVA. The prohibition does not extend to the acceptance of campaign contributions by elected representatives that serve as Board Members, pursuant to State laws.
9. Board Member Training. A Board Member shall have a sound working knowledge of the Policies and other information contained in orientation materials, including certain applicable provisions of the NRS and other laws pertaining to local government and the LVCVA. Each Board Member shall attend orientation training within 45 days of appointment. Legal Counsel shall provide the training and refresher training for each Board Member every 24 months. Board Members shall acknowledge receiving this training in writing. Similarly, executive and other management personnel responsible for the review and approval of transactions involving Board Members shall also attend similar bi-annual training and acknowledge receipt of such training in writing.
10. Hiring and termination of the President/CEO. The Board shall have sole authority for all decisions relating to the hiring and termination of the President/CEO.
11. Hiring and termination of the Legal Counsel. The Board shall have sole authority for all decisions relating to the hiring and termination of LVCVA's Legal Counsel. In making such decisions, the input and recommendation of the President/CEO will be considered. The Board may solicit and receive such other information as it deems appropriate for this purpose.
12. Approval of the Expense Reports of the President/CEO and Legal Counsel. The Board Treasurer or appropriately skilled Board Member designee (selection by the Chair) other than the Board Chair, shall review and approve the expense reports of the President/CEO and Legal Counsel.



13. Approval of Special Awards. The Board shall receive and approve annually recommendations from its Compensation Committee related to management's policy related to special awards, including but not limited to service awards and retirement gifts and approve the special awards policy. Prior Board approval is also required for any exceptions to the policy.
14. Las Vegas Convention Center District. The Board shall approve the strategic plans of the Las Vegas Convention District and all related development activities not delegated to the President/CEO or oversight panels appointed in accordance with laws and regulations.
15. Election of Officers. The process for the election of officers shall follow Robert's Rules and include the nomination of candidates "from the floor" for the positions of Chair, Vice-Chair, Secretary, and Treasurer and subsequent voting thereon by the Board members. Nominees for Chair and Secretary shall be from the elected board members and nominees for Vice-Chair and Treasurer shall be from the private sector members. Board Members shall receive notification of a scheduled reorganization at a regularly scheduled Board meeting and at least one month in advance of the election.

[November 9, 2004 and modified November 14, 2017]

**Policy 1.05 – Responsibilities of the Chair of the Board.**

The Chair shall:

1. Preside at all meetings of the Board and enforce the parliamentary rules.
2. Have the right to offer resolutions, and to discuss questions.
3. Have the power to vote on all matters.
4. Call special meetings of the Board whenever there is sufficient business to come before the Board, or upon written request of three (3) members of the Board.
5. Advise the President/CEO on agenda preparation for the meetings.
6. Sign all papers and documents as required by law or as authorized by action of the Board.
7. Have the power to administer oaths or affirmations to witnesses at personnel hearings.

8. Appoint chairs of Board Committees and members of Board Committees, subject to ratification by the Board.
9. Be an ex-officio member (non-voting) of any Board Committee.
10. Exercise such other powers as may be delegated to him/her by the Board.

[Adopted November 9, 2004; amended October 11, 2005]

**Policy 1.06 – Responsibilities of the Vice Chair of the Board.**

The Vice Chair shall, in the absence of the Chair, serve in the capacity and assume the duties of the Chair, taking action as appropriate to fulfill these responsibilities.

[Adopted November 9, 2004; amended October 11, 2005]

**Policy 1.07 – Responsibilities of the Secretary and Treasurer of the Board.**

There shall be separate Board Officers with the title of Secretary and one of Treasurer:

1. The Secretary shall cause to be kept a full and accurate record of the proceedings of the Board.
2. The Secretary shall be responsible to the Board for all matters pertaining to the care of the Board's records and documents.
3. The Secretary shall ensure that members of the Board are notified of meetings and that special meetings are called in conformance to law.
4. The Secretary shall call the Board meetings to order in the absence of the Chair and the Vice-Chair, and serve in the capacity of the Chair and assume the duties of the Chair.
5. The Secretary and the Treasurer shall have such duties as the Board may decide.
6. The Secretary and Treasurer shall perform such other duties as required by NRS 244A.611(2) and (3).

[Adopted November 9, 2004; amended October 11, 2005 and November 14, 2017]

**Policy 1.08 – Statutes and Policies Governing Board Action.**

1. The Board shall be governed by all applicable provisions of the law relating to “local government” and NRS 244A.597 *et seq.*, and by the Board policies adopted herein.

2. Policies:

The Board shall provide authorization and guidelines for the President/CEO. Implementation of such policies is the responsibility of the President/CEO. The formulation and adoption of written policies, particularly in regard to the proper authorization of transactions, and performance evaluation of the President/CEO constitute two methods, among others, by which the Board shall provide direction for the operation of LVCVA.

The President/CEO shall make recommendations on Board Policy adoption and revision of existing Policies at least annually. The Board Policies shall be collected and compiled in a separate record and maintained by the office of the President/CEO. Staff shall review these Policies annually and make modification recommendations to the Board for its consideration.

3. Indemnification: LVCVA shall indemnify the Board and staff against any and all costs incurred in legal actions that may be filed against such individuals based upon their performance of duties on behalf of LVCVA. The LVCVA shall maintain a sufficient amount of errors and omissions, or similar coverage, insurance to protect and indemnify Board members.
4. Exhibitor Policy: The Lessee shall secure compliance with all state and federal laws and/or regulations from any exhibitor who seeks to install its own booth (“Exhibitor”). The lessee shall ensure that the Exhibitor shall comply with all laws, rules and regulations related to booth installation and dismantling. The Lessee shall obtain from such Exhibitor a commercial general insurance policy in the amount of, at least, Two Hundred Fifty Thousand Dollars (\$250,000) which names LVCVA and Lessee as additional insureds.

[Adopted November 9, 2004; amended October 11, 2005 and November 14, 2017]

**Policy 1.09 – Types of Meetings.**

The Board shall hold the following types of meetings:

1. Regular Meetings, which are held on the second Tuesday of each month at 9:00 a.m. The meeting may be cancelled or another date set.

2. Recessed Meetings, which may be held at the discretion of the Board, since any legal meeting may be recessed to a specific time and place. Only items on the agenda of the meeting may be acted upon at the recessed meeting.
3. Special Meetings, which may be called by the Chair whenever there is sufficient business to come before the Board, or upon written request of three (3) members of the Board. Special Meetings are not official unless each member has been notified in writing of the time, place and purpose of the meeting by personal delivery of the notice at least three (3) working days before the meeting, or by notice deposited in the United States mails at least three (3) working days before the meeting, and posting notice as required by Nevada Open Meeting Law. Only those items of business contained in the notice of Special Meeting may be discussed and/or acted upon at such meeting.
4. Emergency Meetings, without notice, pursuant to Nevada Open Meeting Law.
5. Meetings may be closed to the public only when authorized by the Nevada Revised Statutes.
6. Biennial Organization Meeting. At the first meeting in January of each odd-numbered year, the Board meets and organizes by electing one of its members Chair; another, Vice-Chair; and a third, Secretary/Treasurer.
7. Committee meetings, on call of Committee Chair on three (3) working days notice to Committee members, and posting notice as required by Nevada Open Meeting Law.
8. Budget meetings as required by the Nevada Revised Statutes.

[Adopted November 9, 2004; amended October 11, 2005]

**Policy 1.10 – Meetings of the Board.**

All meetings of the Board and Committees are open to the public, with the exception of meetings, pursuant to the Nevada Revised Statutes, that the Board may close to the public. It is the policy of the Board that members of the public shall have the right to be heard at Board meetings.

[Adopted November 9, 2004; amended October 11, 2005]

**Policy 1.11 – Agenda.**

1. Development of the Agenda

A comprehensive agenda for regular and special Board meetings shall be prepared by the President/CEO and include sufficient backup detail to allow Board members to give prior consideration to items calling for action or discussion.

Any Board member who wishes to place an item on the agenda shall call the office of the President/CEO.

2. Any matter of business not on the agenda as herein provided shall be ruled “out of order” by the Board Chair.

[Adopted November 9, 2004; amended October 11, 2005]

**Policy 1.12 – Quorum.**

Unless otherwise specified in the Nevada Revised Statutes, in all meetings a majority of the members of the Board shall constitute a quorum for the transaction of business, and no action of the Board shall be valid unless such action shall receive the approval of a majority of all the members of the Board present.

[Adopted November 9, 2004; amended October 11, 2005]

**Policy 1.13 – Parliamentary Procedure.**

The Board meeting shall be conducted in compliance with Roberts Rules of Order, latest edition, with the exception that a second shall not be required for any motion to be put to a vote of the members, and the Board Chair, or in his/her place and stead, the presiding officer, may make a motion.

[Adopted November 9, 2004; amended October 11, 2005]

**Policy 1.14 – Order of Business.**

The order of business for each regular meeting of the Board shall be as follows. To change the order of business at any regular meeting of the Board for that meeting only, an affirmative majority vote of the Board members present at that meeting is required.

Call to Order

Invocation and Flag Salute

Approval of Including Tabled/Reconsideration Items to the Agenda

Approval of Agenda After Emergency Additions/Deletions

Approval of Minutes

Presentation – Discussion and Possible Action

Staff Reports (By Division)

Legal Counsel

Committees

Directors' Recognition/Travel Report

Questions from the Floor by the Public Adjournment

NOTE: All items on the agenda are for action by the Board unless otherwise noted.

[Adopted November 9, 2004; amended October 11, 2005, November 14, 2017]

**Policy 1.15 – Board Minutes.** The minutes of all official meetings of the Board and Committees are to be recorded and filed in the Board Office. Minutes are considered public records after approval by the Board and shall be available for inspection. A shorter version of the Board minutes will be drafted and used which would include the motions and indications of conversations which led to those motions, as opposed to verbatim minutes; the only exception being a closed session respecting personnel, for which verbatim minutes shall be prepared. Minutes of personnel items and meetings shall be recorded separately, and such minutes are not available for inspection by the public except as provided by the Nevada Open Meeting Law.

[Adopted November 9, 2004; amended October 11, 2005]

**Policy 1.16 – Procedures for Contracts and Agreements Presented to Board.** All contracts and agreements entered into in the name of LVCVA are required to have the approval (as to legality and form) of LVCVA's Legal Counsel before being presented to the Board for action. Notification of the approval of LVCVA's Legal Counsel will be made with the action item when it is submitted to the Board. Copies of all Board-approved contracts shall be lodged with the Secretary of the Board for safekeeping.

[Adopted November 9, 2004; amended October 11, 2005; amended July 10, 2012]

**Policy 1.17 – Public Expenditures.**

1. Budget Requirements

No expenditures shall be approved by the Board for which provision has not been made in the Budget. This shall not preclude such change or amendment to the Budget as shall be lawful.

2. Grants to Entities

- (a) Collection fee distributions to the contributing entities pursuant to NRS 244A.645 may be used by such entities for any purpose.
- (b) Annual grants for recreational purposes shall be used by such entities for capital improvements of recreation facilities.

[Adopted November 9, 2004; amended October 11, 2005]

**BOARD POLICIES**  
**LAS VEGAS CONVENTION AND VISITORS AUTHORITY**

**ARTICLE II – POWERS AND FUNCTIONS OF PRESIDENT/CEO**

**Policy 2.01 – Responsibilities of President /CEO.**

The President/CEO shall act as LVCVA's chief executive officer. The President/CEO will formulate and implement policy in order to conduct LVCVA's day-to-day business within the budgetary and policy constraints set by the Board. The President/CEO shall also implement and administer all policies, plans and procedures approved by the Board. When necessary and appropriate, the President/CEO will bring policy recommendations and changes to the Board for approval.

Subject to any requirements set forth elsewhere in these Policies or under applicable law, the President/CEO shall:

1. Develop the objectives for LVCVA and submit said objectives to the Board for approval, adoption or revision.
2. Manage and supervise the business and affairs of LVCVA subject to the budget and policies approved by the Board.
3. Oversee management and operations of all departments of LVCVA, and make salary adjustments, bonus and salary range adjustments for all employees; provided that, the Board ultimately shall approve the compensation, bonus and salary range adjustments of LVCVA's Legal Counsel, after receiving the evaluation and recommendation of the President/CEO and Compensation Committee as provided in Policy 3.03. The President/CEO shall recommend to the Board for approval all title changes and salary range adjustments for "E" level positions.
4. Make recommendations to the Board regarding non-salary benefits that are obtained for LVCVA's employees.
5. Be responsible for establishing and adjusting car allowances for all LVCVA employees, except for the President/CEO.
6. Ensure that LVCVA policies are uniformly understood and administered by his/her subordinates.
7. Review, coordinate and submit to the Board all annual plans and operating budgets as required.



8. Take a leadership role in the promotion of the cultural aspects of the Las Vegas/Clark County community.
9. Analyze overall operating results of LVCVA departments relative to plans, recognize achievement and ensure that appropriate steps are undertaken to correct unsatisfactory conditions.
10. Provide leadership in maintaining and enhancing the good reputation of LVCVA, and its favorable reputation with clients, employees, colleagues and the public.
11. The President/CEO's responsibilities include establishment of the limits of subordinates regarding reimbursable expenses and other expenditures, contractual commitments, and all other internal operation and personnel policies not specified by the Board. Personnel policies related to Legal Counsel are at the sole discretion of the Board. (Rev. November 14, 2017)
12. Coordinate the efforts of all departments to ensure the most cost-effective delivery of service to the Las Vegas convention and travel industry.
13. Approve all LVCVA expenditures under \$100,000. (Rev. 8/8/06)
14. Be authorized to negotiate rental rates for non-profit organizations.
15. Attend all regular, recessed and special meetings of the Board and Board Committees, whenever possible.
16. Unless otherwise directed by Board action, formulate and conduct any and all lobbying efforts on issues that relate to or affect LVCVA and/or the destination.
17. Prepare a draft agenda for each regular, recessed and special meeting of the Board and Board Committees, submit such draft to the Board Chair or Committee Chair, as applicable, for input and thereafter give notice of such meeting together with the time, place and location, as required by the Nevada Open Meeting Law.
18. Negotiate and execute all facility leases for LVCVA.
19. Formulate and submit to the Board for approval building lease rates.
20. Establish and implement employee policies and procedures.
21. Recommend and implement an Investment Policy, as established by the Board, and submit to the Board an annual investment review as set forth in Section VI(C) of the Investment Policy at the annual budget meeting.

Recommend and submit for approval a Compensation Committee Charter or changes thereto, as established by the Board. Recommend and submit for approval changes to the Audit Committee Charter, as established by the Board.

22. Make recommendations to the Board regarding the following items, all of which shall require prior Board approval, subject to such exceptions and/or additional approvals as may be set forth elsewhere in these Policies or under applicable law:
- (a) Establish the name of the organization or its facilities.
  - (b) Set paid parking fees.
  - (c) Approve policies relating to exhibitor installation of their own booths.
  - (d) Approve policies regarding minutes of Board meetings.
  - (e) Approve policies regarding Board meeting frequency and location.
  - (f) Approve bond covenants and other related documentation.
  - (g) Approve Budget Transfers within the requirements of the Nevada Revised Statutes.
  - (h) Conduct the President/CEO's annual evaluation, set the President/CEO's goals and determine the President/CEO's salary and benefits.
  - (i) Approve write-offs individually in excess of \$100,000. (Rev. 8/8/06)
  - (j) Approve collection distributions.
  - (k) Approve grants and grant funding guidelines.
  - (l) Approve real property related activities, including purchases, sales and easements.
  - (m) Approve the Budget and Comprehensive Annual Financial Report(s).
  - (n) Approve debt service payments.

- (o) Select Independent Audit Firms, in consultation with the Board's Audit Committee.
  - (p) Approve or ratify (as applicable) any single Workers Compensation settlement over \$100,000. (Rev. 8/8/06)
  - (q) Approve any and all budget augmentations.
  - (r) Approve any document or action required by law to be approved by the Board.
23. The President/CEO shall be authorized to approve the procurement of emergency contracts, in accordance with NRS 332.115. The President/CEO or LVCVA's Legal Counsel shall be required to notify the Board at the first Board meeting following the procurement of any such emergency contract. (REV 11/14/17)
24. Perform such other duties as the Board may from time to time assign to the President/CEO.

[Adopted November 9, 2004; amended October 11, 2005 , 8/8/06, 11/14/17]

**Policy 2.02 – Compensation and Evaluation of President/CEO.**

The Compensation Committee of the Board shall be responsible for performing the annual evaluation of the President/CEO, and the Board, based on a recommendation of the Compensation Committee, shall be responsible for determining the compensation and benefits of the President/CEO, including, without limitation, the President/CEO's bonus and goals.

[Adopted October 11, 2005]

**BOARD POLICIES**  
**LAS VEGAS CONVENTION AND VISITORS AUTHORITY**

**ARTICLE III – POWERS AND FUNCTIONS OF LEGAL COUNSEL**

**Policy 3.01 – Responsibilities of Legal Counsel.**

Subject to any requirements set forth elsewhere in these Policies or under applicable law, LVCVA's Legal Counsel shall:

1. Act as attorney representing the organization, and advise the Board, the President/CEO and other members of LVCVA staff regarding legal questions arising in the conduct of LVCVA's operations, and have primary responsibility for assuring the implementation of an effective legal compliance system under the oversight of the Board.
2. Make recommendations for Board policies, resolutions and other documents or procedures affecting LVCVA's legal position.
3. Give an opinion upon any legal matter or question submitted by the Board or the President/CEO.
4. Attend all regular, recessed and special meetings of the Board and Board Committees, whenever possible.
5. Assist the Board Chair and the President/CEO in the preparation of agenda for all regular, recessed and special meetings of the Board and Board Committees and the giving of notice thereof as required by the Nevada Open Meeting Law.
6. Review and approve as to form and legality all agreements, contracts, leases, bonds, insurance policies, instruments and other documents to which LVCVA proposes to become a party or otherwise bound.
7. Determine, in consultation with the President/CEO and professional advisers, as appropriate, when cease and desist letters should be sent, in accordance with Policy 4.04.
8. Oversee and report on litigation and other legal proceedings in which LVCVA is involved.
9. Inform the Board and the President/CEO of any legislation or other legal matters that could reasonably be expected to have a material effect on LVCVA.

10. Instruct Board Members regarding the policies contained herein, statutory responsibilities, and information in other orientation materials within 30 days of a Board Member's appointment and refresher training every 24 months thereafter. Legal Counsel shall also provide similar training to executive and other management personnel responsible for the review and approval of transactions involving Board Members. (Added November 14, 2017)
11. Manage LVCVA's legal affairs generally, including, but not limited to, the hiring/firing, evaluation and compensation of any associate attorneys and other legal personnel.
12. Receive and address notifications of suspected violations of LVCVA's conflict of interest policy, in accordance with Policy 8.02.
13. Make changes to LVCVA contracts with third parties when legally necessary as determined by the LVCVA's Legal Counsel. Any such changes shall not materially change the scope of the contract or change the monetary consideration under the contract. (Added November 14, 2017)
14. Legal Counsel shall act as risk manager of the LVCVA and be responsible for the acquisition of all insurance and acquisition of risk mitigation products or processes. (Added November 14, 2017)
15. Perform such other duties as the Board may from time to time assign to LVCVA's Legal Counsel.

LVCVA's Legal Counsel shall not engage in the private practice of law without the Board's prior approval, and then only upon such conditions as the Board may impose.

[Adopted October 11, 2005 and November 14, 2017]

**Policy 3.02 – Reporting Relationship of Legal Counsel.**

The following provisions shall govern the reporting relationship of LVCVA's Legal Counsel:

1. On a day-to-day basis, LVCVA's Legal Counsel shall report to the President/CEO and shall take direction from the President/CEO on strategic and business matters within the President/CEO's authority, consistent with requirements of law, these Policies and the current and future ethical standards of conduct adopted by the Supreme Court of Nevada applicable to lawyers licensed to practice law in Nevada. In order to perform their obligations to LVCVA, Board members shall have complete and open access to LVCVA's Legal Counsel.

2. On a quarterly basis, LVCVA's Legal Counsel shall report to the Board Chair regarding any material legal matters relating to LVCVA. These matters shall include, but are not limited to: (a) the status of any material legal proceedings to which LVCVA is a party or in which LVCVA is otherwise involved; (b) any significant issues or concerns relative to compliance with applicable legal requirements, including potential or ongoing material violations of law by, and breaches of fiduciary duty to LVCVA or violations of these Policies by, LVCVA or any of its directors, officers and/or employees; and (c) any matters of a legal nature which could result in a material risk of loss or liability to LVCVA.
3. In addition to the reporting requirements set forth above in this Policy 3.03 and below in Policy 8.02, if LVCVA's Legal Counsel becomes aware of (a) any material violation of law, breach of fiduciary duty or violation of these Policies or (b) any other legal matter that may present an imminent substantial risk to LVCVA's interests, then LVCVA's Legal Counsel shall report such violation, breach or other matter to the Board Chair as soon as is reasonably practicable.
4. To assure independence and candor, reporting by LVCVA's Legal Counsel under Items 1, 2, and 3 above shall be protected in accordance with the provisions of Item 12 of Policy 8.01.

[Adopted October 11, 2005 and revised November 14, 2017]

**Policy 3.03 – Compensation and Evaluation of Legal Counsel.**

The compensation of LVCVA's Legal Counsel is established by the Board. The President/CEO shall perform an annual evaluation of LVCVA's Legal Counsel, consistent with LVCVA's executive-level compensation program and practices, and based on such evaluation, the President/CEO shall make a recommendation to the Compensation Committee regarding the compensation of LVCVA's Legal Counsel. The Compensation Committee then shall perform its evaluation and make its recommendation to the Board regarding the compensation of LVCVA's Legal Counsel. The Board ultimately shall be responsible for approving the compensation of LVCVA's Legal Counsel after full consideration of such evaluation and recommendation. The Board may solicit and receive such other information as it deems appropriate for this purpose.

[Adopted October 11, 2005]

**Policy 3.04 – Retention of Outside Legal Counsel.**

LVCVA's Legal Counsel, after consultation with the President/CEO, shall be authorized to retain outside legal counsel, subject to ratification by the Board at its next meeting. At the conclusion of each significant legal action, LVCVA's Legal Counsel shall provide to the Board a summary of the important aspects of the legal action, including a report on the outcome of the legal action. Engagements of outside counsel to advise the Board, or by a Committee of the Board, for special investigations or independent advice should be made and structured to assure independence and direct reporting to the Board or the Committee.

[Adopted October 11, 2005]

**BOARD POLICIES**  
**LAS VEGAS CONVENTION AND VISITORS AUTHORITY**

**ARTICLE IV – INTELLECTUAL PROPERTY MANAGEMENT**

**Policy 4.01 – Ownership.**

LVCVA always shall be identified as the owner of trademarks or service marks that LVCVA chooses to register, and LVCVA shall retain ownership of such marks.

[Adopted October 11, 2005]

**Policy 4.02 – Registration.**

The LVCVA Legal Counsel, with input from the President/CEO shall make the determination regarding whether particular trademarks and service marks should be registered with any state or the federal Patent and Trademark Office.

[Adopted October 11, 2005, Rev. November 14, 2017]

**Policy 4.03 – Transfer.**

Prior Board approval shall be required with respect to any permanent assignment, transfer, or license of trademarks, service marks and other intellectual property owned by LVCVA. Prior Board approval shall not be required if the license of such trademarks, service marks or other intellectual property is limited to integrated promotions and the President/CEO and Legal Counsel approve such license.

[Adopted October 11, 2005, Rev. 8/8/06, Rev. November 14, 2017]

**Policy 4.04 – Cease and Desist Letters.**

LVCVA's Legal Counsel, after consultation with appropriate professional advisers, shall determine when cease and desist letters should be sent. Only LVCVA (including its Legal Counsel) or outside legal counsel to LVCVA shall be authorized to send cease and desist letters relating to LVCVA-owned trademarks, service marks and other intellectual property.

[Adopted October 11, 2005, Rev. November 14, 2017]



**Policy 4.05 – Litigation.**

Board notifications shall be required prior to instituting litigation in Federal Court to enforce LVCVA's intellectual property rights, Board notification is not required to file and prosecute an administrative action. In the rare case where such prior approval is impractical, and delay would prejudice LVCVA's interests, the President/CEO, with the concurrence of LVCVA's Legal Counsel, shall be authorized to initiate litigation, subject to ratification by the Board at the first Board meeting thereafter.

[Adopted October 11, 2005, Rev. November 14, 2017]

**BOARD POLICIES**  
**LAS VEGAS CONVENTION AND VISITORS AUTHORITY**

**ARTICLE V – ACQUISITION AND DISPOSITION OF PROPERTY**

**Policy 5.01 – Acquisition of Personal Property.**

Prior Board approval shall be required for any purchase or other acquisition of personal property involving an expenditure that is over the authority delegated by the Board to the President/CEO.

[Adopted October 11, 2005, Rev. 8/8/06, Rev. November 14, 2017]

**Policy 5.02 – Disposition of Personal Property.**

Prior Board approval shall be required for any sale and other disposition of personal property having an estimated fair market value that is over the authority delegated by the Board to the President/CEO.

[Adopted October 11, 2005, Rev. 8/8/06, Rev. November 14, 2017]

**Policy 5.03 – Acquisition of Real Property.**

Prior Board approval shall be required for any purchase or other acquisition of real property.

[Adopted October 11, 2005]

**Policy 5.04 – Disposition of Real Property.**

Prior Board approval shall be required for any sale or other disposition of real property.

[Adopted October 11, 2005]

**BOARD POLICIES**  
**LAS VEGAS CONVENTION AND VISITORS AUTHORITY**

**ARTICLE VI – PROCUREMENT OF GOODS AND SERVICES**

**Policy 6.01 – Procurement of Goods and Services Generally.**

Prior Board approval shall be required for any procurement of goods or services, including professional services, for an amount that is over the authority delegated by the Board to the President/CEO, including the cost of subsequent adjustments, if any.

[Adopted October 11, 2005, Rev. 8/8/06, Rev. November 14, 2017]

**Policy 6.02 – Sole Source Procurements.**

Prior Board approval shall be required for any sole source procurement over \$100,000; In the rare case where such prior approval is impractical, and delay would prejudice LVCVA's interests, the President/CEO, with the concurrence of LVCVA's Legal Counsel, shall be authorized to enter into a sole source procurement involving an amount of more than \$100,000 subject to ratification by the Board at the first Board meeting after the award or purchase.

[Adopted October 11, 2005, Rev. 8/8/06]

**Policy 6.03 – Amendments to Contracts and Agreements.**

Prior Board approval shall be required for any amendment to a contract or agreement in cases where: (i) the amendment, together with any prior amendments not approved by the Board, involves an amount of \$100,000 or more; or (ii) the amendment is to a contract or agreement that was not originally approved by the Board and the amount of the amendment, together with the original contract or agreement amount and the amount of any prior amendments not approved by the Board, is \$100,000 or more. Subject to any requirements set forth elsewhere in these Policies or under applicable law, the President/CEO shall be authorized to approve any other amendments. The President/CEO shall notify the Board at its next meeting of any such amendment to a contract or agreement that was originally approved by the Board or for which a prior amendment was approved by the Board; provided, however, that Board notification shall not be required for any amendment that both (a) does not involve a change in the monetary amount of the contract and (b) does not otherwise materially affect either party's rights or obligations thereunder.

[Adopted October 11, 2005, Rev. 8/8/06]

**BOARD POLICIES**  
**LAS VEGAS CONVENTION AND VISITORS AUTHORITY**

**ARTICLE VII – PUBLIC WORKS PROJECTS**

**Policy 7.01 – Procurement of Public Works Projects.**

Prior Board approval shall be required for any procurement of a public works project involving an amount that exceeds the authority delegated by the Board to the President/CEO, including subsequent amendments, if any.

[Adopted 11/14/17]

**Policy 7.02 – Contingencies and Change Orders.**

Subject to any requirements set forth elsewhere in these Policies or under applicable law, once the contingency amount for a public works project is approved by the Board, the President/CEO shall be authorized to approve uses of the contingency amount (by change order or otherwise) and shall notify the Board of any such use by way of a quarterly report to the Board. However, prior Board approval shall be required for any change orders that would cause the contingency amount to be exceeded, and therefore require an amendment in the total contract amount. With respect to any public works project for which the Board does not approve a contingency amount, subject to any requirements set forth elsewhere in these Policies or under applicable law, the President/CEO shall be authorized to approve any additive change orders involving an amount of less than 10% (net) of the original bid amount (taking into account any previous change orders not approved by the Board). The President/CEO shall notify the Board by way of a quarterly report to the Board of any such change order to a contract that was originally approved by the Board or for which a prior change order was approved by the Board.

[Adopted October 11, 2005, Rev. 7/12/16]

**Policy 7.03 – Plans and Specifications.**

Board or Committee approval of plans and specifications shall not be required prior to advertising for bids for any public works project.

[Adopted October 11, 2005]

**BOARD POLICIES**  
**LAS VEGAS CONVENTION AND VISITORS AUTHORITY**

**ARTICLE VIII – CODE OF CONDUCT & CONFLICTS OF INTERESTS POLICY**

**Policy 8.01 – Code of Conduct & Conflicts of Interests Policy.**

**1. Purpose.**

The public that LVCVA serves is entitled to fair, ethical and accountable government. To this end, the Board has adopted this Code of Conduct & Conflicts of Interests Policy in effort to ensure that:

- (a) LVCVA’s directors, officers and employees comply with both the letter and spirit of the laws, rules and regulations applicable to LVCVA;
- (b) LVCVA’s operations are conducted in a manner that is independent, impartial and fair, for the public good and not for personal gain; and
- (c) LVCVA’s deliberations are conducted openly, unless legally confidential, in an atmosphere of respect and civility.

[Adopted October 11, 2005, generally revised on 11/14/17 to eliminate references to NRS]

**2. Act in the Public Interest.**

Recognizing that stewardship of the public interest must be their primary concern, LVCVA’s directors, officers and employees shall work for the common good of the public that LVCVA serves and not for any private or personal interest, and they shall endeavor to ensure fair and equitable treatment of all persons, claims and transactions coming before the Board.

[Adopted October 11, 2005]

**3. Compliance with Laws, Rules and Regulations.**

In the performance of their duties, directors, officers and employees shall comply with the laws of the United States and the State of Nevada and all applicable rules, regulations, ordinances, codes and policies. If a director, officer or employee has any question about the applicability or meaning of any such law, rule, regulation, ordinance, code or policy, he or she should consult with LVCVA’s Legal Counsel or outside legal counsel retained by LVCVA, as appropriate.

[Adopted October 11, 2005]

#### **4. Compliance with Nevada Open Meeting Law and Public Records Law.**

For purposes of ensuring government that is open and accountable to the public, LVCVA shall comply at all times with all applicable requirements under the Nevada Open Meeting Law and the Nevada Public Records Law.

[Adopted October 11, 2005]

#### **5. Non-Disclosure of Confidential Information.**

Except as required by law, no director, officer or employee shall disclose any confidential information relating directly or indirectly to LVCVA or use any such confidential information for any purpose other than in connection with LVCVA business. This prohibition on disclosure of confidential information shall remain in effect notwithstanding the termination of any director's, officer's or employee's service. For purposes of this Policy 8.01, "confidential information" means information that is not subject to disclosure under the Nevada Public Records Law (NRS 239.005 *et seq.*) or is properly the subject of discussion in closed session under the Nevada Open Meeting Law.

[Adopted October 11, 2005]

#### **6. Conflicts of Interests.**

Directors, officers and employees shall be governed by the laws of the State of Nevada in regard to conflicts of interests. No director, officer or employee shall receive unlawful compensation, commission or personal profit in the course of performing his or her duties. No director, officer or employee shall use his or her office or position for unlawful purposes or personal gain. Unless otherwise permitted by this Policy 8.01 and applicable law a director, officer or employee shall disqualify himself or herself from participating in any decision in which he or she has a pecuniary or personal interest. Any such pecuniary or personal interest shall be disclosed in accordance with all applicable legal requirements.

Directors, officers and employees are subject to requirements under the Nevada Ethics in Government Law (promulgated to govern the conduct of public officers and employees. These requirements include, but are not limited to, requirements related to the acceptance of gifts and services voting bidding on contracts and honoraria. Additional requirements are contained in other sections of the Nevada Revised Statutes, such as the restriction on demanding or receiving free tickets and passes contained in LVCVA's organic statute.

[Adopted October 11, 2005]

## **7. Nepotism.**

Nevada law prohibits generally the hiring of relatives within the third degree of consanguinity or affinity. Nevada law provides that any person violating any of its provisions is guilty of a gross misdemeanor. Consanguinity is a blood relationship within a family of the same descent. Affinity is a marriage or other legal relationship (such as adoption) formally recognized by the State of Nevada. Relationships within the third degree of consanguinity or affinity include:

- (a) a person's spouse, child, parent, sibling, half-sibling or step-relative in the same relationship;
- (b) the spouse of such person's child, parent, sibling, half-sibling or step-relative; and
- (c) such person's in-laws, aunt, uncle, niece, nephew, grandparent, grandchild or first cousin.

It is the policy of the LVCVA to comply with Nevada law and generally preclude the hiring of any person within the third degree of consanguinity of an LVCVA employee who works in the following divisions/departments: Executive Division, the Finance, Information Technology, Purchasing and Security Departments.

[Adopted October 11, 2005; amended June 10, 2008]

## **8. Receipt of Gifts, Use of LVCVA Position or Resources, etc.**

As provided in Nevada law, no director, officer or employee shall (see also Board Policy 1.04(8)):

- (a) seek or accept gifts, services, favors, employments, engagements, emoluments or economic opportunities which would tend improperly to influence a reasonable person in his or her position to depart from the faithful and impartial discharge of his or her public duties;
- (b) accept any salary, retainer, augmentation, expense allowance or other compensation from any private source for the performance of his or her duties as a public officer or employee;
- (c) use his or her position in government to secure or grant unwarranted privileges, preferences, exemptions or advantages for himself or herself, any business entity in which he or she has a significant pecuniary interest, or any person to whom he or she has a commitment in a private capacity to the interests of that person; or

- (d) use governmental time, property, equipment or other facility to benefit his or her personal or financial interest.

[Adopted October 11, 2005, rev November 14, 2017]

#### **9. Financial Disclosure Statements.**

All directors who are subject to the requirements of Nevada law *et seq.* (and any other persons subject to such requirements) shall file statements of financial disclosure with the Nevada Commission on Ethics or Nevada Secretary of State, as applicable and/or all Board Members and the executive level employees of the LVCVA shall file with the Board Secretary a financial disclosure statement every two (2) years. Such statements of financial disclosure must include, among other things, a list of all gifts in excess of an aggregate value of \$200 from a donor during the preceding taxable year, subject to certain exceptions (*e.g.*, a gift received from a person who is a relative within the third degree of consanguinity or affinity). In addition, an acknowledgement that such director (or such other person) has received, read and understands the statutory ethical standards shall be filed in accordance with Nevada law.

[Adopted October 11, 2005 and November 14, 2017]

#### **10. Accuracy of LVCVA Records.**

With respect to any records that he or she creates in connection with the performance of his or her duties on behalf of LVCVA, each director, officer and employee shall endeavor to ensure that such records, including travel and expense reports, are created in a truthful and accurate manner, reflecting the true nature of any transactions that they record. The making of false or misleading entries in any record is strictly prohibited. No director, officer or employee shall make any payment or establish any account on LVCVA's behalf with the understanding that any part of such payment or account is to be used for a purpose other than as described by the supporting records. No director, officer or employee shall use any fictitious entities, sales, purchases, services, loans or other financial arrangements for any purpose relating to LVCVA.

[Adopted October 11, 2005]

#### **11. Retention of LVCVA Records.**

LVCVA shall retain records in compliance with all applicable laws, rules and regulations. All records that may be responsive to a subpoena or relevant to pending or imminent litigation or governmental investigation or audit shall be retained until LVCVA's Legal Counsel or outside legal counsel retained by LVCVA, as appropriate, instructs otherwise.

[Adopted October 11, 2005]



## **12. Interference with or Retaliation for Disclosure of Improper Governmental Action.**

In accordance with the Nevada Law, no director, officer or employee shall directly or indirectly use or attempt to use his or her official authority or influence to intimidate, threaten, coerce, command, influence or attempt to intimidate, threaten, coerce, command or influence another director, officer or employee in an effort to interfere with or prevent the disclosure of information concerning improper governmental action. For these purposes, use of “official authority or influence” includes taking, directing others to take, recommending, processing or approving any personnel action such as an appointment, promotion, transfer, assignment, reassignment, reinstatement, restoration, reemployment, evaluation or other disciplinary action. In addition, for purposes of this Policy 8.01, “improper governmental action” shall include a violation or suspected violation of this Policy 8.01, in addition to the items included within the definition of “improper governmental action” under Nevada law.

[Adopted October 11, 2005]

## **13. Distribution and Acknowledgment of Policy.**

Copies of this Policy 8.01 shall be distributed upon its adoption to all then-current directors, officers and employees, each of whom shall be asked to sign an acknowledgement to the effect that he or she has read this Policy 8.01 and agrees to abide by its terms. In addition, each newly-appointed director and each newly-hired officer and employee shall be given a copy of this Policy 8.01 and asked to sign such an acknowledgement in connection with the commencement of his or her service.

[Adopted October 11, 2005]

## **14. Waivers of Policy.**

It is expected that waivers of this Policy 8.01 will rarely if ever be requested or granted. The grant of any such waiver must be approved by the Board at a duly-convened meeting thereof, at which there shall be an opportunity for public comment with respect to such proposed waiver.

[Adopted October 11, 2005]

## **15. Disciplinary Action for Violations.**

Any person who violates this Policy 8.01 shall be subject to disciplinary action, including, without limitation, reprimand or dismissal, in addition to any applicable criminal, civil and administrative penalties.

[Adopted October 11, 2005]

**Policy 8.02 – Notification of Violations.**

Any director, officer or employee who becomes aware of any violation or suspected violation of Policy 8.01 shall report such alleged violation in writing to LVCVA's Legal Counsel. As appropriate, LVCVA's Legal Counsel shall report such alleged violation to the Board Chair, the full Board or a Committee designated by the Board to receive such reports, in addition to any other notification required by law. Any violation or suspected violation of Policy 8.01 involving LVCVA's Legal Counsel shall be reported directly to the Board Chair.

[Adopted October 11, 2005]