



August 6, 2021

**Agenda**  
**REGENTS' AD HOC GOVERNANCE COMMITTEE**  
**August 10, 2021; 9:00 AM**  
**Virtual<sup>1</sup>**

*Livestream:* <https://live.unm.edu/board-of-regents>

Regent Members:  
Rob Schwartz, Chair  
Kim Sanchez Rael  
Doug Brown

Members from Administration:  
Loretta Martinez, University 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. Action Item--Recommendation to revise Regent Policy relating to Regent Policy Manual 7.4
- IV. Action Item--Recommendation to Adopt Amended Bylaws of Lobo Development Corporation pursuant to Regent Policy Manual 7.17
- V. Discussion Item—Board Meeting Schedule and Meeting Structure
- VI. Discussion Item—Structure of Public Comment at Board and Committee Meetings
- VII. Discussion Item—Follow-up to 2020 Regent Retreat re: Regent Legislative Advocacy
- VIII. Discussion Item—Student Regent Scholarship/Stipend
- IX. Public Comment<sup>2</sup>
- X. Adjourn

<sup>1</sup>Under the current guidelines from the Governor and in order to slow the spread of COVID-19, the UNM Board of Regents and Regents' Committees will meet virtually over Zoom platform. Additionally, public access to view or listen to Regent meetings is provided via a livestream of the virtual meeting: <https://live.unm.edu/board-of-regents>

<sup>2</sup>Public comment will be heard during the meeting. Due to the nature of online meetings and the logistics of getting speakers connected, anyone wishing to provide public comment during the meeting *must register their intent to speak before noon on Monday, August 9, 2021*. In order to sign up for public comment, please email [regents@unm.edu](mailto:regents@unm.edu) with the subject, "Request to provide public comment at 8/10 Regent's Ad Hoc Governance Committee Meeting", and include the following information: 1. First name and last name; 2. Email address and telephone number; 3. Affiliated organization & Professional Title (if applicable); 4. Topic you would like to address. Comments may also be submitted in writing to, [regents@unm.edu](mailto:regents@unm.edu).

**MEMORANDUM**

**Date:** August 10, 2021

**To:** Regents' Ad Hoc Governance Committee

**From:** Teresa Costantinidis, Senior Vice President for Finance and Administration

**Re:** Revision of Regents Policy 7.4

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We would like to propose a revision to the enclosed *Regents Policy Manual – Section 7.4: Purchasing*, that requires Regental approval for the execution of contracts for the purchase of goods or services costing \$1,000,000 or more per contract. The current practice introduces procurement delays that keeps the University from operating in the most economical manner so we propose the elimination of the language regarding a purchasing limit. Our objective is to improve the effectiveness of our operation, including contract approval timeliness and efficiency. Moving efficiently helps us get access to lower prices. All purchases shall continue to be made in accordance with University policies and procedures and the remaining language in the Regental policy will remain intact.

**Comparison of Institutional Regent Approval \$ Limits**

- Clemson University – No \$ Limit
- Indiana University – No \$ Limit
- Oregon State University – No \$ Limit
- The University of Massachusetts – No \$ Limit
- The University of Chicago – No \$ Limit
- Virginia Tech University – No \$ Limit
- The University of Washington – \$15M
- University of Maryland – \$5M
- University of Oregon – \$5M
- The Penn State University – \$3M
- Iowa State University – \$2M
- Texas A&M University – \$1M
- **The University of New Mexico - \$1M**
- Oklahoma State University – \$250K

Note that in comparison, several of our institutional competitors have no Regent approval limits or the limits are set very high to allow procurement flexibility. Please also note that the UNM Board of Regents has approved all of the recent Purchasing items that have come before them since 2016. Attached is a list of the items that have gone before the Board.

We do understand the need for informational oversight, and we will be happy to provide the UNM Board of Regents contract information items and updates as needed or by request.



## **DRAFT of 08.09.21 (Redline Copy)**

# **Regents' Policy Manual - Section 7.4: Purchasing**

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

**Amended: 04-08-2014**

## **Applicability**

This policy applies to the purchase of supplies, materials, equipment, and contractual services. It also applies to the reimbursement of employees for expenses incurred in the performance of University business.

## **Policy**

The University of New Mexico is committed to operating in the most economical and efficient manner possible. The University shall follow the State Procurement Code unless the Board of Regents expressly determines that an alternative procedure is required in a specific area in order to carry out the University's mission. The Board has made no such determination as of the effective date of this policy. All funds received by the University, regardless of their source, are considered to be University funds and all purchases shall be made in accordance with University policies and procedures.

~~Except as otherwise provided in this manual with regard to real estate matters ([RPM 7.9](#)) and construction projects ([RPM 7.12](#)), the Regents shall authorize the execution of contracts for the purchase of goods or services costing \$1,000,000 or more per contract.~~

## **Implementation**

The President shall establish specific procurement policies that assure the procurement of goods and services of acceptable quality at the lowest possible cost. The President shall also establish policies and procedures for the reimbursement of employees for appropriate expense incurred in the performance of University business, such as travel, recruitment and hiring of new employees, hospitality of guests of the University, and business expenses. All such policies and procedures shall ensure compliance with all applicable state and federal laws regarding the

procurement and management of goods and services. The President may also establish policies to assure minimum performance standards and compatibility with other University investments in facilities and equipment.

## Delegation of Authority

UNM's Chief Procurement Officer shall be its Central Purchasing Officer, under the general direction of the [Senior Executive Vice President for Finance and Administration](#). The Chief Procurement Officer shall have the sole authority to establish the institutional procedures for obligating the University for the procurement of supplies, materials, equipment and contractual services.

The purchase of goods and services for clinical components of the Health Sciences Center may be performed by the University of New Mexico Hospital Purchasing Department, as a separate satellite purchasing office of the University, in compliance with University procurement policies and procedures and under the direction of the Chief Procurement Officer.

## References

The University of New Mexico is exempt from the requirement that all purchasing for state agencies be performed by the State Purchasing Agent. NMSA 1978, § 13-1-98.



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Board of Regents Request for Approval- Main Campus		
Date	Item	Cost
8/18/2016	SciQuest Software Renewal	\$ 550,000
11/15/2016	High Gradient Magnetic Resonance Imaging Scanner	1,800,000
12/13/2016	University Libraries and Health Science Library and Informatics Center-Periodical Subscriptions	3,500,000
3/13/2017	Cogeneration Turbine Unit #1 Engine Overhaul	1,000,000
3/12/2018	UNM Press Fulfillment Services-Longleaf Services, Inc.	1,290,000
10/21/2020	Nike All-Sport Agreement	1,500,000
2/16/2021	UNM Learning Management System	2,498,376
Board of Regents Request for Approval- UNMH		
Date	Item	Cost
2/11/2016	Approval of UNM Hospitals Contract with MSI Consulting, LLC, dba Surgical Directions	\$ 2,253,200
2/11/2016	Approval to Establish the Judy Putnam Dirks Quasi-Endowment Chair for Gynecologic Cancer Care,	750,000
2/11/2016	Approval of the Motion Regarding Approval of the Master Development Planning and Financial Planning for the Proposed Replacement Hospital Project	3,000,000
5/13/2016	Approval of the UNM Hospitals Contract with Cerner Corporation for Electronic Medical Record Remote Hosting Services	20,233,924
5/13/2016	Approval of the UNM Hospitals Contract with Infor (US), Inc	2,439,475
5/13/2016	Approval of the UNM Hospitals Contract with Jaynes Corporation for the Interventional Radiology Computed Tomography Repair and Replacement Project	1,000,000
5/13/2016	Approval of the UNM Hospitals Contract with Siemens Medical Solutions USA, Inc. for the Purchase of Two Bi-Plane Angiographic Rooms,	3,500,000
5/13/2016	Approval of the UNM Hospitals Contract with Medline Industries for Custom Packs..	11,000,000
12/13/2016	Approval of the UNM Hospitals Contract with Philips Healthcare Informatics, Inc	12,000,000
1/20/2017	Approval of the UNM Hospitals Contract with Covidien Sales, LLC, a Medtronic Company	11,900,000
5/11/2017	Approval of UNM Hospitals Contracts with Cerner Corporation, Siemens Medical Solutions USA, Inc., and CareFusion Solutions, LLC	Cerner- \$5,588,483.00 Siemens- \$3,385,965.00 CareFusion- \$6,847,620.00
12/12/2017	Approval of the UNM Hospitals Contracts with Eco-Tex Healthcare Linen Service Corp	1,910,372
2/13/2018	Approval of the UNM Hospitals Contracts with B. Braun Medical, Inc	8,400,000
3/12/2018	Approval of UNM Hospitals Contracts with Fidelity Management Trust Company and Stryker Sales Corporation	Fidelity- \$46,116,000.00 Stryker- \$2,661,378.00
11/15/2018	UNMH request for approval of Siemens Vision 600 PET-CT Scanner	2,701,100
2/12/2019	Request for the Approval of Program Management – Modern Medical Facility	6,789,262
2/12/2019	Request for the Approval of Architect/Design – Modern Medical Facility	33,858,800
5/9/2019	Request for Approval of the Biosense Webster Catheter Agreement	1,400,000
5/9/2019	Request for Approval of the Pharmacy Coumadin Clinic	2,400,000
5/9/2019	Request for Approval of UH Main Facilities AHU 117 Replacement	473,000
9/17/2019	Approval of Zimmer US Trauma Services	1,400,000
9/17/2019	Approval of KCI Wound Care VAC Therapy	5,500,000
9/17/2019	Approval of Cerner Corporation Maternity and Fetal Monitoring Software	2,921,564
9/17/2019	Approval of Cerner Corporation Electronic Prescriptions for Controlled Substances Software System	833,280
1/24/2020	Discussion and Approval of MOU with the City of Rio Rancho relative to development of Health Sciences Rio Rancho Campus, including NMFA funding of the Orthopedic Center of Excellence	20,802,411
2/18/2020	Approval of Perfusion and ECMO Services and Supplies – CCS Perfusion Service	7,500,000
3/9/2020	CTH-Radiology-EOS Imaging Machine and Spatial Reconfiguration	525,000
3/9/2020	UH Main 2nd Floor Sterile Processing Dept. Decontamination Renovation	690,000
3/9/2020	UH Main 4th Floor Pulmonary Lab Renovation	545,000
7/14/2020	Approval of UNM Comprehensive Cancer Center Integrated Informatics System	3,022,000
7/14/2020	Agreement with Cerner Corporation: Remote Hosting Services	34,788,936
7/14/2020	Agreement with Cerner Corporation: Existing Solutions	25,218,261
7/14/2020	Agreement with LivaNova re Vagus Nerve Stimulation Therapy System	26,000,000
10/21/2020	Approval of Contract: Elekta Inc. for the Service Maintenance and Repair of Linear Accelerators- Dept. of Radiation Oncology at the UNM Comprehensive Cancer Center	2,347,850
12/9/2020	Approval of HSC Upper Plaza Collaboration Structure	
12/9/2020	Approval of UNM Hospital Items Colburn Hill	14,250,000
12/9/2020	Approval of UNM Hospital Items Telehealth Platform and Platform Software Support	2,250,000
2/16/2021	Medical Equipment Consultant	2,347,325
2/16/2021	1209 University Clinic – DOH Licensing	1,265,000
2/16/2021	2400 Tucker Clinic – DOH Licensing	2,500,000
2/16/2021	Crisis Triage	1,300,000
2/16/2021	Uptown Clinic Lease	193,600
4/13/2021	Approval of Clifton Larson Allen (CLA) services	1,917,670

Date: August 9, 2021

To: Ad Hoc Governance Committee

From: Loretta P. Martinez, General Counsel  
Ariadna Vazquez, Deputy General Counsel

Re: Request to Approve Amended and Restated Bylaws of Lobo Development Corporation

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Over the course of several Board meetings, the Directors of the Lobo Development Corporation (LDC) discussed desired changes to their Bylaws. On November 14, 2019, the LDC Board approved the attached Amended and Restated Bylaws and on August 13, 2020 requested that the Ad Hoc Governance Committee recommend approval to the Board of Regents per Regent Policy Manual 7.17 regarding University-Affiliated Organizations. Key changes to the Bylaws include:

- Number of Directors changed from 9 to 11 total, including 2 Regent members (from 1), the President (or his/her nominee), adding the Provost, the Senior Vice President for Finance & Administration, changing the title of the HSC Chancellor to EVP for Health Sciences (or his/her nominee), removing the Secretary/Treasurer of LDC, and the Athletics Director. The remaining 4 members shall be unaffiliated with UNM and appointed by the Regents (from 3).
- Adding a requirement that all Positional Directors shall serve as long as they are employed by UNM unless removed by the Regents.
- Non-Positional Directors term changed from a one year term to a 3 year staggered term.
- Clarifying that notice for meetings shall be provided within 72 hours of the meeting.
- Special Meetings to be called only by the Chair of the LDC Board or 3 board members.
- Adding some additional parameters around the resignation and removal of directors for good cause or certain other reasons.
- Clarifying the status and powers of any committees created by the Board.
- Adding requirements for electronic voting of the Board.
- Adding Indemnification and Defense language.
- Revising the number and type of officers for the corporation.
- Revising language around OMA and IPRA to be consistent with LDC being a research park corporation.



# Regents' Policy Manual - Section 7.17:

## University-Affiliated 501(c) Organizations

Adopted Date: 09-12-1996

Amended: 09-13-2016

### Applicability

This policy applies to nonprofit organizations that are affiliated with the University and exist solely for the benefit and support of the University, even if not created by the University. These organizations are exempt under § 501(c) of the Internal Revenue Code.

### Policy

The University recognizes the value and importance of affiliated organizations for the support and benefit of the University and its programs. The Board of Regents shall approve the articles of incorporation and bylaws, including any amendments, of any University affiliated organization. Pursuant to NMSA 1978, § 6-5A-1, the University shall enter into a written agreement with each affiliated organization approved by the Board of Regents specifying, among other requirements, the organization's purposes and relationship with the University.

The articles of incorporation and bylaws of affiliated organizations are maintained in the Office of the University Counsel.

### References

- NMSA 1978, § 6-5A-1 (“Definitions; requirements for governmental entities that receive funds or property from certain organizations”)
- NMSA 1978, § 21-28-1 et seq. (“University Research Park and Economic Development Act”)

<b>Affiliated 501(c) Organizations</b>			
<b>NAME OF ENTITY<sup>1</sup></b>	<b>PURPOSE OF ENTITY<sup>2</sup></b>	<b>FUNDRAISING ORGANIZATION</b>	<b>RESEARCH PARK CORPORATION<sup>3</sup></b>
Carrie Tingley Hospital Foundation, Inc.	Serve children with disabilities	X	
Innovate ABQ, Inc.	Charitable, scientific, and educational: organized and operated exclusively for the benefit and support of and to perform the functions of or to carry out the purposes of the Regents of UNM		X
Lobo Development Corporation	The acquisition, development, disposition, and rental of real estate for the benefit of UNM		X
Lobo Energy, Inc.	Support UNM for the purposes of generally providing contractual services, including financing, operating, improving, and expanding the University's utilities services and infrastructure		X
NMC, Inc.	Formed by the three New Mexico universities to engage universities and industry in scientific research in the nation's interest, and to increase the role of Los Alamos National Laboratory in science, education, and economic development		X

STC.UNM, Inc.	Support technology transfer and catalyze economic development at UNM		X
The Harwood Museum Alliance, Inc.	Membership organization for the Harwood Museum	X	
The Robert O. Anderson School and Graduate School of Management Foundation, Inc.	Promote continuing education to the business community, including masters programs and professional workshops	X	
The University of New Mexico Alumni Association, Inc.	Provide services and support to UNM alumni and support to the University	X	
The University of New Mexico Foundation, Inc.	Raise funds for UNM	X	
U. N. M. Lobo Club, Inc.	Raise funds necessary to provide financial support for student-athlete scholarships, facilities, programs that support student-athlete success, and operational support to create an athletics program of excellence	X	
UNM Medical Group, Inc.	Facilitate and enhance the clinical, educational, and research functions of the faculty UNM's School of Medicine		X
UNM Sandoval Regional Medical Center, Inc.	Healthcare		X

[1] This list contains the legal names under which the organizations were registered with the New Mexico Secretary of State.

[2] The purposes are based on information submitted by the organizations when they registered with the State.

[3] These corporations were formed under the University Research Park and Economic Development Act.

# AMENDED AND RESTATED BYLAWS OF LOBO DEVELOPMENT CORPORATION

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## ARTICLE I: PURPOSE

The corporation ~~has been formed as a nonprofit corporation under the New Mexico Nonprofit Corporation Act, N.M. STAT. ANN. § 53-8-1 et seq., and the New Mexico Research Park and Economic Development Act, N.M. STAT. ANN. § 21-28-1 et seq. is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code and its Regulations, as they now or hereafter exist (“the Code”).~~ Specifically, the corporation is organized to benefit the Regents of the University of New Mexico (“the University” or the “Regents”), a New Mexico public corporation, by (i) ~~assisting~~ relieving the University ~~in itself~~ responsibilities to acquire, own, manage and develop certain real estate in a commercially reasonable manner and to maximize the University’s return from these assets; (ii) by contributing all of the corporation’s net revenues to the University for the support of the teaching, research, and service mission of the University; and (iii) by creating learning opportunities for students in this development activity. In furtherance of these purposes, the activities of the corporation shall include the acquisition, development, disposition and rental of real estate for the benefit of the University. The purposes stated in this Article are limited to those charitable and educational purposes that come within the meaning of and comply with Section 501(c)(3) of the United States Internal Revenue Code and its Regulations ~~Code~~.

## ARTICLE II: OFFICE

The principal office of the corporation shall be located in Albuquerque, New Mexico. The corporation may also maintain offices at such other places, within or without the State of New Mexico, as the Board of Directors may from time to time determine.

## ARTICLE III: MEMBER

Section 1: Member. The University is the sole member of the corporation. The University shall have all rights and privileges granted to it by the New Mexico Nonprofit Corporation Act, the University Research Park and Economic Development Act, the Articles of Incorporation, and these Bylaws.

Section 2: Annual Meeting. The annual meeting of the member shall be held within six months following the close of the fiscal year of the corporation.

Section 3: Special Meetings. Special meetings of the member may be called by the President of the corporation or the President of the Board of Regents of the University (the “Board of Regents”).

Section 4: Notice. Notice of any meeting of the member shall be given according to the policies for giving of notice for any meeting of the Board of Regents.

## **ARTICLE IV: BOARD OF DIRECTORS**

Section 1: General Powers and Number of Directors. The business and property of the corporation shall be managed and controlled by a Board of Directors appointed by the Board of Regents. The number of directors shall be ~~nine (119)~~ eleven. Subject to Article IV, Section 6, ~~seven (76) seven~~ of the directors (the "Positional Directors") shall consist of two (2) a ~~members~~ of the Board of Regents, ~~and a member of the Board of Regents who serves on the Finance and Facilities Committee, appointed by the Board of Regents;~~ the University President ~~or his/her nominee;~~ the University Provost and Executive Vice President for Academic Affairs; the University Senior Vice President for Finance & Administration; the Executive Vice President ~~and Chancellor~~ for Health Sciences or his/her nominee; and ~~the Secretary/Treasurer of Lobo Development Corporation, and~~ the University Athletics Director. The remaining ~~four (43)~~ directors (the "Non-Positional Directors") shall be individuals unaffiliated with the University and appointed by the Board of Regents, ~~and~~ The appointment of the initial Non-Positional Directors to occur no later than three months after incorporation of the corporation or as soon thereafter as practicable. Upon the appointment of the initial Non-Positional Directors and thereafter, each of the Positional Directors shall serve so long as they are employed by the University in the relevant position unless removed by the Board of Regents pursuant to Article IV, Section 7 of these Bylaws, be appointed by the Board of Regents for three year terms. Each of the Non-Positional Directors shall be appointed for a three (3) one-year staggered term and may be reappointed. The Positional Directors shall constitute the initial Board of Directors with full authority to act as the Board of Directors of the corporation until the initial Non-Positional Directors have been appointed by the Board of Regents.

Section 2: Annual Meetings. The annual meeting of the Board of Directors shall be held within sixty days following the close of the fiscal year of the corporation or at another date and time designated by the Board of Directors. ~~Ten Seventy Two (72) hours' days'~~ notice of the time and place of the meeting shall be given by mail, electronic mail, facsimile, or other electronic means.

Section 3: Regular Meetings. In addition to the annual meeting, three regular meetings of the Board of Directors shall be held annually. Those meetings shall be scheduled in coordination with the annual meeting so that the four meetings are held quarterly.

Section 4: Special Meetings; Notice. Special meetings of the Board of Directors shall be held whenever called by ~~the President of the corporation,~~ the Chair of the Board of Directors, or any three members of the Board at such time and place as may be specified in the notice. Notice by mail, electronic mail, facsimile, or telephone of such special meeting shall be given to each director at least twenty-four hours before the meeting is to be held.

Section 5: Quorum and Voting. A majority of the directors shall constitute a quorum for the transaction of business, and all actions of the Board shall be taken by a majority vote. A

quorum once attained shall be deemed to continue until adjournment notwithstanding a voluntary withdrawal of enough directors to leave less than a quorum.

Section 6: Vacancies. Any vacancy in a Non-Positional Director position shall be filled for the unexpired term by a person designated and appointed by the Board of Regents. Any vacancy in a Positional Director position, including a vacancy occurring as the result of removal pursuant to Article IV, Section 7, shall be filled for the unexpired term by a person designated and appointed by the Board of Regents, who shall be an employee of the University.

Section 7: Resignation and Removal of Directors. Any non-positional director, ~~except the University President and Executive Vice President for Administration,~~ may resign at any time or be removed by the Board of Regents with or without cause. ~~Any such director proposed to be removed shall be entitled to at least five days' notice in writing by mail of the proposed removal and of the meeting time and place at which removal is to be voted upon. Such director shall be entitled to appear and be heard at the meeting considering his or her removal.~~ With respect to positional directors, any such director may be removed with prior written notice by majority vote of the Board of Regents for good cause, which includes but is not limited to: resignation or removal from the position giving rise to the director's positional appointment; failure to substantially perform his or her duties by failing to attend three consecutive meetings of the Board; willfully engaging in illegal conduct or gross misconduct which is materially and demonstrably injurious to the corporation.

Section 8: Election of Board Officers~~Chair.~~ At its annual meeting, the Board of Directors shall elect ~~a one of its members as Chair, of the Board, and another of its members as a Vice Chair, and a Secretary/Treasurer of the Board.~~ At any meeting in which the Chair of the Board is not present, the Vice Chair shall preside. In the absence of the Chair and Vice Chair, the Board of Directors shall choose one of its members present as temporary chair.

Section 9: Committees.

- a. The Board of Directors, by resolution adopted by a majority of all the directors then serving, may designate and appoint one or more additional committees, each of which shall consist of two or more directors and may include officers or employees. Any such committee shall have only those functions, powers, and duties as the Board of Directors shall determine and shall be advisory only. ~~Any such committees shall have only those functions, powers, and duties as the Board of Directors shall determine. The Board of Directors shall enact rules and regulations for the governance and authority of any such committee, provided, however, that any committee appointed pursuant to this section which is not comprised of all directors shall not have the power of the Board. These committees, to the extent provided in the resolution, the Articles of Incorporation, or the Bylaws of the corporation, may exercise all of the authority of the Board of Directors, but~~
  - a.b. ~~None of the such~~ committees created pursuant to this section shall ~~not~~ have the authority of the Board of Directors in reference to amending the Articles of Incorporation; adopting a plan of merger or consolidation; the sale, lease, or exchange or other disposition of all or substantially all the property or assets of the corporation; voluntary dissolution of the corporation or a revocation thereof; amending the Bylaws of the corporation; electing,

appointing, or removing any member of any committee or any director or officer of the corporation; adopting a plan for the distribution of the assets of the corporation; or altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by the committee. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

~~b.c.~~ Regular and special meetings of any committee established pursuant to this Section may be called and held subject to the same requirements with respect to time, place, and notice as are specified in these Bylaws for regular and special meetings of the Board of Directors.

~~e.d.~~ A majority of the members of any committee serving at the time of any meeting thereof shall constitute a quorum for the transaction of business at such meeting. Except as specified herein, the action of the majority of those members present at a committee meeting at which a quorum is present shall constitute an act of the committee.

Section 10: Compensation. Directors shall not receive any compensation for their services, except that the directors may receive fees and expenses for attending meetings.

Section 11: Meetings by Telephone Conference Call. All meetings of the Board of Directors or its committees may be held by telephone conference call or other similar telecommunications equipment by which all meeting participants can hear each other at the same time. The Board of Directors may approve resolutions and/or take any board action using electronic mail communication only to the extent that such approval by the board members is pursuant to a supermajority (two-thirds) of the Board of Directors.

Section 12: Indemnification and Defense. Any Director, Officer or Employee of the corporation shall be indemnified for reasonable expenses incurred in connection with the defense of an action, suit or proceeding, civil or criminal, in which he/shes/he is made a party by reason of being or having been an director, officer or employee. A director, officer or employee shall not be indemnified or enjoy a defense as to which it shall be adjudged in such action that he/shes/he has breached or failed to perform the duties of office and the breach or to perform constitutes willful misconduct or recklessness. The foregoing right of indemnification and defense shall not be deemed exclusive of any other rights to which any director, officer or employee may be entitled as a matter of law.

## **ARTICLE V: OFFICERS OF THE CORPORATION**

Section 1: Number of Officers. ~~Number, Qualifications, Elections, and Term of Office.~~

- ~~a.~~ The ~~O~~officers of the corporation shall consist of the Chair of the Board, a Chief Executive Officer (CEO) and President, one or more Vice Presidents, a the Secretary/Treasurer, -a Treasurer, and such other officers with such powers and duties not inconsistent with these Bylaws as may be approved by the Board of Directors. ~~Any two or more offices may be held by the same person.~~
- ~~b.~~ ~~The President shall be elected by the Board of Directors and shall serve a term specified by the Board of Directors. All other officers should be presented by the~~

~~President to the Board for approval. The term of the officers shall not exceed one year and are renewed annually.~~

Section 2: Chief Executive Officer~~President~~. The ~~President shall be the CEO~~chief ~~Executive Officer~~ of the corporation shall be appointed by the Board of Directors and shall have general charge of the business affairs and property of the corporation in its general operations. The ~~CEO President~~ shall do and perform such other duties as may be assigned by the Board of Directors. If the CEO is not a positional member of the Board of Directors but instead an employee of the corporation, the Board shall determine any compensation and terms and conditions of employment necessary to the fulfillment of the CEO's duties.

Section 3: Additional Officers and Corporation Employees. The Board of Directors, in consultation with the CEO, may appoint additional officers and employees of the corporation as it may deem advisable at any meeting of the Board of Directors. ~~Vice President(s). During the absence of disability of the President, the Vice President shall exercise all the functions of the President and, when so acting, shall have all the powers of the President subject to all the restrictions upon the President. If the corporation has more than one Vice President, the President shall designate the Vice President who shall act as President. If the President cannot or does not designate the Vice President who shall act as President, the Board of Directors shall designate the Vice President.~~

Section 4: Secretary/Treasurer. The Secretary/Treasurer shall be responsible for discharging the following duties and may appoint either employees -of the corporation or of the University to assist in the performance of such duties:

- a. Record all proceedings of the meetings of the Board of Directors and any committee;
- b. Cause all notices to be duly given in accordance with the provisions of the Bylaws and any committee;
- c. Be responsible for the custody of the corporate books and records, ~~except books of account for which the Treasurer is responsible;~~
- d. In general, perform all duties incident to the office of the Secretary;
- ~~d.~~ ~~and~~
- ~~e.~~ ~~Perform such other duties assigned by the Board of Directors or President.~~

Section 5: Treasurer. ~~The Treasurer shall:~~

- ~~a.~~ Have charge of and supervision over and be responsible for the funds, securities, receipts, and disbursements of the corporation;
- ~~b.~~a. Keep, or cause to be kept, all the books of account of all the business and transactions of the corporation;
- ~~e.~~b. Render to the CEO~~President~~, or the Board of Directors, and to the members, whenever requested, a statement of the financial condition of the corporation and of all the Treasurer's transactions;
- ~~d.~~c. render a full financial report, based on the books and accounts audited annually by a certified public accountant at the annual meeting of the Board of Directors;
- ~~e.~~d. In general, perform all duties incident to the office of Treasurer; and

f.e. Perform such other duties as assigned by the Board of Directors or President.

Section 6: Removal of Officers other than the Chair of the Board of Directors. The CEO and other Officers ~~President~~ may be removed from office by the Board of Directors, at any regular or special meeting called for the purpose, when in its judgment the best interest of the corporation will be served. Employees of the corporation ~~Officers, other than the President,~~ may be removed by the CEO ~~President~~ when in his/hers ~~or her~~ judgment ~~the best interest of the corporation will be served.~~

Section 7: Vacancies. A vacancy in the office of the President ~~CEO or other Officers~~ shall be filled ~~for the unexpired portion of the term~~ by the Board of Directors at any regular or special meeting. A vacancy in any corporation employee position ~~other office~~ shall be filled ~~for the unexpired portion of the term~~ by the CEO ~~President~~.

Section 8: Checks and Drafts and Bond. The Board of Directors shall designate which officers shall have the authority to sign checks and drafts of the corporation. ~~The officers with the authority to sign checks and drafts of the corporation shall be required to give bond for the faithful discharge of their duties.~~

#### **ARTICLE VI: AUDITS**

The corporation shall be audited within six months following the close of its fiscal year by an independent certified public accountant licensed by the State of New Mexico selected by the Board of Directors. The certified public accounting firm who performed the audit shall furnish copies of its report to the corporation and the Regents.

#### **ARTICLE VII: OMA AND IPRA COMPLIANCE**

As a corporation formed under the University Research Park and Economic Development Act, Secs. 21-28-1 et seq., the corporation is exempt from the Open Meetings Act, NMSA (1978), Secs. 10-15-1 et seq. and the Inspection of Public Records Act, NMSA (1978), Secs. 14-2-1 et seq. Notwithstanding the availability of such exemptions under NMSA (1978), Sec. 21-28-7, the corporation shall conduct its business ~~consistent in compliance~~ with the principles ~~provisions~~ of the Open Meetings Act and the Inspection of Public Records Act.

#### **ARTICLE VIII: AMENDMENTS**

The Bylaws may be amended by the Board of Directors at any annual, regular, or special meeting. Directors shall be entitled to at least five days notice in writing by mail of the meeting time and place at which the amendment is to be voted upon. The written notice must include a copy of the proposed amendment. No amendment to the Bylaws shall be effective until approved by the Board of Regents.



**AMENDED AND RESTATED BYLAWS  
OF  
LOBO DEVELOPMENT CORPORATION**

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**ARTICLE I: PURPOSE**

The corporation has been formed as a nonprofit corporation under the New Mexico Nonprofit Corporation Act, N.M. STAT. ANN. § 53-8-1 *et seq.*, and the New Mexico Research park and Economic Development Act, N.M. STAT. ANN. §21-28-1 *et seq.* Specifically, the corporation is organized to benefit the Regents of the University of New Mexico (“the University” or the “Regents”), a New Mexico public corporation, by (i) assisting the University in its responsibilities to acquire, own, manage and develop certain real estate in a commercially reasonable manner and to maximize the University’s return from these assets; (ii) by contributing all of the corporation’s net revenues to the University for the support of the teaching, research, and service mission of the University; and (iii) by creating learning opportunities for students in this development activity. In furtherance of these purposes, the activities of the corporation shall include the acquisition, development, disposition and rental of real estate for the benefit of the University. The purposes stated in this Article are limited to those charitable and educational purposes that come within the meaning of and comply with Section 501(c)(3) of the United States Internal Revenue Code and its Regulations.

**ARTICLE II: OFFICE**

The principal office of the corporation shall be located in Albuquerque, New Mexico. The corporation may also maintain offices at such other places, within or without the State of New Mexico, as the Board of Directors may from time to time determine.

**ARTICLE III: MEMBER**

Section 1: Member. The University is the sole member of the corporation. The University shall have all rights and privileges granted to it by the New Mexico Nonprofit Corporation Act, the University Research Park and Economic Development Act, the Articles of Incorporation, and these Bylaws.

Section 2: Annual Meeting. The annual meeting of the member shall be held within six months following the close of the fiscal year of the corporation.

Section 3: Special Meetings. Special meetings of the member may be called by the President of the corporation or the President of the Board of Regents of the University (the “Board of Regents”).

Section 4: Notice. Notice of any meeting of the member shall be given according to the policies for giving of notice for any meeting of the Board of Regents.

## **ARTICLE IV: BOARD OF DIRECTORS**

Section 1: General Powers and Number of Directors. The business and property of the corporation shall be managed and controlled by a Board of Directors appointed by the Board of Regents. The number of directors shall be (11) eleven. Subject to Article IV, Section 6, seven (7) of the directors (the "Positional Directors") shall consist of two (2) members of the Board of Regents,; the University President or his/her nominee; the University Provost and Executive Vice President for Academic Affairs; the University Senior Vice President for Finance & Administration; the Executive Vice President for Health Sciences or his/her nominee; and the University Athletics Director. The remaining four (4) directors (the "Non-Positional Directors") shall be individuals unaffiliated with the University and appointed by the Board of Regents, The appointment of the initial Non-Positional Directors is to occur no later than three months after incorporation of the corporation or as soon thereafter as practicable. Upon the appointment of the initial Non-Positional Directors and thereafter, each of the Positional Directors shall serve so long as they are employed by the University in the relevant position unless removed by the Board of Regents pursuant to Article IV, Section 7 of these Bylaws. Each of the Non-Positional Directors shall be appointed for a three (3) year staggered term and may be reappointed. The Positional Directors shall constitute the initial Board of Directors with full authority to act as the Board of Directors of the corporation until the initial Non-Positional Directors have been appointed by the Board of Regents.

Section 2: Annual Meetings. The annual meeting of the Board of Directors shall be held within sixty days following the close of the fiscal year of the corporation or at another date and time designated by the Board of Directors. Seventy Two (72) hours' notice of the time and place of the meeting shall be given by mail, electronic mail, facsimile, or other electronic means.

Section 3: Regular Meetings. In addition to the annual meeting, three regular meetings of the Board of Directors shall be held annually. Those meetings shall be scheduled in coordination with the annual meeting so that the four meetings are held quarterly.

Section 4: Special Meetings; Notice. Special meetings of the Board of Directors shall be held whenever called by the Chair of the Board of Directors, or any three members of the Board at such time and place as may be specified in the notice. Notice by mail, electronic mail, facsimile, or telephone of such special meeting shall be given to each director at least twenty-four hours before the meeting is to be held.

Section 5: Quorum and Voting. A majority of the directors shall constitute a quorum for the transaction of business, and all actions of the Board shall be taken by a majority vote. A quorum once attained shall be deemed to continue until adjournment notwithstanding a voluntary withdrawal of enough directors to leave less than a quorum.

Section 6: Vacancies. Any vacancy in a Non-Positional Director position shall be filled for the unexpired term by a person designated and appointed by the Board of Regents. Any vacancy in a Positional Director position, including a vacancy occurring as the result of removal

pursuant to Article IV, Section 7, shall be filled for the unexpired term by a person designated and appointed by the Board of Regents, who shall be an employee of the University.

Section 7: Resignation and Removal of Directors. Any non-positional director may resign at any time or be removed by the Board of Regents with or without cause. With respect to positional directors, any such director may be removed with prior written notice by majority vote of the Board of Regents for good cause, which includes but is not limited to: resignation or removal from the position giving rise to the director's positional appointment; failure to substantially perform his or her duties by failing to attend three consecutive meetings of the Board; willfully engaging in illegal conduct or gross misconduct which is materially and demonstrably injurious to the corporation.

Section 8: Election of Board Officers. At its annual meeting, the Board of Directors shall elect a Chair, a Vice Chair, and a Secretary/Treasurer. At any meeting in which the Chair of the Board is not present, the Vice Chair shall preside. In the absence of the Chair and Vice Chair, the Board of Directors shall choose one of its members present as temporary chair.

Section 9: Committees.

- a. The Board of Directors, by resolution adopted by a majority of all the directors then serving, may designate and appoint one or more additional committees, each of which shall consist of two or more directors and may include officers or employees. Any such committee shall have only those functions, powers, and duties as the Board of Directors shall determine and shall be advisory only. The Board of Directors shall enact rules and regulations for the governance and authority of any such committee, provided, however, that any committee appointed pursuant to this section which is not comprised of all directors shall not have the power of the Board.
- b. None of the committees created pursuant to this section shall have the authority of the Board of Directors in reference to amending the Articles of Incorporation; adopting a plan of merger or consolidation; the sale, lease, or exchange or other disposition of all or substantially all the property or assets of the corporation; voluntary dissolution of the corporation or a revocation thereof; amending the Bylaws of the corporation; electing, appointing, or removing any member of any committee or any director or officer of the corporation; adopting a plan for the distribution of the assets of the corporation; or altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by the committee. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.
- c. Regular and special meetings of any committee established pursuant to this Section may be called and held subject to the same requirements with respect to time, place, and notice as are specified in these Bylaws for regular and special meetings of the Board of Directors.
- d. A majority of the members of any committee serving at the time of any meeting thereof shall constitute a quorum for the transaction of business at such meeting. Except as specified herein, the action of the majority of those members present at a committee meeting at which a quorum is present shall constitute an act of the committee.

Section 10: Compensation. Directors shall not receive any compensation for their services, except that the directors may receive fees and expenses for attending meetings.

Section 11: Meetings by Telephone Conference Call. All meetings of the Board of Directors or its committees may be held by telephone conference call or other similar telecommunications equipment by which all meeting participants can hear each other at the same time. The Board of Directors may approve resolutions and/or take any board action using electronic mail communication only to the extent that such approval by the board members is pursuant to a supermajority (two-thirds) of the Board of Directors.

Section 12: Indemnification and Defense. Any Director, Officer or Employee of the corporation shall be indemnified for reasonable expenses incurred in connection with the defense of an action, suit or proceeding, civil or criminal, in which he/she is made a party by reason of being or having been a director, officer or employee. A director, officer or employee shall not be indemnified or enjoy a defense as to which it shall be adjudged in such action that he/she has breached or failed to perform the duties of office and the breach or to perform constitutes willful misconduct or recklessness. The foregoing right of indemnification and defense shall not be deemed exclusive of any other rights to which any director, officer or employee may be entitled as a matter of law.

## **ARTICLE V: OFFICERS OF THE CORPORATION**

Section 1: Number of Officers. The Officers of the corporation shall consist of the Chair of the Board, a Chief Executive Officer (CEO) and the Secretary/Treasurer, with such powers and duties not inconsistent with these Bylaws as may be approved by the Board of Directors.

Section 2: Chief Executive Officer. The CEO of the corporation shall be appointed by the Board of Directors and shall have general charge of the business affairs and property of the corporation in its general operations. The CEO shall do and perform such other duties as may be assigned by the Board of Directors. If the CEO is not a positional member of the Board of Directors but instead an employee of the corporation, the Board shall determine any compensation and terms and conditions of employment necessary to the fulfillment of the CEO's duties.

Section 3: Additional Officers and Corporation Employees. The Board of Directors, in consultation with the CEO, may appoint additional officers and employees of the corporation as it may deem advisable at any meeting of the Board of Directors.

Section 4: Secretary/Treasurer. The Secretary/Treasurer shall be responsible for discharging the following duties and may appoint employees of the corporation or of the University to assist in the performance of such duties:

- a. Record all proceedings of the meetings of the Board of Directors and any committee;
- b. Cause all notices to be duly given in accordance with the provisions of the Bylaws and any committee;

- c. Be responsible for the custody of the corporate books and records;
- d. In general, perform all duties incident to the office of the Secretary;

Have charge of and supervision over and be responsible for the funds, securities, receipts, and disbursements of the corporation;

- a. Keep, or cause to be kept, all the books of account of all the business and transactions of the corporation;
- b. Render to the CEO, or the Board of Directors, and to the members, whenever requested, a statement of the financial condition of the corporation and of all the Treasurer's transactions;
- c. render a full financial report, based on the books and accounts audited annually by a certified public accountant at the annual meeting of the Board of Directors;
- d. In general, perform all duties incident to the office of Treasurer; and
- e. Perform such other duties as assigned by the Board of Directors or President.

Section 6: Removal of Officers other than the Chair of the Board of Directors. The CEO and other Officers may be removed from office by the Board of Directors, at any regular or special meeting called for the purpose, when in its judgment the best interest of the corporation will be served. Employees of the corporation may be removed by the CEO when in his/her judgment.

Section 7: Vacancies. A vacancy in the office of the CEO or other Officers shall be filled by the Board of Directors at any regular or special meeting. A vacancy in any corporation employee position shall be filled by the CEO.

Section 8: Checks and Drafts. The Board of Directors shall designate which officers shall have the authority to sign checks and drafts of the corporation.

## **ARTICLE VI: AUDITS**

The corporation shall be audited within six months following the close of its fiscal year by an independent certified public accountant licensed by the State of New Mexico selected by the Board of Directors. The certified public accounting firm who performed the audit shall furnish copies of its report to the corporation and the Regents.

## **ARTICLE VII: OMA AND IPRA COMPLIANCE**

As a corporation formed under the University Research Park and Economic Development Act, Secs. 21-28-1 et seq., the corporation is exempt from the Open Meetings Act, NMSA (1978), Secs. 10-15-1 et seq. and the Inspection of Public Records Act, NMSA (1978), Secs. 14-2-1 et seq. Notwithstanding the availability of such exemptions under NMSA (1978), Sec. 21-28-7, the corporation shall conduct its business consistent with the principles of the Open Meetings Act and the Inspection of Public Records Act.

## **ARTICLE VIII: AMENDMENTS**

The Bylaws may be amended by the Board of Directors at any annual, regular, or special meeting. Directors shall be entitled to at least five days' notice in writing by mail of the meeting time and place at which the amendment is to be voted upon. The written notice must include a copy of the proposed amendment. No amendment to the Bylaws shall be effective until approved by the Board of Regents.

**2021-2022 BOARD OF REGENTS' ACADEMIC YEAR MEETING CALENDAR** (updated 8/5/21)

Regents' Full Board & Committee Meetings <sup>1</sup>	2021 Aug <sup>3</sup>	2021 Oct	2021 Dec	2022 Feb	2022 Mar <sup>4</sup>	2022 May	2022 August	Key Leadership	Key Staff
Board of Regents 9:00 AM <sup>2</sup>	Aug 5 & Aug 19 <i>Special meetings</i>	Oct 19 <i>Items due: 10/12</i>	Dec 7 <i>Items due: 11/30</i>	Feb 15 <i>Items due: 2/8</i>	Mar 14* Mar 22 <i>Items due: 4/15</i>	May 10 <i>Items due: 5/3</i>	<i>Regent Retreat tbd</i>	Regent Brown President Stokes	Mallory Reviere
Finance & Facilities Committee (F&F) 1:30 PM	<i>na</i>	Oct 12 <i>Items due: 9/22</i>	Nov 30 <i>Items due: 11/10</i>	Feb 8 <i>Items due: 1/19</i>	Mar 8 <i>Items due: 2/16</i>	May 3 <i>Items due: 4/13</i>	<i>na</i>	Regent Begay SVP Costantinidis	Cenissa Martinez
Health Sciences Center Committee (HSCC) 8:30 AM	<i>na</i>	Oct 12 <i>Items due: 10/5</i>	Nov 30 <i>Items due: 11/23</i>	Feb 8 <i>Items due: 2/1</i>	Mar 8 <i>Items due: 3/1</i>	May 3 <i>Items due: 4/26</i>	<i>na</i>	Regent Schwartz EVP Ziedonis	Emily Morelli
Student Success, Teaching & Research Committee (SSTAR) 1:00 PM	<i>na</i>	Oct 7 <i>Items due: 9/17</i>	Dec 2 <i>Items due: 11/12</i>	Feb 3 <i>Items due: 1/14</i>	Mar 3 <i>Items due: 2/11</i>	May 5 <i>Items due: 4/15</i>	<i>na</i>	Regent Rael Provost Holloway	Pamela Kirchner
Audit and Compliance Committee 9:00 AM	Aug 5	Oct 14 <i>Items due: 10/5</i>		Feb 10 <i>Items due: 2/1</i>		May 5 <i>Items due: 4/26</i>	<i>na</i>	Regent Brown Int. Internal Audit Dir. Victor Griego	Amy O'Donnell
Ad Hoc Governance Committee 10:00 AM	Aug 10 9am	<i>tbd</i>	<i>tbd</i>	<i>tbd</i>	<i>tbd</i>	<i>tbd</i>	<i>na</i>	Regent Schwartz Chief Counsel Martinez	Mallory Reviere

<sup>1</sup>Check these websites for meeting Notices, Agendas and official Minutes:

Board of Regents: [regents.unm.edu](http://regents.unm.edu)

F&F: <https://svpforfa.unm.edu/ff-meetings/index.html>

HSCC: <http://hsc.unm.edu/hsc-committee/>

SSTAR: <https://provost.unm.edu/resources/regent-committee-sstar.html>

Audit & Compliance: <http://iaudit.unm.edu/>

Ad Hoc Governance: [regents.unm.edu](http://regents.unm.edu)

<sup>2</sup>Times listed are the usual start times unless otherwise noted in the meeting Notice.

<sup>3</sup>The BOR Aug.5 special meeting was to vote on the mandatory vaccine mandate

The 2021 Regent Retreat is scheduled for Aug.12-13

<sup>4</sup>Preliminary Budget Approval Meeting: March 22, 2022

Fall Commencement: Friday, December 10, 2021 at 6:00 PM

Spring Commencement: Saturday, May 14, 2022 at 9:00 AM

Fall Break: Oct.14-15, 2021; Spring Break: March 13-20, 2022

\*As required by State Statute, the Board of Regents are to meet the second Monday in March for election of officers.

# Regents' Policy Manual - Section 1.3: Public Notice of Regents' Meetings

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

**Amended: 12-08-1998**

**Amended: 03-11-2002**

**Amended: 09-09-2003**

**Amended: 03-14-2005**

**Amended: 06-12-2012**

**Amended: 05-01-2013**

**Amended: 05-01-2014**

**Amended: 12-13-2016**

## 1. Policy

This policy is adopted pursuant to the New Mexico Open Meetings Act, NMSA 1978, § 10-15-1, et seq.

## 2. Regular Meetings

Regular meetings of the Board of Regents will be held on the second Monday in March and at regular pre-announced intervals, which are generally monthly, unless otherwise announced in the Notice of Regular Meetings pursuant to this policy.

### Notice of Regular Meetings

Notice to the public of the regular meetings of the Board of Regents will specify the date, time, and place thereof and will state that a copy of the agenda will be made available on the public [regents.unm.edu](http://regents.unm.edu) website, at least seventy-two (72) hours prior to the meeting. Notice will be given to those newspapers and broadcast stations that have filed a written request with the University Communication and Marketing Department for such notices of meetings. Notice will be by email at least ten (10) days prior to the meeting and the written Notice will be placed on the public [regents.unm.edu](http://regents.unm.edu) website.

## 3. Special Meetings

Special meetings of the Board of Regents may be called by the Board President or any four (4) members of the Board.

### Notice of Special Meetings

Notice to the public of special meetings of the Board of Regents will specify the date, time, and place thereof and will state that a copy of the agenda will be made available on the public [regents.unm.edu](http://regents.unm.edu) website, at least seventy-two (72) hours prior to the meeting. Notice will be given to those newspapers and broadcast stations that have filed a written request with the University Communication and Marketing Department for such notices of meetings. Notice will



be by email at least seventy-two (72) hours prior to the meeting and the written notice will be placed on the public [regents.unm.edu](http://regents.unm.edu) website.

## **4. Emergency Meetings**

Emergency meetings of the Board of Regents may be called by the Board President or any four (4) members of the Board only in the event of unforeseen circumstances that, if not addressed immediately by the Board, will likely result in injury or damage to persons or property or substantial financial loss to the University. The Board will avoid emergency meetings whenever possible.

### **Notice of Emergency Meetings**

Notice to the public of emergency meetings of the Board of Regents will specify the date, time, place, and subject matter thereof and will be given to those newspapers and broadcast stations that have filed a written request with the University Communication and Marketing Department for such notices of meetings. Notice will be by email, at least twenty-four (24) hours prior to the meeting or by such other notice as soon as possible and as may be practicable under the circumstances.

### **Report to the New Mexico Attorney General**

Within five (5) days of taking action on an emergency matter, the Board of Regents shall report to the New Mexico Attorney General's Office the action taken and the circumstances creating the emergency.

## **5. Compliance with the Americans with Disabilities Act**

In addition to the information specified above, all notices shall include the following language:

If you are an individual with a disability who is in need of a reader, amplifier, qualified sign language interpreter, or any other form of auxiliary aid or service to attend or participate in a meeting of the Board of Regents, please contact the University Communication and Marketing Department with as much advance notice as possible to allow for arranged services. Public documents, including the agenda and minutes, can be provided in various accessible formats. Please contact the University Communication and Marketing Department if an accessible format is needed.

## **6. Remote Participation in Meetings**

A member of the Board of Regents may participate in a regular, special, or emergency meeting of the Board by means of a conference telephone or other similar communications equipment when it is otherwise difficult or impossible for the member to attend the meeting in person. Each member participating remotely must be identified when speaking, all participants must be able to hear each other at the same time, and members of the public attending the meeting must be able to hear any member of the Board who speaks during the meeting. The minutes of any meeting at which there is remote participation shall identify any Regents who were not physically present but who participated remotely.

## **7. Closed Meetings (Executive Sessions)**

### **Exceptions to Open Meetings Act**

Meetings of the Board of Regents may be closed, according to the procedures set out below, only if the matter to be considered falls within one of the enumerated exceptions defined in § 10-15-1(H) of the Open Meetings Act or if closure can be implied from or required by other laws or constitutional principles which specifically or necessarily preserve the confidentiality of certain information.

### **Closing an Open Meeting**

Closing of a meeting shall be by a majority vote of a quorum of the Board during the open meeting, with the vote of each member being recorded. The motion shall state: (1) the authority for the closure (the statutory provision); and (2) the subject to be discussed with reasonable specificity. The matter to be discussed must have been included on the agenda, except for emergency matters.

### **Calling a Closed Meeting Outside of an Open Meeting**

Notice that a meeting will be closed, in whole or in part, will be given as specified above for a regular, special or emergency meeting, as appropriate, by so specifying either in the notice of the meeting or on the agenda. The notice shall state the specific provision of the law authorizing the closed meeting and shall state the subject to be discussed with reasonable specificity.

The minutes of the next open meeting shall contain information about the closed meeting, including the date, time, place, and subject matter of the closed meeting, the names of the Regents present at the closed meeting, the names of the absent Regents, and a statement that the matters discussed in the closed meeting were limited only to those specified in the notice of the closed meeting.

### **Action**

Any final action taken as a result of discussions in a closed meeting shall be made by a vote of the Board of Regents at an open public meeting, with the exceptions allowed under § 10-15-1(H).

## **8. Agendas**

A copy of the agenda for each regular and special meeting of the Board of Regents will be available at least seventy-two (72) hours prior to the meeting (and the notice of the meeting shall so state) and will be placed on the [regents.unm.edu](http://regents.unm.edu) website. Except for emergency matters, the Board shall take action only on items appearing on the agenda.

## **9. Public Input at Meetings**

An opportunity for public input regarding agenda items shall be provided at each regular meeting during Board consideration of the agenda item in question. The Board President shall determine

the length of time to be allowed for public input for each agenda item, the sequence in which individuals may address the Board, and the length of time that will be allowed for each person to address the Board. The Board President may request that a group designate a spokesperson.

## **10. Minutes**

The Board of Regents shall approve and keep written minutes of all its meetings. The minutes shall include, at a minimum: (1) the date, time, and place of the meeting; (2) the names of Regents in attendance and those absent; (3) a statement of what proposals were considered; and (4) a record of any decisions made by the Board and how each Regent voted.

Draft minutes shall be prepared within ten (10) working days after the meeting and must be available for public inspection. The draft minutes must clearly indicate that they are not the official minutes and are subject to approval by the Board.

Draft minutes shall be approved, amended, or disapproved at the next regular meeting where a quorum is present. Minutes shall not become official until approved by the Board of Regents. Official minutes are subject to public inspection.

No minutes need to be kept during closed sessions, but information about the closed session must be recorded as specified in the "Closed Meetings" section of this resolution.

Recordings of Board of Regents' meetings shall be kept for, at minimum, three (3) years.

## **11. References**

- NMSA 1978, § 10-15-1 et seq. ("Open Meetings Act")
- NMSA 1978, § 21-7-5 ("Annual Organization Meeting of Board; Election of Officers; Bond of Secretary-Treasurer; Conditions")