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University of New Mexico Board of Regents

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University of New Mexico Board of Regents Minutes for October 15, 2019

University of New Mexico Board of Regents

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**Minutes of the Regular Meeting of
The Board of Regents of the University of New Mexico
October 15, 2019
Open Session - Ballroom C, Student Union Building (SUB)
Executive Session – Cherry Silver Room, SUB
Main Campus**

Members present

Douglas Brown, President; Kim Sanchez Rael, Vice President (telephonically); Robert Doughty; Melissa Henry; Marron Lee; Robert Schwartz

Members not present

Sandra Begay

Administration present

Garnett S. Stokes, President; James Holloway, Provost and EVP for Academic Affairs; Richard Larson, Executive Vice Chancellor for Health Sciences Center; Teresa Costantinidis, SVP for Finance and Administration; Loretta Martinez, Chief Legal Counsel; Francie Cordova, Interim Chief Compliance Officer; Ava Lovell, Executive Officer for Finance & Administration, HSC; Michael Richards, Vice Chancellor for Clinical Affairs; Eliseo 'Cheo' Torres, VP Student Affairs; Eddie Nunez, Athletic Director; Assata Zerai, VP for Equity and Inclusion; Dan D. Garcia, VP for Enrollment Management; Kate Becker, CEO, UNM Hospitals; Liz Metzger, University Controller; Dana Allen, VP Alumni Relations; Terry Babbitt, President's Chief of Staff; Cinnamon Blair, Chief Marketing and Communications Officer

Advisors present

Alexis Tappan, Alumni Association Board President; Finnie Coleman, Faculty Senate President; Ryan Gregg, Staff Council President; Muhammad Afzaal Hussain, GPSA President; Adam Biederwolf, ASUNM President; Beverly Kloeppe, Retiree Association President

Presenters in attendance

George Williford, Hilltop Securities and UNM Financial Advisor; Chris Muirhead, Modrall Sperling Law; Vahid Staples, Budget Officer; Norma Allen, Director University Budget Operations; Nicole Dopson, Director Financial Operations

Others in attendance

Members of administration, faculty, staff, students, the media and others.

CALL TO ORDER, CONFIRMATION OF A QUORUM, ADOPTION OF THE AGENDA

Regent President Douglas M. Brown called the meeting to order at 9:06 AM and confirmed a quorum with five members present in person and one member joining the meeting telephonically. Regent Sandra Begay was not able to join the meeting.

The motion to adopt the agenda passed with a unanimous vote in favor (1st Henry; 2nd Lee).

APPROVAL OF MINUTES

The motion to approve the minutes of the September 17, 2019 regular meeting passed with a unanimous vote in favor (1st Schwartz; 2nd Henry).

APPROVAL OF NAMING THE, "NENE AND JAMIE KOCH MOVEMENT DISORDERS CLINIC"

Kate Becker, CEO of UNM Hospitals, presented the item and requested the Regents approve the naming of the comprehensive center for movement disorders at the hospital in honor of Nene and Jamie Koch, both of whom have a long history with the University of New Mexico. Jamie Koch has been a state legislator and a UNM Regent, and both he and Nene brought Project Search to New Mexico, which provides an opportunity for young people with disabilities to move from school to work in an internship program. As part of the UNM naming policy, letters of support were solicited. The state Legislative Finance Committee wrote, "Jamie's extraordinary record of public service to both the state of New Mexico and to The University of New Mexico is unmatched. His leadership as a legislator and as a member of the UNM Board of Regents has been instrumental in obtaining state support for several initiatives including the comprehensive center for movement disorders." Governor Michelle Lujan-Grisham wrote, "Jamie has been unyielding in his commitment to the cause of movement disorders. He has marshalled the support of legislators and community advocates to advance the center, last year

securing a \$3.5 million capital appropriation, which I was delighted to support. Thanks to Jamie's leadership and commitment, thousands of individuals living with movement disorders now and in the future will benefit by accessing state of the art care close to home."

Regent Marron Lee said UNM is the perfect home for this center and she looks forward to the great work that can be done for those diagnosed with Parkinson's and other neurological disorders.

Regent Doug Brown acknowledged a proud moment for the University and the community and recognized Jamie's work for this initiative and also all the work he has done for the University and the community and the state.

Jamie Koch said, "I am humbled by the movement disorders center being named for me. I always pictured the center serving New Mexicans all over the state who have movement disorders. Now my dream is coming true. Thank you."

The motion to approve the naming of the Movement Disorders Clinic to the, "Nene and Jamie Koch Movement Disorders Clinic", passed with a unanimous vote in favor (1st Lee; 2nd Schwartz).

PRESIDENT'S ADMINISTRATIVE REPORT

President Garnett S. Stokes opened her report with information about recent University successes and upcoming happenings. A second NSF grant has been awarded for the Environmental Data Initiative, of which UNM is a member, for the continuation of gathering and storing ecological data. The University will be allocated \$1.4 million of the total \$3 million grant. The New Mexico Hospital Association named UNM Hospital as a top hospital for quality standards, one of five hospitals in the state to receive this award. As New Mexico's only Level I Trauma Center, UNM Hospital earned the Hospital Improvement Innovation Network Award, one of the association's premier honors for hospital quality. UNM is now one of the 17 nodes of the National Institute for Drug Abuse (NIDA) Clinical Trials Network (CTN), a nationwide collaborative uniting treatment providers, researchers, and patients in conducting multi-site clinical trials to prevent and treat substance abuse disorder. In athletics, Women's Cross Country ranked fourth in the latest NCAA poll, and UNM's Weini Kelati was named National Cross Country Athlete of the Week after winning the prestigious Notre Dame Invitations. UNM will host the 20th Anniversary Imagining America National Gathering which will bring together over 500 people from U.S. higher education institutions and community organizations to celebrate public scholarship in the arts, humanities, and design. This year's homecoming celebrates all things cherry & silver and will include events, lectures, reunions, tours, open houses, tailgates and football set for October 21 through 26.

President Stokes provided information on the upcoming faculty unionization vote. There will be two days of voting, with 5 polling sites on Main and the Branch Campuses. Each polling location will be open for voting 8 AM to 10 PM on October 16-17. The American Arbitration Association (AAA) will run the election with oversight by the Labor Board. Votes will be tallied on Friday, October 18 in Albuquerque by the Labor Board.

President Stokes reported on University initiatives. Graduation rates continue to show success with the University's 4-Year graduation steadily increasing over the past four years, from below 20% for the 2010 cohort to just over 34% for the 2014 cohort. On the Grand Challenges, five general education instructors will be selected and supported in incorporating one or more of the UNM Grand Challenges topics into their general education courses. The Provost's Office, Teaching Fellows' communities of practice, and the three Grand Challenge research teams will assist the instructors in developing curricular enhancements throughout the spring semester. Fellows will teach enhanced general education courses in the Fall 2020 semester and will receive small summer stipends and financial support for supplies and materials. To raise awareness and support for UNM's Army ROTC, the elite U.S. Army's Golden Knight Parachute Team landed on Johnson Field on October 1 after an aerial parachute demonstration. President Stokes spoke about other activities and initiatives on Heroes Day when the Lobo football team will play Air Force. The Division of Equity and Inclusion is leading a campus committee effort to develop a new UNM seal design that represents the traditions, culture, and aspirations for the future. Campus Safety is still a top priority, and with the month of October being Domestic Violence Awareness Month, the LoboRESPECT Advocacy Center is focusing on raising awareness of healthy relationship habits.

Regent Brown said President Stokes' report was incomplete without adding that she also jumped with the elite Golden Knight Parachute Team on October 1!

PUBLIC COMMENT

Andrew Schuler, Professor, Civil Engineering, spoke against the unionization vote. Dr. Schuler started out ambivalent about the vote and is personally pro-union, and is supportive of the adjunct vote, but not for the other bargaining unit that includes lecturers, research professors, tenure and tenure-track professors, making for an untenable group for forming any kind of a coalition. This is not a good fit for a Research I institutions, and there are very few that are unionized. Also spoke about deceitful pro-union tactics with online and poster communications.

Michael Gonzalez, Lecturer II, Civil Engineering, twelve years teaching in the department and a first generation student, fears the unionization will stifle a lot of ambitions and growth by putting constraints on faculty. Good faculty need to be attracted and retained, and be given the freedom to do good things for UNM's students. Unions have not demonstrated why a Tier I Research University should unionize. A faculty member who will consider leaving the University if the faculty unionizes.

Yemane Asmerom, Professor of Geochemistry, Earth and Planetary Sciences, a faculty member at UNM for 25 years, has stayed at UNM not because of lack of options but to be able to teach students from diverse backgrounds and to be able to have a certain amount of flexibility that has been threatened by this whole unionization effort. State leaders came out in favor of unionization. This is the wrong choice for tenure-track faculty. UNM will always exist, but the question remains on whether it will exist as a credible Research I university. The Regents as having fiduciary responsibility need to ensure there is a credible counterpoint to this effort as it is detrimental to the University.

Mahmoud Taha, Distinguished Professor and Regents Lecturer and Chair, Department of Civil Engineering, has worked at UNM for 16 years, said that a significant level of potential at UNM will be lost with the union vote; very concerned and against the union, his department will lose its bargaining capabilities to attract and retain faculty. Right now, there are other universities getting ready to recruit top faculty here, the minute the union happens. Not against the union for adjunct faculty, but against the other collective bargaining unit, and yet he has been told he cannot vote because he is a department chair. The process is flawed and incorrect.

Abhaya Datye, Distinguished Professor, Regents' Professor, and Chair of the department of Chemical and Biological Engineering, has been at UNM for 35 years and has seen the University from many perspectives. The whole unionization effort caught them blindsided, many did not know details until recently. Dr. Datye talked about his role as a mentor and coach, not a supervisor, and he spoke about how this will affect how the department can bring on research faculty and be able to retain existing faculty.

Greg Taylor, Distinguished Professor, Physics Astronomy Department and Director of the Long Wavelength Array Radio Telescope that operates for researchers worldwide, is not allowed to vote in the union election even though he is not an administrator and his center has no other employees. There are about 40 faculty with the title as director but have no administrative duties and are disenfranchised. The definition of the bargaining units is flawed. It doesn't make sense to have tenured faculty lumped in with research faculty. Dr. Taylor urged his fellow faculty to vote no.

Ylva Pihlstrom, Professor, Physics Astronomy Department, has multiple concerns about the unionization, and one is being pushed into a situation that might limit self-governance and autonomy and goes against what university professors teach students, to be responsible and accountable members of society, and contradicts the purpose and goals of university professors. Second, there has been little discussion on how the proposed unionization will affect the students at the University. Trying to force a one-size-fits-all model across all departments and job titles is very likely going to hamper research activity and productivity. One thing that has been mentioned is an increased teaching load, and this will lead to less research and less time available outside of the classroom to work with students. One outcome will be that UNM will produce fewer PhD's.

Martin Kirk, Distinguished Professor, Chemistry and Chemical Biology, has been a professor at UNM for 26 years, has had many opportunities to leave for more lucrative financial situations and research opportunities, but has stayed at UNM for a number of reasons, one of them being from a poor state like NM. There is little evidence a union can engender any type of success for tenure-track faculty – this is well known at peer institutions, and unions are not common at research universities. The union will use students as a vulnerable victim to leverage influence against the administration, and the students will suffer.

Lisa Whalen, Principal Lecturer III, Chemistry and Chemical Biology, an alumna, has grave concerns the collective bargaining units can address the current issues. Lecturers are very different from tenured and tenure-track faculty. Dr. Whalen talked about the importance of the tenured faculty maintaining UNM's research RI rating, attracting and retaining graduate students, and how those students are critical as graduate assistants in undergraduate laboratories.

Ernesto Longa, Professor, Law Library, spoke in favor of the upcoming faculty unionization vote; has worked with United Academics Union for over four years. There are other RI public universities that have unions; private RI universities do not allow their faculty to unionize. Directors and Chairs of Departments were excluded from the vote by the insistence of administration. Other universities have similar-type bargaining units as those proposed. We have not spent four years working on a faculty union so to increase faculty workloads without increased compensation. No agreement will become effective without the support of the majority vote of union members. Will vote yes on unionization.

Meeko Oishi, Associate Professor, Electrical & Computer Engineering, has been at UNM since 2011, teaches graduate and undergraduate classes. Stated her concerns about the proposed unionization and its possible adverse effects potentially on UNM's educational mission in the School of Engineering. Research is an integral part of the graduate education process and has trickle-down effect on undergraduates. Dr. Oishi spoke about concerns with huge differences across fields, faculty workloads vs research, and how the heterogeneity among different types of faculty as well as across fields will be managed. How will a solution that claims to be a one-size-fits-all address the diverse needs?

Ivan Deutsch, Regents' Professor, Physics and Astronomy, Director for the Center of Quantum Information and Control, and received the University's annual research lectureship, has been at UNM for almost 25 years, spoke about concerns of how the union would change the environment at UNM, creating a division. In particular, has concerns for the autonomy to pursue academic freedom. Dr. Deutsch is for equity in terms of pay, gender, and other issues unions fight for, but there are mechanisms to deal with those in current structure of shared governance.

Mala Htun, Professor, Political Science, and a native of New Mexico, agreed with everything her colleagues said, and there are more people who agree but they are too scared to share their views publicly. Spoke about the process through which this vote is being carried out. This vote is crucial to everyone's future – to designate the union as the faculty's exclusive representative in discussions over wages, benefits, working conditions, and other important matters. This is a vote that affects all faculty but the process is flawed, it is not free and fair. There is selective disenfranchisement of many faculty members whose fate is affected by this vote. Faculty members with titles that include chair or director, but who teach, are excluded. There is a lack of access of absentee ballots for those faculty who are currently out of state or abroad; there are violations and potential violations of ballot secrecy. The process to challenge ballots violates ballot secrecy. There is a climate of intimidation, misinformation, and fear of retaliation, and a lack of open debate.

REGENT ADVISORS' COMMENTS

Finnie Coleman, Faculty Senate President, said there are compelling arguments both for and against faculty unionization, and whether there is unionization or not, the University needs to address the issues and concerns that led to this point.

COMMENTS FROM REGENTS (no comments)

REGENT COMMITTEE REPORTS

CONSENT DOCKET

Regent Brown addressed the consent docket. No items were removed for discussion.

Finance and Facilities Committee (F&F) Consent Items

- a. Approval of Quarterly Financial Actions Report and Certification through September 30, 2019
- b. Approval of Request for Project Construction:
 - i. Campus Security Cameras (PA)
 - ii. Center for High Technology Materials Chiller Installation
 - iii. Chilled Water Capacity Addition
 - iv. Re-Approval of KNME-TV ADA Stand Alone Exterior Elevator

Health Sciences Center Committee (HSCC) Consent Items

- a. Approval of Disposition of Assets
- b. Approval of UNMMG Bylaw Changes and Appointment of New Board Directors
[see ATTACHMENT A]
- c. Approval of Renovation of HSSB Third Floor HVAC, Electrical and Offices
- d. Approval of \$1.1M Contract for Architecture and Design Services – Center for Orthopedic Excellence UNM HSC Rio Rancho Campus

The motion to approve the items on the Finance and Facilities consent docket passed with a unanimous vote in favor (1st Henry; 2nd Doughty).

The motion to approve the items on the Health Sciences Center consent docket passed with a unanimous vote in favor (1st Henry; 2nd Lee).

FINANCE AND FACILITIES COMMITTEEApproval of Authorizing Resolution of Advanced Refunding of UNM Series 2012 Bonds

Budget Officer, Vahid Staples, presented the item; George Williford, University's municipal advisor, and Chris Muirhead, University's bond counsel, were also present to answer questions. The request is for approval of the authorizing resolution to refund the UNM 2012 bonds. Regarding UNM's bond portfolio, 30-year debt is typically issued, and the University currently has (excluding the hospital's separate debt service) a little over \$387 million in principal outstanding - this is over a period of FY20 to FY47. The portfolio covers eleven bond issues. This year's principal and interest payment is a little over \$37 million, and debt service does fluctuate from year to year. Potential bond refunding opportunities are evaluated on an ongoing basis utilizing a fiscal threshold that any refunding needs to be above a 3% net present value (NPV). The current interest rate environment now lends itself to an attractive savings for the University. Mr. Staples drew attention to information provided to the Regents, tables showing year-by-year outstanding debt service for the Series 2012 bonds. The estimated net present value savings from potentially refunded bonds would be a little over \$2 million, an 8.239% present value savings as a percent of refunded principal.

Bond refunding is a three-step process. After obtaining Regents' approval, this will go to HED in November and the State Board of Finance in December. The bonds could be resold in December or January, depending upon what is going on with the market.

Chris Muirhead talked about the delegation of authority for pricing the bonds. The resolution as a whole is consistent with what the Regents have seen in the past. The one material difference is the delegation of authority. In 2017, the state statutes changed to permit a delegate of the authorizing body, the issuer, to approve the pricing terms. The basis of this is to provide maximum flexibility to the underwriter and the financial advisors about when to enter the market. This resolution authorizes the delegates to be the University President and the Senior Vice President for Finance and Administration.

Regent Brown commented this is a great move with significant savings to the University, something that is relatively painless, and he thanked the advisors for being alert to this opportunity.

The motion to approve the authorizing resolution as presented passed with a unanimous vote in favor (1st Doughty; 2nd Schwartz).

Approval of Athletics' Enhanced Fiscal Oversight Program Report and Certification

Eddie Nunez and Nicole Dopson presented the item. This quarterly report is an HED requirement, and this one is for the first quarter of the fiscal year, July through September. Revenues for first quarter

were \$10 million, slightly higher than last year due to ticket sales driven by the new ticketing system. All revenue components are trending in line with budget. Total expenses in the first quarter were \$9.2 million, trending slightly higher than last year, but within budget, and primarily driven by salaries and benefits. There was a compensation increase that makes for higher numbers than last year. Travel expenses are the only expenses that are higher than budgeted, and those are being looked into for ways to backfill those additional costs.

Regent Doughty asked about the multi-media rights contract. AD Nunez responded the multi-media rights agreement is currently under a bridge contract, and he hoped the final contract would be brought to the regents for approval at the December meeting.

The motion to approve the quarterly athletics' enhanced fiscal oversight program report and certification passed with a unanimous vote in favor (1st Henry; 2nd Schwartz).

Categorization of Reserves Report – Main and Branch Campuses, FY19 (information item)

Senior Vice President, Teresa Costantinidis, said the categorization of reserves reports are done at the end of the fiscal year and are information items not requiring a vote. Norma Allen presented the Main Campus and Branch Campus reports and referred to slides made available in the eBook. Reserves provide a source of liquidity and are a foundational element of the University Bond Rating. Reserves also mitigate unplanned budget reductions and should be used only for one-time, versus recurring, expenditures. The University has a categorization of reserves process where balances are identified to fall into one of three categories: *committed*, for funds earmarked against formal, legally binding obligations; *dedicated*, for those funds with clear, focused purpose and documented description that identifies the entity or individual initiating the dedication; and *discretionary*, for those remaining funds after accounting for all committed and dedicated funds and do not have a planned purpose. The FY19 reserve balance grew by 3.31% over last year's total reserves for Main and Branch Campuses, the increase primarily driven by increased I&G and additional land grant income and lower utilities expenditures. For reserves as a percentage of expenditures, a healthy target is 16% to 50% of total operating expenditures. Main Campus has approximately 17%, and has been at the lower limit for the past four years. The Branches have around 52%, slightly exceeding the healthy range. Of the total \$531 million reserves, \$407 million are committed, \$89 million are dedicated, and \$35 million are discretionary. Ms. Allen discussed details comprising each of the reserve categories. For committed reserves, the largest amounts come from capital initiatives and plant funds.

Regent Brown asked Ms. Allen to explain further, regarding the dedicated reserves breakdown, the line item titled, deficit reduction plan, in the amount of \$14 million to the negative. Ms. Allen responded the bulk of it is UNM Press and Athletics, together about \$11 million, along with other deficits carried in departments.

Regent Brown commented in general these reserve balances are large numbers; however, there is only a small sliver of the total that are discretionary balances, available to meet contingency needs.

HEALTH SCIENCES CENTER COMMITTEE

Categorization of Reserves Report – Health Sciences Center, FY19 (information item)

Ava Lovell presented the HSC reserves report referring to slides available in the eBook. These are not cash balances, but are unrestricted net assets, after removing such things as pension liabilities. Ms. Lovell explained the importance of operating reserves. Business is different at the Health Sciences Center in that it is 94% self-supporting, so reserve balances are critical to cover unforeseen changes in things like billings or reimbursement rules. The appropriate level is about 25% of the self-supporting (non-state) revenues for the academic side, and closer to 50% of clinical side. The primary reserve ratio is used: taking the reserves amount and dividing it by the total operating expenses. Right now, the academic side is 12% and the clinical side has 23%, both below the ideal level. Total balances have gone up, but the reserve ratio has not kept up with the increase operating expenses over time. Ms. Lovell discussed details of the reserve balances. There are five areas that have deficit balances, two of those, Surgery and Dermatology, have deficit balances that grew over the past year. Surgery's deficit will be eliminated within the next two years; dermatology's this year. The other departments, Internal Medicine, the Office of Medical Investigator, and Radiopharmacy, are bringing down their deficit balances.

Regent Brown asked how these numbers compare to those nationwide. Ms. Lovell responded the national numbers are closer to the 25% and 50% targets mentioned earlier.

ADVISORS REPORTS

Adam Biederwolf, ASUNM President, spoke about ASUNM initiatives for the month, including Hispanic Heritage Month, student wellness, Fall Frenzy, and ASUNM Lobo Spirit, and gave an update on the Student Fee Review Board activity.

Alexis Tappan, Alumni Association Board President, spoke about the upcoming Homecoming week activities, Nine regional chapter chili roasts nationwide, and an upcoming Lobo Living Room to celebrate the 90th anniversary of UNM Press.

Muhammad Afzaal Hussain, GPSA President, spoke about GPSA's efforts reaching out to students and the organization's contributions in developing future leaders; the upcoming GPSA 50-year anniversary celebration; and regarding the faculty unionization vote, GPSA will support the whatever the outcome of the vote will be so to support the success of the University.

Ryan Gregg, Staff Council President, spoke about Staff in Action, including the Outstanding Supervisor Award Reception, PAWS award winners, and the 'ASK ME' initiative which took place over the first two days of the Fall semester and created 596 touchpoints.

Vote to Close the Meeting and Proceed in Executive Session

Regent Brown asked for a motion to close the meeting and clarified he would take a roll call vote; Student Regent Henry motioned; Regent Schwartz seconded; the following votes were taken: Regent Doughty--yes; Regent Lee--yes; Regent Schwartz--yes; Regent Brown--yes; Regent Henry--yes; Regent Sanchez Rael--yes vote; motion passed. The meeting closed at 11:25 AM.

Members relocated to the Cherry Silver Room. Five members were present in person and Regent Sanchez Rael attended by phone.

Executive Session Agenda

1. Discussions subject to attorney-client privilege pertaining to threatened or pending litigation as permitted by Section 10-15-1(7), NMSA (1978)
2. Discussion of "limited personnel matters" as defined in and permitted by Section 10-15-1.H(2), NMSA (1978), regarding: Employee Appeal; President's Goals

Vote to re-open the meeting and certification that only those matters described in the Closed Session Agenda were discussed in Closed Session, and if necessary, final action with regard to those matters will be taken in Open Session

The meeting re-opened at 1:10 PM; the doors to the Cherry Silver Room were opened. Regent Brown certified that only those matters described in the closed session agenda were discussed; the following actions were taken in open session:

The motion was to accept the statement: "Per the order of the Board of Regents at its December 11, 2018 meeting relating to a student appeal, the Board accepts the hearing officer's decision dated October 2, 2019." Motion passed unanimously with six members voting (1st Doughty; 2nd Lee).

The motion was to accept the statement: "Be it resolved that the Board of Regents is fully committed to adherence with federal law relating to Title IX and University and Regent Policy regarding the same, as well as the expeditious resolution of all cases, and a university free of all discrimination." The motion passed unanimously with six members voting (1st Brown; 2nd Doughty).

The motion was for the Board of Regents to decline to hear the appeal, dated August 5, 2019, of an OEO determination. The motion passed with a unanimous vote (1st Doughty; 2nd Lee).

ADJOURN

There being no further business, Regent Brown asked for a motion to adjourn; Regent Doughty motioned; Regent Henry seconded; motion passed unanimously; the meeting adjourned at 1:14 PM.

Approved:

Attest:



Douglas M. Brown, President



Sandra K. Begay, Secretary/Treasurer

BOARD OF REGENTS OF THE UNIVERSITY OF NEW MEXICO

RESOLUTIONS APPROVING FOURTH AMENDED AND RESTATED BYLAWS OF UNM MEDICAL GROUP, INC.

WHEREAS, in accordance with the requirements of Article IX of the Third Amended and Restated Bylaws (the "UNMMG Bylaws") of UNM Medical Group, Inc., a New Mexico non-profit and University Research Park and Economic Development Act corporation (the "Corporation"), the Board of Directors (the "UNMMG Board") of the Corporation reviewed and considered certain amendments and modifications to the UNMMG Bylaws to further the governance of the Corporation;

WHEREAS, the UNMMG Board, having considered the proposed changes to the UNMMG Bylaws and the best interests of the Corporation in revising the leadership structure and the board membership for the organization, found and concluded such changes to the UNMMG Bylaws are in the best interests of the Corporation and, based thereon, voted to approve such amendments and modifications and to recommend to the Board of Regents of the University of New Mexico (the "Board of Regents") the approval of such amendments as provided in the Fourth Amended and Restated Bylaws attached to these Resolutions as Exhibit A; and

WHEREAS, the Board of Regents are the sole member of the Corporation and the Corporation is considered an affiliated supporting organization of the University of New Mexico as provided in NMSA 1978, Section 6-5A-1 and Regents Policy 7.18;

WHEREAS, the Board of Regents, finds and concludes that the changes to the UNMMG Bylaws as set forth in Exhibit A attached hereto are in the best interests of the Corporation and, based thereon, desires to approve such amendments and modifications.

NOW, THEREFORE, BE IT RESOLVED that the attached Fourth Amended and Restated Bylaws of UNM Medical Group, Inc. be, and they hereby are, approved and shall replace, in their entirety, the Third Amended and Restated Bylaws of UNM Medical Group, Inc., and shall become the governing bylaws for the Corporation.

ADOPTED BY VOTE OF THE BOARD OF REGENTS IN A DULY CALLED MEETING THEREOF ON OCTOBER 15, 2019.

By: 

Douglas Brown
President of the Board of Regents

BOARD OF REGENTS OF THE UNIVERSITY OF NEW MEXICO

RESOLUTIONS APPROVING ELECTION OF UNM MEDICAL GROUP, INC. DIRECTORS

WHEREAS, UNM Medical Group, Inc., a New Mexico non-profit and University Research Park and Economic Development Act corporation (the “Corporation”) is in the process of obtaining the approval of its Fourth Amended and Restated Bylaws under which the Corporation has, among other things, restructured the composition of its Board of Directors and restructured and restated the terms of office for such Directors;

WHEREAS, UNMMG seeks the election and appointment of certain Directors to align with the Fourth Amended and Restated Bylaws, and to fill certain vacancies, as identified in Exhibit A attached to these Resolutions and incorporated herein by reference (each, a “Nominee” and, collectively, the “Nominees”);

WHEREAS, pursuant to the requirements of the University Research Park and Economic Development Act, NMSA 1978, Section 21-28-1 *et seq.*, and the Corporation’s Fourth Amended and Restated Bylaws, the Board of Regents must appoint and elect the Board of Directors of the Corporation and, therefore, pursuant to Regents Policy 3.5, the nominees to the Board of Directors of the Corporation must be presented for consideration to the Board of Regents for approval;

WHEREAS, the HSC Committee, having considered Exhibit A and the presentations made to the Committee in respect of the nominees to the Corporation’s Board of Directors, recommends each of the Nominees for approval to the Board of Regents.

NOW, THEREFORE, BE IT RESOLVED THAT:

Each of the Nominees identified in Exhibit A be, and they hereby are, elected as Directors of the Corporation, effective immediately, to serve in the capacity indicated in Exhibit A, and for the terms indicated in Exhibit A.

ADOPTED BY VOTE OF THE MEMBERS OF THE BOARD OF REGENTS AT A MEETING HELD ON OCTOBER 15, 2019.

By: 

Douglas Brown,
President of the Board of Regents

EXHIBIT A

Nominations to the UNM Medical Group, Inc. Board of Directors

Class A Director (Term ending December 31, 2020)

***Positional Director:**

Eve Espey, MD, Chair, Department of Obstetrics & Gynecology, UNM School of Medicine

Class B Directors (Term ending December 31, 2021)

***Positional Director:**

David Rakel, MD, Chair, Department of Family & Community Medicine, UNM School of Medicine

Selina Silva, MD, Vice Chair, Physician Advisory Group, Department of Orthopaedics, UNM School of Medicine

Class C Director (Term ending December 31, 2019)

***Positional Director:**

Alexander Rankin, MD, Chair, Physician Advisory Group, Department of Family & Community Medicine, UNM School of Medicine

*These members serve as Directors due to their position, in accordance with Article III, Sections 8(c)-(d) of the Third Amended and Restated Bylaws of the UNM Medical Group, Inc. These appointments would also align with Article III, Sections 8(b)-(c) of the proposed Fourth Amended and Restated Bylaws of the UNM Medical Group, Inc., which the UNM Medical Group, Inc. Board of Directors has resolved to adopt, and which are before the HSC Committee for review and approval. The terms of office reflect the terms set forth in the proposed Fourth Amended and Restated Bylaws of the UNM Medical Group, Inc.