

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.**