

## AGENDA

May 4, 2023 – 10:00 AM

- I. Call to Order
- II. Preliminary Matters
  1. Roll Call (Quorum)
  2. Antitrust Opening Statement
  3. Approval of Agenda
  4. Approval of Minutes (4/10/2023)
- III. Financial Report (Scott Florez)
  1. April financials – Not available. Defer to next Board Meeting
  2. Status of 2-year budget
- IV. Hot Topics
  1. **Legislative Committee** - Report?
  2. **Rates, Rules and Forms Committee:** Subcommittee updates
    - i. No changes. Petition to be filed 5/5/2023; published 5/16/2023
  3. **New Superintendent – Alice Kane** (Dale Rycraft)
- V. Other Committees Reports - UPDATES
  1. **Membership Committee** (JW Baldock)
  2. **Social Media** (Gricel Chavez)
  3. **PAC/Chili Currier** (Craig Danekas)
    - i. **Correspondence from UNM**
  4. **Underwriter Committee** (Gary Sandoval)
  5. **Agent Committee** (Craig Danekas)
  6. **Past-Presidents** (JW Baldock)
- VI. Old Business (Assignment Follow-ups)
  1. Executive Director (JW Baldock) – Update
  2. Private Transfer Fee Covenants – letter to AG (Dale Rycraft)
- VII. New Business
  1. None
- VIII. Adjournment



Next Meeting: **June 12, 2023 at 11:00 am.**



## **OPENING STATEMENT:**

Before we start, I want to remind everyone about the importance of antitrust compliance and refer you to the Antitrust Statement attached to the Agenda for this meeting. As an association of competitors, the members, officers, Directors, and staff must comply with and be mindful of antitrust laws. Our goal is to avoid even the appearance of impropriety. So, please avoid any discussion of prices, pricing policies, terms, or conditions of doing business, or any sort of market allocation. Also to be avoided is any discussion that might be perceived as suggesting that anyone should cease doing business with a particular supplier, vendor, or customer, or any other discussion that might be viewed as coercive or exclusionary toward another company. The Association will neither permit nor condone anti-competitive behavior, whether willful or inadvertent, in connection with any Association activity.

And please remember that these guidelines apply not only to our formal meetings but also to any discussions on breaks and in informal settings. If anyone feels uncomfortable about any subject of discussion or has any questions, please speak up and we will stop the conversation until we can obtain legal guidance. Thank you.



# **ANTI-TRUST STATEMENT OF THE NEW MEXICO LAND TITLE ASSOCIATION**

(Adopted Effective as of July 18, 2022)

## **Prelude**

The New Mexico Land Title Association (the "Association") is a not-for-profit organization. The Association is not organized to and may not play any role in the competitive decisions of its members or their employees, nor in any way restrict competition among members or potential members. Rather it serves as a forum for a free and open discussion of diverse opinions without in any way attempting to encourage or sanction any particular business practice.

The Association provides a forum for the exchange of ideas in a variety of settings including its annual conference, educational programs, committee meetings, and Board meetings. The Board of Directors recognizes the possibility that the Association and its activities could be viewed by some as an opportunity for anti-competitive conduct. Therefore, this policy statement clearly and unequivocally supports the policy of competition served by the antitrust laws and communicates the Association's uncompromising policy to comply strictly in all respects with those laws and to assist its members in complying with those laws. The members, officers, Board of Directors, and staff are expected to adhere to antitrust laws. The Association will neither knowingly permit nor condone anti-competitive behavior, whether willful or inadvertent, in connection with any Association membership activity.

While recognizing the importance of the principle of competition served by the antitrust laws, the Association also recognizes the severity of the potential penalties that might be imposed on not only the Association but its members as well in the event that certain conduct is found to violate the antitrust laws. Should the Association or its members be involved in any violation of federal/state antitrust laws, such violation can involve both civil and criminal penalties that may include imprisonment for up to 3 years as well as fines up to \$350,000 for individuals and up to \$10,000,000 for the Association plus attorney fees. In addition, damage claims awarded to private parties in a civil suit are tripled for antitrust violations. Given the severity of such penalties, the Board intends to take all necessary and proper measures to ensure that violations of the antitrust laws do not occur. Every member, whether organizational or individual, has a duty and responsibility under the law to avoid and prevent antitrust violations.

## **Policy**

In order to ensure that the Association and its members comply with antitrust laws, the following principles will be observed:

- The Association or any committee, section, or activity of the Association shall not be used for the purpose of bringing about or attempting to bring about any understanding or agreement, written or oral, formal or informal, expressed or implied, among two or more members or other competitors with regard to prices or terms and conditions of contracts for services or products. Therefore, discussions and exchanges of information about such topics will not be permitted at Association meetings or other activities.

- There will be no discussions discouraging or withholding patronage or services from, or encouraging exclusive dealing with any supplier, vendor, or purchaser or group of suppliers, vendors, or purchasers of



products or services, any actual or potential competitor or group of actual potential competitors, or any private or governmental entity.

- There will be no discussions about allocating or dividing geographic or service markets or customers.
- There will be no discussions about restricting, limiting, prohibiting, or sanctioning advertising or solicitation that is not false, misleading, deceptive, or directly competitive with Association products or services.
- There will be no discussions about discouraging entry into or competition in any segment of the marketplace.
- There will be no discussions about whether the practices of any member, actual or potential competitor, or other person are unethical or anti-competitive, unless the discussions or complaints follow the prescribed due process provisions of the Association's bylaws.
- Certain activities of the Association and its members are deemed protected from antitrust laws under the First Amendment right to petition government. The antitrust exemption for these activities, referred to as the Noerr-Pennington Doctrine<sup>1</sup>, protects ethical and proper actions or discussions by members designed to influence: 1) legislation at the national, state, or local level; 2) regulatory or policy-making activities (as opposed to commercial activities) of a governmental body; or 3) decisions of judicial bodies. However, the exemption does not protect actions constituting a "sham" to cover anticompetitive conduct.
- Speakers at committees, educational meetings, or other business meetings of the Association shall be informed that they must comply with the Association's antitrust policy in the preparation and the presentation of their remarks.
- Meetings will follow a written agenda. Minutes will be prepared after the meeting to provide a concise summary of important matters discussed and actions taken, or conclusions reached.
- In the event of concern regarding potential antitrust implications of a discussion, such discussion must be discontinued pending resolution of the matter through the executive director or legal counsel, if necessary.
- In the event that any member has a concern about potential antitrust implications of a discussion during a meeting, he or she shall interrupt such discussion and state that concern immediately. If the discussion is not terminated and the concern resolved, the concerned members should state that he or she is leaving the meeting for that reason and leave.

At informal discussions at the site of any Association meeting all participants are expected to observe the same standards of personal conduct as are required of the Association in its compliance.

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<sup>1</sup> *Eastern Railroad Presidents Conference v. Noerr Motor Freight, Inc.*, 365 U.S. 127, 135 (1961); *United Mine Workers v. Pennington*, 381 U.S. 657, 670 (1965).