

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.**