

**BOARD OF REGENTS OF THE UNIVERSITY OF NEW MEXICO
RESOLUTION REGARDING
THE GOVERNING BOARD OF THE HARWOOD FOUNDATION OF THE
UNIVERSITY OF NEW MEXICO**

Preamble

WHEREAS, the Harwood Foundation of the University of New Mexico ("Harwood Museum" or "Museum"), established pursuant to a deed of gift ("Deed") from Mrs. Lucy Case Harwood to the University of New Mexico in 1935, is an educational, cultural and art center of the University.

WHEREAS, the Museum is owned by and subject to the full authority of the Regents of the University of New Mexico (the "University" or "UNM"), a body corporate, and its Board of Regents (the "Regents").

WHEREAS, in May 2005, the Regents adopted that certain Resolution Affirming the Governing Board of the Harwood Foundation of the University of New Mexico, Harwood Museum of Art (the "2005 Resolution"), which delegated certain authority for the governance, management and operation of the Museum to the Provost and the Governing Board of the Harwood Foundation of the University of New Mexico (the "Harwood Board").

WHEREAS, the Regents wish to revise the delegated authority for governance, management and operations of the Museum as hereinafter stated in these resolutions.

NOW, THEREFORE, BE IT RESOLVED:

1. Authority Retained by the Regents

The purpose of the resolutions (collectively, this "Delegation Resolution") hereby adopted shall be to delegate to the Harwood Board authority and responsibility to oversee and manage the operations of the Harwood Museum. All authority not expressly delegated by this Delegation Resolution is retained by the Regents, including but not limited to the ownership, control, acquisition, disposition and use of all property and rights of the Museum. All decisions of the Harwood Board shall be subject to review and action by the Regents.

2. Name

Pursuant to the Deed, the name of the Museum is the "Harwood Foundation of the University of New Mexico" and the full name of the Harwood Board is the "Governing Board of the Harwood Foundation of the University of New Mexico." The Harwood Board shall ensure that all communications on behalf of the Harwood Board and the Museum use such full names. The Harwood Board shall make clear to members of the community, potential donors and grantors the ownership of all funds granted or gifted to the Museum by the Board of Regents.

3. **The Harwood Board**

A. Establishment of Harwood Board; Composition

Pursuant to the Deed, the Regents hereby establish a committee to be known as the "Governing Board of the Harwood Foundation of the University of New Mexico" (herein the "Harwood Board"). The Harwood Board shall consist of nine members all of whom shall be appointed by the Regents. Six members of the Harwood Board may be appointed based on recommendation of the Harwood Board. Three members of the Harwood Board may be appointed based on recommendations of the President of the University (the term "President" as used herein means the President or his or her designee), at least one of whom shall be an administrator of the University. The term of each member shall be three years. Members shall be appointed to serve staggered terms. The Regents shall make appointments to fill any vacancy occurring on the Harwood Board according to the same process.

Each member of the Harwood Board shall be expected to:

- a) Attend and actively participate in all meetings of the Harwood Board and committees to which he or she is assigned;
- b) Become a member of the Museum;
- c) Become familiar with applicable UNM policies, procedures and operations;
- d) Be a strong advocate for the University and the Museum; and
- e) Participate in and encourage members of the community to participate in museum activities whenever possible.

The Regents may, by majority vote, remove a member of the Harwood Board for cause. For cause may include missing two or more consecutive meetings of the Harwood Board.

B. Responsibilities of the Harwood Board

The Harwood Board shall be responsible for the governance, oversight, management and operation of the Harwood Museum. In pursuit of this responsibility, the Harwood Board will:

1. Manage and direct the operations of the Museum in a manner that ensures compliance with UNM policies, adherence to and accountability for the operating budget, and coordination with UNM administrative offices.
2. Manage and oversee the operational use of all Museum property. promptly attending to the inventory, protection and security of the collections and other property.
 - a) Conduct a complete inventory of all property in accord with UNM Policy 7710 Property Management and Control;
 - b) Prepare and submit for the Regents' approval a proposed policy for accessioning and deaccessioning certain categories of tangible gifts that

meets the requirements of UNM Policy 7710: Gifts of Tangible Personal Property; and

c) Deposit all funds received on behalf of the Museum and the Harwood Board in appropriate UNM accounts established by the UNM Controller and report all gifts to the Development Office. All investment assets for the benefit of the Harwood Museum shall be invested in the Consolidated Investment Funds in accordance with University policies.

3. Oversee and supervise the work of the Director of the Harwood Museum.

a) The Director and other employees of the Harwood Museum shall be employees of the University, subject to all of the policies of the University.

b) The Director of the Harwood Museum shall report to the Harwood Board regarding the operations of the museum. The Harwood Board is responsible for all employment decisions regarding the Museum Director, including decisions to hire, evaluate, recommend raises, discipline and terminate the Director. The Harwood Board shall appoint a Board member who is a UNM employee to act as the supervisor of the Director (“Supervisor”). The Supervisor will implement the decisions of the Harwood Board with respect to the Director, and in consultation with the UNM Human Resource Department, shall ensure that the Harwood Board actions with respect to the Director are consistent with UNM personnel policies and practices.

c) Museum staff shall be supervised by and report to the Director of the Museum. Members of the Harwood Board shall communicate concerns about staff performance, priorities, and activities through the Supervisor and Director.

4. Establish and implement, in coordination with the Harwood Museum Alliance, Inc., a non-profit corporation (the “Alliance”), fund-raising strategies for the Harwood Museum, including raising funds from individuals, corporations, foundations and other private sources, sufficient to support the total annual budget for the complete operations of the Harwood.

5. Oversee the work of the Harwood Alliance in accordance with any Memorandum of Understanding between the Regents of the University of New Mexico and the Harwood Alliance.

6. Appoint, from time to time, up to twelve (12) individuals to serve as Advisory Members to the Harwood Board, such Advisory Members to attend meetings of the Board and to provide advice about fundraising and matters of interest to the community.

7. Establish and periodically review and approve a mission statement for the Museum and strategic and long-range plans as appropriate. Such mission statement and long range plans shall conform to any directives from the Regents and the purposes of the Museum described in the Deed.
8. In consultation with the UNM Policy Office, adopt necessary policies concerning the Museum operations.
9. Annually approve and submit to the President of the University a budget request for University operating and general funds to support the operating budget of the Museum. The request to the President must meet UNM's established timelines governing the submission of proposed budget requests and any process governing the adoption of the UNM Annual Budget.
10. Annually submit an operating budget and an annual report of activities for the Museum to the Regents. The operating budget is to identify all operating, capital and program expenses, the source of all funds, including but not limited to University budgeted and allocated funds and private donations (including those to be made by the Alliance, gift shop revenue, endowment expenditures and special events revenue).

C. Compliance with Public Laws and University Policies

As a part of the University of New Mexico, the Harwood Board must ensure that all decisions and actions taken are in conformance with all the public laws governing UNM, including but not limited to the following: Open Meetings Act, the New Mexico Public Records Act, eligibility requirements for travel reimbursement, adherence to the Regent Code of Conduct and Conflicts of Interest Policy.

As required by UNM policies, all contracts, grants and other agreements entered into for the benefit of the Museum shall conform with UNM's policies on contracts and shall refer to the contracting party as the "Regents of the University of New Mexico on behalf of and acting through the Governing Board of the Harwood Foundation of the University of New Mexico."

The Chair of the Harwood Board has authority to sign contracts for the Museum with a value not to exceed Twenty-Five Thousand Dollars (\$25,000), except for contracts reserved to the Regents, President, or Director of Purchasing pursuant to UNM Policy 2210.

All title to any assets currently owned, gifted to or purchased by the Museum, including any and all improvements placed on the Harwood property shall be in the name of the Regents regardless of the source of funds used in the acquisition.

The operations of the Museum shall be subject to audit by UNM internal and external auditors as provided by University policies. The Harwood Board shall ensure compliance with audit recommendations of such auditors.

4. Actions Requiring Regent Approval

Except with the prior approval of the Regents, the Harwood Board may not:

- a) Purchase, acquire, lease, sell, license or otherwise dispose of any real, personal or intangible property, except as otherwise provided in Section 3.B.2.;
- b) Place or construct any improvements on Museum property;
- c) Make legislative requests for funding related to the Museum to any governmental body;
- d) Establish any endowments for the benefit of the Harwood Museum;
- e) Accept or defend any legal proceeding, except in emergency situations with the prior approval of the President;
- f) Expend any funds from established endowed funds for the benefit of the Harwood Board or the Museum. Regents' approval may be requested as part of the proposed Museum operating budget.

5. Bylaws

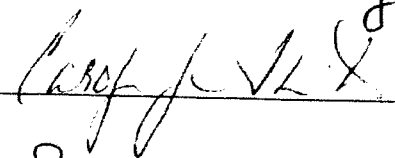
The Harwood Board shall adopt bylaws providing for other aspects of governance of the Harwood Board. Such bylaws shall conform to the provisions of this Delegation Resolution. No bylaws or any amendments thereto shall become effective unless and until approved by the Regents.

6. Effective Date

This Delegation Resolution shall be effective as of the date of the first appointment by the Regents of the first Harwood Board members ("Initial Harwood Board members") pursuant to Section 3.A. This Delegation Resolution supersedes the 2005 Resolution and the Governing Board, as described therein, will be replaced with the Initial Harwood Board members.

Adopted this 8th day of May, 2007

Attest:



By the Secretary-Treasurer (Title)
Board of Regents of the University of New Mexico

BOARD OF REGENTS OF THE UNIVERSITY OF NEW MEXICO

Resolutions Regarding Appointment of Members of Harwood Board

WHEREAS, on May 8, 2007 the Board of Regents of the University of New Mexico (the "Regents") adopted resolutions (the "Delegation Resolution") delegating to the Harwood Board (as that term is defined in paragraph 3.A of the Delegation Resolution) certain responsibility for the governance, oversight, management and operation of the University of New Mexico's (the "University" or "UNM") Harwood Museum, located in Taos, New Mexico;

WHEREAS, the Delegation Resolution provides that the Regents shall appoint the members of the Harwood Board and that the Harwood Board shall consist of nine (9) members, six (6) of whom may be appointed based on recommendations of the Harwood Board, and three (3) of whom may be appointed based on recommendations of the President of the University or his designee (at least one of whom shall be an administrator of the University);

WHEREAS, the term of each member shall be three (3) years, but members shall be appointed to serve staggered terms;

WHEREAS, the Harwood Board, as constituted by the Delegation Resolution, will upon appointment of its initial members, replace the existing Governing Board constituted pursuant to the 2005 Resolution (as that term is defined in the third "Whereas" clause of the Delegation Resolution);

WHEREAS, the Governing Board has recommended six (6) individuals for appointment to the Harwood Board and the President of the University has recommended three (3) individuals for appointment (all currently University administrators), and each such nominee is willing to serve as a member of the Harwood Board;

WHEREAS, having determined that each individual recommended by the Governing Board or the President of the University for appointment is qualified to serve as a member of the Harwood Board and that the appointment of each is in the best interest of the University and the Harwood Museum, the Regents wish to appoint such nominees to the Harwood Board;

NOW, THEREFORE, BE IT RESOLVED:

1. The following individuals are hereby appointed to serve as members of the Harwood Board for an initial term ending on the date indicated opposite his or her name:

<u>NAME</u>	<u>EXPIRATION DATE OF INITIAL TERM</u>
Michael Sudbury (Governing Board nominee)	June 30, 2008
Lawrence Berkowitz (Governing Board nominee)	June 30, 2008
Charles Strong (Governing Board nominee)	June 30, 2009
Linda Warning (Governing Board nominee)	June 30, 2009
Deborah McLean (Governing Board nominee)	June 30, 2010
Gus Foster (Governing Board nominee)	June 30, 2010
David W. Harris, Executive Vice President for Administration, COO and CFO, UNM (UNM President nominee)	June 30, 2008
Kate M. O'Neill, Ed.D. Interim Executive Director, UNM-Taos Branch Campus (UNM President nominee)	June 30, 2009
Wynn M. Goering Associate Provost Academic Affairs, UNM (UNM President nominee)	June 30, 2010

2. The foregoing appointments shall be effective immediately. The effective date of the Delegation Resolution contemplated by Section 6 therein shall be the date set forth below.

PASSED, APPROVED AND ADOPTED BY VOTE OF THE BOARD OF REGENTS
ON JUNE 12, 2007.

By: _____

Its: _____

6.7.07

James H. Koch
BOARD OF REGENT PRESIDENT