



Board of Trustees Meeting
Friday, February 7, 2020
8:00am-12:00pm

DRI NNSC Campus – 2215 Raggio Parkway Reno, NV 89512 – Foundation Conference Room
To join via telephone dial: 855-203-2730 Enter Meeting ID: 142 271 646

“The DRI Foundation’s mission is to maximize DRI’s global environmental impact by securing necessary funding, promoting DRI to multiple constituencies, and expanding DRI’s reach”

(Continental Breakfast served at 8:00 a.m. Meeting will begin at 8:30 a.m.)

AGENDA

NOTE: Below is an agenda of all items scheduled to be considered. Unless otherwise stated, items may be taken out of the order presented at the discretion of the chair. Two or more agenda items may also be combined for consideration. The Board may remove an item from the agenda or delay discussion relating to an item on the agenda at any time. In accordance with NRS 241.020(6), support materials that are submitted to the DRI Research Foundation and then distributed to the members of the Foundation after the mailing of this agenda but before the meeting, will be made available as follows:
1) copies of any such supplemental support materials are available at the Foundation offices, Reno and Las Vegas, Nevada. A copy may be requested by calling (775) 673-7312, and 2) copies of any such supplemental support materials will be available at the meeting site. Reasonable efforts will be made to assist and accommodate physically disabled persons attending the meeting. Please call the Foundation office at (775) 673-7312 in advance so that arrangements may be made.

- I. ***Call to Order*** **FOR INFORMATION**
Tina Quigley, Board Chair

- II. ***Public Comment***
Comments by members of the public will not be restricted based upon the speaker’s viewpoint.

- III. ***Approval of Minutes*** **FOR POSSIBLE ACTION**
 - a. Foundation Board Meeting on 10/30/19

- IV. ***Approval of New Trustee*** **FOR POSSIBLE ACTION**
 - a. Appointment of Dr. Ronald L. Smith as Trustee for a first term 2020-2024

- V. ***President’s Report*** **FOR INFORMATION**
Kumud Acharya, President

- VI. ***Update on Innovation Research Program (IRP)*** **FOR INFORMATION**
 Vic Etyemezian, Interim Vice President of Research
 Rina Schumer, Assistant VP of Academic and Faculty Affairs
- VII. ***DRC Transfer of Tu Biomics Assets*** **FOR POSSIBLE ACTION**
- VIII. ***Communications Report on New Logo and Branding*** **FOR INFORMATION**
 Tracy Bower, Director of External Affairs
 Justin Broglio, Communications Manager
- IX. ***Treasurer’s Report*** **FOR INFORMATION**
 Janet Cathcart, Acting Director of Advancement
- X. ***Update to Resolution of Signing Authority*** **FOR POSSIBLE ACTION**
 Janet Cathcart, Acting Director of Advancement
- X. ***FY2020 Audit Information*** **FOR POSSIBLE ACTION**
 Soraya Aguirre, Audit Committee
 Lindsay Sessions, DRI Controller
 Janet Cathcart, Acting Director of Advancement
- XI. ***Director of Advancement Report*** **FOR INFORMATION**
 Janet Cathcart, Acting Director of Advancement
 - a. NV Medal Update
 - b. Conversations with Scientists Events
- XII. ***Discussion of Revisions to Trustee Expectations Statement*** **FOR POSSIBLE ACTION**
 Tina Quigley, Chair
 Tom Gallagher, Vice-Chair
- XIII. ***New Business***
 Items for consideration at future meetings may be suggested. Any discussion of an item under “New Business” is limited to description and clarification of the subject matter of the item, which may include the reasons for the request.
- XIV. ***Public Comment***
 Comments by members of the public will not be restricted based upon the speaker’s viewpoint.
- XV. ***Adjourn***

This agenda has been posted at DRI SNSC Campus; 755 E Flamingo Rd. Las Vegas, NV 89119 Phase I Building; DRI NNSC 2215 Raggio Parkway, Reno, NV 89512 Maxey Building; NSHE Administration Office Reno, 2601 Enterprise Rd. Reno, NV 89512; NSHE Administration Office Las Vegas, 4300 South Maryland Parkway, Las Vegas, NV 89119; DRI website www.dri.edu; Nevada Public Notice Website, notice.nv.gov.



Foundation Board of Trustees Meeting Minutes

DATE: 10/30/19	TIME: 8:30 a.m.
MEETING CALLED TO ORDER	Meeting was called to order at 8:30 a.m. by Chair Quigley.
NOTE TAKER	Becky Coleman
BOARD OF TRUSTEES PRESENT	Tina Quigley, Tom Gallagher, Holger Liepmann, Soraya Aguirre, Linda Brinkley, Charles Creigh, Gayle Crowell, John Entsminger, Michael Fagen, Lauren Fletcher, Janet Lowe, Ian Rogoff, Javier Saenz.
BOARD OF TRUSTEES NOT PRESENT	Richard Ditton, Srikant Reganti, Roger Wittenberg, Missy Young, Ory Zik, Elise Zoli
FELLOWS PRESENT	Joe Brown, Mike Benjamin (Trustee Emeritus), Starla Lacy (Trustee-Elect)
STAFF AND GUESTS PRESENT	Kumud Acharya, Vic Etyemezian, Iris Stewart, Tracy Bower, Janet Cathcart, Becky Coleman, Sheldon Flom, Bob Gagorian, Eric Wilcox, Justin Broglio, Lindsay Sessions, Mel Williams and Sarah Crumby of Cupit, Millian, Ogden & Williams - Auditors

AGENDA TOPICS

AGENDA ITEM	CALL TO ORDER	PRESENTER: QUIGLEY
DISCUSSION	Meeting was called to order at 8:30 a.m. by Chair Quigley.	
AGENDA ITEM	PUBLIC COMMENT	
DISCUSSION	No members of the public addressed the Board.	
CONCLUSION	Informational Only	
AGENDA ITEM	FACULTY PRESENTATION	PRESENTER: QUIGLEY
DISCUSSION	Faculty member is in the field, presentation has been postponed.	
CONCLUSION	Informational Only	
AGENDA ITEM	APPROVAL OF MINUTES <i>*VOTE REQUIRED</i>	PRESENTER: QUIGLEY
DISCUSSION	Minutes from Foundation Meeting with Chancellor and Regents in Reno on 7/23/19, Foundation Meeting with Chancellor and Regents in Las Vegas on 7/24/19, and Foundation Regular Board Meeting on 7/10/19 were presented for approval.	
CONCLUSION	Aguirre made a motion to approval minutes as presented for all three meetings, second by Gallagher. <i>*The motion passed unanimously.</i>	

AGENDA ITEM	PRESIDENT'S REPORT	PRESENTER: ACHARYA
DISCUSSION	President Acharya presented his FY20 objectives: 1. External Review, 2. Strategic Plan, 3. Hire Division Directors, 4. Fundraising, and 5. Balance the Budget. Dr. Acharya also gave an update on the grants and contracts proposals and awards, and discussed two new projects: fire science study utilizing drones and a water resources study with the Nature Conservancy at 7J Ranch. The new organization chart was presented. Dr. Bob Gagosian has stepped down from the DRIF Board to serve as a Senior Advisor to the President, focusing on major gifts. Dr. Acharya also outlined the FY 22-23 budget priorities which were presented the Chancellor and his team yesterday, and were positively received.	
CONCLUSION	Informational Only	
AGENDA ITEM	TREASURER'S REPORT <i>*VOTE REQUIRED</i>	PRESENTER: LIEPMANN
DISCUSSION	Liepmann expressed appreciation for Trustee Aguirre's work with VP of Finance and Business Sheldon Flom on the annual audit. Auditor Sarah Crumby provided an overview of the audit process and results. Balance sheet and income statement appear healthy, and only one material weakness related to accounts payable for DRC was reported. Liepmann explained that the balances shown in the financial statements prepared by the auditors contain accruals and subsidiaries, so Trustees should rely on management reports to understand the financial status of the Foundation. A discussion ensued about bringing the Foundation's accounting back in-house at DRI, the controls in place, and oversight to be provided by FSO.	
CONCLUSION	Aguirre moved the Foundation's accounting functions be performed by Advancement with oversight from FSO, Liepmann seconded. <i>*The motion passed unanimously.</i>	
AGENDA ITEM	APPROVAL OF NOMINATIONS <i>*VOTE REQUIRED</i>	PRESENTER: QUIGLEY
DISCUSSION	The Board considered the reappointments of Trustees John Entsminger and Linda Brinkley to second terms ending 2024 and Holger Liepmann as Treasurer through 2020. Trustee Michael Lynch has resigned and Trustee Roger Wittenberg has termed out and is not seeking reappointment.	
CONCLUSION	A motion was made by Gallagher and seconded by Creigh to approve the nominations as presented. <i>*The motion passed unanimously.</i>	
AGENDA ITEM	UPDATED BOARD RESOLUTION FOR BANK SIGNATURE AUTHORITY <i>*VOTE REQUIRED</i>	PRESENTER: FLOM
DISCUSSION	With the upcoming departure of Mr. Flom from DRI, it is necessary to authorize additional individuals within FSO to act as signers on the Foundation's checking account. A resolution was presented to authorize the DRI Controller and DRI Budget Manager to be added as signers.	
CONCLUSION	A motion was made by Fagen and seconded by Brinkley to adopt the resolution as presented. <i>*The motion passed unanimously.</i>	
AGENDA ITEM	DIRECTOR OF ADVANCEMENT REPORT	PRESENTER: CATHCART
DISCUSSION	Janet Cathcart reported efforts are underway in planning a well attended 2020 Nevada Medal event that will generate a strong cash flow. A contribution appeal was sent in the annual report mailing, and an annual appeal will be sent next week to approximately 500 people. In addition, a digital appeal will go to approximately 400 additional individuals. Giving Tuesday, a social media appeal, is also ramping up. Trustees are asked to share these posts to help widen the audience. These efforts mark the largest audience solicited for year-end giving in many years. The Advancement department is carefully tracking the results of these campaigns and will report back on the outcomes. The Trustees requested a quarterly report on efforts and funds raised by the Advancement department.	
CONCLUSION	Informational Only	

AGENDA ITEM	DESERT RESEARCH CORPORATION UPDATE, RESTRUCTURING PLAN AND ELECTION OF OFFICERS FOR DRC <i>*VOTE REQUIRED</i>	PRESENTER: GALLAGHER
DISCUSSION	After reviewing relevant issues with legal and other experts, the Foundation was advised it would be best if the board of the DRC were composed principally of disinterested directors rather than persons who are either investors in specific projects or connected directly with either DRI or DRIF. It was also determined as the sole shareholder of DRC, it is appropriate for DRIF to have one of its Trustees as a member of the DRC Board.	
CONCLUSION	Brinkley made a motion to elect Mike Benjamin and Ken Ladd to the DRC Board of Directors, and for Michael Fagen to remain as the active Trustee on the DRC Board. The motion was seconded by Fletcher. A ballot was submitted prior to the meeting in favor by Aguirre. Gallagher abstained from voting. <i>*The motion passed unanimously.</i>	
AGENDA ITEM	FOUNDATION BOARD STRUCTURE AND OPERATIONS	PRESENTER: GALLAGHER
DISCUSSION	There is great excitement at the prospect of stability and growth for DRI under the new leadership of Dr. Acharya. It is time for the DRIF to become relevant in raising money for DRI. Chair Quigley and Dr. Acharya will have personal conversations with each Trustee about their interest in serving in different capacities and fundraising ability. Potential fundraising goals and the need to directly address fundraising strategy were discussed. The need for an onboarding process and mentorship for new Trustees was also identified. The Board also discussed a desire for the social components of serving on the Board to be reignited.	
CONCLUSION	Informational Only	
AGENDA ITEM	ADMINISTRATIVE	PRESENTER: QUIGLEY
DISCUSSION	Quigley reminded Trustees to complete their annual Conflict of Interest disclosures and return them to Janet Cathcart. Quigley will present the Foundation's annual report to the Regents on December 6 th at UNLV. Trustees requested Cathcart circulate a Doodle poll to set 2020 meeting dates.	
CONCLUSION	Informational Only	
AGENDA ITEM	NEW BUSINESS	
DISCUSSION	There was no new business.	
CONCLUSION		
AGENDA ITEM	PUBLIC COMMENT	
DISCUSSION	No members of the public addressed the Board.	
CONCLUSION		
NEXT MEETING	To be determined via poll.	
ADJOURNMENT	The meeting was adjourned at 11:52 a.m.	



Resolution to Establish Signature Authority for DRI Foundation for Transfer of Restricted Funds

Additional Language Added to Article III. Section 1. Powers and Duties. Item J.

RESOLVED: To authorize any person holding the following position within the DRI Foundation or within DRI will have signature authority on the DRI Foundation checking account(s) and other accounts with financial institutions:

Chair, DRI Foundation
Co-Vice Chair, DRI Foundation
Treasurer, DRI Foundation
Secretary, DRI Foundation
President, DRI
Vice President of Finance and Business, DRI
Controller, DRI
Budget Manager, DRI

The DRI Vice President of Development/Director of Advancement is to approve all expenditures.

For unrestricted funds one signature by an authorized person is permitted for amounts under \$10,000 USD. Two authorized signatures are required for amounts \$10,001 to \$50,000 USD. Amounts greater than \$50,000 USD require two authorized signatures and the formal approval of the expenditure in meeting minutes or the signature of the DRI President. Foundation Board Members are to be notified by email of transactions of unrestricted funds over \$100,000.

Restricted funds for DRI activities may be transferred to DRI for expenditure in accordance with the terms of the gift with the signature of the DRI President, Vice President of Development/Director of Advancement, Vice President of Finance and Business, Controller, or Budget Manager.



Treasurer's Report
 Foundation Board of Trustees Meeting
 As of January 31, 2020

	Increase <u>(Decrease)</u>
Beginning Cash Balance July 1, 2019	\$ 217,940
Revenue	
Unrestricted Donations – Trustees Obligation	35,100
Unrestricted Donations – Other	3,494
Smarter Communities April 25, 2019 Sponsor	2,500
Total Revenue	<u>41,094</u>
Expenses	
Operating Expenses	(34,589)
Nevada Medal Dinner Expenses	(16,126)
Payment of Accrued Legal Bills	(44,591)
Total Expenses	<u>(95,306)</u>
Revenues Over (Under) Expenses	(54,212)
Misc. Cash Flows	
Payments Made to Related Institutions	
Restricted Gifts*	
Total Misc. Cash Flows	-
Ending Unrestricted Cash Balance	<u>\$ 163,728</u>

<u>Restricted Activity</u>	<u>Year-To-Date</u>
Innovation Research Program**	\$ 157,008
Stories in the Snow	1,936
Earth & Ecosystem Sciences	101
Hydrologic Sciences	2,175
Other Restricted	260,600
Total Restricted Gifts Received	<u>\$ 421,820</u>

* Please note: The revenue and expense balances are cumulative

**Includes funds carried over from FY19



Suggested list of CPA Firms for Bids

Barnard Vogler & Co.
Eide Bailly
Pangborn & Co
Piercy, Bowler, Taylor & Kern

Additional CPA Firms can be added.

Auditing Expense Past Three Years

FY17 - \$9758.58
FY18 - \$15,000
FY 19 - \$12,500



Memorandum

Date: March 22, 2016

To: DRI Research Foundation Trustees Executive Committee

From: Karen Stewart-Carrico, Assistant Vice President and Controller

Subject: Recommendation for a new CPA Firm

The agreement with Eide Bailly (CPA firm), to provide year-end audit and tax preparation services, has ended. Due to the year-end approaching quickly, the Financial Services Office (FSO) requested quotes/bids from six local CPA firms, please see list below:

<u>CPA Firm</u>	<u>Audit/Tax Services Quote/Bid Per Year</u>	<u>3 Year Fee Commitment</u>
Cupit, Milligan, Ogden & Williams	\$ 8,700	Yes
Kohn & Company	\$16,000	Yes
Barnard and Vogler	\$16,500	Yes
Eide Bailly	\$22,110	Yes
Grant Thornton	\$48,000*	Yes
Pangborn & Company	No Quote Provided	N/A

Included in these quotes are additional minor costs for the Desert Research Corporation (DRC), which became active this fiscal year and has incurred revenues and expense. Since 100% of the DRC stock is owned by the Foundation, it will be necessary to consolidate the financial statements of the two organizations.

Based on the CPA firm's experience, past work relationship with the Foundation, and the fees quoted, **FSO recommends Cupit, Milligan, Ogden & Williams for providing the year-end audit and tax preparation services. We request your approval to accept their quote** (please note: their quoted fees are comparable to the audit/tax fees paid in the last two years).

* Grant Thornton's quoted fees, do not include the cost for the tax preparation services.



DRI Foundation Trustee Expectations

Ambassadorship

- Represent DRI's mission, research and education experience and expertise and strategic goals to the external community.
- Gain a good understanding of the research and education priorities of DRI to be an effective ambassador to your friends, colleagues and business associates. Do your best to learn stories about DRI - the people, their equipment, or their space (laboratory/ field work), and the impact and importance of their research. Stay informed about DRI science, institutional strategic goals, and the impact of DRI research on Nevada and beyond.
- Partner with other DRI Trustees, DRI Foundation Staff, and DRI Leadership working towards the achievement of the DRI's and DRI Foundation's goals.
- When attending events hosted by other community and business organizations, look for opportunities to advance knowledge of DRI.

Participation & Engagement

- Be a proactive participant as a Trustee of the DRI Foundation. Except in extraordinary circumstances, attend all formal meetings of the Foundation in person. Read information provided, think strategically, request additional information, come prepared, and ask questions.
- Whenever possible, assume leadership positions on the DRI Foundation.
- If any potential conflict of interest problem arises, make sure to abstain from such discussion and votes.
- Actively support and participate in DRI Foundation events (including Nevada Medal Events) and DRI programs (lectures, events, meetings).
- Consider serving as a host for DRI Foundation events.

Financial Obligations

- Each Trustee should prioritize their donation to DRI among their major gifts. Support the DRI Foundation with an annual unrestricted personal gift of \$5000 to the general operating fund. The Foundation will accept contributions by a Trustee's foundation or business entity in lieu of such minimum personal gift, provided that such Trustee makes an additional personal gift in his or her own name. [See below]. (The Foundation Chair is authorized to modify this \$5000 requirement in circumstances where a Trustee requests such modification for personal reasons.)
- It is essential that there be 100% personal giving by all members of the DRI Foundation Board since it is a criterion for DRI to be able to apply for many important foundation and corporate funds. If your contribution is in the form of a company or foundation gift, make sure you contribute at least \$100 from personal funds.
- Support the DRI Nevada Medal Events through ticket sales or securing of sponsorships.
- Cultivate and inspire financial generosity among your friends, colleagues and business associates towards DRI through your personal demonstration of philanthropy.
- Introduce potential corporate sponsors or other specific resource opportunities to DRI Foundation staff.

The DRI Foundation's mission is to maximize DRI's global environmental impact by securing necessary funding, promoting DR/ to multiple constituencies, and expanding DRI's reach.