

**New Mexico Bioscience Authority (BSA) Board of Directors
Regular Meeting
May 21, 2021 11:30 am – 1:00 pm
317 Commercial St. NE, Suite 311, Albuquerque, NM**

Meeting Minutes

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

Absent: Jennifer Gifford,

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 11:35 am. A Quorum was confirmed, and all board members were present, except Director Gifford.
2.	Approval of Minutes: April 26, 2021 BOD Meeting	<p>The Chair called a motion to approve the April 26, 2021 minutes which were motioned by Greg Byrnes and seconded by Christos Christodoulou.</p> <p>Before a motion to approve the minutes, Director Tomar raised a point of order from the previous BOD meeting on 4/26/21 in which Director Dekker stated Tomar’s attendance recorded as absent corresponds with the BOD meeting on 3/26/21. The April 26, 2021 draft minutes contain an error by listing Tomar’s absence for the date of 3/36/21. The board agreed to approve the minutes with a friendly amendment to make a change to the minutes to reflect the correct date of 3/26/21.</p> <p>A Roll call vote of all board members was called with twelve in the affirmative, none in opposition, none in abstention and one absent. The vote was as follows:</p> <p>Arvizu-Affirm, Byrnes-Affirm, Christodolou-Affirm, Dekker-Affirm, Gifford-Absent, Hansen-Affirm, Kieft-Affirm, Larson-Affirm, McLaughlin-Affirm, Prokuski-Affirm, Quillen-Affirm, Rose-Affirm, Tomar-Affirm</p>

3.	Announcements and Chair's Report	<p>The Chair noted in the beginning of the announcement that a change be made with the order of the agenda items due to time constraints of some board members. Chair Larson asked for a motion to be made to adjust agenda items 7) Process for voting for chair, 8) Chair, Vice Chair and Officer Elections and 9) Approval of Committee Appointments immediately following the Chair's announcement to ensure all BOD members have the opportunity to vote in the elections and approve the committee appointments.</p> <p>A motion to adjust the agenda items was made by Tom Kieft and seconded by Cheryl Arvizu.</p> <p>A Roll call vote of all board members was called with twelve in the affirmative, none in opposition, none in abstention and one absent. The vote was as follows:</p> <p>Arvizu-Affirm, Byrnes-Affirm, Christodolou-Affirm, Dekker-Affirm, Gifford-Absent, Hansen-Affirm, Kieft-Affirm, Larson-Affirm, McLaughlin-Affirm, Prokuski-Affirm, Quillen-Affirm, Rose-Affirm, Tomar-Affirm</p> <p>The chair began his announcements congratulating Director Scott McLaughlin for his appointment as the Executive Director for Spaceport America. Director McLaughlin shared that Virgin Galactic was preparing to test their rocket the following day and if successful would mean that New Mexico would be the third state to send a person into space.</p> <p>An update was provided by the Chair regarding UNM President Garnett Stokes' decision to reappoint him to the position president. The Chair explained that she did this to see if this new model of splitting chair and the president can work effectively. She also wanted to ensure that the sustainability of the Bioscience Authority and the infrastructure that has already been setup remain and expand without disruptions. The chair clarified that the bylaws call for the terms of the president to alternate with the chair and that the term of the president will only be two years. The newly elected BSA chair will serve for four years and the President will serve for two years with the position of president up for election in two years for a four-year term.</p>
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		<p>The board was informed that we received an opinion of an alleged Open Meetings Act violation which our attorneys are currently reviewing. The chair stated that we could not discuss the opinion in this meeting, because we did not have sufficient time within the OMA to notice discussion of the opinion of the Attorney General’s opinion properly, thus it will be discussed at the next executive committee meeting and then the full BOD meeting.</p> <p>The approved Code of Conduct policy will be sent out to each board member for their signature and should be returned to Strategy and Policy Director Cangiolosi before the next BOD monthly meeting.</p>
4.	Process for voting for Chair, Vice Chair and officers.	<p>Director Dekker from the Executive committee provided the process in voting for Chair, Vice Chair and officer positions via screen share.</p> <p>Dekker explained the voting process and the candidates that were up for election.</p> <p>Positions that will be voted on:</p> <ul style="list-style-type: none"> - Chair - Vice Chair - President (UNM Appointed Board Member) - Vice President (UNM Appointed Board Member) - Secretary <p>Voting Process and Term Summary:</p> <ol style="list-style-type: none"> 1. Nominations were determined through a process approved by the board and/or the bylaws. 2. It takes a majority (seven (7)) of the board to ratify the vote for a member to hold an office. 3. If there are more than two candidates for an office and a majority for one candidate is not reached on the first vote, there will be a run-off of the top two candidates to determine who will hold the position. 4. Chair, Vice Chair and Officers are elected for four (4) year term or the remainder of their appointment whichever is less. <p>Process for Voting for Chair</p>

		<p>Step 1: Chair will state who are the three (3) nominees for the position of chair.</p> <p>Step 2: Chair will perform a roll call a vote for the position of chair.</p> <p>Step 3: Each Board Member will either vote for a specific person or abstain.</p> <p>Step 4: A tally of the votes will be recorded.</p> <p>Step 5: If a candidate does not reach seven (7) or more votes, the top two vote getters will be placed in a run-off election.</p> <p>Step 6: A tally of the votes will be recorded.</p> <p>Step 7: The candidate who receives seven (7) or more votes will be named the chair.</p> <p>Candidates for Chair:</p> <ul style="list-style-type: none"> - Greg Byrnes - Dale Dekker - Ken Prokuski <p>Process for Voting for Vice Chair</p> <p>Step 1: Chair will state who are the three (3) nominees for the position of vice chair.</p> <p>Step 2: Chair will perform a roll call a vote for the position of vice chair.</p> <p>Step 3: Each Board Member will either vote for a specific person or abstain.</p> <p>Step 4: A tally of the votes will be recorded.</p> <p>Step 5: If a candidate does not reach seven (7) or more votes, the top two vote getters will be placed in a run-off election.</p> <p>Step 6: A tally of the votes will be recorded.</p> <p>Step 7: The candidate who receives seven (7) or more votes will be named the vice chair.</p> <p>Candidates for Vice Chair:</p> <ul style="list-style-type: none"> - Sheryl Arvizu - Dale Dekker - Jennifer Gifford <p>Process for Voting for President</p> <p>Step 1: Chair will state the one (1) nominee for the position of president.</p> <p>Step 2: Chair will perform a roll call a vote for the position of president which includes a two year term.</p> <p>Step 3: Each Board Member will vote yes, no or abstain.</p> <p>Step 4: A tally of the vote will be taken.</p> <p>Step 5: The candidate who receives seven (7) or more will be named president.</p>
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5.	Chair, Vice Chair and Officer Elections	<p>The chair conducted a majority vote of the board for each position up for election.</p> <p>The election results are as follows:</p> <p>Chair - Nominees: Greg Byrnes, Dale Dekker, and Ken Prokuski</p> <p>Arvizu- Dekker, Byrnes-Prokuski, Christodoulou- Dekker, Dekker- Dekker, Gifford- Absent, Hansen-Byrnes, Kieft- Dekker, Larson- Dekker, McLaughlin- Dekker, Prokuski- Byrnes, Quillen- Dekker, Rose-Byrnes, Tomar-Byrnes</p> <p>For the position of Chair, Director Dale Dekker was elected.</p> <p>Vice Chair Nominees: Sheryl Arvizo and Jennifer Gifford</p> <p>Arvizu- Arvizu, Byrnes- Arvizu, Christodoulou- Arvizu, Dekker- Arvizu, Gifford- Absent, Hansen-Gifford, Kieft- Gifford, Larson- Arvizu, McLaughlin- Arvizu, Prokuski- Arvizu, Quillen- Arvizu, Rose- Abstain, Tomar- Arvizu</p> <p>For the position of Vice Chair, Director Sheryl Arvizu was elected.</p> <p>President Nominees: Richard Larson</p> <p>The vote includes a two-year term.</p>

		<p>Arvizu- Affirm, Byrnes- Abstain, Christodoulou- Affirm, Dekker- Affirm, Gifford- Absent, Hansen- Abstain, Kieft- Affirm, Larson- Affirm, McLaughlin- Affirm, Prokuski- Abstain, Quillen- Affirm, Rose- Abstain, Tomar- Oppose</p> <p>For the position of President, Director Richard Larson was elected for a 2-year term.</p> <p>Vice President Nominees: Christos Christodoulou</p> <p>Arvizu- Affirm, Byrnes- Affirm, Christodoulou- Affirm, Dekker- Affirm, Gifford- Absent, Hansen- Affirm, Kieft- Affirm, Larson- Affirm, McLaughlin- Affirm, Prokuski- Abstain, Quillen- Affirm, Rose- Abstain, Tomar- Affirm</p> <p>For the position of Vice President, Director Christos Christodoulou was elected for a four-year term.</p> <p>Secretary Director Rose withdrew his name from consideration for this position. Nominees: Suzanne Quillen</p> <p>Arvizu- Affirm, Byrnes- Affirm, Christodoulou- Affirm, Dekker- Affirm, Gifford- Absent, Hansen- Abstain, Kieft- Affirm, Larson- Affirm, McLaughlin- Affirm, Prokuski- Affirm, Quillen- Affirm, Rose- Abstain, Tomar- Affirm</p> <p>For the position of Secretary, Director Suzanne Quillen was elected.</p>
6.	Approval of Committee Appointments	<p>The finalized committee appointments were presented to the BOD via screen share. While presenting the chair noted that each committee will have the responsibility of appointing its own chair according to the bylaws.</p> <p>The Committee appointments are as follows:</p> <p>Executive Committee</p>

		<p>Jennifer Gilford Scott McLaughlin Suzanne Quillen Dale Dekker (Chair, non-voting) Richard Larson (Chair Emeritus)</p> <p>Finance Committee</p> <p>Immo Hansen Ken Prokuski Stuart Rose Myrriah Tomar</p> <p>Mission Accomplishment Committee</p> <p>Sheryl Arvizu Christos Christodolou Dale Dekker Tom Kieft</p> <p>Audit and Compliance Committee</p> <p>Greg Byrnes Jennifer Gifford Scott McLaughlin</p> <p>A motion was made to approve the committee appointments by Dale Dekker with a second by Christos Christodolou.</p> <p>A 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-Affirm, Byrnes-Affirm, Christodolou-Affirm, Dekker-Affirm, Gifford- Absent, Hansen- Affirm, Kieft-Absent, Larson-Affirm, McLaughlin- Affirm, Prokuski- Affirm, Quillen- Affirm, Rose- Affirm, Tomar- Affirm</p> <p>Director Christodoulou raised a question regarding the Chair Emeritus and Chair Larson explained the position refers to the person who previously held the position of Chair. Chair Larson explained that all of the committees had less than six</p>
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		<p>members on them, thus quorum of the whole board would not occur.</p>
7.	IRS 990 Approval	<p>Strategy and Policy Director Cangioli reviewed the annual 990 Tax filings explaining the information that was submitted.</p> <p>Through screen share Cangioli provided detail on the most pertinent items to be considered by the committee for a cursory understanding of the 990-reporting process. The four 990 forms presented to the committee were:</p> <ol style="list-style-type: none"> 1) Form 990-EZ 2) Form 990 Schedule A 3) Form 990 Schedule O 4) Operating Ledger <p><u>1. Form 990-EZ</u></p> <p>In Part 1 - Revenue, Expenses, and changes in Net Assets or Fund Balance, Section: Expenses Cangioli stated that the total expenses on Line item 17 for the 2019 Tax year beginning July 1, 2019 and ending June 30, 2020 was \$232,996. Cangioli explained that the total expenses were calculated from the sum of line items in the Expenses section.</p> <p>In Part II- Balance Sheets Cangioli reported that there were no tangible assets to report for Tax Year 2019-2020 as \$230,436 is the amount submitted on line Item 27 for the End of the year total.</p> <p>In Part IV – List of Officers all of the current BOD members for Tax year 2019-2020 were recorded.</p> <p>In Part V Other Information- Cangioli affirmed that the questions were answered with ‘No’ as the information required was not applicable. Cangioli identified that Office of Research Financial Officer Michelle Parra is listed as the accountant for the organization’s books and the preparer of the tax filing described on line item 42a.</p> <p>In Part VI List of Officers – Chair Larson clarified that as his signature shows approval of the 2019-2020 tax filing, he is not the sole entity that ‘prepared’ the 990 as Michelle Parra is</p>

		<p>listed as the accountant on line item 42a. Larson made a point to the committee that Michelle Parra also signed as the Preparer in the Paid Preparer Use Only section to avoid confusion between signature approval of Officer and signature approval as the Preparer.</p> <p><u>2. Form 990 Schedule A</u></p> <p>In Part 1 Reason for Public Charity Status Line item 7 was the key field to select as the BSA receives a majority of support from a Government entity or unit.</p> <p>In Part II Section B, the amount of \$475,250 was listed for total support in Line Item 11 detailing support for Calendar years 2018-2019. Cangioli reiterated that for the remainder of Schedule A, information was not submitted as the requirements did not pertain to the organization.</p> <p><u>3. Form 990 Schedule O</u></p> <p>Director Cangioli explained that for Promotional Items the expenses incurred were:</p> <ul style="list-style-type: none"> -Full-pages of NMBSA information in Site Selection magazine, - Editorial in Site Selection magazine, -Engagement of Agenda Global to create Full-page advertisements, and other promotional items such as: <ul style="list-style-type: none"> -one Page slick designed by Agenda Global. -Bi-fold layout on the BSA Community Readiness program. <p>For Travel/Conference the expenses were identified as a virtual Bio conference attended by Cangioli and the former executive director. Cangioli explained that a registration for the in-person conference was canceled due to Covid-19.</p> <p>A motion to approve the IRS 990 filing was made by Stuart Rose and seconded Ken Prokuski.</p> <p>A Roll call vote of all board members was called with ten in the affirmative, none in opposition, none in abstention and three absent. The vote was as follows:</p>
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8.	Executive Director Hire	<p>Director Christos Christodoulou who led the Executive Director search presented the name of the candidate selected for Executive Director. Christodoulou said that by careful review of the candidates and adhering to strict UNM HR policies and guidelines, the search committee chose Stephanie Tofighi as the next executive director. The search committee consisted of four staff members from the UNM Office of Research and four public members from the board. The committee selected the candidate with full confidence as Tofighi demonstrates an academic and professional background in bioscience accompanied with a keen interest for bioscience development in New Mexico. Christodoulou also mentioned that Tofighi has a strong knowledge of UNM infrastructure and Fiscal policy from working at the UNM Faculty Research Development office.</p> <p>Following Director Christodoulou’s presentation, Director Rose intervened by stating based on the attorney generals’ opinion of the alleged violation of the open meetings act any decision made for selecting an executive director could possibly be found void.</p> <p>Ari Vazquez responded by advising that discussion of the attorney general’s opinion was properly noticed, thus the board should refrain from discussing items within it. Vazquez also clearly stated that the issue raised regarding the alleged violation of the open meetings act was specifically centered around the approval of a consensus statement and not an employment action. Mr. Rose responded to Vazquez’ response by stating he believed that the hiring decision could be found void as the attorney generals’ decision is not yet final. Director Rose communicated that he thought there could be a significant amount of risk in hiring an executive director.</p> <p>Chair Larson addressed Director Rose comments by reiterating Vazquez’ point that any discussion involving the attorney</p>

		<p>general’s opinion of the alleged violation of the open meetings act at this meeting was not allowed but would be a part of a future BOD meeting agenda that would be properly noticed.</p> <p>Director Christodoulou opined that the organization needed to move forward. He communicated that the search committee worked through the appropriate hiring process and the hiring of a new ED is a step in the right direction for the organization to be successful. He also communicated that if the ED hire was found invalid, the NMBSA would act accordingly. Christodoulou articulated to Director Rose and the board UNM’s probationary period for new hires.</p>
9.	Econsult Solutions, Inc. Request	<p>Chair Larson brought attention to request for permission to share NMBSA strategic information by Econsult Solutions Inc., who recently drafted the NMBSA’s Strategic Plan. Through screen share the following requests made by Econsult Solutions was presented to the BOD by the chair.</p> <ol style="list-style-type: none"> 1. Permission to add to client list. 2. Permission to use as a reference. 3. Permission to write up a one-page summary of work performed. 4. Permission to post major findings online and on social media. 5. Permission to share prepared report (Strategic Plan) online. <p>The chair asked for legal input from Ari Vazquez in stating that from the previous year legal opinion was restrictive as they determined what was acceptable.</p> <p>Vazquez noted that while she could not discuss previous legal precedent it will be the BOD’s decision to honor Econsult’s permission requests and that she could not recommend any specific action. Vazquez did affirm that asking for a third-party letter of support is not unusual and that the BOD can serve as a reference using neutral language that detailed an amicable relationship. Vazquez said that while permission to write a summary of work performed (Permission Request 3), was acceptable the remaining requests 4-5 were not permissible. Permission to post findings online and social media</p>

(Permission Request 4), was seen as problematic. The permission to share prepared reports (Permission Request 5), was also viewed as problematic by Vazquez in that the request is not definitive and could involve disseminating intellectual property. Referring to Vazquez' comment on sharing prepared reports (Permission Request 5), Director Dale Dekker asked if the Strategic Plan was posted online to which the chair confirmed that it was not posted.

Vazquez provided protocol in handling the permission requests by asserting that the BOD has freedom of speech to provide a reference but should avoid making explicit and detailed statements as they could be directly attributed to the board. If a BOD member is providing a reference as an individual decision, Vazquez advised to clarify that the cited reference is 'not to be associated with the board' and is of the individual's merit to avoid the perception that the individual board member represents the board as a whole.

For best practices, Vazquez recommends that if BOD members are contacted for a reference, they should direct such requests to the Chair or President to ensure a unified response. Vazquez affirmed that the board can also refuse reference and permission requests.

The BOD approved requests 1 and 2, but disapproved requests 3, 4 and 5.

The board agreed to approve of the following Econsult Solutions permission requests:

1. Permission to add to client list.
2. Permission to use as a reference.

A motion to approve was made by Dale Dekker with a second by Suzanne Quillen.

A Roll call vote of all board members was called with nine in the affirmative, none in opposition, one in abstention and three absent. The vote was as follows:

Arvizu-Affirm, Byrnes-Abstain, Christodolou-Affirm, Dekker-Affirm, Gifford-Absent, Hansen-Affirm, Kieft-Absent, Larson-

		<p>working with UNM’s chief procurement officer on a process that adheres to the state’s procurement statutes and UNM policies.</p> <p>Chair Larson asked what agencies will be contacted by Prokuski and Cangiolosi. Cangiolosi confirmed that he would reach out to the State Investment Council (SIC) and Sun Mountain Capital.</p>
11.	Adjourn	<p>Chair Larson thanked the board and shared that he looks forward to working with the new chair, vice chair and newly elected officers that will leading the NMBSA.</p> <p>The meeting adjourned at 12:30 PM</p> <p>A motion was made to adjourn the meeting by Greg Byrnes with a second by Christos Christodolou.</p> <p>A Roll call vote of all board members was called with ten in the affirmative, none in opposition, none in abstention and three absent. The vote was as follows:</p> <p>Arvizu-Affirm, Byrnes-Affirm, Christodolou-Affirm, Dekker-Affirm, Gifford-Absent, Hansen-Affirm, Kieft-Absent, Larson-Affirm, McLaughlin-Affirm, Prokuski-Affirm, Quillen-Affirm, Rose-Affirm, Tomar-Absent</p>

Respectfully submitted by Sterling Nichols