

**RENO-SPARKS CONVENTION AND VISITORS AUTHORITY
NOTICE OF PUBLIC MEETING
EXECUTIVE and LEGISLATIVE COMMITTEE MEETING
September 23, 2024, at 11:30 AM
4065 S. Virginia Street, Suite 100
Reno, NV 89502**

**EXECUTIVE and LEGISLATIVE COMMITTEE MEMBERS:
Commissioner Alexis Hill, Chair**

Councilwoman Charlene Bybee
Mr. Stephen Ascuaga

Mr. Eddie Ableser

Notice is hereby given that a quorum of the Reno-Sparks Convention and Visitors Authority Board of Directors may be present at the Executive and Legislative Committee meeting. The Executive and Legislative Committee meeting is not intended as an official meeting of the Reno-Sparks Convention and Visitors Authority Board of Directors and no deliberation or action by the Reno-Sparks Convention and Visitors Authority Board of Directors will occur.

THIS NOTICE AND AGENDA HAVE BEEN POSTED PER NRS REQUIREMENT, AT LEAST THREE BUSINESS DAYS BEFORE THE MEETING, IN ACCORDANCE WITH NRS 241.020, AT THE MEETING LOCATION AND AT THE FOLLOWING PUBLIC LOCATIONS:

Evelyn Mount Northeast Community Center
Reno Municipal Court
Reno-Sparks Convention & Visitors Authority (RSCVA)
Washoe County Administration Building
RSCVA Website: www.rscva.com/public-meetings

Reno City Hall
Sparks City Hall
McKinley Arts & Culture Center
Washoe Co. Reno Downtown Library
Online at <http://notice.nv.gov/>

This meeting is being livestreamed and may be viewed by the public at the following link: www.rscva.com/public-meetings

Items on the agenda are for possible action by the Executive & Legislative Committee unless stated otherwise. Items will not necessarily be considered in the order listed. The Executive & Legislative Committee may combine two or more agenda items for consideration, may remove an item from the agenda, or may delay discussion relating to an item on the agenda at any time.

Supporting Materials

Support materials are made available when they are provided to the Executive & Legislative Committee, or if provided during the meeting, support materials will be made available at the meeting at the same time as they are made available to the Executive Committee. Support materials are also available at the RSCVA administrative offices and at the scheduled meeting. The designated contact to obtain support materials is Myrra Estrellado, 4065 South Virginia Street, Suite 100, Reno, NV (775) 827-7737.

AGENDA

A. OPENING CEREMONIES

Call to Order
Roll Call
Pledge of Allegiance

B. COMMENTS FROM THE FLOOR BY THE PUBLIC

Public comment is limited to three minutes. The public is encouraged to comment on all agenda items as well as issues not on the agenda during the Public Comment period, or on "action" items immediately before board discussion of such "action" items. Members of the public desiring to speak must complete a "Request to Speak" form and return it to the RSCVA clerk at the meeting. No action may be taken on a matter raised under this item of the agenda until the matter itself has been specifically included on an agenda as an item upon which action will be taken. Public comments may not be accepted after the Chairman closes any period for public comment.

C. APPROVAL OF THE AGENDA FOR THE SEPTEMBER 23, 2024, EXECUTIVE/LEGISLATIVE COMMITTEE MEETING

For possible action

D. APPROVAL OF MINUTES OF JULY 22, 2024, EXECUTIVE/LEGISLATIVE COMMITTEE MEETING

For possible action

E. BOARD MATTERS

E1. The Reno-Sparks Convention and Visitors Authority Board of Directors will review, discuss and revise current Board Policies.

The Executive and Legislative Committee is being asked to review, discuss and provide direction to staff and legal counsel regarding revisions to the current Board Policies. Once approved by the Committee, the revised Board Policies will be presented to the full Board of Directors for possible approval at a future meeting. Committee action is advisory only and requires approval of the full Board of Directors at a future meeting.

For possible action

E2. Discussion of upcoming Legislative session and Legislative Priorities

Jesse Wadhams, with the law firm of Black and Wadhams, as the RSCVA's retained government affairs firm, will discuss the upcoming Legislative session and issues which may impact or be of interest to the RSCVA. The Committee may also discuss possible legislative priorities/initiatives and may take action to identify Legislative priorities/initiatives to present to the full Board of Directors for possible approval at a future meeting. Committee action is advisory only and requires approval of the full Board of Directors at a future meeting.

For possible action.

F. COMMENTS FROM COMMITTEE MEMBERS AND/OR CEO/PRESIDENT

Informational only

G. COMMENTS FROM THE FLOOR BY THE PUBLIC

Public comment is limited to three minutes. The public is encouraged to comment on all agenda items as well as issues not on the agenda during the Public Comment period. No action may be taken on a matter raised under this item of the agenda until the matter itself has been specifically included on an agenda as an item upon which action will be taken.

H. ADJOURNMENT

For possible action

Persons are invited to submit written remarks on all matters, both on and off the agenda. Written remarks presented for inclusion in the Executive & Legislative Committee's minutes must be flat, unfolded, on paper of standard quality, and 8 ½ by 11 inches in size. Written remarks shall not exceed five (5) pages in length. The RSCVA will not accept any submissions that do not comply with this rule. On a case-by-case basis, the Board of Directors may permit the filing of noncomplying written remarks, documents, and related exhibits under NRS 241.035(1)(e). Executive & Legislative Committee's meeting rooms are accessible to persons with disabilities. If special arrangements are required, please contact Myrra Estrellado at 775-827-7737.

For information or questions regarding this agenda please contact:
The RSCVA Executive Office
P.O. Box 837, Reno, NV 89504
775-827-7618

Reno-Sparks Convention & Visitors Authority Executive/Legislative Committee Meeting Minutes July 22, 2024

The Executive/Legislative Committee of the Reno-Sparks Convention & Visitors Authority held an Executive/Legislative Committee meeting at 11:00 a.m., on July 22, 2024, at the Reno-Sparks Convention and Visitors Authority, 4065 S. Virginia Street, Reno, NV. The meeting was properly noticed and posted in compliance with the Nevada Open Meeting Law.

A. OPENING CEREMONIES

Chair Alexis Hill called the meeting to order at 11:10 a.m.

Committee Members Present:

Commissioner Alexis Hill
Mr. Eddie Ableser
Mr. Stephen Ascuaga

Committee Members Absent

Councilwoman Charlene Bybee

RSCVA Executive Staff and Legal Counsel Present:

Mike Larragueta, President/CEO
Christina Erny, Vice President of Marketing
Courtney Jaeger, Vice President of Finance
Trent LaFerriere, Vice President of Facilities
Ben McDonald, Senior Director of Communications and Public Affairs
Renee McGinnes, Senior Director of Sales and Events
Art Jimenez, Executive Director of Tourism Sales – **via Zoom**
Myrra Estrellado, Board Clerk
Ben Kennedy, Legal Counsel
Molly Rezac, Legal Counsel

Minutes prepared by Monica Mortimer of Minutes Solutions Inc. from a video recording.

B. COMMENT FROM THE FLOOR BY THE PUBLIC

Chair Hill opened the floor to public comment. There was none; public comment was closed.

C. APPROVAL OF THE AGENDA FOR THE July 22, 2024, EXECUTIVE/LEGISLATIVE COMMITTEE MEETING

Committee Member Ableser made a motion to approve the agenda for the July 22, 2024, Executive/Legislative Committee meeting. The motion was seconded by Committee Member Ascuaga. The motion was **APPROVED** by a vote of 3-0-0.

D. APPROVAL OF MINUTES OF May 06, 2024, EXECUTIVE/LEGISLATIVE COMMITTEE MEETING

Committee Member Ascuaga made a motion to approve the minutes for the May 6, 2024, Executive/Legislative Committee meeting. The motion was seconded by Committee Member Ableser. The motion was **APPROVED** by a vote of 3-0-0.

E. BOARD MATTERS

E1. The Reno-Sparks Convention and Visitors Authority Board of Directors will review, discuss and revise the current Unsolicited Proposals policy.

Mike Larragueta introduced the four proposed modifications by senior staff to the Board's previously approved unsolicited proposal policy based on sponsorship and funding. The proposed modifications include: to allow senior staff to have the flexibility to pay awarded funding in increments instead of fully upfront, to add the location of the event and the number of attendees expected to the proposal form, and to create a post-event report form to evaluate the impact, success, community engagement, and room nights of funded events.

The post-event report will be used to track the performance of funded events. If an event does not meet certain criteria, this report will provide a paper trail for future funding decisions.

Committee Member Ascuaga made a motion to approve the four proposed modifications to the unsolicited proposal policy and to forward the modifications to the Board. The motion was seconded by Committee Member Ableser. The motion was **APPROVED** by a vote of 3-0-0.

E2. The Reno-Sparks Convention and Visitors Authority Board of Directors will review, discuss, and revise current Board Policies.

Ben Kennedy stated that existing RSCVA Board policies are outdated and require revision. The policies and procedures of the LBCDA have been used as a reference for these updates. However, as the RSCVA's legal requirements differ from those of the LBCDA, specific adjustments were necessary.

Ben Kennedy and **Molly Rezac** outlined the policies and changes to LBCDA Board policies to RSCVA Board policy document for the Committee. The legal counsel and Committee's comments are as follows:

- Policy 1.01: Statutory policy.
- Policy 1.02: Reflection of statue.
- Policy 1.03: A change from January to July for the reshuffling of Board positions. The current policy requires a majority of Board members to call for a special meeting; however, the new policy allows the Chair or three Board members to call for a special meeting. Additionally, in the event of a Chair vacancy, the CEO may call for a special meeting.
- Consecutive terms for Board Chair were discussed. The current rule allows unlimited terms; however, there was a suggestion to limit it to two terms. There were concerns regarding the potential for one person to monopolize the Chair position and the increased

commitment required for long-term service. The Committee agreed to leave the current rule in place for now and flag the issue for further discussion with the Board. If the Board desires to implement term limits for the Board Chair, statutory changes will require legislative action.

- Policy 1.04: The policy includes mission oversight hours and duties. The policy will include the phrase to “solicit, enhance, and promote tourism.”
- Section 1.05: A formal charter document for each committee will be created to clarify their purpose and functions by Ben Kennedy. The current process involves creating committees via board action and describing their purpose in meeting minutes. There is a lack of clear guiding language and structure for committee responsibilities, and the Committee stated there is a need for stronger procedures and Board policies to define the division of work between committees and the full Board. Ben Kennedy will develop policy language to define the division of work between committees and the full board. The Committee aims to implement a structure where detailed discussions are handled by committees, leading to shorter and more effective executive meetings.
- Ben Kennedy will review and modify the compensation aspect of the Board policy document. The Committee does an annual performance and compensation review for the CEO; however, the compensation ranges for other executive level employees are not within the Board’s purview.
- Section 1.09: Ben Kennedy will review and modify the expense reports process. The document’s current process involves the treasurer and another Board member approving CEO expense reports. The approval process will be modified to the Chair approving the CEO expense report.
- The Committee held a discussion on the oversight of gifts and staff perks. The current policy allows HR to manage these within the approved budget. There is a debate on whether additional oversight is required beyond the budget authority. Legal counsel will prepare and present a redlined version of the current policy to present to the full Board for further discussion.
- Ben Kennedy will review and modify the second paragraph of the work travel policy. The current policy allocates funds for Board travel but lacks specifics on the frequency and location of travel. Board members are encouraged to attend RSCVA events inside and outside of the county. A policy was suggested to require Board members to report on their travel experiences.
- The Committee held a discussion on agenda management. The current process involves the CEO working in conjunction with the Chair of the agency to set the agenda. There is no clear policy on what would occur if there was a disagreement between the CEO and the Chair. Robert’s Rules are being followed for parliamentary procedures, with the exception that the Chair is allowed to make motions. Board members can request items to be added to the agenda. In rare cases, these requests might be pushed to a further date due to meeting time management. The Chair has the authority to call a meeting to order, reorder items, or remove items from the agenda. This practice is not explicitly documented; however, it has been followed traditionally. The Committee noted a concern regarding the lack of a stop mechanism if the Chair’s decisions are deemed outrageous,

as the statute does not address the removal of a Chair due to loss of confidence. The statute requires that the Chair must be an elected official. The Vice Chair can chair meetings in the Chair's absence but does not automatically become the Chair.

- The Committee held a discussion of the CEO contract and positional description. Legal counsel will include catch-all language for duties as assigned to ensure consistency with the contract within the Board policies document.
- The Committee held a discussion on the need for Board approval of personnel policies. Molly Rezac noted the importance of active review and discussion by the Board on certain policies, and asked the Committee to consider limiting which policies require Board approval, as a large portion of general policies do not affect legal liability or exposure for the agency.
- The Committee noted a need to ensure all Board members are aware of the universal policies. A list of all policies is being created to ensure Board members know they exist and where to find them. Some policies that were adopted by the Board have been forgotten and are not referred to when needed.
- Policy 2.02: Ben Kennedy will modify the policy to align with the performance and compensation recommendations from the Executive and Legislative Committee, to ensure consistency.
- Policy 3.02: Clarification is required on Ben Kennedy's relationship to the organization, in his capacity at the RSCVA and LBCBA. Ben Kennedy represents the CEO and Board of the LBCBA; however, he is not the CEO's attorney.
- Policy 4.04: Ben Kennedy will remove the IP filing requirement.
- Section 6.01: The Committee held a discussion on the process for reporting violations of the Code of Ethics. The current policy lacks clarity on the steps after reporting to the General Counsel and Chair. Legal counsel emphasized the importance of notifying the Commission of Ethics of any ethics' violations. Ben Kennedy will revise the ethics' policies to ensure they align with LBCBA's existing statutes and RSCVA's policies.
- The Chair noted that current policies allow for recusal or abstention without clear reasons, leading to potential misuse, and referenced state statute requiring officials to vote unless specific reasons are met. Ben Kennedy will locate and incorporate the relevant state statute into the Board's policies.
- The Committee held a discussion on the need to tighten policies that guide board actions, especially after incidents that occurred in the past. HR policies related to harassment and discrimination complaints are being reviewed. The Committee noted there is difficulty in enforcing expected behavior among Board members. Ben Kennedy will create an additional item in the policy stating that Board members will follow the same HR policies as staff and add language to the policy to set clear expectations and processes for Board members' conduct. Ben Kennedy will review and possibly adopt the county commission's anti-harassment and anti-bullying policy for Board members.

- The Committee held a discussion on the need for a policy guiding interactions with vendors and reporting structures. There are unclear guidelines on who should report vendor-related issues and how they should be handled. Ben Kennedy will develop a policy that includes expectations for vendors working with the RSCVA and define a clear process for reporting vendor-related issues and ensure it is included in the Board policies. Ben Kennedy will include clear enforcement mechanisms in the Board policies to ensure compliance.

**Board Member Ableser left at 11:48am. He returned at 11:49am.
Board Member Ableser left at 12:01pm. He returned at 12:30pm.**

Committee Member Ascuaga made a motion to the revised Reno-Sparks Convention and Visitors Authority Board Policies, as directed, and reassemble at the next Executive/Legislative Committee meeting review. The motion was seconded by Committee Member Bybee. The motion was **APPROVED** by a vote of 3-0-0.

F. COMMENTS FROM COMMITTEE MEMBERS AND/OR CEO PRESIDENT

There were none.

G. COMMENTS FROM THE FLOOR BY THE PUBLIC

Chair Hill opened the floor to public comment. There was none; public comment was closed.

H. ADJOURNMENT

The meeting adjourned at 12:55 pm.

The meeting can be viewed at <https://www.youtube.com/watch?v=pFCyLPNjE5U>

B

BOARD POLICIES
RENO-SPARKS 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 RSCVA'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 RSCVA 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 or public relations costs, RSCVA is a destination marketing organization that also operates four separate and distinct venues: (i) the Reno-Sparks Convention Center; (ii) the Reno-Sparks Livestock Events Center; (iii) the National Bowling Stadium; and (iv) the Reno Events Center (collectively, the "RSCVA Facilities"). The RSCVA 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 Washoe County's revenues next month, next year, and for decades to come.

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As the destination marketing organization for Washoe County, Nevada, RSCVA's mission is to "attract overnight visitors to Reno Tahoe while supporting the sustainable growth of our communities." The RSCVA is established by statute (NRS 244A) and is unlike a typical convention and visitor's bureau in that it is not a membership-based organization. Although the RSCVA is a political subdivision of the State of Nevada, the RSCVA Board is unique in that its nine (9) board members include six (6) representatives from the private sector sharing the RSCVA's unique objectives. The RSCVA's Board oversees RSCVA's policies, internal and external audits, budgets, executive compensation, and, through a Chief Executive Officer referred to herein as the CEO, all other activities of the RSCVA. The activities that the CEO oversees directly within budgetary constraints and powers and duties delegated by the Board include, among others, marketing, operation of the RSCVA Facilities, human resources, finance, marketing, and public affairs.

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[Adopted _____, 2024]

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BOARD POLICIES

RENO-SPARKS 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 as provided in Nevada Revised Statutes (NRS) 244A.601.

[NRS 244A.601, Adopted _____, 2024]

Policy 1.02 - Term of Office.

The Board ~~members~~^{Members}' terms of office shall be as follows:

1. Elected Members: coterminous with each elected member's term of office;
2. Members appointed per NRS 244A.601 other than elected members: two (2) years.

[NRS 244A.601, Adopted _____, 2024]

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

The officers of the Board shall be the Chair, Vice-Chair, Secretary and Treasurer. ~~The officers of the Board shall constitute the Board's Executive Committee, as required pursuant to NRS 244A.605.~~ The officers of the Board shall all be members of the Board. Per NRS 244A.601(2) the Chair of the Board shall be one of the elected public sector Board ~~members.~~ ~~The Board's remaining officers shall be comprised of _____ elected public sector Board member(s) and _____ appointed business sector Board member(s).~~ Members¹.

Per NRS 244A.605(3), in ~~January~~^{July} of each even numbered year, the Board shall undergo a reorganization by electing its officers. Officers elected during Board reorganizations shall hold office for two years or until their successors are elected and qualified.

Any vacancy among the Board ~~Officers~~^{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~~

¹ Note that the requirement that the Chair of the Board be one of the elected officials is a statutory requirement, enacted in 2015 (SB 480). A change to this provision would require legislative action.

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~~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.

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

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[NRS 244A.601, 244A.605, Adopted _____, 2024]

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 RSCVA, and all ethical requirements as public officers, by attending orientation with the General Counsel and the RSCVA's Executive Team, and requesting additional training through the CEO, as necessary, and/or consulting with the General Counsel.
2. **RSCVA Mission Oversight Powers and Duties.** The Board serves as the policy-making body for the ~~LVCVA~~RSCVA. The powers and duties of the Board are enumerated in statute and include, but are not limited to, the following:
 - a. Approval of the establishment, construction, purchase and / or other acquisition, reconstruction, improvement, extension and betterment of the RSCVA's exposition buildings and convention halls and related financing thereof;
 - b. The sale, lease, exchange, transfer, assignment, or other disposal of the RSCVA'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 RSCVA; and
 - d. The solicitation and promotion of tourism and gaming generally, including:
 1. ~~The~~The leasing of the RSCVA's facilities for conventions, expositions, trade shows, entertainment, sporting events, cultural activities, or similar uses reasonably calculated to

² Provision highlighted for full Board discussion regarding whether to implement this requirement. There is currently no limit on the number of consecutive terms the Board Chair or other Board officer can serve.

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produce revenue for the RSCVA and to enhance the local economy.

2. Advertising and promoting the entire Reno, Sparks and Lake Tahoe area including facilities under control of the RSCVA 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, enhance, and promote tourism.
3. Delegation of Powers and Duties. The Board delegates to the CEO the authority to execute and amend individual agreements and financial transactions, or issue change orders, valued under \$100,000 including the value of subsequent amendments, if any, except that the Board must approve all acquisitions and dispositions of real property and the disposition of intellectual property rights. When exercising such delegated authority (“the “CEO’s Signature Authority”), the CEO’s reasonable intentions must be to further the RSCVA’s mission within applicable budget constraints. In addition to the general signature authority referenced herein, the CEO shall have authority up to \$500,000 for expenditures from the Air Service Fund for air service purposes. Any expenditure from the Air Service Fund shall be presented to the Board at its next regularly scheduled or special meeting.
 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~~

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~~Committee~~ Each established Committee shall have a separate charter approved by the Board that summarizes the Committee's duties and responsibilities. All current Committee charters are attached hereto as Schedule 1. The foregoing Schedule shall be revised from time to time as necessary to reflect the most current Committee charters without the necessity of Board approval or formal amendment of this document. Unless otherwise authorized by a resolution adopted by a majority of the Board, no Committee shall have powers other than advisory to the Board. In an effort to make the best use of time at Board meetings, and to allow for an in-depth analysis of certain issues by Board Members with relevant expertise, it is the stated policy and desire of the Board that matters appropriate for consideration by Board Committees be presented first to the appropriate Committee, with a goal of the Committee formulating a recommendation on such matter for consideration by the full Board at a future Board meeting. The Board Chair, in consultation with the CEO and subject Committee Chair shall determine which matters are appropriate for consideration by a Committee prior to presentation to the full Board.

6. Performance and Compensation Reviews. Annually, and as further set forth in the CEO Employment Agreement (below defined), the Board shall review the performance and compensation of the CEO, ~~and the compensation ranges for other executive level employees.~~ The Board shall consider the recommendations of the Finance Executive and Legislative Committee in determining the appropriate compensation and benefits, including, bonuses and goals.
7. Hiring and Termination of the CEO. The Board shall have sole authority for all decisions relating to the hiring and termination of the CEO.
8. Retention and Termination of the General Counsel. The Board shall have sole authority for all decisions relating to the retention and termination of the RSCVA's General Counsel: (below defined). 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. The Board ~~Treasurer~~ Chair 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.
- ~~10. Approval of Special Awards. The Board shall receive and approve recommendations from its Finance Committee related to management's policy related to special awards, including but not limited to service awards and retirement gifts. Prior Board approval is also required for any exceptions to the policy.~~

[NRS Chapter 244A, Adopted _____, 2024]

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Policy 1.05 - Board Travel

The purpose of Board Member travel is: (i) to help Board Members understand the methods and processes used in RSCVA promotions to better discharge the policy- making responsibilities imposed on them by statute and these policies; and (ii) to conduct the business purposes of the RSCVA by representing the RSCVA and the Washoe County destination. Direct observation is an effective method for accruing such knowledge. Board Members are encouraged (but not required) to attend at least one RSVCA event held in Washoe County annually.

Board Members are further encouraged (but not required) to attend one event outside of 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 Washoe 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 Washoe County at the next regularly scheduled Board meeting.

Board Members shall adhere to the same travel and expense report policies as RSCVA'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 RSCVA'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 airport options, departure and travel times and their impact on work time, expediency, daily expenses, and similar measures of reasonable travel conditions.

[Adopted _____, 2024]

Policy 1.06 - Responsibilities of the Chair of the Board.

The Chair shall:

1. Preside ~~at~~ and manage 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 make motions and vote on all matters.

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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.

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5. Advise Set the CEO on agenda preparation for the meetings each meeting after consultation with the CEO³.

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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. The Chair may remove items from an Agenda or reorder the items on an Agenda at any time⁴.

9. Exercise such other powers as may be delegated to him/her by the Board.

[Adopted _____, 2024]

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 _____, 2024]

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

1. The Secretary. The Secretary, through RSCVA Board staff, shall cause to be kept a full and accurate record of the proceedings of the Board. The Secretary, through the RSCVA Board staff, shall be responsible to the Board for all matters pertaining to the care of the Board’s records and documents.

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

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

³ Provision highlighted for full Board discussion. Existing policies state the agenda is determined “by the Chairman and President/CEO.” Clarification is being sought regarding which individual has final authority if there is a disagreement between the Chair and President/CEO on items to include on an agenda.

⁴ This item is subject to further revision pending Board discussion and to be consistent with the final form of Section 1.06(5).

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

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

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

[[NRS 244A, 611](#), Adopted _____, 2024]

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. The 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 the RSCVA.

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, a list of which shall be attached hereto and maintained as Schedule ~~1.2~~2. The foregoing Schedule shall be revised from time to time as policies are adopted to reflect the most current list of policies without the necessity of Board approval or formal amendment of this document.

3. Indemnification: To the maximum extent permitted by law, the RSCVA 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 RSCVA. The RSCVA shall maintain a sufficient amount of errors and omissions, or similar coverage, insurance to protect and indemnify Board ~~members~~Members.

[Adopted _____, 2024]

Policy 1.10 - Types of Meetings.

The Board shall hold the following types of meetings:

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1. Regular Meetings, which are held on the fourth Thursday of each month at ~~9:00 am~~ a time to be set by the Board Chair after consultation with the Board, with the exception of the regular November and December meetings which shall be combined into one meeting to be held in the first part of December; ~~the exact time and date to be set by the Board Chair after consultation with the Board.~~ Meetings are subject to cancellation or rescheduling 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 mail 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. 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.
6. Budget meetings as required by the Nevada Revised Statutes.

[Adopted _____, 2024]

Policy 1.11 - Meetings of the Board.

All meetings of the Board and Committees are open to the public, with the limited exception of certain 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 _____, 2024]

Policy 1.12 - Agenda.

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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 Committee⁵.

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Each meeting agenda packet shall include supporting materials to provide 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 or Chair.~~

~~Any Board Member may place an item on the agenda. A Board Member who wishes to place an item on a Board or Committee agenda shall contact the office of the CEO or Chair, or may request items be placed on a future agenda at any meeting. It is the duty of the [Chair/CEO] to determine which items are placed on any given agenda to effectively manage meeting duration and assure that all matters brought before the Board are provided sufficient time for adequate consideration. When requests for agenda items are received, the time sensitive nature of the request will be considered in light of the anticipated future meeting agendas, and the item will be placed on an appropriate future agenda for consideration. A requested agenda item may not always be placed on the next immediate agenda. Nothing contained in this Section shall be construed to require the inclusion of an item on a meeting agenda if the [Chair/CEO] makes a determination, after consultation with the General Counsel and the [Chair/CEO], that the item should not be placed on an agenda because it substantially conflicts with the law or the ability of the RSCVA to carry out its duties and function.~~

[Adopted _____, 2024]

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. Except as otherwise expressly provide pursuant to NRS 244A.601(d) regarding appointment of Board ~~members~~Members, every motion and resolution of the Board or Committee 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 _____, 2024, NRS 244A.601]

Policy 1.14 - Parliamentary Procedure.

⁵ Provision highlighted for full Board discussion to comply with Section 1.06

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Board and Committee meetings shall be conducted in compliance with Robert's Rules of Order, latest edition, with the exception that the Board Chair, or in his/her place and stead, the presiding officer, may make a motion.

[Adopted _____, 2024]

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~~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~~Member requests included or reflected in the minutes.

The Board shall, for each of its meetings, whether public or closed, record the meeting on video or 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 _____, 2024]

Policy 1.16 - Procedures for Contracts and Agreements Presented to Board

All contracts and agreements entered into in the name of RSCVA are required to have the approval (as to legality and form) of RSCVA's General Counsel before being presented to the Board for action. The RSCVA's consultants, advisors, and/or contractors, when acting as agents of the RSCVA, 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 _____, 2024]

Policy 1.17- Public Expenditures. 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.

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[Adopted _____, 2024]

Policy 1.18 – Requests of Staff. Board Members will not request any staff project that entails over two hours of projected staff time without seeking the approval of the Board through an item placed on a public meeting agenda. Board requests that are considered on an agenda for this purpose should identify the purpose served by the request.

[Adopted _____, 2024]

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BOARD POLICIES

RENO-SPARKS 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 the RSCVA'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. In addition to the foregoing, the CEO duties and responsibilities shall be as set forth in the job description attached as an exhibit to the CEO's Employment Agreement (the "Employment Agreement"). The most recent version of the job description attached to the Employment Agreement is attached hereto as Schedule 3. The foregoing Schedule shall be revised from time to time as the job description is revised to reflect the most current job description without the necessity of Board approval or formal amendment of this document.

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

- ~~1. Develop the strategies and objectives for the RSCVA, including but not limited to, a comprehensive Strategic Plan, and submit same to the Board for approval/adoption. Manage and supervise the business and affairs of the RSCVA subject to the budget and policies approved by the Board.~~
- ~~2. Oversee management and operations of all Departments of the RSCVA. Provide direct management of the senior executive staff to ensure the execution of board policy and strategic direction to brand Reno Tahoe as a world class tourism destination.~~
- ~~3. Review, coordinate and submit to the Board all annual marketing and business plans and operating budgets as required. Effectively manage the Board to assure effective and cooperative organizational oversight.~~
- ~~4. Take a leadership role in the promotion of the arts and cultural aspects of the Reno Sparks community.~~
- ~~5. Analyze overall operating results of the RSCVA departments relative to plans, recognize achievement and ensure that appropriate steps are undertaken to correct unsatisfactory conditions.~~
- ~~6. Establish the limits of subordinates regarding contractual commitments, expenditures, and internal operation and personnel policies not specified by the Board. Coordinate the efforts of all departments to ensure the most cost effective delivery of service to the Reno Tahoe convention and travel industry.~~

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- ~~7. Provide direction and strategic leadership in the development and communication of RSCVA's operating policies and goals. Delegate authority to ensure that RSCVA goals and effective utilization of staff are met. Establishes strategic goals. Organize and assign resources and staff to accomplish annual and long range goals.~~
- ~~8. Set standards for performance in all areas of the organization; periodically review reports on programs; model accepted leadership behaviors and work as a member of the leadership team. Direct and participate in the planning process for future development and growth of the RSCVA, periodically present such plans for review and approval by the Board of Directors. Develop operating budgets and present financial revenue and expense reports to the Board of Directors.~~
- ~~9. Represent the RSCVA as appropriate, in its relationships with local RSCVA clients, government agencies, professional and other similar groups, such as Convention Visitor Bureaus and Tourism and Travel industries, etc. Provide oversight of staffing strategies, plans and programs required to attract, motivate, develop, reward and retain the best work force to meet the need of the organization.~~
- ~~10. Be a spokesperson for issues related to tourism, convention, gaming and general hospitality communities with city and state government. Update and communicate with legislators on current issues to promote awareness of critical programs that require attention.~~
- ~~11. Identify appropriate changes in organization, business operations, technology and management practices. Become the recognized RSCVA spokesperson at the senior level on issues on importance to RSCVA. Build a positive image of the RSCVA in relevant media. Demonstrate an ability to manage change.~~
- ~~12. Prepare or direct the preparation of official publications of the RSCVA, such as, all digital asserts, pamphlets, special reports, bulletins, newsletters, magazines, newspaper columns or other media used to disseminate information. Prepare, or direct the preparation of news articles reflecting news of the RSCVA or the reporting of projects or activities.~~
- ~~13. Provide oversight for the development, and the implementation, of strategic marketing and branding programs to promote Reno Tahoe as a leisure and convention destination. Provide tactical direction for the Reno Tahoe marketing and branding programs. Manage the future of the destination by planning, innovating, strategizing, evaluating alternatives and preparing for change.~~
- ~~14. Provide long range planning for destination resources, infrastructure, and strategic direction. Identify major global trends that will influence and affect the local tourism industry, developing and implementing programs to address and take advantage of such trends to the competitive advantage of the destination. Provide leadership in the marketing of the destination. Serve as a catalyst and facilitator for tourism infrastructure and destination development.~~
- ~~15. Work as an integral member of the community leaderships and local gaming/tourism industry to ensure the sustainability of the local tourism industry. Act as tourism industry advocate by raising the awareness and profile of tourism locally in support of the industry.~~

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~~Liaise with all levels of government and other public entities at the local, state and national levels to represent the views of the industry on decisions affecting the tourism sector.~~

~~Perform other duties, as needed, which may be assigned by the RSCVA Board.~~

[Adopted _____, 2024]

Policy 2.02 - Compensation and Evaluation of CEO.

~~The Board~~The Board, in cooperation with the Executive and Legislative Committee, shall be responsible for performing the annual evaluation of the CEO, and shall be responsible for determining the compensation and benefits of the CEO, including, without limitation, the ~~CEO~~CEO bonus and goals, all as more fully set forth in the Employment Agreement.

[Adopted _____, 2024]

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BOARD POLICIES

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ARTICLE III- POWERS AND FUNCTIONS OF THE GENERAL

Policy 3.01 - Responsibilities of General Counsel.

RSCVA shall employ outside legal counsel on a retainer basis ~~(the "General Counsel")~~. Subject to any requirements set forth elsewhere in these Policies, under applicable law, or General Counsel's agreement of engagement, RSCVA's General Counsel shall:

1. Act as the attorney the organization, and advise the Board, the CEO and other members of RSCVA staff regarding legal questions arising in the conduct of RSCVA's operations.
2. Make recommendations for Board policies, resolutions and other documents or procedures that are required for the Board and the RSCVA 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 as requested by RSVCA executive staff.
6. Manage all litigation and other legal proceedings involving the RSCVA and provide quarterly update reports to the Board Chair.
7. Instruct Board Members regarding the Board Policies, statutory responsibilities, and open meeting law obligations, through an orientation with new members and the RSCVA's executive team, and thereafter as requested by Board Members.
- ~~8. Receive and address notifications of suspected violations of RSCVA's conflict of interest policy.~~
98. Assist RSCVA staff with compliance with the Nevada Public Records Act, the RSCVA's records retention policies, and the records retention and archiving

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requirements of the State of Nevada's Library, Archives, and Public Records Division.

109. Perform such other duties as the Board may from time to time assign to RSCVA's General Counsel.

[Adopted _____, 2024]

Policy 3.02 - Reporting Relationship of General Counsel.

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

1. ~~On a day-to-day basis, As legal counsel to the Board, the~~ RSCVA's General Counsel shall report to the ~~CEO and Board Chair. Legal counsel shall take direction from~~ not represent the CEO or RSCVA staff in their individual capacities, or in matters adverse to the Board. On the day-to-day affairs of the organization, General Counsel shall work with 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 RSCVA, Board ~~members~~ Members shall have complete and open access to RSCVA's General Counsel for legal advice regarding policies, statutory duties, and ethical obligations.
3. On a quarterly basis, unless the RSCVA General Counsel shall determine more frequent reporting is appropriate or if required by these Board Policies to take place sooner, RSCVA's General Counsel shall report to the Board Chair regarding any material legal matters relating to RSCVA. These matters shall include, but are not limited to: (a) the status of any material legal proceedings to which RSCVA is a party or in which RSCVA 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 RSCVA or violations of these Policies by, RSCVA 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 RSCVA.
4. If the RSCVA'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 RSCVA's interests, then RSCVA's General Counsel shall report such violation, breach or other matter to the Board Chair, or another member of

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the Board's Executive Team when General Counsel deems appropriate, as soon as is reasonably practicable.

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

[Adopted _____, 2024]

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BOARD POLICIES

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ARTICLE IV – INTELLECTUAL PROPERTY MANAGEMENT

Policy 4.01 - Ownership.

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

[Adopted _____, 2024]

Policy 4.02 - Registration.

RSCVA’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 _____, 2024]

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 RSCVA. 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 _____, 2024]

Policy 4.04 – Cease and Desist Letters.

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

~~[Adopted _____, 2024]~~

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Policy 4.05 - Litigation.

Board notifications shall be required prior to instituting litigation to enforce RSCVA'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 RSCVA's interests, the CEO, with the concurrence of RSCVA's General Counsel, shall be authorized to initiate litigation, subject to ratification by the Board at the first Board meeting thereafter.

[Adopted _____, 2024]

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BOARD POLICIES

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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~~ Authority.
3. Emergency Contracts. The CEO is authorized to approve the procurement of emergency contracts, in accordance with NRS 332.112. The CEO or RSCVA'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.
8. Statutory Compliance. All RSCVA procurement shall at all times comply with all applicable laws and regulations including, but not limited to, NRS Chapter 332.

[Adopted _____, 2024, NRS Chapter 332]

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Policy 5.02 – Disposition of Property.

1. Real Property. Prior Board approval shall be required for any disposition of real property. Notwithstanding the foregoing no prior Board approval shall be deemed necessary for the lease or license of RSCVA property in the RSCVA's normal course of business.
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 _____, 2024]

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BOARD POLICIES

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ARTICLE VI- CODE OF CONDUCT AND CONFLICTS OF INTEREST POLICY

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

1. Purpose.

The public that RSCVA 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 RSCVAs 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, in form as required pursuant to NRS Chapter 281A.

[Adopted _____, 2024]

2. Act in the Public Interest.

Recognizing that stewardship of the public interest must be their primary concern, RSCVA's Board Members, officers and employees shall work for the common good of the public that RSCVA 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 _____, 2024]

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 RSCVA's General Counsel or outside legal counsel retained by RSCVA, as appropriate.

[Adopted _____, 2024]

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 RSCVA or use any such

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confidential information for any purpose other than in connection with RSCVA 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 _____, 2024]

5. Conflicts of Interest.

The RSCVA's Board Members, officers and employees shall be governed by the Nevada Code of Ethical Standards found in NRS Chapter 281A in regard to conflicts of interests. At the commencement of every term, each Board Member is provided with the required Nevada Acknowledgement of Ethical Standards for Public Officers and the statutes referenced by such form, as required by the Nevada Commission on Ethics. By executing the required form, Board Members acknowledge that they have read and understand the statutory ethical standards and that they are responsible to inform themselves of any changes to the statutory ethical standards. Any questions should be referred to the RSCVA's General Counsel.

The ethical statutory ethical standards provide, in part, 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 RSCVA and (i) any business entity in which they have a significant pecuniary interest; or (ii) 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.

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- (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.

f. In the event of a conflict between the foregoing and the statutory ethical standards, the statutory ethical standards shall apply.

[NRS Chapter 281A, Adopted _____, 2024]

6. Disclosures and Recusals.

~~At~~The Board's obligations in regard to disclosures and recusals are governed by NRS 281A.420 which provides, in part, that at the time the Board considers a matter, Board ~~members~~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”~~ (“Conflicts”).

Board ~~members~~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. Pursuant to NRS 281A.420, it is presumed that the independence of judgment of a reasonable person is not materially affected if the benefit accruing to the Board Member or person at issue is not greater than that accruing to any other member of any general business, profession, occupation, or group that is affected by the matter.

~~Board members~~It is the stated public policy of the Nevada Legislature that a public officer should perform the duties for which the public officer was elected or appointed and to vote or otherwise act upon a matter. Therefore, Board Members shall only abstain from voting if to do otherwise would be a violation of NRS 281A.420. Board Members with questions about their ethical responsibilities, including disclosure or recusal requirements, shall consult with the General Counsel and, if necessary, request an advisory opinion from the Nevada Commission on Ethics.

In the event of a conflict between this Section and the provisions of NRS 281A.420, the terms and provisions of NRS 281A.420 shall control.

[NRS 281A.420, Adopted _____, 2024]

7. ~~Nepotism.~~

~~RSCVA Board Members, officers, and employees shall not hire any person within the third degree of consanguinity or affinity of an RSCVA employee who works in the following~~

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~~divisions/departments: Executive Division, the Finance, Information Technology or Purchasing 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.~~

~~[Adopted _____, 2024]~~

8. Financial Disclosure Statements.

Board Members who are required, pursuant to Nevada Law to do so, shall file statements of financial disclosure with the Nevada Secretary of State.

[Adopted _____, 2024]

98. Accuracy of RSCVA Records.

With respect to any records that he or she creates in connection with the performance of his or her duties on behalf of RSCVA, 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 RSCVA'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 RSCVA.

[Adopted _____, 2024]

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~~109.~~ Retention of RSCVA Records.

The RSCVA 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 RSCVA's General Counsel or outside legal counsel retained by RSCVA, as appropriate, instructs otherwise. All Board Member correspondence involving RSCVA business are subject to disclosure pursuant to a public records request unless otherwise exempt from disclosure under the Nevada Public Records Law, including, but not limited to, texts and emails on private phones/accounts. RSCVA Board Members shall be provided an RSCVA email address upon request for use regarding RSCVA related business.

[Adopted _____, 2024]

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~~110.~~ 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 _____, 2024]

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~~121.~~ Disciplinary Action for Violations.

Any ~~person~~Board 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 _____, 2024]

[Adopted _____, 2024]

Policy 6.02 - Notification of Violations.

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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 RSCVA's General Counsel or, alternatively, through an anonymous report to the RSCVA work place hotline. As appropriate, RSCVA's General Counsel shall report such alleged violation to the Board Chair, or the full Board, in addition to any other notification required by law. Any violation or suspected violation of Nevada Code of Ethical Standards involving RSCVA's General Counsel shall be reported directly to the Board Chair~~ to the Nevada Commission on Ethics.

[Adopted _____, 2024]

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BOARD POLICIES

RENO-SPARKS CONVENTION AND VISITORS AUTHORITY

ARTICLE VII-ANTI-DISCRIMINATION AND ANTI-HARASSMENT POLICIES

Policy 7.01 Anti-Discrimination and Anti-Harassment

In accordance with state and federal laws, the RSCVA shall not discriminate against any employee or applicant for employment because of race, religious creed, color, age, sex, sexual orientation, gender identity and expression, national origin, religion, marital status, medical condition, disability, military service, pregnancy, childbirth and related medical conditions, or any other classification protected by federal, state, and local laws and ordinances. Policies related to RSCVA's anti-discrimination and anti-harassment policies shall be set forth in RSCVA's employment policies. The most recent version of the anti-discrimination (HR Policy 100.104) and anti-harassment (HR Policy 400.400) policies are attached hereto as Schedule 4. The foregoing Schedule shall be revised from time to time as the employment policies are revised to reflect the most current employment policies without the necessity of Board approval or formal amendment of this document.

[Adopted _____, 2024]

ARTICLE VIII- USE OF POLICIES

Policy 8.01 Use of Policies.

No action taken by the RSCVA Board or a Board Member which is not in compliance with these policies but which is otherwise lawful shall invalidate such Board or Board Member action or be deemed a violation of oath of office, misfeasance, or malfeasance. No authority other than the RSCVA Board may enforce these policies or rely on these policies. Failure by the RSCVA to follow any of these rules shall be considered an RSCVA decision to waive such policy. No notice of such waiver need be given.

[Adopted _____, 2024]

Policy 8.01 Public Use or Reliance Not Intended.

Because these policies are designed to assist the RSCVA Board and not to provide substantive rules affecting members of the public, it is expressly stated that these rules do not constitute official controls, "appearance of fairness rules", public hearing rules, or other substantive rules binding

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upon or to be used by or relied upon by members of the public. These rules do not amend statutory or other regulatory requirements.

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Schedule 1

Approved Committee Charters

[see attached]

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**RENO-SPARKS CONVENTION AND VISITORS AUTHORITY
EXECUTIVE AND LEGISLATIVE COMMITTEE CHARTER**

I. Preamble

The Reno-Sparks Convention and Visitors Authority (“RSCVA”) Executive and Legislative Committee (the “Committee”) is a special committee of the Board of Directors. As set forth below, the Committee shall have the authority to consider and make recommendations to the Board of Directors on matters concerning: (i) President/CEO terms of employment and compensation; (ii) changes to the RSCVA policies and procedures, including but not limited to RSCVA Board Policies and Human Resources Policies, as well as such other policies as the Committee may from time to time undertake and consider; (iii) the RSCVA’s legislative platform and initiatives, as well as consideration of any legislative proposals that may impact or be of interest to the RSCVA; and (v) such other duties as the Board of Directors may from time to time delegate. All Committee action shall be advisory only, and must be adopted by the full Board of Directors at a duly noticed meeting of the RSCVA Board of Directors.

II. Organization

- a. Charter. This charter shall be reviewed and assessed from time to time by the Committee and any proposed changes shall be submitted to the Board of Directors for approval.
- b. Members. The Committee shall consist of four (4) members, appointed as set forth in the Board Policies and Procedures.
- c. Meetings. All meetings of the Committee shall be open public meetings noticed and conducted in accordance with Nevada Open Meeting Law (with the exception of any meetings that the Committee may close to the public as provided by the Nevada Open Meeting Law). The Committee shall meet as needed whenever there is sufficient and appropriate business to come before the Committee. Meetings of the Committee may be called by the Chair of the Committee, Chair of the Board of Directors, or as directed by the Board of Directors.
- d. Agenda, Minutes and Reports. The Chair of the Committee, in consultation with the Chair of the Board of Directors and CEO, shall be responsible for establishing the agenda of the meetings of the Committee. An agenda, together with materials relating to the subject matter of the meeting, shall be sent to Committee members prior to each meeting. Minutes and a record of all meetings shall be created and kept in accordance with Nevada Open Meeting Law. The Committee Chair shall make a report to the Board of Directors of all Committee action following each Committee meeting, and shall seek approval of the Committee’s recommendations.

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III. Responsibilities. The following shall be the principal responsibilities of the Committee:

- a. President/CEO Employment. The Committee shall be responsible for primary administration of the terms of the President/CEO's employment by the RSCVA. This shall include, but not be limited to: (i) creation and amendment, as necessary, of the President/CEO's employment agreement with the RSCVA; (ii) revisions to the President/CEO's job duties and annual goals (iii) annual evaluation of the President/CEO's performance and achievement of established goals; and (iv) evaluation and recommendations for adjustments to the President/CEO's compensation and annual bonus.
- b. Policy Review. The Committee shall from time to time review the various policies of the RSCVA and consider any recommendations to the same. The Committee shall likewise consider and develop any new proposed policies for recommendation to the full Board of Directors.
- c. Legislative Issues. The Committee shall coordinate with the RSCVA's outside government affairs specialist to monitor, evaluate, and make recommendations regarding Legislative proposals that may impact the RSCVA, as well as to identify any potential legislative initiatives the RSCVA may desire to undertake during a Legislative session.
- d. 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.

[Adopted _____, 2024]

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**RENO-SPARKS CONVENTION AND VISITORS AUTHORITY
FINANCE AND FACILITIES COMMITTEE CHARTER**

I. Preamble

The Reno-Sparks Convention and Visitors Authority (“RSCVA”) Finance and Facilities Committee (the “Committee”) is a special committee of the Board of Directors. As set forth below, the Committee shall have the authority to consider and make recommendations to the Board of Directors on matters concerning: (i) the RSCVA budget, and any proposed augmentations/revisions; (ii) any significant financial expenditures of the RSCVA as referred by the RSCVA Board Chair, RSCVA Board of Directors, or the President/CEO, (iii) RSCVA facilities as referred by the RSCVA Board Chair, RSCVA Board of Directors, or the President/CEO; (iv) appeals of transient lodging tax matters and consider revocations of the transient lodging tax licenses; and (v) such other duties as the Board of Directors may from time to time delegate. All Committee action shall be advisory only, and must be adopted by the full Board of Directors at a duly noticed meeting of the RSCVA Board of Directors.

II. Organization

- a. Charter. This charter shall be reviewed and assessed from time to time by the Committee and any proposed changes shall be submitted to the Board of Directors for approval.
- b. Members. The Committee shall consist of four (4) members, appointed as set forth in the Board Policies and Procedures.
- c. Meetings. All meetings of the Committee shall be open public meetings noticed and conducted in accordance with Nevada Open Meeting Law (with the exception of any meetings that the Committee may close to the public as provided by the Nevada Open Meeting Law). The Committee shall meet as needed whenever there is sufficient and appropriate business to come before the Committee. Meetings of the Committee may be called by the Chair of the Committee, Chair of the Board of Directors, or as directed by the Board of Directors.
- d. Agenda, Minutes and Reports. The Chair of the Committee, in consultation with the Chair of the Board of Directors and CEO, shall be responsible for establishing the agenda of the meetings of the Committee. An agenda, together with materials relating to the subject matter of the meeting, shall be sent to Committee members prior to each meeting. Minutes and a record of all meetings shall be created and kept in accordance with Nevada Open Meeting Law. The Committee Chair shall make a report to the Board of Directors of all Committee action following each Committee meeting, and shall seek approval of the Committee’s recommendations.

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III. Responsibilities. The following shall be the principal responsibilities of the Committee:

- a. Budget. The Committee shall meet annually prior the presentation of the RSCVA's proposed budget to the full Board of Directors to review and discuss the proposed budget and make any recommendations in regard thereto. The Committee shall likewise meet and review any budget augmentations or revisions and make any recommendations in regard thereto prior to presentation to the RSCVA Board of Directors.
- b. Financial Expenditures. The Committee shall from time to time review and discuss any significant out of the ordinary expenditures of the RSCVA referred to it by the RSCVA Board Chair or RSCVA Board of Directors, and make recommendations to the RSCVA Board of Directors in regard thereto.
- c. Facilities. The Committee shall from time to time review and discuss any matters involving the RSCVA facilities referred to it by the RSCVA Board Chair or RSCVA Board of Directors, and make recommendations to the RSCVA Board of Directors in regard thereto.
- d. Transient Lodging Taxes. The Committee shall fulfill all duties assigned to it pursuant to the RSCVA Transient Lodging Tax and Surcharge Regulations, included, but not limited to, hearing all transient lodging tax appeals and considering the revocation of transient lodging tax licenses.
- e. 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.

[Adopted _____, 2024]

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RENO-SPARKS CONVENTION AND VISITORS AUTHORITY
SPECIAL EVENTS COMMITTEE CHARTER

I. Preamble

The Reno-Sparks Convention and Visitors Authority (“RSCVA”) Special Events Committee (the “Committee”) is a special committee of the Board of Directors. As set forth below, the Committee shall have the authority to consider and make recommendations to the Board of Directors on matters concerning: (i) identifying and funding new or unique special events utilizing the RSCVA’s special events opportunity fund outside of the RSCVA’s existing annual special events marketing fund; and (ii) such other duties as the Board of Directors may from time to time delegate. All Committee action shall be advisory only, and must be adopted by the full Board of Directors at a duly noticed meeting of the RSCVA Board of Directors.

II. Organization

- a. Charter. This charter shall be reviewed and assessed from time to time by the Committee and any proposed changes shall be submitted to the Board of Directors for approval.
- b. Members. The Committee shall consist of no more than seven (7) members, consisting of no less than four (4) Board members and nor more than three (3) potential additional members consisting of: (i) one (1) member representing the University of Nevada – Reno; (ii) one (1) member representing the local arts community; and (iii) one (1) member representing the local sports or general business community. The members shall be appointed as set forth in the Board Policies and Procedures.
- c. Meetings. All meetings of the Committee shall be open public meetings noticed and conducted in accordance with Nevada Open Meeting Law (with the exception of any meetings that the Committee may close to the public as provided by the Nevada Open Meeting Law). The Committee shall meet as needed whenever there is sufficient and appropriate business to come before the Committee. Meetings of the Committee may be called by the Chair of the Committee, Chair of the Board of Directors, or as directed by the Board of Directors.
- d. Agenda, Minutes and Reports. The Chair of the Committee, in consultation with the Chair of the Board of Directors and CEO, shall be responsible for establishing the agenda of the meetings of the Committee. An agenda, together with materials relating to the subject matter of the meeting, shall be sent to Committee members prior to each meeting. Minutes and a record of all meetings shall be created and kept in accordance with Nevada Open Meeting Law. The Committee Chair shall make a report to the Board of Directors of all Committee action following each Committee meeting, and shall seek approval of the Committee’s recommendations.

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III. Responsibilities. The following shall be the principal responsibilities of the Committee:

a. Special Events Funding. The Committee shall meet as necessary to identify and make funding recommendations for new or developing special events from the RSCVA's special events opportunity fund. Such fund is outside of and in addition to the RSCVA's annual special events marketing fund.

b. 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.

[Adopted _____, 2024]

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Schedule 2

Additional RSCVA Policies Maintained by the Office of the CEO

1. RSCVA Travel Policy and Procedures (as amended)
2. RSCVA Investment Policy
3. Legislative Policy Platform
4. CEO Evaluation and Compensation Policy
5. Unsolicited Funding Request Policy

[List any and all additional policies that the Board should be aware of. The intention is that the additional policies listed here that are within the purview of the Board would be provided to new Board ~~members~~Members as part of orientation.]

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Schedule 3
CEO Job Description
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Position Title: President/CEO

Reports To: RSCVA Board of Directors

Department: Administration

FLSA Status: Exempt

Employment Status: Full Time

ABOUT

Reno Tahoe is a friendly, four-season resort destination – in a spectacular natural setting. Offering world-class attractions, recreational activities, and events, the region has an outstanding quality of life, to include a vibrant and diverse business community with national and international recognition as a premier, year-round Western destination for leisure and group/convention visitors.

POSITION SUMMARY

The President/CEO of the Reno-Sparks Convention and Visitors Authority (RSCVA) is responsible for developing and implementing the strategic plan which includes sales, marketing, and branding programs to promote Reno-Tahoe as a leisure and convention destination. The President/CEO will provide direct management of the senior executive team and reports to the RSCVA Board of Directors. The President/CEO will manage the day-to-day business of the RSCVA within the budgetary and policy constraints set by the RSCVA Board and in compliance with government regulations for public entities. The President/CEO represents the RSCVA in its relationships with local citizens, clients, government agencies, professional, and other similar groups.

JOB DUTIES AND RESPONSIBILITIES

- Works closely with the RSCVA Board to develop the vision and the strategic direction for the organization. Designs and executes initiatives to move the organization toward its vision while keeping the vision and the plan current.
- Builds and maintains strong collaborative relationships with the RSCVA's highly engaged and influential Board to ensure effective and cooperative organizational oversight. Attends all required meetings associated with the leadership of the organization and regularly reports the RSCVA's activities to the board.
- Partners with the RSCVA Board to ensure a highly functioning organization defined by a clear direction. Operates through effective financial and operational planning, a positive and professional culture of excellence, with a talented and motivated staff, and effective process systems.
- Oversees and manages the business and affairs of the RSCVA subject to the budget and policies approved by the Board. Reviews, coordinates, and submits to the Board all annual marketing plans, business plans, and operating budgets as required.
- Maintains accountability for the operational and fiscal integrity of the organization including budgets, financial revenue, expenses, expenditures, contractual commitments, and personnel policies.

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- Provides oversight of the operations for the four convention and event facilities under the RSCVA including capital improvement, sales and marketing, safety, and technological innovations to improve the utilization of the center and event venues.
- Develops strong relationships with convention, gaming, hotel, and general hospitality communities as well as local and state government.
- Serves as a passionate spokesperson and industry advocate for tourism supporting the diverse assets of the region including arts and culture, outdoor recreation, and entertainment.
- Collaborates effectively with regional leaders to influence outcomes to advance the region. Adapts to changing political conditions and leadership. Provides advocacy support through subject-matter expertise for legislative resources that require attention.
- Provides oversight and leadership to the senior executive team of highly respected, dedicated, and skilled professionals. Sets a clear vision for a metrics-driven, goal-based team where expectations are supported by an internal culture of partnership, innovation, and customer service.
- Fosters a positive, professional culture of inclusiveness with a strong sense of purpose, collaboration, and accountability necessary to attract, retain, and develop top talent.
- Exhibits strong executive presence as reflected by behavior, appearance, demeanor, and humility as a highly visible leader for the organization and the Reno Tahoe region.
- Develops and supervises the implementation of an annual operating and marketing plan to promote and brand Reno Tahoe as a world-class, leisure and convention destination to local, state, regional, national, and international audiences.
- Regularly analyzes performance and results of all functional areas relative to the established goals and objectives.
- Builds a positive image of the RSCVA in relevant media as the organization's recognized spokesperson. Serves as final approval for official publications, news articles, and media coverage of the RSCVA.
- Provides long-range planning for destination resources, infrastructure, and strategic direction. Identifies major global trends influencing and affecting the local tourism community.
- Interprets research provided by outside resources on visitor profile and visitor attitudes and the effectiveness of the organization's strategic plan; makes changes to the plan as is appropriate to achieve RSCVA goals.
- Understands and abides by all departmental policies and procedures as well as the Codes of Ethics and Standards of Conduct. Complies with federal, state, local laws that govern business practices. Complies with all Department of the State of Nevada standards that apply to the position.
- Performs other duties as assigned or required.

PHYSICAL DEMANDS / WORKING CONDITIONS

- Frequently sits, walks, twists, uses hands to finger, handle, or feel objects, talks and hears.
- Occasionally stands, bends (at neck and waist), and reaches above & below shoulder level as needed.

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- Simple grasping as well as repetitive use of hands and fine hand manipulation are needed to accomplish essential functions.
- Specific vision abilities required include close, distance, color, peripheral vision, depth perception, and the ability to adjust focus.
- May be exposed to various temperatures inside and outside of the facilities, airborne particles, and fumes.
- Noise level in the office is usually quiet, but during board meetings, airports, conferences or other locations where work may be done may be moderately loud to loud.
- Ability to travel frequently, including possible international travel.

JOB QUALIFICATIONS

- The ideal candidate will be an experienced, dynamic, and successful leader with a minimum of ten (10) years of multifunctional, results-driven, team-focused executive-level leadership experience with a regional, national, or global organization of similar scale and complexity, particularly those related to the travel, tourism, or hospitality industry, or related public-sector field.
- Bachelor's degree preferred. MBA, graduate degree, or industry designation such as CDME is desired.
- Proven track record of successfully managing and nurturing complex partnerships to achieve mutually beneficial goals and outcomes, and collaboration with leadership in community response to crisis.
- Demonstrates expertise in the field of conventions, trade shows, and events as well as extensive knowledge of the leisure travel visitor.
- Management experience with full P&L responsibility.
- An ability to build a destination marketing strategy to align with local economic sectors, particularly with high-growth, technology clusters with an appreciation for the role economic development plays within the community.
- Politically savvy with prior work experience with a government entity. Working knowledge and understanding of Nevada Open Meeting Laws preferred.
- Familiar with public administration, including budgeting, purchasing, expense allocation, and contracting.
- Exceptional gravitas, confidence, and communications skills to serve as the organization's principal external spokesperson.
- Operates with the highest level of integrity, intellectual agility, creativity, and vision.
- Relocation or current residency in region required.

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Schedule 4

HR Policy 100.104, Non-Discrimination

HR Policy 400.400 Harassment

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HR Policy 100.104, Non-Discrimination

SCOPE:

Organization wide.

PURPOSE:

In accordance with state and federal laws, the RSCVA shall not discriminate against any employee or applicant for employment because of race, religious creed, color, age, sex, sexual orientation, gender identity and expression, national origin, religion, marital status, medical condition, disability, military service, pregnancy, childbirth and related medical conditions, or any other classification protected by federal, state, and local laws and ordinances.

POLICY:

The RSCVA and its employees shall refrain from engaging in any discriminatory practices in the recruitment, hiring, and/or managing of its personnel.

The policy of non-discrimination shall apply in all situations involving employees and employment applicants, including:

- The recruitment methods of Human Resources;
- Selection of job applicants to be considered for hire;
- Selection of employees to be included in training and intercepts;
- Changes in employees' status, including promotions, demotions, and transfers;
- Layoff or discharges;
- Rate of pay, benefits, or other forms of compensation; and
- Handling of reported concerns.

This non-discrimination policy shall be available and open to the inspection of employees and applicants for employment upon request

The Administration supports this policy and expects all managers, supervisors and other employees of the RSCVA to give them continuing support to its implementation. The RSCVA is responsible for the implementation of this policy and for monitoring and reporting on the implementation.

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Any violation of this policy will not be tolerated and will result in appropriate disciplinary action, up to and including termination. If an employee believes someone has violated this policy, the employee should bring the matter to the attention of Human Resources or his or her supervisor or director/manager.

Procedures for Reporting Conduct of the President/CEO. If any employee or Board Member believes the President/CEO has violated this policy, the following actions should be taken:

***Employee:** Employees should promptly bring the matter to the immediate attention of any of the following people: his or her manager/supervisor, any member of management, the Human Resources Director/Manager, or to any member of the Board of Directors. Alternatively, any employee may submit a complaint, anonymously if they wish to do so, via the EthicsPoint Hotline at 866-805-2877 or rscva.ethicspoint.com

***Management:** Any member of management who believes that the President/CEO has violated this policy or who receives a complaint that the President/CEO has violated this policy, must immediately bring the matter to the attention of the Human Resources Director/Manager or any member of the Board of Directors.

***Human Resources Director/Manager:** Any Human Resources Director/Manager who believes that the President/CEO has violated this policy or if a Human Resources Director/Manager receives a complaint that the President/CEO has violated this policy, they must immediately bring the matter to the attention of any member of the Board of Directors.

***Board of Directors:** Any member of the Board of Directors who believes that the President/CEO has violated this policy or who receives a complaint that the President/CEO has violated this policy, must immediately bring the matter to the attention of the Board Chair or the Chair of the Executive & Legislative Committee. The Board Member must also notify Legal Counsel.

Chair of Executive & Legislative Committee: If the Chair of the Executive & Legislative Committee believes that the President/CEO has violated this policy or if they receive a complaint that the President/CEO has violated this policy, the Chair of the Executive & Legislative Committee shall notify the Board Chair and Legal Counsel.

***Board Chair:** If the Board Chair believes that the President/CEO has violated this policy or if they receive a complaint that the President/CEO has violated this policy, the Board Chair, after consultation with the Chair of the Executive and Legislative Committee, shall, with the assistance of Legal Counsel as necessary, determine whether the President/CEO shall be placed on administrative leave and shall promptly direct the investigation into the complaint as necessary.

***Legal Counsel:** When a complaint is received, Legal Counsel shall immediately notify the Board of Directors about the Complaint and will provide the Board periodic status updates regarding the handling of the complaint.

The RSCVA will promptly investigate the facts and circumstances of any claim this policy has been violated and take appropriate corrective measures.

No employee will be subject to, and the RSCVA prohibits, any form of discipline or retaliation for reporting perceived violations of this policy, pursuing any such claim, or cooperating in any way in the investigation of such claims.

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HR Policy 400.400 Harassment

SCOPE:

Organization wide.

PURPOSE:

The purpose of this policy is to state the RSCVA's Harassment policy.

POLICY:

The RSCVA does not tolerate harassment of our job applicants, contractors or employees by another employee, supervisor, vendor, customer, or any third party. Any form of harassment on the basis of race, religious creed, color, age, sex, sexual orientation, gender identity, national origin, religion, marital status, medical condition, disability, military service, pregnancy, childbirth and related medical conditions, or any other classification protected by federal, state, or local laws and ordinances is a violation of this policy and will be treated as a disciplinary matter. The RSCVA has zero tolerance for harassment and is committed to a workplace free of any harassment.

Harassment Defined. Harassment as defined in this policy is unwelcome verbal, visual or physical conduct creating an intimidating, offensive, or hostile work environment that interferes with work performance. Harassment can be verbal (including slurs, jokes, insults, epithets, gestures or teasing), graphic (including offensive posters, symbols, cartoons, drawings, computer displays, or emails) or physical conduct (including physically threatening another, blocking someone's way, etc.) that denigrates or shows hostility or aversion towards an individual because of any protected characteristic. Such conduct violates this policy, even if it is not unlawful. Because it is difficult to define unlawful harassment, employees are expected to behave at all times in a professional and respectful manner.

Sexual Harassment Defined. Sexual harassment can include all of the above actions, as well as other unwelcome conduct, such as unwelcome or unsolicited sexual advances, requests for sexual favors, conversations regarding sexual activities and other verbal or physical conduct of a sexual nature.

Examples of conduct that violates this policy include:

- unwelcome sexual advances, flirtations, advances, leering, whistling, touching, pinching, assault, blocking normal movement

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- requests for sexual favors or demands for sexual favors in exchange for favorable treatment
- obscene or vulgar gestures, posters, or comments
- sexual jokes or comments about a person's body, sexual prowess, or sexual deficiencies
- propositions, or suggestive or insulting comments of a sexual nature
- derogatory cartoons, posters, and drawings
- sexually-explicit e-mails or voicemails
- uninvited touching of a sexual nature
- unwelcome sexually-related comments
- conversation about one's own or someone else's sex life
- conduct or comments consistently targeted at only one gender, even if the content is not sexual
- teasing or other conduct directed toward a person because of the person's gender

All such conduct is unacceptable in the workplace and in any work-related settings such as business trips and business-related social functions, regardless of whether the conduct is engaged in by a supervisor, co-worker, client, customer, vendor, or other third party.

Reporting Procedures. The following steps have been put into place to ensure the work environment at the RSCVA is respectful, professional, and free of harassment. If an employee believes someone has violated this policy, the employee should promptly bring the matter to the immediate attention of his or her manager/supervisor, to any member of management, and/or to the Human Resources Director/Manager. If the employee makes a complaint under this policy and has not received a satisfactory response within five (5) business days, he or she should contact the Human Resources Director/Manager immediately **or the workplace EthicsPoint at 866-805-2877 or rscva.ethicspoint.com**

Procedures for Reporting Conduct of the President/CEO. If any employee or Board Member believes the President/CEO has violated this policy, the following actions should be taken:

***Employee:** Employees should promptly bring the matter to the immediate attention of any of the following people: his or her manager/supervisor, any member of management, the Human Resources Director/Manager, or to any member of the Board of Directors. Alternatively, any employee may submit a complaint, anonymously if they wish to do so, via the EthicsPoint at 866-805-2877 or rscva.ethicspoint.com

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***Management:** Any member of management who believes that the President/CEO has violated this policy **or** who receives a complaint that the President/CEO has violated this policy, must immediately bring the matter to the attention of the Human Resources Director/Manager or any member of the Board of Directors.

***Human Resources Director/Manager:** Any Human Resources Director/Manager who believes that the President/CEO has violated this policy **or** if a Human Resources Director/Manager receives a complaint that the President/CEO has violated this policy, they must immediately bring the matter to the attention of any member of the Board of Directors.

***Board of Directors:** Any member of the Board of Directors who believes that the President/CEO has violated this policy **or** who receives a complaint that the President/CEO has violated this policy, must immediately bring the matter to the attention of the Board Chair **or** the Chair of the Executive & Legislative Committee. The Board Member must also notify Legal Counsel.

Chair of Executive & Legislative Committee: If the Chair of the Executive & Legislative Committee believes that the President/CEO has violated this policy **or** if they receive a complaint that the President/CEO has violated this policy, the Chair of the Executive & Legislative Committee shall notify the Board Chair and Legal Counsel.

***Board Chair:** If the Board Chair believes that the President/CEO has violated this policy **or** if they receive a complaint that the President/CEO has violated this policy, the Board Chair, after consultation with the Chair of the Executive and Legislative Committee, shall, with the assistance of Legal Counsel as necessary, determine whether the President/CEO shall be placed on administrative leave and shall promptly direct the investigation into the complaint as necessary.

***Legal Counsel:** When a complaint is received, Legal Counsel shall immediately notify the Board of Directors about the Complaint and will provide the Board periodic status updates regarding the handling of the complaint.

Investigation Procedures. The RSCVA will **promptly** investigate the facts and circumstances of any claim of harassment. To the extent possible, the RSCVA will endeavor to keep the reporting employee's concerns confidential. During the investigation, the Company generally will:

- interview the complainant and the alleged harasser
- conduct further interviews as necessary
- document the Company's findings regarding the complaint
- document recommended follow-up actions and remedies, if warranted
- inform the complainant of the Company's findings.

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Every supervisor who learns of any employee's concern about conduct in violation of this policy, whether in a formal complaint or informally, must immediately report the issues raised to senior management, including the Human Resources Director/Manager.

Upon completion of the investigation, the RSCVA will take corrective measures against any person who has engaged in conduct in violation of this policy, if the RSCVA determines such measures are necessary. These measures may include, but are not limited to, counseling, suspension, or immediate termination. Anyone, regardless of position or title, whom the RSCVA determines has engaged in conduct that violates this policy will be subject to discipline, up to and including termination.

No Retaliation. No employee will be subject to, and the RSCVA prohibits, any form of discipline or retaliation for reporting perceived violations of this policy, pursuing any such claim, or cooperating in any way in the investigation of such claims. If an employee believes someone has violated this no retaliation policy, the employee should bring the matter to the immediate attention of the Human Resources Director/Manager or the Director/Manager of his/her Department.

Procedures for Reporting Retaliatory Conduct of the President/CEO. If any employee or Board Member believes the President/CEO has violated this policy against retaliation, the following actions should be taken:

***Employee:** Employees should promptly bring the matter to the immediate attention of any of the following people: his or her manager/supervisor, any member of management, the Human Resources Director/Manager, or to any member of the Board of Directors. Alternatively, any employee may submit a complaint, anonymously if they wish to do so, via the EthicsPoint Hotline at 866-805-2877 or rscva.ethicspoint.com

***Management:** Any member of management who believes that the President/CEO has violated this policy or who receives a complaint that the President/CEO has violated this policy, must immediately bring the matter to the attention of the Human Resources Director/Manager or any member of the Board of Directors.

***Human Resources Director/Manager:** Any Human Resources Director/Manager who believes that the President/CEO has violated this policy or if a Human Resources Director/Manager receives a complaint that the President/CEO has violated this policy, they must immediately bring the matter to the attention of any member of the Board of Directors.

***Board of Directors:** Any member of the Board of Directors who believes that the President/CEO has violated this policy or who receives a complaint that the President/CEO has violated this policy, must immediately bring the matter to the attention of the Board Chair or

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the Chair of the Executive & Legislative Committee. The Board Member must also notify Legal Counsel.

Chair of Executive & Legislative Committee: If the Chair of the Executive & Legislative Committee believes that the President/CEO has violated this policy **or** if they receive a complaint that the President/CEO has violated this policy, the Chair of the Executive & Legislative Committee shall notify the Board Chair and Legal Counsel.

***Board Chair:** If the Board Chair believes that the President/CEO has violated this policy **or** if they receive a complaint that the President/CEO has violated this policy, the Board Chair, after consultation with the Chair of the Executive and Legislative Committee, shall, with the assistance of Legal Counsel as necessary, determine whether the President/CEO shall be placed on administrative leave and shall promptly direct the investigation into the complaint as necessary.

***Legal Counsel:** When a complaint is received, Legal Counsel shall notify the Board of Directors about the Complaint and will provide the Board periodic status updates regarding the handling of the complaint.

Anyone, regardless of position or title, whom the RSCVA determines has engaged in conduct that violates this policy against retaliation will be subject to discipline, up to and including termination.

We cannot remedy claimed harassment or retaliation unless you bring these claims to the attention of management. Failure to report claims of harassment and/or retaliation prevents us from taking steps to remedy the problem.

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