

THE UNIVERSITY OF NEW MEXICO BOARD OF REGENTS
GOVERNANCE COMMITTEE
Special Meeting
February 7, 2024—10:00 a.m.

SUMMARY AND MINUTES
Unofficial until approved by the Committee

Committee Members President

Regent Rob Schwartz, Chair
Regent Randy Ko, Vice Chair
Regent Kim Sanchez Rael, Board President, *ex officio*
Regent Paula Tackett

Administration

Garnett S. Stokes, President
James Holloway, Provost
Teresa Costantinidis, EVP, Finance & Administration
Loretta Martinez, Counsel
Scot Sauder, Deputy Counsel, HSC
Terry Babbitt, Chief of Staff to President Stokes

Staff

Emily Morelli, Secretary of the Board
Brian Jones, Minutes
Mallory Reviere

In attendance

Rebecca Napier, VP, Finance, HSC
Kevin Stevenson, VP, Human Resources
Shawna Wolfe, ISS
Victor Griego, Internal Audit
Sidney Mason Coon, Policy Office

Grace Faustino, President, Staff Council
Nancy Middlebrook, University Secretary

1. Call to Order and Confirmation of a Quorum (10:07 a.m.)

Chair Schwartz noted that a quorum was present and called the meeting to order at 10:07 a.m.

2. Adoption of the Agenda (10:08 a.m.)

Motion to adopt the agenda: Regent Tackett

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Seconded: Regent Ko

Motion adopted by unanimous consent.

3. Approval of Minutes

Regent Rael noted the absence of the word “issues” after the word “immediate” on page 1, line 2, and asked for the insertion of the word. Regent Rael also asked that in the final two lines on page 3, the term “an absolute non-negotiable” be struck and “absolutely non-negotiable” be inserted in its place.

Motion to approve the minutes, as modified: Regent Ko

Seconded: Regent Tackett

By unanimous voice vote, the modified minutes were approved.

4. Regents Comments

None.

5. Public Comment

None.

6. Action Item: Regents Committees Structure (RPM 1.2)

Regent Rael introduced a resolution, the result of a working group, regarding regent committee structure and schedule, which proposed to pilot a new structure for doing business in Regent committees for one year, beginning in March 2024. The intent is to consolidate committee meetings into fewer days so Regents are not spread thin, and have more time to work on substantive issues. Under this proposal, committees would meet for a day and half She stressed again that the pilot was intended to last for one year, with a review in March 2025, and the hope was to involve the Committee as a Whole, so all members would be involved.

Regent Rael also noted that there had been a substantive discussion regarding how much lead time there should be between committee days and meetings of the full board. The working group had recommended committees meet two weeks before each full board meeting, so any substantive issues that may need action before the next board meeting could be resolved, and that this proposal adopts that timeline.

EVP Costantinidis, a member of working group, noted that the recommendation to reduce meetings to committee day also suggested e-mailing presentations and reports to regents in an effort to get items off the docket.

Regent Rael agreed and explained that there were still details to be worked out, but she wanted the committee to approve the resolution to get the new structure into place quickly—details

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could be managed as the Regents determine in real time what is and isn't working. She also pointed out that this would permit more work student sessions on substantive issues. Regent Rael did acknowledge that major events, such as endowed professorships, would go straight to the full board, rather than through the committees, given their importance.

Counsel inquired whether the pilot program also included changes to committee charters and other infrastructure issues.

Regent Rael responded that one of the purposes of the pilot program was to eliminate redundancy, which would guide the Regents in their review of committee charters—but she hastened to add that she did not want to get bogged down in policy revisions while testing the infrastructure for the year.

President Stokes expressed her support for the pilot project, applauding the strategy to eliminate redundancy—especially among the SSTRR, F&F, and HSC committees—and thanked Regent Rael for ensuring the administration was looped in on the process.

Regent Rael thanked the president for her support and said she had given careful thought to the HSC committee, as the issues considered could often be complex and required more time than other committees. For this reason, she supported having those substantive issues rise to the level of the full board, the Committee of the Whole, so they could be dealt with as a group.

At this point, Regent Rael and Provost Holloway engaged in a brief conversation about the distribution of materials, the timing for reviewing such materials, and whether the Regents and Administration would have a working dinner between the first and second days of the meetings. Counsel eventually interjected to note that the resolution would not be quite that specific. Regent Rael thanked Counsel for her guidance and reiterated her desire to move quickly on committee acceptance of the resolution to put the new structure in place.

The Chair informed the committee that he was opposed to the resolution and had several concerns.

The Chair first acknowledged that there were things he liked about the resolution. He preferred operating through the Committee of the Whole was useful—and would, in fact, like to see it used more often—and applauded its usage in the resolution. He also liked giving Regents a longer time to review materials, even as he stressed he did not think the resolution needed to be approved today.

The Chair said he was particularly concerned that the new structure gave short shrift to big issues. He preferred that committees use their expertise to explore issues and then bring their recommendations to the full board, rather than have the entire board mull over issues as a collective. He expressed concern that moving the larger issues to the Committee of the Whole would result in the Regents having far too many materials to read and organize—no matter how

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efficient the new information portal might be—which would actually *preclude* all the Regents from participating in discussion and debate in a meaningful way.

Regent Tackett responded that under the proposal on the table, the committee chairs could still call meetings, as needed, but she strongly supported an approach that permitted all Regents to participate in discussions and decisions, especially those that might be contentious—“I like exposing *all* of us to *all* of these issues,” she said. Regent Tackett urged the committee to give the new structure a try—and if at any point the Regents thought the new process wasn’t working, they could simply go back to the former structure.

The Chair suggested that, instead, they increase the responsibilities of the Committee of the Whole while at the same time updating the portal through which they each received briefing materials and other information to ensure earlier access to information. The Regent Secretary informed the Chair that, at the moment, materials were being uploaded to Teams, where they could be made available quickly, until a new portal could be created.

The Chair again expressed his hopes that the committee would not move too quickly to abandon the current structure and that the Regents should instead sit more frequently as the Committee of the Whole. “We need *more* time and more discussion,” insisted the Chair. “I don’t think that shorter meetings and more detailed approaches are going to bring out the big ideas that *we* should be bringing.”

Regent Rael thanked the Chair for his suggestions and noted that she believed both she and the Chair agreed on the vital importance of the Committee of the Whole but disagreed on the most effective way for the Regents to do their jobs better as quickly as possible. She did not see any reason *not* to try a new structure for a defined period, after which they could either continue with the new structure or revert to the old one—whichever was working better. The intent, she stressed, was to get the work of the Regents done more *efficiently* so their fiduciary duties could be done more *effectively*.

The Chair continued to protest that he did not believe the committees would be able to function effectively under the proposed new structure. He suggested reforming their process “from the top down,” which the big questions asked at the Committee of the Whole, then referred down to the committees, where the more detailed work would be done.

Regent Ko informed the committee that he was “somewhere in the middle” of the suggested changes being proposed. He said he supported having the Board focus on the important topics in working sessions—but as a committee chair, he also appreciated that efficiency allowed the committees *more* time to tackle strategic issues. He asked if changes to the resolution to clarify the function of working sessions would alleviate the Chair’s concerns.

Mr. Babbitt suggested that he did not see the elevation of issues to the Committee of the Whole as a diminishment of the role of the committees. In fact, he suggested that Regent Rael’s approach would free up *more* time for committees to discuss issues, which could then be brought

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before the Committee of the Whole for further consideration—the flow of information would be both up and down.

There was some discussion about discretionary meetings and work sessions, and the Chair suggested the underlying resolution may need amending to reflect the nature of the conversations of the committee.

Regent Rael informed the committee that she wanted to address the matter sooner rather than later and stated that she intended to bring the matter to the full board for its consideration, regardless of whether the committee took any action or endorsed the resolution.

The Chair opposed this approach, stating that he believed the matter merited considerable discussion, and that moving the matter to the board without a committee recommendation would undercut the authority of the committee chairs, who set their agendas.

Regent Tackett said she supported sending the matter to the full board for discussion, even as she also indicated she would be open to amending the underlying resolution. Regent Ko also supported a discussion by the full board, though he was uncertain whether there was an action item. Regent Tackett thought it *could* be an action item and volunteered to work with Counsel on revising the language. President Stokes also asked for leadership to be involved in revising the language to reflect that agendas would still be set by chairs in consultation with the president.

The Chair suggested limiting the proposed changes to just a single committee. Regent Rael noted that this would be possible under the current resolution, without making it explicit policy. She further noted that many board members had expressed their frustration with the current structure and, as Board President, she did not want to continue with a structure that was not working.

Regent Ko asked for input from the administration and committee staff members. Counsel suggested that the resolution err on the side of being flexible, so that the Chairs, the president, and committee members could ad lib and revise in the name of efficiency, as needed. She suggested the language focus more on the concept, giving the Regents the opportunity to focus on the larger issues, rather than being straitjacketed from the outset by language that was too rigid.

The Chair asked for clarification, questioning whether a formal policy was needed. Did the committee chairs currently have the latitude to do what was being suggested? He admitted he liked the work being done by the Committee of the Whole and did not want to minimize the role of the committees but was willing to give the new structure a try.

Counsel recommended that, for purposes of transparency and buy-in, a resolution was appropriate and necessary. While the resolution was primarily procedural, she thought it was useful to have it written down and on the record.

The Provost agreed it was important to have the buy-in of the Regents, as it would call for the

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coordination of the agendas of the committees. He suggested that a consolidated agenda would be a good idea.

The Chair then asked if it was possible to get materials a week in advance, when they exist. Regent Rael thought that might result in some materials that are too old. Ms. Morelli noted that Regents sometimes receive incomplete briefing books; it should just be made clear that materials will be updated and labelled appropriately.

Regent Tackett asked if she could make a motion that the committee move this resolution, as modified by comments and discussion, to the full board as an action item at the next board meeting. The Chair reminded Regent Tackett that Regent Rael had already stated she would put in on the agenda for the next full board meeting, regardless of whether the committee made a recommendation. Regent Tackett said she would prefer to send it to the Board as an action item, but she would nevertheless like to give the Board an opportunity to discuss the item and vote on it.

The Chair asked if the committee intended to refer the item to the board with a recommendation. Regent Ko again asked for more input from those in attendance.

Mr. Griego pointed out that Internal Audit was unique in that it already sent its materials a week in advance—the agenda was prepared in house, in consultation with Counsel and the Chair.

Md. Faustino said she liked the big picture framework approach but was concerned about the timeframes being set for each meeting. She asked how long committee meeting was going to last, saying that one hour is NOT very long and that flexibility was needed.

Regent Tackett moved that the committee send the resolution to the full board, with no recommendation, since the language was presently being modified.

Regent Ko seconded the motion, then asked how the full Board would gauge whether the experiment was successful. Regent Rael said the board would use its regular self-assessment processes. Ms. Morelli added that the AGB self-assessment tool was also available.

Counsel then noted that she could bring the committee a new resolution for review by the Board, capturing the conversation of the committee, but with no attachments needed.

Motion to send the resolution to the full board, with no recommendation: Regent Tackett

Seconded: Regent Ko.

Motion Approved 2-0 by voice vote, with the Chair abstaining.

While the Chair noted that he had abstained in the final vote, he very much wanted the proposed changes in structure and process to work. Regent Rael asked the Chair, and all committee members, to bring to the full Board a list of the big issues the Board frequently wrestles with,

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and whether this new structure helps address those big issues. The Chair said he would gladly do that.

7. Closing Comments

None.

8. Adjournment (11:59 a.m.)

Motion to Adjourn: Regent Ko

Seconded: Regent Tackett

Motion Approved 2-1. Voting aye: Regents Ko and Tackett. Voting no: Chair Schwartz.

The committee adjourned at 11:59 a.m.