

Policy Committee

THURSDAY, OCTOBER 3, 2019
LAS VEGAS CONVENTION CENTER





Board of Directors



LARRY BROWN

Chairman

Commissioner
Clark County
Commission Office



MARILYN SPIEGEL

Vice Chair

President
Wynn and Encore



JOHN MARZ

Secretary

Councilman
City of Henderson



GREG LEE

Treasurer

Chairman and CEO
Eureka Casino Resort



MICHELE FIORE

Mayor Pro Tem
City of Las Vegas



CAROLYN G. GOODMAN

Mayor
City of Las Vegas



PAMELA GOYNES-BROWN

Councilwoman
City of North Las Vegas



TOM JENKIN

Global President
Caesars Entertainment



KIERNAN MCMANUS

Mayor
City of Boulder City



ANTON NIKODEMUS

President and COO of
Luxury Portfolio Properties
MGM Resorts International



GEORGE RAPSON

Councilman
City of Mesquite



MARY BETH SEWALD

President and CEO
Las Vegas Metro
Chamber of Commerce



STEVE THOMPSON

Executive Vice President
Operations
Boyd Gaming Corporation



LAWRENCE WEEKLY

Commissioner
Clark County
Commission Office



NOTICE OF PUBLIC MEETING AND AGENDA

POLICY COMMITTEE MEETING

THURSDAY, OCTOBER 3, 2019

1:30 P.M.

**Las Vegas Convention Center – Board Room
3150 Paradise Road
Las Vegas, NV 89109**

Policy Committee:

Mr. Steve Thompson, Chair
Councilman George Rapson, Vice Chair
Commissioner Larry Brown
Mayor Carolyn Goodman
Mr. Gregory Lee
Mayor Kiernan McManus
Mr. Anton Nikodemus

THIS PUBLIC MEETING IS PROPERLY NOTICED AND POSTED AT THE FOLLOWING LOCATIONS:

Las Vegas Convention and Visitors Authority (LVCVA) – 1st Floor Administration Offices
3150 Paradise Road, Las Vegas, NV 89109

City Hall, City of Las Vegas
495 South Main Street, Las Vegas, NV 89101

City Hall, City of North Las Vegas
2250 N Las Vegas Blvd., North Las Vegas, NV 89030

City Hall, City of Henderson
240 S Water St., Henderson, NV 89015

Clark County Government Center
500 South Grand Central Parkway, Las Vegas, NV 89155

Clark County Law Library
309 South 3rd Street, Las Vegas, NV 89101

Grant Sawyer State Office Building
555 E Washington Avenue, Las Vegas, NV 89101

LVCVA Website: www.lvcva.com/agenda
Nevada Public Notice Website: <https://notice.nv.gov/>

*THE POLICY COMMITTEE (COMMITTEE) MAY CONSIDER AGENDA ITEMS OUT OF ORDER;
COMBINE TWO OR MORE AGENDA ITEMS FOR CONSIDERATION; AND
REMOVE OR DELAY DISCUSSION ON ANY AGENDA ITEM AT ANY TIME.*

AGENDA

OPENING CEREMONIES

Call to Order

Pledge of Allegiance

COMMENTS FROM THE FLOOR BY THE PUBLIC

The first public comment period is limited to comments on items on the agenda. Items raised under this portion of the agenda cannot be deliberated or acted upon until the notice provisions of the Nevada Open Meeting Law have been met. If you wish to speak to the Committee at this time, please step up to the podium and clearly state your name and spell your first and last name for the record. COMMENTS ARE LIMITED TO THREE (3) MINUTES IN LENGTH.

APPROVAL OF AGENDA AND MINUTES

Approval of the Agenda.
For possible action.

Approval of the Minutes:
• August 5, 2019, Policy Committee Meeting
For possible action.

STAFF REPORTS - DISCUSSION AND POSSIBLE ACTION

A. Review and Approval of Proposed Amendments to Board Policies

That the Policy Committee review and approve proposed amendments to Board Policies to present to the Board as the Committee's recommendations.

For possible action.

SET NEXT MEETING DATE

The next Policy Committee meeting will be at the call of the Chair.

COMMENTS FROM THE FLOOR BY THE PUBLIC

This public comment period is for any matter that is within the jurisdiction of the Committee. Items raised under this portion of the Agenda cannot be deliberated or acted upon until the notice provisions of the Nevada Open Meeting Law have been met. If you wish to speak to the Committee at this time, please step up to the podium and clearly state your name and spell your first and last name for the record. COMMENTS ARE LIMITED TO THREE (3) MINUTES IN LENGTH.

ADJOURNMENT

Persons are invited to submit written remarks for all matters, both on and off the agenda. Written remarks presented for inclusion in the Committee minutes must be flat, unfolded, on paper of standard quality, and 8½ by 11 inches in size. Written remarks shall not exceed five (5) pages in length. The LVCVA will not accept for filing any submission that does not comply with this rule. On a case-by-case basis, the Committee may permit the filing of noncomplying [sic] written remarks, documents, and related exhibits pursuant to NRS 241.035(1)(e).

Committee meeting rooms are accessible to persons with disabilities. If special arrangements are required, please contact the Customer Safety Department at: 702-892-7400, which is a 24-hour Dispatch Control Center, or contact Silvia Perez in the Board Office at: 702-892-2802.

Members of the Committee may participate in this meeting via telephone conference call. The general public may listen to the conference call at the above-referenced meeting location.

For information or questions regarding this agenda please contact:
Silvia Perez, Executive Assistant to the Board of Directors
3150 Paradise Road, Las Vegas, Nevada 89109
702-892-2802 or sperez@lvcva.com

Supporting materials for this meeting are available at: 3150 Paradise Road, Las Vegas, Nevada 89109 or by contacting Silvia Perez at 702-892-2802 or sperez@lvcva.com

MINUTES
Policy Committee Meeting
August 5, 2019



Policy Committee Meeting
Monday, August 5, 2019
Minutes

The Policy Committee Meeting of the Board of Directors of the Las Vegas Convention and Visitors Authority (LVCVA) was held on August 5, 2019, at the Las Vegas Convention Center, 3150 Paradise Road, Las Vegas, Nevada 89109. This meeting was properly noticed and posted in compliance with the Nevada Open Meeting Law.

Policy Committee Members:

Present unless otherwise noted

Vacant, Chair
Councilman George Rapson, Vice Chair
Commissioner Larry Brown
Mayor Carolyn Goodman
Mr. Gregory Lee
Mr. Anton Nikodemus

LVCVA Executive Staff in Attendance

Steve Hill, CEO/President
Caroline Bateman, Legal Counsel
Ed Finger, Chief Financial Officer
Brian Yost, Chief Operating Officer
Lori Nelson-Kraft, Sr. Vice President of Communications & Government Affairs

OPENING CEREMONIES

Vice Chair George Rapson called the meeting to order at 10:01 a.m.

COMMENTS FROM THE FLOOR BY THE PUBLIC

Daniel Braisted, citizen, summarized his review of the Board Policies noting the lack of community input in the policies, his experience in submitting his ideas to the Board of Directors, suggested the Board of Directors (Board) consider a medium with the City of Las Vegas City Council and Clark County Commission for implementation in the Board Policies, a way for the public to submit ideas to the Board, and suggested an active reach out to the citizens of Las Vegas to attend tradeshows.

**APPROVAL OF
THE AGENDA &
MINUTES**

Member Greg Lee moved and it was carried by unanimous vote of the voting members present, to approve the August 5, 2019, Policy Committee Meeting agenda and the Minutes from the February 13, 2018, Policy Committee Meeting.

STAFF REPORTS – DISCUSSION AND POSSIBLE ACTION

ITEM A. **Overview Presentation of Board Policies**

Steve Hill, Chief Executive Officer (CEO)/President, gave an overview of the presentation for item A, discussing staff's efforts reviewing the Board Policies. Mr. Hill explained that staff is suggesting a review of the current policies and content, and would like to meet individually with the Committee Members to receive their input on aspects of the policies that need to be modified.

Member Carolyn Goodman suggested including in the Board Policies, clarification of the Policy Committee's responsibility to the LVCVA Board, to which Mr. Hill agreed. Member Goodman emphasized the importance of noting her suggestion in the Board Policies.

Mr. Hill agreed with Member Goodman's suggestion and explained the policies are used as guidelines for the organization, and stated staff will work to include Member Goodman's suggested clarification.

Member Goodman requested clarification in the Board Policies between Board Policies and the LVCVA's operational policies, emphasizing transparency to the public that decisions are made by management, to which Mr. Hill agreed.

Mr. Hill discussed staff's review of the gift policy and commented on potential inaccuracies that staff will continue to address.

Mr. Hill introduced Ed Finger, Chief Financial Officer, and Caroline Bateman, Legal Counsel, to provide a presentation on the overview of the Board Policies.

Mr. Finger provided a background of the presentation, and explained the Purpose and Preamble of the Board Policies, the internal administration of the Board of Directors, the intent of the delegation of powers to the CEO/President and Legal Counsel, and the operation of the Board of Directors as a policy body.

Member Goodman noted the makeup of the Board Officers, noting the Chair and Secretary of the Board are elected officials, and the Vice Chair and Treasurer are appointed officials, and inquired if the makeup of the officers is a Legislative decision. Mr. Finger explained the election of officers is required in statute, and explained that only the Chair and Vice Chair positions are required to be filled by Board Members. Mr. Finger also explained that the LVCVA's Board officers, and breakdown of elected versus business sector representatives in the officer positions, lives in the LVCVA Board Policy.

Member Goodman asked Mr. Finger how long the officer policy has existed, to which Mr. Finger answered the officer policy has been in existence since (at least) November 2004 and last modified in November 2017.

Member Goodman clarified the board officer policy was not in existence upon the creation of the LVCVA. Mr. Finger answered he could not verify the board officer policy at the creation of the LVCVA, and clarified that the policy has been in existence since (at least) November of 2004. Member Goodman requested staff research the board officer policy, explaining the importance of consistency with the laws of the State of Nevada.

Ms. Bateman stated the statute itself designates the four positions of the Board Officers, and explained the statute does allow the Secretary and Treasurer positions to be combined if that is the decision of the Board, to which Member Goodman agreed. Ms. Bateman clarified that the statute does not designate the Chair of the Board has to be an elected official or the Vice Chair must be an appointee to the Board from the business sector, and explained that makeup was something the Board of Directors decided to implement.

Mr. Finger continued the PowerPoint presentation on the overview of the Board Policies including policy making, compensation, review of contracts, creation of committees, Board Member travel, Officers of the Board, Chair responsibilities, and meetings.

Member Goodman inquired about the quorum of members required to be present at a meeting, and asked if participation by phone is considered being present and legal. Mr. Finger answered that when a quorum is present, a majority of the quorum can approve an action, not a majority of the Board, and phone participation is considered being present to vote.

Member Goodman asked if there is clarification of phone participation in the Board Policies, to which Ms. Bateman answered phone participation is now included in statute as a permissible means of meeting attendance, through the Nevada Open Meeting Law, as of the most recent Legislative Session. Ms. Bateman reiterated Mr. Finger's comments regarding the quorum requirements of the Board within the Nevada Open Meeting Law and statute.

Member Lee expressed concerns and asked staff continue efforts on reviewing the travel policy. Mr. Hill thanked Mr. Lee for his comments and stated staff will take them into consideration while reviewing the travel policy.

Mr. Finger continued the PowerPoint presentation on the overview of the Board Policies including the powers and functions of the CEO/President.

Ms. Bateman continued the PowerPoint presentation on the overview of the Board Policies including the responsibilities of Legal Counsel, oversight of Legal Counsel, and intellectual Property Management.

Mr. Finger outlined acquisition and disposition of property, procurement of goods and services, public works projects, code of conduct and conflicts of interest in the presentation.

ITEM B. **Discussion of Possible Amendments to Board Policies**

Mr. Hill welcomed input from the Policy Committee on the Board Policies and reiterated meeting with committee members individually to review the current policy.

Member Goodman inquired about the insurance amount designated to each Board Member to respond against lawsuits, to which Ms. Bateman answered in excess of two million dollars per Board Member. Member Goodman asked if there was any prohibition to counsel for the LVCVA to work on behalf of the Board Member, and asked if there is a requirement for outside Legal Counsel in the policy. Ms. Bateman answered the insurance company would likely hire counsel for representation, to which Member Goodman asked Ms. Bateman to further review.

Member Lee asked Mr. Hill the last time staff reviewed and studied the Board Policies, to which Mr. Hill answered 2017.

Mr. Finger confirmed November of 2017 was the last review of the Board Policies by staff.

Member Goodman commented on the creation of the Policy Committee for the Board of Directors.

Member Larry Brown asked how many staff members make up the Legal department, to which Ms. Bateman answered she provides the only in-house representation of the LVCVA. Member Brown commented on the volume of the work through Legal Counsel and asked staff to review the need for an internal assistant to Legal Counsel.

Member Brown asked Ms. Bateman to review the State's ethics requirements on public officials and how they fit into the elected officials' disclosures as LVCVA Board Members.

Member Brown inquired if the committees of the Board have individual bylaws in place, to which Mr. Hill confirmed each committee does. Member Brown suggested each committee review their own bylaws.

SET NEXT MEETING DATE

The next meeting will be at the call of the Chair.

DIRECTORS' RECOGNITION

There were no comments from the Directors.

COMMENTS FROM THE FLOOR BY THE PUBLIC

There were no comments from the floor by the public.

ADJOURNMENT

Vice Chair George Rapson adjourned the meeting at 10:38 a.m.

Respectfully submitted,

Date Approved: October 3, 2019

Christal Harrison
Assistant to the Board of Directors

Councilman George Rapson
Policy Committee Vice Chair

**LAS VEGAS CONVENTION AND VISITORS AUTHORITY
POLICY COMMITTEE MEETING
AGENDA DOCUMENTATION**

MEETING DATE:	OCTOBER 3, 2019	ITEM A
TO:	POLICY COMMITTEE	
FROM:	STEVE HILL CEO/PRESIDENT	
SUBJECT:	REVIEW AND APPROVAL OF PROPOSED AMENDMENTS TO BOARD POLICIES	

RECOMMENDATION

That the Policy Committee review and approve proposed amendments to Board Policies to present to the Board as the Committee's recommendations.

For possible action.

FISCAL IMPACT

None

COMMITTEE ACTION:	
--------------------------	--



**STEVE HILL
CEO/PRESIDENT**

PURPOSE AND BACKGROUND

The Policy Committee reviewed and discussed current Board Policies at its August 5, 2019, Policy Committee meeting. Proposed changes resulting from this discussion, as well as input from the individual members of the Board of Directors and LVCVA staff, have been integrated into the draft revisions to Board Policies. Staff requests that the Policy Committee review the proposed amendments, and recommend approval and adoption to the Board of Directors.

BOARD POLICIES

LAS VEGAS CONVENTION AND VISITORS AUTHORITY

TABLE OF CONTENTS

<u>Article/Policy #</u>	<u>Title</u>	<u>Page</u>
Article I	Internal Administration of Board of Directors	5
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	Board Travel.....	5
Policy 1.056	Responsibilities of the Chair of the Board.....	9
Policy 1.067	Responsibilities of the Vice Chair of the Board.....	10
Policy 1.078	Responsibilities of the Secretary/Treasurer of the Board.....	10
Policy 1.089	Statutes and Policies Governing Board Action.....	10
Policy 1.109	Types of Meetings.....	11
Policy 1.101	Meetings of the Board.....	12
Policy 1.112	Agenda	13
Policy 1.123	Quorum	13
Policy 1.134	Parliamentary Procedure.....	13
Policy 1.145	Order of Business.....	13
Policy 1.156	Board Minutes.....	14
Policy 1.167	Procedures for Contracts and Agreements Presented to Board ...	14
Policy 1.178	Public Expenditures.....	14

<i>Article/Policy #</i>	<i>Title</i>	<i>Page</i>
Article II	Powers and Functions of the President/CEO	16
Policy 2.01	Responsibilities of the President/CEO	16
Policy 2.02	Compensation and Evaluation of the President/CEO	19
Article III	Powers and Functions of the Legal General Counsel	20
Policy 3.01	Responsibilities of Legal General Counsel.....	20
Policy 3.02	Reporting Relationship of Legal General Counsel.....	21
Policy 3.03	Compensation and Evaluation of Legal General Counsel	22
Policy 3.04	Retention of Outside Legal Counsel	23
Article IV	Intellectual Property Management	24
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
Article V	Acquisition Procurement and Disposition of Property	26
Policy 5.01	Procurement 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
Article VI	Procurement of Goods and Services.....	27
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

<u>Article/Policy #</u>	<u>Title</u>	<u>Page</u>
Article VII	Public Works Projects.....	28
Policy 7.01	Procurement of Public Works Projects.....	28
Policy 7.02	Contingencies and Change Orders.....	28
Policy 7.03	Plans and Specifications.....	28
Article VIII	Code of Conduct & Conflicts of Interests.....	29
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.

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 ~~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~~ 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;
2. Members appointed from the Business Sector: ~~coterminous with the term of office of elected members and for two (2) years. terms for appointed members, and they shall be selected as provided by NRS 244A.603.~~

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

Policy 1.03 – Officers of the Board; Reorganization of the Board; Election of Officers; Officer Vacancies.

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. ~~elected~~The Board's Officers shall be comprised of two elected public sector Board members and two appointed business sector Board members.

~~i~~In January of each odd-numbered year, ~~as provided by NRS 244A.605 and 244A.611~~ 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. ~~The term of office for all officers of the Board shall be~~ 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.

Board officers may only serve for two (2) consecutive terms in any specific office. Officers elected to their positions due to vacancies may, upon the vote of the Board, serve one (1) additional term in their respective office.

[NRS 244A.605, 244A.611. Adopted November 9, 2004.; ~~amended~~-Rev. October 11, 2005; ~~amended~~ June 10, 2008; ~~and~~ November 14, 2017]

Policy 1.04 – Responsibilities of Board Members; Board Committees.

1. Board Policy Knowledge~~Making~~. 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. ~~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 Board serves as a the policy-making body for the LVCVA. ~~and employs a President/CEO to serve as LVCVA's chief executive officer.~~ The powers and duties of the Board are ~~imposed by law~~ enumerated in statute and include the ~~approval of~~ 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 disposals of the LVCVA's real and personal property, and any interest therein acquired;

 - ~~b.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 ~~pursuant to lease agreements for the holding of~~ 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. ~~The promotion of tourism, gaming or the use of facilities may include a~~ 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 ~~and~~ entering 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, as deemed necessary to solicit and promote tourism.
3. *Delegation of Powers and Duties.* The Board delegates to the ~~President/~~CEO the authority to ~~initiate, approve, and~~ execute and amend individual agreements and financial transactions, or issue change orders, valued under ~~a certain dollar amount (currently~~ \$100,000 including the value of subsequent amendments, if any), or 10% of any Board-approved contract or agreement, whichever is greater, 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 ~~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~~ CEO’s Signature Authority, the Board shall inspect quarterly lists of such contractual commitments ~~between over~~ \$50,000 and ~~\$100,000~~ for possible questions and comments.
 5. ~~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.
 6. ~~5.—~~*Performance and Compensation Reviews.* Annually, the Board ~~through its compensation committee~~ shall review the performance and compensation of the ~~President/~~CEO and ~~Legal~~ General Counsel, and the compensation ranges for other "E" level employees. ~~The Board shall More specifically, the Compensation~~

~~Committee performs the annual performance and compensation evaluations of the President/CEO and Legal Counsel, and the Board, based on consider the recommendations of the Compensation Committee in determining the appropriate ; is responsible for determining their compensation and benefits including, bonuses 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.~~

~~1. *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.~~

~~2. *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.~~

~~3.7.~~ 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.

~~8.11.~~ Hiring and termination of the ~~Legal~~ General Counsel. The Board shall have sole authority for all decisions relating to the hiring and termination of LVCVA's ~~Legal~~ General 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.

~~9.12.~~ Approval of the Expense Reports of the ~~President/~~CEO and ~~Legal~~ 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 ~~President/~~CEO and ~~Legal~~ General Counsel.

~~1.03.~~ 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.

~~1.14.~~ 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.

~~1.12.~~ 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.~~

[Adopted November 9, 2004. ~~Rev. and modified~~ November 14, 2017]

Policy 1.05 – Board Travel

The purpose of Board Member travel ~~this policy~~ is: (1) to help Board Members understand the methods and processes used in LVCVA promotions ~~and~~ 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 ~~the most~~ an effective method for acquiring such knowledge. Board Members are encouraged to attend ~~at least one~~ LVCVA events held in Clark County ~~and one event outside of 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 ~~Additional travel for domestic or foreign events~~ of Clark County when there is ~~meaningful is permissible dependent upon the educational need of the Board Member with concurrence of the Chairman and~~ business purposes ~~or relationship value from the Board Member's attendance.~~ ~~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.

Policy 1.065 – 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.~~
89. Be an ex-officio member (non-voting) of any Board Committee.
910. Exercise such other powers as may be delegated to him/her by the Board.

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

Policy 1.076 – 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 Rev. October 11, 2005]

Policy 1.087 – 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.~~ The Secretary, through LVCVA Board staff, shall cause to be kept a full and accurate record of the proceedings of the Board.
- ~~2. —~~ 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.
- ~~3. —~~ 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.

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.

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

25. ~~The Secretary and the~~ Treasurer. The Treasurer, through the LVCVA's 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. ~~shall have such duties as the Board may decide.~~

6. The ~~Secretary and~~ Treasurer shall perform such other duties that the Board delegates ~~as or are~~ required ~~by under~~ NRS 244A.611(2) and (3).

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

Policy 1.098 – 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.

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. Rev.; amended October 11, 2005; ~~and~~ November 14, 2017]

Policy 1.109 – 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 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~~ ~~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.~~
56. 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.
67. 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.

78. Budget meetings as required by the Nevada Revised Statutes.

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

Policy 1.119 – 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. amended~~ October 11, 2005]

Policy 1.121 – Agenda.

1. Development of the Agenda

~~A comprehensive a~~ Agendas for ~~regular and special~~ Board meetings shall be prepared by the ~~President/~~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 ~~and include sufficient backup detail~~ meeting agenda packet shall including supporting materials to provide ~~allow~~ Board members time to give prior consideration to items calling for action ~~or discussion~~.

Any Board member who wishes to place an item on ~~the a~~ Board or Committee agenda shall ~~call~~ contact 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.; ~~Rev. amended~~ October 11, 2005]

Policy 1.132 – Quorum.

~~Unless otherwise specified in the Nevada Revised Statutes, i~~ 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 ,and no action~~ of the Board shall be ~~valid adopted by at least unless such action shall receive the approval of~~ a majority of all the members of the Board or Committee present and constituting a quorum at each meeting.

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

Policy 1.143 – Parliamentary Procedure.

~~The 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 presiding officer, may make a motion.

[Adopted November 9, 2004.; ~~amended~~ Rev. 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 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. ~~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.~~

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.~~; 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~~ General Counsel before being presented to the Board for action. ~~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. 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 ~~through the Board office.~~

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

Policy 1.167 – 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 Rev. October 11, 2005]

BOARD POLICIES
LAS VEGAS CONVENTION AND VISITORS AUTHORITY

ARTICLE II – POWERS AND FUNCTIONS OF ~~PRESIDENT~~/~~THE~~ CEO

Policy 2.01 – Responsibilities of ~~the 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 **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 ~~Legal~~ **General** 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~~ **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. Approve all LVCVA expenditures under \$100,000. (Rev. 8/8/06)~~
- ~~14. Be authorized to negotiate rental rates for non-profit organizations.~~
135. Attend all regular, recessed and special meetings of the Board and Board Committees, whenever possible.
146. 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.
157. 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.~~
169. Formulate and submit to the Board for approval building lease rates **schedule for the Las Vegas Convention Center. Negotiate and execute all facility leases and fees.**

1720. Establish and implement employee policies and procedures.

1821. 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.

19. Approve inter-fund budget transfers.

202. 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 n~~Names of the organization or its facilities.

~~(b) — Set paid parking fees.~~

~~(c) — Approve policies relating to exhibitor installation of their own booths.~~

~~(bd)~~ Approve pPolicies regarding minutes of Board meetings.

~~(ce)~~ Approve pPolicies regarding Board meeting frequency and location.

~~(df)~~ Approve — bBond covenants and other related documentation.

~~(eg)~~ Approve — Budget Transfers within the requirements of the Nevada Revised Statutes.

~~(fh)~~ Conduct tThe President/CEO's annual evaluation, set the President/CEO's goals and determine the President/CEO's salary and benefits.

~~(gi)~~ Approve — wWrite-offs individually in excess of \$100,000. (Rev. 8/8/06)

~~(hj)~~ Approve — cCollection distributions.

~~(ik)~~ Approve — gGrants and grant funding guidelines.

- (j) ~~Approve~~ Real property related activities, including purchases, sales and easements.
- (k) ~~Approve the~~ Budget and Comprehensive Annual Financial Report(s).
- (l) ~~Approve~~ Debt service payments.
- (m) ~~Select~~ Independent Audit Firms, in consultation with the Board's Audit Committee.
- (n) ~~Approve or ratify (as applicable) any single~~ Proposed Workers Compensation settlements over \$100,000. (Rev. 8/8/06)
- (o) ~~Approve a~~ Any and all budget augmentations.
- (p) ~~Approve a~~ 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~~Rev. October 11, 2005;; August 8, 2016; 8/8/06, November 14, 201711/14/17]

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~~ THE GENERAL COUNSEL

Policy 3.01 – Responsibilities of ~~Legal~~ General Counsel.

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

1. Act as ~~the~~ 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~~ ~~implementing~~ ~~ation~~ 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. affecting LVCVA's legal position.~~
3. ~~Give an opinion upon any legal matter or question submitted by the Board or the President/CEO.~~
34. Attend all regular, recessed and special meetings of the Board and Board Committees, whenever possible.
45. Assist the Board Chair, ~~Committee Chairs~~, and the ~~President/~~CEO in the preparation of agendas 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.
56. 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.
67. Determine, in consultation with the ~~President/~~CEO and professional advisers, as appropriate, ~~necessary actions related to the LVCVA's intellectual property. when cease and desist letters should be sent, in accordance with Policy 4.04.~~
78. ~~Manage all~~ ~~Oversee and report on~~ litigation and other legal proceedings ~~involving the which~~ LVCVA ~~is involved~~ and provide quarterly update reports to the Board Chair.

89. Inform the Board and the ~~President~~/CEO of any proposed legislation or other legal matters that could reasonably be expected to have a material effect on the LVCVA.
- ~~109.~~ Instruct Board Members regarding the Board Policies ~~policies contained herein, and~~ statutory responsibilities, ~~and information in other~~ through an orientation with the LVCVA's executive team. ~~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)~~
101. Manage the LVCVA's legal affairs generally, ~~including, but not limited to,~~ and make recommendations to the CEO regarding the hiring/firing, evaluation and compensation of any associate or outside counsel attorneys and other legal personnel.
112. Receive and address notifications of suspected violations of LVCVA's conflict of interest policy, ~~in accordance with Policy 8.02.~~
123. 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)
134. ~~Legal Consult with the LVCVA's Counsel shall act~~ Chief Financial Officer, who serves as risk manager of the LVCVA, and ~~be responsible for the~~ assist in the review of insurance policies and coverage, the acquisition of all insurance, and acquisition of risk mitigation products or processes. (Added November 14, 2017)
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 ~~Legal~~ General Counsel.

LVCVA's ~~Legal~~ 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 and November 14, 2017]

Policy 3.02 – Reporting Relationship of Legal General Counsel.

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

1. On a day-to-day basis, LVCVA's ~~Legal~~ General 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.
2. In order to perform their obligations to LVCVA, Board members shall have complete and open access to LVCVA's ~~Legal~~ 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 ~~Legal~~ 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 ~~directors~~ 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. ~~In addition to the reporting requirements set forth above in this Policy 3.03 and below in Policy 8.02, if~~ If the LVCVA's ~~Legal~~ 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 ~~Legal~~ 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 ~~Legal~~ General Counsel under Items 1, 2, and 3 above shall be protected ~~in accordance with the provisions of Item 12 of Policy 8.01~~ from any retaliation or interference in duties.

[Adopted October 11, 2005; ~~Rev. and revised~~ November 14, 2017]

Policy 3.03 – Compensation and Evaluation of ~~Legal~~ General Counsel.

The compensation of LVCVA's ~~Legal~~ General Counsel is established by the Board. The ~~President~~/CEO shall perform an annual evaluation of LVCVA's ~~Legal~~ General 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~~ General Counsel. The Compensation Committee then shall perform its evaluation and make its recommendation to the Board regarding the compensation of LVCVA's ~~Legal~~ General Counsel. The Board ultimately shall be responsible for approving the compensation of LVCVA's ~~Legal~~ 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]

Policy 3.04 – Retention of Outside Legal Counsel.

LVCVA's ~~Legal~~ General 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~~ 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.

[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~~ General 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~~ General Counsel approve such license.

[Adopted October 11, 2005.; Rev. August 8, 2006; ~~8/8/06, Rev.~~ November 14, 2017]

Policy 4.04 – Cease and Desist Letters.

LVCVA's ~~Legal~~ General Counsel, after consultation with appropriate professional advisers, shall determine when cease and desist letters should be sent. Only LVCVA (including its ~~Legal~~ 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]

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~~ 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]

BOARD POLICIES
LAS VEGAS CONVENTION AND VISITORS AUTHORITY

ARTICLE V – ~~ACQUISITION~~ PROCUREMENT AND DISPOSITION OF PROPERTY

Policy 5.01 – ~~Acquisition of Personal Property~~ Procurement

1. Real Property. Prior Board approval shall be 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, or 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 shall be is authorized to approve the procurement of emergency contracts, in accordance with NRS 332.1125. The President/CEO or LVCVA's ~~Legal~~ General Counsel shall be required to notify the Board at the first Board meeting following the procurement of any such emergency contract.
- ~~2.4.~~ Contingencies. The President/CEO shall be is authorized to approve uses of Board-approved ~~the~~ contingency amounts (by change order, or otherwise.)
- ~~3.5.~~ Amendments. The President/CEO shall be is authorized to ~~approve any other~~ 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; ~~8/8/06~~; Rev. November 14, 2017]

Policy 5.02 – Disposition of ~~Personal~~ Property

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

1.2. Personal Property. Prior Board approval shall be required for any ~~sale and other~~ disposition of personal property having an actual or estimated fair market value that is over the ~~authority delegated by the Board to the President/CEO's~~ Signature Authority.

[Adopted October 11, 2005.; Rev. August 8, 2006; 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 68.01 – 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)~~—the LVCVA’s ~~directors~~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 sears 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. ~~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. ~~Rev., 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~~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]

3. Compliance with Laws, Rules and Regulations.

In the performance of their duties, ~~directors~~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 ~~director~~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 ~~Legal~~ General 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]~~

45. Non-Disclosure of Confidential Information.

Except as required by law, no ~~director~~ 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 ~~remain in effect notwithstanding survive~~ the termination of any ~~director's~~ 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. ~~(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.

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

Board Members, ~~No director~~, officers, and ~~or~~ 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.

~~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.~~

~~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):~~

~~— 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;~~

~~— Use the Board Member's influence to secure or grant unwarranted privileges, preferences, exemptions or advantages for personal gain.~~

~~— 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.

[Adopted October 11, 2005]

7. 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.

8. Nepotism.

It is the policy of the LVCVA to comply with Nevada law and generally preclude the LVCVA Board Members, officers, and employees shall not hiring of 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.

~~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 relationship by marriage, adoption, or domestic partnership. ~~or other legal relationship (such as adoption) formally recognized by the State of Nevada.~~ 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.

~~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.~~

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.; amended Rev. 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~~ Board Members 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; ~~Rev.~~ 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~~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 ~~director~~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 ~~director~~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]

11. 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 ~~Legal~~General 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, n~~No ~~director~~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 ~~director~~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. ~~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]~~

135. Disciplinary Action for Violations.

Any person who violates ~~this Policy 8.01~~ 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]

Policy 68.02 – Notification of Violations.

Any ~~director~~ Board Member, officer or employee who becomes aware of any violation or suspected violation of ~~Policy 8.01~~ the Nevada Code of Ethical Standards shall report such alleged violation either in writing to LVCVA’s ~~Legal~~ General Counsel or, alternatively, through an anonymous report to the LVCVA work place hotline. As appropriate, LVCVA’s ~~Legal~~ 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 ~~Policy 8.01~~ Nevada Code of Ethical Standards involving LVCVA's ~~Legal~~ General Counsel shall be reported directly to the Board Chair.

[Adopted October 11, 2005]

BOARD POLICIES

LAS VEGAS CONVENTION AND VISITORS AUTHORITY

TABLE OF CONTENTS

<u>Article/Policy #</u>	<u>Title</u>	<u>Page</u>
Article I	Internal Administration of Board of Directors	5
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	Board Travel.....	5
Policy 1.06	Responsibilities of the Chair of the Board.....	9
Policy 1.07	Responsibilities of the Vice Chair of the Board.....	10
Policy 1.08	Responsibilities of the Secretary/Treasurer of the Board.....	10
Policy 1.09	Statutes and Policies Governing Board Action.....	10
Policy 1.10	Types of Meetings.....	11
Policy 1.11	Meetings of the Board.....	12
Policy 1.12	Agenda	13
Policy 1.13	Quorum	13
Policy 1.14	Parliamentary Procedure.....	13
Policy 1.15	Order of Business.....	13
Policy 1.16	Board Minutes.....	14
Policy 1.17	Procedures for Contracts and Agreements Presented to Board ...	14
Policy 1.18	Public Expenditures.....	14

<i>Article/Policy #</i>	<i>Title</i>	<i>Page</i>
Article II	Powers and Functions of the CEO	16
Policy 2.01	Responsibilities of the CEO	16
Policy 2.02	Compensation and Evaluation of the CEO	19
Article III	Powers and Functions of the General Counsel.....	20
Policy 3.01	Responsibilities of General Counsel	20
Policy 3.02	Reporting Relationship of General Counsel.....	21
Policy 3.03	Compensation and Evaluation of General Counsel	22
Policy 3.04	Retention of Outside Legal Counsel	23
Article IV	Intellectual Property Management.....	24
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
Article V	Procurement and Disposition of Property	26
Policy 5.01	Procurement 26	
Policy 5.02	Disposition of Property.....	26
Article VI	Code of Conduct & Conflicts of Interests.....	29
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.

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.

[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; Rev. October 11, 2005]

Policy 1.02 – Term of Office.

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

1. Elected Members: coterminal with each elected member's term of office;
2. Members appointed from the Business Sector: two (2) years.

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

Policy 1.03 – Officers of the Board; Reorganization of the Board; Election of Officers; Officer Vacancies.

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.

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.

Board officers may only serve for two (2) consecutive terms in any specific office. Officers elected to their positions due to vacancies may, upon the vote of the Board, serve one (1) additional term in their respective office.

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

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, 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 \$100,000 including the value of subsequent amendments, if any, or 10% of any Board-approved contract or agreement, whichever is greater, 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 and, if any, appointments to Las Vegas Events’ Board.
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. The Board shall consider the recommendations of the Compensation Committee in determining the appropriate compensation and benefits including, bonuses and goals.
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]

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.

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]

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 the LVCVA's 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 the LVCVA's 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 the Board meetings to order in the absence of the Chair and the Vice-Chair, and shall 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 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.

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]

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]

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.
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]

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.

1. Development of the 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.

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

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]

Policy 1.14 – Parliamentary Procedure.

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 presiding officer, may make a motion.

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

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]

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. 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]

Policy 1.16 – 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]

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.
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. 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 facility leases and fees.
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. 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.

19. Approve inter-fund budget transfers.
20. 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 easements.
 - (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.

21. 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]

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]

BOARD POLICIES
LAS VEGAS CONVENTION AND VISITORS AUTHORITY

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 and November 14, 2017]

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]

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]

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.

[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 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]

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]

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]

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]

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]

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]

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 sears 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. 11/14/17]

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]

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]

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]

6. 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]

7. 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.

8. 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, 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]

9. 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]

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 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]

11. 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]

12. 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]

13. 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]

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]

Meeting Schedule



If you would like to receive the agendas for the board of directors meetings, please contact Silvia Perez, Executive Assistant to the Board, at: 702-892-2802; fax 702-892-7515; or sperez@lvcva.com.

January

S	M	T	W	T	F	S
		1	2	3	4	5
6	7	8	9	10	11	12
13	14	15	16	17	18	19
20	21	22	23	24	25	26
27	28	29	30	31		

April

S	M	T	W	T	F	S
	1	2	3	4	5	6
7	8	9	10	11	12	13
14	15	16	17	18	19	20
21	22	23	24	25	26	27
28	29	30				

July

S	M	T	W	T	F	S
	1	2	3	4	5	6
7	8	9	10	11	12	13
14	15	16	17	18	19	20
21	22	23	24	25	26	27
28	29	30	31			

October

S	M	T	W	T	F	S
		1	2	3	4	5
6	7	8	9	10	11	12
13	14	15	16	17	18	19
20	21	22	23	24	25	26
27	28	29	30	31		

February

S	M	T	W	T	F	S
						1 2
3	4	5	6	7	8	9
10	11	12	13	14	15	16
17	18	19	20	21	22	23
24	25	26	27	28		

May

S	M	T	W	T	F	S
			1	2	3	4
5	6	7	8	9	10	11
12	13	14	15	16	17	18
19	20	21	22	23	24	25
26	27	28	29	30	31	

August

S	M	T	W	T	F	S
				1	2	3
4	5	6	7	8	9	10
11	12	13	14	15	16	17
18	19	20	21	22	23	24
25	26	27	28	29	30	31

November

S	M	T	W	T	F	S
						1 2
3	4	5	6	7	8	9
10	11	12	13	14	15	16
17	18	19	20	21	22	23
24	25	26	27	28	29	30

March

S	M	T	W	T	F	S
						1 2
3	4	5	6	7	8	9
10	11	12	13	14	15	16
17	18	19	20	21	22	23
24	25	26	27	28	29	30

June

S	M	T	W	T	F	S
						1
2	3	4	5	6	7	8
9	10	11	12	13	14	15
16	17	18	19	20	21	22
23	24	25	26	27	28	29

September

S	M	T	W	T	F	S
				1	2	3
4	5	6	7	8	9	10
11	12	13	14	15	16	17
18	19	20	21	22	23	24
25	26	27	28	29	30	

December

S	M	T	W	T	F	S
						1 2
3	4	5	6	7	8	9
10	11	12	13	14	15	16
17	18	19	20	21	22	23
24	25	26	27	28	29	30

REGULAR MEETINGS

- January 8 (@ City Hall)
- February 12
- March 12
- April 9
- May 14
- June 11
- July 9
- August 13
- September 10
- October 8
- November 12
- December 10

COMMITTEE MEETINGS

- LVCCD Committee Meeting – February 26
- Marketing Committee Meeting – March 18
- LVCCD Committee Meeting – April 1
- LVCCD Committee Meeting – May 8
- Public Hearing on the Budget – May 22
- Compensation Committee Meeting – June 10
- Audit Committee Meeting – June 17
- Policy Committee Meeting – August 5
- Marketing Committee Meeting – September 5
- Policy Committee Meeting – October 3
- Audit Committee Meeting – November 5

- Regular meetings of the Las Vegas Convention and Visitors Authority (LVCVA) board of directors are scheduled for the second Tuesday of each month at 9 a.m., or at the call of the chair.
- All board of directors meetings of the LVCVA are open to the general public.
- Committee meetings may be rescheduled or cancelled. Committee meeting dates and/or locations are held at the call of the chair.

- Per NRS 354.596(4): The public hearing on the tentative budget must be held by the governing body not sooner than the third Monday in May and not later than the last day in May.
- Agendas and approved minutes of the board of directors meetings are posted on the LVCVA website at: www.lvcva.com/agenda
- Most meetings are held at the Las Vegas Convention Center in the board room at 3150 Paradise Road, Las Vegas, Nevada 89109. Locations of meetings are subject to change.

**COMMITTEES OF THE LVCVA
BOARD OF DIRECTORS**

AUDIT COMMITTEE

Mr. Gregory Lee, *Chair*

Commissioner Lawrence Weekly, *Vice Chair*

Mayor Kiernan McManus

Councilman George Rapson

Ms. Mary Beth Sewald

Mr. Steve Thompson

COMPENSATION COMMITTEE

Ms. Marilyn Spiegel, *Chair*

Ms. Mary Beth Sewald, *Vice Chair*

Mayor Pro Tem Michele Fiore

Mr. Tom Jenkin

Commissioner Lawrence Weekly

POLICY COMMITTEE

Mr. Steve Thompson, *Chair*

Councilman George Rapson, *Vice Chair*

Commissioner Larry Brown

Mayor Carolyn Goodman

Mr. Gregory Lee

Mayor Kiernan McManus

Mr. Anton Nikodemus

**LAS VEGAS CONVENTION
CENTER DISTRICT COMMITTEE**

Commissioner Larry Brown, *Chair*

Mr. Anton Nikodemus, *Vice Chair*

Mayor Carolyn Goodman

Councilwoman Pamela Goynes-Brown

Mr. Tom Jenkin

Councilman John Marz

Mr. Steve Thompson

Commissioner Lawrence Weekly

MARKETING COMMITTEE

Councilman John Marz, *Chair*

Councilwoman Pamela Goynes-Brown, *Vice Chair*

Commissioner Larry Brown

Mayor Pro Tem Michele Fiore

Mr. Tom Jenkin

Mr. Anton Nikodemus

Commissioner Lawrence Weekly

LVCVA REPRESENTATIVES

ON THE LAS VEGAS EVENTS BOARD OF DIRECTORS

Commissioner Larry Brown & Mayor Carolyn Goodman