

THE UNIVERSITY OF NEW MEXICO BOARD OF REGENTS  
GOVERNANCE COMMITTEE  
Special Meeting  
March 6, 2023 – 2:30 p.m.

**SUMMARY AND MINUTES**

Approved by the Committee at its April 5, 2023 Meeting

**Committee Members Present**

Regent Rob Schwartz, Chair  
Regent Kim Sanchez Rael, Vice Chair

**Members from the Administration**

Terry Babbitt, Chief of Staff, Office of the President  
Loretta Martinez, General Counsel, University of New Mexico

**Advisors in Attendance (in alphabetical order)**

Regent Randy Ko  
Shaikh Ahmad, GPSA President  
Teresa Costantinidis, Senior Vice President for Finance & Administration  
Liberty Sanborn, Researcher

**Support Staff**

Mallory Reviere  
Brian Jones

**I. Call to Order (2:35 p.m.)**

The meeting was called to order by the Chair at 2:35 p.m. After a roll call, the presence of a quorum was noted.

The Chair thanked everyone for attending, noting there was no formal business, in the sense that there would likely be no formal votes or motions to consider. Rather, this would be a discussion session, hopefully setting the agenda for the coming year. The Chair noted as well that the committee had essentially “lost” a year working on other issues—it hadn’t formally met for nearly a year—and needed a regular workplan to move down a path toward greater productivity, especially now that the committee had been promoted to *full standing committee* status.

Introductions were made all around, and the Chair explained that Regent Brown was unable to attend due to a family situation. He also noted that, following the completion of Regent Brown’s term, and once a new Governance Committee board is appointed, Regent Brown had offered to continue to attend committee meetings as an unofficial advisor.

**II. Adoption of the Agenda (2:45 p.m.)**

Vice Chair Rael moved that the agenda for the meeting be approved. The Chair seconded the move, without objection.

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**Motion to Approve Agenda:** Vice Chair Rael  
**Second:** Chair Schwartz  
**Vote:** Unanimous consent, without objection  
**Motion:** Agenda approved

**III. Adoption of Prior Minutes (2:46 p.m.)**

The minutes of the April 27, 2022, meeting were reviewed and discussed, with some conversation on action items, notably the changes to Regents' Policy 1.5 (*See minutes of April 22 meeting*). After some discussion with counsel, the committee found the minutes satisfactory.

**Motion to Approve Minutes:** Vice Chair Rael  
**Second:** Chair Schwartz  
**Vote:** Unanimous consent  
**Motion:** Minutes approved

**IV. Business of the Committee (2:47 p.m.)**

**A. 2023-2024 Meeting Dates**

The Chair opened discussion by suggesting that the rest of the meeting delve not only the *what* of the committee, but the *why* as well. What should the committee be doing as a practical matter? Why is it here, and how can its actions advance the general good of the university?

The committee began by concurrently reviewing the *Governance Committee Meeting Date Proposals* and *Governance Committee Workplan Topics* (see attached). The Chair asked if the proposed dates seemed reasonable and attainable. The workplan topics were reviewed, with the goal of identifying which items might be considered first.

Regarding the timing of committee meetings, the Chair noted that most occurred around the time of other committee meetings, which was an ideal approach to addressing issues with overlapping jurisdictions. The proposed schedule generally placed the committee's meetings within a week prior to a full Board of Regents meeting (with the exception of December and June) and the Chair asked for input and comments on this approach.

Vice Chair Rael questioned if such regularity was the "right cadence," given the schedules of some of the other committees—such as Audit, which meets less frequently, and SSTAR, which meets more often. Does the committee need to meet every time there is a Regents meeting? Or just "as needed"? If the latter, what does "as needed" mean?

There was also discussion of how the proposed meeting dates intersect with outside conferences such as AGB and internal events such as the Regents retreat. This led to a discussion of the best dates for the retreat, with Terry Babbitt suggesting that an early summer meeting was more useful, as it gave the UNM Administration more time to address any issues that might be raised, well before the start of the Fall semester.

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Vice Chair Rael suggested adhering the calendar as currently drafted, especially as the committee was small enough that it should be able to reschedule meetings easily. While the committee did not formally make a motion on the matter, it agreed to use the schedule as currently drafted as a guideline.

**B. Committee Workplan (2:57 p.m.)**

The Chair next opened the floor for discussion on the staffing requirements and other needs of the Regents, as the committee reviewed the topics listed in *Governance Committee Workplan Topics* (see attached). Chair Schwartz acknowledged the work that has been done by researcher Liberty Sanborn, who has compared UNM's Board and its operations to other similar institutions.

The Chair also suggested it would be helpful to discuss Regent orientation (see attached) to learn more about what members needed for a successful orientation and what materials, regardless of need, were more valuable than others. He also asked the committee to think about the overall value of the retreat as currently structured. Does it serve the purpose of a traditional orientation? Or could the orientation be integrated into the regular Regents retreat.

Chair Schwartz also suggested the regents discuss their overall role, metaphysically querying *Why do regents even exist?* How do the regents relate to the overall structure of a successful university? What do regents need to know to successfully do the job they've been asked to do?

Closer to the ground, he pointed out that UNM's Board of Regents was, by national standards, smaller than the norm—and therefore relied on committees to do much of its work. The Chair then wondered aloud if the committee structure adequately reflected the priorities of the university, whether their responsibilities could be divided up differently, and whether the committees were even named appropriately.

Vice Chair Rael and counsel suggested other issues worth discussing, including the use of the Regents endowments, which has evolved over the last several decades and is used primarily to fund scholarships. They also suggested a closer review of the Regent policy manual to see what changes may have been made over the last few decades that have never been formally codified--or have never even been reviewed at all.

**V. Regent Orientation and Retreat; Articulation of Vision & Mission Statements (3:00 p.m.)**

This led the Chair to suggest a review of the university's vision and mission statement, both of which have been articulated and amended at different times by different regents, but which often vary in the details. The Chair suggested it might be worthwhile to review the various iterations and decide which was actually *the* mission and *the* vision. He recommended this be a subject discussed at the Regent retreat, whenever that might be.

Regent Rael mentioned the AGB conference in San Diego and recommended it as an ideal place to learn more about experiences of regents around the nation. General discussion followed on the

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value of the conference—it was agreed that Regents should try to attend the conference if they could--and how regent meetings should be scheduled to accommodate the AGB conference.

The Chair asked if there were any additional issues that needed to be added to the workplan. Counsel mentioned accreditation issues, and said she was working on further documenting governance practices for the university and noted that the very existence of the committee itself is a piece of the larger accreditation requirements puzzle. She further suggested the committee educate itself on accreditation, working with Academic Affairs. Terry Babbitt noted that it is critical the university document its actions for compliance and suggested that the actions of the committee might also be used to illustrate the university's transparency and compliance.

Vice Chair Rael wondered if accreditation might be better addressed by the STARR committee, rather than Governance; counsel offered no opinion. The Chair suggested that it was a topic that might be best divided between and decided by the STARR and HSC committees. Terry Babbitt noted every committee likely had some jurisdiction over the topic of accreditation. The Chair suggested this topic, too, might be part of the conversation at the Regents retreat.

Counsel then suggested that the committee should consider reviewing the policy manual for content for the retreat. This led to a discussion of whether the committee should suggest to the Board as a whole that it consider sunseting policies in the Regent manual, to ensure that they get reviewed regularly. She point out that the recent review of Regent policy regarding the appeal process had been a useful one that resulted in small changes that made the process clearer—and that many other policies might be served well by such review.

Vice Chair Rael asked which committee has oversight of athletics, noting that while F&F definitely had some say as far as budgeting went, there did not seem, as of yet, for there to be a natural home, committee-wise, for matters related to athletics. The Chair admitted that this was an excellent question, and noted that, fortunately, it had not been an issue as of yet. Vice Chair Rael suggested it would be very useful to have a conversation and determine which committee should oversee athletics, as needed, and that this, too, might be a question for the full Board to consider. Terry Babbitt mentioned there is overlap among committees in a piecemeal manner—eligibility for student athletes is reviewed under SSTAR, for example—but there is no committee that serves as a central oversight committee.

Based on the discussion so far, Vice Chair Rael suggested that the *Governance Committee 2023-2024 Workplan* be revised to discuss committees at both the March 30 and the May 2 meeting, a suggestion endorsed by the Chair.

The Chair asked if there were any other suggestions about the schedule or topics.

Mr. Ahmad was recognized by the Chair.

Mr. Ahmad asked for more information on the onboarding process for new regents. The Chair noted that there was an orientation process, mostly a series of presentations, which was both practical and social, as it gave new regents an opportunity to learn and socialize alongside veteran regents. Vice Chair Rael suggested that as part of the process, regents should be encouraged to attend classes with students. Mr. Ahmad endorsed this approach, as did the Chair,

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who also suggested it would be useful to have regents attend a “listening tour” of campus housing and UNM’s branch campuses.

**VI. Structure and Staffing of the Board of Regents’ Office (3:54 p.m.)**

The Chair asked the committee to consider how the Office of the Board should be structured and organized, and ask itself honestly *What do we need to do our jobs?* He credited the work done so far by Ms. Sanborn and asked if she could perhaps present her research so far on what other Boards of Regents had done to address the issues of staffing.

Ms. Sanborn was recognized to present her findings.

Ms. Sanborn explained that there were an infinite number of ways to organize boards. Some similar universities, she noted, had large boards with a small number of support staff, while others had more staff than regents. She explained that there is really no “off the shelf” model for this, and that the board should simply look to its realistic needs to shape the structure of its staff.

VP Costantinidis warned the committee that the creation of such an administrative support structure might set up alarm bells within the faculty, especially if it was seen as an effort to create a new level of bureaucracy. The Chair was sympathetic to this suggestion, but also noted the value of having an independent structure in place where the Board could explore ideas independent of the Administration, and vet their value before bringing them before the Administration and the public for discussion.

Terry Babbitt agreed that there were many different structures possible, and that it would be critical for the Regents to communicate their intentions and plans openly. He also asked the committee to consider what this new administrative structure would do that the current Administration does *not*. The Chair agreed that this should be the topic of further discussion.

**VII: Comments from the Committee (4:10 p.m.)**

The Chair asked if there were any other issues to be discussed or added to the next agenda. Vice Chair Rael wondered if perhaps it might be possible to have a discussion about electronic-only distribution of materials, rather than the gigantic briefing books that are often received. Consensus in the room was that this was a reasonable approach worth further discussion, and gets to the question of providing each committee with similar resources and a similarly streamlined process of distribution.

**VIII. Adjournment (4:13 p.m.)**

Vice Chair Rael motioned to adjourn, which the Chair seconded.

**Move to Adjourn:** Vice Chair Rael

**Second:** Chair Schwartz

**Vote:** Voice vote, unanimous in the affirmative

**Motion:** Approved

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*The meeting was adjourned at 4:13 p.m.*