



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