

**THE UNIVERSITY OF NEW MEXICO**  
**Board of Regents' Finance and Facilities Committee (F&F)**  
**November 18, 2015 – Meeting Summary**

**Committee Members Present:** Regent Jamie Koch, Regent Robert Doughty, and Regent Ryan Berryman (participating as a Regent voting member).

**Committee Members Absent:** Regent Marron Lee.

**Non-Voting Members Present:** None.

**Other Attendees:** Dorothy Anderson, Human Resources; Dianne Anderson, UCAM; Stephen Boerigter, UNM-LA; Erica Brooks, CDD; Joe Cecchi, School of Engineering; Bruce Cherrin, Purchasing; Andrew Cullen, Planning, Budget & Analysis; Pamina Deutsch, Policy Office; Jerry Dominguez, Provost Office; Mike Duran, HR; Geraldine Forbes, SAP; Robert G. Frank, UNM President; Sara Gurule, Office of the EVP for Administration; Jenna Hagengruber, ASUNM; Rod Harder, UNM Foundation; David W. Harris, EVP for Administration, COO & CFO; Alex Jaloway, AON Hewitt; Leslie Jones Easom, Retiree Association; Lisa Kuuttila, STC.UNM; Lisa Marbury, Institutional Support Services; Texanna Martin, GPSA; Cenissa Martinez, Office of the EVP for Administration; Liz Metzger, Controller's Office; Tom Neale, Real Estate; Monica Orozco Obando, Extended University; Pat Osbourn, CDD; Carol Parker, Office of the Provost; Phil Pelleriti, UNMH; Stefan Posse, Faculty Senate; Henry Relkin, Guest; Mallory Reviere, Regents' Office; Cindy Rooney, UNM-LA; Marcos Roybal, University Services; Maggie Shepard, ABQ Journal; Melanie Sparks, Institutional Support Services; Justin Snyder, Real Estate; Carol Stephens, Retiree Association; Kevin Stevenson, Office of the President; Jason Strauss, Lobo Energy; Chris Vallejos, Institutional Support Services; Eric Weinstein, Aon Risk Solutions; Craig White, ASM; Amy Wohlert, Office of the President; Jeff Zumwalt, PPD.

Chairman Regent Koch called the meeting to order at 9:00 a.m. in Scholes Hall, Roberts Room.

- **Quorum established**

**ACTION & INFORMATION ITEMS:**

- 1. Fiscal Watch Report and Monthly Consolidated Financial Report for Main Campus.**  
Liz Metzger made the presentations. Information was provided to the Committee on the Monthly Consolidated Financial Report as of September 30, 2015. Ms. Metzger reviewed the Monthly Consolidated Financial Report first and stated that not a lot of change occurred from that last report. At the request of Regent Koch, Ms. Metzger amended the graphs to indicate how much of the net bottom line is Main Campus, Health Sciences Center (HSC), and the Branch Campuses. Two different graphs were presented, one with data that goes back four prior fiscal years and one with data that goes back three prior fiscal years; both add the current fiscal year. The Committee selected the first graph with more data that goes back four prior fiscal years to be presented monthly. A graph was presented that detailed the Instruction and General (I&G) revenues and expenditures. Revenues totaled \$164M and expenditures totaled \$111M. The net of those numbers is \$52.7M positive. The I&G exhibit is the main focus and is where the tuition and state appropriations are held. Within

the I&G exhibit, Main Campus tuition and fees are only at 51% of budget which is lower than expected. There were no other red flags at this point in time in the report.

Regent Berryman inquired if the decrease from September to December Main Campus balances is historically what occurs.

Ms. Metzger stated the decrease is due to spending down the tuition that came in at the beginning of the semester; it comes in up front and is spent down throughout the semester. The Fiscal Watch Report was presented and is prepared each quarter to submit to HED. It contains much of the same information that is in the monthly report, but presented in a different format through a template mandated by HED. Ms. Metzger reviewed the slight differences within the Fiscal Watch Report which include hospital numbers and plant funds. The report also includes an interim balance sheet and an interim cash flow report as of September 30. **Regent Doughty moved to approve the Fiscal Watch Report and Regent Berryman seconded. The motion passed by unanimous vote with a quorum of committee members present and voting.**

### **ACTION ITEMS:**

- 2. Finance and Facilities Committee Meeting Summary from October 7, 2015. Regent Doughty moved to approve and Regent Berryman seconded. The motion passed by unanimous vote with a quorum of committee members present and voting.**
- 3. Approval of Disposition of Surplus Property for Main Campus for October 2015.** Bruce Cherrin made the presentation. Regents' approval was requested for the disposition of surplus property for Main Campus for October 2015. There were 19 items on October's disposition with one item, a treadmill from the Gallup Branch Campus, which had a total net book value of \$962.80. **Regent Doughty moved to approve and Regent Berryman seconded. The motion passed as a consent item by unanimous vote with a quorum of committee members present and voting.**
- 4. Approval of STC.UNM Board of Directors: Appointment of New Member Kimberly C. Sawyer.** Lisa Kuutila made the presentation. Regents' approval was requested for the appointment of new member Kimberly C. Sawyer to the STC.UNM Board of Directors. Ms. Sawyer is a distinguished Senior Executive at Sandia National Labs and her biography was included in the meeting materials and E-Book. Ms. Sawyer was recommended by the STC.UNM Nominations Committee and approved by STC.UNM Board of Directors at the October 2015 board meeting. **Regent Berryman moved to approve and Regent Doughty seconded. The motion passed as a consent item by unanimous vote with a quorum of committee members present and voting.**
- 5. Approval of Annual Report for STC.UNM.** Lisa Kuutila made the presentation. Regents' approval was requested for the STC.UNM Annual Report. Ms. Kuutila stated that STC.UNM completed its audit of the organization and the committee will receive that as part of the overall roll up of the University Audit. The STC.UNM Board received that audit, which has a clean opinion.

A power point presentation with several slides was included in the E-Book and presented to the Committee by Ms. Kuuttila on the Annual Report for STC.UNM. STC.UNM has a very distinguished Board comprised of members from the University and business community in the ratio of 40% from UNM and 60% from the business community. The mission is twofold, technology transfer and economic development, which really integrate well together. The goals for the last fiscal year were listed for both technology transfer and economic development. Technology Transfer includes new invention disclosures, patent applications, and start-up companies which are very important goals for the University. There were 9 startup companies this past year. Economic Development activities was discussed and included the inventory of UNM's economic development assets such as the Innovate ABQ site, assessment surveys, Economic Development summit, and expanding international partnerships, and governmental partnerships.

Regent Koch inquired about STC.UNM moving to the Innovate ABQ site and Ms. Kuuttila stated that there is a proposal for STC.UNM to move to the site, but it would be an increase in rental expenses so they are working on it.

Andrew Cullen stated that market value for the Innovate ABQ property, which is a Class A facility, would be \$22 per square foot and it is roughly 10,000 square feet. That would equal \$220K per year for rental expenses. STC.UNM rents property on the University's South Campus which is actually half of market value, or approximately \$9 per square foot.

Chris Vallejos stated that if STC.UNM would leave the Science and Technology Park they would have no problem filling the space they would vacate.

**Regent Doughty moved to approve and Regent Berryman seconded. The motion passed by unanimous vote with a quorum of committee members present and voting.**

6. **Approval of Build-to-Lease for UNM Baseball Clubhouse.** Tom Neale and Paul Krebs made the presentation. Regents' approval was requested for the Build-to-Lease for UNM Baseball Clubhouse. VP Krebs discussed the need for the Baseball Clubhouse facility and stated that they have been working on modifications and renovations to Lobo Field for the last four years through phased projects. With the help of the Regents, they've built a new field and addressed drainage, new lighting, dugouts, and a number of amenities around the field itself. The baseball field does not have a locker room or running water for the student athletes which requires them to use hooks on walls to hang clothes and dress and shower in another facility. The project is to construct a clubhouse to include coaches' locker rooms, players' locker rooms, restrooms, and training area for the baseball team. The clubhouse would be located behind the right field and foul-line right by the bull pen.

Mr. Neale discussed the structure of the real estate transaction and stated that the genesis of the transaction was an inquiry from Scott Grady. Mr. Grady is a former baseball player whose children played baseball at UNM. He is a local homebuilder and owns Raylee Homes. On a desire to help facilitate construction of a facility, Mr. Grady would seek gift-in-kind donations from sub-contractors and he would act as the general contractor. In order to make this project happen and to protect the University, three documents are needed, a ground lease from the Regents to Lobo Development, a sub-ground lease from Lobo Development to Scott Grady's entity, Mexico Nuevo Contractador (MNC) LLC, and

finally MNC will construct improvements on the site and lease it back to Lobo Development on an occupancy agreement.

The total project cost is \$2.16M, which is about \$375/ sq. ft. The Gradys have secured \$202K in gift-in-kind donations and VP Krebs has another \$815K in secured donations towards buying down the total construction costs. The rent will get reconciled at the point MNC finishes construction and all donations are accounted for. Prior to MNC seeking permanent financing for the 10 year term, the University will have the opportunity to come in and pay down additional costs or additional funding sources. The UNM Foundation has agreed to provide a \$1M loan amortized over 10 years at prime. A loan was decided as the best route in order to remove the MNC entity and enter into an internal MOU between Athletics and Lobo Development.

VP Krebs provided an update on an additional donation that may further buy down the costs of this project. They are seeking approval from the Naming Committee for a gift-in-kind donation of \$1M, approximately \$100K per year for 10 years, in order to name the baseball field. That donation will be used towards the Baseball Clubhouse project. They believe they have the money needed to cover the project but it is timing and cash flow matter, which is why a loan from the UNM Foundation is needed.

Mr. Neale provided clarification on the loan and stated that if they are able to use the UNM Foundation funding to buy down the project cost to \$1M, the annual rent will be approximately \$115K per year. In response to Regent inquiry, the improvements on the land revert and all agreements are co-terminus at 10 years, including the ground lease, the sub-ground lease, the occupancy agreement, and the MOU. At that point the improvements that are situated on the site will revert to UNM.

Regent Koch inquired if all of the sub-contractors are contributing something to the cost of the project, which VP Krebs confirmed. He stated that, through Scott Grady and through the Athletics Development Staff, they signed letters of donation and expect to get roughly another \$100K worth of donations signed prior to construction.

Mr. Neale stated that the project was brought before and approved by the Lobo Development Board of Directors on November 17, and requires approval by the Regents. **Regent Berryman moved to approve and Regent Doughty seconded. The motion passed by unanimous vote with a quorum of committee members present and voting.**

- 7. Recommendations for Consent Agenda Items on Full Board of Regents' Agenda.** Chairman Koch recommended action item 3 to be placed on the full Board of Regents' consent agenda.

#### **INFORMATION ITEMS:**

- 8. UNMH, Center for Development and Disability (CDD), Project SEARCH Program.** Erica Brooks, Phil Pelleriti, and Pat Osbourn made the presentation. Information was presented to the Committee on the UNMH Project SEARCH Program. Erica Brooks introduced herself and works at the CDD as an Education Specialist and is the Statewide

Coordinator for Project SEARCH. Phil Pelleriti introduced himself and is the Recruiting Manager for UNMH.

A presentation with several slides was presented to the Committee. Ms. Brooks stated that Project SEARCH is a one year school-to-work transition program for youth with disabilities. They partner with the Department of Education (local school districts), the Division of Vocational Rehabilitation (NMDVR), and Developmental Disabilities Supports Division (DDSD) to bring together this program to place interns into local businesses and teach them employability skills with the overall goal of seeking competitive employment. Project SEARCH came to New Mexico by way of the UNM Regents. Regent Koch's daughter Amy participated in a program in Austin, Texas, successfully graduated, and has since gained competitive employment. Regent Koch was the motivating force behind bringing Project SEARCH to New Mexico.

Ms. Brooks stated that development funds from UNM, approximately \$100K, were given to the CDD to partner with UNMH for Project SEARCH. Since then, NMDVR has given the CDD additional funds for a statewide expansion program. They currently have a site with the Gallup McKinley County School Program who has partnered with the Hilton Garden Inn. They are in the planning stages with Rio Rancho Public Schools and are seeking a business. In December, the CDD is hoping to put out an RFP and gain information on what school district may be next. This comes under the license fee with the Project SEARCH organization. Some of the activities from the CDD under the original license included coordinating and paying for APS/UNMH attendance to the 2014 8<sup>th</sup> Annual National Project SEARCH Conference to promote program fidelity, provide networking opportunities, and enhance team building and sustainability. They coordinated onsite technical assistance, coordinated monthly Steering Committee meetings, initiated formation on Business Advisory Council (BAC) to identify interested members, and developed and implemented family involvement using existing CDD staff. Overall goals for the Project SEARCH program included providing the opportunity to work in high status organizations, encouraging interns to develop independence in areas such as transportation and daily living skills, encouraging interns to participate in all facets of business culture, and teaching interns transferable and marketable employability skills to gain competitive employment.

A short video was presented to the Committee on last year's Project SEARCH Program.

Mr. Pelleriti stated that obtaining a job for these interns is what the program is all about. He reported that all of the 9 interns who graduated from the program secured employment; six with UNMH, two with Embassy Suites, and one with UNM. Two of the gentlemen who graduated last year were able move out and live completely on their own in apartments. There are 10 interns in the 2015 cohort with a variety of departments, which include Basic and Advanced Trauma Computer Assisted Virtual Experience (BATCAVE), Medical Intensive Care Unit, Patient Transport, Digestive Disease, Materials Management, Cafeteria, Sterile Processing, Linens Department, Kitchen, Dialysis, and Radiology. Six of these listed departments are new this year providing more opportunities for the interns. Project SEARCH is a competitive program and once an intern is selected the NMDVR aids in getting the interns haircuts, appropriate work clothing, and teaching hygiene skills. The interns go through the UNMH Orientation Program to work on competencies and so that

they are covered with HIPAA. Job coaches develop job aids for the interns depending on what they need to learn and are onsite regularly to help the interns learn the skills necessary. Several progress meetings are held with the interns, their families, NMDVR Counselors, APS Transition Services Principle, and Project SEARCH leads to review how the interns are progressing through the program. A Project SEARCH newsletter is created several times a year by staff distributed to a variety of people containing information on the program and spotlights several interns. The interns are getting great feedback. Two interns, Garret and Michael, have received "I-Care" awards for their work and exceptional customer service.

Ms. Osbourn introduced herself and is the Deputy Director for the CDD. She presented information on the license with Project SEARCH.

In order to keep fidelity so that the programs are run similarly, the Project SEARCH organization has a license. Once the license is obtained it allows the use of the name Project SEARCH and technical assistance from headquarters in Cincinnati to grow the program. New Mexico has very poor rates of individuals with disabilities graduating high school and entering the workforce; the goal of Project SEARCH is to improve that. There has been vast response from NMDVR, PED, and other school districts around the state wanting to partner with Project SEARCH.

Regent Doughty and Regent Berryman thanked the staff for their presentation and stated that it is a great program.

9. **UNM FY16 Main Campus Budget Overview & FY17 Base Budget.** Andrew Cullen made the presentation. Information was presented to the Committee on the UNM FY16 Main Campus budget overview and FY17 base budget estimate. The Regents had requested information be presented on the FY17 base budget. Mr. Cullen stated that he could not pull information on the FY17 budget together because there are too many unknowns at this time, such as Auxiliary units, contracts and grants are still being negotiated, Athletics is still building their budget, and non-endowed spending in large part is dictated by what might be spent this year. Mr. Cullen included in the materials a spreadsheet which was presented at the last meeting with the FY17 initial base budget for Instruction and General (I&G). It is a good idea to put in perspective the I&G budget since it is typically the main focus of conversation during the budget development process. The budget for the University is \$2.8B; Main Campus budget is \$840M and I&G budget is \$330M of that. Several spreadsheets were presented reviewing the FY16 budget as Mr. Cullen stated it will give a good idea of what the budget for FY17 may look like. This year they assume relatively flat state revenues, relatively flat tuition and fees, and federal appropriations and contracts and grants are a challenge as they were down 1% last year. They also assume fixed costs increases in health care and utilities.

Regent Koch inquired about the number of vacancies. VP Anderson stated that there are approximately 387 which equates to \$13M.

VP Anderson provided a point of clarification that although the University may have \$13M in budgeted salaries often that budget isn't just utilized for salaries but other things.

Regent Koch commented that he understands that point but it troubles him since the University voted to approve budget for salaries and they expect that budget to be used for salaries and not for other items.

- 10. Proposed Online Delivery Fee Modification.** Monica Orozco Obando and Andrew Cullen made the presentation. Information was presented to the Committee on the proposed online delivery fee modification. Ms. Orozco provided background information on the proposed request and stated that online courses are managed by Extended Learning and began offering internet instruction in 2000. Delivery fees for the technologies and services for online courses were set in Spring 2000 at \$33.33 per student credit hour, which has never been increased since inception. The delivery fee only applies to main campus courses defined as “fully online” although many courses, approximately 64%, are now utilizing the internet learning software called “Learn.” At the inception, the delivery fee was justified because it directly tied to the cost of attending UNM and taking UNM online courses. As online instruction became more utilized, the rationale follows that the cost to support online instruction is a basic fundamental cost of doing business and should be supported by all students under the assumption that the majority of students take online courses. The request is to remove the online delivery fee and replace it with a Mandatory Student Fee increase of approximately \$5.27 to \$5.48 per student credit hour to generate the funds necessary to backfill lost revenue by eliminating the Extended University \$100 per course delivery fee. By eliminating this delivery fee, this will allow the University to gain a competitive edge in online student recruitment and make it more marketable in line with peer institutions.

Regent Berryman expressed concern about charging students more student fees as not all students take online courses.

Victoria Pryor, ASUNM Chief of Staff, and Texanna Martin, GPSA President, also expressed concern about the student fee increase but do not necessarily oppose it, they would like more information to take back to their constituents.

Ms. Orozco commented that the students taking classes online still are required to pay all of the mandatory student fees, especially for the recreational facility and other on campus facilities that those students are likely not utilizing.

- 11. Discussion on Merit Based Faculty Compensation.** Carol Parker made the presentation. Ms. Parker made comments on behalf of Provost Chaouki Abdallah regarding merit based faculty compensation. Academic Affairs has been working for several years on this issue and they are currently working on creating a framework through which the University could incentivize and reward high performing faculty with merit raises. Academic Affairs has been addressing a number of concerns relative to compensation on Main Campus such as inequitable compensation relative to gender, low comparison salaries relative to peer institutions, and compression problems and inversion by rank. They have put over \$2M towards these issues. The main concern in Academic Affairs is recruiting and retaining the most productive faculty possible. An incentive and reward program through merit is being crafted and Academic Affairs is working with University Counsel and the Policy Office to ensure any proposal will comply with labor laws and policies in place. The rough outline of the Reward and Incentive Program seeks to identify a portion of faculty through criteria that would be developed. Those individuals would receive merit pay based on the

performance documented by criteria, and criteria would be adjustable for each discipline due to variance in the fields in which the faculty works. The program would cover three of the faculty workloads which include teaching, research, and community engagement. The challenge will be funding the program. The Provost will come forward with a full proposal in the future.

Regent Koch stated that there is \$13M in salaries not currently being used so that may be a place to obtain funds for the program. He would like to see a merit system developed to address compensation for faculty.

Stefan Posse, Faculty Senate President, commented that the Faculty Senate is in favor a merit based compensation program for faculty and he will bring the information to his constituents.

- 12. Discussion on Outsourcing Opportunities in Higher Education.** EVP David Harris, Andrew Cullen, and Kevin Stevenson made the presentation. Information was presented to the Committee on outsourcing opportunities in higher education. Regent Koch commented that he requested information on outsourcing in order to see if there are options for cost savings. At the request of Regent Koch, a memo was prepared containing information regarding literature on the topic of privatization or outsourcing. The literature indicates that outsourcing does work well in areas where you need to hire very technical expertise of a unique nature. EVP Harris provided an example of outsourcing from Ohio State University who sold their parking operations to an outside investment company for \$550M for a 50 year commitment. It was the largest public private partnership in higher education. UNM's parking auxiliary enterprise is not-for-profit so it charges rates in order to break even and reinvest in the busses and parking lots. An outside investment company can charge rates that are market driven and not dictated by a break even proposition. If UNM could find areas where outsourcing could be beneficial, then the Administration should look into it further. However, EVP Harris is concerned about de-humanizing an organization like UNM through outsourcing.

Mr. Stevenson pulled together a large part of the memo through data from the Education Advisory Board (EAB) which suggested that outsourcing may be effective in specific cases such as: positions requiring high level of skill that are only seldom needed, positions requiring low levels of skills, and positions performing routine or commodity tasks. An example of a high level of skill with seldom need could be found in legal services as there may be a vast gamut of legal services that a university might be involved in but may not have lawyers on staff to cover it all; outsourcing may be a solution and potential opportunity. Some lower level positions may have salaries that are less than what the actual benefit package costs, such as health insurance or retirement. The EAB does warn against outsourcing positions specifically focused on the core academic mission, or positions that directly interact or support students and student services.

EVP Harris stated that he is not a powerful advocate of privatization, but he is supportive of public private partnership where it is beneficial to the University. He would have serious concerns if they were looking at outsourcing UNM Police Department. If the Regents have a strong opinion about this the Administration will need to put together some study groups and review more information.

Regent Berryman inquired if IT had any feasible outsourcing opportunities. Mr. Cullen stated that there are opportunities for outsourcing with IT, but security needs to be a concern.

Regent Koch would like some more potential options regarding outsourcing available to the Regents when they begin putting together the final budget in order to see if cost savings could be achieved.

- 13. Preliminary Healthcare Premiums, Projected for FY17.** Dorothy Anderson and Eric Weinstein made the presentation. Information was presented to the Committee on the preliminary healthcare premiums. Mr. Weinstein presented the FY17 Medical Plan preliminary projection, which was an 11% increase to plan rates. Current trend over the last four months on claims experience is 7.4%; national trend from Aon Risk Solutions is 7-7.6%. UNM is right in the range of national trend. March 2015 through June 2015 were the four highest claim months in the past 39 months for the University. The data included both actives and pre-65 retirees. The last three months were more in line with what Mr. Weinstein would have expected so they will follow closely to see as the year progresses. As the University grows closer to the renewal, Aon will be doing an annual 7% trend on claims from October through September and taking that into the next fiscal year with a little more than 7% to claim factors. As they get closer to FY17, the time gap will shrink and the effective trend could reduce, which could result in claims normalizing, lowering the projection. However, if higher claim costs develop, then plan rates could increase.

In response to Regent inquiry, VP Anderson stated that they have not looked at any changes to plan designs or anything along those lines for the upcoming year.

Regent Koch requested that the overall medical plan and benefits package be reviewed and recommendations on cost savings be presented to the Regents. This is requested so that the Regents will have more flexibility and options when building the budget. Mr. Weinstein stated they can come back to the Committee with more options.

**COMMENTS:**

- **Carol Stephens**, Retiree Association President, commented on retiree health benefits and would like to point out that an 11% rate increase would equal a 22% increase to retiree health care.
- **Crystal Davis** – Staff Council President, commented on the vacant positions at the University and stated that eliminating positions may not provide better service. Also, only providing a merit increase to one group could affect morale for staff and be viewed as discounting staff.
- **Leslie Jones Easom** – UNM Retiree, commented that outsourcing healthcare could be problematic. Also, the four months which saw an increase in claims was also the time when the pre-65 retirees were removed from the active pool.

**EXECUTIVE SESSION:**

A. Vote to close the meeting and proceed into executive session.

**Regent Doughty moved to proceed into Executive Session at 11:40 a.m. and Regent Berryman seconded. The motion passed by unanimous vote with a quorum of Committee members present and voting.**

- B. Discussion and determination where appropriate of potential purchase, acquisition or disposal of real property, *pursuant to Section 10-15-1 H (8), NMSA (1978)*.
- C. Discussion and determination where appropriate of matters involving only one source or contents of competitive sealed proposals under the procurement code, *pursuant to Section 10-15-1 H (6), NMSA (1978)*.
- D. Vote to re-open the meeting.

**Regent Koch moved to re-open the meeting at 12:17 p.m. and Regent Doughty seconded. The motion passed by unanimous vote with a quorum of Committee members present and voting.**

- E. Certification that only those matters described in paragraph B and C above were discussed in executive session, and any matters discussed in executive session will, if necessary, be subsequently ratified in the open session of the public meeting.

**Regent Koch moved to approve the sale of the Los Alamos 9<sup>th</sup> Street Apartments and Regent Doughty seconded. The motion passed by unanimous vote with a quorum of Committee members present and voting.**

**Regent Koch moved to approve the Letter of Intent (LOI) for the South Campus Entertainment district and Regent Doughty seconded. The motion passed by unanimous vote with a quorum of Committee members present and voting.**

**Regent Koch moved to adjourn at 12:20 p.m., and Regent Doughty seconded. The motion passed by unanimous vote with a quorum of Committee members present and voting.**