

BOARD POLICIES

LAS VEGAS CONVENTION AND VISITORS AUTHORITY

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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.

The CEO has the authority to formulate and implement policies, in addition to these Board Policies, to conduct the LVCVA's day-to-day business.

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 CEO, all other activities of the LVCVA. The activities that the 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.

[Adopted November 14, 2017. Rev. October 8, 2019]

BOARD POLICIES
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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. Rev. October 11, 2005]

Policy 1.02 – Term of Office.

The Board members' terms of office shall be as follows:

1. Elected Members: coterminous with each elected member's term of office unless otherwise provided by NRS 244A.603;
2. Members appointed from the Business Sector: two (2) years; or in the event that the member is appointed to fill a vacancy, the remainder of the predecessor's term.

[Adopted November 9, 2004. Rev. October 11, 2005; Rev. October 8, 2019; Rev. July 13, 2021]

Policy 1.03 – Officers of the Board.

1.03.1 – Executive Committee

The officers of the Board shall be Chair, Vice-Chair, Secretary and Treasurer. The officers of the Board shall constitute the Board's Executive Committee. The officers of the Board shall all be members of the Board. The Board's Officers shall be comprised of two elected public sector Board members and two appointed business sector Board members.

Board officers may only serve for two (2) consecutive terms in any specific office. A term, for the purpose of this Section, shall comprise the period a Board member spends in an office after being elected during the biannual reorganization outlined under Term 1.03.2 and it shall not include the period a Board member spends in an office filling a prior vacancy in the office.

[NRS 244A.605, 244A.611. Adopted November 9, 2004. Rev. October 11, 2005; June 10, 2008; November 14, 2017; October 8, 2019; July 13, 2021]

1.03.2 – Reorganization of the Board; Officer Vacancies; Election Procedure

In January of each odd-numbered year, the Board shall undergo a reorganization by electing its officers. Officers elected during Board reorganizations shall hold office for the ensuing biennium or until their successors are elected and qualified. Officers elected during reorganizations shall serve in their respective positions for two (2) years.

Any vacancy among the Board Officers shall be filled by the Board at its first regularly scheduled meeting following the vacancy or during a special meeting at the call of the Chair or, in the event of a vacancy in the office of Chair, at the request of the CEO or 3 Board Members. The officers elected to fill any vacancies shall serve out the unexpired terms of their predecessors.

The Board's election of officers, both for the biannual reorganization and in the event of an officer vacancy, shall be conducted in accordance with the following modified Robert's Rules of Order:

- 1) The Board Chair, or the Board member serving in the capacity of Chair pursuant to Policies 1.07 and 1.08 (Authorized Chair), shall take officer nominations from the floor in the following order: Chair; Vice-Chair; Secretary; and Treasurer. Nominations shall be taken for one officer position at a time.
- 2) Once a Board member makes an officer nomination, the floor shall be closed for nominations. The Chair or Authorized Chair shall permit time for deliberation, if any, and call for the vote on the nominee. If a majority of the Board members present approve the nomination, the nominee is deemed elected and the election shall continue for the remaining officer positions, if any. If a majority of the Board does not approve the nominee, the Chair or Authorized Chair shall reopen the floor for nominations. The process outlined herein shall continue until the reorganization or vacancy fulfillment is complete
- 3) The sitting Board Chair, or Authorized Chair, shall preside over the election of all officers before, if applicable, turning the meeting over to the newly elected Chair.

All Board members may make nominations for any officer position and they may nominate themselves.

[NRS 244A.605, 244A.611. Adopted November 9, 2004. Rev. October 11, 2005; June 10, 2008; November 14, 2017; October 8, 2019; July 13, 2021]

Policy 1.04 – Responsibilities of Board Members; Board Committees.

1. *Board Policy Knowledge.* Each Board Member shall obtain and maintain a sound working knowledge of the Board Policies, his or her statutory responsibilities to the Board and the LVCVA, and all ethical requirements as public officers, by attending orientation with the General Counsel and the LVCVA's Executive Team, and requesting additional training through the CEO, as necessary, and/or consulting with the General Counsel.
2. *LVCVA Mission Oversight Powers and Duties.* The Board serves as the policy-making body for the LVCVA. The powers and duties of the Board are enumerated in statute and include the following:
 - a. Approval of the establishment, construction, purchase and/or other acquisition, reconstruction, improvement, extension and betterment of the LVCVA's exposition buildings and convention halls and related financing thereof;
 - b. The sale, lease, exchange, transfer, assign, or other disposal of the LVCVA's real and personal property, and any interest therein acquired;
 - c. The assignment, transfer, or licensure of trademarks, service marks and other intellectual property of the LVCVA and
 - d. The solicitation and promotion of tourism and gaming generally, including:
 1. The leasing of the LVCVA's facilities for 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.
 2. 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, sporting events, cultural activities, entertainment, and gaming. In its discretion, the Board may enter into contracts for advertising, including payment of a reasonable commission, with a private enterprise.
 3. Provide annual grants in cash or in kind to the chambers of commerce of the incorporated cities within the county which represent the residents of those cities, or other nonprofit groups or associations, as deemed necessary to solicit and promote tourism.

3. Delegation of Powers and Duties. The Board delegates to the CEO the authority to execute and amend individual agreements and financial transactions, or issue change orders, valued under \$250,000 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 (“CEO’s Signature Authority”), the 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 CEO’s Signature Authority, the Board shall inspect quarterly lists of such contractual commitments over \$50,000 for possible questions and comments.
5. 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. For the purpose of each Board member’s required participation on at least one Board Committee, participation on the Las Vegas Events Board shall qualify towards that requirement.

The Board Chair is authorized to bring any matter delegated to a Board Committee directly to the Board by placing the matter on the agenda of a Board meeting.

6. Performance and Compensation Reviews. Annually, the Board shall review the performance and compensation of the CEO and General Counsel, and the compensation ranges for other "E" level employees who are direct reports to the CEO. The Board shall consider the recommendations of the Compensation Committee in determining the appropriate compensation and benefits including, but not limited to, bonuses. The Board shall further annually review and approve the upcoming fiscal year goals for the CEO and General Counsel.
7. Hiring and termination of the CEO. The Board shall have sole authority for all decisions relating to the hiring and termination of the CEO.

8. Hiring and termination of the General Counsel. The Board shall have sole authority for all decisions relating to the hiring and termination of LVCVA's General Counsel. In making such decisions, the input and recommendation of the CEO will be considered. The Board may solicit and receive such other information as it deems appropriate for this purpose.
9. Approval of the Expense Reports of the CEO and General 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 CEO and General Counsel.
10. Approval of Special Awards. The Board shall receive and approve 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.
11. 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 CEO or oversight panels appointed in accordance with laws and regulations.

[Adopted November 9, 2004. Rev. November 14, 2017; October 8, 2019]

Policy 1.05 – Board Travel

The purpose of Board Member travel is: (1) to help Board Members understand the methods and processes used in LVCVA promotions to better discharge the policy-making 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 an effective method for acquiring such knowledge. Board Members are encouraged to attend at least one LVCVA event held in Clark County annually.

Board Members are further encouraged to attend one event outside of Clark County during their first term in office. The Board Chair, in consultation with the CEO, may request additional attendance by Board Members at events outside of Clark County when there is meaningful business purposes or relationship value from the Board Member's attendance. 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.

[Adopted October 8, 2019]

Policy 1.06 – 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 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. Be an ex-officio member (non-voting) of any Board Committee.
9. Exercise such other powers as may be delegated to him/her by the Board.

[Adopted November 9, 2004. Rev. October 11, 2005; October 8, 2019]

Policy 1.07 – 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. Rev. October 11, 2005]

Policy 1.08 – Responsibilities of the Secretary and Treasurer of the Board.

1. The Secretary. The Secretary, through LVCVA Board staff, shall cause to be kept a full and accurate record of the proceedings of the Board.

The Secretary, through the General Counsel, shall be responsible to the Board for all matters pertaining to the care of the Board's records and documents.

The Secretary, through LVCVA Board staff, shall ensure that members of the Board are notified of meetings and that special meetings are called in conformance to law.

The Secretary shall call 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.

The Secretary shall perform any additional duties that the Board delegates or are required under NRS 244A.

2. The Treasurer. The Treasurer, through the LVCVA's CEO and Chief Financial Officer, shall ensure that LVCVA staff maintains permanent records of all monies received by and disbursed for and on behalf of the Board.

In the absence of the Chair, Vice-Chair, and Secretary, the Treasurer shall call Board meetings to order and serve in the capacity of, and assume the duties of, the Chair.

The Treasurer shall perform such other duties that the Board delegates or are required under NRS 244A.

[Adopted November 9, 2004. Rev. October 11, 2005; November 14, 2017; October 8, 2019; July 13, 2021]

Policy 1.09 – 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 CEO. Implementation of such policies is the responsibility of the CEO. The formulation and adoption of written policies, particularly in regard to the proper authorization of transactions, and performance evaluation of the CEO constitute two methods, among others, by which the Board shall provide direction for the operation of LVCVA.

The CEO shall make recommendations on Board Policy adoption and revision of existing Policies. The Board Policies shall be collected and compiled in a separate record and maintained by the office of the CEO.

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.

[Adopted November 9, 2004. Rev. October 11, 2005; November 14, 2017; October 8, 2019]

Policy 1.10 – 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, at the discretion of the Chair.
2. Recessed Meetings, which may be held at the discretion of the Board.
3. Special Meetings, which may be called by the Chair whenever there is sufficient business to come before the Board (or in the event of a vacancy in the office of the Chair, at the request of the CEO), or upon written request to the Chair by 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. 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.
6. 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.
7. Budget meetings as required by the Nevada Revised Statutes.

[Adopted November 9, 2004. Rev. October 11, 2005; October 8, 2019]

Policy 1.11 – 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. Rev. October 11, 2005]

Policy 1.12 – Agenda.

Agendas for Board meetings shall be prepared by the CEO in consultation with the Board Chair. Agendas for Board Committee meetings shall be prepared by the CEO in consultation with the Chair of each respective Committee.

Each meeting agenda packet shall include supporting materials to provide Board members time to give prior consideration to items calling for action.

Any Board member who wishes to place an item on a Board or Committee agenda shall contact the office of the CEO.

The CEO may include a consent agenda portion to each Board meeting agenda. Items qualify for the consent agenda if they are of a routine, procedural, and non-controversial nature. Such items include, but are not limited to, recurring marketing and sales event sponsorships, for the present or future fiscal years, so long as the proposed expenditure is reasonably similar to the expenditure of previous years. The Board may remove an item from the consent agenda for discussion during the Board action portion of the meeting agenda.

[Adopted November 9, 2004. Rev. October 11, 2005; October 8, 2019; July 13, 2021]

Policy 1.13 – Quorum.

In all meetings of the Board or Board Committees, a simple majority of the members of the Board or Committee shall constitute a quorum for the transaction of business. Every motion and resolution of the Board shall be adopted by at least a majority of all the members of the Board or Committee present and constituting a quorum at each meeting.

[Adopted November 9, 2004. Rev. October 11, 2005; October 8, 2019]

Policy 1.14 – Parliamentary Procedure.

Unless otherwise provided in these Board Policies, Board and Committee meetings shall be conducted in compliance with Robert’s 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 Authorized Chair, may make a motion.

[Adopted November 9, 2004. Rev. October 11, 2005; October 8, 2019; July 13, 2021]

Policy 1.15 – Board and Committee Meeting Minutes; Recordings.

The minutes of all official meetings of the Board and Committees are to be recorded and filed in the Board Office.

Meeting minutes shall include: the date, time, and place of the meeting; those Board members who were present and those who were absent; the substance of all matters proposed, discussed, or decided and, at the request of any member, a record of each member’s note on any matter decided by vote; the substance of remarks made by any members of the general public or the prepared written remarks of any members of the general public if inclusion in the minutes is requested; and any other information which a Board member requests included or reflected in the minutes.

The Board shall, for each of its meetings, whether public or closed, record the meeting on audiotape or another means of sound production. The Board may substitute its recording requirement by utilizing the services of a court reporter to transcribe its meetings. The Board shall retain a copy of the recording or transcription for at least one year following adjournment of the meeting.

[Adopted November 9, 2004. Rev. October 11, 2005; October 8, 2019]

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 General Counsel before being presented to the Board for action, or, in the event the contractual value falls within the CEO’s Signature Authority, before being presented to the CEO or his or her designee for execution. The LVCVA’s consultants, advisors, and/or contractors, when acting as agents of the LVCVA, shall obtain approval from the CEO prior to entering into any contracts or agreements. Copies of all Board-approved contracts shall be lodged with the Secretary of the Board for safekeeping through the Board office.

[Adopted November 9, 2004. Rev. October 11, 2005; July 10, 2012; October 8, 2019; July 13, 2021]

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

Annual grants for recreational purposes shall be used by such entities for capital improvements of recreation facilities.

[Adopted November 9, 2004. Rev. October 11, 2005; October 8, 2019]

BOARD POLICIES
LAS VEGAS CONVENTION AND VISITORS AUTHORITY

ARTICLE II – POWERS AND FUNCTIONS OF THE CEO

Policy 2.01 – Responsibilities of the CEO.

The 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 CEO shall also implement and administer all policies, plans and procedures approved by the Board. When necessary and appropriate, the 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 CEO shall:

1. Develop the operational objectives and annual business goals for the LVCVA and submit said objectives to the Board for approval, adoption or revision.
2. Manage and supervise the business and affairs of the LVCVA subject to the budget and policies approved by the Board. Implement the policies established 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 General Counsel, after receiving the evaluation and recommendation of the CEO and Compensation Committee. The CEO shall recommend to the Board for approval all title changes and salary range adjustments for "E" level positions that report directly to the CEO.
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 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. Establish 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 General 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. Attend all regular, recessed and special meetings of the Board and Board Committees, whenever possible.
14. 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.
15. 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.
16. Formulate and submit to the Board for approval building lease rates schedule for the Las Vegas Convention Center. Negotiate and execute all leases and fees for LVCVA property and transportation systems.
17. Establish and implement employee policies and procedures.
18. 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.
19. Recommend and submit for approval any changes to the Charters of Committees established by the Board.

20. Approve inter-fund budget transfers.
21. 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) Names of the organization or its facilities.
 - (b) Policies regarding minutes of Board meetings.
 - (c) Policies regarding Board meeting frequency and location.
 - (d) Bond covenants and other related documentation.
 - (e) Budget Transfers within the requirements of the Nevada Revised Statutes.
 - (f) The CEO's annual evaluation, the CEO's goals and the CEO's salary and benefits.
 - (g) Write-offs individually in excess of \$100,000. (Rev. 8/8/06)
 - (h) Collection distributions.
 - (i) Grants and grant funding guidelines.
 - (j) Real property related activities, including purchases, sales and permanent easements unless delegated to the CEO herein. The Board delegates authority to the CEO to negotiate and execute LVCVA property easements for other governmental entities and utility companies. (Rev. 7/13/21)
 - (k) Budget and Comprehensive Annual Financial Report(s).
 - (l) Debt service payments.
 - (m) Independent Audit Firms, in consultation with the Board's Audit Committee.
 - (n) Proposed Workers Compensation settlements over \$100,000. (Rev. 8/8/06)
 - (o) Any and all budget augmentations.

(p) Any document or action required by law to be approved by the Board.

22. Perform such other duties as the Board may from time to time assign to the CEO.

[Adopted November 9, 2004. Rev. October 11, 2005; August 8, 2016; November 14, 2017; October 8, 2019; July 13, 2021]

Policy 2.02 – Compensation and Evaluation of CEO.

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

[Adopted October 11, 2005. Rev. October 8, 2019]

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ARTICLE III – POWERS AND FUNCTIONS OF THE GENERAL COUNSEL

Policy 3.01 – Responsibilities of General Counsel.

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

1. Act as the attorney the organization, and advise the Board, the CEO and other members of LVCVA staff regarding legal questions arising in the conduct of LVCVA's operations, and have primary responsibility for implementing of an effective legal compliance system under the oversight of the Board.
2. Make recommendations for Board policies, resolutions and other documents or procedures that are required for the Board and the LVCVA to comply with statutory and legal obligations.
3. Attend all regular, recessed and special meetings of the Board and Board Committees, whenever possible.
4. Assist the Board Chair, Committee Chairs, and the CEO in the preparation of agendas for meetings of the Board and Board Committees and the giving of notice required by the Nevada Open Meeting Law.
5. 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.
6. Determine, in consultation with the CEO and professional advisers, as appropriate, necessary actions related to the LVCVA's intellectual property.
7. Manage all litigation and other legal proceedings involving the LVCVA and provide quarterly update reports to the Board Chair.
8. Inform the Board and the CEO of any proposed legislation or other legal matters that could reasonably be expected to have a material effect on the LVCVA.
9. Instruct Board Members regarding the Board Policies and statutory responsibilities, through an orientation with the LVCVA's executive team.

10. Manage the LVCVA's legal affairs generally, and make recommendations to the CEO regarding the hiring/firing, evaluation and compensation of any associate or outside counsel attorneys and other legal personnel.
11. Receive and address notifications of suspected violations of LVCVA's conflict of interest policy.
12. Make changes to LVCVA contracts with third parties when legally necessary. Any such changes shall not materially change the scope of the contract or change the monetary consideration under the contract. (Added November 14, 2017)
13. Consult with the LVCVA's Chief Financial Officer, who serves as risk manager of the LVCVA, and assist in the review of insurance policies and coverage, the acquisition of all insurance, and acquisition of risk mitigation products or processes.
14. Act as the LVCVA's primary records coordinator. Ensure compliance with the Nevada Public Records Act, the LVCVA's records retention policies, and the records retention and archiving requirements of the State of Nevada's Library, Archives, and Public Records Division.
15. Perform such other duties as the Board may from time to time assign to LVCVA's General Counsel.

LVCVA's General 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. Rev. November 14, 2017; October 8, 2019]

Policy 3.02 – Reporting Relationship of General Counsel.

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

1. On a day-to-day basis, LVCVA's General Counsel shall report to the CEO and shall take direction from the CEO on strategic and business matters within the 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.
2. In order to perform their obligations to LVCVA, Board members shall have complete and open access to LVCVA's General Counsel for legal advice regarding policies, statutory duties, and ethical obligations.

3. On a quarterly basis, unless required by these Board Policies to take place sooner, LVCVA's General 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 Board Members, 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. If the LVCVA's General 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 General Counsel shall report such violation, breach or other matter to the Board Chair, or another member of the Board's Executive Team when General Counsel deems appropriate, as soon as is reasonably practicable.

4. To assure independence and candor, reporting by LVCVA's General Counsel under Items 1, 2, and 3 above shall be protected from any retaliation or interference in duties.

[Adopted October 11, 2005. Rev. November 14, 2017; October 8, 2019]

Policy 3.03 – Compensation and Evaluation of General Counsel.

The compensation of LVCVA's General Counsel is established by the Board. The CEO shall perform an annual evaluation of LVCVA's General Counsel, consistent with LVCVA's executive-level compensation program and practices, and based on such evaluation, the CEO shall make a recommendation to the Compensation Committee regarding the compensation of LVCVA's General Counsel. The Compensation Committee then shall perform its evaluation and make its recommendation to the Board regarding the compensation of LVCVA's General Counsel. The Board ultimately shall be responsible for approving the compensation of LVCVA's General 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. Rev. October 8, 2019]

Policy 3.04 – Retention of Outside Legal Counsel.

LVCVA’s General Counsel, after consultation with the 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 General 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.

LVCVA’s General Counsel may utilize the services of Board-approved outside legal counsel firms in excess of the CEO’s Signature Authority so long as the total expenditure for outside counsel does not exceed the Board’s approved budget for the fiscal year.

[Adopted October 11, 2005. Rev. October 8, 2019; July 13, 2021]

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.

LVCVA’s General Counsel, with input from the 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; October 8, 2019]

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 CEO and General Counsel approve such license.

[Adopted October 11, 2005. Rev. August 8, 2006; November 14, 2017; October 8, 2019]

Policy 4.04 – Cease and Desist Letters.

LVCVA’s General Counsel, after consultation with appropriate professional advisers, shall determine when cease and desist letters should be sent. Only LVCVA (including its General 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; October 8, 2019]

Policy 4.05 – Litigation.

Board notifications shall be required prior to instituting litigation 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 CEO, with the concurrence of LVCVA’s General 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; October 8, 2019]

BOARD POLICIES
LAS VEGAS CONVENTION AND VISITORS AUTHORITY

ARTICLE V – PROCUREMENT AND DISPOSITION OF PROPERTY

Policy 5.01 – Procurement.

1. Real Property. Prior Board approval is required for any purchase or other acquisition of real property.
2. Goods, Services, and Public Works. Prior Board approval is required for any procurement of goods, services, (other than service provisions from regulated utility providers), or public works, for any contract or agreement, including amendments, over the CEO's Signature Authority.
3. Emergency Contracts. The CEO is authorized to approve the procurement of emergency contracts, in accordance with NRS 332.112. The CEO or LVCVA's General Counsel shall be required to notify the Board at the first Board meeting following the procurement of any such emergency contract.
4. Contingencies. The President/CEO is authorized to approve uses of Board-approved contingency amounts by change order, or otherwise.
5. Amendments. The President/CEO is authorized to make amendments to Board-approved contracts and agreements up to the CEO's Signature Authority. Any amendment that causes a contract or agreement to exceed the CEO's Signature Authority requires prior Board approval.
6. Authorization Basis. All contracts or agreements, combined with all related amendments, shall be aggregated by vendor to determine authorization levels.
7. Reporting of CEO-Approved Contracts, Change Orders, and Amendments. The CEO shall report to the Board quarterly all contracts, change orders, and amendments approved over \$50,000 under the CEO's Signature Authority.

[Adopted October 11, 2005. Rev. August 8, 2006; November 14, 2017; October 8, 2019]

Policy 5.02 – Disposition of Property.

1. Real Property. Prior Board approval shall be required for any disposition of real property.

2. Personal Property. Prior Board approval shall be required for any disposition of personal property having an actual or estimated fair market value that is over the CEO's Signature Authority.

[Adopted October 11, 2005. Rev. August 8, 2006; November 14, 2017; October 8, 2019]

BOARD POLICIES
LAS VEGAS CONVENTION AND VISITORS AUTHORITY

ARTICLE VI – CODE OF CONDUCT & CONFLICTS OF INTERESTS POLICY

Policy 6.01 – 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: the LVCVA's Board Members, officers and employees comply with both the letter and spirit of the Nevada Code of Ethical Standards. On or before the date on which a Board Member swears or affirms his or her Oath of Office, the Board Member shall execute and file an acknowledgment, with the Commission on Ethics, of his or her statutory ethical standards.

[Adopted October 11, 2005. Rev. November 14, 2017; October 8, 2019]

2. Act in the Public Interest.

Recognizing that stewardship of the public interest must be their primary concern, LVCVA's Board Members, 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. Rev. October 8, 2019]

3. Compliance with Laws, Rules and Regulations.

In the performance of their duties, Board Members, 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 Board Member, 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 General Counsel or outside legal counsel retained by LVCVA, as appropriate.

[Adopted October 11, 2005. Rev. October 8, 2019]

4. Non-Disclosure of Confidential Information.

Except as required by law, no Board Member, 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 survive the termination of any Board Member'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.

[Adopted October 11, 2005. Rev. October 8, 2019]

5. Conflicts of Interests.

The LVCVA's Board Members, officers and employees shall be governed by the Nevada Code of Ethical Standards in regard to conflicts of interests.

Board Members, officers, and employees shall not:

(a) Seek or receive any gift, service, favor, employment, engagement, economic opportunity, for themselves, or for any individual to whom they have a commitment in a private capacity, which may improperly influence a reasonable person in their position to depart from the faithful and impartial discharge of their duties.

(b) Use their position to secure or grant unwarranted privileges, preferences, exemptions, or advantages for themselves, any individual to whom they have a commitment in a private capacity, or any business entity in which they have a significant pecuniary interest.

(c) Participate in the negotiation or execution of contracts between the LVCVA and 1. any business entity in which they have a significant pecuniary interest; or 2. any individual to whom they have a commitment in a private capacity.

(d) Accept any salary, expense allowance, or other unlawful compensation, commission or personal profit from a private source, for themselves or any individual to whom they have a commitment in a private capacity.

(e) Use governmental time, property, equipment, or other facility to benefit a significant personal or pecuniary interest of themselves or any individual to whom they have a commitment in a private capacity unless the limited use of the governmental time, property, equipment, or other facility is de minimis in nature and does not interfere with the performance of their duties.

[Adopted October 11, 2005. Rev. October 8, 2019]

6. Disclosures and Recusals.

At the time the Board considers a matter, Board members shall disclose information regarding the following: the acceptance of gifts or loans from any parties to the matter; significant pecuniary interests in the matter; commitments in a private capacity to the interests of others involved in the matter; or representation or counseling provided to a private person for compensation before another agency in the matter (“Conflicts”).

Board members shall recuse from voting, and shall not advocate the passage or failure of, any matter in which the independence of judgment of a reasonable person in their situation would be materially affected by any Conflicts.

Board members with questions about their ethical responsibilities, including disclosure and recusal requirements, shall consult with the General Counsel and, if necessary, request an advisory opinion from the Nevada Commission on Ethics.

[Adopted October 8, 2019]

7. Nepotism.

LVCVA Board Members, officers, and employees shall not hire any person within the third degree of consanguinity or affinity of an LVCVA employee who works in the following divisions/departments: Executive Division, the Finance, Information Technology, Purchasing and Security Departments.

Consanguinity is a blood relationship within a family. Affinity is a relationship by marriage, adoption, or domestic partnership. Relationships within the third degree of consanguinity or affinity include, but are not limited to, the following:

- (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.

Board Members, officers, and employees with questions about potential nepotism violations shall consult with the General Counsel prior to making any hiring decisions.

[NRS 281A.400; 281A.065. Nevada Administrative Code (NAC) 281A.310. Adopted October 11, 2005. Rev. June 10, 2008; October 8, 2019]

8. Financial Disclosure Statements.

Board Members who are subject to the requirements of Nevada law shall file statements of financial disclosure with the Nevada Secretary of State.

[Adopted October 11, 2005. Rev. November 14, 2017; October 8, 2019]

9. 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 Board Member, 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 Board Member, 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 Board Member, 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. Rev. October 8, 2019]

10. Retention of LVCVA Records.

The 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 General Counsel or outside legal counsel retained by LVCVA, as appropriate, instructs otherwise.

[Adopted October 11, 2005. Rev. October 8, 2019]

11. Interference with or Retaliation for Disclosure of Improper Governmental Action.

No Board Member, 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 Board Member, 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.

[Adopted October 11, 2005. Rev. October 8, 2019]

12. Disciplinary Action for Violations.

Any person who violates the Nevada Code of Ethical Standards 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. Rev. October 8, 2019]

Policy 6.02 – Notification of Violations.

Any Board Member, officer or employee who becomes aware of any violation or suspected violation of the Nevada Code of Ethical Standards shall report such alleged violation either in writing to LVCVA's General Counsel or, alternatively, through an anonymous report to the LVCVA work place hotline. As appropriate, LVCVA's General Counsel shall report such alleged violation to the Board Chair, the full Board, or a Committee designated by the Board to receive such reports, or the Chair of the Audit Committee, in addition to any other notification required by law. Any violation or suspected violation of Nevada Code of Ethical Standards involving LVCVA's General Counsel shall be reported directly to the Board Chair.

[Adopted October 11, 2005. Rev. October 8, 2019]