

12-6-2010

# Proposed HSC Governance Regents Policy Revisions

UNM University Counsel

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**MEMORANDUM**

**TO:** Members of the Board of Regents

**FROM:** Lee Peifer, Interim University Counsel *LP*  
Michele Huff, Interim Deputy University Counsel  
Scot Sauder, Senior Associate University Counsel, Health Law Group

**CC:** Paul B. Roth, Acting President  
David J. Schmidly, President  
Carol Stephens, Policy Office

**DATE:** December 6, 2010

**RE:** Proposed HSC Governance Regent Policy Revisions

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Attached is a packet of proposed revised Regents policies pertaining to the HSC Governance reorganization proposal.

After careful review, the Policy Office concluded that the earlier format of proposed revisions to Regent Policy 2.13 (which was originally presented to the Regents on November 16, 2010 and integrated a range of policy modifications into a single and very lengthy policy), was confusing and administratively burdensome. Therefore, the previously circulated Regent Policy 2.13 has been replaced by four separate proposed Regent policies, RPM §§ 3.4 through 3.7. The general structure of the Health Sciences Center, as well as the role of the new Chancellor for Health Sciences, is now addressed in proposed Regent Policy 3.4. The UNM Health Sciences Board of Directors, the new governance body for the Health Sciences Center and the "UNM Health System," is created through proposed Regent Policy 3.5. The UNM Hospital Board of Trustees is now addressed in proposed Regent Policy 3.6. Proposed Regent Policy 3.7 delineates the University's Institutional Compliance Program. We have included a track changes version of the draft Regent Policy 2.13 sent to the Regents on November 16th for your convenience.

Dr. Roth and the Policy Office are comfortable that this approach effectuates the organizational goals and objectives previously articulated to the Regents. The Policy Office and Office of University Counsel have reviewed all the policy revisions and concur with the substance thereof.

There are also conforming revisions to Regents policies 1.2, 2.16, 3.3, 7.6, 7.8 and 7.14. Some of these, if adopted, will necessitate changes to corresponding policies in the UBPPM.

If you have any questions, please do not hesitate to contact Carol Stephens at 220-4877, who will consult with our office as necessary.

Redlined version showing changes made since 11/16/2010 Draft—text added since 11/16/10 is in *italics and underlined* and deleted text in ~~strikeout~~. Document being formatted to be consistent with other Regent policies—this info will be placed in newly adopted Regents Policies 3.4, 3.5, 3.6, & 3.7 with references noted in the left margin of this document.

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## REGENTS POLICY 2.13

### THE UNM HEALTH SCIENCES CENTER

[supercedes Regents Policies 2.13, 2.13.1, 2.13.2, 2.13.3, 2.13.4]

#### I. Applicability

This policy applies to the academic and clinical programs, facilities and services operating under the University of New Mexico Health Sciences Center (“HSC”) and, as provided more fully below, to the subsidiary corporations of the University related thereto. This policy also applies to those operations of the University that are deemed to be “health care components” of the University as set forth below.

#### Policy

##### II. ~~Creation and Designation of UNM Health Sciences Center~~

##### A. ~~Description of Component Units of UNM Health Sciences Center~~

The health care related education, research, and clinical programs and services offered by the University and/or provided in the University’s facilities and those of certain of its University Research Park and Economic Development Act (“URPEDA”) subsidiaries as described in this Policy are hereby designated as the “UNM Health Sciences Center,” which is and shall be a distinct, component unit of the University, intended by this Policy to operate independently from other operations of the University. The clinical elements of the HSC are intended to be a fully integrated, academic health center and health care delivery system and will be collectively administered as the “UNM Health System.”

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The HSC consists of the School of Medicine, the College of Nursing, the College of Pharmacy, the Health Sciences Center Library & Informatics Center, the UNM Cancer Center, UNM Medical Group, Inc., a New Mexico non-profit and ~~University Research Park and Economic Development Act~~ (“URPEDA”) corporation organized and formed by the University (“UNMMG”), UNM Sandoval Regional Medical Center, Inc., a a New Mexico non-profit and URPEDA corporation organized and formed by the University (“UNM SRMC”), and several research and public service programs related to health sciences. The HSC also includes the University of New Mexico Hospital (“UNMH”), the University of New Mexico Children’s Hospital (the “Children’s Hospital”), the University of New Mexico Adult Psychiatric Center formerly known as the Mental Health Center (“Adult Psychiatric Center”), the UNM Children's Psychiatric Hospital (“CPH”), the Carrie Tingley Hospital (“CTH”) and the outpatient facilities and clinics operated under the license(s) of the foregoing. In this Policy, UNMH, Children’s Hospital, Adult Psychiatric Center,

CPH, CTH and the outpatient facilities and clinics thereof shall be referred to collectively as the "UNM Hospital."

The HSC will also include such other and further clinics, centers, and programs developed and/or to be developed and operated by the HSC or any of the component units currently comprising the HSC or those added to the HSC at a future date.

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~~III. Creation and Empowerment of, and Delegation to, UNM Health Sciences Center Board of Directors~~

~~A. Designation and Creation of UNM Health Sciences Center Board of Directors~~

Policy

The Regents hereby create and designate the "UNM Health Sciences Center Board of Directors" (the "HSC Board of Directors") to oversee and govern the clinical, operational, financial, research, educational affairs of the HSC. The members of the HSC Board of Directors shall act only as a Board, and individual Directors shall have no power as such. In all cases, the HSC Board of Directors shall conduct its meetings and affairs in compliance with the New Mexico Open Meetings Act, ~~N.M. STAT. ANN. § 10-15-1 et seq. (1978)~~; and its records shall be subject to the New Mexico Inspection of Public Records Act, ~~N.M. STAT. ANN. § 14-2-1 et seq. (1978)~~. [Note citations moved to reference section]

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~~B. Composition of UNM Health Sciences Center Board of Directors~~

The HSC Board of Directors shall consist of seven (7) members appointed by the President of the Regents as provided in RPM 1.2 and shall consist of the following members:

1. Three (3) of the members of the HSC Board of Directors shall be Regents, one of which will be a member of the Regents' Finance & Facilities Committee described in RPM 1.2; and

2. Four (4) of the members of the UNM Health Sciences Center Board of Directors shall be individuals who are not employees or officers of UNM or any of the component schools, colleges, or units of the HSC having the following characteristics: an established record of success in business, education, his or her profession, or research; an understanding of, an appreciation for, and a desire to support the non-profit, educational, and safety-net principles of an academic health center; and, recognized leadership on either a regional, statewide, or nationwide basis in areas of focus of the HSC. In this regard, one of the community members of the HSC Board of Directors shall be the sitting Chair of the UNM Hospitals Board of Trustees.

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The members of the initial HSC Board of Directors shall be nominated by a nominating committee consisting of the Chancellor for Health Sciences, a member designated by the President of the Regents, and a member designated by the UNM Hospital Board of Trustees. Thereafter, the specific terms of office of each member of the HSC Board of Directors and the method and

manner for appointment and/or reappointment to the HSC Board of Directors shall be as specified in the HSC Board Bylaws, as defined and described in Section III.C. below.

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~~C. Adoption of Bylaws for the UNM Health Sciences Center Board of Directors~~

At the organizational meeting of the HSC Board of Directors, the members thereof shall adopt Bylaws for the operation of the HSC Board of Directors (the "HSC Board Bylaws"). The HSC Board Bylaws, and any and all amendments thereto, shall be subject to Regental Regent review and approval.

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~~D. Scope of Authority of UNM Health Sciences Center Board of Directors and Delegation of Authority Thereto~~

The Regents hereby delegate, on a continuing basis, to the HSC Board of Directors the responsibility and authority for overseeing and governing the affairs of the HSC to the maximum extent permitted by the Constitution and laws of the State of New Mexico, as interpreted, from time to time, by the courts; provided, however, that consistent with the Regents' constitutional and statutory responsibilities, the Regents retain the right to consider, determine, and act upon any matter relating to the HSC and its component units. ~~in the exercise of their sound discretion.~~ Subject to the foregoing, the Regents hereby delegate to the HSC Board of Directors as follows:

1. ~~Matters as to which~~ The HSC Board of Directors shall have ~~approval~~ authority to act upon:

a. ~~Oversight~~ of Compliance by the HSC and each of the component schools, colleges, and units within the HSC and the employees thereof with applicable federal and state health care regulatory requirements as well as HSC-wide policies with respect thereto.

b. ~~Oversight~~ of compliance by the HSC, and each of the component schools, colleges, and units with the HSC and the employees thereof with HIPAA, the HITECH Act, the HIPAA Regulations, and the University's HIPAA compliance program as well as HSC-wide policies with respect thereto.

c. ~~Oversight of matters relating~~ to The licensure, accreditation, planning, patient care, medical staff matters, quality assurance, and relationship with the component schools and colleges within the HSC and the other component units of the HSC. This shall include monitoring the outcomes of accreditation reviews and other peer evaluations. As to the UNM Hospital, the UNM Cancer Center, and UNM SRMC, review at least annually reports relating to licensure, including special services, accreditation, planning, patient care, medical staff matters including quality assurance, and any appropriate corrective action, and relationships with the schools and colleges comprising the HSC.

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d. At appropriate intervals to be determined by the HSC Board of Directors, reports of financial matters relating to each school or college comprising the HSC as well as the Office of Research for the HSC, the UNM Hospital, UNM Cancer Center, UNMMG, UNM SRMC (and such other and future clinical enterprises and/or subsidiaries as may exist as a part of the HSC) including expenses and revenue by source, patient days and visits, and other pertinent financial data and information and financial planning.

e. ~~Oversight of matters concerning~~The substantive aspects of policies and programs related to the educational philosophy and objectives of the HSC; ~~and with educational planning, instruction, and research, including, without limitation, oversight of the administration of the University's policies with respect to intellectual property as it affects the HSC and~~ assessing the HSC's educational, student activities research activities, and associated support programs for their relationship to the University's mission, vision, and values, as well as quality measures, ~~and~~ productivity, and cost; oversight of the manner in which the University's policies are administered as they affect the HSC and HSC faculty.

f. ~~Monitoring~~ The HSC's strategies in enrollment management, retention, and student diversity at each of its component schools and colleges and in their respective educational programs.

g. Assuring effective input from the HSC student, faculty, and staff advisors to the HSC Board. ~~Oversight of the development and implementation of a system for interactive communication by and among the HSC Board, HSC leadership and faculty in respect of educational and research matters and affairs and student issues and affairs.~~

h. Taking such steps as may be necessary in the interests of the HSC in connection with budget requests and proposed legislation, in the absence of limitations imposed upon the HSC Board by the Regents.

i. Subject to RPM 7.8 describing financial settlements, ~~Management and oversight of~~ claims and/or lawsuits involving the HSC and/or the schools and colleges comprising the HSC, the UNM Hospital, UNMMG, UNM SRMC (and such other and future clinical enterprises and/or subsidiaries as may exist as a part of the HSC) and the development of a loss control program with respect thereto.

j. In the event of an emergency declared by the President as described in RPM 3.2, the HSC Board Chancellor for Health Sciences, in the exercise of reasonable judgment under the circumstances, is authorized to approve actions ~~recommended by the Chancellor for Health Sciences~~ as are necessary to safeguard persons or property or to maintain the HSC's educational, research and

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clinical functions. Such actions shall remain in effect during the state of emergency, unless sooner cancelled by the President.

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2. Matters as to which the HSC Board shall review and make recommendations to the Regents for final approval:

a. Strategic planning and master facility planning for HSC clinical, educational, and research enterprise activities. In this connection, the HSC shall coordinate any such strategic plans and/or master facility planning with those under the purview of the President of the University.

b. Developments, including pending legislation, involving significant changes in health care delivery and financing.

c. ~~Matters relating to~~ New degrees, courses, and curriculum changes required by State law or desired by the colleges and schools comprising the HSC to promote academic excellence at the HSC.

d. Matters relating to Tuition and fees to be charged at the colleges and schools comprising the HSC.

e. ~~Matters relating to~~ The establishment or disestablishment of colleges, schools, and graduate divisions, organized multi-campus research units and other major research activities, special training programs, and public service undertakings.

f. Establishing an annual HSC educational and research enterprise strategic plan for the University.

g. ~~Establishing new HSC academic degree programs.~~ **[Note: duplicate of item c above.]**

h. Proposing changes to Regents' policies relative to HSC academic and student affairs.

i. The HSC faculty tenure and promotion process to ensure expected outcomes are achieved in attracting and retaining outstanding faculty at the HSC and making recommendations to the Regents with respect to potential improvements thereto.

j. The appointment of individuals to serve as members of the Boards of Directors of UNMMG and UNM SRMC, and such other and future Subsidiary Corporations formed to support the HSC, consistent with the provisions of the URPEDA.

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k. The formation of one or more corporations in the future under the URPEDA to support the strategic plans and mission of the HSC and its component units.

l. The transfer of money, personal property, and real property to any one or more URPEDA corporations formed by the Regents to support the HSC and its component units, and the proposed terms thereof.

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#### E. Relationship and Reporting to the Board of Regents

With the exception of matters within the jurisdiction of the Regents' Audit Committee, the HSC Board of Directors shall report their recommendations for approval and actions taken to the Board of Regents, as a committee of the whole, at the Regents' next regularly scheduled meeting. The HSC, the HSC Board of Directors, and the Chancellor for Health Sciences, shall coordinate their activities in the area of capital and operational budgeting, strategic planning, and master facility planning with those of the Board of Regents and its applicable committees and the Office of the President of the University. In this connection, actions and/or recommendations of the HSC Board of Directors in respect of annual capital and/or operational budgeting for the HSC shall be reported to the Board of Regents for normal consideration consistent with procedures established by the Board of Regents relative to the annual capital and/or operation budget of the remainder of the University.

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Similarly, the HSC, the HSC Board of Directors, and the Chancellor for Health Sciences shall cooperate and coordinate their activities with those of the Regents' Audit Committee and of the University's Internal Audit Department.

All Regent committees established by the Regents for the oversight of the University as a whole shall, if the matter affects or impacts the HSC or the UNM Health System, or is otherwise subject to the jurisdiction of the HSC Board of Directors as set forth in this Policy, shall be presented for review and approval by the HSC Board of Directors prior to presentation to the Regents for final approval.

#### F. ~~Relationship of UNM Health Sciences Center Board~~ Relationship of UNM ~~Health Sciences Center Board~~ to Subsidiary Corporations

The respective Boards of Directors of UNM ~~MG Medical Group, Inc.~~, UNM ~~SRMC Sandoval Regional Medical Center, Inc.~~, and any and all other future subsidiary corporations (each, a "Subsidiary Corporation" and, collectively, the "Subsidiary Corporations") formed by the University to support the mission of the HSC under and pursuant to the URPEDA, N.M. STAT. ANN. § 21-28-1 et seq. (1978, as amended) or any successor statute thereto, shall have authority to manage the affairs of that Subsidiary Corporation within the parameters established by a Memorandum of Agreement to be executed by and between the HSC and each such Subsidiary Corporation to ensure the alignment of the strategic and long-term plans of each of the component units of the HSC. In this connection, the HSC Board of Directors shall oversee, provide strategic guidance, and monitor the clinical, business, research, educational, and development operations of the Subsidiary Corporations as described more fully above.

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**~~G. Designation of UNM Hospital Board of Trustees Policy and Amended and Restated Delegation of Authority~~**

**~~1. Terms of Delegation:~~**

Under that certain Lease Agreement for Operation and Lease of County Healthcare Facilities between the Regents and the Board of County Commissioners of the County of Bernalillo (the "County" or the "County Commissioners"), dated as of July 1, 1999, and approved by the New Mexico Board of Finance on August 12, 1999, as amended by that certain First Amendment to Lease Agreement for Operation and Lease of County Healthcare Facilities dated as of November 18, 2004 (as amended, the "Lease"), the Regents are responsible for operation and maintenance of UNMH and the Mental Health Center. The Lease is effective as of October 8, 1999, the effective date of the Agreement Regarding Consent to Lease Agreement ~~entered into between the Regents and the Indian Health Service which was amended by that certain First Amended Agreement Regarding Consent to Lease Agreement~~ dated as of November 18, 2004 (as amended, the "Consent").

The Lease provides for appointment of a combined nine-member governing board, which shall be known as the "UNM Hospital's Board of Trustees" (hereinafter, the "UNMH BOT") for the non-research, non-educational operations of the UNM Hospital, with such authority and powers as are delegated to the UNMH BOT by Regents' policy and consistent with applicable federal and state laws and regulations and accreditation standards. The current delegation of authority and powers by the Regents to the UNMH BOT is set forth in Exhibit A to this policy (corresponding to Exhibit F to the Lease).

**2. Relationship to the Board of Regents and to the UNM Health Sciences Center Board of Directors**

The Regents may, but are not obligated to, by and through the HSC Board, designate a member of the Regents to attend meetings of the UNMH BOT and/or committee meetings of delegated committees of the UNMH BOT, for liaison purposes, but not as a voting member of the UNMH BOT.

Representatives of the UNMH BOT, as designated by the Chairperson of the UNMH BOT, will make periodic reports to the HSC Board of Directors, at least semi-annually, on matters within the UNMH BOT's delegated responsibility and will report for ratification, all matters required to be ratified and approved by the governing body under applicable laws, regulations, or accreditation standards and Regents' policies.

Actions by the UNMH BOT pursuant to this delegation are subject to approval or ratification by the HSC Board as required by applicable federal and state laws and regulations, accreditation standards, and provisions of the Lease. As provided in Section V of

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the Lease, consistent with the Regents' constitutional and statutory responsibilities, the Regents will retain the right to consider, determine, and act upon any matter relating to the UNM Hospital in a manner consistent with this Policy. However, neither the HSC Board nor the Regents will modify nor decline to ratify actions by the UNMH BOT, within the scope of the authority and powers delegated by the Regents to the UNMH BOT, except after consultation, with one or more representatives of the UNMH BOT designated by the Chairperson of the UNMH BOT.

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#### IV. UNM Health Sciences Center Chancellor

##### A. ~~Designation of Chancellor and Description of Position~~

The Regents hereby designate the Chancellor for Health Sciences who shall provide leadership and have administrative responsibility for all activities, operations, and programs of the HSC, consistent with University policies, recognizing that teaching, research, service and patient care are the foundations of an academic health center.

With the adoption of this Policy RPM-2-13, the position of Executive Vice President for Health Sciences is being eliminated and the position of Chancellor for Health Sciences is replacing the same. The current Executive Vice President for Health Sciences shall serve in the role of Chancellor for Health Sciences. Thereafter, whenever the position of Chancellor for Health Sciences becomes vacant, the President of the University, for and on behalf of the HSC Board of Directors, shall conduct a search for qualified candidates for the Chancellorship. Consistent with RPM 3.3, the search shall be conducted using an advisory search committee, the members of which may be nominated by the Regents, by the HSC Board in consultation with the University President, and/or by the University Community, with the final appointment to such advisory search committee being made by the President of the Board of Regents. The advisory search committee will recommend finalists for the position of Chancellor for Health Sciences. The President will carefully consider the recommendations of the advisory search committee and shall make a recommendation to the HSC Board of Directors as to the individual who will best serve the mission of the University and the HSC. The HSC Board of Directors shall have the ability to approve, modify or reject the President's recommendation and shall submit such recommendation(s) to the Board of Regents for the final decision.

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~~In this connection, The search may be conducted using an advisory search committee, the members of which advisory search committee may be nominated by the Regents, by the HSC Board in consultation with the University President, and/or by the University Community, with the final appointment to such advisory search committee being made by the President. The advisory search committee will recommend finalists for the position of Chancellor for Health Sciences. The President will carefully consider the recommendations of the advisory search committee and shall make a recommendation to the HSC Board of Directors as to the individual who will best serve the mission of the University and the HSC.~~

The President of the University shall recommend to the HSC Board of Directors the annual goals to be established for the Chancellor for Health Sciences in performing his or her job duties, who, in turn, shall make a recommendation with respect thereto for final approval to

the Board of Regents. The President of the University and shall, ~~in the first instance,~~ perform an evaluation of the Chancellor for Health Sciences' performance in respect of such goals, and shall forward such evaluation to the HSC Board of Directors for its consideration, who shall make a recommendation ~~with respect thereto~~ for final approval to the Board of Regents.

The Chancellor for Health Sciences, serving in the role of chief executive officer of the UNM Health System, shall, subject to any limitations imposed in his/her employment contract, be the executive head of the HSC and shall have full authority and responsibility over the administration of all affairs and operations of, and all funds generated by the HSC as set forth in this Policy and other applicable Regent Policies and shall have general supervision over the affairs, property and financial resources, of the HSC and over its several officers and employees, and shall generally do and perform all acts incident to the office of a chief executive officer. With respect to the Institutional Compliance Programs identified more fully *in RPM 3.7* below, the Chancellor for Health Sciences shall be designated and shall be the "institutional official" *or designated official* "as the case may be" for each Institutional Compliance Program at the HSC requiring the designation of such an official. In this regard, the Chancellor for Health Sciences shall have such additional powers, duties, and authorities as may from time to time be assigned to him/her by the Regents, the HSC Board of Directors, and/or the President of the University.

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Additionally, the Chancellor for Health Sciences shall serve as the chief academic officer relative to colleges, schools, programs, and centers at the HSC and is responsible coordinating, developing, and improving the educational and research programs at the HSC, subject to any limitations imposed in his/her employment contract. In this connection, the Chancellor for Health Sciences will ensure that all HSC educational and research programs meet the standards of the State of New Mexico and all relevant and applicable accreditation bodies. The Chancellor for Health Sciences will oversee the Deans of the respective Colleges and Schools comprising the HSC and the work of the faculty in the colleges, schools, programs, and centers at the HSC. Moreover, with respect to faculty matters at the HSC all references in Faculty Handbook Policies to the Provost or the Provost's Office shall mean or shall be interpreted to mean the Chancellor for Health Sciences or to the Office of Chancellor for Health Sciences.

**B. Appointment of Additional Officers for the UNM Health Sciences Center**

The Chancellor for Health Sciences may appoint such additional Deans of the component colleges and schools of the HSC and/or Officers of the HSC or the UNM Health System and such agents and employees as the Chancellor for Health Sciences may deem necessary, appropriate and advisable and may delegate to such Deans and/or Officers as is consistent with Regent policies and policies of the University that are applicable to the HSC.

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**D. ~~Establishment of Administrative Business~~ Policies and Procedures for the UNM Health Sciences Center**

The Chancellor for Health Sciences may issue administrative policies and procedures related to HSC matters for the HSC and for the UNM Health System as long as the policies are not in conflict with policies in the Regents' Policy Manual, Faculty Handbook, or the University Business Policies and Procedures Manual. ~~The Chancellor for Health Sciences, in collaboration~~

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~~with the University President and the University's Executive Vice President for Finance and Administration, shall promulgate Administrative Business Policies and Procedures, and from time to time amendments thereto, for the HSC and for the UNM Health System that are complementary to and not materially inconsistent with the administrative policies set forth in the University Business Policies and Procedures Manual.~~

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#### **IV. Institutional Compliance Programs**

The HSC will attempt to ensure at all times that its business (internally and with outside contractors) is conducted in accordance with the highest ethical standards and in compliance with the various federal and state laws and regulations applicable to its activities. To fulfill these obligations, the HSC has adopted and implemented an Institutional Compliance Program, which will include all compliance functions related to clinical, research and educational efforts at the HSC. These functions include, without limitation, clinical and clinical trials compliance, human research protection, animal research, biosafety, conflict of interest in research, human subjects protection, use of animals in education and research, export control compliance, research integrity, and fiscal compliance related to billing and federal grants, FERPA, and other educational compliance activities, as described in Section 5 of the Regents Policy Manual RPM 5.8, 5.9, 5.10, 5.11, 5.12, 5.13, 5.14, and 5.15 and corresponding policies set forth in the *Faculty Handbook* (collectively, the "HSC Institutional Compliance Programs and Requirements").

#### **HIPAA and HITECH**

Under the Health Insurance Portability and Accountability Act of 1996 ("HIPAA") and Health Information Technology for Economic and Clinical Health Act, contained in the American Recovery and Reinvestment Act of 2009, ~~Pub. L. 111-5~~ ("HITECH Act"), and the regulations issued by the Department of Health and Human Services with respect thereto (collectively, the "HIPAA Regulations") the University is hereby deemed a "hybrid covered entity" within the meaning of the HIPAA Regulations. Certain components of the University, ~~have been as designated by a resolution of the Regents adopted on an annual basis, will be designated as~~ "health care components" of the University. The "health care components" of the "hybrid covered entity" shall, at a minimum, include, but not be limited to, the Office of University Counsel and the HSC as described and defined in Section 1 of RPM 3.4 H.A. of this Policy. Additionally, the University and the UNM Hospital each sponsor self-insured group health benefit plans for the benefit of their respective employees and their dependents and certain other self-insured medical, dental, prescription drug, and vision health benefit plans (collectively, the "UNM/UNMH Self-Insured Health Plans"). The UNM/UNMH Self-Insured Health Plans shall be considered an "organized health care arrangement" within the meaning of HIPAA, HITECH Act, and the HIPAA Regulations. As a an organized health care arrangement and covered entity within the University, the UNM/UNMH Self-Insured Health Plans are considered "health care components" within the meaning of HIPAA and the HIPAA Regulations. All components of this organized health care arrangement will comply with HIPAA, HITECH Act, and the HIPAA Regulations, including all informatics technology security.

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The Chancellor for Health Sciences will designate an individual to serve as the HSC Compliance Director to oversee, implement and report on the HSC Institutional Compliance Programs and Requirements. Additionally, the President of the University shall delegate to the Chancellor for Health Sciences responsibility to assure compliance with HIPAA, HITECH Act, and the HIPAA Regulations and to designate an individual to to serve as the Privacy Officer ~~in respect of the components of~~ for the University's health care components and organized health care arrangement.

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#### References

*References have been placed in the Regents' applicable to the reference*

- Hospital Funding Act, N.M. STAT. ANN. §§ 4-48B-7 and -12 (1978); statutes applicable to Regents' responsibility for the operation of Carrie Tingley Hospital, N.M. STAT. ANN. §§ 23-2-1 et seq (1978), and the Children's Psychiatric Hospital N.M. STAT. ANN. § 23-8-1 (1978);
- 1999 Lease Agreement between Regents and County Commissioners of Bernalillo County as amended by the 2004 First Amendment to Lease Agreement;
- 1999 Agreement Regarding Consent to Lease Agreement between the Regents and the Indian Health Service, and the All-Indian Pueblo Council as amended by the 2004 First Amendment to the 1999 Agreement Regarding Consent to Lease Agreement. (Supersedes: 1996 Resolution Concerning Health Sciences Center; 1998 Supplemental Resolution Regarding the University of New Mexico Hospital Board of Trustees.) (Copies maintained by Office of the Executive Vice President for Health Sciences and the Office of University Counsel.)
- HSC Institutional Compliance Plan, <http://hsc.unm.edu/admin/compliance/docs/Plan.pdf>
- HSC Code of Conduct/Organizational Ethics, <http://hsc.unm.edu/admin/compliance/docs/Code102109.pdf>

University Research Park and Economic Development Act, N.M. STAT. ANN. § 21-28-1 et seq. (1978, as amended); RPM 3.2 "Authority in an Emergency"; New Mexico Open Meetings Act, N.M. STAT. ANN. § 10-15-1 et seq. (1978); New Mexico Inspection of Public Records Act, N.M. STAT. ANN. § 14-2-1 et seq. (1978); University Research Park and Economic Development Act, N.M. STAT. ANN. § 21-28-1 et seq. (1978, as amended); The Administrative Simplification Provisions of the Health Insurance Portability & Accountability Act of 1996 (HIPAA), codified at 42 U.S.C. § 1320d. Regulations pursuant to HIPAA codified at 45 C.F.R., Parts 160, 162, and 164; American Recovery and Reinvestment Act of 2009 (ARRA), Title XIII, Health Information Technology for Economic and Clinical Health Act (HITECH Act); University Business Policy 2200, "Reporting Misconduct and Retaliation"; HSC Institutional Compliance Plan; HSC Code of Conduct/Organizational Ethics; UNM's HIPAA Compliance Policy for Certain Health Plans Offered by the University; UNM Hospital HIPAA Policy.

EXHIBIT A

*Attached to  
RPM 3,6*

**AMENDED AND RESTATED  
DELEGATION OF AUTHORITY AND POWERS BY REGENTS TO  
THE UNIVERSITY OF NEW MEXICO HOSPITAL BOARD OF TRUSTEES**

**Revision Date: December 6, 2010**

**Delegation**

The authority and powers listed below are delegated by the Regents of the University of New Mexico (the "Regents") to the University of New Mexico Hospital Board of Trustees, (the "UNMH BOT"), pursuant to Section V of that certain Lease Agreement for Operation and Lease of County Healthcare Facilities dated as of July 1, 1999, as amended by that certain First Amendment to Lease Agreement for Operation and Lease of County Healthcare Facilities dated as of November 18, 2004 (as amended, the "Lease"), effective as of [INSERT DATE] (the "Delegation Effective Date"). This delegation shall continue in effect unless revised as provided in Section V of the Lease. This delegation amends, restates, and supersedes any and all previous delegations and/or conflicting or inconsistent provisions in Regents' policies existing on the Delegation Effective Date, except for Regents' policies revising this delegation in accordance with the provisions of Section V of the Lease.<sup>1</sup> As provided in Section V of the Lease, consistent with the Regents' constitutional and statutory responsibilities, the Regents will retain the right to consider, determine, and act upon any matter relating to the UNM Hospital and, subject thereto, the Regents hereby delegate the following authority and responsibility to the UNMH BOT, it being the intention of the Regents to designate, for licensure, accreditation, and governance purposes, the UNMH BOT as the "governing body" for the UNM Hospital:

1. Oversight and management of the non-research, non-educational operations of the UNM Hospital in a proper and responsible manner so as to enable the UNM Hospital to provide or arrange for provision of high quality healthcare services to patients of the UNM Hospital and to support the teaching and clinical research missions of the HSC; provided, however, that nothing contained in this delegation shall be construed to be a delegation of authority to the UNMH BOT of any matter covered and addressed by the University of New Mexico Labor Management Relations Resolution adopted by the Regents on May 9, 2006 (the "Labor Resolution").
2. Review and recommend for approval to the UNM Health Sciences Center Board of Directors ("UNM HSC BOD"), in accordance with applicable Regent and/or University policy, the UNM Hospital's annual operating and capital budgets.
3. Review and approve, or in appropriate circumstances recommend for approval, in accordance with applicable Regent, UNM HSC BOD, or University policy, the following:
  - (a) the procurement by the UNM Hospital of equipment (whether by purchase, lease, or other forms of acquisition[s]);

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<sup>1</sup> Capitalized terms not otherwise defined in this Exhibit A shall have the meanings ascribed to such terms in Regents' Policy ~~2.13~~ Policies 3.4 & 3.6

- (b) execution by the UNM Hospital of contracts for services with third parties; or
- (c) lease by the UNM Hospital of real estate.

In this connection, the UNM HSC BOD shall establish by resolution, the level of approval authority for the UNMH BOT with respect to Vendor Contracts, leases of real property, Trade Transactions, Third Party Payor Contracts and/or Strategic Transactions within the parameters of what are Approvable Transactions as set forth in Regents Policy. ~~2-13-~~

4. Review and approve, in coordination with the UNM HSC BOD, the UNM Hospital's operating plan and strategic plan.
5. Review and approval of policies of the UNM Hospital that require review and approval by the governing body under applicable laws, regulations or accreditation standards, subject to ratification by the UNM HSC BOD; other than policies that are covered by the Labor Resolution.
6. Review and approval, in accordance with applicable Regent or University policy and/or applicable accreditation standards, the Medical Staff Bylaws and the Medical Staff Rules and Regulations and amendments thereto.
7. Assurance that the Medical Staff has reasonable policies and procedures in place regarding credentialing of physicians and ancillary providers who practice at the UNM Hospital.
8. Receipt of and final action on recommendations of the Medical Staff related to appointment and reappointment of members of the Medical Staff and the granting of privileges to physicians and ancillary providers who practice at the UNM Hospital or at other patient care facilities as assigned by the HSC. In this connection, all action by the UNMH BOT related to the appointment and reappointment of members of the Medical Staff shall be fully effective at the time of such action, even if the affected Medical Staff member may have the ability to appeal the same to the Regents under Regents Policy 1.5. With respect to "Professional Review Actions" as defined in the Medical Staff Bylaws and related manuals and in applicable federal and state laws, rules, regulations, and accreditation standards, the affected member or members of the Medical Staff shall have such appellate rights as are specified in the Medical Staff Bylaws and related manuals.
9. Receipt of and action upon, as appropriate, periodic reports and recommendations of the Medical Staff and administrators of the UNM Hospital related to quality assurance for patient care delivered at the UNM Hospital.
10. Coordination with and oversight of any advisory/advocacy boards existing or created for UNM Hospital for other than research and education purposes, and establishment of reporting mechanisms between those advisory/advocacy boards and the UNMH BOT.
11. Review and recommendation as to the bylaws of advisory/advocacy boards of UNM Hospital and submission of the bylaws of those advisory/advocacy boards to the Regents for review and approval in accordance with applicable Regents' policy.

12. Subject to RPM 7.8 (with respect to financial settlements), Management and oversight of claims and/or lawsuits involving the UNM Hospital and, in coordination with the UNM HSC BOD, the development of a loss control program with respect thereto.
13. Oversight of, and action upon, issues involving compliance by the UNM Hospital and the employees thereof with applicable federal and state health care regulatory requirements including, without limitation, billing issues, anti-kickback statute issues, Stark law issues, and other regulatory requirements and with the HSC Institutional Compliance Program as contemplated in RPM 3.7 ~~Regents' Policy 2.13.~~
14. Oversight of, and action upon, issues involving compliance by the UNM Hospital and the employees thereof with applicable federal and state health care regulatory requirements including, without limitation, compliance with HIPAA, HITECH and the regulations and with the University's HIPAA compliance program as contemplated in RPM 3.7 ~~Regents' Policy 2.13.~~



# The University of New Mexico Board of Regents' Policy Manual

## **3.4 Subject: HEALTH SCIENCES CENTER AND SERVICES**

Adopted: December 12, 1996

Amended: June 9, 1998

Amended: August 11, 1998

Amended: November 9, 1999

Amended: September 12, 2000

Amended: September 9, 2008 *Revised Draft 12/5/10*

**Note:** This proposed policy amends policy RPM 2.13 and includes limited language from 2.13.1 & 2.13.2. The majority of the language in RPM 2.13.1 & 2.13.2 is being deleted and will be moved in part to HSC administrative policies (attached documents show these deletions). New text shown in *italics and underlined* and text deleted from 2.13 is shown in ~~strikeout~~. Text related to the UNM Hospital Board of Trustees currently found in RPM 2.13 is being moved to proposed policy RPM 3.6.

### **Applicability**

This policy applies to the academic and clinical programs, facilities and services operating under the University of New Mexico Health Sciences Center (*HSC*) and, as provided more fully below, to the subsidiary corporations of the University related thereto. This policy also applies to those operations of the University that are deemed to be "health care components" of the University as set forth below.

### **Policy**

The health care related education, research, and clinical programs and services offered by the University and/or provided in the University's facilities and those of certain of its University Research Park and Economic Development Act ("URPEDA") subsidiaries as described in this Policy are hereby designated as the "UNM Health Sciences Center," which is and shall be a distinct, component unit of the University, intended by this Policy to operate independently from other operations of the University. The clinical elements of the HSC are intended to be a fully integrated, academic health center and health care delivery system and will be collectively administered as the "UNM Health System."

### **1. Component Units of UNM Health Sciences Center**

The Health Sciences Center HSC, a component part of the University of New Mexico and subject to the governance of the Board of Regents, consists of the School of Medicine, the College of Nursing, the College of Pharmacy; the Health Sciences Center Library & Informatics Center; the University of New Mexico UNM Cancer Research and Treatment Center, UNM Medical Group, Inc., ("UNMMG") a New Mexico non-profit and URPEDA corporation organized and formed by the University, UNM Sandoval Regional Medical Center, Inc., ("UNM SRMC") a New Mexico non-profit and URPEDA corporation organized and formed by the University and several research and public service programs related to health sciences. The HSC also includes the University of New Mexico Hospital ("UNMH"), the University of New Mexico Children's Hospital (the

“Children’s Hospital”), the University of New Mexico Adult Psychiatric Center formerly known as the Mental Health Center (“Adult Psychiatric Center”), the UNM Children’s Psychiatric Hospital (“CPH”), the Carrie Tingley Hospital (“CTH”) and the outpatient facilities and clinics operated under the license(s) of the foregoing. In this Policy, UNMH, Children’s Hospital, Adult Psychiatric Center, CPH, CTH and the outpatient facilities and clinics thereof shall be referred to collectively as the “UNM Hospital.”

The HSC will also include such other and further clinics, centers, and programs developed and/or to be developed and operated by the HSC or any of the component units currently comprising the HSC or those added to the HSC at a future date.

~~The UNM Hospital is accredited as a single organization by The Joint Commission (“TJC”), whose standards require a single governing body, a single medical staff, and approval of medical staff credentialing decisions and oversight of quality assurance matters by the governing body. The UNM Hospital is served by the unified Medical Staff with unified Bylaws, Rules and Regulations, whose members are required to be employed by UNM or to have faculty appointments in the UNM School of Medicine.~~

~~The Regents’ Health Sciences Center Committee has been designated pursuant to Regents’ Policy 1.2 to provide oversight of research and educational matters related to the Health Sciences Center. The Executive Vice President of Health Sciences (as identified and described below) shall make regular reports to the Regents’ Health Sciences Center Committee regarding matters of importance to the HSC.~~

## 2. Governance

The Regents hereby create and designate the “UNM Health Sciences Center Board of Directors” (the “HSC Board of Directors”) to oversee and govern the clinical, operational, financial, research, and educational affairs of the HSC and the UNM Health System with roles and responsibilities described in RPM 3.5. The UNM Hospital’s Board of Trustees is responsible for oversight and governance of the non-research, non-educational operations of the UNM Hospital.

## 3. UNM Health Sciences Center Chancellor

The Regents hereby designate the Chancellor for Health Sciences who shall provide leadership and have administrative responsibility for all activities, operations, and programs of the HSC and the UNM Health System, consistent with University policies, recognizing that teaching, research, service and patient care are the foundations of an academic health center.

With the adoption of this Policy, the position of Executive Vice President for Health Sciences is being eliminated and the position of Chancellor for Health Sciences is replacing the same. The current Executive Vice President for Health Sciences shall serve in the role of Chancellor for Health Sciences. Thereafter, whenever the position of Chancellor for Health Sciences becomes vacant, the President of the University, for and on behalf of the HSC Board of Directors, shall conduct a search for qualified candidates for the Chancellorship. The search may be conducted using an advisory search committee, and if so constituted the members of the advisory search committee may be nominated by the Regents, by the HSC Board in consultation with the University President, and/or by the University Community, with the final appointment to such advisory search committee being made by the President of the Board of Regents. The advisory

search committee will recommend finalists for the position of Chancellor for Health Sciences. The President will carefully consider the recommendations of the advisory search committee and shall make a recommendation to the HSC Board of Directors as to the individual who will best serve the mission of the University and the HSC. If no such search committee is constituted, the President of the University will make a recommendation to the HSC Board of Directors as to the individual who will best serve the mission of the University and the HSC. The HSC Board of Directors shall have the ability to approve, modify or reject the President's recommendation and submit such recommendation(s) to the Board of Regents for the final decision.

The President of the University shall recommend to the HSC Board of Directors the annual goals to be established for the Chancellor for Health Sciences in performing his or her job duties, who, in turn, shall make a recommendation with respect thereto for final approval to the Board of Regents. The President of the University shall perform an evaluation of the Chancellor for Health Sciences' performance in respect of such goals, and shall forward such evaluation to the HSC Board of Directors for its consideration, who shall make a recommendation for final approval to the Board of Regents.

The Chancellor for Health Sciences, serving in the role of chief executive officer of the UNM Health System, shall, subject to any limitations imposed in his/her employment contract, be the executive head of the HSC and shall have full authority and responsibility over the administration of all affairs and operations of, and all funds generated by the HSC as set forth in this Policy and other applicable Regent Policies and shall have general supervision over the affairs, property and financial resources, of the HSC and over its several officers and employees, and shall generally do and perform all acts incident to the office of a chief executive officer. With respect to the Institutional Compliance Programs identified more fully in RPM 3.7, the Chancellor for Health Sciences shall be designated and shall be the "institutional official" or designated official," as the case may be for each Institutional Compliance Program at the HSC requiring the designation of such an official. In this regard, the Chancellor for Health Sciences shall have such additional powers, duties, and authorities as may from time to time be assigned to him/her by the Regents, the HSC Board of Directors, and/or the President of the University.

Additionally, the Chancellor for Health Sciences shall serve as the chief academic officer relative to colleges, schools, programs, and centers at the HSC and is responsible for coordinating, developing, and improving the educational and research programs at the HSC, subject to any limitations imposed in his/her employment contract. In this connection, the Chancellor for Health Sciences will ensure that all HSC educational and research programs meet the standards of the State of New Mexico and all relevant and applicable accreditation bodies. The Chancellor for Health Sciences will oversee the deans of the respective colleges and schools comprising the HSC and the work of the faculty in the colleges, schools, programs, and centers at the HSC. Moreover, with respect to faculty matters at the HSC all references in Faculty Handbook Policies to the Provost or the Provost's Office shall mean or shall be interpreted to mean the Chancellor for Health Sciences or to the Office of Chancellor for Health Sciences.

### **3.1. Authority in an Emergency**

In the event of an emergency declared by the President as described in RPM 3.2, the Chancellor for Health Sciences, in the exercise of reasonable judgment under the circumstances, is authorized to approve actions as are necessary to safeguard persons or property or to maintain the HSC's educational, research and clinical functions. Such actions shall remain in effect during the state of emergency, unless sooner cancelled by the President.

### **3.2. Appointment of Additional Officers for the UNM Health Sciences Center**

The Chancellor for Health Sciences may appoint such additional deans of the component colleges and schools of the HSC and/or officers of the HSC or the UNM Health System and such agents and employees as the Chancellor for Health Sciences may deem necessary, appropriate and advisable and may delegate to such deans and/or officers as is consistent with Regent policies and policies of the University that are applicable to the HSC.

### **3.3. Policies and Procedures for the UNM Health Sciences Center**

The Chancellor for Health Sciences may issue administrative policies and procedures related to HSC matters for the HSC and for the UNM Health System as long as the policies are not in conflict with policies in the Regents' Policy Manual, Faculty Handbook, or the University Business Policies and Procedures Manual.

## **References**

University Research Park and Economic Development Act, N.M. STAT. ANN. § 21-28-1 et seq. (1978, as amended); RPM 3.2 "Authority in an Emergency"; RPM 3.4 "Health Sciences Center and Services"; RPM 3.5 "Health Sciences Center Board of Directors"; RPM 3.7 "UNM Hospital Board of Trustees."

Comments should be sent to [BRPM@UNM.edu](mailto:BRPM@UNM.edu)  
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**The University of New Mexico  
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**3.5 Subject: UNM HEALTH SCIENCES BOARD OF DIRECTORS**

**Adopted: New Policy Draft 12/5/10**

**Note: This is a new policy establishing the HSC Board of Directors.**

**Applicability**

This policy applies to the clinical, operational, financial, research, and educational affairs of the UNM Health Sciences Center ("HSC") and the UNM Health System established under RPM 3.4.

**Policy**

The Regents hereby create and designate the "UNM Health Sciences Center Board of Directors" (the "HSC Board of Directors") to oversee and govern the clinical, operational, financial, research, and educational affairs of the HSC and the UNM Health System. The members of the HSC Board of Directors shall act only as a Board, and individual directors shall have no power as such. In all cases, the HSC Board of Directors shall conduct its meetings and affairs in compliance with the New Mexico Open Meetings Act, and its records shall be subject to the New Mexico Inspection of Public Records Act.

**1. Composition**

The HSC Board of Directors shall consist of seven (7) members appointed by the President of the Regents of Regents as provided in RPM 1.2 and shall consist of the following members:

- Three (3) of the members of the HSC Board of Directors shall be Regents, one of which will be a member of the Regents' Finance & Facilities Committee described in RPM 1.2; and
- Four (4) of the members of the UNM Health Sciences Center Board of Directors shall be individuals who are not employees or officers of UNM or any of the component schools, colleges, or units of the HSC having the following characteristics: an established record of success in business, education, his or her profession, or research; an understanding of, an appreciation for, and a desire to support the non-profit, educational, and safety-net principles of an academic health center; and, recognized leadership on either a regional, statewide, or nationwide basis in areas of focus of the HSC. In this regard, one of the community members of the HSC Board of Directors shall be the sitting Chair of the UNM Hospitals Board of Trustees.

The members of the initial HSC Board of Directors shall be nominated by a nominating committee consisting of the Chancellor for Health Sciences, a member designated by the President of the Regents, and a member designated by the UNM Hospital Board of Trustees.

Thereafter, the specific terms of office of each member of the HSC Board of Directors and the method and manner for appointment and/or reappointment to the HSC Board of Directors shall be as specified in the HSC Board Bylaws, as defined and described below.

## **2. Bylaws**

At the organizational meeting of the HSC Board of Directors, the members thereof shall adopt Bylaws for the operation of the HSC Board of Directors (the "HSC Board Bylaws"). The HSC Board Bylaws, and any and all amendments thereto, shall be subject to Regent review and approval.

## **3. Scope of Authority**

The Regents hereby delegate, on a continuing basis, to the HSC Board of Directors the responsibility and authority for overseeing and governing the affairs of the HSC and the UNM Health System to the maximum extent permitted by the Constitution and laws of the State of New Mexico, as interpreted, from time to time, by the courts; provided, however, that consistent with the Regents' constitutional and statutory responsibilities, the Regents retain the right to consider, determine, and act upon any matter relating to the HSC and its component units in the exercise of their sound discretion. Subject to the foregoing, the Regents hereby delegate to the HSC Board of Directors as follows:

### 3.1 The HSC Board of Directors shall have authority to act upon the following:

- a. Compliance by the HSC and each of the component schools, colleges, and units within the HSC and the employees thereof with applicable federal and state health care regulatory requirements as well as HSC-wide policies with respect thereto.
- b. Compliance by the HSC and each of the component schools, colleges, and units within the HSC and the employees thereof HIPAA, the HITECH Act, the HIPAA Regulations, and the University's HIPAA compliance program as well as HSC-wide policies with respect thereto.
- c. The licensure, accreditation, planning, patient care, medical staff matters, quality assurance, and relationship with the component schools and colleges within the HSC and the other component units of the HSC. This shall include monitoring the outcomes of accreditation reviews and other peer evaluations. As to the UNM Hospital, the UNM Cancer Center, and UNM SRMC, review at least annually reports relating to licensure, including special services, accreditation, planning, patient care, medical staff matters including quality assurance, and any appropriate corrective action, and relationships with the schools and colleges comprising the HSC.
- d. At appropriate intervals to be determined by the HSC Board of Directors, reports of financial matters relating to each school or college comprising the HSC as well as the Office of Research for the HSC, the UNM Hospital, UNM Cancer Center, UNMMG, UNM SRMC (and such other and future clinical enterprises and/or subsidiaries as may

exist as a part of the HSC) including expenses and revenue by source, patient days and visits, and other pertinent financial data and information and financial planning.

- e. The substantive aspects of policies and programs related to the educational philosophy and objectives of the HSC; assessing the HSC's educational and student activities, research activities, and associated support programs for their relationship to the University's mission, vision, and values, as well as quality measures, productivity, and cost; oversight of the manner in which the University's policies are administered as they affect the HSC and HSC faculty.
- f. The HSC's strategies in enrollment management, retention, and student diversity at each of its component schools and colleges and in their respective educational programs.
- g. Assuring effective input from the HSC student, faculty and staff advisors to the HSC Board.
- h. Taking such steps as may be necessary in the interests of the HSC in connection with budget requests and proposed legislation, in the absence of limitations imposed upon the HSC Board by the Regents.
- i. Subject to **RPM 7.8** (describing financial settlements), claims and/or lawsuits involving the HSC and/or the schools and colleges comprising the HSC, the UNM Hospital, UNMMG, UNM SRMC (and such other and future clinical enterprises and/or subsidiaries as may exist as a part of the HSC) and the development of a loss control program with respect thereto.

3.2 Matters as to which the HSC Board shall review and make recommendations to the Regents for final approval:

- a. Strategic planning and master facility planning for HSC clinical, educational, and research enterprise activities. In this connection, the HSC shall coordinate any such strategic plans and/or master facility planning with those under the purview of the President of the University.
- b. Developments, including pending legislation, involving significant changes in health care delivery and financing.
- c. New degrees, courses, and curriculum changes required by State law or desired by the colleges and schools comprising the HSC to promote academic excellence at the HSC.
- d. Tuition and fees to be charged at the colleges and schools comprising the HSC.
- e. The establishment or disestablishment of colleges, schools, and graduate divisions, organized multi-campus research units and other major research activities, special training programs, and public service undertakings.

- f. Establishing an annual HSC educational and research enterprise strategic plan for the University.
- g. Proposing changes to Regents' policies relative to HSC academic and student affairs.
- h. The HSC faculty tenure and promotion process to ensure expected outcomes are achieved in attracting and retaining outstanding faculty at the HSC and making recommendations to the Regents with respect to potential improvements thereto.
- i. The appointment of individuals to serve as members of the Boards of Directors of UNMMG and UNM SRMC, and such other and future subsidiary corporations formed to support the HSC consistent with the provisions of the URPEDA.
- j. The formation of one or more corporations in the future under the URPEDA to support the strategic plans and mission of the HSC and its component units.
- k. The transfer of money, personal property, and real property to any one or more URPEDA corporations formed by the Regents to support the HSC and its component units and the proposed terms thereof.

#### **4. Relationship and Reporting to the Board of Regents**

With the exception of matters within the jurisdiction of the Regents' Audit Committee, the HSC Board of Directors shall report their recommendations for approval and actions taken to the Board of Regents, as a committee of the whole, at the Regents' next regularly scheduled meeting. The HSC, the HSC Board of Directors, and the Chancellor for Health Sciences, shall coordinate their activities in the area of capital and operational budgeting, strategic planning, and master facility planning with those of the Board of Regents and its applicable committees and the Office of the President of the University. In this connection, actions and/or recommendations of the HSC Board of Directors in respect of annual capital and/or operational budgeting for the HSC shall be reported to the Board of Regents for normal consideration consistent with procedures established by the Board of Regents relative to the annual capital and/or operation budget of the remainder of the University.

Similarly, the HSC, the HSC Board of Directors, and the Chancellor for Health Sciences shall cooperate and coordinate their activities with those of the Regents' Audit Committee and of the University's Internal Audit Department.



All Regent committees established by the Regents for the oversight of the University as a whole shall, if the matter affects or impacts the HSC or the UNM Health System, or is otherwise subject to the jurisdiction of the HSC Board of Directors as set forth in this Policy, shall be presented for review and approval by the HSC Board of Directors prior to presentation to the Regents for final approval.

### **5. Relationship to Subsidiary Corporations**

The respective Boards of Directors of UNMMG, UNM SRMC and any and all other future subsidiary corporations formed by the University to support the mission of the HSC under and pursuant to the URPEDA or any successor statute thereto, shall have authority to manage the affairs of that Subsidiary Corporation within the parameters established by a Memorandum of Agreement to be executed by and between the HSC and each such Subsidiary Corporation to ensure the alignment of the strategic and long-term plans of each of the component units of the HSC. In this connection, the HSC Board of Directors shall oversee, provide strategic guidance, and monitor the clinical, business, research, educational, and development operations of the Subsidiary Corporations as described more fully above.

### **References**

New Mexico Open Meetings Act , N.M. STAT. ANN. § 10-15-1 et seq. (1978); New Mexico Inspection of Public Records Act, N.M. STAT. ANN. § 14-2-1 et seq. (1978); University Research Park and Economic Development Act, N.M. STAT. ANN. § 21-28-1 et seq. (1978, as amended). RPM 3.4 “Health Sciences Center and Services”; RPM 3.6 “UNM Hospital Board of Trustees”; and RPM 3.7 “Institutional Compliance Program.”

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<b>The University of New Mexico Board of Regents' Policy Manual</b>
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### **3.6 Subject: UNM HOSPITAL BOARD OF TRUSTEES**

**Revised Policy Draft: 12/5/10**

**This proposed policy includes portions of current Regents' Policy 2.13 pertaining to the UNM Hospital Board of Trustees. New text shown in *italics and underlined* and deleted text is shown in ~~strikeout~~.**

#### **Applicability**

*This policy applies to the oversight and governance of the clinical, operational and financial affairs of the UNM Hospital.*

#### **Policy**

Under that certain Lease Agreement for Operation and Lease of County Healthcare Facilities between the Regents and the Board of County Commissioners of the County of Bernalillo (the "County" or the "County Commissioners"), dated as of July 1, 1999, and approved by the New Mexico Board of Finance on August 12, 1999, as amended by that certain First Amendment to Lease Agreement for Operation and Lease of County Healthcare Facilities dated as of November 18, 2004 (as amended, the "Lease"), the Regents are responsible for operation and maintenance of UNMH and the Mental Health Center. The Lease is effective as of October 8, 1999, the effective date of the Agreement Regarding Consent to Lease Agreement entered into between the Regents and the Indian Health Service which was amended by that certain First Amended Agreement Regarding Consent to Lease Agreement dated as of November 18, 2004 (as amended, the "Consent"). ~~The Lease provides, among other things, that the University will have exclusive responsibility and authority to control and manage the UNM Hospital in accordance with terms of the Lease. Consistent with the Regents' constitutional and statutory responsibilities, the Regents retain the right to consider, determine, and act upon any matter relating to the UNM Hospital. Consistent with provisions of the Lease and for purposes of compliance with federal and state laws and regulations and accreditation standards applicable to healthcare facilities, the Regents are the ultimate governing body of the UNM Hospital.~~

The Lease provides for appointment of a combined nine-member governing board, which shall be known as the "UNM Hospital's Board of Trustees" (hereinafter, the "UNMH BOT") for the non-research, non-educational operations of the UNM Hospital, with such authority and powers as are delegated to the UNMH BOT by Regents' policy and consistent with applicable federal and state laws and regulations and accreditation standards. The current delegation of authority and powers by the Regents to the UNMH BOT is set forth in Exhibit A to this policy (corresponding to Exhibit F to the Lease). ~~Neither the Regents nor the UNMH BOT itself may change such delegation without prior notification to the County and consultation with the County if the County requests such consultation. Representatives of the UNMH BOT, designated by the chairperson of the UNMH BOT, shall make regular reports to the Regents concerning matters covered by the Exhibit A delegation, reviewed, and recommended by the UNMH BOT for approval to the Regents in accordance with applicable Regent or University Policy.~~

~~The Regents will have authority to appoint seven of the UNMH BOT members, and the County Commissioners will have authority to appoint two of the UNMH BOT members. At least one Regent-appointed member of the UNMH~~

~~BOT will be a Pueblo Indian, as required by the contract between the County and the federal government for provision of care to Native Americans. Voting Board members will not include either County Commissioners or Regent members.~~

~~The chief administrative and medical officers of the UNM Hospital are appointed, and may be removed by, the Executive Vice President of Health Sciences. The Vice President of Hospital Operations and Chief Executive Officer of the UNM Hospital is responsible for day-to-day administration and management of the business and administrative operations of, and the clinical operations in support of delivery of medical care by, the UNM Hospital. The Vice President of Clinical Affairs/Senior Associate Dean of Clinical Affairs, School of Medicine, is responsible for medical direction of the UNM Hospital, including, but not limited to, delivery of medical care by, and related activities of, the HSC Medical Staff. They are also charged with reporting to the UNMH BOT regarding matters involving their respective authorities and responsibilities for the UNM Hospital. The Executive Vice President shall have the authority to appoint such other directors or administrators as in his or her judgment are necessary to carry out the functions of the Health Sciences Center.~~

### **Relationship to the Board of Regents and to the UNM Health Sciences Center Board of Directors**

The Regents may, but are not obligated to, by and through the HSC Board, designate a member of the Regents to attend meetings of the UNMH BOT and/or committee meetings of delegated committees of the UNMH BOT, for liaison purposes, but not as a voting member of the UNMH BOT.

Representatives of the UNMH BOT, as designated by the Chairperson of the UNMH BOT, will make periodic reports to the HSC Board of Directors, at least semi-annually, on matters within the UNMH BOT's delegated responsibility and will report for ratification, all matters required to be ratified and approved by the governing body under applicable laws, regulations, or accreditation standards and Regents' policies.

Actions by the UNMH BOT pursuant to this delegation are subject to approval or ratification by the HSC Board as required by applicable federal and state laws and regulations, accreditation standards, and provisions of the Lease. As provided in Section V of the Lease, consistent with the Regents' constitutional and statutory responsibilities, the Regents will retain the right to consider, determine, and act upon any matter relating to the UNM Hospital in a manner consistent with this Policy. However, neither the HSC Board nor the Regents will modify nor decline to ratify actions by the UNMH BOT, within the scope of the authority and powers delegated by the Regents to the UNMH BOT, except after consultation, with one or more representatives of the UNMH BOT designated by the Chairperson of the UNMH BOT.

### **References**

Hospital Funding Act, N.M.STAT.ANN. §§4-48B-7 and -12 (1978); statutes applicable to Regents' responsibility for the operation of Carrie Tingley Hospital, N.M.STAT.ANN. §§ 23-2-1 et seq (1978), and the Children's Psychiatric Hospital N.M.STAT.ANN. § 23-8-1 (1978); 1999 Lease Agreement between Regents and County Commissioners of Bernalillo County as amended by the 2004 First Amendment to Lease Agreement; and the 1999 Agreement Regarding Consent to Lease Agreement between the Regents and the Indian Health Service, and the All-Indian Pueblo Council as amended by the 2004 First Amendment to the 1999 Agreement Regarding Consent to Lease Agreement. (Supersedes: 1996 Resolution Concerning Health Sciences Center;

1998 Supplemental Resolution Regarding the University of New Mexico Hospital Board of Trustees.) (Copies maintained by Office of the ~~Executive Vice President~~ Chancellor for Health Sciences and the Office of University Counsel.); **RPM 3.4** “Health Sciences Center and Services.”

## EXHIBIT A

### AMENDED AND RESTATED DELEGATION OF AUTHORITY AND POWERS BY REGENTS TO THE UNIVERSITY OF NEW MEXICO HOSPITAL BOARD OF TRUSTEES

Draft Revision 12/3/10

#### Delegation

The authority and powers listed below are delegated by the Regents of the University of New Mexico (the "Regents") to the University of New Mexico Hospital Board of Trustees, (the "UNMH BOT"), pursuant to Section V of that certain Lease Agreement for Operation and Lease of County Healthcare Facilities dated as of July 1, 1999, as amended by that certain First Amendment to Lease Agreement for Operation and Lease of County Healthcare Facilities dated as of November 18, 2004 (as amended, the "Lease"), effective as of ~~September 9, 2008~~ [Insert Date] (the "Delegation Effective Date"). This delegation shall continue in effect unless revised as provided in Section V of the Lease. This delegation amends, restates, and supersedes any and all previous delegations and/or conflicting or inconsistent provisions in Regents' policies existing on the Delegation Effective Date, except for Regents' policies revising this delegation in accordance with the provisions of Section V of the Lease.<sup>11</sup> As provided in Section V of the Lease, consistent with the Regents' constitutional and statutory responsibilities, the Regents will retain the right to consider, determine, and act upon any matter relating to the UNM Hospital and, subject thereto, the Regents hereby delegate the following authority and responsibility to the UNMH BOT it being the intention of the Regents to designate, for licensure, accreditation, and governance purposes, the UNMH BOT as the "governing body" for the UNM Hospital :

1. Oversight and management of the non-research, non-educational operations of the UNM Hospital in a proper and responsible manner so as to enable the UNM Hospital to provide or arrange for provision of high quality healthcare services to patients of the UNM Hospital and to support the teaching and clinical research missions of the HSC; provided, however, that nothing contained in this delegation shall be construed to be a delegation of authority to the UNMH BOT of any matter covered and addressed by the University of New Mexico Labor Management Relations Resolution adopted by the Regents on May 9, 2006 (the "Labor Resolution").
2. Review and recommend for approval to the UNM Health Sciences Center Board of Directors ("UNM HSC BOD") Regents, in accordance with applicable Regent or University policy, the UNM Hospital's operating and capital budgets.
3. Review and approve, or in appropriate circumstances recommend for approval ~~to the Regents~~ in accordance with applicable Regent, UNM HSC BOD, or University policy, the following:
  - (a) the procurement by the UNM Hospital of equipment (whether by purchase, lease, or other forms of acquisition[s]);

- (b) execution by the UNM Hospital of contracts for services with third parties; or
- (c) lease by the UNM Hospital of real estate.

In this connection, the UNM HSC BOD shall establish by resolution, the level of approval authority for the UNMH BOT with respect to Vendor Contracts, leases of real property, Trade Transactions, Third Party Payor Contracts and/or Strategic Transactions within the parameters of what are Approvable Transactions as set forth in Regents Policy 2.13.

4. Review and ~~approval~~ approve, in coordination with the UNM HSC BOD, the UNM Hospital's operating plan and strategic plan.
5. Review and approval of ~~recommend for approval to the Regents, in accordance with applicable Regent or University policy,~~ policies of the UNM Hospital that require review and approval by the governing body under applicable laws, regulations or accreditation standards; subject to ratification by the UNM HSC BOD; other than policies that are covered by the Labor Resolution.
6. Review and approval ~~recommend for approval to the Regents,~~ in accordance with applicable Regent or University policy and/or applicable accreditation standards, the Medical Staff Bylaws and the HSC Medical Staff Rules and Regulations and amendments thereto.
7. Assurance that the Medical Staff has reasonable policies and procedures in place regarding credentialing of physicians and ancillary providers who practice at the UNM Hospital.
8. Receipt of and action upon recommendations of the Medical Staff related to appointment and reappointment of members of the Medical Staff and the granting of privileges to physicians and ancillary providers who practice at the UNM Hospital or at other patient care facilities as assigned by the HSC. In this connection, all action by the UNMH BOT related to the appointment and reappointment of members of the Medical Staff shall be fully effective at the time of such action, even if the affected medical staff member may have the ability to appeal the same to the Regents under Regents' Policy 1.5. ~~the Regents shall not have taken action to ratify such action.~~ With respect to "Professional Review Actions" as defined in the Medical Staff Bylaws and related manuals and in applicable federal and state laws, rules, regulations, and accreditation standards, the affected member or members of the Medical Staff shall have such appellate rights as are specified in the Medical Staff Bylaws and related manuals.
9. Receipt of and action upon, as appropriate, periodic reports and recommendations of the Medical Staff and administrators of the UNM Hospital related to quality assurance for patient care delivered at the UNM Hospital.
10. Coordination with and oversight of any advisory/advocacy boards existing or created for UNM Hospital for other than research and education purposes, and establishment of reporting mechanisms between those advisory/advocacy boards and the UNMH BOT.

11. Review and recommendation as to the bylaws of advisory/advocacy boards of UNM Hospital and submission of the bylaws of those advisory/advocacy boards to the Regents for review and approval in accordance with applicable Regents' policy.

12. Subject to **RPM 7.8** (with respect to financial settlements) oversight of claims and/or lawsuits involving the UNM Hospital and, in coordination with the UNM HSC BOD, the development of a loss control program with respect thereto.

12. Oversight of, and action upon, issues involving compliance by the UNM Hospital and the employees thereof with applicable federal and state health care regulatory requirements including, without limitation, billing issues, anti-kickback statute issues, Stark law issues, and other regulatory requirements and with the HSC Institutional Compliance Program as contemplated in **RPM 3.7**.

13. Oversight of, and action upon, issues involving compliance by the UNM Hospital and the employees thereof with applicable federal and state health care regulatory requirements including, without limitation, compliance with HIPAA, *HITECH* and the regulations and with the University's HIPAA compliance program as contemplated in **RPM 3.4**.

[1] Capitalized terms not otherwise defined in this Exhibit A shall have the meanings ascribed to such terms in Regents' Policy **2.13**.

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[www.unm.edu/~brpm](http://www.unm.edu/~brpm)

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# The University of New Mexico Board of Regents' Policy Manual

## **3.7 Subject: INSTITUTIONAL COMPLIANCE PROGRAM**

**New Policy Draft: 12/6/10**

***This proposed policy consolidates some of the information currently in RPM Policies 2.13.3 & 2.13.4. New text is shown in italics and underlined and deleted text is shown in ~~strikeout~~.***

### **Preamble**

As health care costs continue to increase, government scrutiny of health care institutions' activities that implicate federal reimbursements has become the norm. Many rules and regulations govern health care billing and the provision of health care which, if not strictly followed, may result in fraud charges against an institution despite a lack of intent to violate the law. Penalties for even apparently innocent violations can be very steep. Therefore, the development and implementation of health care compliance programs has become standard practice at health care institutions across the country. Operation under such a program is now a necessity for a health care institution to assure itself of its compliance with legal obligations and simultaneously to minimize the likelihood of a government investigation. Compliance programs also serve to promote a high level of ethical behavior, an equally important reason for their use.

### **Applicability**

***This policy applies to the academic and clinical programs, facilities and services operating under the University of New Mexico Health Sciences Center (HSC) and its component units, clinics, centers, programs, and subsidiary corporations described in RPM 3.4. This policy also applies to those operations of the University that are deemed to be "health care components" of the University as set forth below.***

This policy applies to the University of New Mexico Health Sciences Center ("HSC") and supplements Regents' Policies ~~2.13, 2.13.1, 2.13.2, 2.13.4~~. This policy applies to the components of the University designated as health care components of the University, and to the officers of the University charged with taking action to assure compliance with HIPAA and the Regulations.

### **Institutional Compliance Program**

The HSC will attempt to ensure at all times that its business (internally and with outside contractors) is conducted in accordance with the highest ethical standards and in compliance with various federal and state laws and regulations applicable to its activities. ~~The HSC faculty and staff will conduct themselves ethically and with honesty and integrity, will understand and abide by the legal requirements related to their activities, and will act at all times in the best interests of the HSC, the University, and patients served by the HSC.~~ To fulfill these obligations, the HSC will develop has adopted and implemented an Institutional Compliance Program, which will include all compliance functions related to clinical, research and educational efforts at the HSC. These functions include, without limitation, clinical and clinical trials compliance, human research protection, animal research, biosafety, conflict of interest in research, human subjects protection, use of animals in education and research, export control compliance, research integrity, and fiscal compliance related to billing and federal grants, FERPA, and other educational compliance activities, as described in



Section 5 of Regents policies and corresponding policies set forth in the Faculty Handbook (collectively, the “HSC Institutional Compliance Programs and Requirements”).

The HSC Institutional Compliance Program will emphasize prevention of ethical and legal wrongdoing, focusing on training and open communication between management and staff, will be designed to detect and remedy any compliance problems identified by HSC officials, and will provide mechanisms for assuring the Regents and the University of New Mexico Hospitals Board of Trustees (the “UNMH BOT”) of HSC compliance with applicable laws and regulations. The HSC Institutional Compliance Program will be an ongoing program and a critical responsibility of the HSC leadership; it will be incorporated into the day-to-day functioning of the HSC, and will be updated and revised as societal expectations, and ethical and legal norms, evolve.

HSC officers and managers will be held accountable for the conduct of employees (including volunteer employees) reporting directly to them and for their transactions with outside contractors, and therefore must have a **full understanding** of the ethical and legal issues affecting the responsibilities of such employees and contractors, ensure that such employees have received appropriate training, and be cognizant of such employees' and contractors' activities. All HSC faculty, staff, and students bear personal responsibility for conducting themselves in compliance with the Institutional Compliance Program, as well as the legal and ethical requirements governing their activities at the HSC, and are expected to take responsibility for educating themselves regarding the ethical and legal environment in which they perform their responsibilities. HSC faculty, staff, and students are also under an affirmative obligation to raise any and all concerns they may have regarding possible unethical or illegal behavior of others in the manner established by the HSC Institutional Compliance Program. HSC faculty, staff, and students who report suspected wrongdoing in good faith will be fully protected from any retaliatory actions.

Failure to comply with the legal and ethical norms affecting an employee's activities, as well as failure to report concerns or reasonable suspicions regarding the conduct of others, may result in disciplinary action, up to and including termination.

**HIPAA and HITECH**

under the Administrative Simplification subtitle of HIPAA (the “Regulations”) establish a regulatory scheme to protect the confidentiality of personal health care information. The Regulations permit an institution like the University of New Mexico (the “University”) that includes health care components and non-health care components to designate itself a “hybrid covered entity.” As a hybrid covered entity, the University can limit the application of HIPAA and the Regulations to its designated health care components. The purpose of this policy is to (a) designate the health care components of the University that will serve as the “hybrid covered entity” under HIPAA, (b) designate the health care components of the University and the UNM Medical Plan as an “organized health care arrangement,” within the meaning of HIPAA and the Regulations, and (c) delegate the administrative authority to assure that the University complies with HIPAA and the Regulations. The other purpose of this policy is to delegate the administrative authority to assure that the University complies with HIPAA and the Regulations.

Under the Health Insurance Portability and Accountability Act of 1996 (“HIPAA”) and Health Information Technology for Economic and Clinical Health Act, contained in the American Recovery and Reinvestment Act of 2009 (“HITECH Act”), and the regulations issued by the Department of Health and Human Services with respect thereto (collectively, the “HIPAA Regulations”) the University is hereby deemed a “hybrid covered entity” within the meaning of the HIPAA Regulations. Certain components of the University have been designated by the Regents as “health care components” of the University. The “health care components” of the “hybrid covered entity” shall, at a minimum, include, but not be limited to, the HSC and the UNM Health System as described and defined in Section 1 of RPM 3.4 and the Office of University Counsel. Additionally, the University and the UNM Hospital each sponsor self-insured group health benefit plans for the benefit of their respective employees and their dependents and certain other self-insured medical, dental, prescription drug, and vision health

benefit plans (collectively, the “UNM/UNMH Self-Insured Health Plans”). The UNM/UNMH Self-Insured Health Plans shall be considered an “organized health care arrangement” within the meaning of HIPAA, HITECH Act, and the HIPAA Regulations. As a an organized health care arrangement and covered entity within the University, the UNM/UNMH Self-Insured Health Plans are considered “health care components” within the meaning of HIPAA and the HIPAA Regulations. All components of this organized health care arrangement will comply with HIPAA, HITECH Act, and the HIPAA Regulations, including all informatics technology security.

The President of the University Chancellor for Health Sciences will designate an individual to serve as the HSC Compliance Director to oversee, implement and report on the HSC Institutional Compliance Program and Requirements. Additionally, the President of the University shall delegate to the Chancellor for Health Sciences responsibility to assure compliance with HIPAA, HITECH Act, and the HIPAA Regulations and to designate an individual to serve as the Privacy Officer for the University’s health care components and the organized health care arrangement.

### **Implementation**

Certain components of the University designated by the Regents as “health care components” of the University are listed in Exhibit A to this policy. Exhibit A will be replaced with a resolution of the Regents adopted on an annual basis, that designates the “health care components” of the University.

~~The Regents, through the UNMH BOT in respect of compliance matters involving the UNMH Facilities and the employees thereof and the Regents’ Health Sciences Committee in respect of all other areas involving compliance matters, will exercise oversight of the HSC Institutional Compliance Program by receiving and evaluating periodic reports provided to the Committee and the UNMH BOT by the HSC Corporate Compliance Director, and by providing policy guidance to the Executive Vice President of Health Sciences and other HSC officials with respect to development and implementation of the HSC Institutional Compliance Program.~~

### **References**

University Research Park and Economic Development Act, N.M. STAT. ANN. § 21-28-1 et seq. (1978, as amended); The Administrative Simplification Provisions of the Health Insurance Portability & Accountability Act of 1996 (HIPAA), codified at 42 U.S.C. § 1320d. Regulations pursuant to HIPAA codified at 45 C.F.R., Parts 160, 162, and 164; American Recovery and Reinvestment Act of 2009 (ARRA), Title XIII, Health Information Technology for Economic and Clinical Health Act (HITECH Act); University Business Policy **2200**, "Reporting Misconduct and Retaliation"; HSC Institutional Compliance Plan; HSC Code of Conduct/Organizational Ethics; UNM’s HIPAA Compliance Policy for Certain Health Plans Offered by the University; UNM Hospital HIPAA Policy.

*[Note this text moved from Implementation Section of RPM 2.13.3 to proposed new RPM Policy 3.6]* Pursuant to the Lease between the Regents and the Board of County Commissioners of Bernalillo County, as described in Regents’ Policy 2.13 (the “Lease”), the Regents have delegated to the UNMH BOT the authority to review, monitor, and act upon issues involving compliance by the UNMH Facilities and the employees thereof with applicable federal and state health care regulatory requirements including, without limitation, billing issues, anti-kickback statute issues, Stark law issues, and other regulatory requirements, subject to review and ratification by the Regents.

## EXHIBIT A

**THE UNIVERSITY OF NEW MEXICO**  
**Health Care Components Designated**  
**As a Hybrid Entity Pursuant to Regulations**  
**Promulgated Pursuant to the Health Insurance Portability & Accountability**  
**Act of 1996, As Amended**

The University of New Mexico ("UNM"), as a hybrid covered entity under 42 C.F.R. Part 164.504, hereby designates the following operations as health care components for purposes of complying with the Health Insurance Portability and Accountability Act of 1996:

1. The Health Sciences Center (and its component units, centers, and programs as defined in Regents Policy 2.13) and the UNMH Facilities (as defined in Regents' Policy 2.13), excluding the Tumor Registry and the Office of the State Medical Investigator for the State of New Mexico in fulfilling its statutory duties as coroner
2. UNM Medical Group, Inc., a New Mexico non-profit and University Research Park and Economic Development Act corporation ("UNMMG"), including, without limitation, any and all clinics operated and/or managed by UNMMG
3. Telemedicine, telehealth and/or teleradiology programs (including, without limitation, Project ECHO) on all UNM campuses
4. Counseling Assistance & Referral Services
5. Center for Family & Adolescent Research
6. Center for Exercise
7. Psychology Clinic
8. Speech and Hearing Sciences
9. Employee Health Promotion Program
10. Any and all Lobo Clinics
11. Student Health Center, excluding those activities thereof covered by the Family Education Rights and Privacy Act, 20 U.S.C. § 1232g, as amended
12. Office of the University Counsel
13. Safety and Risk Services Department
14. Internal Audit Department

# The University of New Mexico Board of Regents' Policy Manual

## 1.2 Subject: STRUCTURE OF THE BOARD OF REGENTS

Adopted: September 12, 1996

Amended: September 9, 2003

Amended: August 10, 2004

Amended: December 14, 2004

Amended: March 14, 2005

Amended: October 10, 2006 *Revised Draft 12/5/10*

### Appointment of Members

The Board of Regents is composed of seven members who are appointed by the Governor of New Mexico, with the consent of the Senate, for staggered terms of six years except for the student regent who is appointed for a two-year term. The Governor and the Secretary of Education are designated as ex-officio, non-voting members, and the Presidents of the Faculty Senate, Staff Council, Associated Students of UNM, Graduate and Professional Student Association, Alumni Association, *UNM Retiree Association*, *UNM Parent Association* and the *Chair of the UNM Foundation* are non-voting advisors.

### Removal of Members

Members of the Board of Regents shall not be removed except for incompetence, neglect of duty, or malfeasance in office. A member may not be removed without notice of hearing and an opportunity to be heard. The New Mexico Supreme Court has original jurisdiction over proceedings to remove a member of the Board of Regents in accordance with such rules as the Court may promulgate, and its decision in such matters is final.

### Officers

The Board of Regents is required by statute to meet in Albuquerque on the second Monday in March of each year to elect a president, vice-president, and secretary-treasurer. The President presides at all meetings of the Board. When the President of the Board *of Regents* is absent, the Board of Regents hereby appoints the Vice-President to serve as President pro tem.

### Compensation

Members of the Board are not remunerated for their services. They are, however, eligible for travel reimbursement, pursuant to the University's travel reimbursement policies. (See, RPM 7.7 and UBPPM Policy 4030.)

### Conflict of Interest

Members of the Board are subject to the "Regent Code of Conduct and Conflicts of Interest Policy." (See, RPM 1.8).

## Orientation of New Members

When a new member is appointed to the Board, the member will receive copies of the *Faculty Handbook*, the *Regents' Policy Manual*, and a compilation of current New Mexico statutes pertaining to the Regents. The President will arrange briefing sessions for newly appointed Regents.

## Standing Committees and Appointment to Board of Directors

In order to facilitate the work of the Board of Regents, the President of the Board of *Regents* appoints members to standing committees each year and appoints chairs and vice-chairs of each committee. As provided for in RPM 3.5, the President of the Board of Regents appoints members to the HSC Board of Directors. The President of the Board of *Regents* shall consult with the Board of Regents concerning such committee appointments to committees and boards. Consistent with the requirements of the University Research Park and Economic Development Act ("URPEDA"), the President of the Board of Regents nominates members to serve on the various Boards of Directors of URPEDA corporations in which the University is a member following the approved bylaws of each such URPEDA corporation and such nominees will be appointed to each such Board upon the vote of a majority of the Regents.

The standing committees of the Board of Regents are Audit; Finance and Facilities; Academic, Student Affairs and Research; and Advancement. ~~and Health Sciences.~~ The President of the Board of *Regents* may name other standing committees with the consent of the Board of Regents.

Each *standing* committee shall consist of three Regent members, and such community and University members as the President of the Board of *Regents* deems appropriate. A quorum of a Regents' committee consists of a majority of the appointed members of that committee, regardless of whether those in attendance are Regent members or community members. The President of the Board of *Regents* shall serve as a nonvoting alternate, and may serve as a voting member whenever any of the Regent members are not present.

Each committee shall have a designated vice president responsible for assisting the chair of the committee. The chair of each committee shall be responsible for preparing the agenda for the committee meetings, in consultation with the vice president, the President of the University and the President of the Board of *Regents*. The President of the University may submit agenda items for the committee to the President of the Board of *Regents* and the chair of the committee. All action items for the Board of Regents must be first reviewed by a standing committee or by the UNM Health Sciences Center Board of Directors, as the case may be, unless this requirement is waived by the President of the Board of *Regents*.

The duties and responsibilities of the UNM Health Sciences Center Board of Directors are set forth in RPM 3.5. The duties and responsibilities of the Audit Committee are set forth in RPM 7.3. The other standing committees, duties and functions are determined by the Board of Regents, and shall include at least gathering information, conferring with members of the administration, faculty, staff, student body, and public on the topics within the committee's duties, and making recommendations for action by the Board of Regents. The chairs of the

standing committees (or vice-chairs in the absence of the chairs) shall report the committee recommendations to the Board of Regents at its meetings. Standing committees do not constitute a quorum of the Board of Regents and have no authority to act for the Board of Regents.

The UNM Health Sciences Center Board of Directors and all standing committees will abide by the New Mexico Open Meetings Act.

### **Consent Agenda Matters**

Certain matters, or categories of matters, may be referred by the Board of Regents for discussion and recommendation by a standing committee (*and, as appropriate, the UNM Health Sciences Board of Directors*) and thereafter placed on the Board of Regents' consent agenda for approval by the Board of Regents without further discussion. All matters, or categories of matters, within the subject matters regularly assigned to a standing *committee (or, the UNM Health Sciences Center Board of Directors, as the case may be)* shall be deemed to have been referred by the Board to that standing committee. Any member of the Board of Regents shall have the right, upon request, to remove any item from the Board's consent agenda and place the item on the Board's regular agenda for discussion.

### **Operations Committee**

In addition to the standing committees, there shall be an Operations Committee which shall consist of the President of the Board *of Regents* as chair, together with two other Regent members appointed by the President of the Board. The Operations Committee will meet informally, including by telephone conference, to discuss the agenda for upcoming Board of Regents meetings and other items of business likely to come before the Board of Regents. The meetings of the Operations Committee will not be subject to requirements of the Open Meetings Act.

### **Ad Hoc Committees**

From time to time the President of Board may appoint ad hoc committees consisting of two or three Regent members to gather information and make recommendations to the Board of Regents about specified matters. Public notice of such meetings will be given and public attendance and participation permitted as deemed appropriate by the committee chair.

### **Quorum for Meetings of the Board**

Four of the seven members of the Board shall constitute a quorum for the transaction of business.

### **Agenda for Meetings**

The President of the University is responsible for preparation of the written agenda for Board of Regents meetings; the President consults with the President of the Board *of Regents* about each agenda. Copies of the agenda are distributed to the Regents, the President of the University, other

administrators, representatives of the news media, and other interested parties. To the extent practical, agenda items will contain references to the applicable Board of Regents' policies.

Additions to the agenda may not be made less than 24 hours prior to the meeting, except in case of emergency as defined in the Open Meetings Act. The Board of Regents will consider such emergency changes to the agenda at the beginning of each meeting, but once the Board of Regents formally approves the agenda, it will be followed.

Persons or groups wishing to place an item on the agenda of the Board of Regents, whether for possible Board of Regents action or for purposes of addressing the Board of Regents about an item, must submit a letter to that effect to the President of the Board *of Regents* via the President of the University not less than two working days prior to the scheduled meeting. Items are typically considered by the appropriate Board of Regents' committee before going to the full Board of Regents. Final decisions to place items on the agenda or to refer items to committee will be rendered by the President of the Board *of Regents* after consultation with the President of the University.

### **Conduct of Meetings**

Parliamentary procedure shall be governed by the most current revision of *Roberts' Rules of Order*, except that New Mexico law or other applicable Regents' policies will govern if there is a conflict with *Roberts' Rules of Order*.

### **References**

Structure: New Mexico Constitution, art. XII, § 13; §§ 21-1-13, 21-7-5, 21-7-6, NMSA 1978.  
Meetings: NMSA 1978 §§ 21-1-14, 21-7-5, 21-7-12; Open Meetings Act, § 10-15-1.

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# The University of New Mexico Board of Regents' Policy Manual

## 2.16 Subject: UNIVERSITY COUNSEL

Adopted: September 12, 1996

Amended: December 14, 2004

Amended: January 9, 2007

Amended: December 6, 2007

Amended: May 28, 2008 *Revised Draft 12/5/10 New text is shown in italics and underlined and deleted text is shown in ~~strikeout~~.*

### Applicability

This policy applies to *the Office of University Counsel, the use of outside legal counsel by the University and requests for legal advice concerning University business from members of the University community. This policy also applies to the initiation of, joinder or intervention in litigation or other forms of legal proceedings in the name of the Regents or for or on behalf of the University.*

### Policy

The President of the University shall, consistent with RPM 3.3, appoint a University Counsel who shall be a member of the New Mexico Bar and shall serve as the chief legal officer to the University, *including the UNM Health Sciences Center*. University Counsel reports directly to the President of the University and may when appropriate provide advice on legal issues to the Board of Regents. The function of the University Counsel's Office shall be to help the University carry out its mission of teaching, research, and service in compliance with federal and state law and University policies and procedures. The Office shall emphasize preventative strategies for avoiding legal difficulties. The Office shall also defend, or arrange for defense, of the University and, in appropriate cases, its officers and employees, in legal proceedings. The Office shall also defend or arrange for the defense of students against any legal proceedings commenced against them arising from their good faith participation in official University investigations or grievance or disciplinary proceedings, or in official positions, boards or committees (other than as officers or members of chartered student organizations).

The University Counsel, with the approval of the President of the University, is hereby authorized to initiate, join and intervene in legal proceedings in the name of the Regents of the University of New Mexico in routine matters, which do not raise policy issues, such as commercial disputes, *collection of amounts due*, or trespass on University property; *provided, however, that with respect to these routine matters involving the UNM Health Sciences Center, the Chancellor for Health Sciences shall have the authority to approve the initiation of, or joinder or intervention in such legal proceedings.* Initiation of, joining and intervening in non-routine legal proceedings must be authorized by the Board of Regents; provided, however, that the President or the Chancellor ~~Executive Vice President~~ for Health Sciences as the ~~designee of the President~~, may authorize the initiation, joining, or intervening in legal proceedings that involve medical treatment decisions or care of patients.



It is in the best interest of the University that legal services provided by outside counsel to the University and its components be of the highest quality and delivered in a cost-effective manner. In order to attain these objectives, no component of the University may retain or employ outside counsel except with the prior approval of the President of the University; *provided, however, that with respect to the retention of outside legal counsel for the UNM Health Sciences Center or any of its component colleges, schools, units, or subsidiary corporations as defined and described in Section 1 of RPM 3.4, the Chancellor for Health Sciences shall have the authority to approve the retention of outside counsel and the terms of any such retention.* The term “component of the University” includes the University, any unit, department or office of the University and any University-affiliated organization of which the University is the sole member or in which the University holds, directly or indirectly, a majority voting interest. The retention, employment and supervision of such outside counsel shall be in accordance with guidelines promulgated by University Counsel and pursuant to a contract for legal services approved by the President of the University, *and, in the case of the UNM Health Sciences Center, the Chancellor for Health Sciences.*

## References

Appointment and Termination of Key Administrators, [RPM 3.3](#) ; Student Government, [RPM 4.1](#); Signature Authority for Contracts, [RPM 7.8](#).

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<b>The University of New Mexico Board of Regents' Policy Manual</b>
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### **3.3 Subject: APPOINTMENT AND TERMINATION OF KEY ADMINISTRATORS**

Adopted: September 12, 1996

Amended: December 14, 2004

Amended: December 12, 2006 Revised Draft 12/6/10

*New text is shown in italics and underlined and deleted text is shown in ~~strikeout~~.*

#### **Applicability**

This policy applies to the appointment, dismissal, compensation, and contract amendment or non-renewal of all executive vice presidents, *the Chancellor for Health Sciences*, vice presidents, ~~the Associate Vice President for Clinical Operations, the Director of Intercollegiate Athletics,~~ and the University Counsel.

#### **Policy**

In addition to following the applicable administrative policies and procedures, the President shall *subject to the provisions of Section 3 of RPM 3.4 relating to the appointment or dismissal of the Chancellor for Health Sciences* inform the Board of Regents prior to appointing, dismissing, setting compensation, and amending or not renewing the contract of all executive vice presidents, vice presidents, ~~the Associate Vice President for Clinical Operations, the Director of Intercollegiate Athletics,~~ and the University Counsel. The President shall also inform the Board of Regents in connection with the appointment, termination, and compensation of other senior or key administrative positions as appropriate, depending on the circumstances surrounding the appointment, termination or change in compensation.

With regard to the recruitment and hiring of all executive vice presidents, *the Chancellor for Health Sciences (subject to the provisions of Section 3 of RPM 3.4)*, vice presidents, ~~the Associate Vice President for Clinical Operations, the Director of Intercollegiate Athletics,~~ and the University Counsel, the following guidelines shall be observed, consistent with University policies and procedures:

- A national search shall be conducted unless there are exceptional circumstances and the Regents have been consulted;
- A broadly-representative search committee shall be used;
- Finalists in a competitive process for the position shall participate in interviews which include an open forum on campus for the general University *or Health Sciences Center, as the case may be*, community and interested members of the public.

#### **References**

Employment Contracts, RPM 6.9.

Handbook—*Recruitment and Hiring of Tier I and Tier II Exempt and Non Exempt Staff*

<p style="text-align: center;"><b>The University of New Mexico Board of Regents' Policy Manual</b></p>
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**7.6 Subject: UNIVERSITY ENTERPRISE BUSINESS ACTIVITIES**

Adopted: September 12, 1996 *Revised Draft 12/3/10*

*New text is shown in italics and underlined and deleted text is shown in ~~strikeout~~.*

**Applicability**

This policy applies to all activities conducted by the University of New Mexico and its affiliated units where fees are charged for providing goods or services to the general public.

**Policy**

All University business enterprise activities shall be related to the University's mission of providing instruction, research, scholarship, cultural innovation, public service, patient care, and campus support. Some activities within this mission may be organized as separate and distinct business cost centers, with fees charged for providing goods and services that enhance, promote or support the University's mission and meet the needs of students, faculty, staff and patients. Some of these business activities may also be available to the general public. The University shall comply with all applicable laws and regulations concerning its business activities. *The governance of business enterprise activities in respect of the Health Sciences Center shall be as set forth in RPM 3.4.*

**Implementation**

The President shall establish administrative policies and procedures to ensure that all business activities are related to the University's mission. Exceptions to the policy may be authorized by the President when clearly in the best interest of the University and the public.

**Delegation of Authority**

The *Executive Vice President for Administration/CFO/COO and the Chancellor* ~~Business and Finance (the Vice President for Health Sciences (in respect of Health Sciences Center activities)~~ shall be responsible for oversight and review of University business activities, including periodic review of all University business enterprise activities. ~~and review of "unfair competition" complaints.~~

**References**

University Business Activities, UBPPM Policy 6010

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## 7.8 Subject: SIGNATURE AUTHORITY FOR CONTRACTS

Adopted: September 12, 1996

Amended: March 10, 1997

Amended: December 6, 2007

Amended: August 12, 2008 Draft Revision 11/8/10

*New text is shown in italics and underlined and deleted text is shown in strikeout.*

### Applicability

This policy applies to all members of the Board of Regents, faculty, staff and students.

### Policy

The Board *of Regents* must approve and an officer *of the Board of Regents* must sign the following types of contracts and documents, *after due authorization by the Regents:*

1. Contracts between the President and the University;
- 2. Contracts between the Chancellor for Health Sciences and the University;*
3. Bond resolution, notification and certification documents, including certification of bond sale; *and/or*
4. Any contracts or other documents required by law to be signed by an officer of the Board of Regents.

The Director of Purchasing or designee must sign contracts for the purchase of goods and services, and the authority to do so is hereby delegated.

The President shall have the authority to sign all other contracts and documents *(other than contracts or agreements for the purchase of goods and services)* for the operation of the University and may delegate this authority. The President's signature authority *as set forth above* includes the authority to execute certificates representing stocks, bonds, or other securities in order to buy, sell, assign, or endorse for transfer such securities. The President shall also have authority to require additional signatures on contracts for the purchase of goods and services.

It is the official policy of the University to avoid financial settlements of claims and lawsuits against the University except when appropriate. The University shall not agree to pay a financial settlement without (a) an appropriate risk assessment of the case, and (b) written approval by the cognizant Executive Vice President if the University's settlement payment obligation is less than \$50,000 or written approval by the President if the University's payment obligations is \$50,000 or more. A financial settlement payment by the University of \$200,000 or more, must also be approved by the Board of Regents.

The ~~President, or the Executive Vice President~~ *Chancellor* for Health Sciences as the designee, is authorized to enter into affiliation agreements with other patient care facilities to provide educational opportunities.

The signature authority delegated in this policy must be exercised in accordance with other Regents' policies, some of which may require approval of the contract or other document by the Board *of Regents*.

## References

Appointment of the President of the University, **RPM 1.4**; Borrowing and Bonding Authority, **RPM 7.10**; The *Health Sciences Center*, **RPM 2.13**; **UBPPM Policy 2010**

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## 7.14 Subject: RISK MANAGEMENT AND INSURANCE

Adopted: September 12, 1996 Revised Draft 12/310

**Note:** New text is shown in italics and underlined and deleted text is shown in ~~strikeout~~.

### Applicability

This policy applies to all members of the University community and to all property owned or controlled by the University.

### Policy

It is the policy of the University to take reasonable steps to avoid accidents or other incidents that could result in injury or death to students, faculty, staff, and visitors, and to protect the physical resources of the University against loss or damage. The University, therefore, will have an active safety and loss prevention program. Because of the unique and distinct manner in which the Health Sciences Center operates and the unique nature of the risks of loss with respect thereto, the governance and oversight of the safety and loss prevention program for the Health Sciences Center (and each of its component colleges, schools, centers, units, and subsidiary corporations as described in Section 1 of RPM 3.4) shall be as described in Section 3i of RPM 3.5 for the Health Sciences Board of Directors and Exhibit A Section 12 of RPM 3.6 for the UNM Board of Trustees. The program will also provide for the proper handling and disposition of hazardous materials, pursuant to applicable laws.

The University will provide opportunities for its students and employees to purchase medical and accident insurance. Liability insurance covering the University and its "public employees," as defined in the New Mexico Tort Claims Act, property and casualty insurance, workers' compensation insurance, and health care liability coverage for health care students are provided by the Risk Management Division, General Services Department, of the State of New Mexico.

The Board shall approve the establishment or elimination of any alternative insurance or self-insurance program.

### Implementation

Recognizing that the University's and its "public employees" tort liability to third parties is subject to the immunities and limitations set forth in the New Mexico Tort Claims Act and the Eleventh Amendment to the U.S. Constitution, in cooperation with the Risk Management Division of the New Mexico General Services Department under and pursuant to the New Mexico Tort Claims Act, the University will carry (a) fire and extended coverage insurance on its buildings, heating and cooling systems, and major equipment; ~~and~~ (b) workers' compensation and unemployment compensation as required by applicable law, (c) medical malpractice, professional liability, and comprehensive general liability insurance under the Public Liability

Fund administered by the Risk Management Division to protect itself and its “public employees,” as defined in and consistent with the New Mexico Tort Claims Act; (d) such other and further insurance coverage as may be necessary and appropriate under the circumstances of a particular situation.

The University will offer to all its active and retired permanent faculty and staff employees several different plans of group health insurance coverage which the University co-pays in accordance with state law. University employees may also purchase group life insurance, accidental death and dismemberment insurance, and long-term disability insurance coverage for themselves and their families through the University.

The University will offer one or more health insurance policies to its students each year.

The President shall report annually to the Board on the status and financial condition of the University's risk management and insurance programs. In this regard, the Chancellor for Health Sciences Center shall coordinate reporting for the Health Sciences Center's safety and loss prevention program with the President of the University.

## References

Tort Claims Act, § 41-4-1 *et seq.*, NMSA 1978; Workers' Compensation Act, §52-1-1, *et seq.*; Group Benefits Act, §10-7B-1, *et seq.*

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**2.13.1 Subject: HEALTH SCIENCES CENTER QUALITY OF CARE**

Adopted: August 14, 1997

Amended: November 9, 1999

Amended: September 9, 2008 ~~To be deleted—draft 12/6/10~~

Note: This policy is being consolidated into the new Policy 3.6. Any text that is being deleted and not included in the amended Policy 3.6 is shown in ~~strikeout~~.

**Applicability**

~~This policy applies to the quality of patient care delivered by the University of New Mexico Health Sciences Center ("HSC"), and supplements Regents' Policy 2.13.~~

**Policy**

Pursuant to that certain Lease between the Regents and the Board of County Commissioners of Bernalillo County, as described in Regents' Policy 2.13, (the "Lease"), the Regents have delegated to the University of New Mexico Hospital Board of Trustees ("UNMH BOT") the authority to review, monitor and act upon issues related to quality assurance for patient care delivered by the UNM Hospital, as identified in Regents' Policy 2.13, ~~subject to review and ratification by the Regents to the extent required by applicable laws, regulations and accreditation standards.~~

~~Consistent with the constitutional and statutory responsibilities of the Regents, the right is reserved unto the Regents to consider and determine, if in the exercise of sound discretion it is deemed necessary, any matter relating to quality of patient care delivered at UNM Hospital. The Regents and the UNMH BOT shall exercise their authority in accordance with the Lease; applicable state and federal laws and regulations; Regents' Policies 2.13 and 2.13.2 and other applicable policies and determinations of the Regents; applicable policies of the HSC; the HSC Medical Staff Bylaws, Rules and Regulations; and the standards of The Joint Commission or successor, the Liaison Committee for Medical Education of the American Medical Association and the American Association of Medical Colleges for so long as resources are reasonably available to make compliance with such standards possible.~~

~~The Regents, through the authority delegated to the UNMH BOT, shall require the Executive Vice President of Health Sciences (the "Vice President") and designated HSC officials to conduct activities that contribute to the preservation and improvement of quality and efficiency of patient care provided at UNM Hospital, including, but not limited to:~~

- ~~a. Prudent use of HSC resources as evaluated through a continuous utilization review process;~~
- ~~b. Continuous monitoring to assure that all individuals who provide patient care services, including those who are not required to have Medical Staff privileges, are qualified to provide such care;~~
- ~~c. Retrospective review and evaluation of the quality of patient care through valid and reliable patient care evaluation procedures; and~~



d. ~~Such other measures as may be deemed to be necessary for the preservation and improvement of the quality and efficiency of patient care.~~

#### **Implementation**

~~The Regents, through the UNMH BOT, shall exercise oversight and overall management of quality of care evaluation and improvement at the UNM Hospital by receiving and evaluating information provided to the UNMH BOT and providing policy guidance to the Executive Vice President and other HSC officials with respect to implementation of recommended improvements or corrective action. The UNMH BOT will receive information regarding quality of care from the Executive Vice President or designee, obtained by the Executive Vice President or designee through various quality committees, task forces, and teams charged with responsibility for assessing various measures of quality of care at UNM Hospital. When considering quality of care evaluation and improvement information concerning the UNM Hospital, the Regents and the UNMH BOT, whether acting jointly or severally, shall be considered a "review organization within the meaning of the New Mexico Review Organizations Immunity Act, N.M. STAT. ANN. § 41-9-1 et seq. (1978).~~

#### **References**

~~Regents' Policies 2.13 and 2.13.2; Review Organizations Immunity Act, N.M. STAT. ANN § 41-9-1 et seq. (1978).~~

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**2.13.2 Subject: HEALTH SCIENCES CENTER MEDICAL STAFF**

Adopted: August 14, 1997

Amended: November 9, 1999

Amended: September 9, 2008 ~~To be deleted—draft 12/6/10~~

Note: This policy is being consolidated into the new Policy 3.4. Any text that is being deleted and not included in the amended Policy 3.4 is shown in ~~strikeout~~.

**Applicability**

~~This policy applies to the unified Medical Staff of the University of New Mexico Health Sciences Center (“HSC”), and supplements Regents' Policy 2.13.~~

**Policy**

Pursuant to the Lease between the Regents and the Board of County Commissioners of Bernalillo County, as described in Regents' Policy 2.13, (the “Lease”), the Regents have delegated to the University of New Mexico Hospital Board of Trustees (the “UNMH BOT”) the authority to review, monitor, and act upon issues related to the unified Medical Staff of the UNMH Facilities (as defined in Regents' Policy 2.13) ~~subject to review and ratification by the Regents to the extent required by applicable laws, regulations and accreditation standards.~~

~~The Regents, by and through the UNMH BOT, hereby authorize the organization of the Medical Staff to provide clinical services within the scope of their practice, as authorized by appropriate licensure boards of the State of New Mexico, and as authorized by the HSC, and to discharge those duties and responsibilities delegated to the Medical Staff through the UNMH BOT by the Regents.~~

~~Consistent with the constitutional and statutory responsibilities of the Regents, the right is reserved unto the Regents to consider and determine, if in the exercise of sound discretion it is deemed necessary, any matter relating to the Medical Staff. The Regents and the UNMH BOT shall each exercise their authority in accordance with the Lease; applicable state and federal laws and regulations; Regents' Policies 2.13 and 2.13.1 and other applicable policies and determinations of the Regents; and the standards of The Joint Commission on Accreditation of Healthcare Organizations or successor, the Liaison Committee for Medical Education of the American Medical Association and the American Association of Medical Colleges for so long as resources are reasonably available to make compliance with such standards possible.~~

~~The Regents upon recommendation of the UNMH BOT pursuant to recommendations of the Medical Executive Committee of the Medical Staff, consistent with qualifications for membership and privileges in accordance with Medical Staff Bylaws, Rules and Regulations and procedures will review and ratify the actions taken by the UNMH BOT in connection with the appointment, reappointment, revocation, suspension, and termination of medical staff appointment of members of the Medical Staff, and shall exercise such appellate review rights in accordance with the Medical Staff Bylaws. Medical Staff members, as defined by the Medical Staff Bylaws, shall have appointments in the School of Medicine or other appropriate HSC academic unit. Medical Staff members whose duties are both administrative and clinical shall be subject to the same credentialing and privileging process as for other Medical Staff members.~~

~~Only members of the active Medical Staff with admitting privileges may admit patients to inpatient units of the UNMH Facilities. A physician member of the active Medical Staff shall be on duty or on call at all inpatient UNMH Facilities at all times.~~

~~The Medical Staff shall be organized into a responsible administrative unit that is accountable to the Regents, by and through the UNMH BOT. The Medical Staff shall propose, for review and approval by the UNMH BOT and ratification by the Regents, Bylaws and Rules and Regulations setting forth:—~~

- ~~a. Its organization, including the appointment of committees and the selection of officers and chiefs of clinical services;~~
- ~~b. Quality of care protocols;~~
- ~~c. Procedures and qualifications for appointment to the HSC Medical Staff;~~
- ~~d. Procedures and qualifications for the granting of privileges to practice at the UNMH Facilities; and~~
- ~~e. Provisions for review and ratification by the Regents, upon recommendation of the UNMH BOT, of the Medical Staff's recommendations with respect to appointment, reappointment or termination of appointment to the Medical Staff and the granting or curtailment of Medical Staff privileges.~~

~~The Medical Staff Bylaws shall include the provision that the departmental organization of the Medical Staff shall correspond to the departmental, and, if applicable, the divisional organization of the School of Medicine; that the department chairpersons or chiefs of divisions within the School of Medicine shall be the chairpersons of the corresponding department of the Medical Staff; and that the Rules and Regulations of the Medical Staff shall be organized within this framework. The Medical Staff Bylaws and Rules and Regulations shall become effective when ratified by the Regents, after review and approval by the UNMH BOT, and upon recommendation of the UNMH BOT. The Medical Staff Bylaws, and Rules and Regulations may not be amended unilaterally by the Regents, the UNMH BOT or the Medical Staff.~~

#### **Implementation**

~~The Executive Vice President of Health Sciences will designate a senior HSC official who is a physician member of the Medical Staff (the Vice President of Clinical Affairs/Senior Associate Dean of Clinical Affairs, School of Medicine) with responsibility for medical direction of all the UNMH Facilities, including, but not limited to, delivery of medical care by, and related activities of the Medical Staff, as provided in Regents' Policy 2.13. This individual and the elected Chief of Staff of the Medical Staff, or their designees, will attend meetings of the UNMH BOT to provide Medical Staff perspective on issues addressed by the UNMH BOT, and to serve as liaison between the UNMH BOT and the Medical Staff. If issues arise that require resolution by a joint conference committee of the UNMH BOT and the Medical Staff, then members of the UNMH BOT shall meet with designated members of the Medical Staff to resolve those issues, as provided in the Medical Staff Bylaws.~~

~~When considering quality of care evaluation and improvement information concerning the UNMH Facilities and the appointment, reappointment and/or termination of Medical Staff privileges, the Regents and the UNMH BOT, whether acting jointly or severally, shall be considered a "review organization" within the meaning of the New Mexico Review Organizations Immunity Act, N.M. STAT, ANN. § 41-9-1 et seq. (1978).~~

#### **References**

~~Regents' Policies 2.13 and 2.13.1; 1996 Resolution Concerning Health Sciences Center. (Copies maintained by Office of Executive Vice President for Health Sciences and University Counsel.) Review Organizations Immunity Act. N.M. STAT, ANN. § 41-9-1 et seq. (1978).~~

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