

## Minutes

### LAS VEGAS-CLARK COUNTY LIBRARY DISTRICT FOUNDATION

#### Board of Directors Meeting

January 31, 2023

The Board of Directors of the Las Vegas-Clark County Library District Foundation held a Special Meeting on January 31, 2023, via Zoom at 10:00 a.m.

#### **Board Members in**

##### **Attendance:**

Elaine Sanchez, President  
Tamar Hoapili, Vice President  
Nicole Rogers, Secretary  
Jane Mac, Treasurer  
Keiba Crear, Director  
Fred James, Director  
Michael Kalish, Director  
Felipe Ortiz, Director  
Michelle Sanders, Director  
Kate Turner-Whiteley, Director  
Chris Way, Director  
Kelvin Watson, Ex-Officio Director

##### **Board Members Absent:**

Kelly Benavidez, Director  
Shannon Bilbray-Axelrod, Director

##### **Guests:**

Africa Sanchez, LVCCLD Foundation legal counsel  
Briana Martinez, Kaempfer Crowell

##### **Roll Call (Item I)**

President Sanchez called the meeting to order at 10:01 a.m. All members listed above represent a quorum.

##### **Public Comment (Item II)**

Brain Wilson, Chairman, LVCCLD Board of Trustees, stated that he intended for LVCCLD counsel Gerald Welt to be available for questions at the January 17 Foundation Board Meeting. However, because the agenda was full, Mr. Welt was unable to comment. Thus, Mr. Wilson has asked Mr. Welt to attend today's meeting in case there are any questions that he can answer.

##### **Board Action to accept proposed agenda (Item III)**

President Sanchez replied that the board cannot discuss any items that are not on the agenda and today's agenda includes only one item, a discussion and possible action to vote on counsel. Director Crear moved to approve the proposed agenda, Secretary Rogers seconded the motion. All voted in favor, motion carried.

##### **Board Action to vote on counsel**

President Sanchez asked if all board members had a chance to review the backup documents included in the board packet. She

**(Item IV)**

explained that the Foundation has engaged Africa Sanchez as its legal counsel, but Ms. Sanchez believes it is in the best interest of the Foundation if she resigns from this position. Ms. Sanchez stated that she has reviewed the letter from the Library District and she believes the Foundation would be better served by counsel who has more non-profit experience.

President Sanchez asked if there were any questions from the board. Hearing none, President Sanchez introduced Briana Martinez from Kaempfer Crowell. Ms. Martinez explained that her firm is a full service law firm, based in Nevada, that does not practice family or criminal law and specializes in land use. Ms. Martinez reviewed her background and gave examples of her current non-profit clients. She stated that if there is an area of need in which she is not expert, she can collaborate with the other attorneys in her firm. She explained that her retainer is a one-time fee of \$2,500 to hire the firm and her standard hourly rate for non-profits is \$270/hr.

Director Sanders asked Ms. Martinez if the use of other attorneys in the office is at her discretion, or is that a decision that the board would be included in. Ms. Martinez replied she would include the board in that decision.

President Sanchez asked Ms. Martinez to speak to her experience with public boards. Ms. Martinez replied that she has worked with many public boards that are required to comply with open meeting laws and she is available to attend some or all of their meetings.

Director Watson asked if the Foundation has funds in the budget to cover legal fees. Treasurer Mac replied that the Foundation budget has a line item for legal and professional expenses.

Director Kalish asked Ms. Martinez if she has any attorneys in her firm with experience in employment law. Ms. Martinez replied, yes, we have two attorneys who specialize in employment law. Director Kalish asked Africa Sanchez if she is withdrawing completely and voiding the one-year agreement. Ms. Sanchez replied, yes.

Director Ortiz stated that he agreed that it was best for the Foundation to secure an attorney with more available resources.

Director Ortiz made a motion to accept Africa Sanchez's withdrawal from the Foundation and accept the proposal from Briana Martinez of Kaempfer Crowell to come on as legal counsel for the Foundation. Director Way seconded the motion, all voted in favor with the exception of Director Kate Turner-Whiteley who abstained.

President Sanchez introduced Kate Turner-Whiteley, a new member of the Foundation Board who also serves on the Library District Board. Ms. Whiteley thanked President Sanchez and stated she is excited to serve on the Foundation Board.

**Public Comment  
(Item V)**

Gerald Welt, LVCCLD counsel stated that Kaempfer Crowell served at the Library District lobbyist and asked that Ms. Martinez do a conflict of interest check.

President Sanchez replied that a conflict check has been completed and there is no conflict of interest in hiring Ms. Martinez and her firm.

**Adjournment**

The meeting was adjourned at 10:22 pm.

**(Item VI)**

Respectfully submitted,

Nicole Rogers, Secretary