DESERT RESEARCH INSTITUTE RESEARCH FOUNDATION
MEETING OF THE MEMBERS OF THE CORPORATION

University of Nevada, Las Vegas
Student Union, Ballroom
4505 S. Maryland Parkway, Las Vegas

Friday, December 2, 2022

Video Conference Connection from the Meeting Site to:
System Administration, Reno
2601 Enterprise Road, Conference Room
and
Great Basin College, Elko
1500 College Parkway, Berg Hall Conference Room

Members Present: Mrs. Cathy McAdoo, Chair
Ms. Amy J. Carvalho, Vice Chair
Mr. Joseph C. Arrascada
Mr. Patrick J. Boylan
Mr. Byron Brooks
Mrs. Carol Del Carlo
Dr. Patrick R. Carter
Dr. Mark W. Doubrava
Dr. Jason Geddes
Mr. Donald Sylvantee McMichael Sr.
Mr. John T. Moran
Ms. Laura E. Perkins
Dr. Lois Tarkanian

Chair McAdoo called the meeting to order at 11:02 a.m. with all members present except Regent Boylan.

1. Information Only – Public Comment – None.

2. Approved – Annual Report – The Members of the Corporation approved the Desert Research Institute (DRI) Research Foundation Annual Report, including the Annual Gift Report. (Ref. DRI-2 on file in the Board Office).

   DRI Research Foundation Chair Mike Benjamin presented the Annual Report, including the Annual Gift Report.

Regent Boylan entered the meeting.

DRI

4. Approved – Consent Items – (Continued)

4c. Approved – Bylaw Revision – (Continued)

7) Amendment to Article X. Indemnification.
   a. This section was rewritten to modernize the language and make consistent with best practices for non-for-profit organizations. The objective is to provide clarity around when and how the Foundation will indemnify its officers and trustees, including limitations on such indemnification. This language provides important assurances to prospective new board trustees and is expected to assist with recruitment and retention of trustees.
   b. Given the significant updates, these changes were reviewed by DRI counsel, NSHE counsel, and internal risk management personnel prior to prior to adoption to ensure consistency with insurance and indemnification provisions pertaining to the Foundation according to existing policies.
8) Miscellaneous Updates
   a. In addition to the substantive changes listed above, a variety of non-substantive updates were made to include better definition of terms, proper cross references, and re-ordering and re-