

**New Mexico Bioscience Authority (BSA) Board of Directors
Special Meeting**

December 11, 2020 11:30 am – 1:00 pm

317 Commercial St. NE, Suite 311, Albuquerque, NM*

Draft Meeting Minutes

Present: Richard Larson (Chair), Greg Byrnes, Ken Prokuski, Scott McLaughlin, Myrriah Tomar, Dale Dekker, Immo Hansen, Jennifer Gifford, Tom Kieft, Suzanne Quillen, Stuart Rose, Sheryl Arvizu, Christos Christodoulou

Staff Present: Ryan Cangioli, Sterling Nichols

#	Agenda Items	Board Actions
1.	Call to Order and Confirmation of Quorum	The Chair called the meeting to order at 11:30 am. A Quorum was confirmed and all board members were present.
2.	Approval of Minutes: <ul style="list-style-type: none"> October 30, 2020 BOD Meeting 	<p>The Chair asked for a motion to accept the minutes of the October 30 BOD meeting.</p> <p>Suzanne Quillen made a motion and it was seconded by Sheryl Arvizu.</p> <p>Stuart Rose asked for the minutes of the October 30, 2020 meeting to be amended to reflect that he raised a point of order that the meeting was noticed as a regular meeting not a special meeting.</p> <p>A vote to accept the minutes with the modification related to the point of order was taken and passed with twelve in the affirmative, none in opposition and one in abstention. The vote was as follows:</p> <p>Arvizu-Affirm, Byrnes-Affirm, Christodoulou-Affirm, Dekker-Affirm, Gifford-Affirm, Hansen-Affirm, Kieft-Affirm, Larson-Affirm, McLaughlin-Abstain, Prokuski-Affirm, Quillen-Affirm, Rose-Affirm, Tomar-Affirm</p>
3.	Chair's Report	Chair thanked the BOD and the Bylaw Taskforce for their extensive work reviewing the previous bylaws, numerous meetings addressing questions and seeking input from

		<p>the board, reviewing statute and the intent of the NMBSA legislation, and discussion of the bylaw amendments over several weeks. The amended bylaws were sent to the board of directors allowing for 10 days of review and extensive discussion at the 10.30.20 meeting. The bylaws passed after extensive discussion 9-4.</p> <p>Chair reported that the Executive Committee met twice since the last BOD meeting on 11/20/20 and 12/3/20. The Executive Committee has recommended several action items on the agenda.</p> <p>The NMBSA received an inquiry from the Attorney General regarding the September 11th Closed meeting. The inquiry was fully responded to with the position that the OMA concern had no merit. The NMBSA also received notice of potential lawsuit and bylaw concerns from a board member. The NMBSA received our certification of coverage by RMD and it was circulated to all board members.</p> <p>The NMBSA received an IPRA request detailing expenses including receipts over \$50.00 from January 2018 to December 2020. The records will be provided.</p>
4.	<p>Executive Committee Report and recommended Actions</p> <p>a. Recommendation for process to identify next Chair and Vice Chair</p>	<p>The Chair asked for a motion to accept the recommendation of the Executive Committee to form a nominating task force at the January Board of Directors meeting with the goal of bringing forth the Chair and Vice Chair candidates at the March meeting that will be voted on and confirmed in the May annual meeting. The term of the Chair and Vice Chair will end in Spring 2021.</p> <p>The motion was made by Dale Dekker and seconded by Greg Byrnes. A roll call vote of all</p>

	<p>b. Recommend approval to pay legal bills through November 30, 2020</p>	<p>board members was called with twelve in the affirmative, none in opposition and one abstention. The vote was as follows:</p> <p>Arvizu-Affirm, Byrnes-Affirm, Christodolou-Affirm, Dekker-Affirm, Gifford-Affirm, Hansen-Affirm, Kieft-Affirm, Larson-Affirm, McLaughlin-Affirm, Prokuski-Affirm, Quillen-Affirm, Rose-Abstain, Tomar-Affirm</p> <p>The Chair asked for a motion to accept the recommendation of the Executive Committee to approve payment of legal bills through November 30, 2020.</p> <p>The motion was made by Dale Dekker and seconded by Greg Byrnes.</p> <p>As part of the discussion the chair was asked to bring back breakdown of legal bills by activity (e.g., IPRA, direct investment analysis, bylaw task force support, etc.) The Chair indicated a breakdown will be brought back as information to the BOD.</p> <p>A friendly amendment was offered to have the Finance Committee develop and recommend a methodology for approving legal expenditures in addition to expenses.</p> <p>A Roll call vote was called on the motion to approve payment of legal bills through November 30, 2020 and to have the Finance committee propose a methodology for board discussion related to approval of legal expenditures</p> <p>The vote was as follows with thirteen in the affirmative, none in opposition and none in abstention.</p>
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Arvizu-Affirm, Byrnes-Affirm, Christodolou-Affirm, Dekker-Affirm, Gifford-Affirm, Hansen-

		Affirm, Kieft-Affirm, Larson-Affirm, McLaughlin-Affirm, Prokuski-Affirm, Quillen-Affirm, Rose-Abstain, Tomar-Abstain
5.	Process for BOD to address concerns and potential legal action related to Bylaw changes.	<p>The Chair per legal advice recommended that the bylaw task force plus two members of the executive committee be charged with responding to bylaw concerns, aided by legal counsel, that were raised by Stuart Rose through his lawyer's communication.</p> <p>5a. At the start of the discussion, Myrriah Tomar made a motion to delay action on the bylaw concerns that were raised by Stuart Rose or any updates or formal changes to the Bioscience Authority bylaws.</p> <p>The motion was made by Myrriah Tomar and seconded by Christos Christodolou. A Roll call vote of all board members was called with eight in the affirmative, none in opposition and five in abstention. The vote was as follows:</p> <p>Arvizu-Abstain, Byrnes-Affirm, Christodolou-Affirm, Dekker-Affirm, Gifford-Abstain, Hansen-Abstain, Kieft-Affirm, Larson-Abstain, McLaughlin-Affirm, Prokuski-Affirm, Quillen-Abstain, Rose-Affirm, Tomar-Affirm</p> <p>5b. The Motion is to move forward with a closed session of the board to discuss, under the exception of the Open Meetings Act, threatened or potential legal suit and the legal analysis that's been performed and already presented to the Executive committee on the risk and their analysis of that legal suit, with one caveat, and that is to empower the Executive Committee to work on the format of that if there are issues related to attorney client privilege and the legalities of maintaining the privilege of the board when coming forth with that discussion to the entire board.</p>

		<p>The motion was made by Christos Christodolou and seconded by Sheryl Arvizu. A roll call vote of all board members was called with thirteen in the affirmative, none in opposition and none in abstention. The vote was as follows:</p> <p>Arvizu-Affirm, Byrnes-Affirm, Christodolou-Affirm, Dekker-Affirm, Gifford-Affirm, Hansen-Affirm, Kieft-Affirm, Larson-Affirm, McLaughlin-Affirm, Prokuski-Affirm, Quillen-Affirm, Rose-Affirm, Tomar-Affirm</p> <p>5c. A third motion was proposed to delay discussion of the Open Meetings Act concerns raised in Mr. Rose's point of order and written communication to the next meeting.</p> <p>The motion was made by Christos Christodolou and seconded by Suzanne Quillen. A Roll call vote of all board members was called with twelve in the affirmative, one in opposition and none in abstention. The vote was as follows:</p> <p>Arvizu-Affirm, Byrnes-Affirm, Christodolou-Affirm, Dekker-Affirm, Gifford-Affirm, Hansen-Affirm, Kieft-Affirm, Larson-Oppose, McLaughlin-Affirm, Prokuski-Affirm, Quillen-Affirm, Rose-Affirm, Tomar-Affirm</p>
6.	<p>Proposed resolution allowing for removal of chair of the NMBSA. Currently no provision for removal</p>	<p>No action taken given BOD action in Agenda Item 5.</p>

7.	<p>Informational Items</p> <ul style="list-style-type: none"> • MOA • 2020 LHHS Presentation • Goal for 2021 	<p>Chair presented the MOA with UNM for board members to read and consider prior to the next meeting. The 2020 LHHS presentation was handed out to remind the BOD of the accomplishments during 2020. The Chair mentioned that the BOD will have a discussion of Goals for 2021 early in 2021.</p>
8.	Master Schedule	<p>The 2021 Master Schedule was presented to the board with an addition of the BOD Special Meeting for December 11, 2020 be included on the schedule</p>
9.	Adjourn	<p>The Adjournment was motioned by Dale Dekker and seconded by Christos Christodolou</p> <p>There was no opposition from the members of the board. The meeting was adjourned.</p>

Respectfully submitted by Sterling Nichols