

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

February 19, 2021 11:30 am – 1:00 pm

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

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

Absent: Sheryl Arvizu, Greg Byrnes

Staff Present: Ryan Cangiolosi, 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 MOU for Legal services	<p>Director Rose called for a point of order due to the exclusion of the Approval of the January Minutes meeting from the current agenda. Chair Larson explained that the agenda was abbreviated because of the OMA training. The Executive Committee approved the abbreviated agenda to not include the approval of minutes, but the minutes were posted online within 10 days after the January meeting per Open Meetings Act compliance, The approval of minutes from the January meeting would be on the next agenda.</p> <p>The NMBSA Executive Committee and Ari Vazquez from UNM’s Office of University Counsel presented the MOU to the board for an additional source to consider in seeking legal counsel in concern of increased legal expenditures.</p> <p>Director Rose suggested postponing the approval of the MOU stating that there was not enough time allotted for the board to review the document. Chair Larson indicated he was willing to so but requested the board</p>

	<p>consider a brief review of the document. The board agreed to hear the review.</p> <p>Vazquez reviewed the MOU while screen sharing to allow the document to be viewed.</p> <p>Board members discussed some language in the MOU, the specific relationship attachment to UNM, and the payment structure in terms of affordability.</p> <p>Vazquez further explained that the MOU outlines the relationship of the NMBSA, as administratively attached to UNM and that the UNM Counsel’s Office would provide legal services to the board. The board also was informed that the MOU grants the right to seek legal counsel outside of UNM.</p> <p>Director Dekker pointed out that all four changes were requested from the discussion.</p> <ol style="list-style-type: none">1. Correct the original date on the document to reflect the year 2021 rather than 2009. This was requested by Director Rose.2. Specify a reasonable length of time for the MOU. Vazquez suggested 3 years which she stated is customary for this type of MOU. This was requested by Director Rose.3. List the Signature authority as ‘President’ and not reference any specific board member’s name. This was requested by Director Rose.4. Include, “Not to exceed” as a hedge in the amount spent for legal services for the year. This was requested by Director Prokuski. <p>As a result, Director Dekker suggested that the BOD vote on accepted MOU contingent these four items.</p>
--	--

		<p>Vazquez confirmed that the board could vote to approve the MOU in its current state with the following considerations:</p> <ol style="list-style-type: none"> 1. Members of the board were present to discuss the MOU 2. Board members would vote for approval 'contingent on the proposed changes' for the final draft. <p>As a result, a motion was made by Director Dekker to approve the MOU, contingent on the implementation of proposed changes by Vazquez, which was seconded by Director Gifford.</p> <p>Roll call vote of all board members was called with seven in the affirmative, three in opposition, one in abstention and two absent. The vote was as follows:</p> <p>Arvizu-Absent, Byrnes-Absent, Christodolou-Affirm, Dekker-Affirm, Gifford-Affirm, Hansen-Abstain, Kieft-Affirm, Larson-Affirm, McLaughlin-Affirm, Prokuski-Oppose, Quillen-Affirm, Rose-Oppose, Tomar-Oppose</p> <p>Director Dekker requested a representative from UNM's Office of Legal Counsel attend each board meeting. Vazquez stated the attendance of a representative is a common practice and their office would comply with the request.</p>
3.	Approval of expansion of effort of Current staff until May 31, 2021	<p>Chair Larson proposed to expand the Strategy and Policy Director's duties from 20% to 50% beginning March 1, 2021 and ending on May 31, 2021. This expansion is a short term personnel measure to cover the unfilled Executive Director position. The Strategy and Policy director would expand duties to cover some of the administrative duties performed by the Executive Director.</p>

		<p>A motion was made by Director Quillen to expand the Strategy and Policy Directors effort to 50%. Director Prokuski seconds the motion. The board unanimously approved to expand the Strategy and Policy Directors effort to 50%.</p> <p>Roll call vote of all board members was called with eleven in the affirmative, none in opposition, none in abstention and two absent. The vote was as follows:</p> <p>Arvizu-Absent, Byrnes-Absent, Christodolou-Affirm, Dekker-Affirm, Gifford-Affirm, Hansen-Affirm, Kieft-Affirm, Larson-Affirm, McLaughlin-Affirm, Prokuski-Affirm, Quillen-Affirm, Rose-Affirm, Tomar-Affirm</p>
4.	Discussion of Meeting dates(s) for BOD meeting in March	<p>A proposal by Chair Larson was made on behalf of Director Byrnes to delay the monthly board meeting by one week. The meeting would be held on March 26, 2021, instead of March 19, 2021 which would allow the legislative session to conclude. Once the legislative session is concluded, the board will have a better understand of the funding the Authority would receive from the state.</p> <p>The board agreed without a roll call vote to reschedule the monthly meeting the board members who were present. There was one who objected when asked.</p>
5.	Open Meetings Act Training	<p>Vazquez, the Deputy of University Counsel, gave a presentation on the Open Meetings Act. Vazquez expanded on some of the vagaries in the act responding to the board's questions on what type of communications are considered to be in violation of the Open Meetings act. The presentation was provided to all board members and displayed to the public.</p>

	<p>Email communications were discussed and are not considered to be in violation if they are a notification of an event, an alert, news and are void in details of 'Official Business and or Casual Business.' Email discussions on items that may come before the board for a vote is not allowed. Also, any emails with recommendations relating to business arriving to a Quorum are to be avoided due to vague language within the act. Vazquez advised that the board's ability to meet in board endorsed committees to discuss business matters as a group is a deterrent for any violations.</p> <p>Notifications and or Alerts that are business related should be avoided, Vazquez suggested.</p> <p>Open Meetings Act training will be ongoing, focusing on properly announcing meetings and advising on what communication is appropriate as UNM legal Counsel will work closely with the Chair and board.</p>
--	---

6.	Adjourn	<p>Chair Larson calls for a motion to adjourn the meeting.</p> <p>Director Rose made a motion to adjourn the meeting. Director Christodolou seconded the motion.</p> <p>Roll call vote of all board members to adjourn the meeting was called with eleven in the affirmative, none in opposition, none in abstention and two absent. The vote was as follows:</p> <p>Arvizu-Absent, Byrnes-Absent, Christodolou-Affirm, Dekker-Affirm, Gifford-Affirm, Hansen-Affirm, Kieft-Affirm, Larson-Affirm, McLaughlin-Affirm, Prokuski-Affirm, Quillen-Affirm, Rose-Affirm, Tomar-Affirm</p>
----	---------	--

Approved at the NMBSA Board of Directors Meeting: 3/26/21
 Respectfully submitted by Sterling Nichols