

**RENO-SPARKS CONVENTION AND VISITORS AUTHORITY
NOTICE OF SPECIAL PUBLIC MEETING
MEETING OF THE BOARD OF DIRECTORS
Friday, August 29, 2025, at 10:00 a.m.
Reno-Sparks Convention and Visitors Authority
4065 S. Virginia Street, Board Room
Reno, Nevada**

**BOARD OF DIRECTORS:
Mayor Hillary Schieve, Chair**

Councilwoman Charlene Bybee
Mr. Stephen Ascuaga
Mr. Greg Long
Mr. John East

Commissioner Alexis Hill
Ms. Cortney Young
Mr. Glenn Carano
Mr. Eddie Ableser

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 Board of Directors unless stated otherwise. Items will not necessarily be considered in the order listed. The Board 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. Pursuant to NRS 241.020(6), supporting material is made available to the general public at the same time it is provided to the Board. 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
Pledge of Allegiance
Roll Call

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. CONSENT AGENDA

(All consent items may be approved together with a single motion, be taken out of order, and/or be heard and discussed individually. All consent agenda items pulled for discussion will be heard after approval of the remaining consent agenda items)

C1. Approval of the Agenda of the August 29, 2025, Regular Meeting of the Board of Directors

For Possible Action

C2. Approval of the Minutes of the July 24, 2025, Regular Meeting of the Board of Directors

For Possible Action

D. BOARD MATTERS

D1. Approval of the Annual Comprehensive Financial Report (ACFR) for the fiscal year ended June 30, 2024.

The Board of Directors is being asked to review, discuss and take possible action to approve the Annual Comprehensive Financial Report for the fiscal year ended June 30, 2024.

For Possible Action

D2. Review, discussion and possible approval of revisions to the RSCVA Board Policies as well as the RSCVA Harrasment and Discrimination Policies

The Board of Directors is being asked to review, discuss and possibly approve the revised Board Policies and RSCVA Harrasment and Discrimination Policies and/or provide direction to staff/legal regarding the same.

A draft of the proposed policies was presented to and approved in an advisory capacity by the Executive and Legislative Committee on May 14, 2025.

For Possible Action

E. BOARD MEMBER ANNOUNCEMENTS, REPORTS, AND UPDATES

RSCVA Board Members may share announcements, reports, updates, and requests for information. This item is informational only, and no discussion among Board Members will take place on this item.

Informational Only

F. 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.

G. ADJOURNMENT

For Possible Action

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
Meeting held Thursday, July 24, 2025, at 10:00 a.m.
4065 S. Virginia Street, Board Room
Reno, Nevada**

The Reno-Sparks Convention & Visitors Authority Board of Directors met at 10:00 a.m. on Thursday, July 24, 2025. The meeting was properly noticed and posted in compliance with the Nevada Open Meeting Law.

A. OPENING CEREMONIES

A1. Call to Order

Chair Schieve called the meeting to order at 10:04 a.m.

A2. Pledge of Allegiance

Mr. Robert Chisel led the pledge.

A3. Roll Call

The Clerk of the Board took roll call.

Board Members Present:

Mayor Hillary Schieve, RSCVA Chair
Stephen Ascuaga, RSCVA Board Member
Councilwoman Charlene Bybee, Board Member
Glenn Carano, RSCVA Board Member
Commissioner Alexis Hill, Board Member
Cortney Young, RSCVA Board Member **[Zoom]**
John East, RSCVA Board Member **[Zoom]**
Eddie Ableser, RSCVA Board Member **[Zoom]**

Board Members Absent:

Greg Long, RSCVA Board Member

RSCVA Executive Staff Present:

Mike Larragueta, President & CEO
Christina Erny, Vice President of Marketing
John McGinnes, Vice President of Sales
Chad Peters, Executive Director of Facilities
Ben McDonald, Senior Director of Communications & Public Affairs
Art Jimenez, Executive Director of Tourism Sales
Renee McGinnes, Executive Director of Venue Sales & Events
Lori Tange, Director of Human Resources
Robert Chisel, Financial Consultant

RSCVA Legal Counsel:

Benjamin Kennedy, Argentum Law
Molly Rezac, Ogletree Deakins

Board Clerk:

Myrra Estrellado, Administrative Office Manager & Board Clerk

B. COMMENTS FROM THE FLOOR BY THE PUBLIC

Chair Schieve opened the floor to public comment, there were none. Public comment was closed.

The Board and legal counsel went into a closed attorney-client session, and the meeting was paused.

Public Board Meeting resumed at 10:44 a.m.

Board Member Young stated for the record that her votes, specifically for items C3 and D5, are based on facts that she has gathered since commencing as a Board member on July 1, 2025. Legal counsel advised her that she can and should vote, despite her limited historical knowledge of the RSCVA.

C. CONSENT AGENDA:

C1. Approval of the Agenda of the July 24, 2025, Regular Meeting of the Board of Directors

On a motion duly made, it was resolved to approve items C1 and C3 on the Consent Agenda. The motion was **APPROVED** by a vote of 8-0-0.

C2. Approval of the Minutes of the June 26, 2025, Regular Meeting of the Board of Directors

On a motion made by Board Member Bybee and seconded by Board Member Hill, it was resolved to approve the Minutes of the June 26, 2025, Regular Meeting of the Board of Directors, as amended. The motion was **APPROVED** by a vote of 8-0-0.

C3. Approval of Settlement of that certain action captioned *Chief Administrative Officer of the Occupational Safety and Health Administration of the Division of Industrial Relations and Department of Business and Industry, State of Nevada vs. RSCVA dba Reno-Sparks Convention Center (Docket No. RNO 24-2240, Inspection No. 1647600) in the amount of \$101,253.60*

**Board meeting was paused starting at 10:05am.
Board meeting resumed at 10:44am.**

D. PRESENTATIONS

D1. Presentation: Zartico

Nicole Brownell, Chief Operating Officer of Zartico, presented an overview of Zartico. Zartico is a technology company, and its focus is visitor intelligence. She explained the

science behind isolating visitor patterns, provided an overview of visitor economic impact for Fiscal Year 2025, and reported that Reno-Tahoe has seen an increase in the number of affluent visitors.

The presentation continued with a summary of potential opportunity markets for Reno-Tahoe, and Ms. Brownell encouraged the RSCVA to market their diversity as a visitor destination. She explained how the patterns gathered can be used by the team to target their marketing and advertising.

Board Member Hill asked Ms. Erny how the RSCVA has been using the data from Zartico. Ms. Erny explained they have been partnering with Zartico for three years, and the data has helped them find target markets and build audience profiles. When there is economic change, they change their focus to their existing customers. Ms. Brownell added that the team at RSCVA works actively and closely with Zartico.

Ms. Brownell and Chair Schieve also discussed the specific visitor information that Zartico can collect. Ms. Brownell will present data on the top three markets with dynamic visualization at the next Board Meeting.

D2. Presentation: Downtown Reno Partnership

Ms. Jordan, the Executive Director of the Downtown Reno Partnership, gave a presentation summarizing their work. She gave a brief history of the development of the Business Improvement District and explained that they are private-sector-led and not government-funded. They are a nonprofit business and are funded privately. She contrasted the conditions of downtown before the Partnership was formed with the conditions now. There are now 40 Ambassadors and 10 Security Personnel who work in three shifts, 24 hours a day. She also outlined events and initiatives that are part of the Activation and Beautification of downtown.

Mr. Digangi, the Downtown Reno Partnership Economic Development Director, reported on the state of the downtown area. He summarized the shift in focus from hospitality and tourism to arts and entertainment, professional and technical services, and retail. He then highlighted the economic makeup of the downtown. The first on the Employment by Industry list was Healthcare and Social Assistance. Mr. Digangi also highlighted Reno's parks and outdoor recreation offerings. He also reported on the state of offices and real estate, the University of Nevada, and other key information. He continued the report with a summary of visitors in 2024, pointing out that downtown Reno is a repeat visitor destination. He concluded the presentation with highlights from the city.

At Chair Schieve's request, Ms. Brownell will report on the number of people who visit Reno but do not visit the downtown. Chair Schieve also requested that the team from Downtown Reno Partnership keep her updated on the law-and-order situation downtown.

Board members expressed their appreciation for the initiatives and work that the Downtown Reno Partnership has carried out to transform the downtown.

Board member Hill left at 11:32am. She returned at 11:45am
Board member East left the meeting at 11:58am. He did not return.

D3. Reno-Sparks Convention and Visitors Authority Department Updates

Mike Larragueta gave a presentation on the Executive Updates. The Spotlight Award winner in May was Whitney Mestre and Cate Buell in June. He then highlighted some regional activities. He reported on the success of events held during the American Century Championship and commended the team at the airport for their work. He also presented a summary of current and future activities held during July and August. He then presented data comparing the average daily rates for June and the room tax for the year, to the same data from last year.

Chair Schieve was not present for the conclusion of the presentation, and so it was decided to conclude item E2 before E1.

Chair Schieve left the meeting at 11:56am. She returned at 12:11pm

E. BOARD MATTERS

E1. Election of the RSCVA Board Vice-Chair.

On a motion made by Commissioner Hill, seconded by Board Member Bybee, it was resolved to appoint Ms. Young as Vice-Chair. The motion was **APPROVED** by a vote of 7-0-0.

E2. Presentation, Review, Discussion and Possible Approval on the Fiscal Year 2026-2028 Three-Year Strategic Plan & the Fiscal Year 2025-2026 Annual Business Plan

Mr. McDonald explained that the Annual Plan and the Strategic Plan would be presented simultaneously, since the Strategic Plan was previously approved.

Ms. Cameron from OnStrategy began the presentation with the Planning Process Timeline, which started in February. She then reviewed the Strategic Plan Structure and Strategic Goals of the plan. She elaborated on the four strategic goals of the plan: Urban Core Revitalization, Venue Activation and Event Attraction, Visitor Access and Organizational Sustainability, and Performance Scorecard. OnStrategy is requesting approval for the Annual Plan at today's Board meeting.

On a motion made by Commissioner Hill, seconded by Board Member Bybee, it was resolved to approve an amendment to add the number of events in Victorian Square to the Three-Year Strategic Plan. The motion was **APPROVED** by a vote of 7-0-0.

On a motion made by Commissioner Hill, seconded by Board Member Ableser, it was resolved to approve the One-Year Strategic Plan. The motion was **APPROVED** by a vote of 7-0-0.

Board member Ascuaga left the meeting at 12:09pm. He returned at 12:10pm.

E3. Review, Discussion and Possible Action regarding Senate Bill 420

On a motion made by Chair Schieve, seconded by Commissioner Hill, it was resolved for the Executive and Legislative Committee to commence the steps to create a legislative platform for the RSCVA and to refer consideration of future TARC funding to the Finance Committee to come back to the Board at a future meeting. The motion was **APPROVED** by a vote of 7-0-0.

E4. Review, Discussion and Possible Approval of Survey Questions to be Utilized in Connection with the Reno-Sparks Convention and Visitors Authority Annual President & CEO Review

On a motion made by Commissioner Hill, seconded by Board Member Ableser, it was resolved to approve the Survey Questions to be Utilized in Connection with the Reno-Sparks Convention and Visitors Authority Annual President & CEO Review. The motion was **APPROVED** by a vote of 7-0-0.

E5. Review, Discussion, and Possible Action Regarding RSCVA President and CEO Mr. Mike Laraguetta's Goals and Objectives for Fiscal Year 2024-2025 and Possible Recommendation of Bonus Based Thereon

Molly Rezac explained that the Executive and Legislative Committee set incentive goals on May 6, 2024, to determine the CEO's bonus. The total bonus calculated using this formula was \$29,452.50. Commissioner Hill added that they have not yet included the 5% discretionary bonus and will wait until they have reviewed the results of the survey at the September meeting. Ben Kennedy clarified that the full CEO review will be conducted at the September meeting, when a salary increase will be considered. The 5% discretionary bonus can be considered today or at the September meeting.

On a motion made by Board Member Ableser and seconded by Board Member Carano, it was resolved to award Mr. Laraguetta the full 10 percent bonus of \$31,500, based on his achievement of the 24/25 Goals and Objectives. The motion was **APPROVED** by a vote of 6-1-0.

F. BOARD MEMBER ANNOUNCEMENTS, REPORTS, AND UPDATES

Board member Young gave updates from the airport. She thanked Board members for their support and attendance at events held at the airport.

G. COMMENTS FROM THE FLOOR BY THE PUBLIC

Chair Schieve opened the floor to public comment, there was none. Public comment was closed.

H. ADJOURNMENT

Chair Schieve adjourned the meeting at 12:58 p.m.

The meeting may be viewed at the following:

07/24/2025 RSCVA BOD Mtg <https://www.youtube.com/watch?v=fL7jzKeSZxQ>



To: RSCVA Board of Directors
From: Robert Chisel, Finance Consultant
Cc: Mike Larragueta – President & CEO; Hillary Schieve– Board Chair August
Date: 29, 2025
Subject: **Approval of the Annual Financial Report for the fiscal year ended June 30, 2024, including the Report of Independent Auditors.**

Background:

The Annual Financial Report for the fiscal year ended June 30, 2024, has been completed, and the Report of Independent Auditors therein has been issued by the RSCVA's external audit firm, Baker Tilly US LLP.

An annual audit of every Nevada local government's financial statements is required by law, and the results of the annual audit must be submitted to the Board.

Summary:

We are pleased to report that RSCVA's FY 2024 Annual Financial Report has received an unmodified audit opinion from the RSCVA's external audit firm, Baker Tilly US LLP. An unmodified opinion from our external audit firm provides the highest level of assurance that the RSCVA's financial statements are materially correct and fairly presented.

We are also pleased to report that the RSCVA received no material weaknesses, significant deficiencies, or other findings as a result of the audit.

We would like to make the Board aware that the RSCVA's June 30, 2024. Recommendation

Staff recommends that the Board of Directors approve the Annual Financial Report for the fiscal year ended June 30, 2024.

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.

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.

[Adopted _____, 2024]

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' 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 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 Members¹.

Per NRS 244A.605(3), in 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. The Chair of the Board may not succeed himself or herself, and shall serve no more than (1) consecutive two (2) year term. The position of Board Chair shall rotate at each biennial election among the elected public sector Board Members in the following order: Reno City Council representative, followed by the representative from the Washoe County Board of County Commissioners, followed by the representative from the City of Sparks, in perpetuity. A Board Chair elected to his or her position due to a vacancy may, upon the vote of the Board, serve an additional two (2) year term as Board

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.

Chair. In the event that an elected public sector Board Member is next in the rotation to serve as Board Chair and declines the position, the position shall go to the jurisdiction next in the rotation, and the rotation set forth above shall be preserved (ie. the declining elected public sector Board Member shall not be entitled to serve as Board Chair at the next held biennial election). For the avoidance of doubt, an elected public sector Board Member may serve more than one (1) term as Board Chair after serving their initial term should they be a Member of the Board the next time their appointing jurisdiction becomes eligible to serve as Board Chair.

Any vacancy among the Board officers shall be filled by the Board at its first regularly scheduled meeting following the vacancy or during a special meeting. The officers elected to fill any vacancies shall serve out the unexpired terms of their predecessors.

[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 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 leasing of the RSCVA's facilities for conventions, expositions, trade shows, entertainment, sporting events, cultural activities, or similar uses reasonably calculated to

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 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. The Board shall consider the recommendations of the 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 Chair or appropriately skilled Board Member designee (selection by the Chair), shall review and approve the expense reports of the CEO.

[NRS Chapter 244A, Adopted _____, 2024]

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 term in office. 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 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.
4. Call special meetings of the Board whenever there is sufficient business to come before the Board, or upon written request of three (3) members of the Board.
5. Set the agenda for each meeting after consultation with the CEO².
6. Sign all papers and documents as required by law or as authorized by action of the Board.
7. The Chair may remove items from an Agenda or reorder the items on an Agenda at any time³.
8. 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.

² 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.

³ This item is subject to further revision pending Board discussion and to be consistent with the final form of Section 1.06(5).

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.

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 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.

[Adopted _____, 2024]

Policy 1.10 - Types of Meetings.

The Board shall hold the following types of meetings:

1. Regular Meetings, which are held on the fourth Thursday of each month at 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. 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.

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 Committee⁴.

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

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

⁴ Provision highlighted for full Board discussion to comply with Section 1.06

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.

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

The Board shall, for each of its meetings, whether public or closed, record the meeting on 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.

[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]

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.

[Adopted _____, 2024]

Policy 2.02 - Compensation and Evaluation of CEO.

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 bonus and goals, all as more fully set forth in the Employment Agreement.

[Adopted _____, 2024]

BOARD POLICIES

RENO-SPARKS CONVENTION AND VISITORS AUTHORITY

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. Assist RSCVA staff with compliance with the Nevada Public Records Act, the RSCVA’s records retention policies, and the records retention and archiving requirements of the State of Nevada’s Library, Archives, and Public Records Division.
9. 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. As legal counsel to the Board, the RSCVA's General Counsel shall report to the Board Chair. Legal counsel shall 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 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 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]

BOARD POLICIES

RENO-SPARKS CONVENTION AND VISITORS AUTHORITY

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]

BOARD POLICIES

RENO-SPARKS CONVENTION AND VISITORS AUTHORITY

ARTICLE V-PROCUREMENT AND DISPOSITION OF PROPERTY

Policy 5.01- Procurement.

1. Real Property. Prior Board approval is required for any purchase or other acquisition of real property.
2. Goods, Services, and Public Works. Prior Board approval is required for any procurement of goods, services, (other than service provisions from regulated utility providers), or public works, for any contract or agreement, including amendments, over the CEO's Signature Authority.
3. Emergency Contracts. The CEO is authorized to approve the procurement of emergency contracts, in accordance with NRS 332.112. The CEO or 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]

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]

BOARD POLICIES

RENO-SPARKS CONVENTION AND VISITORS AUTHORITY

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 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.
- (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.

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.

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

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

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. 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]

8. 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]

9. 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]

10. 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]

11. Disciplinary Action for Violations.

Any 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]

Policy 6.02 - Notification of Violations.

Any Board Member, officer or employee who becomes aware of any violation or suspected violation of the Nevada Code of Ethical Standards shall report such alleged violation to the Nevada Commission on Ethics.

[Adopted _____, 2024]

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 (including traits associated with race, including without limitation, natural hairstyles, afros, bantu knots, curls, braids, locks and twists), 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.

If a Board Member believes that there has been a violation of RSCVA's anti-discrimination or anti-harassment policies or if they receive a complaint of a violation, the Board Member must report the complaint or believed violation as set forth in Board Policies 7.02, 7.03, and 7.04.

Policy 7.02 Complaint Against President/CEO: Reporting and Investigation Procedures

1. **Suspected Violation or Receipt of Complaint.** Upon receiving a complaint against the President/CEO or if a Board Member believes there has been a violation of RSCVA policies by the President/CEO, Board Members will respond based upon their role as set forth below:

a. **Board Member.** Board Members must immediately notify the Board Chair and/or the Chair of the Executive & Legislative Committee ("E&L Chair"), and Legal Counsel of the complaint or suspected violation of policies. If the Chair also holds the role of E&L Chair, then Board Members may also report any suspected violation or complaint to the Vice Chair.

b. **Chair of E & L Committee.** The E&L Chair must immediately notify the Board Chair and Legal Counsel of the complaint or suspected violation of policies.

c. **Vice Chair.** The Vice Chair must immediately notify the Board Chair and Legal Counsel of the complaint or suspected violation of policies.

2. **Review of Complaint.** Upon receipt of a complaint or suspected violation of RSCVA policies by the President/CEO, the Board Chair shall consult with the E&L Chair (or, if the Board Chair also holds the role of E&L Chair, the Board Chair shall consult with the Vice Chair), and, with the assistance of Legal Counsel as necessary, shall determine:

- a. The necessity and scope of an investigation (including whether or not a complaint is frivolous and thus no investigation is necessary);
- b. Who will investigate the complaint or suspected violation of RSCVA policies;
- c. Whether the President/CEO shall continue actively working while the complaint is investigated or whether the President/CEO shall be placed on administrative leave pending the investigation.

3. **Notification of Board.** Upon receipt of a complaint, Legal Counsel shall notify the Board of the complaint, the necessity and scope of an investigation, and whether or not the President/CEO will be on administrative leave pending the investigation. In the event of a frivolous complaint where it has been decided no investigation is necessary, Legal Counsel shall notify the Board of the existence of the frivolous complaint and that no investigation will be conducted, but details about the complaint are not required to be communicated. Board Members may always contact Legal Counsel for more information about any complaint.

4. **Investigation.** When an investigation into a complaint against the President/CEO occurs, the Board Chair, in consultation with Legal Counsel as necessary, shall hire the investigator to conduct the investigation and shall direct Legal Counsel to coordinate the investigation with the investigator. Legal Counsel shall provide periodic updates to the Board of Directors. The investigator shall investigate the allegations of the complaint and shall make a determination by a preponderance of the evidence whether or not an RSCVA policy was violated. At the conclusion of the Investigation, the investigator shall provide a written report to the Board of Directors.

5. **Results of Investigation and Action To Be Taken.** Upon receipt of the investigator's report, if there is a finding of a policy violation, the Board of Directors shall determine the appropriate action to be taken (up to and including termination) based upon the findings of the investigator's report.

Policy 7.03 Complaint against Board Member: Reporting and Investigation Procedures

1. **Suspected Violation or Receipt of Complaint.** Upon receiving a complaint or a suspected violation against another Board Member, a Board Member will immediately notify the Board Chair and Legal Counsel of the complaint or suspected violation of policies.

2. **Review of Complaint.** Upon receipt of a complaint or suspected violation of RSCVA policies by the President/CEO, the Board Chair, with the assistance of Legal Counsel as necessary, shall determine:

- a. The appropriate forum to hear the complaint;
- b. If the Chair determines that the complaint must be forwarded to another entity, the Chair shall do so;
- c. If the Chair determines that the RSCVA is the appropriate forum to hear the complaint, the necessity and scope of an investigation.
- c. Who will investigate the complaint or suspected violation of RSCVA policies
- d. Whether or not the Board Member will attend meetings with staff and/or whether or not the Board Member will attend Board meetings in person or via remote access.

3. **Notification of Board.** Upon receipt of a complaint, Legal Counsel shall notify the Board of the complaint, and, if the matter is being investigated by the RSCVA, the necessity and scope of an investigation. Board Members may always contact Legal Counsel for more information about any complaint.

4. **Investigation.** When an investigation into a complaint against a Board Member is necessary, the Board Chair, in consultation with Legal Counsel as necessary, shall hire the investigator to conduct the investigation and shall direct Legal Counsel to coordinate the investigation with the investigator. Legal counsel shall provide periodic updates to the Board of Directors. At the conclusion of the Investigation, the investigation shall provide a written report to the Board of Directors.

5. **Results of Investigation and Action To Be Taken.** Upon receipt of the investigator's report, if there is a finding of a policy violation, the Board of Directors shall determine the appropriate action to be taken based upon the findings of the investigator's report.

Policy 7.04 Complaint against RSCVA Employee: Reporting and Investigation Procedures

1. **Suspected Violation or Receipt of Complaint.** If a Board Member suspects that an employee has violated RSCVA policies or they receive a complaint that an employee has violated RSCVA policies, the Board Member shall immediately notify the RSCVA President/CEO and Legal Counsel of their suspicion or of the complaint they have received. The RSCVA President/CEO shall investigate or direct the investigation of such complaints as set forth in RSCVA policies.

[Adopted _____, 2024]

BOARD POLICIES

RENO-SPARKS CONVENTION AND VISITORS AUTHORITY

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

[Adopted _____, 2024]

Schedule 1

Approved Committee Charters

[see attached]

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.

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]

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.

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]

RENO-SPARKS CONVENTION AND VISITORS AUTHORITY
SPECIAL EVENTS COMMITTEE CHARTER⁵

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.

⁵ Item flagged for full Board discussion to determine whether this Committee is still necessary.

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 which exceed the President/CEO's signature authority set forth herein. 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]

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 as part of orientation.]

Schedule 3
CEO Job Description
[see attached]

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.

- 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.
- 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.

Schedule 4

HR Policy 100.104, Non-Discrimination

HR Policy 400.400 Harassment

[see attached]

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 (including traits associated with race, including without limitation, natural hairstyles, afros, bantu knots, curls, braids, locks and twists), 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.

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.

HR Policy 400.400 Harassment

SCOPE:

Organization wide.

PURPOSE:

The purpose of this policy is to confirm that the RSCVA prohibits any form of harassment and to set forth its Anti-Harassment policy.

POLICY:

The RSCVA is committed to providing a workplace free from any form of harassment or intimidation. This policy sets expectations of behaviors aligned with the RSCVA's values and support of positive working relationships and a professional work environment. This policy also defines various forms of harassment and unacceptable behavior and outlines the parties responsible for reporting, investigating, and responding to any reports of harassment.

This policy applies to all RSCVA Board Members, employees, and anyone doing business with the RSCVA. This includes applicants, customers, contingent workers, suppliers, and vendors. The RSCVA strictly prohibits and does not tolerate any act or conduct that creates the potential for unlawful harassment of any kind.

Prohibited Conduct

It is the RSCVA's policy that everyone should work in an environment free from unlawful harassment. Approval of, participation in, or acceptance of conduct that creates even the potential for unlawful harassment will be considered a violation of this policy. This policy prohibits conduct that violates the letter or spirit of anti-harassment laws or conduct not aligned with the RSCVA's values, policies, or behavioral expectations. This includes conduct in any work-related setting, whether on RSCVA premises, during working time, or while participating in activities outside the workplace, such as business-related social events and travel.

Conduct prohibited by this policy includes, but is not limited to, unwelcome conduct, whether verbal, physical, or visual, that is based upon race (including traits associated with race, including without limitation, natural hairstyles, afros, bantu knots, curls, braids, locks and twists), religion (including religious dress and religious grooming), ethnicity, color, ancestry, creed, age, genetic information, disability (mental and physical, including HIV and AIDS), medical condition (cancer/genetic characteristics & information), national origin (including language use restrictions), sex, gender (including gender identity and gender expression), sexual orientation, marital status, familial status, parental status, domestic partner status, citizenship status, pregnancy (including perceived pregnancy, childbirth, breastfeeding or related medical conditions), military caregiver status, military status, veteran status, or any other status protected by federal, state, and/or local laws. The RSCVA will not tolerate harassing conduct that affects

tangible job benefits, interferes with work performance, or creates a hostile, intimidating, or offensive work environment.

Prohibited harassment may take different forms:

Sexual Harassment

Sexual harassment is defined as unwelcome sexual advances, requests for sexual favors, and conduct of a sexual nature when:

1. Submission to, or tolerance of, such behavior is made a condition of employment; or
2. Submission to, tolerance of, or rejection of such behavior is used as the basis for a decision; or
3. Such behavior interferes with an employee's ability to perform his or her work, or creates an intimidating and hostile work environment.

Sexual harassment may be a single incident or a series of harassing acts. Inappropriate conduct that is sexually harassing in nature can involve individuals of the same or opposite sex, a supervisor and subordinate, co-workers, an employee, or a non-employee such as a customer, contractor, vendor, or supplier.

Sexual harassment may result from a range of subtle to not-so-subtle conduct, depending on the circumstances. It can result from verbal, visual, or physical conduct. Examples of sexual harassment and similar inappropriate conduct prohibited by this policy include, but are not limited to:

1. Unwelcome sexual advances, demands, pressures, or requests for sexual acts or favors.
2. Making or threatening reprisals, whether explicitly or implicitly, after a negative response to sexual advances.
3. Repeated, unwanted sexual flirtations, advances, or propositions.
4. Unwelcome physical contact such as patting, grabbing, pinching, or brushing against another's body.
5. Offensive visual conduct, including leering, making sexual gestures, or the display of sexually suggestive objects, pictures, cartoons, or posters.
6. Offensively suggestive or sexually explicit communications in any form, including but not limited to letters, notes, invitations, email, text messages, blogs, instant messaging, or voicemail.
7. Sexually-oriented verbal teasing or jokes, inquiries into one's sexual experiences, or discussions of one's sexual activities.
8. Graphic or degrading comments about an individual's appearance or sexual activity.

9. Sexually explicit or offensive images in emails or other forms of electronic messaging.

The legal definition of sexual harassment is broad and, in addition to the above examples, other sexually oriented conduct, whether it is intended or not, that is unwelcome and has the effect of creating a workplace environment that is hostile, offensive, intimidating, or humiliating may also constitute sexual harassment and is a violation of this policy.

Other Forms of Harassment

The following is a non-exhaustive list of additional behaviors based on a person's race (including traits associated with race, including without limitation, natural hairstyles, afros, bantu knots, curls, braids, locks and twists), religion (including religious dress and religious grooming), ethnicity, color, ancestry, creed, age, genetic information, disability (mental and physical, including HIV and AIDS), medical condition (cancer/genetic characteristics & information), national origin (including language use restrictions), sex, gender (including gender identity and gender expression), sexual orientation, marital status, familial status, parental status, domestic partner status, citizenship status, pregnancy (including perceived pregnancy, childbirth, breastfeeding or related medical conditions), military caregiver status, military status, veteran status, or any other status protected by federal, state, and/or local laws that will be considered harassment and are prohibited by this policy:

1. Derogatory comments, epithets, slurs, or jokes.
2. Posting or sharing derogatory materials such as posters, cartoons, drawings, or gestures.
3. Aggressive or unwelcome physical conduct such as assault, blocking normal movement, restraint, touching, or other physical interference.
4. Bullying behavior, including but not limited to threats, intimidation, coercion, ridicule, insults, or belittling.
5. Spreading false, vicious, or malicious rumors.
6. Other behavior that creates a workplace where an employee reasonably feels threatened, humiliated, or intimidated.
7. The gratuitous sabotage or undermining of a person's work performance.

Reporting & Investigation Procedures

Employees must report any violations of this policy that they experience or witness. If an employee believes in good faith that they have been subjected to, witnessed, or otherwise learned of harassment (or any other conduct prohibited by this policy) by anyone, including Board Members, the President/CEO, supervisors, co-workers, suppliers, vendors, contingent workers, or customers, they must immediately report the incident.

Reports may be made to the employee's direct supervisor, any other member of management, the Human Resources Department, or the workplace EthicsPoint at 866-805-2877 or

rscva.ethicspoint.com. You are not required to report to your supervisor, manager, or any other person engaging in the unwelcome behavior if that supervisor, manager, or other person is the subject of the report. If the report is regarding the conduct of the CEO, that report may be made to any Board Member or to the workplace EthicsPoint at 866-805-2877 or rscva.ethicspoint.com.

Supervisors or managers who receive reports or observe harassing conduct must immediately report it to the Human Resources Department, or if the complaint is about staff of the Human Resources Department, to the CEO.

When the RSCVA receives a complaint of harassment (or other conduct prohibited by this policy), we will promptly and thoroughly investigate the allegation in a fair and expeditious manner. The investigation will be conducted in such a way as to maintain confidentiality to the extent practicable under the circumstances without impeding the investigation process. The investigation will include a private interview with the person filing the complaint and with witnesses. We will also interview the person alleged to have committed harassment. Employees are expected to cooperate and participate in workplace investigations. When the investigation has been completed, we will, to the extent appropriate, inform the person filing the complaint and the person alleged to have committed the conduct of the results of that investigation. If it is determined that inappropriate conduct has occurred, we will act promptly to eliminate the offending conduct. Anyone, regardless of position or title, who the RSCVA determines has engaged in conduct that violates this policy will be subject to discipline, up to and including termination.

Non-Retaliation

The RSCVA strictly prohibits retaliation in any way against anyone who has lodged a harassment complaint, has expressed a concern about harassment, including sexual harassment, or has cooperated in a harassment investigation. Therefore, the initiation of a complaint, in good faith, shall not under any circumstances be grounds for discipline. It is a violation of RSCVA policy for an individual to be disciplined or otherwise disadvantaged because of good faith resort to the procedures in this policy for reporting sexual or other unlawful harassment. Persons engaging in any form of retaliation will be subject to disciplinary action, up to and including termination. Any employee who knowingly makes a false report of harassment or discrimination will be subject to disciplinary action up to and including termination.