



# BOARD OF REGENTS

## GOVERNANCE COMMITTEE Agenda Book

December 06, 2023  
10:00 A M – Open Session  
Scholes Hall 141



## REGENTS' GOVERNANCE COMMITTEE

### Agenda

December 6<sup>th</sup>, 2023; 10:00 AM -12:00 PM

Scholes Hall, Roberts Room

Regent Members:

*Rob Schwartz, Chair*

*Randy Ko, Vice Chair*

*Kim Sanchez Rael*

*Paula Tackett (Adv. Member)*

Administration:

*Loretta Martinez, General Counsel*

*Terry Babbitt, President's Chief of Staff*

- I. Call to Order and Confirmation of a Quorum, *Regent Rob Schwartz*
- II. Adoption of the Agenda
- III. Approval of Minutes: April 5, 2023 & May 3<sup>rd</sup>, 2023
- IV. Regents' Comments
- V. Public Comment
- VI. Discussion Items:
  - a. Regents' Policy Manual Revisions
    1. Where to start?
    2. Committee Structure
    3. Officers and Agenda Setting
    4. Other issues
  - b. Regent Retreat Planning
  - c. Board Self-Assessment Planning
  - d. Workplan of the Committee – Planning for 2024
- VII. Closing Comments
- VIII. Adjourn

UNM Board of Regents  
Governance Committee  
April 5, 2023  
Scholes Hall, Roberts Room

**Committee Members in Attendance**

Regent Rob Schwartz, Chair  
Regent Randy Ko, Vice Chair  
Regent President Kim Sanchez Rael  
Regent Paula Tackett, Advising Member

**Administration**

Garnett S. Stokes, President  
Terry Babbitt, Chief of Staff, Office of the President  
Loretta Martinez, General Counsel

**Supporting Staff**

James Holloway, Provost  
Kelly Ward, Director of Development, Lobo Development Corp.  
Teresa Costantinidis, Executive VP, Finance & Administration

**Staff**

Mallory Reviere  
Brian Jones

**Guests in Attendance**

Christine Landavazo, Office of University Counsel  
Sidney Mason Coon, University Policy Officer  
Christian Gonzales, UNM IT

**A. Call to Order (2:05 p.m.)**

The Chair called the meeting to order and asked all in attendance to introduce themselves.

**B. Adoption of Agenda**

Motion to adopt the agenda: Regent Rael  
Seconded: Regent Ko  
**Agenda adopted by unanimous consent**

**C. Approval of Minutes of March 6 Special Meeting**

Motion to approve minutes: Regent Rael

Seconded: Regent Ko

**Minutes adopted by unanimous consent**

**D. Member Comments**

Regent President Rael (hereafter “Regent Rael”) noted the committee had picked up considerable responsibilities now that it was a standing committee, and that it would be important to understand exactly what topics the Board might consider to be in the committee’s jurisdiction. She stressed that while the committee had oversight of *governance*, that did *not* imply that it had oversight of UNM’s day-to-day operations, but rather that the committee ensured that it adhered to best practices for governance and brought any concerns to the Board for its review and consideration. She thanked the committee for its work and attention.

Vice Chair Ko (hereafter “Regent Ko”) was recognized and echoed Regent Rael’s comments, adding that it had been very helpful to learn more about best practices at the recent Association of Governing Boards (AGB) conference.

The Chair reiterated that it was important to be respectful of the role of the Board versus the responsibilities of the Governance Committee—and that the committee would likely *not* be action-oriented, but rather would submit recommendations to the full Board for its consideration and action.

**E. Business of This Committee**

The Chair turned next to the business of the committee.

1. Future Meeting Dates
2. Workplan Review
3. Establishing Governance Best Practices

The Chair acknowledged that the committee would likely discover it needed to add meeting dates to its current calendar, and that it did not yet have a final workplan or approach for establishing governance best practices. He suggested that it might be possible for members of the committee to take on these issues individually and then report back to each other and to the committee as a whole.

With no further discussion, the Chair suggested moving on to the next item on the committee’s agenda.

**F. Regent Orientation – Status Update and Recommendations**

Regent Tackett, who was still going through orientation as a new regent, suggested there may be a difference between orientation and onboarding. The Chair mused aloud that it would be helpful to put together an orientation that is meaningful to the entire Board, especially as there was also value to be had in the social component of orientation.

The conversation continued as the committee took up the next agenda item.

#### **G. Regent Retreat Planning – Status Update and Recommendations**

President Stokes was recognized and suggested that conversations she had taken part in at the recent AGB conference made it clear that many oversight bodies meet regularly for ‘orientations’ on particular issues. She wondered if perhaps some time could be set aside during the retreat for longer briefings on issues of mutual concern. The Chair agreed that it would be worthwhile for all regents to hear regular and detailed updates and briefings on the most pressing issues.

Regent Rael noted that she had learned at AGB that many boards begin each meeting with an extended education session or an orientation on current issues and suggested that it might be useful to set regular times for such opportunities for the full Board of Regents. She stated that as Board President she would take the primary responsibility for setting the agenda for the retreat and would solicit input from each Regent on what they would consider helpful to discuss, or learn more about, at the retreat.

#### **H. Board of Regents Office – Structure, Staffing, and Research Support for Regents**

The Chair noted that Ms. Sanborn’s report on board structures and staffing had been submitted earlier that morning, and thus it might be premature to take action on any recommendations or findings, though the Chair certainly welcomed discussion about how other institutions support and staff their oversight boards. The Chair pointed out that there was a notable difference between public and private institutions, both in the number of board members and in the size of their staffs. The Chair further noted that UNM has fewer staff than most boards/oversight committees and postulated that there seemed to be a good reason for boards to have their own staff, independent of administrative staff. The Chair opened the floor for further discussion.

President Stokes agreed there was indeed a wide range of ways for boards to operate, as well as how they relate to and interact with institutions and institutional staff. She asked the Chair if there had been a specific incident or project that had prompted such a conversation about the inadequacy of administrative staffing in the first place, and requested more information on what needs of the Regents were not being met under the current relationship with the administration and administrative staff. She noted that there had always been a good relationship between the Regents and the President’s office—that there were many ways to ensure tasks are completed—and that the current collaborative relationship between the two entities was conducive to getting work done. President Stokes asked what the Regents were hoping their own staff might accomplish that administrative staff could not or did not.

Regent Ko welcomed the question and stated that he believed the Regents needed their own secretary—in addition to the tasks already performed by Ms. Reviere—as part of best practices.

He said he thought the conversation had been sparked by a desire by the Board of Regents to be more pro-active on projects that exceeded the bandwidth of their current lone staff member, and that a dedicated staffer would ensure continuity in best practices.

President Stokes reiterated that communication and collaboration were essential to the relationship between the Regents and the administration and affirmed her belief that without communication or collaboration, their relationship would collapse, to the detriment of the university. She again asked the Chair or the members of the committee to clarify what was not working in the current Regent/administrative relationship. She asked if perhaps there was a perception that the administration was driving the Regent's agenda?

The Chair responded that, yes, the Regents and the administration *do* have a good working relationship, but one that he believes is also substantially imperfect because, in the view of the Chair, the relationship is unequal. The Chair said that he did not believe the Regents were always given adequate opportunities to provide input on substantive issues at The University of New Mexico, and that independent staff could assist the Board in better articulating their concerns. He also thought having independent staff dedicated to researching issues might give the Board a better idea of how to approach difficult issues by providing "outside the box" thinking on a particular issue.

President Stokes again asked the Chair for an example.

The Chair pointed to Ms. Sanborn's report on regent staffing/support at other institutions as one example of a more "independent" analysis. The Chair noted that the Regents had once considered creating a mental health dashboard but had abandoned the idea when there appeared to be reluctance from the administration. Had the Regents had their own staff, they might perhaps have moved forward with such a dashboard. "This is an issue where having staff would make a difference for us," the Chairman explained, "where it might be something that doesn't necessarily line up with the administration's priorities." The Chair stressed that he was not advocating for a staff of twenty, but rather "just a couple" who could undertake research and other work on behalf of the Regents.

President Stokes expressed disappointment that she had not heard this concern expressed before, or had these examples brought to her attention. She empathized with the Chair's desire to see the Regents more fully engaged, but expressed the concern that an independent staff would actually discourage collaboration between the Regents and the administration, by making each more separate from the other.

The Chair suggested that such independence was, in fact, desirable, and that Regents were appointed precisely *because of* their individual values and what those values bring to the state and the university. As another example of differing priorities, the Chair mentioned that he had floated the idea of doubling the size of the College of Nursing and the School of Medicine and expressed his frustration that the suggestion seemed to be "shut down" by administrative staff before it could advance any further. In his opinion, it would be better to ask for an independent assessment of such a proposal, rather than ask someone directly affected by the decision to prepare such an analysis. If such a thorough and independent analysis could be prepared, posited

the Chair, it would make it easier to determine the feasibility of such a proposal, including whether it should even be advanced to the committee or full Board for consideration in the first place.

Provost Holloway noted that thorough studies are complicated creatures, and that in most instances, an outside consultant who specialized in any particular issue would be hired and tasked with preparing such a report. It is unlikely, he added, that a single staffer would have expertise in such a wide variety of issues to prepare the kind of report envisioned by the Chair. Regent Tackett shared the Provost's concern that a "generic researcher" would not have adequate depth of expertise and, in her experience, such reports had traditionally been in the domain of special consultants.

The Chair did not disagree and suggested that instead of hiring permanent staff, the Regents might have a larger budget to hire special consultants to prepare such materials. The Chair repeated his frustration with having to ask stakeholders from administrative staff to prepare such reports, as they may have a vested interest in a particular outcome. He was also sympathetic to the time it takes to prepare a substantive report, which can often make it impossible for sitting faculty to do such work, in addition to their other responsibilities.

Regent Rael expressed a similar concern that the Board had, at times, been unable to explore far-reaching strategic issues for a lack of deep-drill research and the kind of analysis that an independent researcher could provide. In her view, the Board did not have true independence because its information relied on an internal perspective, whereas Regents face both internal and external pressures; as a result, she felt that the Board was unable to thoroughly evaluate and debate issues.

President Stokes took issue with the assertion that materials provided by administrative staff were mostly providing an internal perspective; Regent Rael withdrew that particular adjective. Continuing, President Stokes maintained that UNM administration, faculty, and staff stay up to date on higher education policies and trends and therefore may always be relied on to bring an 'external' perspective to any work provided for the Regents. She also mused that it was much more helpful when the Regents as a body determined the overall goals for her and her administration, rather than having specific priorities or mandates issued by single Regents.

The Chair agreed that the Regents had perhaps not always done an adequate job setting clear standards and clear guidelines for the president, but added that he, as a Regent, had not always been clear on what priorities to advance because he did not always feel he had enough information—and thus it would be helpful for the Board to have an outside, independent evaluator.

Regent Ko supported the Chair in this suggestion, stressing that he believed a Regent staff would increase collaboration—and would, in fact, allow the Board to be more introspective and take its time in determining its internal expectations and ask questions like *What are the committees doing well? Are they focusing on the right things?* He stated that he believed staff would provide the necessary infrastructure for such self-examination.

President Stokes pointed out that *most* bodies at a university would similarly argue that they do not have adequate staff or adequate help, and that it was unfair to assert there was a single best practice for staffing or for determining the size of administering board; rather, she preferred to look at which approaches work best for UNM—and that everyone involved should remain open to different options.

Regent Ko responded that in his experience with other institutions at AGB, he believed that a Secretary for the Board would be seen as a best practice—and when he was asked why UNM did not have an independent secretary, he was at a loss to explain exactly why.

President Stokes said she understood very well where AGB was coming from, but continued to believe there was no single off-the-shelf model that would work for every single institution. She implored the committee not to make any final decisions on staffing at its meeting today, and to continue to listen to input from others.

The Chair agreed there may be different ways to approach staffing and asked Ms. Reviere what roles and responsibilities might be needed for additional staff.

Ms. Reviere said it was difficult to describe her position beyond being a jack of all trades--but that there was plenty of work to be done, from day-to-day operations to planning three to six months down the road. She suggested it might be helpful to have a workhorse as well as someone who could focus on anticipating and facilitating longer-term objectives—such as budget cycle planning and optimizing resources for regents—and not just day-to-day work.

At this point, General Counsel suggested that, when it came to staffing, there were two different concerns to address: operations and strategy. Counsel agreed that operations was being handled well with Ms. Reviere, but the strategy piece was not something that was being addressed by staff, and perhaps *should not* be addressed by staff.

The Chair asked for further clarification on what a board secretary would do. Counsel stated that it was important to look at boards set up in a similar manner to UNM, where Regents are appointed, which limits their time and their bandwidth. Further, she noted that most boards with secretaries are larger than UNM's Board of Regents. She explained that, in her experience, larger boards tend to have a chief of staff who serve the president or chair of the Board, and who oversees all researchers, contractors, and support staff. Counsel described this position as a 'bridge' to enhance the relationship between the Board and the Administration.

Regent Tackett also asked for more information on the Board's specific needs, wanting a better understanding of what the concerns were about current goals and objectives that were not being met, and what the board's short- and long-term needs might be.

Teresa Costantinidis expressed concern about making the Regent Secretary the conduit between the Administration and the Board. The Chair responded that it was his intention that there would be plenty of direct contact between the Board and the Administration—that a Regent Secretary would not be the sole source of information or lone point of contact, but that he liked the idea of having an independent staff to advise the Regents.



The Chair asked for suggestions on how to proceed. Regent Rael suggested the committee discuss the matter during the Regent retreat and draft a resolution, as appropriate. More discussion ensued, including a suggestion from Regent Ko that it would be helpful to have a job description for a Regent Secretary, and a reminder from VP Costantinidis that a draft budget for the position would be useful, as well as a proposed source of revenue or funding to pay for such a position or positions.

The Committee generally agreed—though without a formal motion or vote—to proceed with a proposal for the new position, ideally to be drafted by Liberty Sanborn, to use as a point of further conversation.

## **I. Regents' Policy Manual (RPM) Items**

### **1. Board of Regents Office—structure, staffing, and research support for the Regents, including review of RPM 1.2, with a focus on Board committee structure and staffing, the establishment of standing committees, and the process for setting the agendas for the Board as a whole and for committees.**

General discussion focused mainly on the process for setting committee agendas, and the need for clarifying RPM 1.2 on how items are officially referred out of the committee to the board. There was also a question of where Athletics might fit in this process.

### **2. Statement of the Mission of the University**

The Chair expressed some concern that there were perhaps too many different versions of the mission statement in too many different places. He was particularly anxious that the mission statement recently approved by the entire Board of Regents may have been approved without what he considered adequate input from the Board.

### **3. Discussion and Recommendation Regarding Administrative authority to make minor changes to policy manual language.**

The consensus among the committee was that the Regents need to maintain authority over their own Regent Policy Manual language and should begin the process by reviewing all the language in the manual. VP Costantinidis suggested that if the intention was to avoid repetition or minutiae, she would have her department do an audit of the language and report back to the committee with any necessary changes to tighten up the current language.

### **4. Transparency in Memberships and work of the University collective action agencies**

The Chair suggested that it might be helpful to set up a website listing all the taskforces, groups, and memberships the Regents are involved with. The President suggested that she would take the lead on this issue and discuss with leadership the best mechanism for ensuring transparency.

## **5. Relationship Between Regents and University-affiliated Agencies**

Regent Rael noted that the Regents had, at one point, undertaken an inventory of university-affiliated agencies, but that this list had not been fully reviewed to see if there were any issues, concerns, or conflicts of interest. Counsel agreed to review, and update, the current inventory.

## **6. Relationship between Regents, Administration, and University Counsel**

The committee deliberated several questions—namely, what happens in the event of a conflict between the Regents and President? Who represents who? The Chair asked Counsel for some background on university counsels, including how they are structured and who they report to.

The President stressed that Counsel reports to both the Regents and the President, regardless of whether this is stated explicitly. She also noted that both Audit and Compliance have similar dual reporting structures, in that they support both the President and the Regents, though they each *report* to the president. The Chair suggested this was a topic worthy of further conversation.

### **J. Vote to Close Meeting and Proceed to Executive Session**

At 3:54 p.m., the Governance Committee moved into closed session.

### **K. Reconvene from Closed Session and Adjournment**

The Committee reconvened at 4:35 p.m. Regent Rael moved to adjourn. Regent Ko seconded the motion.

**The Governance Committee adjourned at 4:36 p.m.**

MINUTES  
UNM Board of Regents  
Governance Committee  
May 3, 2023  
Scholes Hall, Roberts Room

**Committee Members in Attendance**

Regent Rob Schwartz, Chair  
Regent, Randy Ko, Vice Chair  
Regent Kim Sanchez Rael (*on Zoom*)  
Regent Paula Tackett, Non-Voting Advising Member

**Administration**

Garnett S. Stokes, President  
James Holloway, Provost  
Terry Babbitt, Chief of Staff, Office of the President  
Loretta Martinez, General Counsel  
Kevin Stevenson, co-Assistant VP for Human Resources

**Supporting Staff**

Mallory Reviere  
Brian Jones

**I. Call to Order and Confirmation of a Quorum (1:03 p.m.)**

The Chair called the meeting to order and noted the presence of a quorum at 1:03 p.m.

**II. Adoption of the Agenda**

The agenda was adopted by unanimous consent.

**III. Vote to close the meeting and proceed to Executive Session (1:03 p.m.)**

The Chair suggested the consideration of Agenda Item III, to close the meeting and move into Executive Session for 30 minutes for discussions of limited personnel matters as described in the agenda.

Motion to move to closed executive session: Regent Ko

Seconded: Chair Schwartz

**Motion approved by vote of 3-0.**

The committee moved into closed executive session.

The committee returned from closed executive session at 1:29 p.m.

**IV. Vote to re-open the meeting**

Motion to return to open session: Regent Ko

Seconded: Chair Schwartz

Motion Approved by a vote of 2-0-1

The Chair certified that the committee had completed only its closed session work as described in Agenda Item III.

**V. Approval of Minutes of the April, 5, 2023 meeting**

Mr. Jones apologized that minutes were not yet available but would be available for review and consideration before the next meeting of the committee.

**VI. Comments**

The Chair opened the floor for comments from the Board and from the public. Hearing none, he moved on to Agenda Item VII.

**VII. Discussion and Possible Action for Recommendation to Full Board on Several Items**

**a. Review/Recommend/Revise BOR and Committee Meeting Schedule for 2023-2024 Academic Year**

The Chair began by noting that the Governance Committee had not been scheduled for rotations in May and December because of its previous status as an *ad hoc* committee. Now that it has attained status as a standing committee, the Chair proposed scheduling meetings for December 6 and April 30. To the issue of the status of the Committee of the Whole, the Chair recommended scheduling a session around the annual budget meeting, usually in May.

The Chair opened the floor for discussion.

Regent Tackett suggested the Committee of the Whole meet in January or late December. Regent Rael recommended this as an issue to be discussed at the Regent retreat and suggested that while she was receptive to the two additional meeting dates, she was concerned that choosing January for the Committee of the Whole was too late. She suggested perhaps coordinating with legislative priorities but looked forward to discussing the matter at the Regent retreat for more input from Board members.

After further conversation, the Chair moved to schedule two additional Governance Committee meetings, one on Wednesday, December 6, 2023, and the other on Wednesday, May 1, 2024. The dates were added to the committee meeting calendar without objection.

## **b. Board of Regents Office - Structure and Staffing – Establishing Duties of a Regent Secretary**

The Chair opened the floor for discussion re: adding a new section to the Regents Policy Manual to establish the position of a Regent Secretary—or, more officially, a “Director of Board Relations.”

Regent Tackett began by stating she was supportive of providing Ms. Reviere with additional assistance, but was concerned about establishing a new position, saying it was unclear what responsibilities were being articulated in the proposed language. She asked for further clarification on how such a position would be funded, and for a more detailed description of the responsibilities of the position. She asked if this could be a topic of discussion at the upcoming retreat.

The Chair took the opportunity to explain his vision for the new position, saying he was open to revising the title and better describing the duties. He stated that, ideally, he wanted a higher education professional who understood how Regents and governing boards operated—someone who can draft policy and procedures, rewrite charges for committees, and perform the kind of work the Regents have neither the bandwidth nor the background to adequately initiate or perform. He also noted that the position would speak on behalf of the entire Board, not just one Regent or the Chair, and would also serve as the Board’s liaison with the AGB and the university. Their duties would *not* overlap with the position dedicated to the daily operations of the Regents.

The Chair further explained that he envisioned this position as a confidant to the Board, who could advise the Board on its responsibilities and how it should interact with administrative positions, including legal counsel. Such a position, he concluded, would be obligated solely to the Board, making the Regents more effective, much more aligned with best practices, and more consistent with the organization of other governing boards.

He acknowledged that finding space within the budget to pay for such a position was a major issue but felt confident that it would be part of the Regents’ budget.

Regent Ko thanked the Chair and acknowledged that it was important to have this conversation. He agreed with the Chair that there were some aspects missing in the current staffing, such as consistency in developing committee agendas and the taking of minutes. He hoped the new position would support and enhance the already collaborative relationship between the Regents and the President of the University.

Regent Rael stated that she wanted to hear the perspectives of all members but did not disagree with any of the issues that Regents Schwartz and Ko had raised.

President Stokes said that she, too, wanted more input on the proposed position, especially from members of the administration who are regularly involved with supporting the Regents. She said she could see value in having a Regent Secretary, especially as it may ingrain consistency in

processes and procedures. She questioned how such a position would be structured and how it would relate to both the Regents and the administration.

The President appreciated that one of the stated goals for the position is to create a stronger relationship between the Regents and the administration but questioned the timing and process for creating such a position. She pointed out that there were many other places on campus that were also understaffed but lacked the resources to fill vital existing positions. She suggested that the creation of, and expenditure for, new staff for the Regents might raise questions about the best use of limited financial resources, especially when there has not been a raise in tuition to provide additional revenue. Ultimately, the President suggested that the question was one of balancing competing needs.

The Provost agreed that it would be vital to “rationalize and normalize” the way in which the Regents do business, and that having a dedicated staff for this could indeed be one way to address these issues. However, he also reiterated the president’s point that there were many places on campus with staff shortages and it would be difficult to balance funding (for example) for an existing, but vacant, advisor position in the computer science department versus a new Regent administrator.

Mr. Babbitt agreed it was important for any new positions to support and strengthen communication and collaboration but stressed the need to be sensitive to the budget process and limitations. He asked whether the funding for this position—or positions—would be part of the BLT process. He also suggested it would not be necessary to be overly prescriptive in the job description, but rather that it might be helpful to specify areas where the Regents believed they needed special assistance, such as in the development and drafting of Regents’ policy.

Counsel clarified that the new position would likely *not* serve as a spokesperson, as the Chair of the Board and the University President are traditionally the spokespeople for the University.

Chair Schwartz noted that it was *not* the intent of the committee to suggest that the Regent administrator would serve as the official spokesperson. Rather, the administrator would serve as the primary go-between with the Board of Regents and anyone interacting with them—which, he explained, would make the Board more effective, with a better sense of its role and obligations. A Regent administrator, he suggested, would be *the* expert on the operations, administration, process, and policies of the Board, which would more than return its costs. The Chair stated frankly that he believed the Board should not let concerns about the costs of the position impede progress in creating it. He encouraged the Board to strongly consider having one staff member responsible for administrative work, and another responsible for the professional work of the Board.

Chair Schwartz introduces a new Regents’ Policy for consideration, Section 1.9 language (*attached*) as model language for establishing a Regent administrator but noted that he was open to modifying the language, as needed.

Regent Tackett said she was concerned that the Board had looked mostly at larger schools and school systems, like Chicago or New York, for examples of how Regents relate to staff, and

asked if any studies were available on staff support for Regents in small or mid-sized institutions that were more similar in size to UNM. Ultimately, Regent Tackett asked whether the position could be structured a bit differently—or, at least, described much more deliberately.

Chair Schwartz indicated he preferred consensus on the creation of the position first and, at the moment, it did not sound like there was such consensus. He suggested adding it to the agenda for the Regent retreat, as the matter had not yet been the subject of substantive discussion.

Regent Ko disagreed that the issue had not been adequately discussed and expressed concern that there would never be a “right time” to finalize the matter.

Mr. Babbitt responded that there would be the opportunity to hire a staff member to cover Ms. Reviere while she was on month long annual leave during August and September, which would provide an opportunity to bring in staff who may not only fill her role but perhaps also meet some of the other needs articulated by the committee. He proposed that hiring could begin without the proposed draft new policy Section 1.9.

Regent Rael made it clear that she did not want to fill Ms. Reviere’s position on an interim basis until a new position could be created—she preferred transitioning directly from the current position to the new one and urged that any new job description posted for Ms. Reviere’s position reflect the new duties more closely resembling a Regent Secretary.

Mr. Stevenson said that he would work with the Regents to create a job description to reflect what the Regents are currently looking for in their staffing needs, and to ensure any description reflected the necessary job skills..

Ms. Costantinidis stated that, in her opinion, it would be better to draft a job description for the committee to review rather than add new language to the Regents’ Policy Manual. Regent Schwartz questioned that approach, saying he believed any new duties should be articulated in the Regents’ Policy Manual, and formally approved, before writing the job description.

Regent Rael proposed making a motion to advance such changes to the Regents’ Policy Manual for consideration by the full Board of Regents at its next meeting.

Motion to submit to the full Board of Regents proposed new Regents’ Policy 1.9 re: Board supporting staff: Regent Rael

Seconded: Vice Chair Ko

**Motion Approved unanimously in the affirmative by voice vote.**

### **c. Regent Policy Manual, Section 2.16: Legal Services for the University**

Chair Schwartz opened the discussion by noting that he believed UNM’s current structure for appointing university counsel for the institution did not reflect mainstream thinking, explaining that he believed the standard practice was for both the president and the regents to be involved in the appointment of counsel. He also noted that there were some institutions where the president and the regents each had their *own* counsel.

The Chair explained that the draft revised policy language before the committee (*attached*) proposed that general counsel be appointed by the president and formally confirmed by the regents. This would maintain the president’s appointment authority but would subject that appointment to the “advice and consent” of the regents. The Chair suggested that this relationship continues to encourage collaboration and coordination between the president and the regents, for a position that reports to both of them.

President Stokes pointed out that Counsel was the very first position she hired when she began her tenure in 2018, and that the search committee was chaired and co-chaired by regents—and thus the current selection process is already entirely collaborative. She noted that the selection and hiring process was similar for leadership positions in audit and compliance, both of which also report to both the president and the regents. Given that the current search and hiring protocols reflect a collaborative approach by the president and the regents, President Stokes asked for further insight as to why the current process needed to be adjusted.

Regent Schwartz said he believed that such an adjustment was necessary because Counsel reports to both the president and the regents. President Stokes noted again that the heads of audit and compliance also report to both the president and the regents, and she questioned why, in the event of a conflict between the regents and the president, counsel defaulted to representing the regents while the president was authorized to hire outside representation. Counsel responded that there are special rules when the client is an “organization” and that this divided representation in the event of conflict is not unusual.

Regent Rael expressed surprise that the Regents Policy Manual did not already impose such an “advise and consent” structure and moved that the amended policy be advanced to the full board for consideration.

Motion to submit to the full Board of Regents revised Regents Policy 2.16 re: Legal Services for the University: Regent Rael

Seconded: Vice Chair Ko

**Motion Approved unanimously in the affirmative by voice vote.**

## **VIII. Discussion Items**

- a. Future Meeting Dates**
- b. Review Workplan for Governance Committee**

The committee reviewed these two items simultaneously, with potential agenda items suggested for each proposed meeting date. Chair Schwartz indicated he was flexible on the content of the agenda items and would be willing to move items up or down.

President Stokes requested clarification on the August 2 agenda related to the process for selecting key administrators. Chair Schwartz explained that this referred to a confirmation process by the Regents for an “advise and consent” role similar to the structure just imposed for the selection of Legal Counsel (see above). The President asked for time to review the suggested



agenda items. Regent Schwartz agreed that it was an item that may need to be postponed for further consideration.

### **c. Regent Retreat Planning – Update**

Regent Rael addressed the committee to update members on the planned retreat. She noted that she has collected input from the full Board and, based on that input, has selected for topic areas for the retreat. They are:

- Strategy & Fiscal Policy – including a discussion of the budget process and the macroenvironment in higher education for the next decade;
- Student Success – including student wellness, safety, alignment with student mobility and jobs;
- Athletics – including a better understanding of “all the moving pieces”; and
- Governance – an exploration of committee structure and charter, the overall role of the regents, and precisely what is meant by “bridge and buffer.”

Regent Rael explained that no specific time slots had been selected for each item, but asked if committee members had any additional items to place on the list. Hearing none, the discussion of the item was concluded.

### **IX. Closing Comments**

There were no closing comments.

### **X. Adjourn**

Motion to Adjourn: Chairman Schwartz

Seconded: Vice Chair Ko

**Motion approved on unanimous voice vote.**

**The Governance Committee adjourned at 3:14 p.m.**

GOVERNANCE COMMITTEE  
UNM BOARD OF REGENTS – 2023-24 WORK PLAN (TENTATIVE)

**APRIL 5, 2023**

- BOR Staffing
- Regent orientation

**MAY 3, 2023**

- BOR staffing/1.9 (final)
- Legal Counsel/2.16 (final) --- ditto
- Workplan for 2023-24  
--setting priorities for the committee

Retreat announcements

**AUGUST 2, 2023 --- No Meeting**

- Review of committee charges (initial)
- Review of policies relating to affiliated entities (initial)
- Process for selecting key administrators (initial)
- Review of AGB Checklist for compliance (final, with action)

**OCTOBER 18, 2023 --- No Meeting**

- Review of committee charges (final)
- Review of policies relating to affiliated entities (final)
- Review of RPM 1.1 and Mission (initial)
- Choose focus areas of RPM; establish 5-year review cycle for RPM

**DECEMBER 6, 2023**

- Review of RPM 1.1 and Mission
- BOR Procedure at full meetings and committee meetings (initial)
- Creation of BOR Portal and dashboards (initial)

**FEBRUARY 7, 2024**

- Review RPM 1.1 and Mission
- BOR Procedure at full meetings and committee meetings (final?)
- Evaluation of initial portal and dashboards
- Retreat Planning

**MARCH 6, 2024**

- Self evaluation of BOR  
--evaluation of effectiveness of Board as a whole  
--evaluation and suggestions for individual members

**MAY 1, 2024**

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## Regents' Policy Manual - Section 1.2: Structure of the Board of Regents

**Adopted Date: 09-12-1996**

**Amended: 09-09-2003**

**Amended: 08-10-2004**

**Amended: 12-14-2004**

**Amended: 03-14-2005**

**Amended: 10-10-2006**

**Amended: 12-14-2010**

**Amended: 09-12-2014**

**Amended: 06-12-2015**

**Amended: 08-14-2015**

**Amended: 03-14-2016**

**Amended: 02-16-2021**

**Amended: 10-19-2021**

### Appointment of Members

The Board of Regents is composed of seven (7) members who are appointed by the Governor of New Mexico, with the consent of the Senate, for staggered terms of six (6) years except for the student regent who is appointed for a two (2)-year term. The Governor and the Secretary of Education are designated as ex-officio, non-voting members, and the Presidents of the Faculty Senate, Staff Council, Associated Students of the University of New Mexico, Graduate and Professional Student Association, Alumni Association, UNM Retiree Association, UNM Parent Association, and the Chair of the UNM Foundation are non-voting advisors.

### Removal of Members

Members of the Board of Regents shall not be removed except for incompetence, neglect of duty, or malfeasance in office. A member may not be removed without notice of hearing and an opportunity to be heard. The New Mexico Supreme Court has original jurisdiction over proceedings to remove a member of the Board of Regents in accordance with such rules as the Court may promulgate, and its decision in such matters is final.

### Officers

The Board of Regents is required by statute to meet in Albuquerque on the second Monday in March of each year to elect a president, who shall be chair of the Board of Regents, and a secretary-treasurer. At this time the Board shall also elect a vice chair. The Chair presides at all meetings of the Board and signs all instruments required to be executed by the Board. When the Chair of the Board of Regents is absent, the Board of Regents hereby appoints the Vice-Chair to serve as chair pro tem.

### Compensation

Members of the Board are not remunerated for their services, except for the student regent, who is eligible for a leadership stipend. Regents are eligible for travel reimbursement, pursuant to the University's travel reimbursement policies. (See, [RPM 7.7](#) and [UAP 4030](#).)

### Conflict of Interest

Members of the Board are subject to the "Regent Code of Conduct and Conflicts of Interest Policy." ([See, RPM 1.8.](#))

## Orientation of New Members

When a new member is appointed to the Board, the member may choose to receive hard copies of the Faculty Handbook and the Regents' Policy Manual, or elect to access the manuals online at <http://handbook.unm.edu> and at <http://policy.unm.edu/regents-policies/index.html>, respectively. New members also will receive a compilation of current New Mexico statutes pertaining to the Regents. The President and Chair of the Board of Regents will arrange briefing sessions for newly appointed Regents.

## Standing Committees

In order to facilitate the work of the Board of Regents, the Chair of the Board of Regents appoints members to standing committees each year and appoints chairs and vice-chairs of each committee. The Chair of the Board of Regents may become a self-appointed member of any standing committee. The Chair of the Board of Regents shall consult with the Board of Regents concerning such appointments to committees.

Consistent with the requirements of the University Research Park and Economic Development Act ("URPEDA"), the Chair of the Board of Regents nominates members to serve on the various boards of directors of URPEDA corporations in which the University is a member following the approved bylaws of each URPEDA corporation and nominees will be appointed to each such Board upon the vote of a majority of the Regents.

The standing committees of the Board of Regents are Audit and Compliance; Finance and Facilities; Student Success, Teaching and Research; Governance; and the Health Sciences Center (HSC). The Chair of the Board of Regents may name other standing committees with the consent of the Board of Regents.

Each standing committee shall consist of three (3) Regent members. A quorum of a Regents' committee consists of a majority of the appointed members of that committee. The Chair of the Board of Regents may self-designate, or designate other Regents to serve as alternate voting members of standing committees or boards when the Regent members are not present.

Each standing committee shall have a designated vice-chair responsible for assisting the chair of the committee. The chair of each committee shall be responsible for preparing the agenda for the committee meetings, in consultation with the University President, the Chair of the Board of Regents, and committee staff. The University President may submit agenda items for the committee to the Chair of the Board of Regents and the chair of the committee. Action items for the Board of Regents are typically reviewed first by a standing committee.

The duties and responsibilities of the HSC Committee are set forth in [RPM 3.5](#). The duties and responsibilities of the Audit and Compliance Committee are set forth in [RPM 7.3](#). The other standing committees' duties and functions are determined by the Board of Regents, and shall include at least gathering information; conferring with members of the administration, faculty, staff, student body, and public on the topics within the committees' duties; and making recommendations for action by the Board of Regents. The chairs of the standing committees (or vice-chairs in the absence of the chairs) shall report the committee recommendations to the Board of Regents at its meetings. Standing committees do not constitute a quorum of the Board of Regents and have no authority to act for the Board of Regents except with regard to disposal of surplus property per [RPM 7.9](#). All standing committees will abide by the New Mexico Open Meetings Act, except that in addition to the exclusions listed in the Act, the standing committees may close meetings, when less than a quorum of the Board of Regents is present, in the following instances: (1) to meet with internal or external auditors to discuss any examination or audit prior to the release of an audit report; and/or (2) to meet with attorneys from the Office of University Counsel and/or hired outside counsel to discuss any matter that is protected by the attorney-client privilege.

## Consent Agenda Matters

Certain matters, or categories of matters, may be referred by the Board of Regents for discussion and recommendation by a standing committee and thereafter placed on the Board of Regents' consent agenda for approval by the Board of Regents without further discussion. All matters, or categories of matters, within the subject matters regularly assigned to a standing committee shall be deemed to have been referred by the Board to that standing committee. Upon request, any member of the Board of Regents shall have the right to remove an item from the Board's consent agenda and place the item on the Board's regular agenda for discussion.

## Ad Hoc Committees

From time to time the Chair of the Board may appoint ad hoc committees consisting of two (2) or three (3) Regent members to gather information and make recommendations to the Board of Regents about specified matters. Public notice of such meetings will be given and public attendance and participation permitted as deemed appropriate by the committee chair.

## Quorum for Meetings of the Board

Four (4) of the seven (7) members of the Board shall constitute a quorum for the transaction of business.

## Agenda for Meetings

Items are typically considered by the appropriate Board of Regents' committee before going to the full Board of Regents. The University President is responsible for preparation of the written agenda for Board of Regents meetings; the President consults with the Chair of the Board of Regents about each agenda. Copies of the agenda are distributed to the Regents, the University President, other administrators, representatives of the news media, other interested parties, and posted on the University's website.

Additions to the agenda may not be made less than seventy-two (72) hours prior to the meeting, except in the case of an emergency as defined in the Open Meetings Act. The Board of Regents will consider such emergency changes to the agenda at the beginning of each meeting, but once the Board of Regents formally approves the agenda, it will be followed.

Persons or groups wishing to place an item on the agenda of the Board of Regents, whether for possible Board of Regents' action or for purposes of addressing the Board of Regents about an item, must submit a letter to that effect to the Chair of the Board of Regents via the University President normally not less than ten (10) business days prior to the scheduled meeting. Final decisions to place items on the agenda or to refer items to committee will be rendered by the Chair of the Board of Regents after consultation with the University President.

## Conduct of Meetings

Parliamentary procedure shall be governed by the most current revision of Roberts' Rules of Order, except that New Mexico law or other applicable Regents' policies will govern if there is a conflict with Roberts' Rules of Order.

## References

N.M. Const, art. XII, § 13 ("Board of regents")

N.M. STAT. ANN. §§ 21-1-9 ("Expenses of members of boards of regents"), 21-1-13 ("Ex officio board memberships of governor and superintendent of public instruction"), 21-7-5 ("Annual organization meeting of board; election of officers; bond of secretary-treasurer; conditions"), 21-7-6 ("President; secretary and treasurer; duties and powers") (1978)