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# Minutes of 11/22/2011 HSC Board of Directors Mtg

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**Minutes of the Meeting of the  
UNM Health Sciences Center Board of Directors  
November 22, 2011  
Bill & Barbara Richardson Pavilion, Room 1500**

Board of Directors present: Carolyn Abeita, Don Chalmers, Mel Eaves, Lt. Gen. Brad Hosmer, Ann Rhoades, Jerry Geist

Directors absent: Ron Solimon

HSC Leadership present: Chancellor Paul Roth and a majority of the HSC senior leaders

Others present: HSC students, members of the HSC faculty and staff, members of Main campus staff

Carolyn Abeita, Chair, called the meeting to order at 9:06 a.m. and a quorum was established.

Agenda amended, moving items VIII.j, k, l, m, and n to beginning of Section VIII. Motion was made to adopt agenda, as amended; second; with a vote of 6-0-0 in favor. Motion passed.

Motion was made to approve the Minutes of the October 25, 2011 HSC Board of Directors' meeting; second; with a vote of 6-0-0 in favor. Motion passed.

Chancellor's Administrative Report

Chancellor Paul Roth congratulated the newly elected officers to the Health Sciences Student Council (HSSC), announcing that their terms will run through April 2012. In the audience and introduced were David Medrano, President; Jason Koury, Vice President; and Angelica Avila, Secretary. Travis Maestas, Treasurer, was not able to attend due to an exam. The HSSC will give periodic updates to the Board. Dr. Roth acknowledged College of Nursing students for their involvement with Project Helping Hands who traveled to Kenya to provide health care services in a community-organized clinic. Dr. Judith Harris, College of Nursing faculty member, introduced several of the students who participated, who were in the audience. Dr. Roth announced that results of a study on the bivalent human papillomavirus vaccine (researched and developed at the HSC) shows that the vaccine is even more effective than initially hoped. Dr. Cosette Wheeler, is traveling the globe to speak to leaders as well as in the United States in an effort to promote this vaccine. Dr. Roth announced that Project ECHO has been showcased on the Discovery Channel and is considered a leading-edge project, now picked up by the VA Hospital nationally, University of Washington, etc. Project ECHO will be presented at a future HSC Board of Directors' meeting. Discussion.

Health System Report

Mr. Steve McKernan, HS Chief Operations Officer, announced that all officials of the Health Systems are meeting weekly, getting organized with organizational structure, job descriptions, development of a

performance plan, and setting goals to demonstrate that the establishment of the Health System has had a positive impact on the HSC, the delivery of health care to all patients, and contributions made to the educational research mission of the HSC. The No. 1 priority is to bring the SRMC Hospital “live” and significant coordination between SRMC and all other components of the HSC and HS is underway with major initiatives such as physician recruitment, information technology systems, alignment of human resources systems, and finance systems and consolidated reports. Discussion.

#### UNM Staff Council Update

Mary Clark, President, UNM Staff Council, was unable to attend. No report.

#### Public Comment

There was no public comment.

#### Action Items

#### Approval of Charter for HSC Board of Directors’ Finance, Audit and Compliance Committee

Scot Sauder, Senior Associate University Counsel, presented on the draft Charter he authored for the HSC Board of Directors’ Finance, Audit and Compliance Committee (FACC), covering the role of a finance committee, role of an audit committee and role of overseeing compliance. The Directors recognized the work performed by Mr. Sauder in this endeavor. Discussion. Recommendation that language be added to ensure that the member from the Regents’ Finance & Facilities Committee also sit as a member of the HSC BoD FACC. Further discussion of FACC membership, HSC budget and finances, proper review and focus on HSC financial issues, Report to Regents, improved communication, decision thresholds, and respect for the ultimate authority of the UNM Board of Regents. Discussion on possible recommendation that decision thresholds at double or higher of what they are presently be proposed to Regents so that the focus of the HSC BoD FACC and the Regents’ F&F Committee can be sharper on the high cost items in a fashion parallel with what was originally intended when the decision thresholds were established and a potential Regents’ Policy that ensures a financial review process that ensures ethical and thorough review of financial items; with adding that every five years decision thresholds be reviewed. Director/Regent Chalmers will address this recommendation to the Regents’ Finance & Facilities Committee.

Motion was made to approve the Charter for the HSC Board of Directors’ Finance, Audit and Compliance Committee with an amendment to add language that stipulates that the member of the Regents’ Finance & Facilities Committee also sit as a member of the HSC BoD FACC; second. Further discussion. Vote of 6-0-0 in favor. Motion passed.

### Approval of Charter for HSC Board of Directors' Governance and Nominating Committee (GNC)

Scot Sauder, Senior Associate University Counsel, presented background on the draft Charter he authored for the HSC Board of Directors' Governance and Nominating Committee (GNC) that invests the GNC with responsibilities and authorities as stated in the "Governance Principles" which was approved by the HSC BoD at the October 2011 meeting. Emphasis on the responsibility of the Committee to implement a process to monitor and assess the HSC Board of Directors on a periodic basis and provide a report to the Board on same. Mr. Sauder noted that both the GNC and FACC Charters also call for a self-evaluation. Discussion.

Motion was made to approve the Charter of the HSC Board of Directors' Governance and Nominating Committee; second. Discussion. Vote of 6-0-0 in favor. Motion passed.

### Approval of Members of the HSC Board of Directors' Finance, Audit and Compliance Committee (FACC)

Chair Abeita appointed Directors Chalmers, Eaves and Geist to serve as members of the FACC, with Director Chalmers serving as Chair.

Motion was made to approve the membership of the HSC Board of Directors' FACC; second. Vote of 6-0-0 in favor. Motion passed.

### Approval of Members of the HSC Board of Directors' Governance and Nominating Committee (GNC)

Chair Abeita appointed Directors Hosmer, Rhoades and Solimon to serve as members of the GNC, with Director Hosmer serving as Chair.

Motion was made to approve the membership of the HSC Board of Directors' GNC; second. Vote of 6-0-0 in favor. Motion passed.

### Approval of HSC Board of Directors Report to the UNM Board of Regents (Report)

Chair Abeita gave background on the December 2010 request of the UNM Board of Regents for this Report, that includes the progress of the HSC Board of Directors as well as recommendations, to be rendered to the Regents in December 2011. Chair Abeita recognized Mr. Sauder for the excellence of his work in preparing the Report. Scot Sauder, Senior Associate University Counsel, gave an overview of the Report as well as the Appendices to same. The Report has three main categories: 1) steps that were taken to establish the HSC Board of Directors; 2) the orientation of the Board; and, 3) base governance items (*i.e.*, adoption of Bylaws, adoption of Governance Principles, adoption of the Board Committee Charters, and adoption of a comprehensive Conflict of Interest Policy). He discussed the draft HSC Board of Directors' Executive Calendar with the emphasis placed on the proper alignment of meetings in order that the business of the HSC be handled and approved/disapproved in the correct order. The Report includes the significant work performed by the HSC Board of Directors over the past eight

months (*i.e.*, outline of the adoption of the Open Meetings Act Policy, development of a comprehensive Performance Plan for the Chancellor for Health Sciences, a Dashboard Report). The Report outlines the financial reviews and types of reviews that occur; acknowledges that there are certain aspects of the HSC for which there is not currently a governance body (other than the HSC Board); outlines the nature and types of transactional reviews and approvals; for Executive Session the Report outlines periodic and regular litigation oversight reports; oversight of compliance matters; and continuing Board education efforts. The Report outlines the HSC administrative reorganization and strategic planning as well as a focus on the recommendation of the HSC Board of Directors to the UNM Board of Regents to further enhance and improve the governance reorganization (*i.e.*, request that the Regents agree that matters coming before the HSC Board of Directors no longer need to proceed through the Regents' Finance and Facilities Committee). Mr. Sauder noted that, per Regents Policy 3.5, matters involving internal audit and audit-related matters will continue to proceed through the Regents' Audit Committee. Discussion. Recommendation that language be included regarding Regent member of the Regents' Finance & Facilities Committee would be a member of the HSC BoD FACC.

Motion was made to approve the draft "Report of the HSC Board of Regents to the UNM Board of Regents," as amended; second; with a vote of 6-0-0. Motion passed.

Chair Abeita extended an invitation to all HSC Board of Directors to attend the December 13, 2011 meeting of the UNM Board of Regents, when this Report will be presented.

#### Recommendation to the UNM Board of Regents for Approval of School of Medicine December 2011 Graduates

Dr. Jeff Griffith, Executive Vice Dean of the School of Medicine, on behalf of the UNM School of Medicine faculty, sought approval of the granting of degrees from the listed nine programs, contingent upon satisfactory completion of their respective academic requirements.

Motion was made to approve the granting of degrees of the UNM School of Medicine programs' candidates, contingent upon satisfactory completion of their respective academic requirements; second; with a vote of 6-0-0. Motion approved.

#### Recommendation to the UNM Board of Regents for Approval of College of Nursing December 2011 Graduates

Dr. Nancy Ridenour, Dean, UNM College of Nursing, on behalf of the College of Nursing faculty, sought approval of the granting of degrees so listed, contingent upon satisfactory completion of their respective academic requirements.

Motion was made to approve the granting of degrees of the UNM College of Nursing candidates listed, contingent upon satisfactory completion of their respective academic requirements; second; with a vote of 6-0-0. Motion approved.

Recommendation to the UNM Board of Regents for Approval of College of Pharmacy December 2011 Graduates

Dr. Don Godwin, co-Dean, UNM College of Pharmacy, on behalf of the College of Pharmacy faculty, sought approval of the granting of degrees so listed, contingent upon satisfactory completion of their respective academic requirements.

Motion was made to approve the granting of degrees of the UNM College of Pharmacy candidates listed, contingent upon satisfactory completion of their respective academic requirements; second; with a vote of 6-0-0. Motion approved.

Approval of Contract with Agilent Technologies for New Center for Molecular Discovery

Bruce Cherrin and Dr. Richard Larson presented on this approximately \$2 million purchase, unique in that it involves purchase of new equipment from Agilent Technologies who will also be purchasing a secondary piece of equipment that will work with an existing piece of equipment already in place at UNM (from a NIH grant). Dr. Larson gave an overview of the project, explaining that the purchase is part of a \$10 million grant received to remodel the second floor of the old TriServices building, that included a \$2 million for purchase of this one-of-a-kind robotic piece of equipment used in high throughput drug screening. This will give the HSC the capability of screening approximately 50,000 drug candidates per hour (we currently have a drug library of approximately 1.5 million compounds that we can screen for them to be a new drug against any new molecular target that we identify). The purchase of this equipment will make us the only institution in the world that has this capability; NIH has approved. Discussion.

Motion was made to approve the contract with Agilent Technologies for New Center for Molecular Discovery; second; with a unanimous vote of 6-0-0. Motion passed.

Approval of Domenici Hall Electrical Upgrade to 12.47 KV

Mary Vosevich, Director, UNM Physical Plant, presented on the project that will convert the electrical service at the Domenici Hall from PNM to UNM's Electrical Distribution Service, resulting in a net annual savings of \$62,000, greater reliability and enhanced efficiency. Discussion.

Motion was made to approve Domenici Hall Electrical Upgrade to 12.47 KV; second; with a unanimous vote of 6-0-0. Motion passed.

Request for Capital Project Approval: UNM Hospitals, Replace Environmental Control Heating at University Psychiatric Center

Steve McKernan, CEO, UNM Hospitals, gave an overview of the project that will reduce costs; project budget is expected to be \$550,000.

Motion was made to approve Capital Project: UNM Hospitals, Replace Environmental Control Heating at University Psychiatric Center; second; with a unanimous vote of 6-0-0. Motion passed.

Request for Capital Project Approval: UNM Hospitals, Replace Emergency Power Transfer Switches – UNMH Central Plant and University Psychiatric Center

Steve McKernan, CEO, UNM Hospitals, gave an overview of the project. Transfer switches will provide power from UNM Hospital Central Plant to the University Psychiatric Center, providing more reliable power with a project cost of approximately \$400,000.

Motion was made to approve Capital Project: UNM Hospitals, Replace Emergency Power Transfer Switches – UNMH Central Plant and University Psychiatric Center; second; with a unanimous vote of 6-0-0. Motion passed.

Recommendation to Approve the Nomination of Debbie Johnson to the University of New Mexico Board of Trustees

Steve McKernan, CEO, UNM Hospitals, gave background on the nomination of Debbie Johnson to serve on the UNMH Board of Trustees. Discussion.

Motion was made to approve the nomination of Debbie Johnson to the UNM Board of Trustees; second; with a unanimous vote of 6-0-0. Motion passed.

Approval: Next Phase of Master Facilities Plan

Steve McKernan, CEO, UNM Hospitals, gave background and rationale on this request to approve that the architectural firm of DPS to begin on the next phase of the Master Facilities Plan to build a 100-bed inpatient unit on “lands west” at Camino de Salud across from the Cancer Center. Discussion.

Motion was made to approve that the architectural firm of DPS will begin the Next Phase of the Master Facilities Plan; second; with a unanimous vote of 6-0-0. Motion passed.

Recommendations for Items to Consent Agenda of the UNM Board of Regents

After discussion, the HSC Board of Directors recommended that the following item be forwarded to the UNM Board of Regents Agenda as an Action Item:

- Health Sciences Center Board of Directors Report to the UNM Board of Regents
- Approval: Next Phase of Master Facilities Plan

After discussion, the HSC Board of Directors recommended that the following items be forwarded to the UNM Board of Regents' Consent Agenda:

- Recommendation to the UNM Board of Regents for Approval of School of Medicine December 2011 Graduates
- Recommendation to the UNM Board of Regents for Approval of College of Nursing December 2011 Graduates
- Recommendation to the UNM Board of Regents for Approval of College of Pharmacy December 2011 Graduates
- Approval of Contract with Agilent Technologies for New Center for Molecular Discovery
- Approval of Domenici Hall Electrical Upgrade to 12.47 KV
- Request for Capital Project Approval: UNM Hospitals, Replace Environmental Control Heating at University Psychiatric Center
- Request for Capital Project Approval: UNM Hospitals, Replace Emergency Power Transfer Switches – UNMH Central Plant and University Psychiatric Center
- Recommendation to Approve the Nomination of Debbie Johnson to the University of New Mexico Hospital Board of Trustees

The HSC Board of Directors recommended that the following items be forwarded to the UNM Board of Regents' Finance & Facilities Committee Agenda:

- Approval of Contract with Agilent Technologies for New Center for Molecular Discovery
- Approval of Domenici Hall Electrical Upgrade to 12.47 KV
- Request for Capital Project Approval: UNM Hospitals, Replace Environmental Control Heating at University Psychiatric Center
- Request for Capital Project Approval: UNM Hospitals, Replace Emergency Power Transfer Switches – UNMH Central Plan and University Psychiatric Center

#### Information Items:

#### HSC Board of Directors 2012 Executive Calendar

Scot Sauder, Senior Associate University Counsel, presented on the draft HSC Board of Directors 2012 Executive Calendar. The goal is to set the timing of when the subsidiary Boards and their committees will be meeting, the HSC Board of Directors meetings, the FACC meetings, in connection with the UNM Board of Regents meetings and committee meetings. Discussion. Decision to have Executive Calendar revisited to better coordinate (*i.e.*, to resolve the three months where HSC BoD will meet twice).

Overview: UNMH

Agreement that Mr. McKernan would give an overview of UNMH while leading a tour, at the end of the meeting.

Motion was made to close the Open Session and convene in Executive Session; second; with a vote of 6-0-0 in favor. Motion passed.

Motion was made to close the Executive Session and reconvene in Open Session with confirmation that only matters as listed on the Agenda, Item X were discussed during Executive Session; second; with a vote of 6-0-0 in favor. Motion passed.

Motion was made to adjourn the meeting; second; with a vote of 6-0-0 in favor. Motion passed. Meeting adjourned.

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Minutes were prepared by Patrice Martin on November 23, 2011.

Approval of Minutes:

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Carolyn Abeita, Chair

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Date