



2021

**LAS**  
*Vegas*<sup>®</sup>  
CONVENTION AND  
VISITORS AUTHORITY

# Compensation Committee Meeting

Thursday, April 8, 2021  
Las Vegas Convention Center/Telephonic

[www.lvcva.com](http://www.lvcva.com)



## Board of Directors

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**JOHN MARZ**  
*Chairman*  
Councilman  
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*Vice Chair*  
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**JIM GIBSON**  
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**SCOTT DEANGELO**  
EVP &  
Chief Marketing Officer  
Allegiant Travel Company



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Board of Directors  
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**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 TELEPHONIC PUBLIC MEETING AND AGENDA

### COMPENSATION COMMITTEE MEETING

THURSDAY, APRIL 8, 2021  
2:00 P.M.

Las Vegas Convention Center – Room N111  
3150 Paradise Road  
Las Vegas, Nevada 89109  
Telephonically:

DIAL: (408) 418-9388 / PASSCODE: 187 565 3711

PLEASE NOTE THAT DUE TO THE COVID-19 RELATED RESTRICTIONS ON THE SIZE OF PUBLIC GATHERINGS, THERE WILL BE LIMITED IN-PERSON ATTENDANCE AT THIS MEETING. THE MEMBERS OF THE COMPENSATION COMMITTEE WILL ATTEND THIS MEETING TELEPHONICALLY. THE PUBLIC IS ENCOURAGED TO JOIN THE MEETING TELEPHONICALLY.

This meeting is noticed and will be conducted in conformance with the State of Nevada Executive Department Declaration of Emergency Directives 006, 016, 018, 021, 026, 029, and 037, dated March 22, 2020, April 29, 2020, May 7, 2020, May 28, 2020, June 29, 2020, July 31, 2020, and February 14, 2021, respectively.

If you desire to listen to this telephonic meeting, please call (408) 418-9388, enter access code 187 565 3711.

The Compensation Committee will take public comment during the periods listed below on the agenda. THERE WILL BE LIMITED IN-PERSON ATTENDANCE FOR PUBLIC COMMENT AT THIS MEETING. If you wish to provide public comment, you may do so via one of the following two options:

- 1) By calling the telephonic conference number provided above; or
- 2) Submitting your comments, via email, to the Board's Executive Assistant, Silvia Perez, at [sperez@lvcva.com](mailto:sperez@lvcva.com), **prior to 5:00 p.m. April 7, 2021**. Please include your name and the agenda item to which your comment pertains (if applicable) in your email submission. Public comments submitted via email will be read into the record during the appropriate public comment period for up to three (3) minutes.

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#### Compensation Committee:

**Ms. Marilyn Spiegel, Chair**  
**Ms. Mary Beth Sewald, Vice Chair**  
Mr. Scott DeAngelo  
Councilwoman Michele Fiore  
Commissioner Michael Naft

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LVCVA Website: [www.lvcva.com/agenda](http://www.lvcva.com/agenda)  
Nevada Public Notice Website: <https://notice.nv.gov/>

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

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## AGENDA

### **OPENING CEREMONIES**

Call to Order

### **COMMENTS FROM THE FLOOR BY THE PUBLIC**

The first public comment period is limited to comments on items on the agenda. Items raised under this portion of the agenda cannot be deliberated or acted upon until the notice provisions of the Nevada Open Meeting Law have been met. If you wish to speak to the Committee at this time, please step up to the podium or follow the instructions from the conference moderator 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 July 8, 2020, Compensation Committee Meeting.  
For possible action.

### **LVCVA STAFF REPORTS AND REQUESTED ACTIONS**

A. [Memorandum of Agreement Modifying the Collective Bargaining Agreement with Service Employees International Union \(SEIU\) Local 1107](#)

That the Committee consider approving, for recommendation to the Board,; 1) A modification to the Collective Bargaining Agreement (CBA) between the LVCVA and SEIU providing that there will be no across the board increases in base wages, wage grades, or steps for the fourth year of the CBA; and 2) Authorization for the Chief Executive Officer (CEO)/President to execute a Memorandum of Agreement between the LVCVA and SEIU to complete the CBA modification.  
For possible action.

B. [Establishment of an Executive Level Position](#)

That the Committee consider approving, for recommendation to the Board, the establishment of an executive "E" level position of Vice President of Guest Experience with the salary range and benefits of an "E-1" position.  
For possible action.

C. [Compensation Committee Charter Review](#)

That the Committee: 1) perform its annual review of its Charter; and 2) assess proposed changes to the Charter, including those recommended by Staff, for approval by the Board.  
For possible action.

### **SET NEXT MEETING DATE**

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

### **COMMENTS FROM THE FLOOR BY THE PUBLIC**

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

## ADJOURNMENT

Persons are invited to submit written remarks for all matters, both on and off the agenda. Written remarks presented for inclusion in the Committee'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 Committee 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 Committee'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.

Members of the Committee may participate in this meeting via telephone conference call. The general public may listen to the conference by calling (408) 418-9388 and entering passcode 187 565 3711.

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](mailto:sperez@lvcva.com)

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

**MINUTES**  
**Compensation Committee Meeting**  
**July 8, 2020**



## COMPENSATION COMMITTEE MEETING

July 8, 2020

Minutes

The Compensation Committee Meeting of the Board of Directors of the Las Vegas Convention and Visitors Authority (LVCVA) was held at the Las Vegas Convention Center, 3150 Paradise Road, Las Vegas, Nevada 89109, and telephonically on July 8, 2020. This meeting was properly noticed and posted in accordance with the State of Nevada Executive Department Declaration of Emergency Directives 006, 016, 018, 021, and 026 dated March 22, 2020, April 29, 2020, May 7, 2020, May 28, 2020, and June 29, 2020 respectively.

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### Compensation Committee Members:

*Present unless otherwise noted*

**Ms. Marilyn Spiegel, Chair**

**Ms. Mary Beth Sewald, Vice Chair..... via phone**

Councilwoman Michele Fiore

Mr. Tom Jenkin..... *absent*

Commissioner Lawrence Weekly

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LVCVA Executive Staff in Attendance

Steve Hill, CEO/President

Caroline Bateman, General Counsel

Ed Finger, Chief Financial Officer

Lori Nelson-Kraft, Senior Vice President of Communications

Brian Yost, Chief Operating Officer

Kate Wik, Chief Marketing Officer

Stana Subaric, Senior Vice President of People & Culture

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### OPENING CEREMONIES

Chair Marilyn Spiegel called the meeting to order at 1:33 p.m. and acknowledged that members Michele Fiore and Lawrence Weekly were present in person, and member Mary Beth Sewald was present telephonically.

**FLAG SALUTE** The Pledge of Allegiance was performed.

### COMMENTS FROM THE FLOOR BY THE PUBLIC

There were no comments from the floor by the public.

### APPROVAL OF AGENDA AND MINUTES

**APPROVAL OF  
THE AGENDA  
AND MINUTES**

**Member Michele Fiore moved, and it was carried by unanimous vote of the voting members, to approve the July 8, 2020, Compensation Committee Meeting agenda and the June 10, 2019, Compensation Committee meeting minutes.**

### LVCVA STAFF REPORTS AND REQUESTED ACTIONS

ITEM A. **Compensation Committee Charter Review and Evaluation of Committee**

Stana Subaric, Senior Vice President of People & Culture, provided a summary of the Compensation Committee Charter and reviewed the proposed changes to the Charter comprising minor verbiage edits. Ms. Subaric further confirmed that the Committee has performed all of its responsibilities as outlined in the Committee Charter.

**Member Lawrence Weekly moved, and it was carried by unanimous vote of the voting members to approve for recommendation to the Board the proposed changes to the Compensation Committee Charter and deem that the Committee met its annual performance requirements pursuant to the Charter.**

ITEM B. **CEO/President's Annual Performance Evaluation and Review of Fiscal Year 2021 Goals and Objectives**

Steve Hill, CEO/President, provided a detailed PowerPoint presentation on fiscal year (FY) 2020 accomplishments including the following: marketing, sales, destination access and advocacy, LVCVA customer and guest experience, the Las Vegas Convention Center District, The Boring Company's Las Vegas Convention Center Loop, and corporate governance accomplishments. Mr. Hill provided information on the LVCVA's marketing initiatives in response to the COVID-19 pandemic. Mr. Hill requested that the Committee consider: 1) Conducting his annual performance evaluation for fiscal year (FY) 2020; 2) Approving his proposed FY 2021 goals for recommendation to the Board of Directors (Board); and 3) Designating a recommendation to the Board regarding compensation based on overall performance and the accomplishment of the FY 2020 goals.

**Fiscal Impact**  
FY 2020: TBD

Member Fiore stated that several casino operators in the downtown area have asked about the digging of tunnels in the downtown area, to which Mr. Hill expressed his excitement.

Committee Chair Spiegel asked if Committee members preferred to provide their recommendation on Mr. Hill's performance before or after listening to Mr. Hill's goals.

Member Fiore recommended to Mr. Hill to "continue doing what you're doing."

Member Weekly expressed his appreciation for Mr. Hill's efforts during a "turbulent time" for the LVCVA, described his experiences in serving on the LVCVA Board and working with Mr. Hill, and thanked Mr. Hill for his leadership. Member Weekly recognized the talent of the LVCVA's executive staff and discussed the importance of diversity on the executive team. Member Weekly echoed Member Fiore's recommendation.

Chair Spiegel echoed the Committee members' sentiments on Mr. Hill continuing to do a "great job."

Mr. Hill thanked the Committee members for their feedback and emphasized the LVCVA's accomplishments were a "team effort."

Mr. Hill outlined his FY 2021 goals including the following: marketing, convention center sales, destination sales, operations, development, and organizational goals.

Member Weekly thanked Mr. Hill for sharing his goals and shared his thoughts on the LVCVA's messaging and partnerships as they relate to the COVID-19 pandemic.

Chair Spiegel provided information regarding recent pay reductions for all LVCVA ambassadors, including for the CEO/President, and asked the other Committee members for their recommendations regarding the President/CEO's pay adjustment or bonus.

Member Fiore stated her thoughts on Las Vegas's "comeback" being greater than anticipated, and recommended adjustment of pay ranges, salaries, and bonuses to "regular" levels as soon as quickly as possible.



**Upon the Committee's completion of its performance evaluation of the CEO/President, Member Fiore moved and it was carried by vote of the voting members to: 1) Approve for recommendation to the Board the CEO/President's proposed FY 2021 goals; and 2) Recommend to the Board that the CEO/President's compensation return to the level established during his last evaluation as quickly as possible.**

ITEM C. **General Counsel's Annual Performance Evaluation and Review of Fiscal Year 2021 Goals and Objectives**

Mr. Hill shared his evaluation of the LVCVA's General Counsel Caroline Bateman, and requested that the Committee consider: 1) Conducting the General Counsel's annual performance evaluation for FY 2020; 2) Approving the General Counsel's proposed FY 2021 goals for recommendation to the Board; and 3) Designating a recommendation to the Board regarding compensation based on overall performance and accomplishment of the FY 2020 goals.

Ms. Bateman outlined her FY 2020 accomplishments, including streamlining the leasing and records retention processes.

Member Weekly expressed his appreciation for Ms. Bateman's professionalism.

Member Fiore shared her excitement to work alongside Ms. Bateman.

Chair Spiegel discussed the importance of improving efficiencies in the sales contracting process.

Mr. Hill stated that Ms. Bateman deserves suitable compensation but recommended it be deferred as the current timing is inappropriate.

Chair Spiegel stated Mr. Hill's recommendation would be presented to the full Board at the next regular meeting and expressed appreciation for Ms. Bateman's efforts.

Member Sewald echoed the sentiments of Committee members regarding the work of Mr. Hill and Ms. Bateman.

Member Sewald asked for clarification on the motion for Item B, to which Chair Spiegel explained, "There would be no immediate action based upon the current financial situation, and at such time when it came back we would have another review."

Ms. Sewald thanked Chair Spiegel for the clarification.

ITEM D. **Compensation Philosophy Program, Executive Class Review, and Executive Officer Title Changes**

Chair Spiegel provided background on previous discussions regarding the LVCVA's benchmarks on current positions.

Ms. Subaric explained the LVCVA's compensation philosophy and described the uniqueness of the LVCVA as it relates to the executive class review. Ms. Subaric requested that the Committee review and/or recommend to the Board the following: 1) Approval of the LVCVA's general compensation philosophy and executive compensation programs, including any modifications that the Committee may deem necessary or advisable; and 2) Approval of executive officer title changes, and salary and bonus ranges.

Ms. Subaric stated that Segal Consulting (Segal) was selected to review current executive base salaries and incentive plans, develop a total compensation strategy, and present a conclusion of the LVCVA's competitiveness of current base salaries and incentives.

Elizabeth Walgram, Senior Consultant at Segal Consulting, shared the methodologies, findings, and recommendations regarding the executive class assessment. Ms. Walgram stated that Segal's finding concluded that the LVCVA provides fair executive compensation to its leadership team in terms of base salary, incentive compensation, benefits, and total compensation. Ms. Walgram provided detailed information on the data sources used for the study including public sector, convention centers, and destination marketing organizations. Ms. Walgram shared the data analysis details for the 18 specific LVCVA positions that were part of the study including market data reference ranges and proposed LVCVA salary ranges.

Chair Spiegel thanked the Spiegel team for their report and commented on recruitment of any future LVCVA CEO/President from a DMO pool rather than public sector.

Member Weekly expressed appreciation for the clarity of the report and its usefulness in future recruitments.

Ms. Subaric summarized Item D and clarified that it does require a vote.

**Member Weekly moved and it was carried by unanimous vote of the voting members present, to: 1) Approve for recommendation to the Board the LVCVA's general compensation philosophy and executive compensation programs; and 2) Approve for recommendation to the Board executive officer title changes, and salary and bonus ranges.**

ITEM E. **Review of the LVCVA's Rewards and Recognition Policy and Approval of Proposed Revisions to the Policy**

Ms. Subaric provided a brief overview of management's policy related to special awards and requested that the Committee consider: 1) Conducting its annual review of management's policy related to special awards; and 2) Approving for recommendation to the Board proposed revisions to the service awards and authority champion components of the Rewards and Recognition Policy for Ambassadors.

**Fiscal Impact**

FY 2021: \$35,000 Estimated Expenditure

**After the Committee reviewed the Rewards and Recognition Policy, Member Weekly moved and it was carried by unanimous vote of the voting members, to: 1) Approve for recommendation to the Board proposed revisions to the service awards and authority champion components of the Rewards and Recognition Policy for Ambassadors.**

**SET NEXT MEETING DATE**

*The next Compensation Committee will be at the Call of the Chair.*

**COMMENTS FROM THE FLOOR BY THE PUBLIC**

There were no comments from the floor by the public.

**ADJOURNMENT**

Chair Spiegel thanked Committee members for their participation, thanked Mr. Hill and Ms. Bateman for their work on their performance reviews, and reiterated Mr. Hill's words that "A raise is certainly deserved, but not at this time." Chair Spiegel adjourned the meeting at 3:26 p.m.

Respectfully submitted,

Date Approved: April 8, 2021

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Silvia Perez  
Executive Assistant to the Board

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Marilyn Spiegel  
Compensation Committee Chair

# LAS VEGAS CONVENTION AND VISITORS AUTHORITY COMPENSATION COMMITTEE MEETING AGENDA DOCUMENTATION

<b>MEETING DATE:</b>	APRIL 8, 2021	<b>ITEM A</b>
<b>TO:</b>	COMPENSATION COMMITTEE	
<b>FROM:</b>	STANA SUBARIC, SENIOR VICE PRESIDENT OF PEOPLE & CULTURE	DocuSigned by: <i>Stana Subaric</i> EE7B9A5BF3A03EE
<b>SUBJECT:</b>	MEMORANDUM OF AGREEMENT MODIFYING THE COLLECTIVE BARGAINING AGREEMENT WITH SERVICE EMPLOYEES INTERNATIONAL UNION (SEIU) LOCAL 1107	

## RECOMMENDATION

That the Compensation Committee consider approving, for recommendation to the Board,:

- 1) A modification to the Collective Bargaining Agreement (CBA) between the Las Vegas Convention and Visitors Authority (LVCVA) and SEIU providing that there will be no across the board increases in base wages, wage grades, or steps for the fourth year of the CBA;
- and 2) Authorization for the Chief Executive Officer (CEO)/President to execute a Memorandum of Agreement between the LVCVA and SEIU to complete the CBA modification.

For possible action.

## FISCAL IMPACT

None.

<b>COMMITTEE ACTION:</b>	
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*Steve Hill*  
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**STEVE HILL**  
CEO/PRESIDENT

## PURPOSE AND BACKGROUND

The Committee Charter requires the Committee to review and recommend for Board approval all union contracts.

Per Article 6, Section 6.4 of the CBA between the LVCVA and SEIU, the parties agreed to negotiate Across-the-Board Increases in base wage rates, grades, and steps, for the upcoming fourth year of the contract, before July 5, 2021.

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

Meeting Date: April 9, 2021

Subject: Memorandum of Agreement with Service Employees International Union  
(SEIU) Local 1107

In January 2021, the LVCVA and SEIU engaged in negotiations and agreed, pending approval by the Board, for the LVCVA, and approval by its membership, for the SEIU, there will be no Across-the-Board increase in base wage and no change in wage grades and steps (Modification), for the fourth year of the CBA.

The Compensation Committee is asked to approve for recommendation to the Board the Modification which shall be effective July 11, 2021, through June 30, 2023. Prior to July 5, 2022, the LVCVA and SEIU will negotiate the amount of the Across-the-Board Increase, and any increases to grades and steps, for the fifth and final year of the current CBA.



## Memorandum of Agreement

### Article 6 Across the Board Increases

The Las Vegas Convention & Visitors Authority & Service Employees International Union Local 1107 have agreed to the following in Article 6, Section 6.4 of the current Collective Bargaining Agreement:

#### 6.1 – First Year of the Contract

Effective July 1, 2018 (the first day of the first pay period in July), all employees will receive a 2.2% across-the-board increase in base wage rates. Simultaneously, all grades and steps will be increased 2.2% to reflect the increase granted.

#### 6.2 – Second Year of the Contract

Effective July 14, 2019 (the first day of the first pay period in July), all employees will receive a 2.8% across-the-board increase in base wage rates. Simultaneously, all grades and steps will be increased 2.8% to reflect the increase granted.

#### 6.3 – Third Year of the Contract

Effective July 12, 2020 (the first day of the first pay period in July), all employees will receive a 2.8% across-the-board increase in base wage rates. Simultaneously, all grades and steps will be increased 2.8% to reflect the increase granted.

#### 6.4 – Fourth Year of the Contract

~~The Authority and Union shall negotiate the amount of this increase prior to July 5, 2021.~~

There will be no across the board increase in base wage rates and no change in wage grades and steps.

#### 6.5 – Fifth Year of the Contract

The Authority and Union shall negotiate the amount of this increase prior to July 5, 2022.

Las Vegas Convention and Visitors Authority

SEIU Local 1107

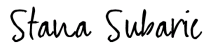
By: \_\_\_\_\_

By: \_\_\_\_\_

Date: \_\_\_\_\_

Date: \_\_\_\_\_

# LAS VEGAS CONVENTION AND VISITORS AUTHORITY COMPENSATION COMMITTEE MEETING AGENDA DOCUMENTATION

<b>MEETING DATE:</b>	<b>APRIL 8, 2021</b>	<b>ITEM B</b>
<b>TO:</b>	<b>COMPENSATION COMMITTEE</b>	
<b>FROM:</b>	<b>STANA SUBARIC, SENIOR VICE PRESIDENT OF PEOPLE &amp; CULTURE</b>	<small>DocuSigned by:</small>  <small>EE7B94B8E344EE...</small>
<b>SUBJECT:</b>	<b>ESTABLISHMENT OF AN EXECUTIVE LEVEL POSITION</b>	

## RECOMMENDATION

That the Compensation Committee consider approving, for recommendation to the Board, the establishment of an executive "E" level position of Vice President of Guest Experience with the salary range and benefits of an "E-1" position.

For possible action.

## FISCAL IMPACT

None

<b>COMMITTEE ACTION:</b>	
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**STEVE HILL**  
**CEO/PRESIDENT**

## PURPOSE AND BACKGROUND

The Compensation Committee Charter provides that the Committee shall review and recommend for Board approval title changes, salary and bonus ranges of executive officers or "E" level positions.

The Las Vegas Convention and Visitors Authority (LVCVA) Leadership Team has identified an organizational need for a Guest Experience leadership position and recommends the creation of an executive "E" level position of Vice President of Guest Experience .

Las Vegas Convention and Visitors Authority Compensation Committee Meeting Agenda  
Documentation

Meeting Date: April 8, 2021

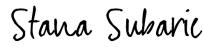
Subject: Establishment of an Executive Level Position

The Vice President of Guest Experience will perform the following essential duties:

- Bring expert-level strategy and innovation to elevate all aspects of the customer experience delivered at the LVCC;
- Provide leadership and support to the Convention Services and Destination Services teams;
- Build partner relationships (Centerplate, Cox, FedEx, AmEx) to ensure the highest standard of service for guests and customers;
- Establish strong relationships with tradeshow clients, general contractors, and vendors, as a critical component to building satisfaction, loyalty, and brand preference to the destination.
- Pursue new initiatives/innovations/technologies/processes that contribute to an overall elevated customer experience.

The position will be paid a range consistent with the approved salary range for E-1 positions, \$130,000 - \$185,000.

# LAS VEGAS CONVENTION AND VISITORS AUTHORITY COMPENSATION COMMITTEE MEETING AGENDA DOCUMENTATION

<b>MEETING DATE:</b>	APRIL 8, 2021	<b>ITEM C</b>
<b>TO:</b>	COMPENSATION COMMITTEE	
<b>FROM:</b>	STANA SUBARIC, SENIOR VICE PRESIDENT PEOPLE & CULTURE	<small>DocuSigned by:</small>  <small>EE7B94BBE3444EE...</small>
<b>SUBJECT:</b>	COMPENSATION COMMITTEE CHARTER REVIEW	

## RECOMMENDATION

That the Compensation Committee: 1) perform its annual review of its Charter; and 2) assess proposed changes to the Charter, including those recommended by Staff, for approval by the Board.

For possible action.

## FISCAL IMPACT

None

<b>COMMITTEE ACTION:</b>	
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**STEVE HILL**  
**CEO/PRESIDENT**

## PURPOSE AND BACKGROUND

On February 13, 2018, the Compensation Committee adopted a Charter outlining its organization and responsibilities. The Charter requires that the Committee annually review and reassess the Charter, and recommend to the LVCVA Board of Directors any changes to the Charter.

Staff requests that the Committee approve the attached modifications to the Committee's Charter for recommendation to the Board.

# **LAS VEGAS CONVENTION AND VISITORS AUTHORITY** **COMPENSATION COMMITTEE CHARTER**

## **I. Purpose**

The Las Vegas Convention and Visitors Authority ("LVCVA") Compensation Committee ("Committee") is a special committee of the Board of Directors. As set forth below, the Committee has the authority to recommend to the Board of Directors the compensation of the LVCVA's CEO and General Counsel, any modifications that the Committee may deem necessary or advisable related to compensation philosophy, and the executive and union compensation programs, and such other duties as the Board shall delegate.

The Committee reviews and approves goals and objectives relevant to the CEO's and General Counsel's compensation, evaluates their performance in light of such goals and objectives, and either as a committee or together with the other independent directors recommends their compensation to the Board for approval based upon such evaluation. The Committee decides how to conduct its evaluation, which may change from time to time. In performing its evaluation, it may use published forms and procedures. The Committee may also hire and use consultants of varied disciplines to assist in the evaluation.

## **II. Organization**

1. *Charter.* At least 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 the members of the Committee. The Board must ratify any such appointment. The Committee shall be comprised of at least three (3) members. The Board of Directors may change committee members. The Chair of the Board of Directors shall also designate



a Committee Chair or the Committee can nominate and appoint the Chair of the Committee.

3. *Meetings.* In order to discharge its responsibilities, the Committee shall meet annually. Additional meetings may be scheduled at the call of the Chair as required.
4. *Agenda, Minutes and Reports.* The CEO 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. *Compensation Philosophy and Program.* In consultation with the CEO, the Committee shall recommend to the Board for approval the LVCVA's general compensation philosophy, and oversee the development and implementation of executive compensation programs. The Committee shall review on a periodic basis the LVCVA's executive compensation programs and recommend to the Board any modifications that the Committee may deem necessary or advisable.
2. *CEO's and General Counsel's Compensation.* The Committee shall annually review and recommend for Board approval the LVCVA's goals and objectives relevant to the compensation of the CEO and General Counsel and shall evaluate the performance of the CEO and General Counsel in light of overall performance, including goals and objectives. Based on such evaluation, the Committee shall recommend to the Board for approval the compensation (including base salary, incentive compensation and benefits) of the CEO and General Counsel.

3. *Officer Compensation and Special Awards.* Annually, the Committee shall also review and recommend for Board approval title changes, salary and bonus ranges of executive officers or “E” level positions who report to the Chief Executive Officer. The Committee shall review annually management's policy related to rewards and recognition, including but not limited to, service awards and retirement gifts and make change recommendations to the Board.
4. *Benefit Plans and Union Contracts.* The Committee shall review and recommend for Board approval the terms of the LVCVA's non-salary benefit plans and review and recommend for Board approval all union contracts.
5. *Committee Performance Evaluation.* The Committee shall evaluate its own performance on an annual basis.
6. *Access to Consultants.* The Committee shall have the resources and authority to discharge its duties and responsibilities as described herein.
7. *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.
8. *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 four (4) pages, including this page, were duly and regularly adopted as the Las Vegas Convention and Visitors Authority Compensation Committee Charter this \_\_\_\_\_ day of \_\_\_\_\_, 2021~~9~~.

\_\_\_\_\_  
Chair  
Compensation Committee

The above and foregoing consisting of four (4) pages, including this page, were duly and regularly adopted as the Las Vegas Convention and Visitors Authority Compensation Committee Charter this \_\_\_\_\_ day of \_\_\_\_\_, 2021~~9~~.

\_\_\_\_\_  
Chair  
LVCVA Board of Directors

# 2021 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](http://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	12	MAY	11	SEPTEMBER	14
FEBRUARY	09	JUNE	08	OCTOBER	12
MARCH	09	JULY	13	NOVEMBER	09
APRIL	06	AUGUST	10	DECEMBER	14

## Committee Meetings/Other

AUDIT COMMITTEE MEETING – FEBRUARY 4  
MARKETING COMMITTEE MEETING – MARCH 1  
COMPENSATION COMMITTEE MEETING – APRIL 8



## Committees of the LVCVA Board of Directors

### AUDIT COMMITTEE

Mayor Kiernan McManus, Chair  
Commissioner Michael Naft, Vice Chair  
Councilwoman Pamela Goynes-Brown  
Ms. Mary Beth Sewald  
Mr. Steve Thompson  
Councilman Brian Wursten

### COMPENSATION COMMITTEE

Ms. Marilyn Spiegel, Chair  
Ms. Mary Beth Sewald, Vice Chair  
Mr. Scott DeAngelo  
Councilwoman Michele Fiore  
Commissioner Michael Naft

### POLICY COMMITTEE

Ms. Jan Jones Blackhurst, *Chair*  
Councilwoman Pamela Goynes-Brown, Vice Chair  
Mayor Carolyn Goodman  
Mayor Kiernan McManus  
Mr. Anton Nikodemus

### 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

Councilman John Marz, Chair  
Mr. Anton Nikodemus, Vice Chair  
Mr. Scott DeAngelo  
Councilwoman Pamela Goynes-Brown  
Ms. Jan Jones Blackhurst  
Ms. Mary Beth Sewald  
Ms. Marilyn Spiegel