

2022



REGULAR MEETING OF THE

Board of Directors

Tuesday, December 13, 2022
Las Vegas Convention Center

www.lvcva.com



Board of Directors



JOHN MARZ
Chairman
Councilman
City of Henderson



ANTON NIKODEMUS
Vice Chair
President and COO CityCenter
Aria Resort & Casino/
Vdara Hotel & Spa



JIM GIBSON
Secretary
Commissioner
Clark County
Commission Office



SCOTT DEANGELO
Treasurer
EVP &
Chief Marketing Officer
Allegiant Travel Company



CAROLYN G. GOODMAN
Mayor
City of Las Vegas



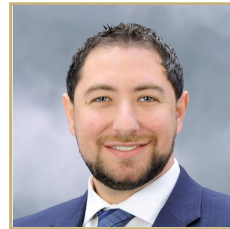
**PAMELA GOYNES-
BROWN**
Mayor
City of North Las Vegas



BRIAN GULLBRANTS
President
Wynn Resorts Las Vegas



JAN JONES BLACKHURST
Caesars Entertainment
Board of Directors
Chief Executive in Residence,
UNLV International
Gaming Institute



MICHAEL NAFT
Commissioner
Clark County
Commission Office



MARY BETH SEWALD
President and CEO
Vegas Chamber



STEVE THOMPSON
Executive Vice President
Operations
Boyd Gaming Corporation



BRIAN WURSTEN
Councilman
City of Mesquite



NOTICE OF PUBLIC MEETING AND AGENDA
REGULAR MEETING OF THE BOARD OF DIRECTORS
TUESDAY, DECEMBER 13, 2022
9:00 A.M.

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

BOARD OF DIRECTORS:

Councilman John Marz, Chair
Mr. Anton Nikodemus, Vice Chair
Commissioner Jim Gibson, Secretary
Mr. Scott DeAngelo, Treasurer
Mayor Carolyn Goodman
Mayor Pamela Goynes-Brown

Mr. Brian Gullbrants
Ms. Jan Jones Blackhurst
Commissioner Michael Naft
Ms. Mary Beth Sewald
Mr. Steve Thompson
Councilman Brian Wursten

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

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

*THE BOARD OF DIRECTORS (BOARD) 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
Roll Call
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 Board 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 from the November 8, 2022, Regular Meeting of the Board.
For possible action.

BOARD APPOINTMENT

Pursuant to Nevada Revised Statute (NRS) 244A.603(1)(e) the following appointment has been submitted by the City of Boulder City for the following term:

From the Governing Body of the City of Boulder City
For the term ending November 2026
Councilman Steve Walton

This is an information item and does not require Board action.

Oath of Office will be administered to the newly appointed Member of the Board.

PRESENTATIONS

Presentations by the LVCVA Staff

LVCVA staff will deliver presentations on Operations, Marketing and Sales achievements, People and Culture, and General Government highlights.

This is an information item and does not require Board action.

LVCVA STAFF REPORTS AND REQUESTED ACTIONS

SPECIAL EVENTS

1. **Pac-12 Football Championship 2023 Sponsorship Agreement - Las Vegas, Nevada – December 2023**

That the Board consider: 1) Authorizing the Chief Executive Officer (CEO)/President to execute a one-year sponsorship agreement extension with the Pac-12, in the amount of \$1,400,000 for the 2023 Pac-12 Football Championship at Allegiant Stadium; and 2) Authorizing any residual unexpended balances from this approved expenditure to revert to available general funds.

For possible action.

OPERATIONS DIVISION

2. **Las Vegas Convention Center District (LVCCD) Phase Three Renovation Project - Amendment of CEO's Delegated Authority**

That the Board consider: 1) Amending the CEO's delegated authority to execute construction services agreements related to the LVCCD Phase Three Renovation Project from \$432,200,000 to \$462,200,000; and 2) Authorizing any residual unexpended balances from this approved expenditure to revert to available Capital Projects funds.

For possible action.

GENERAL GOVERNMENT DIVISION

3. **Monorail Property Insurance – Delegation of Authority**

That the Board consider: 1) Delegating authority to the Chief Financial Officer to acquire property insurance for the Las Vegas Monorail, for the policy period of January 1, 2023 to January 1, 2024, in the amount of \$320,000; and 2) Authorizing any residual unexpended balances from this approved expenditure to revert to available general funds.

For possible action.

4. **Korn Ferry – Professional Services Agreement**

That the Board consider: 1) Authorizing the CEO/President to execute an agreement with Korn Ferry, in the amount of \$365,000, to provide consultation services and implementation roadmaps for both Diversity, Equity and Inclusion (DE&I) and the alignment of the LVCVA's core values with the ambassador experience; and 2) Authorizing any residual unexpended balances from this approved expenditure to revert to available general funds.

For possible action.

COMMITTEES

5. **Policy Committee Report and Recommendations**

The Policy Committee met on December 8, 2022, to discuss items A and B below.

The Policy Committee Chair will present a report and give the Committee's recommendations, if any, to the Board of Directors.

Item A. Review and Approval of Proposed Amendments to Board Policies

That the Board review and approve the proposed amendments to Board Policies as recommended by the Policy Committee.

For possible action.

Item B. Policy Committee Charter Review and Evaluation of Committee

That the Board consider approving the Policy Committee's annual review of its Charter and evaluation of its performance.

For possible action.

COMMENTS FROM THE FLOOR BY THE PUBLIC

This public comment period is for any matter that is within the jurisdiction of the Board. 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 Board 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 Board's 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 Board may permit the filing of noncomplying [sic] written remarks, documents, and related exhibits pursuant to NRS 241.035(1)(e).

To submit ideas to the LVCVA, please visit <https://www.lvcva.com/who-we-are/meetings-and-minutes/>

The Board's 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 or sperez@lvcva.com

Members of the Board may participate in this meeting via telephone conference call.

For information or questions regarding this agenda please contact:
Silvia Perez, Executive Assistant to the Board
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, NV 89109 or by contacting Silvia Perez at 702-892-2802 or sperez@lvcva.com

MINUTES

**Regular Meeting of the Board of Directors
November 8, 2022**



Regular Meeting of the Board of Directors November 8, 2022 Minutes

The Regular Meeting of the Board of Directors (Board) of the Las Vegas Convention and Visitors Authority (LVCVA) was held on November 8, 2022 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.

Board of Directors (Board)

Present unless otherwise noted

Councilman John Marz, Chair
Mr. Anton Nikodemus, Vice Chair
Commissioner Jim Gibson, Secretary
Mr. Scott DeAngelo, Treasurer
Councilwoman Michele Fiore.....*via phone*
Mayor Carolyn Goodman
Councilwoman Pamela Goynes-Brown

Mr. Brian Gullbrants
Ms. Jan Jones Blackhurst.....*via phone*
Mayor Kiernan McManus
Commissioner Michael Naft
Ms. Mary Beth Sewald
Mr. Steve Thompson
Councilman Brian Wursten.....*via phone*

LVCVA Executive Staff present

Steve Hill, CEO/President
Caroline Bateman, General Counsel
Ed Finger, Chief Financial Officer
Brian Yost, Chief Operating Officer
Kate Wik, Chief Marketing Officer
Lisa Messina, Chief Sales Officer
Lori Nelson-Kraft, Senior Vice President of Communications
Nadine Jones, Senior Vice President of People & Culture

OPENING CEREMONIES – CALL TO ORDER

Chair John Marz called the meeting to order at 9:01 a.m.

Caroline Bateman, General Counsel, acknowledged that all Board members were present either in person or telephonically.

The Pledge of Allegiance was performed.

COMMENTS FROM THE FLOOR BY THE PUBLIC

Mr. Dylan Schoenhard requested the Board's support on the Culinary Union's attainment of a new contract with Centerplate and provided information on contract history, staffing, and compensation requests.

Ed Uehling referenced a letter he provided to the Board and noted some errors on it. (Mr. Uehling later provided a revised letter correcting those errors, both are attached.) Mr. Uehling commented on the Minutes from the October 11, 2022 Regular Meeting of the Board and clarified that he did not intend to "attack" Billy Vassiliadis and stated he provided facts rather than an opinion, regarding Las Vegas tourism statistics. Mr. Uehling provided his thoughts on the Board's lack of action on helping increase the number of tourists to Las Vegas.

ET Snell referenced Agenda Item 4, Quarterly Budget & Statistical Report, and provided a handout from a recent Barstow Council meeting he attended, to Chief Executive Officer (CEO)/President Steve Hill. Mr. Snell commented on the operation of rest stops and the roads between Barstow and Las Vegas. Mr. Snell provided information on an upcoming meeting of the California Nevada Highway Safety Corridor Authority.

Cyrus Hojjaty thanked the Board for its time, to which Chair Marz asked what agenda item he would be speaking on and reminded Mr. Hojjaty that the first public comment was reserved for items on the agenda. Mr. Hojjaty stated that he would reserve comment until the second public comment period.

APPROVAL OF AGENDA AND MINUTES

APPROVAL OF THE AGENDA AND MINUTES

Secretary Jim Gibson moved, and it was carried by unanimous vote of the voting members, to approve the November 8, 2022, Regular Meeting of the Board of Directors agenda, and to approve the minutes of the October 11, 2022 Regular Meeting of the Board of Directors.

PRESENTATIONS

Presentations by the LVCVA Staff

Brian Yost, Chief Operating Officer, delivered a PowerPoint and video presentation on building updates including the Specialty Equipment Manufacturers Association (SEMA) show, Mecum Car Auction, International Pool, Spa and Patio Expo, MJBizCon, and the LDI lighting design show.

Mr. Yost recognized Deanna Hrycak Banks, General Manager for Sodexo at the Las Vegas Convention Center, for receiving the Rising Star Award at Sodexo Live's 2022 Annual Conference.

Kate Wik, Chief Marketing Officer, highlighted the Formula 1 (F1) 2023 Las Vegas Grand Prix launch party including community activations and a fan fest.

Mr. Yost thanked everyone involved with making the F1 launch party a success.

Ms. Wik provided details on the digital media impressions driven by the launch events, and shared video content from the LVCVA's social media channels.

Ms. Wik highlighted the Las Vegas October Pride Month and the Las Vegas Pride Portal and shared a recap video of the activations.

Ms. Wik shared clips from the *Today Show's* Halloween "Viva Las Vegas" themed episode.

Ms. Wik thanked everyone involved in the destination's hosting of Routes World 2022, and provided results including numbers of attendees, exhibitors and meetings conducted during the conference.

Ms. Wik highlighted the inaugural Professional Bull Riders (PBR) Team Series Championship events recently held at T-Mobile Arena and shared an introductory video for the event.

Mr. Hill provided information on Staff's recent trip to Houston, Texas for the purpose of presenting to the National Collegiate Athletic Association (NCAA) Men's Basketball Championship Committee, in hopes of bringing a Final Four game to Las Vegas.

Mr. Hill highlighted records set during the 2022 SEMA show including passenger data for the Las Vegas Monorail and the Las Vegas Convention Center (LVCC) Loop.

Mr. Hill provided an update on the LVCVA's pending land sale transaction for the former Riviera parcel and provided the anticipated closing date.

Mr. Hill thanked LVCVA Staff, R&R Partners, Clark County staff, and the Las Vegas Metropolitan Police Department for their efforts on the F1 kickoff events and launch party.

Mr. Hill recognized that today's board meeting was the last one for outgoing Board Members Mayor Kiernan McManus and Councilwoman Michele Fiore. Mr. Hill thanked both Mayor McManus and Councilwoman Fiore for their service on the LVCVA's Board.

Mr. Hill recognized Lisa Messina, LVCVA Chief Sales Officer, for recently receiving *Smart Meetings* Magazine's Catalyst Award and being featured on the magazine's cover.

Mr. Hill informed the Board of a potential future request to transfer money into the LVCVA's Capital Funds for the purposes of continued development of the Las Vegas Convention Center District and construction of the LVCVA's new office space.

LVCVA STAFF REPORTS AND REQUESTED ACTIONS

OPERATIONS DIVISION

- ITEM 1. **American Express Advertising & Sponsorship Agreement Extension**
Mr. Yost provided information on the history and function of the American Express Open Lounge that operates at the LVCC, and requested that the Board consider authorizing the CEO/President to execute an extension to the Advertising and Sponsorship Agreement with American Express Open, in the amount of \$875,000, for the period from November 1, 2022 to December 31, 2023.

Fiscal Impact

FY 2023: \$500,000 Revenue

FY 2024: \$375,000 Revenue

Vice Chair Anton Nikodemus moved, and it was carried by unanimous vote of the voting members to authorizing the CEO/President to execute an extension to the Advertising and Sponsorship Agreement with American Express Open, in the amount of \$875,000, for the period from November 1, 2022 to December 31, 2023.

GENERAL GOVERNMENT DIVISION

- ITEM 2. **Public Hearing on the Proposed Modification to the Collective Bargaining Agreement with Service Employees International Union (SEIU) Local 1107**
Nadine Jones, Vice President of People & Culture, specified that the three new positions Staff recommended adding to the Collective Bargaining Agreement (CBA) with the SEIU Local 1107 would fall within the Maintenance department and have been budgeted in the FY 2023 budget. Ms. Jones explained that there is no economic impact associated with this request. Ms. Jones stated the titles of the three potential new positions were Kitchen Technician, Laborer, and Lead Groundskeeper. Ms. Jones requested that the Board consider, pursuant to NRS 288.153: 1) Conducting a public hearing on the proposed modification to the Collective Bargaining Agreement (CBA) between the LVCVA and SEIU, effective November 8, 2022 to add new titles, grades, and seniority to the bargaining unit classifications of the CBA; and 2) Authorizing the CEO/President to execute the CBA modification.

Chair Marz opened the Public Hearing on the proposed modification to the CBA between the LVCVA and SEIU Local 1107

There was no discussion of the proposed modification by any interested person.

Chair Marz closed the Public Hearing on the proposed modification to the CBA between the LVCVA and SEIU Local 1107

Secretary Gibson moved, and it was carried by unanimous vote of the voting members to authorize the CEO/President to execute the CBA modification.

- ITEM 3. **Purchase of Laptop Computers and Associated Peripherals - SHI International, Inc.**
Ed Finger, Chief Financial Officer, provided specifications for the computers and the quotes Staff received. Mr. Finger explained that even though the current request falls below the CEO/President's signature authority, existing software contracts with SHI, International, Inc. combined with this request, amount to more than the CEO/President's signature authority and therefore require the Board's approval. Mr. Finger requested that the Board consider: 1) Awarding the contract for the purchase of laptop computers to be utilized by LVCVA ambassadors to SHI, International, Inc. in an amount not to exceed \$229,500; 2) Authorizing the CEO/President to sign and execute the contract documents; and 3) Authorizing any residual unexpended balances from this approved expenditure to revert to available general funds.

Fiscal Impact
FY 2023: \$229,500 Expenditure

Vice Chair Nikodemus moved, and it was carried by unanimous vote of the voting members to: 1) Award the contract for the purchase of laptop computers to be utilized by LVCVA ambassadors to SHI, International, Inc. in an amount not to exceed \$229,500; 2) Authorize the CEO/President to sign and execute the contract documents; and 3) Authorize any residual unexpended balances from this approved expenditure to revert to available general funds.

- ITEM 4. **Quarterly Budget & Statistical Report**
Mr. Finger presented the LVCVA Budget and Statistical Report for the quarter ending September 30, 2022, to the Board, providing room tax, facility revenues, expenditures and investment information.

This was an information item and did not require Board action.

- ITEM 5. **Contracts Report**
Ms. Bateman provided the Contracts Report, which serves to notify the Board, pursuant to Board Policies (1.04 and 5.01) and NRS Chapters 332 and 338, of the following: 1) Contractual commitments, change orders, or amendments to contracts executed under the CEO's Signature Authority that exceed \$50,000; 2) Contractual commitments and amendments to contracts related to the Las Vegas Convention Center District (LVCCD) projects as executed under the delegated authority of the CEO/President; and 3) Public Works contracts awarded by the LVCVA.

Fiscal Impact
TBD

This was an information item and did not require Board action.

COMMITTEES

6. **Audit Committee Report and Recommendations**

The Audit Committee met on November 7, 2022, to discuss items A-E below. Audit Committee Chair Kiernan McManus presented the report as follows:

Item A. Annual Comprehensive Financial Report (ACFR) Fiscal Year Ended June 30, 2022

Audit Committee Chair McManus stated that the Audit Committee was presented an unqualified, clean audit opinion on the LVCVA's financial statements and invited Lealan Miller of Eide Bailly, LLP to the podium to discuss the findings.

Mr. Miller thanked members from the Finance Department for their efforts in the “successful” audit, and confirmed that Eide Bailly issued an unqualified opinion, that no entries were identified as needing to be posted, and all report issuance deadlines were met.

Audit Committee Chair McManus thanked Eide Bailly for its work, and congratulated Staff on receiving clean audit results.

This was an information item and did not require Board action.

Item B. Resolution to Augment Fiscal Year 2023 Budget

Mr. Finger described [Nevada] State Law requirements for a budget augmentation and provided details on the LVCVA's 2022 General Fund Income Statement including beginning original budgeted vs. final Fund balances and sources, and previously unbudgeted resources. Mr. Finger detailed the proposed augmentation use for transfer between the General Fund to the Capital Projects and LVCCD Capital Funds for the purpose of relocating the administrative offices and continuing work on the LVCCD Phase Three project. Mr. Finger provided details on the LVCVA's ending General Fund balance and economic reserve.

Audit Committee Chair McManus confirmed that the Audit Committee approved the proposed budget augmentation and the adoption of the associated Resolution 2022-05 to augment the FY 2023 General Fund, Capital Projects Fund, and Las Vegas Convention Center District (LVCCD) Capital Fund budgets and made a motion for the Board's approval.

Fiscal Impact

FY 2023 - General Fund:

Increase in budgeted resources:

Beginning General Fund fund balance \$40,000,000

Increase in transfers out:

Transfers Out (Capital Projects Fund) \$30,000,000

Transfers Out (LVCCD Capital Fund) \$10,000,000

FY 2023 – Capital Projects Fund:

Increase in budgeted resources:

Transfers In (General Fund) \$30,000,000

Increase in budgeted appropriations:

Capital Outlay \$30,000,000

FY 2023 – LVCCD Capital Fund:

Increase in budgeted resources:

Transfers In (General Fund) \$10,000,000

Increase in budgeted appropriations:

Capital Outlay \$10,000,000

Audit Committee Chair McManus moved, and it was carried by unanimous vote of the voting members to approve the proposed budget augmentation and the adoption of the associated Resolution 2022-05 to augment the FY 2023 General Fund, Capital Projects Fund, and Las Vegas Convention Center District (LVCCD) Capital Fund budgets.

Item C. Internal Audit Reports

Audit Committee Chair McManus stated that the Audit Committee received a report on the progress of the approved internal audit plan including objectives, reported findings, and next steps.

Mr. Finger provided details on the scopes of the Human Resources and Information Technology audits that were conducted by BDO USA, LLP. Mr. Finger stated that there were a number of observations on the need to improve policies and procedures, and that management responded by making recommendations to the Audit Committee.

Audit Committee Chair McManus confirmed that the identified problems have been addressed.

This was an information item and did not require Board action.

Item D. Proposed 2023 Audit Plan

Mr. Finger described the qualitative and quantitative risk assessment process and shared a list of the areas considered for the proposed 2023-2025 audit plan, detailing the timeline of specific audits to be conducted by BDO USA, LLP, as well as other third-party reviews.

Audit Committee Chair McManus stated that the Audit Committee approved the calendar year 2023 audit plan and recommends its approval to the Board.

Member Carolyn Goodman asked if there has been any recommendation for an increase on insurance as a preventative measure, to which Mr. Finger responded that this was considered in Staff's recommendation to hire a new third party insurance broker, that was recently approved by the Board.

Member Goodman emphasized the importance of evaluating internet security.

Vice Chair Nikodemus moved, and it was carried by unanimous vote of the voting members to approve the proposed 2023 audit plan.

Item E. Reappointment of Internal Audit Firm

Audit Committee Chair McManus confirmed that the Audit Committee approved Staff's recommendation to: 1) Reappoint BDO USA, LLP as the internal audit firm for the period from January 1, 2023, through December 31, 2023, in the amount of \$225,000; 2) Authorize for the Chief Financial Officer (CFO) to exercise two optional one-year extensions with BDO in the amount of \$225,000 per year; and 3) Authorize for the CFO to execute the agreements, and moved for the Board's approval.

Member Mary Beth Sewald disclosed that she is employed by the Vegas Chamber where she serves as President & CEO, and that Item E contemplates the reappointment of BDO USA, LLP as the LVCVA's internal audit firm. Member Sewald stated that Bill Nelson, Partner of BDO USA, LLP, serves on the Vegas Chamber Board of Trustees. While Mr. Nelson serves on the Vegas Chamber Board of Trustees, he is not a member of its executive committee, and therefore does not exercise a supervisory role over Member Sewald in her official capacity. Member Sewald stated that the independence of judgement of a reasonable person in her situation would not materially affect her position with the Vegas Chamber, and therefore will be voting on Agenda Item 6E.

Vice Chair Nikodemus moved, and it was carried by unanimous vote of the voting members to: 1) Reappointment of BDO USA, LLP as the internal audit firm for the period from January 1, 2023, through December 31, 2023, in the amount of \$225,000; 2) Authorize for the CFO to exercise two optional one-year extensions with BDO in the amount of \$225,000 per year; and 3) Authorize for the CFO to execute the agreements, and moved for the Board's approval.

COMMENTS FROM THE FLOOR BY THE PUBLIC

Mr. Hojjaty requested a meeting to discuss the effectiveness of shut-down mandates over the past three years, and commented on housing prices, hotel fees and quality of service, and the increasing violence on the Las Vegas Strip. Mr. Hojjaty provided thoughts on local government structure, the Las Vegas Loop, and new hotels in Las Vegas.

Mr. Snell commented on the development of the two-way road between Las Vegas and Barstow and emphasized the need of examining its safety. Mr. Snell provided information on an upcoming meeting of the California Nevada Highway Safety Corridor Authority and provided an update of his request to the San Bernardino Coroner's Office regarding highway deaths on the two-lane road between Las Vegas and Barstow. Mr. Snell requested support of the California Nevada Highway Safety Corridor Authority.

Mr. Uehling questioned the impact of social media impressions on the revenue of Las Vegas and recited a portion of the LVCVA's mission statement, emphasizing the importance of the "to attract visitors" portion of that statement. Mr. Uehling provided his thoughts on the rate of increase of visitors to Las Vegas and stated that the LVCVA is "focusing on the wrong things" and "discouraging visitors." Mr. Uehling described a friend's recent experience with hotel pricing. Mr. Uehling reiterated the purpose of the LVCVA as being "to attract visitors."

ADJOURNMENT

Chair Marz adjourned the meeting at 10:15 a.m.

Respectfully submitted,

Date Approved: December 13, 2022

Silvia Perez
Executive Assistant to the Board

John Marz
Chair

8November2022

To: Members of the LVCVA Board of Directors
From: Ed Uehling ed.uehling@yahoo.com, 702-808-6000
Re: Minutes of October 11, 2022 meeting as reported in today's agenda

Dear members of the Board:

The LVCVA usually does a better-than-average job of reporting public comments, however, it's accounting of my comments (Ed Uehling provided his opinion of the work of Mr. Billy Vassiliadis of R&R Partners” at the October 11 meeting is inaccurate and misleading on several levels:

1. I was not providing an opinion; I provided concrete data about the absurdly low improvement in tourism numbers in the 15 years since 2007 (39,000,000 tourists). That figure is 43,000,000 in 2016, about 0.3% increase per year for the #1 tourist destination in the world, during a period producing about 5%/year tourism increase globally.
2. The only reason for my reference to Billy Vassiliadis, for whom I have great admiration, was that I hoped his presentation (on the same agenda) would explain that disaster (my opinion that should be a major concern for the LVCVA Board) and offer hope for some solution.

Ironically, he presented a program of advertising that will REDUCE tourism. Rather than express concern y'all endorsed his plan.

I'm not attacking Billy. I'm attacking this do-nothing board that offers nothing, but welcomes all kinds of gifts from the people and institutions you are supposed to be supervising and stand by as a tacit agreement of mutual cooperation between the community and the resort industry that has existed since 1947 or earlier.

8November2022

To: Members of the LVCVA Board of Directors
From: Ed Uehling ed.uehling@yahoo.com, 702-808-6000
Re: Minutes of October 11, 2022 meeting as reported in today's agenda

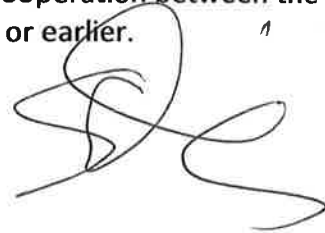
Dear members of the Board:

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Ironically, he presented a program of advertising that will REDUCE tourism. Rather than express concern y'all endorsed his plan.

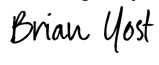
I'm not attacking Billy. I'm attacking this do-nothing board that offers nothing but welcomes all kinds of gifts from the people and institutions you are supposed to be supervising and that has decided to violate and destroy the tacit agreement of mutual cooperation between the community and the resort industry that has existed since 1947 or earlier.



LAS VEGAS CONVENTION AND VISITORS AUTHORITY

BOARD OF DIRECTORS MEETING

AGENDA DOCUMENTATION

MEETING DATE:	DECEMBER 13, 2022	ITEM NO. 1
TO:	BOARD OF DIRECTORS	
FROM:	BRIAN YOST CHIEF OPERATING OFFICER	<small>DocuSigned by:</small>  <small>9EB8A1EA330F4A7...</small>
SUBJECT:	PAC-12 FOOTBALL CHAMPIONSHIP 2023 SPONSORSHIP AGREEMENT LAS VEGAS, NEVADA – DECEMBER 2023	

RECOMMENDATION

That the Board of Directors consider: 1) Authorizing the Chief Executive Officer (CEO)/President to execute a one-year sponsorship agreement extension with the Pac-12, in the amount of \$1,400,000 for the 2023 Pac-12 Football Championship at Allegiant Stadium; and 2) Authorizing any residual unexpended balances from this approved expenditure to revert to available general funds.

For possible action.

FISCAL IMPACT

FY 2024: \$1,400,000 Expenditure

Authorized expenditure	\$1,400,000
Estimated sponsorship support	<u>(\$100,000)</u>
Estimated net expenditure	\$1,300,000

BOARD ACTION:	
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DocuSigned by:

A6348F0DE047422...
STEVE HILL
CEO/PRESIDENT

PURPOSE AND BACKGROUND

The Pac-12 Football Championship Game (Championship) will be held at Allegiant Stadium in December 2023, marking the third year the event will be held in Las Vegas. During its August 13, 2019 meeting, the Board approved a Sponsorship Agreement for the 2020 and 2021 Championships. Due to the impact of the Covid-19 pandemic, the 2020 Championship did not take place at Allegiant Stadium and the parties agreed to push the Sponsorship Agreement dates for one year, thus making it applicable to the 2021 and 2022 Championships. The 2021 Championship featured the University of Oregon versus the

Las Vegas Convention and Visitors Authority Board of Directors Meeting
Agenda Documentation

Meeting Date: December 13, 2022

Subject: Pac-12 Football Championship 2023 Sponsorship Agreement - Las Vegas, Nevada – December 2023

University of Utah. More than 45,000 fans attended the game, with 41,000 out of town visitors, generating an estimated total impact of \$63.7 million for Southern Nevada. The 2022 Championship, which took place on December 3, 2022, featured the University of Southern California versus the University of Utah.

Staff proposes an extension to the Sponsorship Agreement (Extension) for the 2023 Championship. The Extension will provide the Las Vegas Convention and Visitors Authority (LVCVA) with season-long advertising, marketing, and hospitality opportunities.

The LVCVA will be required to provide an event location confirmation fee (sponsorship) of \$1,000,000, a team hotel fee guarantee of \$300,000, a team food and beverage credit of \$100,000 and certain other game-related marketing assets. The LVCVA expects in-kind support for the team hotel food and beverage requirement.

LAS VEGAS CONVENTION AND VISITORS AUTHORITY

BOARD OF DIRECTORS MEETING

AGENDA DOCUMENTATION

MEETING DATE:	DECEMBER 13, 2022	ITEM NO. 2
TO:	BOARD OF DIRECTORS	
FROM:	BRIAN YOST CHIEF OPERATING OFFICER	DocuSigned by: <i>Brian Yost</i>
SUBJECT:	LAS VEGAS CONVENTION CENTER DISTRICT (LVCCD) PHASE THREE RENOVATION PROJECT - AMENDMENT OF CEO'S DELEGATED AUTHORITY	

RECOMMENDATION

That the Board of Directors consider: 1) Amending the CEO's delegated authority to execute construction services agreements related to the LVCCD Phase Three Renovation Project from \$432,200,000 to \$462,200,000; and 2) Authorizing any residual unexpended balances from this approved expenditure to revert to available Capital Projects funds.

For possible action.

FISCAL IMPACT

FY 2022 Expenditure: \$ 30,000,000

BOARD ACTION:	
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Steve Hill
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STEVE HILL
CEO/PRESIDENT

PURPOSE AND BACKGROUND

During its March 8, 2022 meeting, the Board authorized the CEO/President to execute construction services contracts for the LVCCD Phase Three Renovation Project, in the amount of \$432,200,000. During its November 8, 2022 meeting, the Board approved the transfer of \$30 million from the LVCVA's General Fund to the Capital Projects Fund.

This proposed amendment to the CEO's delegated authority related to the LVCCD Phase Three Renovation Project (Project) will be used to relocate the LVCVA's administrative offices to the back of the South Hall to allow for the renovation of the Central Hall Grand Lobby. This office relocation is part of the overall Project but it is not being funded through the revenue generated by Senate Bill 1 of the 30th 2016 Special Session of the Nevada Legislature (SB1). The SB1-funded Project budget remains at \$600 million.

LAS VEGAS CONVENTION AND VISITORS AUTHORITY

BOARD OF DIRECTORS MEETING

AGENDA DOCUMENTATION

MEETING DATE:	DECEMBER 13, 2022	ITEM NO. 3
TO:	BOARD OF DIRECTORS	
FROM:	ED FINGER CHIEF FINANCIAL OFFICER	
SUBJECT:	MONORAIL PROPERTY INSURANCE – DELEGATION OF AUTHORITY	

RECOMMENDATION

That the Board of Directors consider: 1) Delegating authority to the Chief Financial Officer to acquire property insurance for the Las Vegas Monorail, for the policy period of January 1, 2023 to January 1, 2024, in the amount of \$320,000; and 2) Authorizing any residual unexpended balances from this approved expenditure to revert to available general funds.

For possible action.

FISCAL IMPACT

FY 2023: \$320,000 Expenditure

BOARD ACTION:	
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DocuSigned by:

Steve Hill

STEVE HILL

CEO/PRESIDENT

PURPOSE AND BACKGROUND

The Las Vegas Convention and Visitors Authority (LVCVA) insures against property risk for the Las Vegas Monorail, with an annual policy period of January 1 through January 1. American International Group (AIG) is the current carrier of the Monorail's property insurance policy (Policy), and it was the Policy carrier when the LVCVA acquired the Monorail in December 2020.


The LVCVA is working with its Broker of Record, Alliant Insurance Services, Inc., on competitive quotes for the Policy for the 2023 policy period.

The Policy renewal request is within the fiscal year 2023 Board-approved budgeted amounts, and Staff will select a carrier with a Best Key Rating of A-VII or stronger.

LAS VEGAS CONVENTION AND VISITORS AUTHORITY

BOARD OF DIRECTORS MEETING

AGENDA DOCUMENTATION

MEETING DATE:	DECEMBER 13, 2022	ITEM NO. 4
TO:	BOARD OF DIRECTORS	
FROM:	NADINE JONES SENIOR VICE PRESIDENT OF PEOPLE & CULTURE	<small>DocuSigned by:</small>  <small>C76D6B754DAE4AE...</small>
SUBJECT:	KORN FERRY – PROFESSIONAL SERVICES AGREEMENT	

RECOMMENDATION

That the Board of Directors consider: 1) Authorizing the Chief Executive Officer (CEO)/President to execute an agreement with Korn Ferry, in the amount of \$365,000, to provide consultation services and implementation roadmaps for both Diversity, Equity and Inclusion (DE&I) and the alignment of the Las Vegas Convention and Visitors Authority's (LVCVA) core values with the ambassador experience; and 2) Authorizing any residual unexpended balances from this approved expenditure to revert to available general funds.

For possible action.

FISCAL IMPACT

FY 2023: \$365,000 Expenditure

BOARD ACTION:	
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STEVE HILL
CEO/PRESIDENT

PURPOSE AND BACKGROUND

Achieving the LVCVA's mission of attracting visitors by promoting Las Vegas as the world's most desirable destination for leisure and business travel means driving ambitious goals over the next several years. Creating a culture where LVCVA ambassadors are fully engaged is essential to the achievement of these goals and essential to being a high performing organization.

The LVCVA solicited proposals for professional services related to consultation and implementation roadmaps for DE&I and for the alignment of its core values with the work environment for its ambassadors. The LVCVA received four (4) proposals, interviewed three (3) consulting organizations, and is seeking approval to enter into an agreement with Korn Ferry to build our DE&I strategy and align our core values with the ambassador experience.

Las Vegas Convention and Visitors Authority Board of Directors Meeting
Agenda Documentation
Meeting Date: December 13, 2022
Subject: Korn Ferry – Professional Services Agreement

The scope of work of the DE&I engagement is to develop a clear and effective DE&I strategy specific to the unique needs and operations of the LVCVA. This includes:

- Diagnosing current LVCVA DE&I behaviors and structures including internal and external facing stakeholders (ambassadors, applicants, customers, destination partners, vendors, etc.)
- Establishing shared understanding and definitions of DE&I amongst the leadership team.
- Providing thought partnership to produce a thorough and complete organizational strategic DE&I framework and ultimately DE&I implementation roadmap.

Korn Ferry deliverables related to the DE&I engagement are:

Discovery – This will be accomplished by conducting executive interviews and ambassador focus groups to gain insights into diverse perspectives.

Assessment – Korn Ferry will assess the LVCVA's current DE&I maturity in both behavioral and structural inclusion along five dimensions: Compliance, Awareness, Talent Integration, Operations Integration, and Market Integration. Surveys and learning sessions will be the primary tools utilized in this process.

DE&I Strategy Roadmap - At the end of this process, Korn Ferry will produce a 3-year DE&I Strategy Roadmap with specific recommendations of activities and initiatives for the LVCVA to accomplish DE&I and organizational objectives.

The scope of work of the LVCVA core values engagement includes:

Understanding LVCVA Values – This will be accomplished by conducting executive interviews, ambassador focus groups and multiple workshops. Additionally, Korn Ferry will use its extensive research including recruiters' insights to facilitate this process.

Diagnosis – Through ambassador surveys, additional interviews, and a review of current policies, Korn Ferry will analyze and assess alignment of our current ambassador experience against our ideal ambassador experience.

Korn Ferry deliverables related to the LVCVA core values engagement is:

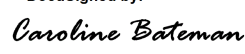
LVCVA Core Values Implementation Roadmap – At the end of this process will be a roadmap and workshop to close the gap between the ideal and the current ambassador experience.

Korn Ferry is a global organizational consulting firm. It works with clients on business transformation to drive real change and to build diverse, equitable, and inclusive organizations by design.

LAS VEGAS CONVENTION AND VISITORS AUTHORITY

BOARD OF DIRECTORS MEETING

AGENDA DOCUMENTATION

MEETING DATE:	DECEMBER 13, 2022	ITEM NO. 5
TO:	BOARD OF DIRECTORS	
FROM:	CAROLINE BATEMAN GENERAL COUNSEL	<small>DocuSigned by:</small>  <small>382257E6F8A14DD...</small>
SUBJECT:	POLICY COMMITTEE REPORT	

RECOMMENDATION

The Policy Committee met on December 8, 2022, to discuss items A and B.

The Policy Committee Chair will present a report and give the Committee's recommendations, if any, to the Board of Directors.

Item A. Review and Approval of Proposed Amendments to Board Policies

That the Board review and approve the proposed amendments to Board Policies as recommended by the Policy Committee.

For possible action.

Item B. Policy Committee Charter Review and Evaluation of Committee

That the Board consider approving the Policy Committee's annual review of its Charter and evaluation of its performance.

For possible action.

FISCAL IMPACT

ITEMS A-B

None

BOARD ACTION:	
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STEVE HILL
CEO/PRESIDENT

LAS VEGAS CONVENTION AND VISITORS AUTHORITY

POLICY COMMITTEE MEETING

AGENDA DOCUMENTATION

MEETING DATE:	DECEMBER 8, 2022	ITEM A
TO:	POLICY COMMITTEE	
FROM:	CAROLINE BATEMAN GENERAL COUNSEL	DocuSigned by: <i>Caroline Bateman</i> 382257E0F6A14DD
SUBJECT:	REVIEW AND APPROVAL OF PROPOSED AMENDMENTS TO BOARD POLICIES	

RECOMMENDATION

That the Policy Committee review, and approve for recommendation to the Board of Directors, proposed amendments to Board Policies.

For possible action.

FISCAL IMPACT

None

COMMITTEE ACTION:	
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Steve Hill
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STEVE HILL
CEO/PRESIDENT

PURPOSE AND BACKGROUND

The Policy Committee's Charter authorizes the Committee to evaluate amendments to the LVCVA's Board Policies and to recommend approval of such amendments to the Board of Directors.

Staff will present proposed amendments, if any, to the Board Policies it compiled through discussions with individual members of the Committee.

BOARD POLICIES

LAS VEGAS CONVENTION AND VISITORS AUTHORITY

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PURPOSE OF BOARD POLICIES

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

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

PREAMBLE

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

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

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

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

BOARD POLICIES

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

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

Policy 1.03 – Officers of the Board.

1.03.1 – Executive Committee

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

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

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

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

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

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

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

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

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

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

Policy 1.04 – Responsibilities of Board Members; Board Committees.

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

3. Delegation of Powers and Duties. The Board delegates to the CEO the authority to execute and amend individual agreements and financial transactions, or issue change orders, valued under \$250,000 including the value of subsequent amendments, if any, except that the Board must approve all acquisitions and dispositions of real property and the disposition of intellectual rights. When exercising such delegated authority ("CEO's Signature Authority"), the CEO's reasonable intentions must be to further the LVCVA's mission within applicable budget constraints.
4. Review of Delegated Powers and Duties. For contractual commitments that have a dollar value that is less than the CEO's Signature Authority, the Board shall inspect quarterly lists of such contractual commitments over \$50,000 for possible questions and comments.
5. Committees of the Board. Board Committees may be created including establishing the number of members and membership by Board action with the Committee Chair and members to be selected by the Board Chair, after first soliciting the other Board Members' interest in serving in the various capacities and considering their relevant expertise, and subject to ratification by the Board. Each established committee shall have a separate charter approved by the Board that summarizes the committee's duties and responsibilities. All Board members must participate in at least one Committee, including all board committees. For the purpose of each Board member's required participation on at least one Board Committee, participation on the Las Vegas Events Board shall qualify towards that requirement.

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

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

8. Hiring and termination of the General Counsel. The Board shall have sole authority for all decisions relating to the hiring and termination of LVCVA's General Counsel. In making such decisions, the input and recommendation of the CEO will be considered. The Board may solicit and receive such other information as it deems appropriate for this purpose.
9. Approval of the Expense Reports of the CEO and General Counsel. The Board Treasurer or appropriately skilled Board Member designee (selection by the Chair) other than the Board Chair, shall review and approve the expense reports of the CEO and General Counsel.
10. Approval of Special Awards. The Board shall receive and approve recommendations from its Compensation Committee related to management's policy related to special awards, including but not limited to service awards and retirement gifts and approve the special awards policy. Prior Board approval is also required for any exceptions to the policy.
11. Las Vegas Convention Center District. The Board shall approve the strategic plans of the Las Vegas Convention District and all related development activities not delegated to the CEO or oversight panels appointed in accordance with laws and regulations.

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

Policy 1.05 – Board Travel

The purpose of Board Member travel is: (1) to help Board Members understand the methods and processes used in LVCVA promotions to better discharge the policy-making responsibilities imposed on them by statute; and (2) to conduct the business purposes of the LVCVA by representing the LVCVA and the Clark County destination. Direct observation is an effective method for acquiring such knowledge. Board Members are encouraged to attend at least one LVCVA event held in Clark County annually.

Board Members are further encouraged to attend one event outside of Clark County during their first term in office. The Board Chair, in consultation with the CEO, may request additional attendance by Board Members at events outside of Clark County when there is meaningful business purposes or relationship value from the Board Member's attendance. A Board Member who travels shall also report on the member's participation at the event attended outside of Clark County at the next regularly scheduled Board meeting.

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

[Adopted October 8, 2019]

Policy 1.06 – Responsibilities of the Chair of the Board.

The Chair shall:

1. Preside at all meetings of the Board and enforce the parliamentary rules.
2. Have the right to offer resolutions, and to discuss questions.
3. Have the power to vote on all matters.
4. Call special meetings of the Board whenever there is sufficient business to come before the Board, or upon written request of three (3) members of the Board.
5. Advise the CEO on agenda preparation for the meetings.
6. Sign all papers and documents as required by law or as authorized by action of the Board.
7. Have the power to administer oaths or affirmations to witnesses at personnel hearings.
8. Be an ex-officio member (non-voting) of any Board Committee.
9. Exercise such other powers as may be delegated to him/her by the Board.

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

Policy 1.07 – Responsibilities of the Vice Chair of the Board.

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

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

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

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

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

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

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

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

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

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

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

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

Policy 1.09 – Statutes and Policies Governing Board Action.

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

2. Policies:

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

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

3. Indemnification: LVCVA shall indemnify the Board and staff against any and all costs incurred in legal actions that may be filed against such individuals based upon their performance of duties on behalf of LVCVA. The LVCVA shall maintain a sufficient amount of errors and omissions, or similar coverage, insurance to protect and indemnify Board members.

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

Policy 1.10 – Types of Meetings.

The Board shall hold the following types of meetings:

1. Regular Meetings, which are held on the second Tuesday of each month at 9:00 a.m. The meeting may be cancelled, or another date set, at the discretion of the Chair.
2. Recessed Meetings, which may be held at the discretion of the Board.
3. Special Meetings, which may be called by the Chair whenever there is sufficient business to come before the Board (or in the event of a vacancy in the office of the Chair, at the request of the CEO), or upon written request to the Chair by three (3) members of the Board. Special Meetings are not official unless each member has been notified in writing of the time, place and purpose of the meeting by personal delivery of the notice at least three (3) working days before the meeting, or by notice deposited in the United States mails at least three (3) working days before the meeting, and posting notice as required by Nevada Open Meeting Law. Only those items of business contained in the notice of Special Meeting may be discussed and/or acted upon at such meeting.
4. Emergency Meetings, without notice, pursuant to Nevada Open Meeting Law.

5. Biennial Organization Meeting. At the first meeting in January of each odd-numbered year, the Board meets and organizes by electing one of its members Chair; another, Vice-Chair; and a third, Secretary/Treasurer.
6. Committee meetings, on call of Committee Chair on three (3) working days notice to Committee members, and posting notice as required by Nevada Open Meeting Law.
7. Budget meetings as required by the Nevada Revised Statutes.

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

Policy 1.11 – Meetings of the Board.

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

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

Policy 1.12 – Agenda.

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

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

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

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

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

Policy 1.13 – Quorum.

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

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

Policy 1.14 – Parliamentary Procedure.

Unless otherwise provided in these Board Policies, Board and Committee meetings shall be conducted in compliance with Robert's Rules of Order, latest edition, with the exception that a second shall not be required for any motion to be put to a vote of the members, and the Board Chair, or in his/her place and stead, the Authorized Chair, may make a motion.

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

Policy 1.15 – Board and Committee Meeting Minutes; Recordings.

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

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

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

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

Policy 1.16 – Procedures for Contracts and Agreements Presented to Board.

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

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

Policy 1.17 – Public Expenditures.

1. Budget Requirements

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

2. Grants to Entities

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

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

BOARD POLICIES
LAS VEGAS CONVENTION AND VISITORS AUTHORITY

ARTICLE II – POWERS AND FUNCTIONS OF THE CEO

Policy 2.01 – Responsibilities of the CEO.

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

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

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

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

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

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

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

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

Policy 2.02 – Compensation and Evaluation of CEO.

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

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

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. Rev. November 14, 2017; October 8, 2019]

Policy 3.02 – Reporting Relationship of General Counsel.

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

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

3. On a quarterly basis, unless required by these Board Policies to take place sooner, LVCVA's General Counsel shall report to the Board Chair regarding any material legal matters relating to LVCVA. These matters shall include, but are not limited to: (a) the status of any material legal proceedings to which LVCVA is a party or in which LVCVA is otherwise involved; (b) any significant issues or concerns relative to compliance with applicable legal requirements, including potential or ongoing material violations of law by, and breaches of fiduciary duty to LVCVA or violations of these Policies by, LVCVA or any of its Board Members, officers and/or employees; and (c) any matters of a legal nature which could result in a material risk of loss or liability to LVCVA.
3. If the LVCVA's General Counsel becomes aware of (a) any material violation of law, breach of fiduciary duty or violation of these Policies or (b) any other legal matter that may present an imminent substantial risk to LVCVA's interests, then LVCVA's General Counsel shall report such violation, breach or other matter to the Board Chair, or another member of the Board's Executive Team when General Counsel deems appropriate, as soon as is reasonably practicable.
4. To assure independence and candor, reporting by LVCVA's General Counsel under Items 1, 2, and 3 above shall be protected from any retaliation or interference in duties.

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

Policy 3.03 – Compensation and Evaluation of General Counsel.

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

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

Policy 3.04 – Retention of Outside Legal Counsel.

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

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

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

BOARD POLICIES
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ARTICLE IV – INTELLECTUAL PROPERTY MANAGEMENT

Policy 4.01 – Ownership.

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

[Adopted October 11, 2005]

Policy 4.02 – Registration.

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

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

Policy 4.03 – Transfer.

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

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

Policy 4.04 – Cease and Desist Letters.

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

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

Policy 4.05 – Litigation.

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

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

BOARD POLICIES
LAS VEGAS CONVENTION AND VISITORS AUTHORITY

ARTICLE V – PROCUREMENT AND DISPOSITION OF PROPERTY

Policy 5.01 – Procurement.

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

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

Policy 5.02 – Disposition of Property.

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

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

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

BOARD POLICIES
LAS VEGAS CONVENTION AND VISITORS AUTHORITY

ARTICLE VI – CODE OF CONDUCT & CONFLICTS OF INTERESTS POLICY

Policy 6.01 – Code of Conduct & Conflicts of Interests Policy.

1. Purpose.

The public that LVCVA serves is entitled to fair, ethical and accountable government. To this end, the Board has adopted this Code of Conduct & Conflicts of Interests Policy in effort to ensure that: the LVCVA's Board Members, officers and employees comply with both the letter and spirit of the Nevada Code of Ethical Standards. On or before the date on which a Board Member swears or affirms his or her Oath of Office, the Board Member shall execute and file an acknowledgment, with the Commission on Ethics, of his or her statutory ethical standards.

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

2. Act in the Public Interest.

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

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

3. Compliance with Laws, Rules and Regulations.

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

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

4. Non-Disclosure of Confidential Information.

Except as required by law, no Board Member, officer or employee shall disclose any confidential information relating directly or indirectly to LVCVA or use any such confidential information for any purpose other than in connection with LVCVA business. This prohibition on disclosure of confidential information shall survive the termination of any Board Member's, officer's or employee's service. For purposes of this Policy 8.01, "confidential information" means information that is not subject to disclosure under the Nevada Public Records Law.

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

5. Conflicts of Interests.

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

Board Members, officers, and employees shall not:

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

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

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

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

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

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

6. Disclosures and Recusals.

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

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

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

[Adopted October 8, 2019]

7. Nepotism.

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

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

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

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

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

8. Financial Disclosure Statements.

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

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

9. Accuracy of LVCVA Records.

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

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

10. Retention of LVCVA Records.

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

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

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

No Board Member, officer or employee shall directly or indirectly use or attempt to use his or her official authority or influence to intimidate, threaten, coerce, command, influence or attempt to intimidate, threaten, coerce, command or influence another Board Member, officer or employee in an effort to interfere with or prevent the disclosure of information concerning improper governmental action. For these purposes, use of "official authority or influence" includes taking, directing others to take, recommending, processing or approving any personnel action such as an appointment, promotion, transfer, assignment, reassignment, reinstatement, restoration, reemployment, evaluation or other disciplinary action.

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

12. Disciplinary Action for Violations.

Any person who violates the Nevada Code of Ethical Standards shall be subject to disciplinary action, including, without limitation, reprimand or dismissal, in addition to any applicable criminal, civil and administrative penalties.

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

Policy 6.02 – Notification of Violations.

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

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

LAS VEGAS CONVENTION AND VISITORS AUTHORITY

POLICY COMMITTEE MEETING

AGENDA DOCUMENTATION

MEETING DATE:	DECEMBER 8, 2022	ITEM B
TO:	POLICY COMMITTEE	
FROM:	CAROLINE BATEMAN GENERAL COUNSEL	DocuSigned by: <i>Caroline Bateman</i> 382257E6F8A14DD...
SUBJECT:	POLICY COMMITTEE CHARTER REVIEW AND EVALUATION OF COMMITTEE	

RECOMMENDATION

That the Policy Committee perform its annual review of the Committee's Charter and evaluation of the Committee's performance.

For possible action.

FISCAL IMPACT

None.

COMMITTEE ACTION:	
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DocuSigned by:
Steve Hill
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STEVE HILL
CEO/PRESIDENT

PURPOSE AND BACKGROUND

The Policy Committee's Charter (Charter) requires that the Committee annually review and reassess its Charter. Staff does not propose any amendments to the Charter.

The Charter also requires the Committee to evaluate its own performance on an annual basis.

LAS VEGAS CONVENTION AND VISITORS AUTHORITY

POLICY COMMITTEE CHARTER

I. Preamble

The Las Vegas Convention and Visitors Authority (“LVCVA”) Policy Committee (“Committee”) is a special committee of the Board of Directors. As set forth below, the Committee shall have the authority to recommend to the Board of Directors changes to the LVCVA Board Policies and such other duties as the Board shall delegate.

II. Organization

1. *Charter.* Annually, this charter shall be reviewed and reassessed by the Committee and any proposed changes shall be submitted to the Board of Directors for approval.
2. *Members.* The Chair of the Board shall appoint, with ratification from the Board, the members of the Committee. The Chair of the Committee may either be appointed and approved by the Board or nominated and approved by the Committee. The Board must ratify any such appointment. The Committee shall be comprised of at least four (4) members, two (2) of which are public officials and two (2) that are private industry members. The Board of Directors may change committee members. The Chair of the Board of Directors shall automatically be a member of the Committee.
3. *Meetings.* In order to discharge its responsibilities, the Committee shall annually establish a schedule of meetings. Additional meetings may be scheduled as required by the Committee Chair or upon the recommendation of the CEO. At a minimum, the Policy Committee will meet annually in order to make changes to policies that may affect the budget for the next fiscal year.
4. *Agenda, Minutes and Reports.* In consultation with the Committee Chair, the President shall be responsible for establishing the agendas for meetings of the Committee. An agenda, together with materials relating to the subject matter of each meeting, shall be sent to members of the Committee prior to each

meeting. Minutes for all meetings of the Committee shall be prepared to document the Committee's discharge of its responsibilities. The Committee shall make reports to the Board of Directors and seek Board approval for the Committee's recommendations.

III. Responsibilities

The following shall be the principal responsibilities of the Committee:

1. *LVCVA Board Policy Changes.* In a public meeting, the Committee shall consider, evaluate and approve/reject changes, deletions or additions to the LVCVA's Board Policies. The Committee will consider changes, deletions or additions to the LVCVA Board Policies recommended by the members of the Board of Directors, members of the Policy Committee, the CEO and Legal Counsel.
2. *Board Approval:* The Policy Committee will recommend to the Board of Directors for approval any and all changes, deletions or additions to LVCVA Board Policies.
3. *Oversight of Policies.* The Policy Committee shall oversee the development and implementation of all LVCVA Board Policies.
4. *Committee Performance Evaluation.* Annually, the Committee shall evaluate its own performance.
5. *Access to Consultants.* The Committee shall have the resources and authority to discharge its duties and responsibilities as described herein.
6. *Delegation.* Committee may delegate any of its responsibilities to a subcommittee comprised of one or more members of the Committee, the Board or members of management.
7. *Other Duties.* The Committee shall also carry out such other duties as may be delegated to it by the Board of Directors from time to time.

IV. **Adoption**

The above and foregoing consisting of three (3) pages, including this page, were duly and regularly adopted as the Las Vegas Convention and Visitors Authority Policy Committee Charter this ____ day of _____, 2022.

Chair
Policy Committee

The above and foregoing consisting of three (3) pages, including this page, were duly and regularly adopted as the Las Vegas Convention and Visitors Authority Policy Committee Charter this ____ day of _____, 2022.

Chair
LVCVA Board of Directors

2023 BOARD OF DIRECTORS REGULAR MEETING SCHEDULE



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				

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				

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	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						

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			

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	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					

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		

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

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				

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		

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
31						

- Regular meetings of the Las Vegas Convention and Visitors Authority (LVCVA) Board of Directors (Board) are scheduled for the second Tuesday of each month at 9 a.m., or at the call of the chair.
- All Board meetings of the LVCVA are open to the general public.
- 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 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.

REGULAR MEETINGS

January	10	May	9	September	12
February	14	June	13	October	10
March	14	July	11	November	14
April	11	August	8	December	12

COMMITTEE MEETINGS/OTHER

N/A



Committees of the LVCVA Board of Directors

AUDIT COMMITTEE

Vacant, Chair

Commissioner Michael Naft, Vice Chair

Mayor Pamela Goynes-Brown

Ms. Mary Beth Sewald

Mr. Steve Thompson

Councilman Brian Wursten

COMPENSATION COMMITTEE

Mr. Anton Nikodemus, Chair

Ms. Mary Beth Sewald, Vice Chair

Mr. Scott DeAngelo

Commissioner Michael Naft

POLICY COMMITTEE

Ms. Jan Jones Blackhurst, *Chair*

Mayor Pamela Goynes-Brown, Vice Chair

Mayor Carolyn Goodman

Mr. Brian Gullbrants

LVCVA REPRESENTATIVES ON THE LAS VEGAS EVENTS BOARD OF DIRECTORS

Commissioner Jim Gibson

Mayor Carolyn Goodman

LVCCD COMMITTEE

Commissioner Jim Gibson, Chair

Mr. Anton Nikodemus, Vice Chair

Mayor Carolyn Goodman

Ms. Jan Jones Blackhurst

Councilman John Marz

Commissioner Michael Naft

Mr. Steve Thompson

MARKETING COMMITTEE

Mr. Scott DeAngelo, Chair

Mr. Anton Nikodemus, Vice Chair

Mayor Pamela Goynes-Brown

Mr. Brian Gullbrants

Ms. Jan Jones Blackhurst

Councilman John Marz

Ms. Mary Beth Sewald