



**NEW MEXICO STATE UNIVERSITY BOARD OF REGENTS  
SPECIAL MEETING AGENDA**

**March 2, 2021 at 8:00am**

Due to the public health emergency issued by the Governor, the meeting will take place online at <http://panopto.nmsu.edu/bor/>

**Regents of New Mexico State University**

Chair Dina Chacón-Reitzel, Vice Chair Ammu Devasthali, Secretary/Treasurer Luke Sanchez, Debra Hicks, Arsenio Romero

**Non-Voting Advisory Members** - ASNMSU President Mathew Madrid, Faculty Senate Chair Julia Parra, Employee Council Chair Letty Gallegos

**University Officials** - Chancellor Dan E. Arvizu, Ph.D., President John D. Floros, Ph.D., Provost Carol Parker, J.D., Vice Chancellor Ruth A. Johnston, Ph.D., Senior Vice President Andrew Burke, Ed.D., General Counsel Roy Collins III, J.D.

**AGENDA**

A. **Call to Order**, *Chairwoman Dina Chacón-Reitzel*

**1. Confirmation of Quorum and Roll Call**

B. **Approval of Agenda**, *Chairwoman Dina Chacón-Reitzel*

C. **Consent Items**

**1. Appointment of replacement to fill recent vacancy on NMSU Labor Management Relations Board, Assistant Vice President Gena Jones, Director Maura Gonsior**

D. **Action Items**

**1. Amendments to Board of Regents Bylaws and Regent Committee Charters**, *Chairwoman Dina Chacón-Reitzel*

E. **Closed (Executive) Session**

**1. Close meeting to discuss threatened litigation, in accordance with NMSA Section 10-15-1 H(7) of the New Mexico Open Meetings Act.**

**2. Reconvene in open session and take final action, if any, on such matters which shall be acted upon in open session following conclusion of the closed session.**

F. **Announcements and Comments**

G. **Adjournment**, *Chairwoman Dina Chacón-Reitzel*



**Board of Regents Meeting**  
**Meeting Date: March 2, 2021**  
**Agenda Item Cover Page**

**Agenda Item # C-1**

- Action Item
- Consent Item
- Informational Item

**Presented By: Gena Jones, DM**  
Assistant Vice President of HR

**Maura Gonsior**  
Director of Employee and Labor Relations

**Agenda Item:** Appointment of replacement to fill recent vacancy on NMSU Labor Management Relations Board

**Requested Action of the Board of Regents:** Approval of Nancy Oretskin as appointee to the NMSU Labor Management Relations Board

**Executive Summary:**

Due to unforeseen circumstances, on February 1, 2021, Dr. Peter Gregware resigned his position as the neutral member (jointly recommended by the labor and management representatives) on the NMSU Labor Management Relations Board. By state law, the vacancy must be filled within sixty (60) days; by the Board's 2020 Labor Management Relations Resolution, Section 7 B., the member representatives from labor and management jointly recommend to the Board of Regents a nominee for appointment as the third neutral member of the NMSU LMR Board.

On March 1, 2021, the NMSU Labor Management Relations Board met to consider candidates to recommend to fill the remainder of Dr. Gregware's term through August 31, 2021.

**References:**

Section 7 of the Labor Management Relations Resolution (2020)

**Prior Approvals:**

NMSU Labor Management Relations Board (March 1, 2021 meeting)



**Board of Regents Meeting**  
**Meeting Date: March 2, 2021**  
**Agenda Item Cover Page**

**Agenda Item # D-1**

- Action Item
- Consent Item
- Informational Item

**Presented By: Dina Chacón-Reitzel**  
Chair, Board of Regents

**Agenda Item:** Amendments to Board of Regents Bylaws and Regent Committee Charters

**Requested Action of the Board of Regents:** Approval of the amendments to Board of Regents Bylaws and Regent Committee Charters

**Executive Summary:**

The proposed revisions to the Regents Bylaws and Committee Charters presented for approval were discussed by the Board at its November 2, 2020 work session, and subsequently reviewed by University General Counsel and Board of Regents Staff. The amendments establish the use of, and limitations for, the Consent Agenda for the Board's Special and Regular meetings. In addition, changes to the 'Membership' and 'Meetings' sections of the Committee Charters for each of the Board of Regents standing committees are intended to provide uniform support for meetings, and standardize the process for developing committee agendas. An update to the membership section of the Regents Student Success Committee is also now proposed to include formal representation from all community colleges. Other minor stylistic changes were also made (i.e. removing the word 'shall').

**References:**

See attached redline version and clean version of proposed revisions.

**Prior Approvals:**

N/A

# Appendix – RPM 1.02-A – Bylaws of the Regents of New Mexico State University, including Regents Committee Charters

## ARTICLE 1 –AUTHORITY, PURPOSE AND AMENDMENT

**1.1 Authority:** Pursuant to the Constitution of the State of New Mexico, and as provided by implementing legislation, the control and management of New Mexico State University (NMSU) is vested in the NMSU board of regents (Board). [NM Const. Art XII, Sec. 13; Art. XV, Sec. 1] The Board constitutes the body corporate, with the official name “Regents of New Mexico State University” and acts only by voting in a duly convened open meeting, in accordance with a properly posted and distributed meeting notice and agenda. [NMSA 1978 §21-8-3]

**1.2 Board Policies and Directives:** The Board exercises control over the institution through its policies and directives to executive administration. All decisions, policies and directives, approved by a majority of the Board in a duly constituted meeting, are reflected in the meeting minutes. Board policies are published in the Regents Policy Manual. Decisions and directives temporal in nature, effective for only a finite period or single point in time, may be made in the form of a motion or resolution. Resolutions will be published by year at the Board website.

**1.3 Purpose:** These bylaws are intended to govern and direct internal operations of the Board.

**1.4 Amendment:** The Board may amend or repeal these bylaws after proper notice and upon three affirmative votes from its voting members.

## ARTICLE 2 – BOARD MEMBERSHIP

**2.1 Regular Membership Determined by Law:** The membership, appointment, qualifications and terms of the regular voting members of the Board, as well as their removal and replacement, is governed by the constitution and laws of the state of New Mexico. [NM Const. Art XII, Sec. 13; Art. XX, Sections 2 and 5] As used in these bylaws, the term “regent” refers only to the members designated as voting members by New Mexico law. Each prospective regent must, before entering upon their respective duties, take and subscribe an oath to faithfully and honestly discharge their duties in the premises and strictly and impartially perform the same to the best of their several abilities. [NMSA 1978 §21-1-19]

**2.2 Statutory *Ex-Officio* Membership:** The statutory *ex-officio* non-voting membership of the Board, as established by the legislature, consists of the governor of the state of New Mexico and the superintendent of public instruction, if there be one. [NMSA 1978 §21-1-13]

**2.3 Advisory Members:** In addition to the membership provided by New Mexico law, and at the pleasure of the Board, the following university officials, representing students, faculty and staff, serve as non-voting advisory members of the Board: the chair of the Faculty Senate, the president of the Associated Students of New Mexico State University (ASNMSU) and the chair of the Employee Council of NMSU.

## ARTICLE 3 – OFFICERS AND OFFICIAL DOCUMENTS

**3.1 Eligibility:** Each regent is eligible to serve in any office of the Board; advisory and *ex-officio* members are not eligible to serve as officer of the Board.

**3.2 Election of Officers:** The Board will hold its annual organization meeting on the second Monday in March each year for the purpose of electing officers. [NMSA 1978 §21-7-5, applicable to NMSU through NMSA 1978 §21-8-4] The Board will elect a president, a president *pro tem*, and a secretary-treasurer. The president and president *pro tem* will be referred to as the chair and vice chair of the Board, so as to not be confused with executive administrators. The person elected as secretary-treasurer, must before entering upon the discharge of the duties, execute a bond to the state of New Mexico, to be approved by the governor of the state, and filed with the secretary of state, as required by statute. [NMSA 1978 §21-7-5 requirement satisfied by the blanket bond provide through the New Mexico Risk Management Division, per NMSA 1978 §10-2-15]

**3.3 Tenure and Vacancy:** Each officer of the Board is elected for a one-year term and serves until a respective successor is elected and qualified. A vacancy in office will be filled by election at the next meeting following its occurrence. Election to a vacant office will be for the balance of the unexpired term.

**3.4 Duties of the Chair:** The chair presides at all meetings of the Board, directs the preparation of the meeting notices and agendas, appoints the regent members and the chair of each regents committee, and performs such other duties as provided by statute, these bylaws, or as may be directed by the Board. The chair's signature will be affixed to all diplomas for degrees, along with the signatures of the other members of the Board. Other documents approved by the Board and requiring a signature, including the official meeting minutes, will be signed by the chair. The chair may delegate tasks to other regents as may be reasonable and appropriate.

**3.5 Duties of the Vice Chair:** In the absence or incapacity of the chair, the vice chair assumes the duties and obligations of the chair.

**3.6 Duties of the Secretary-Treasurer:** The secretary-treasurer ensures that a true record of all proceedings of the Board is properly maintained. [NMSA 1978 §21-7-6] The secretary-treasurer's signature will be affixed to all diplomas for degrees, along with the signatures of the other members of the Board. The secretary-treasurer's will sign other legal documents approved by the Board. The secretary-treasurer performs such other duties as the Board may direct.

**3.7 Appointments to other Boards:** The boards of various affiliated entities call for representation from the NMSU Board. Unless otherwise provided by the governing documents of the affiliated entity, the chair will appoint the individual regents to serve on such affiliated boards.

## ARTICLE 4 – CONDUCT OF MEETINGS

**4.1 Quorum:** A majority of the voting members of the Board constitutes a quorum for the discussion or transaction of university business, and is required to convene a meeting. [NMSA 1978 §21-8-3]

**4.2 Attendance:** Regents are expected to attend all meetings of the Board, and if unable to participate in person, will make every effort to attend telephonically. Regents will be permitted to attend any meeting of the Board by telephone, when it is otherwise difficult or impossible for the member to attend the meeting in person, provided that each member participating by conference telephone can be identified when speaking, all participants are able to hear each other at the same time, and members of the public attending the meeting are able to hear any Board member who speaks during the meeting. [NMSA 1978 §10-15-1 C.] Regents may not participate by proxy. When unable to attend, advisory members may send an alternate representative, as provided by their respective governance rules.

**4.3 Chair Role:** The chair presides at the meetings of the Board, with full power to vote on and to second any motion, and to discuss all matters, with the same authority as any other regent, notwithstanding any provision of *Robert's Rules of Order*.

**4.4 Meeting Minutes:** The Board must keep written minutes of its open meetings including the date, time and place of the meeting, the names of members in attendance and those absent, the substance of the proposals considered, and a record of any decision and votes taken that show how each member voted. [NMSA 1978 §10-15-1 G.] Within 10 working days after any open meeting, draft minutes will be prepared under the direction and subject to the approval of the Secretary-Treasurer. The draft minutes will be presented for approval, amendment or disapproval by the Board at its next meeting. The minutes will be official upon approval of the Board and signature by the chair. [NMSA 1978 §10-15-1 G.] The official minutes are open to public inspection by posting at the website for the Board.

**4.5 Roberts Rules of Order:** As necessary to maintain order, and except where they may be in conflict with these bylaws, *Robert's Rules of Order* govern the conduct of the meetings of the Board.

**4.6 NM Open Meetings Act Compliance:** All meetings of the Board, except closed sessions, are open to the all persons desiring to attend. Reasonable efforts will be made to accommodate the use of audio and video recording devices. [NMSA 1978 §10-15-1 A.] All meetings of the Board will be conducted in compliance with the New Mexico Open Meetings Act. [NMSA 1978, § 10-15-1 *et seq.*] The Board will consider and determine at least annually whether the required types of notice and method of distribution, as set forth in Articles 5 and 6 below, are reasonable as applied to the Board. [NMSA 1978, § 10-15-1, Section D.] The chair will work with Board staff to ensure that the content and posting of the meeting notices and agendas is legally sufficient and consistent with these bylaws and the New Mexico Open Meetings Act.

**4.7 Public Comment:** All regular meetings of the Board will include an opportunity for public comment which may be limited to three minutes per person. Prior to commencement of each regular meeting, Board staff or designee will invite members of the public to indicate their desire to address the Board by sign in sheet. Opportunity for public comment will generally be provided at special meetings of the Board, but at the discretion of the chair, may be omitted in consideration of scheduling constraints.

## ARTICLE 5 – MEETING TYPES AND NOTICE

**5.1 Meeting Types:** The chair issues, or may direct the issuance of, calls for all meetings of the Board. The chair will designate each meeting as a regular, special, emergency or closed meeting, in accordance with the following:

- A. **Regular Meetings:** Regular meetings are scheduled for the regular conduct of business and are held quarterly on such dates, places and times as may be fixed by the chair, provided that one of the regular meetings is statutorily set on the second Monday in March. [NMSA 1978 §21-1-4]
- B. **Special Meetings:** Special meetings are typically reserved for matters that require action before the next regular meeting. The chair may call as many special meetings as deemed necessary. Within 20 days after receiving a request from any two regents, the chair will call a special meeting by issuing a notice for a meeting to be held within 23 days after receipt of the request.
- C. **Emergency Meetings:** An emergency meeting may be called only for unforeseen circumstances that demand immediate attention to protect the health, safety and property of citizens or to protect the university from substantial financial loss. Emergency meetings may be called by any member of the Board. Within 10 days of taking action on an emergency matter, the Board will cause to be reported to the Office of the New Mexico Attorney General the action taken and the circumstances creating the emergency, unless there has also been a declaration of a state or national emergency, in which case no report is required. [NMSA 1978 §10-15-1 F.]
- D. **Closed Meetings:** The Board may hold a meeting closed to the public (executive session) only if the subject matter of such discussion or action falls within one of the exceptions listed in the Open Meetings Act. [NMSA 1978 §10-15-1 H.]
  - 1. If any meeting is proposed to be closed during an open meeting, without prior notice, the closure must be proposed by motion, stating the specific provision of law authorizing the closed meeting and the subject matter to be discussed. The motion must be approved by a majority of a quorum of the Board in attendance. The vote of each individual member on the motion proposing closure will be recorded in the minutes. Only those subjects specified in the motion may be discussed in the closed meeting. [NMSA 1978 §10-15-1 I. (2)]
  - 2. If a closed meeting is to be conducted when the Board is not already convened in an open meeting, the closed meeting must not be held until public notice required for a special meeting is posted, stating the specific provision of law authorizing the closed meeting and the subject matter to be discussed. [NMSA 1978 §10-15-1 I. (1)]
  - 3. Following completion of any closed meeting, the minutes of the public meeting that was closed, or the minutes of the next public meeting if the closed meeting was separately scheduled, will state whether the matters discussed in the closed meeting were limited only to those specified in the motion or the meeting notice for the special meeting. [NMSA 1978 §10-15-1 J.]
  - 4. Any action taken as a result of discussions in a closed meeting must be made by vote of the Board in an open public meeting. [NMSA 1978 §10-15-3 A.]

**5.2 Meeting Notice:** The call for a meeting will satisfy the following public notice requirements:



- A. **Content:** Each meeting notice will indicate the meeting type, date, time and specific location of the meeting, including city and campus (as applicable), building name, and address. The notice will also include either a meeting agenda or information about when and where the meeting agenda will be available to the public. [NMSA 1978, §10-15-1, Section F.]
- B. **Posting and Distribution:** Each meeting notice will be (1) posted at the Zuhl Library on the Las Cruces campus of NMSU, (2) posted at the Board website, and (3) emailed to each regent. In addition, each meeting notice will be transmitted by telephone, fax, electronic or other means of delivery to any newspaper(s) of general circulation in the state and licensed broadcast stations that have made request for notification of meetings within the previous 12 months. [NMSA 1978, § 10-15-1 Part F.] Requests for notifications must be submitted to [ucomm@nmsu.edu](mailto:ucomm@nmsu.edu).
- C. **Timing:** Each meeting notice will be posted and distributed in advance of the meeting, with the amount of advance notice depending upon the type of meeting:
1. Notice of regular meetings will be given at least 10 days in advance of the meeting date, with the meeting agenda posted at the Board website at least 72 hours prior to the meeting.
  2. Notice of special meetings will be given at least 72 hours in advance of the meeting date, with the meeting agenda also posted at the Board website at least 72 hours prior to the meeting.
  3. Notice of an emergency meeting will be given 24 hours in advance, unless threat of personal injury, property damage or threat of financial loss requires less notice, with the meeting agenda posted at the Board website at the same time as the notice of emergency meeting.

**5.3 Meeting Accessibility:** In addition to the information specified above, all notices for open meetings must include the following statement:

NMSU is an equal opportunity institution. For disability accommodation, please contact board staff at (575) 646-5997 or [regents@nmsu.edu](mailto:regents@nmsu.edu)

## ARTICLE 6 – MEETING AGENDA PURPOSE AND PREPARATION

**6.1 Purpose of Meeting Agenda:** The agenda for each meeting provides reasonable, specific notice to the public of the items which will be considered by the Board, and sets the order for the transaction of the Board’s business by category. Only those items specifically listed on the posted agenda may be discussed at the meeting, and any item requiring action or decision will be voted upon in open meeting.

**6.2 Agenda Item Submission by Regent:** Each meeting agenda will include any and all items submitted in writing by any regent to the chair with a copy to board staff. Agenda items submitted less than 6 days in advance of a scheduled meeting may be placed on the agenda of that meeting, if feasible, or otherwise will be placed on the agenda of the next meeting.

**6.3 Agenda Item Submission by Administration:** The administration may submit agenda items for regular meetings through the chancellor or the chancellor’s designee, the director of the New Mexico Department of Agriculture, or the general counsel. Agenda item topics and synopses must be submitted to board staff at least 14 days in advance of meetings and in the manner and the



format specified by board staff. Supporting documents must be delivered to board staff at least 10 days before the scheduled meeting, and will include copies of any slide presentation intended for the meeting. Agenda items that require action before the next regular meeting, for which a special meeting has been called, may be submitted for consideration at least 7 days in advance with distribution of the proposed agenda and materials at least 5 days before the scheduled meeting.

The chair will determine whether items requested by the administration will be included on the agenda, and for any item for which supporting documentation was not submitted on a timely basis, may subsequently propose to remove or table such agenda items. The chair will direct board staff regarding the placement of items on the agenda and will determine what meeting presentations will be allowed.

Where practical, the chair may direct board staff to add agenda items to a consent agenda provided there is an opportunity for the full board to approve the agenda during the meeting and subject to the following limitations.

The consent agenda may not include:

- Approval of tuition and fees
- Approval of operating budgets
- Approval of Budget Adjustment Requests (BAR)

Furthermore, if a BAR agenda item is proposed and placed on the agenda, administration must provide supplemental documentation tabulating all BARs year to date for the current fiscal year and an explanation should be provided for each increase/decrease in estimated actuals greater than or equal to \$1,000,000 per object code.

**6.4 Distribution of Agenda Materials:** Board staff will distribute to each regent the proposed agenda and all supporting documentation at least 7 days prior to any regular or 5 days prior to any special meeting.

**6.5 Additional Guidelines:** With the approval of the chair, board staff is authorized to set deadlines and require the use of forms to facilitate the efficient development of the Board's meeting agendas and the timely distribution of supporting materials.

**6.6 Agenda Item Requests from Public:** Members of the public may submit meeting agenda proposals in writing at the address indicated at the website for the NMSU Board. Board staff will inform the chair, the chancellor, and if relevant, appropriate campus president or NMDA Director/Secretary about such proposals, and will be responsible for informing the requestor of the chair's decision.

## **ARTICLE 7 – GENERAL OPERATING PRINCIPLES**

**7.1 Inspection of Records:** All records of the Board are open to inspection by the public at reasonable times, and in accordance with the New Mexico Inspection of Public Records Act. [NMSA 1978 §14-2-1 *et seq.* and §21-1-16]

**7.2 Compensation:** Members of the Board are not compensated for their service in their capacity as a regent. (Students appointed to serve as the student regent may be eligible for a student leadership scholarship or fellowship pursuant to RPM 2.44 and ARP 2.44.)

**7.3 Travel Expenses:** Members of the Board are entitled to receive reimbursement for actual and necessary travel expenses in going to and returning from all noticed meetings of the Board. [NMSA 1978 §21-1-9] Such reimbursements are processed by board staff, consistent with university travel reimbursement procedures as set forth in the NMSU Business Procedures Manual. Other university related travel expenses will be reimbursed as approved by the Board chair.

**7.4 Correspondence:** No individual member, including the chair, should send correspondence on behalf of the Board, unless duly authorized through a vote in open meeting. In such cases, the chair acts on behalf of the Board. All such correspondence must be copied to board staff for records retention compliance and archiving purposes.

**7.5 Regents Committees:** The Board may establish committees to assist it with the board's fiduciary and other oversight duties relative to the university and to NMDA. Regents committees assess information and make recommendations to the Board.

- A. **Membership:** A regents committee will be comprised of no more than two voting regents appointed by the chair, and any other individual(s) appointed by the Board. The chair of the regents committee will be appointed by the chair of the Board. The membership of the board of regents committees will be determined annually.
- B. **Charter:** The regents committees are governed by their respective charters, as amended from time to time, which are published as an attachment to these bylaws.
- C. **Established Regents Committees:** The regents committees established by the Board are listed below:
  - 1. Regents Financial Strategies, Performance and Budget Committee (RFSPBC),
  - 2. Regents Audit and Risk Committee (RARC),
  - 3. Regents Real Estate Committee (RREC), and the
  - 4. Regents Student Success Committee (RSSC).

This list will be updated by university staff upon the Board's decision to establish or discontinue a regents committee, or to change a committee name, without need for formal amendment of the bylaws.

- D. **Collaboration between Regent Committees:** As may be determined appropriate at the discretion of the respective regents committee chairs, the regents committees may work collaboratively through joint committee meetings which may include a quorum of the Board. In such instances, the joint meeting will be properly noticed in accordance with the NM Open Meetings Act and these bylaws.

**7.6 Information:** Regents seeking information relating to the university or NMDA operations should submit requests to the chancellor or the director of the New Mexico Department of Agriculture, or to their respective designees.

**7.7 Financial Disclosures:** Pursuant to the New Mexico Financial Disclosures Act, each regent is required to file with the New Mexico Secretary of State a financial disclosure statement within thirty days of appointment and during the month of January every year thereafter in which the regent holds office. [NMSA 1978 §10-16A-3] The Financial Disclosure Statements are public records.

**7.8 Conflict of Interest:** Regents must not have a direct or indirect financial interest in any contract for building or improving or for the furnishing of supplies or services to the university. [NMSA 1978 §21-1-17] Regents must not engage in any act prohibited by the Governmental Conduct Act as it applies to Board members. [NMSA 1978 §§10-16-1 *et seq.*] Regents must not accept any gift which would result in a violation of the New Mexico Gift Act [NMSA 1978 §§10-16B-1 *et seq.*]

**7.9 Annual Report:** On or before the first day of December, the Board will submit an annual report of its activities to the governor. [NMSA 1978, §21-1-12]

## **Attachment 1 to the Board's Bylaws – Regents Audit and Risk Committee Charter**

### **Purpose**

The purpose of the Regents Audit and Risk Committee (RARC) is to assist the board of regents (Board) in fulfilling its oversight responsibilities related to: integrity of the university's financial statements, systems of internal control, independence and performance of the external and internal audit functions, identification and management of risks, efficient and economical acquisition and protection of resources, achievement of program objectives consistent with university objectives, and compliance with legal and regulatory requirements.

### **Membership**

In recognition of the independent role of the audit function, as well as the need for financial and other professional expertise and continuity of membership from year-to-year, the RARC shall be composed of the following voting members annually appointed by the Board chair: two regents and three members consisting of one faculty member from the College of Business, Accounting & Information Systems Department, and two members from the private sector. The Board chair will appoint a regent member as the RARC chair, and another member as co-chair. Serving as *ex-officio*, non-voting members are the chief audit executive, the senior vice president for administration and finance and the university general counsel and others as appointed by the Board chair.

### **Meetings**

The RARC will meet at least four times a year, with additional meetings scheduled as circumstances require. Members of management, auditors or others may be invited to attend meetings and provide information as necessary. The chancellor, president of NMSU-Las Cruces, and university general counsel are generally expected to attend committee meetings, in addition to the staff liaisons identified in the paragraph above. The regent chair of the committee sets the agenda. Board staff calls for agenda items from the members of the board of regents and the chancellor (or designee). Board staff is responsible for scheduling, compiling and distribution of the agenda and meeting materials, and as applicable, meeting notes and action items.

### **Duties and Responsibilities**

- **Oversight of the Independent (External) Auditor.** The RARC will approve the selection and compensation of the independent public accounting firm employed by the organization to perform the annual financial statement and federal compliance audits. The RARC will evaluate the performance of the independent auditor and resolve any disagreements between management and the independent auditor regarding financial reporting. All audit and non-audit services provided by the independent auditor that may impair the audit firm's independence with regard to the university will be pre-approved by the RARC. The RARC will routinely provide time for private discussion with the independent auditor.
- **Oversight of the Internal Audit Function.** The chief audit executive shall report administratively to the chancellor and functionally to the RARC. The chancellor is responsible for hiring, evaluating, promoting, determining compensation for and terminating the chief audit executive with the review and consent of the chair. The RARC will also annually review, with the chief audit executive, the mission and functions of Internal Audit, and its activities, staffing, budget and organizational structure. The RARC will review and approve the annual audit plan, and routinely provide time for private discussion between RARC members and the chief audit executive.
- **Review of Financial Statements.** The RARC will review the university's annual financial report, including independent auditor reports, management's discussion and analysis, financial statements, notes to the financial statements, supplemental schedules and findings and questioned costs.
- **Review of Audit Results.** The RARC shall review internal and external audit results and discuss significant issues of internal control and compliance with management, university general counsel, the external auditor(s), and the chief audit executive. The RARC shall monitor management's progress in addressing audit recommendations.
- **Investigations Related to Financial Matters.** The RARC will be kept apprised of investigations related to financial matters by management, university general counsel and/or the chief audit executive.
- **Request for Audits.** The RARC is authorized to request supplemental reviews or other procedures by the internal auditor, the independent auditor, or other advisors.
- **Risk Management.** The RARC will provide systematic oversight of compliance and risk management through periodic review of HR policy and practice, facility standards, safety and security, data and access, research certification and athletic compliance.
- **Report to Board:** The RARC will regularly report to and may make recommendations to the Board

## **Attachment 2 to Board's Bylaws – Regents Financial Strategies, Performance and Budget Committee Charter**

### **Purpose**

The purpose of the Regents Financial Strategies, Performance and Budget Committee (RFSPBC) is to assist the Board of Regents (Board) in fulfilling its oversight and approval responsibilities related to: overall administration of the university system's fiscal resources; alignment of fiscal

resources to student outcomes and other key strategic performance requirements as determined by the Board; oversight of a regents strategic dashboard; evaluation of best fiscal practices, forecasting, and fiscal soundness; preparation of the annual budget; conduct of significant financial transactions as defined by the Board; assurance of actionable open communication regarding fiscal planning, budget, alignment, outcomes; and other related budgetary issues.

## Membership

Recognizing the value of perspectives independent from NMSU, and the need for financial expertise, business aptitude, higher education experience, and continuity from year-to year, the RFSPBC will be composed of the following voting members annually appointed by the Board chair: two regents, the Chancellor, the president of NMSU-Las Cruces and three members from the private sector. The Board chair will appoint a regent member as the RFSPBC chair, and another member as co-chair. Serving as *ex officio*, non-voting members to the RFSPBC are the provost and senior vice president for academic affairs, the senior vice president for administration and finance, the chief budget officer, the director/secretary of the New Mexico Department of Agriculture (NMDA), a dean, a faculty member, a student representative and others as appointed by the Board chair.

## Meetings

The RFSPBC will meet at least four times a year, with additional meetings scheduled as circumstances require. Members of management or others may be invited to attend meetings and provide information as necessary. The regent chair of the committee sets the agenda. Board staff calls for agenda items from the members of the board of regents and the chancellor (or designee). Board staff is responsible for scheduling, compiling and distribution of the agenda and meeting materials, and as applicable, meeting notes and action items.

## Duties and Responsibilities

- **Oversight of the Overall Administration of the University System's Financial Resources.** The RFSPBC will review periodic budgetary, financial and operating performance reports presented to it and maintain a familiarity with the university's financial operations and to monitor financial performance against both policy and Board-defined goals.
- **Alignment of the Fiscal Resources and Return.** The RFSPBC will ensure that appropriate fiscal resources are aligned and allocated to student outcomes, and other key strategic performance requirements as determined by the Board during an annual planning session, which includes review of the Vision 2020 Strategic Plan. The RFSPBC will develop and maintain a dashboard which includes fiscal performance, effectiveness, cost management and resource allocation return.
- **Evaluation of best fiscal practices.** The RFSPBC will conduct periodic review of the fiscal best practices for consideration.
- **Oversight of the preparation of the annual budget and related certifications.** The RFSPBC will ensure, via university staff, that budgetary reports are prepared and submitted

in a timely and accurate manner, in compliance with external and policy requirements, and in communication with the chair and the Board.

- **Oversight of the conduct of significant financial transactions.** The RFSPBC will review proposed significant financial transactions as defined or as requested by the Board and university executive management, and will provide guidance to university executive management as appropriate.
- **Assurance of open fiscal communication and participation within NMSU system.** The RFSPBC will review communication plans/systems, participation in the budgetary process, and stakeholder feedback to determine if the financial management process is conducted in an informed, participative manner.
- **Report to Board.** The RFSPBC will regularly report to and may make recommendations to the Board.

## **Attachment 3 to Board's Bylaws – Regents Real Estate Committee Charter**

### **Purpose**

The purpose of the Regents Real Estate Committee (RREC) is to assist the board of regents (Board) in fulfilling its fiduciary and statutory responsibilities relating to the management of university real estate, to include water and mineral rights, in the best interest of the institution. Specifically, the RREC will be briefed on and provide oversight of master planning; renovations; property acquisition, use and disposition; bonding; and mil levies.

### **Membership**

Recognizing the value of perspectives independent from NMSU, and the need for astute management of the physical campus and university assets, the RREC will be composed of the following voting members annually appointed by the Board chair: two Regents, the Chancellor, a representative from the academic units, and an odd number, of up to five members from the private sector. The Board chair will appoint a regent member as the RREC chair, and another member as co-chair. Serving as ex-officio, non-voting members to the RREC are the President, Vice Chancellor & Chief Strategic Financial Officer, the Senior Vice President of Administration and Finance, Director of Real Estate, the Associate Vice President for Facilities and Services, the ASNMSU President, and the University General Counsel, or their respective designees and others as appointed by the Board chair.

### **Meetings**

The RREC will meet at least four times a year, with additional meetings to be scheduled on an as-needed basis. Members of management or others may be invited to attend meetings and to provide information as necessary. The regent chair of the committee sets the agenda. Board staff calls for agenda items from the members of the board of regents and the chancellor (or designee). Board staff is responsible for scheduling, compiling and distribution of the agenda and meeting materials, and as applicable, meeting notes and action items.



## Duties and Responsibilities

- The RREC will review and may make recommendations regarding proposals to purchase, sell, lease or use university real estate or water, including but not limited to the university's master plan(s) and specific proposed transactions.
- The RREC may recommend, and will review, revisions to policy and procedures relating to university real estate or water.
- The RREC may confer with appropriate university staff or others about matters relating to real estate or water.
- The RREC will assist the institution in upholding the principles set forth in Regents Policy 9.20, "Real Estate, Capital Improvement and other Physical Resources", including but not limited to those relating to the preservation, enhancement and maximization of the productivity of the university's real estate assets; minimization of risk, and compliance with applicable legal requirements.
- The RREC will provide oversight of the university master plan, facility renovation plan, housing master plan, dining master plan and parking master plan.
- The RREC will be briefed about other matters which significantly impact NMSU property, which may not be identified above, and be given the opportunity to review, comment and otherwise provide oversight.
- The RREC will regularly report and may make recommendations to the Board.

## Attachment 4 to Board's Bylaws – Regents Student Success Committee Charter

### Purpose

The purpose of the Regents Student Success Committee (RSSC) is to assist the board of regents (Board) in fulfilling its oversight and approval responsibilities related to educational opportunity, and financial support and sound investment in high quality education. Guiding principles for the NMSU system are drawn from its Hispanic-serving, minority serving, high performing research, and land grant missions. In order to achieve the institution's three strategic and student-centric priorities of graduating students, supporting efforts to get a high quality job, and realizing a continuum of educational support through giving, the RSSC identifies, recommends and oversees national best practices in support of its six pillars of academic success: enrollment, retention, graduation, placement, research and giving. Realizing highly qualified and highly performing graduates are the catalyst of a state's economy, and that taxpayers are best served through a revenue generating and optimally resourced institution, the RSSC focuses on student success through a metric driven and targeted performance approach.

### Membership



Recognizing the value of perspectives independent of NMSU, as well as continuity of membership from year-to-year, the RSSC will be composed of the provost and the vice president for student success, plus the following voting members annually appointed by the Board chair: two regents and at least three other members, who shall be from the private sector. The Board chair will appoint a regent member as the RSSC chair, and another member as co-chair. Serving as ex officio, non-voting members are a representative from each community college campus, a dean representative, at least one faculty representative and a student representative, and others as appointed by the Board chair.

## Meetings

The RSSC will meet at least four times per year, with additional meetings scheduled as circumstances require. Members of management or others may be invited to attend meetings and provide information as necessary. The regent chair of the committee sets the agenda. Board staff calls for agenda items from the members of the board of regents and the chancellor (or designee). Board staff is responsible for scheduling, compiling and distribution of the agenda and meeting materials, and as applicable, meeting notes and action items.

## Duties and Responsibilities

- **Oversight of Educational Opportunity Objectives.** The RSSC will provide oversight of entire student journey, including student aid objectives, enrollment management, tuition policy, and student debt in its fulfillment of educational access and opportunity, and institutional vision and mission.
- **Oversight of Financial Support through Alternative Revenue Generation.** The RSSC will consider opportunities to leverage the assets of the NMSU system to realize student outcomes. The RSSC will review implementation and monitor progress.
- **Academic Program and Support Structure Oversight.** The RSSC will provide oversight of student success strategies for enrollment management, advising, retention, graduation, academic support, delivery methods, learning communities and experiential learning. The RSSC will consider proposals to create, reorganize, relocate, or eliminate an academic organizational unit such as a college, school, academic department, or a library and proposals to establish or eliminate any degree or major field of study that are pending Board approval.
- **Career Pathway Oversight.** The RSSC will identify and recommend opportunities to enhance, and provide oversight of, the alignment of academic programs with research, student employment, experiential learning, career pathways and post-graduation outcomes.
- **Report to Board.** The RSSC will regularly report to and may make recommendations to the Board.

## Appendix – RPM 1.02-A – Bylaws of the Regents of New Mexico State University, including Regents Committee Charters

### ARTICLE 1 – ~~PURPOSE~~, ~~AUTHORITY~~, PURPOSE AND AMENDMENT

**1.1 Authority:** Pursuant to the Constitution of the State of New Mexico, and as provided by implementing legislation, the control and management of New Mexico State University (NMSU) is vested in the NMSU board of regents (Board). [NM Const. Art XII, Sec. 13; Art. XV, Sec. 1] The Board constitutes the body corporate, with the official name “Regents of New Mexico State University” and acts only by voting in a duly convened open meeting, in accordance with a properly posted and distributed meeting notice and agenda. [NMSA 1978 §21-8-3]

**1.2 Board Policies and Directives:** The Board exercises control over the institution through its policies and directives to executive administration. All decisions, policies and directives, approved by a majority of the Board in a duly constituted meeting, are reflected in the meeting minutes. Board policies are published in the Regents Policy Manual. Decisions and directives temporal in nature, effective for only a finite period or single point in time, may be made in the form of a motion or resolution. Resolutions will be published by year at the Board website.

**1.3 Purpose:** These bylaws are intended to govern and direct internal operations of the Board.

**1.4 Amendment:** The Board may amend or repeal these bylaws after proper notice and upon three affirmative votes from its voting members.

### ARTICLE 2 – BOARD MEMBERSHIP

**2.1 Regular Membership Determined by Law:** The membership, appointment, qualifications and terms of the regular voting members of the Board, as well as their removal and replacement ~~shall be, is~~ governed by the constitution and laws of the state of New Mexico. [NM Const. Art XII, Sec. 13; Art. XX, Sections 2 and 5] As used in these bylaws, the term “regent” refers only to the members designated as voting members by New Mexico law. Each prospective regent ~~shall~~must, before entering upon their respective duties, take and subscribe an oath to faithfully and honestly discharge their duties in the premises and strictly and impartially perform the same to the best of their several abilities. [NMSA 1978 §21-1-19]

**2.2 Statutory *Ex-Officio* Membership:** The statutory *ex-officio* non-voting membership of the Board, as established by the legislature, consists of the governor of the state of New Mexico and the superintendent of public instruction, if there be one. [NMSA 1978 §21-1-13]

**2.3 Advisory Members:** In addition to the membership provided by New Mexico law, and at the pleasure of the Board, the following university officials, representing students, faculty and staff, serve as non-voting advisory members of the Board: the chair of the Faculty Senate, the president of the Associated Students of New Mexico State University (ASNMSU) and the chair of the Employee Council of NMSU.

## ARTICLE 3 – OFFICERS AND OFFICIAL DOCUMENTS

**3.1 Eligibility:** ~~Any~~Each regent ~~shall be~~is eligible ~~for to serve in~~ any office of the Board; advisory and *ex-officio* members are not eligible to serve as officer of the Board.

**3.2 Election of Officers:** The Board will hold its annual organization meeting on the second Monday in March each year for the purpose of electing officers. [NMSA 1978 §21-7-5, applicable to NMSU through NMSA 1978 §21-8-4] The Board will elect a president, a president *pro tem*, and a secretary-treasurer. The president and president *pro tem* ~~shall~~will be referred to as the chair and vice chair of the Board, so as to not be confused with executive administrators. The person elected as secretary-treasurer ~~shall, must~~ before entering upon the discharge of the duties, execute a bond to the state of New Mexico, to be approved by the governor of the state, and filed with the secretary of state, as required by statute. [NMSA 1978 §21-7-5 requirement satisfied by the blanket bond provide through the New Mexico Risk Management Division, per NMSA 1978 §10-2-15]

**3.3 Tenure and Vacancy:** Each officer of the Board ~~shall be~~is elected for a one-year term and ~~shall serve~~serves until a respective successor is elected and qualified. A vacancy in office ~~shall~~will be filled by election at the next meeting following its occurrence. Election to a vacant office ~~shall~~will be for the balance of the unexpired term.

**3.4 Duties of the Chair:** The chair ~~shall preside~~presides at all meetings of the Board, ~~direct~~directs the preparation of the meeting notices and agendas, ~~appoint~~appoints the regent members and the chair of each regents committee, and ~~perform~~performs such other duties as provided by statute, these bylaws, or as may be directed by the Board. The chair's signature ~~shall~~will be affixed to all diplomas for degrees ~~and all, along with the signatures of the other members of the Board. Other~~ documents approved by the Board and requiring a signature, including the official meeting minutes, will be signed by the chair. The chair may delegate tasks to other regents as may be reasonable and appropriate.

**3.5 Duties of the Vice Chair:** In the absence or incapacity of the chair, the vice chair ~~shall assume~~assumes the duties and obligations of the chair.

**3.6 Duties of the Secretary-Treasurer:** The secretary-treasurer ~~shall ensure~~ensures that a true record of all proceedings of the Board is properly maintained. [NMSA 1978 §21-7-6] The secretary-treasurer's signature ~~shall~~will be affixed to all diplomas for degrees, ~~and any~~along with the signatures of the other members of the Board. The secretary-treasurer's will sign other legal documents approved by the Board. The secretary-treasurer ~~shall perform~~performs such other duties as the Board may direct.

**3.7 Appointments to other Boards:** The boards of various affiliated entities call for representation from the NMSU Board. Unless otherwise provided by the governing documents of the affiliated entity, the chair will appoint the individual regents to serve on such affiliated boards.

## ARTICLE 4 – CONDUCT OF MEETINGS

**4.1 Quorum:** A majority of the voting members of the Board constitutes a quorum for the discussion or transaction of university business, and is required to convene a meeting. [NMSA 1978 §21-8-3]

**4.2 Attendance:** Regents are expected to attend all meetings of the Board, and if unable to participate in person, will make every effort to attend telephonically. Regents will be permitted to attend any meeting of the Board by telephone, when it is otherwise difficult or impossible for the member to attend the meeting in person, provided that each member participating by conference telephone can be identified when speaking, all participants are able to hear each other at the same time, and members of the public attending the meeting are able to hear any Board member who speaks during the meeting. [NMSA 1978 §10-15-1 C.] Regents may not participate by proxy. When unable to attend, advisory members may send an alternate representative, as provided by their respective governance rules.

**4.3 Chair Role:** The chair ~~shall preside~~presides at the meetings of the Board, with full power to vote on and to second any motion, and to discuss all matters, with the same authority as any other regent, notwithstanding any provision of *Robert's Rules of Order*.

**4.4 Meeting Minutes:** The Board ~~shall~~must keep written minutes of its open meetings including the date, time and place of the meeting, the names of members in attendance and those absent, the substance of the proposals considered, and a record of any decision and votes taken that show how each member voted. [NMSA 1978 §10-15-1 G.] Within 10 working days after any open meeting, draft minutes ~~shall~~will be prepared under the direction and subject to the approval of the Secretary-Treasurer. The draft minutes ~~shall~~will be presented, ~~and approved, amended for approval, amendment or disapproved, disapproval by the Board at theits~~ next meeting ~~of the Board where a quorum is present.~~. The minutes ~~shall~~will be official upon approval of the Board and signature by the chair. [NMSA 1978 §10-15-1 G.] The official minutes ~~shall~~bear open to public inspection by posting at the website for the Board.

**4.5 Roberts Rules of Order:** As necessary to maintain order, and except where they may be in conflict with these bylaws, *Robert's Rules of Order* ~~shall~~ govern the conduct of the meetings of the Board.

**4.6 NM Open Meetings Act Compliance:** All meetings of the Board, except closed sessions, ~~will~~bear open to the all persons desiring to attend. Reasonable efforts will be made to accommodate the use of audio and video recording devices. [NMSA 1978 §10-15-1 A.] All meetings of the Board will be conducted in compliance with the New Mexico Open Meetings Act. [NMSA 1978, § 10-15-1 *et seq.*] The Board will consider and determine at least annually whether the required types of notice and method of distribution, as set forth in Articles 5 and 6 below, are reasonable as applied to the Board. [NMSA 1978, § 10-15-1, Section D.] The chair will work with Board staff to ensure that the content and posting of the meeting notices and agendas is legally sufficient and consistent with these bylaws and the New Mexico Open Meetings Act.

**4.7 Public Comment:** All regular meetings of the Board will include an opportunity for public comment which may be limited to three minutes per person. Prior to commencement of each regular meeting, Board staff or designee will invite members of the public to indicate their desire to address the Board by sign in sheet. Opportunity for public comment will generally be provided at special meetings of the Board, but at the discretion of the chair, may be omitted in consideration of scheduling constraints.

## ARTICLE 5 – MEETING TYPES AND NOTICE

**5.1 Meeting Types:** The chair ~~shall issue~~ issues, or may direct the issuance of, calls for all meetings of the Board. The chair will designate each meeting as a regular, special, emergency or closed meeting, in accordance with the following:

- A. **Regular Meetings:** Regular meetings are scheduled for the regular conduct of business and are held quarterly on such dates, places and times as may be fixed by the chair, provided that one of the regular meetings is statutorily set on the second Monday in March. [NMSA 1978 §21-1-4]
- B. **Special Meetings:** Special meetings are typically reserved for matters that require action before the next regular meeting. The chair may call as many special meetings as deemed necessary. Within 20 days after receiving a request from any two regents, the chair will call a special meeting by issuing a notice for a meeting to be held within 23 days after receipt of the request.
- C. **Emergency Meetings:** An emergency meeting may be called only for unforeseen circumstances that demand immediate attention to protect the health, safety and property of citizens or to protect the university from substantial financial loss. Emergency meetings may be called by any member of the Board. Within 10 days of taking action on an emergency matter, the Board ~~shall report~~ will cause to be reported to the Office of the New Mexico Attorney General the action taken and the circumstances creating the emergency, unless there has also been a declaration of a state or national emergency, in which case no report is required. [NMSA 1978 §10-15-1 F.]
- D. **Closed Meetings:** The Board may hold a meeting closed to the public (executive session) only if the subject matter of such discussion or action falls within one of the exceptions listed in the Open Meetings Act. [NMSA 1978 §10-15-1 H.]
  1. If any meeting is proposed to be closed during an open meeting, without prior notice, the closure ~~shall~~ must be proposed by motion, stating the specific provision of law authorizing the closed meeting and the subject matter to be discussed. The motion must be approved by a majority of a quorum of the Board in attendance. The vote of each individual member on the motion proposing closure ~~shall~~ will be recorded in the minutes. Only those subjects specified in the motion may be discussed in the closed meeting. [NMSA 1978 §10-15-1 I. (2)]
  2. If a closed meeting is to be conducted when the Board is not already convened in an open meeting, the closed meeting ~~shall~~ must not be held until public notice required for a special meeting is posted, stating the specific provision of law authorizing the closed meeting and the subject matter to be discussed. [NMSA 1978 §10-15-1 I. (1)]
  3. Following completion of any closed meeting, the minutes of the public meeting that was closed, or the minutes of the next public meeting if the closed meeting was separately scheduled, ~~shall~~ will state whether the matters discussed in the closed meeting were limited only to those specified in the motion or the meeting notice for the special meeting. [NMSA 1978 §10-15-1 J.]
  4. Any action taken as a result of discussions in a closed meeting ~~shall~~ must be made by vote of the Board in an open public meeting. [NMSA 1978 §10-15-3 A.]

**5.2 Meeting Notice:** The call for a meeting ~~shall be in the form of a meeting notice which satisfies~~will satisfy the following public notice requirements:

- A. **Content:** Each meeting notice ~~shall~~will indicate the meeting type, date, time and specific location of the meeting, including city and campus (as applicable), building name, and address. The notice will also include either a meeting agenda or information about when and where the meeting agenda will be available to the public. [NMSA 1978, §10-15-1, Section F.]
- B. **Posting and Distribution:** Each meeting notice ~~shall~~will be (1) posted at the Zuhl Library on the Las Cruces campus of NMSU, (2) posted at the Board website, and (3) emailed to each regent. In addition, each meeting notice ~~shall~~will be transmitted by telephone, fax, electronic or other means of delivery to any newspaper(s) of general circulation in the state and licensed broadcast stations that have made request for notification of meetings within the previous 12 months. [NMSA 1978, § 10-15-1 Part F.] Requests for notifications ~~shall~~must be submitted to [ucomm@nmsu.edu](mailto:ucomm@nmsu.edu).
- C. **Timing:** Each meeting notice ~~shall~~will be posted and distributed in advance of the meeting, with the amount of advance notice depending upon the type of meeting:
  1. Notice of regular meetings will be given at least 10 days in advance of the meeting date, with the meeting agenda posted at the Board website at least 72 hours prior to the meeting.
  2. Notice of special meetings will be given at least 72 hours in advance of the meeting date, with the meeting agenda also posted at the Board website at least 72 hours prior to the meeting.
  3. Notice of an emergency meeting will be given 24 hours in advance, unless threat of personal injury, property damage or threat of financial loss requires less notice, with the meeting agenda posted at the Board website at the same time as the notice of emergency meeting.

**5.3 Meeting Accessibility:** In addition to the information specified above, all notices for open meetings ~~shall~~must include the following statement:

NMSU is an equal opportunity institution. For disability accommodation, please contact board staff at (575) 646-5997 or [regents@nmsu.edu](mailto:regents@nmsu.edu)

## ARTICLE 6 – MEETING AGENDA PURPOSE AND PREPARATION

**6.1 Purpose of Meeting Agenda:** The agenda for each meeting provides reasonable, specific notice to the public of the items which will be considered by the Board, and sets the order for the transaction of the Board's business by category. Only those items specifically listed on the posted agenda may be discussed at the meeting, and any item requiring action or decision will be voted upon in open meeting.

**6.2 Agenda Item Submission by Regent:** Each meeting agenda will include any and all items submitted in writing by any regent to the chair with a copy to board staff. Agenda items submitted less than 6 days in advance of a scheduled meeting may be placed on the agenda of that meeting, if feasible, or otherwise will be placed on the agenda of the next meeting.



**6.3 Agenda Item Submission by Administration:** ~~Agenda items may be submitted for consideration by the chair by any of the following members of~~ The administration: may submit agenda items for regular meetings through the chancellor or ~~campus president~~the chancellor's designee, the director of the New Mexico Department of Agriculture, ~~the provost and senior vice president for academic affairs, the senior vice president for administration and finance,~~ or the general counsel. Agenda item topics and synopses ~~shall~~must be submitted to board staff at least ~~10~~14 days in advance of meetings and in the manner and the format specified by board staff. Supporting documents ~~shall~~must be delivered to board staff at least ~~6~~10 days before the scheduled meeting, and will include copies of any slide presentation intended for the meeting. Agenda items that require action before the next regular meeting, for which a special meeting has been called, may be submitted for consideration at least 7 days in advance with distribution of the proposed agenda and materials at least 5 days before the scheduled meeting.

The chair ~~shall~~will determine whether items requested by the administration will be included on the agenda, and for any item for which supporting documentation was not submitted on a timely basis, may subsequently propose to remove or table such agenda items. The chair will direct board staff regarding the placement of items on the agenda and will determine what meeting presentations will be allowed.

Where practical, the chair may direct board staff to add agenda items to a consent agenda provided there is an opportunity for the full board to approve the agenda during the meeting and subject to the following limitations.

The consent agenda may not include:

- Approval of tuition and fees
- Approval of operating budgets
- Approval of Budget Adjustment Requests (BAR)

Furthermore, if a BAR agenda item is proposed and placed on the agenda, administration must provide supplemental documentation tabulating all BARs year to date for the current fiscal year and an explanation should be provided for each increase/decrease in estimated actuals greater than or equal to \$1,000,000 per object code.

**6.4 Distribution of Agenda Materials:** Board staff will distribute to each regent the proposed agenda and all supporting documentation at least 7 days prior to any regular or 5 days prior to any ~~regular or~~ special meeting.

**6.5 Additional Guidelines:** With the approval of the chair, board staff is authorized to set deadlines and require the use of forms to facilitate the efficient development of the Board's meeting agendas and the timely distribution of supporting materials.

**6.6 Agenda Item Requests from Public:** Members of the public may submit meeting agenda proposals in writing at the address indicated at the website for the NMSU Board. Board staff will inform the chair, the chancellor, and if relevant, appropriate campus president or NMDA Director/~~Secetary~~Secretary about such proposals, and will be responsible for informing the requestor of the chair's decision.

## ARTICLE 7 – GENERAL OPERATING PRINCIPLES



**7.1 Inspection of Records:** All records of the Board are open to inspection by the public at reasonable times, and in accordance with the New Mexico Inspection of Public Records Act. [NMSA 1978 §14-2-1 *et seq.* and §21-1-16]

**7.2 Compensation:** Members of the Board are not compensated for their service ~~on behalf of NMSU~~ in their capacity as a regent. (Students appointed to serve as the student regent may be eligible for a student leadership scholarship or fellowship pursuant to RPM 2.44 and ARP 2.44.)

**7.3 Travel Expenses:** Members of the Board are entitled to receive reimbursement for actual and necessary travel expenses in going to and returning from all noticed meetings of the Board. [NMSA 1978 §21-1-9] Such reimbursements ~~shall be~~ processed by board staff, consistent with university travel reimbursement procedures as set forth in the NMSU Business Procedures Manual. Other university related travel expenses will be reimbursed as approved by the Board chair.

**7.4 Correspondence:** No individual member, including the chair, should send correspondence on behalf of the Board, unless duly authorized through a vote in open meeting. In such cases, the chair acts on behalf of the Board. All such correspondence must be copied to board staff for records retention compliance and archiving purposes.

**7.5 Regents Committees:** The Board may establish ~~regents~~ committees to assist it with the board's fiduciary and other oversight duties relative to the university and to NMDA. Regents committees assess information and make recommendations to the Board.

- A. **Membership:** A regents committee will be comprised of no more than two voting regents appointed by the chair, and any other individual(s) appointed by the Board. The chair of the regents committee will be appointed by the chair of the Board. The membership of the board of regents committees will be determined annually.
- B. **Charter:** The regents committees are governed by their respective charters, as amended from time to time, which are published as an attachment to these bylaws.
- C. **Established Regents Committees:** The regents committees established by the Board are listed below:
  1. Regents Financial Strategies, Performance and Budget Committee (RFSPBC),
  2. Regents Audit and Risk Committee (RARC),
  3. Regents Real Estate Committee (RREC), and the
  4. Regents Student Success Committee (RSSC).

This list will be updated by university staff upon the Board's decision to establish or discontinue a regents committee, or to change a committee name, without need for formal amendment of the bylaws.

- D. **Collaboration between Regent Committees:** As may be determined appropriate at the discretion of the respective regents committee chairs, the regents committees may work collaboratively through joint committee meetings which may include a quorum of the Board. In such instances, the joint meeting will be properly noticed in accordance with the NM Open Meetings Act and these bylaws.

**7.6 Information:** Regents seeking information relating to the university or NMDA operations should submit requests to the chancellor or the director of the New Mexico Department of Agriculture, or to their respective designees.

**7.7 Financial Disclosures:** Pursuant to the New Mexico Financial Disclosures Act, each regent is required to file with the New Mexico Secretary of State a financial disclosure statement within thirty days of appointment and during the month of January every year thereafter in which the regent holds office. [NMSA 1978 §10-16A-3] The Financial Disclosure Statements are public records.

**7.8 Conflict of Interest:** Regents ~~shall~~must not have a direct or indirect financial interest in any contract for building or improving or for the furnishing of supplies or services to the university. [NMSA 1978 §21-1-17] Regents ~~will~~must not engage in any act prohibited by the Governmental Conduct Act as it applies to Board members. [NMSA 1978 §§10-16-1 *et seq.*] Regents ~~shall~~must not accept any gift which would result in a violation of the New Mexico Gift Act [NMSA 1978 §§10-16B-1 *et seq.*]

**7.9 Annual Report:** On or before the first day of December, the Board will ~~make~~submit an annual report of its activities to the governor. [NMSA 1978, §21-1-12]

## Attachment 1 to the Board's Bylaws – Regents Audit and Risk Committee Charter

### Purpose

The purpose of the Regents Audit and Risk Committee (RARC) is to assist the board of regents (Board) in fulfilling its oversight responsibilities related to: integrity of the university's financial statements, systems of internal control, independence and performance of the external and internal audit functions, identification and management of risks, efficient and economical acquisition and protection of resources, achievement of program objectives consistent with university objectives, and compliance with legal and regulatory requirements.

### Membership

In recognition of the independent role of the audit function, as well as the need for financial and other professional expertise and continuity of membership from year-to-year, the RARC shall be composed of the following voting members annually appointed by the Board chair: two regents and three members consisting of one faculty member from the College of Business, Accounting & Information Systems Department, and two members from the private sector. The Board chair will appoint a regent member as the RARC chair, and another member as co-chair. Serving as *ex-officio*, non-voting members are the chief audit executive, the senior vice president for administration and finance and the university general counsel and others as appointed by the Board chair.

### Meetings

The RARC will meet at least four times a year, with additional meetings scheduled as circumstances require. Members of management, auditors or others may be invited to attend meetings and provide information as necessary. The chancellor, president of NMSU-Las Cruces, and university general counsel are generally expected to attend committee meetings, in addition to the staff liaisons identified in the paragraph above. The ~~co-chairs set~~regent chair of the committee sets the agenda. ~~The chief audit executive~~ Board staff calls for agenda items from the members of the board of regents and the chancellor (or designee). Board staff is responsible for scheduling, compiling and distribution of the agenda and meeting materials, and as applicable, meeting notes and action items.

## Duties and Responsibilities

- **Oversight of the Independent (External) Auditor.** The RARC will approve the selection and compensation of the independent public accounting firm employed by the organization to perform the annual financial statement and federal compliance audits. The RARC will evaluate the performance of the independent auditor and resolve any disagreements between management and the independent auditor regarding financial reporting. All audit and non-audit services provided by the independent auditor that may impair the audit firm's independence with regard to the university will be pre-approved by the RARC. The RARC will routinely provide time for private discussion with the independent auditor.
- **Oversight of the Internal Audit Function.** The chief audit executive shall report administratively to the chancellor and functionally to the RARC. The chancellor is responsible for hiring, evaluating, promoting, determining compensation for and terminating the chief audit executive with the review and consent of the chair. The RARC will also annually review, with the chief audit executive, the mission and functions of Internal Audit, and its activities, staffing, budget and organizational structure. The RARC will review and approve the annual audit plan, and routinely provide time for private discussion between RARC members and the chief audit executive.
- **Review of Financial Statements.** The RARC will review the university's annual financial report, including independent auditor reports, management's discussion and analysis, financial statements, notes to the financial statements, supplemental schedules and findings and questioned costs.
- **Review of Audit Results.** The RARC shall review internal and external audit results and discuss significant issues of internal control and compliance with management, university general counsel, the external auditor(s), and the chief audit executive. The RARC shall monitor management's progress in addressing audit recommendations.
- **Investigations Related to Financial Matters.** The RARC will be kept apprised of investigations related to financial matters by management, university general counsel and/or the chief audit executive.
- **Request for Audits.** The RARC is authorized to request supplemental reviews or other procedures by the internal auditor, the independent auditor, or other advisors.
- **Risk Management.** The RARC will provide systematic oversight of compliance and risk management through periodic review of HR policy and practice, facility standards, safety and security, data and access, research certification and athletic compliance.
- **Report to Board:** The RARC will regularly report to and may make recommendations to the Board

## Attachment 2 to Board's Bylaws – Regents Financial Strategies, Performance and Budget Committee Charter

### Purpose

The purpose of the Regents Financial Strategies, Performance and Budget Committee (RFSPBC) is to assist the Board of Regents (Board) in fulfilling its oversight and approval responsibilities related to: overall administration of the university system's fiscal resources; alignment of fiscal resources to student outcomes and other key strategic performance requirements as determined by the Board; oversight of a regents strategic dashboard; evaluation of best fiscal practices, forecasting, and fiscal soundness; preparation of the annual budget; conduct of significant financial transactions as defined by the Board; assurance of actionable open communication regarding fiscal planning, budget, alignment, outcomes; and other related budgetary issues.

### Membership

Recognizing the value of perspectives independent from NMSU, and the need for financial expertise, business aptitude, higher education experience, and continuity from year-to year, the RFSPBC will be composed of the following voting members annually appointed by the Board chair: two regents, the Chancellor, the president of NMSU-Las Cruces and three members from the private sector. The Board chair will appoint a regent member as the RFSPBC chair, and another member as co-chair. Serving as *ex officio*, non-voting members to the RFSPBC are the provost and senior vice president for academic affairs, the senior vice president for administration and finance, the chief budget officer, the director/secretary of the New Mexico Department of Agriculture (NMDA), a dean, a faculty member, a student representative and others as appointed by the Board chair.

### Meetings

The RFSPBC will meet at least four times a year, with additional meetings scheduled as circumstances require. Members of management or others may be invited to attend meetings and provide information as necessary. The ~~co-chairs set~~regent chair of the committee sets the agenda. ~~The senior vice president~~Board staff calls for administration~~agenda items from the~~members of the board of regents and ~~finance~~the chancellor (or designee). Board staff is responsible for scheduling, compiling and distribution of the agenda and meeting materials, and as applicable, meeting notes and action items.

### Duties and Responsibilities

- **Oversight of the Overall Administration of the University System's Financial Resources.** The RFSPBC will review periodic budgetary, financial and operating performance reports presented to it and maintain a familiarity with the university's financial operations and to monitor financial performance against both policy and Board-defined goals.

- **Alignment of the Fiscal Resources and Return.** The RFSPBC will ensure that appropriate fiscal resources are aligned and allocated to student outcomes, and other key strategic performance requirements as determined by the Board during an annual planning session, which includes review of the Vision 2020 Strategic Plan. The RFSPBC will develop and maintain a dashboard which includes fiscal performance, effectiveness, cost management and resource allocation return.
- **Evaluation of best fiscal practices.** The RFSPBC will conduct periodic review of the fiscal best practices for consideration.
- **Oversight of the preparation of the annual budget and related certifications.** The RFSPBC will ensure, via university staff, that budgetary reports are prepared and submitted in a timely and accurate manner, in compliance with external and policy requirements, and in communication with the chair and the Board.
- **Oversight of the conduct of significant financial transactions.** The RFSPBC will review proposed significant financial transactions as defined or as requested by the Board and university executive management, and will provide guidance to university executive management as appropriate.
- **Assurance of open fiscal communication and participation within NMSU system.** The RFSPBC will review communication plans/systems, participation in the budgetary process, and stakeholder feedback to determine if the financial management process is conducted in an informed, participative manner.
- **Report to Board.** The RFSPBC will regularly report to and may make recommendations to the Board.

## Attachment 3 to Board's Bylaws – Regents Real Estate Committee Charter

### Purpose

The purpose of the Regents Real Estate Committee (RREC) is to assist the board of regents (Board) in fulfilling its fiduciary and statutory responsibilities relating to the management of university real estate, to include water and mineral rights, in the best interest of the institution. Specifically, the RREC will be briefed on and provide oversight of master planning; renovations; property acquisition, use and disposition; bonding; and mil levies.

### Membership

Recognizing the value of perspectives independent from NMSU, and the need for astute management of the physical campus and university assets, the RREC will be composed of the following voting members annually appointed by the Board chair: two Regents, the Chancellor, a representative from the academic units, and an odd number, of up to five members from the private sector. The Board chair will appoint a regent member as the RREC chair, and another member as co-chair. Serving as ex-officio, non-voting members to the RREC are the President, Vice Chancellor & Chief Strategic Financial Officer, the Senior Vice President of Administration and Finance, Director of Real Estate, the Associate Vice President for Facilities

and Services, the ASNMSU President, and the University General Counsel, or their respective designees and others as appointed by the Board chair.

## Meetings

The RREC will meet at least four times a year, with additional meetings to be scheduled on an as-needed basis. Members of management or others may be invited to attend meetings and to provide information as necessary. The ~~co-chairs set~~regent chair of the committee sets the agenda. ~~The special assistant to the president~~Board staff calls for ~~real estate agenda items from the members of the board of regents and the chancellor (or designee).~~Board staff is responsible for scheduling, compiling and distribution of the agenda and meeting materials, and as applicable, meeting notes and action items.

## Duties and Responsibilities

- The RREC will review and may make recommendations regarding proposals to purchase, sell, lease or use university real estate or water, including but not limited to the university's master plan(s) and specific proposed transactions.
- The RREC may recommend, and will review, revisions to policy and procedures relating to university real estate or water.
- The RREC may confer with appropriate university staff or others about matters relating to real estate or water.
- The RREC will assist the institution in upholding the principles set forth in Regents Policy 9.20, "Real Estate, Capital Improvement and other Physical Resources", including but not limited to those relating to the preservation, enhancement and maximization of the productivity of the university's real estate assets; minimization of risk, and compliance with applicable legal requirements.
- The RREC will provide oversight of the university master plan, facility renovation plan, housing master plan, dining master plan and parking master plan.
- The RREC will be briefed about other matters which significantly impact NMSU property, which may not be identified above, and be given the opportunity to review, comment and otherwise provide oversight.
- The RREC will regularly report and may make recommendations to the Board.

## Attachment 4 to Board's Bylaws – Regents Student Success Committee Charter

### Purpose



The purpose of the Regents Student Success Committee (RSSC) is to assist the board of regents (Board) in fulfilling its oversight and approval responsibilities related to educational opportunity, and financial support and sound investment in high quality education. Guiding principles for the NMSU system are drawn from its Hispanic-serving, minority serving, high performing research, and land grant missions. In order to achieve the institution's three strategic and student-centric priorities of graduating students, supporting efforts to get a high quality job, and realizing a continuum of educational support through giving, the RSSC identifies, recommends and oversees national best practices in support of its six pillars of academic success: enrollment, retention, graduation, placement, research and giving. Realizing highly qualified and highly performing graduates are the catalyst of a state's economy, and that taxpayers are best served through a revenue generating and optimally resourced institution, the RSSC focuses on student success through a metric driven and targeted performance approach.

## Membership

Recognizing the value of perspectives independent of NMSU, as well as continuity of membership from year-~~to year~~-to-year, the RSSC will be composed of the provost and the vice president for student success, plus the following voting members annually appointed by the Board chair: two regents and at least three other members, who shall be from the private sector. The Board chair will appoint a regent member as the RSSC chair, and another member as co-chair. Serving as ex officio, non-voting members ~~to the RSSC shall include~~ are a representative from each community college campus, a dean representative, at least one faculty representative and a student representative, and others as appointed by the Board chair.

## Meetings

The RSSC will meet at least four times per year, with additional meetings scheduled as circumstances require. Members of management or others may be invited to attend meetings and provide information as necessary. The ~~co-chairs set~~ regent chair of the committee sets the agenda ~~in consultation with the provost. Board staff calls for agenda items from the members of the board of regents~~ and ~~vice president for student success. The office of the provost~~ the chancellor (or designee). Board staff is responsible for scheduling, compiling and distribution of the agenda and meeting materials, and as applicable, meeting notes and action items.

## Duties and Responsibilities

- **Oversight of Educational Opportunity Objectives.** The RSSC will provide oversight of entire student journey, including student aid objectives, enrollment management, tuition policy, and student debt in its fulfillment of educational access and opportunity, and institutional vision and mission.
- **Oversight of Financial Support through Alternative Revenue Generation.** The RSSC will consider opportunities to leverage the assets of the NMSU system to realize student outcomes. The RSSC will review implementation and monitor progress.
- **Academic Program and Support Structure Oversight.** The RSSC will provide oversight of student success strategies for enrollment management, advising, retention, graduation, academic support, delivery methods, learning communities and experiential learning. The RSSC will consider proposals to create, reorganize, relocate, or eliminate an academic



organizational unit such as a college, school, academic department, or a library and proposals to establish or eliminate any degree or major field of study that are pending Board approval.

- **Career Pathway Oversight.** The RSSC will identify and recommend opportunities to enhance, and provide oversight of, the alignment of academic programs with research, student employment, experiential learning, career pathways and post-graduation outcomes.
- **Report to Board.** The RSSC will regularly report to and may make recommendations to the Board.