



BOARD OF REGENTS

GOVERNANCE COMMITTEE Agenda Book

**May 3, 2023
1:00 PM
Scholes Hall, Roberts Room**



REGENTS' GOVERNANCE COMMITTEE

Agenda

May 3rd, 2023; 1:00-3:30 PM
Scholes Hall, Roberts Room

Regent Members:
Rob Schwartz, Chair
Randy Ko, Vice Chair
Kim Sanchez Rael

Administration:
Loretta Martinez, General Counsel
Terry Babbitt, President's Chief of Staff

- I. Call to Order and Confirmation of a Quorum, *Regent Rob Schwartz (1 min.)*
- II. Adoption of the Agenda (*4 min.*)
- III. Vote to close the meeting and proceed to Executive Session (Roll Call Vote)
 - a. Discussion of limited personnel matters pursuant to NMSA 1978, § 10-15-1H(2)
- IV. Vote to re-open the meeting and certification that only those matters described in Agenda Item III. were discussed in Closed Session, and if necessary, final action with regard to those matters will be taken in Open Session.
- V. Approval of Minutes: April 5th, 2023
- VI. Comments:
 - a. Regent Comment(s)
 - b. Public Comment(s)
- VII. Discussion and Possible Action for Recommendation to Full Board of Regents' Items:
 - a. Review and Recommend Revised BOR and Committee meeting schedule for 2023-24 Academic Year (*20 min.*)
 - i. *Discuss meeting schedule - Committee of the Whole*
 - b. Board of Regents' Office – structure & staffing, establish duties of a Secretary to Board of Regents and other necessary staff (*20 min.*)
 - c. Regent Policy 2.16 University Counsel (*20 min.*)
- VIII. Discussion Item:
 - a. Future Meeting Dates
 - b. Review Workplan for Governance Committee (*30 min.*)
 - c. Regent Retreat Planning – Update, *Regent Kim Sanchez Rael (5 min.)*
- IX. Closing Comments (*5 min.*)
- X. Adjourn

Regents' Policy Manual - Section 1.9: Board of Regents' Office

Adopted Date:

Policy

The Board of Regents shall appoint a Director of Board Relations and an Executive Assistant, and the Director of Board Relations shall provide for such additional support from inside or outside the University as is necessary to serve the communication, policy research, administrative and other needs of the Board of Regents.

Regents' Policy Manual - Section 2.16: ~~University Counsel~~Legal Services for the University

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Adopted Date: 09-12-1996

Amended: 12-14-2004

Amended: 01-06-2007

Amended: 01-09-2007

Amended: 12-14-2010

Amended: 03-14-2016

Amended: 03-09-2023

Applicability

~~This policy applies to the Office of University Counsel, the use of outside legal counsel by the University and requests for legal advice concerning University business from members of the University community. This policy also applies to the initiation of, joinder or intervention in litigation or other forms of legal proceedings in the name of the Regents or for or on behalf of the University.~~

Policy

~~The General Counsel shall be appointed by the President of the University, with the advice and confirmation of the Board of Regents, to direct a legal office for the University. The President may dismiss, set compensation, amend or not renew the contract of the General Counsel, but any such action must be confirmed by the Board of Regents, shall, consistent with RPM 3.3, appoint a University Counsel who shall be a member of the New Mexico Bar and shall serve as the chief legal officer to the University. The General Counsel is responsible for advising the Board of Regents and the President on all legal issues relevant to their respective duties, and shall report to both the Board of Regents and the University President. If there is or may be a conflict of interest between the Board of Regents and the President, the General Counsel shall represent the Board of Regents and the President shall be authorized to hire outside counsel.~~

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~~University Counsel reports directly to the President of the University, and may when appropriate provide advice on legal issues to the Board of Regents. The function of the University Counsel's Office shall be to help the University carry out its mission of teaching, research, and service in compliance with federal and state law and University policies and procedures. The Office shall emphasize preventative strategies for avoiding legal difficulties. The Office shall also defend, or arrange for defense, of the University and, in appropriate cases, its officers and employees, in legal proceedings. The Office shall also defend or arrange for the defense of students against any legal proceedings commenced against them arising from their good faith participation in official University investigations or grievance or disciplinary proceedings, or in official positions, boards or committees (other than as officers or members of chartered student organizations).~~

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~~The University General Counsel, with the approval of the President of the University, is hereby authorized to initiate, join and intervene in legal proceedings in the name of the Regents of the University of New Mexico in routine matters, which do not raise policy issues, such as commercial disputes, collection of amounts due, or trespass on University property. Initiation of, joining and intervening in non-routine legal proceedings must be authorized by the Board of Regents; provided, however, that the President or their designee, may authorize the initiation, joining, or intervening in legal proceedings that involve medical treatment decisions or care of patients.~~

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~~It is in the best interest of the University that legal services provided by outside counsel to the University and its components be of the highest quality and delivered in a cost-effective manner. In order to attain these objectives, no No component of the University may retain or employ outside counsel except with the prior approval of the President of the University, the Board of Regents, or their designee. The term "component of the University" includes the University, any unit, department or office of the University and any University-affiliated organization of which the University is the sole member or in which the University holds, directly or indirectly, a majority voting interest. The retention, employment and supervision of such outside counsel shall be in accordance with guidelines promulgated by University Counsel and pursuant to a contract for legal services approved by the Board of Regents or the President of the University.~~

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References

Appointment and Termination of Key Administrators, RPM 3.3; Student Government, RPM 4.1; Signature Authority for Contracts, RPM 7.8.

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The General Counsel is authorized to initiate, join and intervene in legal proceedings in the name of the Regents of the University of New Mexico in routine matters which do not raise policy issues.

No component of the University may retain or employ outside counsel except with the prior approval of the President of the University, Board of Regents, or their designee. The term “component of the University” includes the University, any unit, department or office of the University and any University-affiliated organization of which the University is the sole member or in which the University holds, directly or indirectly, a majority voting interest. The retention, employment and supervision of such outside counsel shall be in accordance with a contract for legal services approved by the Board of Regents or the President of the University.

References:

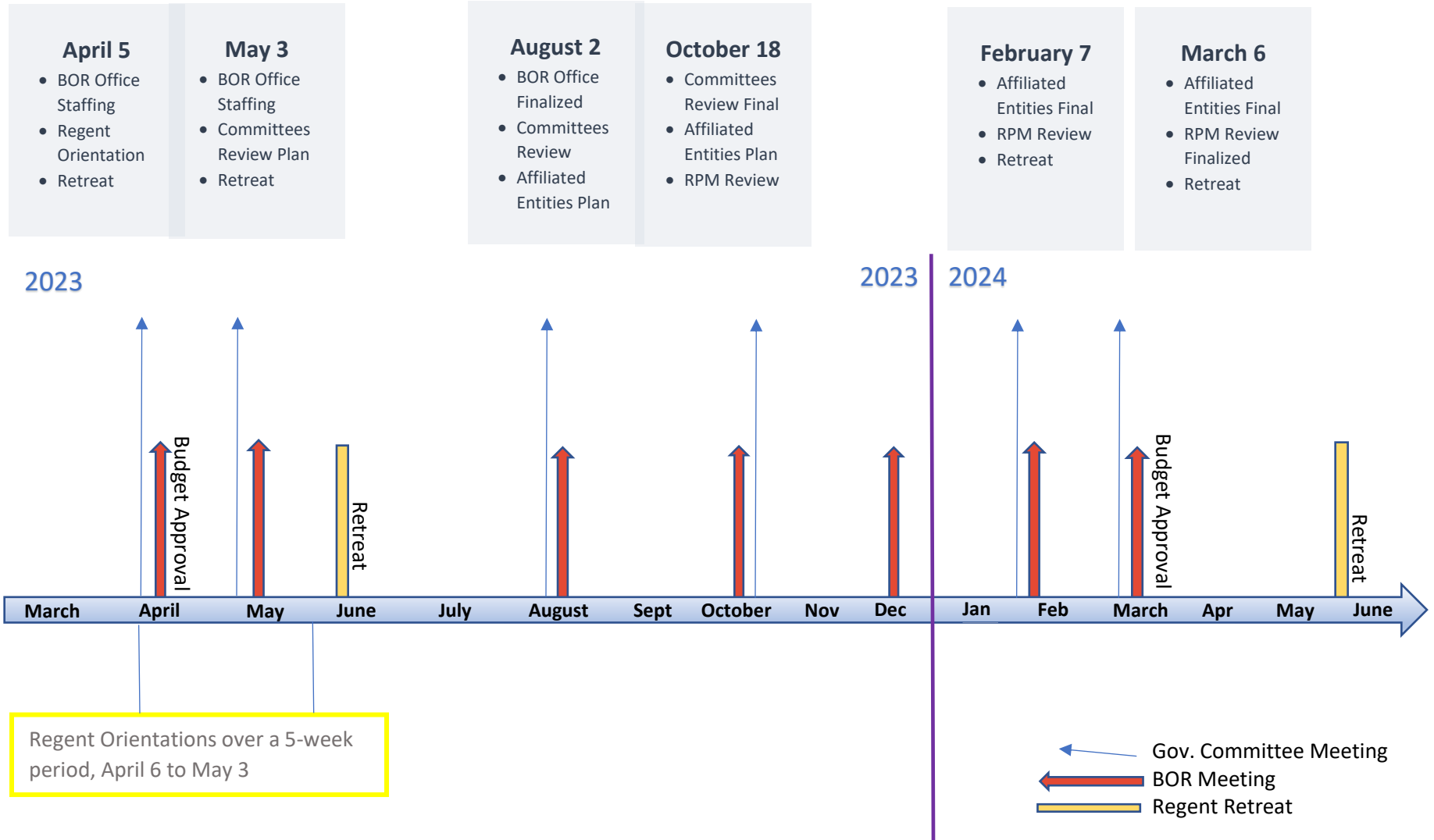
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Governance Committee 2023-2024 Workplan



AGB members from public institution governing boards can use this checklist as a guide for establishing and maintaining good governance practices. For additional resources and support to assist you in implementing these practices, see the related resources at the end of this document, visit the [AGB Knowledge Center](#), reach out to the [AGB Concierge](#), or contact [AGB Consulting](#).

Written Documents

- Is there a board policy manual or handbook?
 - Do board members receive a written statement of responsibilities and expectations related to board service?
 - Does the board have a written code of ethics and/or principles?
 - Do board committees have written charters or job descriptions?
 - Did all board members receive a copy of the institution's IRS Form 990 (if applicable)?
 - Do the institution and affiliated foundation(s) have a memorandum of understanding that clearly addresses all aspects of their interdependent relationship to include financial, operational, personnel, and other respective roles and responsibilities?
 - Is there a statement of principles for shared governance?
-

Updating Documents

- Have governance policies and written documents been updated within the past five years?
 - Have bylaws been reviewed and updated within the past five years?
 - Do board members sign a conflict of interest and disclosure statement annually?
-

Policies/Practices for Board Members

- Is there a maximum number of consecutive years/terms a board member may serve?
 - Is there a formal, documented, and monitored onboarding process for all new board members, to include orientation prior to the first board meeting?
 - Is ongoing board education a regular meeting agenda item?
 - Does the board have a policy or well-understood practice regarding who speaks to media about board positions and actions?
-

Strategic Planning
and Budget

- Did the full board formally approve the institution's strategic plan?
- Did the board, or a committee of the board, meet with the auditors without staff present?
- Did the full board formally approve the institution's annual budget?
- Are the strategic plans and priorities of the institution and affiliated foundation(s) in alignment?

Chief Executive
Compensation and
Performance Review

- Does the board assess the chief executive annually?
- If your chief executive has served many years, has the board conducted a comprehensive review of the chief executive's performance within the past three to five years?
- Did the assessment of the chief executive provide for input from the full board?
- Does the board periodically review executive compensation at comparable institutions?

Board Assessment

- Does your board conduct an annual self-assessment?
 - If yes, does it include assessment of each of the following areas?
 - Mission, vision, guiding principles, goals, and objectives
 - Strategic alignment
 - Leadership
 - Structure/composition
 - Oversight and accountability
 - Philanthropy/advocacy for the institution
 - Board performance
 - Culture
 - If yes, are these findings being used to improve board function?
- Has your board had an objective, experienced third party facilitate an in-depth assessment in the past five years?
 - If yes, has the board used the findings of the in-depth assessment and document to address areas of concern and made progress?
- Have you reviewed your national (previously termed regional) accreditor's expectations in its standards regarding board assessment and function recently?
- Is the board prepared to participate in the next institutional reaccreditation process?

Related Resources

Updating Board Bylaws: A Guide for Colleges and Universities

Robert M. O'Neil

Good governance begins with good governing documents, and bylaws are the starting point. *Updating Board Bylaws: A Guide for Colleges and Universities* represents the latest thinking on good governance in higher education by providing a concise deconstruction of the essential clauses in college, university, and system bylaws.

2013 • 76 pages

Illustrative Memorandum of Understanding Between a Public Institution or System and an Affiliated Foundation

AGB

A decade ago, AGB and the Council for Advancement and Support of Education (CASE), working with a national task force, developed an illustrative memorandum of understanding (MOU) that was widely promulgated and served as a model for agreements at many institutions and systems. This illustrative MOU, originally published in 2005, provided a catalyst and starting point for conversations among institution and foundation leaders about the role of foundations, the structure of development, and the respective responsibilities of institution and foundation boards. In 2014 AGB again worked with CASE and an advisory group of public higher education leaders to revise the illustrative MOU and develop new recommendations regarding best practices in the development and implementation of MOUs.

2014

Policies, Practices, and Composition of Governing Boards of Colleges, Universities, and Institutionally Related Foundations 2021

AGB

AGB has been collecting data and tracking trends on the composition of college and university governing boards since the late 1960s, and on the composition of foundation governing boards since 1985. *Policies, Practices, and Composition of Governing Boards of Colleges, Universities, and Institutionally Related Foundations 2021* and its predecessors are intended to spark dialogue about the future of higher education governance, including board capacity and functionality.

2021 • 104 pages

Presidential Compensation: A Comprehensive Guide for Higher Education Governing Boards and Chief Executives

Thomas K. Hyatt and Joseph S. Johnston Jr.

Foremost among the responsibilities of a college or university governing board is the recruitment, evaluation, and support of the institution's president. This includes, fundamentally, providing for reasonable compensation of the president—a task that is now more challenging than ever, because the job of being a college or university president is now more challenging than ever. Trustees must be vigilant in carrying out their responsibilities in hiring presidents and chancellors, establishing appropriate levels of compensation, and assessing the performance of these leaders. This publication provides boards and presidents alike with essential information on a comprehensive range of topics related to executive compensation.

2018 • 92 pages

Assessing and Developing College and University Presidents: An Enterprise Leadership Approach

Terrence MacTaggart

In an era during which being a campus or system leader has become more challenging, the environment more complex, the expectations greater, and the average tenure in office shorter, Terry MacTaggart offers a new practical guide to board assessment of presidents that takes these factors into account while emphasizing the importance of developing the talent and skills of the incumbent.

2020 • 88 pages

Assessing Board Performance: A Practical Guide for College, University, System, and Foundation Boards

Marla J. Bobowick and Merrill P. Schwartz

Ensuring its own effectiveness is one of the board's basic responsibilities, whether members are appointed or elected. This guide provides practical resources and expert advice to help boards identify areas of concern, strengthen their performance, and continually educate and renew themselves.

2018 • 76 pages

Board Fundamentals: Shared Governance

The AGB Knowledge Center is a hub of resources to help you understand the issues confronting your institution, foundation, or system. Shared governance is a foundational tenet of higher education. Delegation of authority between key constituents on campus strengthens institutions by championing meaningful engagement and inclusive, transparent decision-making. Visit this section of the AGB Knowledge Center to access resources to help balance accountability and participation.

**Related
Resources**
(continued)

Expert Support from AGB Consulting

AGB Consulting provides board-focused advisory services based on 100 years of experience strengthening higher education governing boards. Areas of expertise include establishment of sound board practices; ongoing education, coaching, and assessments; strategic planning; and transformation of business models for the long-term vitality of institutions, foundations, and systems. The work is led by thought partners who possess deep understanding rooted in their experience as college, university, system, and foundation board and committee chairs, board members, chief executives, or senior level executives as well as specialists in critical areas for board oversight.

Compensation Evaluation Services from AGB Search

There is significant movement at the presidential level, so institutions must be prepared to offer attractive compensation packages. This is a critical time to evaluate presidential compensation levels against both peer and aspirant groups not only to gauge competitiveness but also to determine what a new president could command. AGB Search helps clients establish appropriate and effective compensation levels for top institutional leaders.