



DINÉ COLLEGE

THE HIGHER EDUCATION INSTITUTION OF THE NAVAJO

Board of Regents

DC-MAR-2686-24

RESOLUTION OF THE BOARD OF REGENTS DINÉ COLLEGE

Adopting and Approving Amendments to the Diné College Board of Regents Bylaws.

WHEREAS:

1. Diné College is chartered and established as a non-profit educational institution wholly-owned by the Navajo Nation to act for and on behalf of the Navajo Nation Council within the areas of its responsibility. 10 N.N.C. § 2001 (2022); and
2. Diné College was established by the Navajo Nation Council for, among other things, to provide educational opportunities to the Navajo People and others in areas important to the economic, social and cultural development of the Navajo Nation. 10 N.N.C. § 2002 (2022); and
3. Diné College Board of Regents is vested with all power and authority to govern and set policy for Diné College and is responsible for the accomplishment of the its purposes, 10 N.N.C. § 2003 (2022); and
4. The Board of Regents is given authority for, among other things, to adopt Bylaws as the Board deems necessary and proper and amend such Bylaws from time to time to govern the conduct of its meetings and establish procedures for the orderly transaction of business. 10 N.N.C. § 2004 G; § 2009 B.10. (2022); and
5. The Board of Regents Governance Committee, in consultation with the College General Counsel, has amended and updated the Board Bylaws to align with the amended Charter approved by the Navajo Nation Council and enacted into law on May 6, 2022. Attached as Exhibit A is the proposed amended Board of Regents Bylaws; and
6. The Board of Regents has reviewed the proposed amendments to the Bylaws and desires to adopt and approve such amendments and deem them necessary and in the best interests of Diné College and its Board of Regents.

NOW THEREFORE BE IT RESOLVED THAT:

1. The Diné College Board of Regents hereby adopts and approves the amended Diné College Board of Regents Bylaws. Attached is a copy of the amended Bylaws.

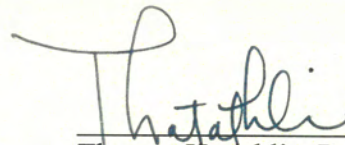
2. The Diné College Board of Regents hereby authorizes its Board President to perform all actions deemed necessary and proper to implement the purpose of this Resolution and to transmit a copy of the amended Bylaws to the President of the Navajo Nation and College oversight committee Health Education & Human Services Committee as required by the Charter.

CERTIFICATION

I hereby certify that the foregoing resolution was duly considered by the Diné College Board of Regents at a duly called meeting held in Tsaile, Arizona at which a quorum was present and that same was passed by a vote of 4 in favor, 0 opposed and 0 abstained, this 22nd day of March, 2024.

ATTACHMENTS

1. Exhibit A – Redline Version
2. Exhibit B – Clean Version of Amended Bylaws



Theresa Hatathlie, President
Diné College Board of Regents

MOTION: Regent Smallcanyon
SECOND: Regent Hoskie

Approved 9/3/11/2024
DC-SEP-2465-20



DINÉ COLLEGE
TSAILE, AZ

BY-LAWS OF THE BOARD OF REGENTS
(EFFECTIVE MARCH 2024)

Section I: Name of the college and ~~place of business~~ place of business.

1. The name of the ~~college~~ college business is the Diné College (“College”).
2. The principal place of business of the college is at Tsaile, Arizona, Navajo Nation. The College may establish such other places of business (regional sites) as the ~~College Board of Regents~~ (“Board”) may determine.

Section II: Seal

~~The Diné College Board of Regents (“Board”)~~ shall have the power which it may exercise consistent with the purposes for which it is established to adopt and use an official seal by causing it or a facsimile thereof to be impressed or affixed or in other manner reproduced.

+

Section III: Establishment

1. The ~~Diné~~ College is chartered and established as a nonprofit educational institution wholly-owned by the Navajo Nation, to act for and on behalf of the Navajo Nation Council within its areas of responsibility ~~as defined by Title 10 Chapter 19, Navajo Nation Code, defined in the TITLE 10, Navajo Nation Code, Title 10, Chapter 19, Diné College that amended the Charter previously granted by Resolution CN-95-68 of the Navajo Nation Council.~~ ~~Diné The The Charter previously granted by Resolution CN-95-68 of the Navajo Nation Council was amended so that the~~ College shall have the authority to conduct its activities anywhere as a distinct and semi-independent agency of the Navajo Nation Council, within the limits and guidelines set forth ~~at Chaper 19 to conduct its activities within the Navajo Nation or elsewhere.~~ 10 N.N.C. §§ 2001-2023 as amended, Resolution CAP-23-22 (May 6, 2022).
2. ~~The Bylaws are adopted to govern the conduct of Board meetings, establish procedures for the and define transactions to support orderly transaction of business governance by the Board and may further define the duties, authority and responsibility of officers of the Board. In addition the Bylaws may address other matters as are normal and appropriate to similar corporate bylaws.~~

Commented [FA1]: Need to confirm.

Commented [MU2]: In response to the Board summary as to this section, it would not be appropriate to “remove board and replace with corporation.” Pursuant to §2003 of the Charter, the Board is given authority to govern the College. Further, the Board is compose of individuals, the corporation is a legal entity, as such the corporation is unable to make determination, discuss etc.

Approved ~~9/11/2024~~
DC-~~SEP 2465-20~~

3. The College is subject to the laws of the Navajo Nation.

+

Section IV: Mission Statement

In furtherance of traditional Diné values, including but not limited to T'áá hó ájít'éego, Ahí na'anish, Íí ídlí, and Íí Ééhózin, Diné the College applies the Sa'ah Naaghái Bik'eh Hózhón principles to advance student learning through:

+

1. Harmony with Nitsáhákees (Thinking), Nahatá (Planning), Iiná (Living), and Siihasin (Assurance);
2. Supporting the study of Diné language, history, and culture;
3. Preparation for further studies and employment in a multicultural world; and
4. Fostering social responsibility, community service, and scholarly research that contribute to the social, economic, and cultural well-being of the tribal, state, national, and global communities; and
5. Advancing capacity and performance by integrating technology into the educational environment.

Section V: Purpose and Responsibility of the Board

The full authority and control over Diné the College, and responsibility for accomplishments of its purposes, is delegated to the Board of Regents by the Navajo Nation Council.

In coordination with ~~the Diné the~~ College, the Board ~~of Regents's~~ purpose is to:

1. Establish processes for the accomplishment of the College mission and purposes.
2. Ensure College's fiscal integrity by serving as the fiduciary of all funds and assets. Create entities, debt, investments, grants, and assets in the best interest of College. As a fiduciary, fulfill legal, moral, and ethical duties to College and the Board.
3. Ensure students of College are afforded a quality education. Maintain institutional review board.
4. To provide a quarterly report or as otherwise requested to As the oversight committee of the College, the College shall report to the Health, Education Human Services Committee ("HEHSC") upon request of HEHSC. The Board shall submit and to provide an annual written report to the Navajo Nation Council during the Winter Session which shall be delivered verbally by the President of the Board Chairperson and the College President or such other representative(s) designated by the Board. Such annual report shall require prior approval of the Board.
2. ~~The Board is the fiduciary of all funds and assets.~~
3. ~~To e~~Establish, amend and adopt any policies and procedures to be followed by ~~Diné~~ College. The Board shall review such policies every two years.

Commented [FA3]: No specific amount of reporting required. Sec. 2003 (J)(1)

Commented [MU4]: Pursuant §2003 of the Charter, the report to the NN Council is to be provided during the Winter Session.

Approved 9/3/11/2024
DC-~~SEP-2465-20~~

~~4.5. To e~~ Ensure the implementation of all Diné College policies and procedures including but not limited to the personnel policy.

~~5.6. To m~~ Maintain legal representation for consultation with the Board and preserving and defending the legal rights and interests of Diné College.

~~7.~~ Meaningfully participate in meetings through preparation and actively serving on at least one standing committee. Know the Diné College mission, goals, budget, and financial activities. If unclear, ask the Board Chairperson and President for resources. The College shall provide an annual training and work session for the Board Regents as to their duties, responsibilities, ethics and leadership principles and Navajo customary values including the care and use of the Jish.

~~8.~~ Raise funds through identification, cultivation, ~~proposal, solicitation, and stewardship of donations from private and public sources; and support philanthropic efforts of the College.~~

~~6.~~ To communicate and seek funds from private and public sources.

~~9.~~ E To ensure the institution's mission is kept current and is aligned with its public purpose.

~~10.~~ Represent College and the Board in a positive, professional, supportive, and culturally appropriate manner at all times.

~~11.~~ Understand and fulfill duty of loyalty and integrity to advance the best interest of Diné College.

~~12.~~ Communicate and promote College and its programs to alumni, parents, government, community, campus, and private agencies through affirmative community interaction.

~~— Mentor other Board Members to support competence and fulfillment amongst Board.~~

~~13.~~ Ensure timely filing of required IRS reports to ~~P~~ preserve and protect the College's autonomy and nonprofit tax exempt status.

~~7.14.~~ Review Bylaws and Charter annually for cohesiveness, accuracy, and effectiveness.

~~8.15.~~ To e Carry out a self-evaluation concurrently with the ~~College~~ President's self-evaluation process described in Section IX.4.Q below. Such self-evaluation process will address and result in the following:

A. Will commence when the Board ~~of Regents~~ notifies the ~~College~~ President of the date by which he or she must submit a self-evaluation report as stated in Section IX.4.Q.

B. Will address the Board's performance with respect to the following matters:

~~(1)~~ 1. Its consideration of internal and external constituencies during its decision-making deliberation;

~~(2)~~ 2. Its preservation of independence from undue influence of donors, elected officials, ownership interests, and other external parties; and

~~(3)~~ 3. Its appropriate delegation of the day-to-day management of the College to the College's administration and of oversight of academic matters to faculty;

~~(4)~~ 4. Its oversight of the College's financial and academic policies and practices including its ability to meet its legal and fiduciary responsibilities;

~~(5)~~ 5. Any other topics the ~~President of the Board~~ Chairperson of Regents deems appropriate.

C. Will culminate in a report.

Commented [FA5]: Consider listing all major current policies (Personnel, Investment, etc.)

Commented [FA6R5]: Bonds.

Approved ~~9/11/2024~~
DC-~~SEP 2465-20~~

- D. The Board will discuss such report at the same Board ~~of Regents~~ meeting scheduled for discussion of the ~~College~~ President's evaluation as set forth in Section IX.4.Q.8.
- E. At such meeting, the Board will pass a resolution setting forth goals and initiatives responsive to the conclusions of the self-evaluation report.

Section VI: Board Membership

The Board shall consist of qualified individuals who dedicate their unique experience to the benefit of the College greater Navajo Nation educational community.

~~The full authority and control over Diné College, and responsibility for accomplishments of its purposes, is delegated to the Board of Regents by the Navajo Nation Council.~~

~~1. The Board may of Regents shall consist of up to nine (9) Members comprised of Appointed Members, Ex-officio Members, and Designated Members including:~~

~~A. Seven (7) voting members including a Member of the Health, Education and Human Services Committee, the Navajo Nation Superintendent of Schools and the President of the Associated Students of Diné College.~~

~~B. Two (2) Non-Voting Members including Faculty Association President and Staff Association President.~~

~~1. eight (8) members, including a Member of the Health, Education and Human Services Committee, the Navajo Nation Superintendent of Schools and the President of the Associated Students of Diné College.~~

2. Appointed ~~M~~members shall serve six years staggered terms. Any ~~A~~appointed ~~M~~member may not serve for no more than two (2) consecutive terms.

~~3. A Regent may resign at any time by giving written notice to the President of the Board Chairperson of Regents. The Board ~~President Chairperson~~ shall notify the President of the Navajo Nation of the resignation within ten (10) days. If the effective time of the resignation is not specified therein, it shall take effect immediately upon its receipt by the Board ~~President Chairperson~~; and, unless otherwise specified therein, the acceptance of such resignation by the Board ~~of Regents~~ shall not be necessary to make it effective.~~

~~4. An Appointed Mmember of the Board of Regents may be recommended for removal from office during a regular or special meeting and by a majority vote for the following reasons:~~

~~A. Failure to attend three (3) consecutive regular Board meetings without just cause.~~

~~B. Unprofessional conduct that adversely affects a Board Mmember's performance of his or her duties.~~

~~C. Intimately socializing with staff or students of the College.~~

~~D. Participating or engaging in any activity that creates a conflict of interest.~~

~~Participating or engaging in any activity that violates any provision of Navajo law, or Federal Law, or College policies.~~

~~3.E. _____~~

Commented [FA7]: Needs clarity since Sec. 2003 (E) says two and three.

Approved 9/3/11/2024
DC-SEP-2465-20

5. Any appointed Board ~~of Regent~~ vacancies that occur for any reason shall be filled by appointment by the Navajo Nation President subject to confirmation and by the Health, Education and Human Services Committee. If an unexpired term is less than one year, then the Board shall make a recommendation to the selection of a candidate.

~~4.6. Board members should strive to serve on the Boards of other entities in which the College has vested interest. The Board Chairperson shall select Board members to serve on such other Boards with confirmation of such selection by the Board.~~

~~3.7. Each member of the Board Member shall abide by the Navajo Nation Ethics in Government Law, 2 N.N.C. § 3741 et.seq, and any amendments thereto.~~

Commented [MU8]: As to the term of appointments to other Boards such as the Foundation, the term of appointment will be governed by the other Board's articles and bylaws.

Commented [FA9]: Confirm.

Section VII: Election of Officers and Terms-

1. The Board shall elect officers consisting of a ~~President, a Vice President, a Secretary~~Chairperson, Vice-Chairperson, Secretary, and a Treasurer at its annual meeting to be held in October of each year.

2. Nominations shall be made from the floor by a formal motion and seconded for each officer.

~~2. Officers shall may be elected by secret ballot for a term or elected by acclamation vote (no ballot) for a term of one year or until their successors are elected.~~

Commented [FA10]: Secret ballot not required.

3. The Secretary will tabulate the votes; subsequently officers will take their office immediately.

~~3.4. If an officer resigns or is removed from office, the Board Chairperson shall appoint a replacement who shall serve the remaining term of the officer who has resigned or been removed. A replacement officer shall be elected at the next annual meeting.~~

Section VIII: Duties of Board Officers; ~~additional duties, subcommittees.~~

1. The ~~Board President~~Chairperson of the ~~Board of Regents~~ shall preside over the meetings. When necessary to protect the interest of the College, the ~~President of the Board of Regents shall~~Chairperson have the authority to issue directives and instructions to the College's attorney, ~~and College President, or another Board Member.~~

2. The ~~Vice-Chairperson~~President shall preside at all meetings of the Board in the absence of the ~~President~~Chairperson.

3. The Secretary, ~~or their designee~~, shall review the draft meeting minutes and proposed written resolutions of the Board ~~and maintain final meeting minutes, resolutions, and required notices.~~

~~3.4. The Treasurer, or their designee, shall advise on control and accounting of College funds and liaison with the Chief Financial Officer.~~

~~4.1. An appointed member of the Board of Regents may be recommended for removal from office during a regular or special meeting and by a majority vote for the following reasons:~~

~~A. Failure to attend three (3) consecutive regular Board meetings without just cause.~~

~~B.A. Unprofessional conduct that adversely affects a Board member's performance of his or her~~

Approved 9/3/11/2024
DC-~~SEP-2465-20~~

~~duties:~~

~~C.A. Intimately socializing with staff or students of the College.~~

~~D.A. Participating or engaging in any activity that creates a conflict of interest.~~

~~E.A. Participating or engaging in any activity that violates any provision of Navajo or Federal Law or College policies.~~

5. The Board ~~of Regents~~ may from time to time delegate additional duties to its ~~board~~-officers.

~~5.6.~~ The Board may combine the Secretary and Treasurer office and its duties, authority and responsibilities. As such there will be one Board officer who shall undertake the functions of both offices.

Commented [MU11]: §2004 G. of the Charter provides that the Bylaws may further define the responsibility of officers of the Board and can include other matters as are normal and appropriate to similar corporate bylaws. It is normal and often times corporations combine the functions of the Secretary and Treasurer under one officer.

Section IX: Committees

Commented [FA12]: Can non-board members be on a committee?

1. The Board may establish committees, such as standing or ad hoc, as it deems appropriate from among its members and Diné College staff and/or external members with specialized areas of expertise and may empower such committees to act for and on behalf of the Board to the extent it desires.

2. The ~~Standing Committees~~ include:

Commented [FA13]: Any new committees not on this list?

A. The Audit, Finance, and Investment Committee,

B. Student Success and Academic Affairs Committee, and

C. ~~Executive/Governance~~ committee,

D. Fund Raising Communittee.

Commented [MU14]: §2007 gives wide discretion to establish committees as it deems appropriate. It is therefore my opinion that the Board can combine the Executive and Governance Committee as a dual Committee. In this instance, as set forth in the Charter the function and responsibilities of the Governance Committee encompasses many of the role and function of an Executive Committee in a corporate structure.

Section IX: President of Diné College

1. After a thorough search, the Board ~~of Regents~~ shall appoint a qualified person as President of the College ("~~President~~").

2. The ~~College~~-President serves at the pleasure of the Board ~~of Regents~~ as contracted and is entitled to the compensation established by the Board.

3. The ~~College~~-President shall serve as the Chief Executive Officer of the College; is responsible and accountable to the Board ~~of Regents~~ for the discipline and successful conduct of the College and supervision and management of each of its campuses and departments; and shall take every initiative in:

Briefly, the a corporate Executive Committee advises and prioritizes issues for the Board to handle and provides leadership and guidance. It plays a key role in guiding the organization's success. The Governance Committee, as set forth in the Charter, provides strategic direction and oversight and compliance with the Charter and Bylaws and it takes delegated action as to the organization and management of the Board. It reviews and amends policies. Thus, the functions are interrelated.

A. Implementing policies of the Board ~~of Regents~~ and College, and

B. Promoting the College's development and efficiency in Financial Management, College Academic and Student programs.

C. The Board shall request the President through administrative staff to provide secretarial or required assistance to the Board.

D. To represent the college to the community by interpreting the College to the public, the media and community organization.

E. Appointing other officers of the College subject to Board approval, including but not

Commented [FA15]: Did not thoroughly review but suggest cross referencing with DC powers to ensure what is not covered in BOR is delegated appropriately.

Approved 9/3/11/2024
DC-~~SEP 2465 20~~

limited to a:

a. Chief Academic Officer,

b. Chief Financial Officer, and

~~D~~-c. Institutional Review Board.

4. Subject to the authority and applicable regulations and policies of the Board, the President shall:
- A. Develop a plan of institutional mission, goals, strategic planning, and priorities;
 - B. Have the authority to develop new academic programs and curtail or eliminate existing programs;
 - C. Formulate operating and capital budget requests;
 - D. Appoint, promote, fix salaries, hire faculty, assign duties, and terminate personnel in accordance with applicable laws and policies;
 - E. Have the authority to create subordinate position within existing funds available to the College, to the extent the cost of the position, including the cost of any fringe benefits, is funded from existing funds;
 - F. Establish admission standards;
 - G. Administer financial aid;
 - H. Enter into contracts and cooperative agreements but not contracts for legal services. Prior Board approval shall be required for any non-faculty employee contract;
 - I. Have the authority to accept gifts and grants and maintain and manage endowment income;
 - J. Have the authority to recommend change in the name or status of the institution;
 - K. Regulate and administer athletic and student activities;
 - L. In compliance with Navajo Nation, Federal, and Board mandates and policies, oversee affirmative action and equal employment opportunities;
 - M. Establish organizations for the administration of campus alumni affairs;
 - N. Be responsible for all academic matters;
 - O. Have the authority to establish a College leadership team:
 - ~~(1)~~a. Provide advice to the President;
 - ~~(2)~~b. Assist in community relations;
 - ~~(3)~~c. Assist in institutional development; and
 - ~~(4)~~d. Provide any other assistance requested by the President;
 - P. Maintain institutional accreditation by an accreditor recognized by the U.S. Department of Education.
 - ~~P-Q~~ Establish traffic regulations for the campus;
 - ~~Q-R~~ Submit to an annual evaluation process to be completed by May 31 as follows:
 - ~~(1)~~a. Absent exigent circumstances, no later than March 1, the Board ~~of Regents~~ shall provide written notice to the President ~~of the College~~ of the date by which the President is to submit his or her self-evaluation report to the Board. The Board's notice will identify any specific concerns or topics in addition to those set forth below that it wishes the President to address.

Commented [FA16]: Any limits?

- ~~(2)~~b. No later than April, the President ~~of the College~~ will be required to submit his or her self-evaluation report to the Board ~~of Regents~~;
- ~~(3)~~c. The President may seek an extension of time to submit the self-evaluation report for good cause;
- ~~(4)~~d. The President's self-evaluation report will be a comprehensive and frank assessment of his or her performance for the previous 12-month period. The report must include but is not limited to the following for the 12-month reporting period:
- ~~(a)~~i. Update on institutional changes since the President's last report;
- ~~(b)~~ii. A response to any concerns or topics as requested by the Board;
- ~~(e)~~iii. A summary of the ways in which the following goals have been fulfilled during the reporting period;
- ~~i.~~1. Mission;
- ~~ii.~~2. Institutional integrity (financial, academic, faculty and staff, freedom of expression, pursuit of truth in teaching and learning, student policies on academic honesty);
- ~~iii.~~3. Student success including challenges regarding student success;
- ~~iv.~~4. Improvement in teaching and learning: quality, resources, support, evaluation and improvement;
- ~~v.~~5. Resources, planning, and institutional effectiveness; and
- ~~vi.~~6. Cultural wellbeing and morale of the College's faculty, staff, and students.
- ~~(5)~~i. Upon receipt of the President's self-evaluation report to the Board ~~of Regents~~, the Board will review the report and seek any additional information it requires from the President ~~of the College~~.
- ~~(6)~~ii. A qualified and neutral ~~third party~~third-party facilitator may will assist the Board ~~of Regents~~ in the presidential evaluation and may be utilized to facilitate the exchange of information between the Board and ~~the College~~ President. The exchange of information will terminate no later than May 10.
- ~~(7)~~iii. Within seven calendar days of the termination of the information exchange, the facilitator will be required to provide to the Board ~~of Regents~~, by e-mail and hard copy, a summary report of the President's self-evaluation report and the relevant issues raised in the information exchange of the prior weeks, as discussed in the above paragraphs 5 & 6;
- ~~(8)~~iv. Unless circumstances do not permit, the Board ~~of Regents~~ will meet with the President no later than seven calendar days after receipt of the report to discuss the President's self-evaluation report. All ~~members of the Board~~ Members of Regents will be required to attend this meeting in person, unless the ~~President of the Board~~ Chairperson, in his or her discretion, excuses the presence of any Board Member. The meeting will be facilitated by the third-party facilitator.
- ~~(9)~~v. At this meeting, the Board will draft specific goals and action items for the President, which will be articulated in a Resolution passed by the Board at such meeting.

~~R.~~ Perform any other duties assigned by the Board.

~~S.~~

~~5.T.~~ Complaints by College employees against the ~~College~~ President shall be filed with the College Human Resources Department and the Director shall promptly notify the Board ~~President-Chairperson~~ of such Complaint. After verification that the Complaint contains sufficient factual allegations, the Director of the Human Resources Department shall forward the complaint to the ~~President of the Board of Regents~~ Chairperson, or designee. In addition, the Complaint may be directly filed with the Board ~~of Regents~~ Chairperson ~~President~~ within forty-five (45) business days of the alleged misconduct. The Board may extend the timelines provided for in this section.

~~A.a.~~ Upon receipt of the Complaint, the Board ~~Chairperson~~ ~~President~~ shall promptly assess the Complaint to determine if any immediate action is required. If it is deemed necessary to place the ~~College~~ President on administrative reassignment to maintain the status quo or pending any further investigation of the Complaint, the Board ~~Chairperson~~ ~~President~~ shall within five (5) business days' consult with the Board for such action. In such case, the Board ~~Chairperson~~ ~~President~~ will issue an administrative reassignment memorandum with appropriate restrictive measures.

~~B.b.~~ Upon review of the complaint, the Board ~~of Regents~~ shall provide a copy of the complaint to the ~~College~~ President and the ~~College~~ President shall submit a written response to the complaint within ten (10) calendar days of his or her receipt. The Board may ask the ~~College~~ President questions for clarification or to provide supplemental information. Thereafter the Board ~~of Regents~~ can render a decision based on the Complaint and response provided by the parties or may initiate an investigation, as provided for herein in Paragraph C. If an investigation is deemed necessary, upon its conclusion, the Board may render a decision based on the Complaint, ~~College~~ President's response and the investigation report. Either the Complainant or the College President can file an appeal with the Board ~~Chairperson~~ ~~President~~ within three (3) business days of the being notified of the Board's decision. In such case, the Board shall submit the Complaint for Peacemaking, as set for herein.

~~C.c.~~ Depending on the nature or complexity of the Complaint, the Board may decide that further investigation is necessary, or that an independent investigation is necessary. In any event, the Board shall initiate the investigation of the Complaint within ten (10) business days upon receipt of the Complaint by the Board ~~President-Chairperson~~ and complete the investigation within twenty (20) calendar days. The investigator shall submit the investigation report to the Board ~~of Regents~~.

~~D.d.~~ Upon receipt of the appeal from either party, the Board shall promptly submit and schedule the Complaint for peacemaking:

~~(+i.)~~ Peacemaking. Peacemaking in which the Complainant and ~~College~~ President "talk things out" is the traditional Navajo method of resolving disputes. The peacemaking session may be conducted by a committee of Regents selected by the

Board or conducted by a peacemaker retained by the Board through the Navajo Nation Peacemaking Program. If the parties settled their dispute, a written statement to that effect shall be signed by the Complainant ending the complaint which cannot be re-filed. If the parties are unable to resolve the complaint, the complaint shall be scheduled for an informal hearing.

~~(2)~~ Informal Hearing. An informal hearing shall be conducted by the Board or the Board may designate an independent hearing officer to conduct the hearing. In the event that the Board will conduct the hearing, the Board ~~Chairperson President~~ shall preside at the hearing. The parties shall be given written notice by the Board of the time and place for the hearing.

e. The hearing shall be conducted as follows;

~~(a)~~i. Formal rules of evidence shall not apply but that the evidence must be relevant to the Complaint.

~~(b)~~ii. The Complainant shall have the burden to prove by a preponderance of the evidence (the allegations are more likely than not) that the ~~College~~ President violated College policies.

~~(c)~~iii. Each party may submit evidence to the hearing officer or to the Board, if the Board will conduct the hearing, five (5) business days prior to the hearing any evidence with a copy to the other party. The Board may request the Human Resources Department to assist with scheduling and processing the proceedings and compile documents.

~~(d)~~iv. At the beginning of the hearing, each party shall be given an opportunity to give an opening statement prior to the presentation of their complaint or response.

~~(e)~~v. The complainant shall first present his case, by presenting evidence and witnesses. Thereafter, the ~~College~~ President shall present a response and may present evidence and witnesses. Each party may call, examine and cross examine witnesses.

~~(f)~~vi. Each party may present his or he own testimony in support of their case.

~~(g)~~vii. The Board or the Hearing Officer may ask questions to any witnesses for clarification or to elaborate.

~~(h)~~viii. Each party may give a closing statement at the end of the presentation of each party's case.

~~E.f.~~ Decision. The Hearing Officer or the Board, if conducting the hearing, shall within five (5) business days render a written decision containing findings of facts and conclusions of law and remedy. If a hearing officer conducts the hearing, he or she shall submit the written findings of facts, conclusions of law and recommendation(s) to the Board ~~of Regents~~. The Board may accept, reject, or modify the Hearing Officer's recommendation(s) the Board shall issue its own decision.

~~F.g.~~ Final Administration Action. The decision of the hearing officer or the Board shall be the final administrative action.

Commented [FA17]: This is not in the current PDF - keep or delete? Probably should delete and put in Personnel manual.

Section XI: Board Compensation and Travel Expenses

1. By Board resolution, the Board will establish rate of Board compensation in accordance with applicable policies and regulations of the ~~Diné College~~ and the Navajo Nation.
 - A. All regular board meetings, special meetings, and work sessions may be conducted within or outside the boundaries of the Navajo Nation as deemed necessary.
 - B. The Board shall schedule meetings and work sessions as deemed necessary.
2. The Board ~~Chairperson~~ ~~President~~ or the ~~College~~ President will transmit a copy of any resolution amending any financial benefits of the Board to the Navajo Nation President and Health Education Human Services Committee.
3. Travel & Other Expenses
 - A. Personally Owned Vehicle Reimbursement Rules
 - a. Mileage Payments. Payment shall be made on a mileage basis, using the lesser rate of two methods: the standard highway mileage or the odometer reading with degree of reasonability.
 - i. The mileage rate shall be paid from the point of residency or official duty station to the ~~Diné College~~ Board of Regents meeting location.
 - ii. Other Allowable Costs. Reimbursement for parking fees, bridge, road and tunnel tolls shall be allowed in addition to the mileage allowance. These shall be supported by original receipts.
 - b. Mileage Rates. For the performance of official travel, reimbursement to the Regents shall be at the current rate allowed by the prevailing Federal Mileage Rate.
4. Payment for Meals, Incidental Expenses and Lodging
 - A. GENERAL. Reimbursement of expenses for meals, lodging and incidental expenses (M&IE) shall be authorized at the allowable Federal Per Diem rate if incurred while on official travel and if all procedures are followed.
 - B. APPROVING OFFICIAL RESPONSIBILITY. It is the responsibility of the approving official to authorize only such expenses that do not exceed the maximum per diem allowances outlined in this policy. Reimbursement shall be determined with consideration of factors that reduce the expenses of the Regent, such as:
 - ~~(1)~~a. Making arrangements at locations and facilities where lodging and meals can be obtained without cost or a reduced cost;
 - ~~(2)~~b. Established cost experience in the localities where lodging and meals are required; and
 - ~~(3)~~c. Situations in which special rates for accommodations have been made available for a particular meeting, conference, training assignment, or other temporary duty assignment.
 - C. TRAVELER'S RESPONSIBILITY. Any payment required for unused room reservations are the responsibility of the traveler and not the responsibility of the College. Reservations which cannot be kept shall be cancelled as soon as possible by the traveler.

Section XII: Meetings; Waiver of Notice

- ~~The Board of Regents shall have an annual meeting in October and -~~
1. ~~The Board~~ may call ~~a work session/special~~ for additional meetings as deemed necessary provided that sufficient funds are available. Notices of all meetings shall be provided to all Board members.
 2. Except for special meetings, the notice of the annual meeting shall provide five (5) business days advance and the notice for regular meetings shall provide advance notice. The Board of Regents may call a meeting with at least 24 hour~~three (3) days notice. These notices shall state the the place , day and time of the meeting and shall include an agenda. The notice for a special meeting shall state the purpose of the meeting including the place, day and time of the meeting three (3) business days in advance of the meeting unless the Board Chairperson determines that that an emergency situation warrants less notice.~~
 3. At any time in which every Board member is present in-person at a meeting, although held without notice, business may be transacted which might have been transacted if the meeting had been duly called, provided a waiver of the notice of meeting by all Board members is recorded in the minutes. Attendance of a Board member shall constitute a waiver of notice of such meeting, except where a Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
 - ~~2-4.~~ Board members shall attend the annual meeting and all regular meetings in-person unless extraordinary circumstance warrant attendance by means of virtual attendance or by teleconferencing as determined and approved by the Board Chairperson. Attendance for Committee meetings maybe by virtual mens means or in-person. Board meetings can be held through teleconferencing or by virtual means such as zoom when deemed necessary by the Board Chairperson or designee.
 - ~~3-5.~~ A simple majority of ~~Five (5)~~ members present in any Board meeting shall constitute a quorum.
 - ~~6.~~ Official board action requires a formal motion, second, affirmative vote of a majority of those Regents present at a duly called meeting, and a resolution.
 - ~~4-7.~~ Public comments will be limited to three minutes per person if the Board ~~of Regents~~ decides to hear public comment.
 - ~~5-8.~~ An executive session may be called by the Board ~~of Regents~~ to discuss any personnel matters, litigation or other confidential matters. The Board ~~of Regents~~ shall state the person or persons who will remain for and attend the executive session. After the executive session, the ~~Board President~~Board Chairperson shall announce whether or not any action is warranted or if the executive session was for information only.

Commented [FA18]: Want to specify which day and where?

Commented [MU19]: The Charter does not state how much time in advance of the annual meeting or regular meeting the notice shall be issued. It is my recommendation that the Bylaws should state how much time in advance the notice of meeting must be issued. In my experience most often I see 10 calendar days advance notice for annual and 5 business days for regular meetings, but I will leave this up to you.

Section XII: Resolutions

Approved [9/11/2024](#)
DC-~~SEP-2465-20~~

1. All proposed resolutions shall be presented in writing with attached exhibits and shall have a summary and supporting documentation that shall include an attached narrative summary to all agenda items requiring Board approval with a scope of work/plan of action; personnel and/or budgetary impact; time frame; and a budget breakdown if it involves expenditure of funds or contractual services. A signature review sheet shall be utilized by the college personnel to ensure proper procurement policies are met except in extreme matters of health and safety. The Board may request in writing additional background information. Any spending resolution shall state what funds will be used and an award of a contract shall include the Bid tabulation.
2. The standard resolution format for Board consideration is attached as **Appendix A**.

Section XIII: Agenda Development

1. All proposed agenda items shall be reviewed by the ~~College~~-President and Board ~~President~~ Chairperson prior to placing on the agenda.
2. The proposed agenda with minutes of the last meeting attached shall be submitted by the ~~College~~-President to the Board ~~Members~~ five (5) working days prior to the meeting.
3. Only the Board ~~of Regents~~ shall approve the final agenda at its regular or special meeting.
4. The agenda format for regular Board meetings is attached as **Appendix B**.
- 4.5. Financial report - Year to date general fund Revenue summary and Budget to actual expense report.
- 5.6. The agenda format for special Board meetings is attached as **Appendix C**.

Routine matters listed in the open session portion of the agenda for a regular meeting of the Board may be grouped together and decided by the Board without discussion or debate. These matters will be designated as "Consent Agenda Items." Any ~~member of the~~ Board Member may request discussion or debate on any individual item listed as a Consent Agenda Item, and the matter will be considered and decided separately during the meeting as may be directed by the Board Chairperson.

Section XIV: Amendment

These By-Laws may from time to time be reviewed and amended By the Board by a two-thirds (2/3) majority vote accordingly. Whenever adopted or amended, a copy of the By-Laws will be transmitted to the President of the Navajo Nation and to the Health Education and Human Services Committee.

Section XIV: Indemnification

No individual Regent shall be held personally liable, and shall be indemnified against liability by the Dine College, for any action or decision made by that Regent in good faith belief that the

Approved [93/11/2024](#)
DC-~~SEP 2465-20~~

action or decision was in the best interests of ~~Diné~~ College and within the scope of his/her authority.

Section XVI: Sovereign Immunity

The Navajo Nation Sovereign Immunity Act shall be applicable to the ~~Diné~~ College and ~~the Diné College~~ Board of Regents.

Revised XXXX
Revised XXXX

Commented [FA20]: Signatures required? Mention what documents are included in appendix ?

RESOLUTION OF THE DINÉ COLLEGE BOARD OF REGENTS

[Resolution Title Specifically Describing Action of the Board of Regents]

WHEREAS:

1. The Diné College Board of Regents is empowered to exercise authority and control over Diné College and is responsible for the accomplishment of the Diné College purposes, 10 NNC § 2003 (2005) ed.; and
2. Diné College is a non-profit post-secondary educational institutions chartered by the Navajo Nation Council in 1968 for the purposes of providing educational opportunities to the Navajo people and others in areas important to the economic and social development of the Navajo Nation and other purposes, 10 NNC § 2002; and
3. [Describe the background of the action being requested]
4. [Describe the benefits to Diné College associated with the action being requested]
5. [Describe recommendation and specifically describe the action of the Board being requested]

NOW THEREFORE BE IT RESOLVED THAT:

1. The Board of Regents of Diné College hereby approves the [specifically describe action of the Board which should tract the Resolution title]
2. The Diné College Board of Regents of authorizes, empowers, and directs the Din College President to perform all actions deemed necessary and proper to effectuate the purposes of this resolution.

CERTIFICATION

I hereby certify that the foregoing resolution was duly considered by the Diné College Board of Regents at a duly called meeting held in [location] at which a quorum was present and that same was passed by a vote of ___ in favor, ___ opposed and ___ abstained, this ___ day of _____, 2019.

President Chairperson
Diné College Board of Regents

MOTION:
SECOND:

APPENDIX B

Commented [FA22]: Did not review.

Diné College Board of Regents
Meeting Location
Date
Time

AGENDA

- I. Call to Order
- II. Roll Call
- III. Invocation
- IV. Approval of Agenda
- V. Introduction of Guests and Staff
- VI. Public Comments (3 minutes time limit)
- VII. Announcements
- VIII. Approval of Meeting Minutes
- IX. Approval of Consent Agenda Items
- X. Reports
 - Administration- President's Report
 - Financial Report
 - Departments (as deemed necessary)
- XI. Old Business
 - Directives of the Board
 - Resolutions
 - Other Matters
- XII. New Business
 - Resolutions
 - Travel Requests
- XIII. Executive Session (if deem necessary)
- XIV. Next Meeting Date
- XV. Adjournment

APPENDIX C

Commented [FA23]: Did not review.

DINÉ COLLEGE SPECIAL BOARD OF REGENTS MEETING

Location

Date

Time

AGENDA

- I. Call to Order
- II. Roll Call
- III. Invocation
- IV. Approval of Agenda
- V. Item(s) approved (i.e.: Resolutions)
- VI. Executive Session as deem necessary.
- VI. Next Meeting Date
- VII. Adjournment



DINÉ COLLEGE
BY-LAWS OF THE BOARD OF REGENTS
(EFFECTIVE MARCH 22, 2024)

Section I: Name and place of business

1. The name of the college is Diné College (“College”).
2. The principal place of business of the college is at Tsaile, Arizona, Navajo Nation. The College may establish such other places of business (regional sites) as the College Board of Regents (“Board”) may determine.

Section II: Seal

The Board shall have the power which it may exercise consistent with the purposes for which it is established to adopt and use an official seal by causing it or a facsimile thereof to be impressed or affixed or in other manner reproduced.

Section III: Establishment

1. The College is chartered and established as a nonprofit educational institution wholly- owned by the Navajo Nation, to act for and on behalf of the Navajo Nation Council within its areas of responsibility as defined by Title 10 Chapter 19, Navajo Nation Code. The Charter previously granted by Resolution CN-95-68 of the Navajo Nation Council was amended so that the College shall have the authority to conduct its activities anywhere as a distinct and semi-independent agency of the Navajo Nation Council, within the limits and guidelines set forth at Chapter 19. 10 N.N.C. §§ 2001-2023 as amended, Resolution CAP-23-22 (May 6, 2022).
2. The Bylaws are adopted to govern the conduct of Board meetings, establish procedures for the orderly transaction of business and may further define the duties, authority and responsibility of officers of the Board. In addition, the Bylaws may address other matters as are normal and appropriate to similar corporate bylaws.
3. The College is subject to the laws of the Navajo Nation.

Section IV: Mission Statement

In furtherance of traditional Diné values, including but not limited to T’áá hó ájt’éego, Ahił na’anish, Ị ịdlí, and Ị Ééhózin, the College applies the Sa’ah Naaghái Bik’eh Hózhóón principles

to advance student learning through:

1. Harmony with Nitsáhákees (Thinking), Nahatá (Planning), Iiná (Living), and Siihasin (Assurance);
2. Supporting the study of Diné language, history, and culture;
3. Preparation for further studies and employment in a multicultural world;
4. Fostering social responsibility, community service, and scholarly research that contribute to the social, economic, and cultural well-being of the tribal, state, national, and global communities; and
5. Advancing capacity and performance by integrating technology into the educational environment.

Section V: Purpose and Responsibility of the Board

The full authority and control over the College, and responsibility for accomplishments of its purposes, is delegated to the Board by the Navajo Nation Council. In coordination with the College, the Board's purpose is to:

1. Establish processes for the accomplishment of the College mission and purposes.
2. Ensure College's fiscal integrity by serving as the fiduciary of all funds and assets. Create entities, debt, investments, grants, and assets in the best interest of College. As a fiduciary, fulfill legal, moral, and ethical duties to College and the Board.
3. Ensure students of College are afforded a quality education. Maintain institutional review board.
4. As the oversight committee for the College, the College shall report to the Health, Education Human Services Committee ("HEHSC") upon request of HEHSC. The Board shall submit an annual written report to the Navajo Nation Council during the Winter Session which shall be delivered verbally by the Board Chairperson or such other representative(s) designated by the Board. Such annual report shall require prior approval of the Board.
5. Establish, amend and adopt any policies and procedures to be followed by College. The Board shall review such policies every two years. Ensure the implementation of all Diné College policies and procedures including but not limited to the personnel policy.
6. Maintain legal representation for consultation with the Board and preserving and defending the legal rights and interests of College.
7. Meaningfully participate in meetings through preparation and actively serving on at least one standing committee. Know the Diné College mission, goals, budget, and financial activities. The College shall provide an annual training and work session for the Board Regents as to their duties, responsibilities, ethics and leadership principles and Navajo customary values including the care and use of the Jish.
8. Raise funds through identification, cultivation, solicitation, and stewardship of donations from

- private and public sources; and support philanthropic efforts of the College.
9. Ensure the institution's mission is kept current and is aligned with its public purpose.
 10. Understand and fulfill duty of loyalty and integrity to advance the best interest of Diné College.
 11. Ensure timely filing of required IRS reports to preserve and protect the College's nonprofit tax-exempt status.
 12. Review Bylaws and Charter annually for cohesiveness, accuracy, and effectiveness.
 13. Carry out a self-evaluation concurrently with the President's self-evaluation process described in Section IX.4.Q below. Such self-evaluation process will address and result in the following:
 - A. Will commence when the Board notifies the President of the date by which he or she must submit a self-evaluation report as stated in Section IX.4.Q.
 - B. Will address the Board's performance with respect to the following matters:
 1. Its consideration of internal and external constituencies during its decision-making deliberation;
 2. Its preservation of independence from undue influence of donors, elected officials, ownership interests, and other external parties; and
 3. Its appropriate delegation of the day-to-day management of the College to the College's administration and of oversight of academic matters to faculty;
 4. Its oversight of the College's financial and academic policies and practices including its ability to meet its legal and fiduciary responsibilities;
 5. Any other topics the Board Chairperson deems appropriate.
 - C. Will culminate in a report.
 - D. The Board will discuss such report at the same Board meeting scheduled for discussion of the President's evaluation as set forth in Section IX.4.Q.8.
 - E. At such meeting, the Board will pass a resolution setting forth goals and initiatives responsive to the conclusions of the self-evaluation report.

Section VI: Board Membership

The Board shall consist of qualified individuals who dedicate their unique experience to the benefit of the College greater Navajo Nation educational community.

1. The Board may consist of up to nine (9) Members comprised of Appointed Members, Ex-officio Members, and Designated Members including:
 - A. Seven (7) voting members including a Member of the Health, Education and Human Services Committee, the Navajo Nation Superintendent of Schools and the President of the Associated Students of Diné College.
 - B. Two (2) Non-Voting Members including Faculty Association President and Staff Association President.
2. Appointed Members shall serve six years staggered terms. Any Appointed Member may not serve for no more than two (2) consecutive terms.

3. A Regent may resign at any time by giving written notice to the Board Chairperson. The Board Chairperson shall notify the President of the Navajo Nation of the resignation within ten (10) days. If the effective time of the resignation is not specified therein, it shall take effect immediately upon its receipt by the Board Chairperson; and, unless otherwise specified therein, the acceptance of such resignation by the Board shall not be necessary to make it effective.
4. An Appointed Member of the Board may be recommended for removal from office during a regular or special meeting and by a majority vote for the following reasons:
 - A. Failure to attend three (3) consecutive regular Board meetings without just cause.
 - B. Unprofessional conduct that adversely affects a Board Member's performance of his or her duties.
 - C. Intimately socializing with staff or students of the College.
 - D. Participating or engaging in any activity that creates a conflict of interest.
 - E. Participating or engaging in any activity that violates any provision of Navajo law, Federal Law, or College policies.
5. Any appointed Board vacancies that occur for any reason shall be filled by appointment by the Navajo Nation President subject to confirmation and by the Health, Education and Human Services Committee. If an unexpired term is less than one year, then the Board shall make a recommendation to the selection of a candidate.
6. Board members should strive to serve on the Boards of other entities in which the College has vested interest. The Board Chairperson shall select Board members to serve on such other Boards with confirmation of such selection by the Board.
7. Each Board Member shall abide by the Navajo Nation Ethics in Government Law, 2 N.N.C. § 3741 et.seq, and any amendments thereto.

Section VII: Election of Officers and Terms

1. The Board shall elect officers consisting of a Chairperson, Vice-Chairperson, Secretary, and a Treasurer at its annual meeting to be held in October of each year.
2. Nominations shall be made from the floor by a formal motion and seconded for each officer.
3. Officers may be elected by secret ballot or elected by acclamation vote (no ballot) for a term of one year or until their successors are elected. The Secretary will tabulate the votes; subsequently officers will take their office immediately.
4. If an officer resigns or is removed from office, the Board Chairperson shall appoint a replacement who shall serve the remaining term of the officer who has resigned or been removed. A replacement officer shall be elected at the next annual meeting.

Section VIII: Duties of Board Officers

1. The Board Chairperson shall preside over the meetings. When necessary to protect the interest of the College, the Board Chairperson have the authority to issue directives and instructions to

the College's attorney, President, or another Board Member.

2. The Vice-Chairperson shall preside at all meetings of the Board in the absence of the Chairperson.
3. The Secretary, or their designee, shall review the draft meeting minutes and proposed written resolutions of the Board and maintain final meeting minutes, resolutions, and required notices.
4. The Treasurer, or their designee, shall advise on control and accounting of College funds and liaison with the Chief Financial Officer.
5. The Board may from time to time delegate additional duties to its officers.
6. The Board may combine the Secretary and Treasurer office and its duties, authority and responsibilities. As such there will be one Board officer who shall undertake the functions of both offices.

Section IX: Committees

1. The Board may establish committees, such as standing or ad hoc, as it deems appropriate from among its members and Diné College staff and/or external members with specialized areas of expertise and may empower such committees to act for and on behalf of the Board to the extent it desires.
2. The Standing Committees include:
 - A. The Audit, Finance, and Investment Committee,
 - B. Student Success and Academic Affairs Committee, and
 - C. Executive/Governance committee.
 - D. Fund Raising Committee.

Section X: President of Diné College

1. After a thorough search, the Board shall appoint a qualified person as President of the College ("President").
2. The President serves at the pleasure of the Board as contracted and is entitled to the compensation established by the Board.
3. The President shall serve as the Chief Executive Officer of the College; is responsible and accountable to the Board for the discipline and successful conduct of the College and supervision and management of each of its campuses and departments; and shall take every initiative in:
 - A. Implementing policies of the Board and College, and
 - B. Promoting the College's development and efficiency in Financial Management, College Academic and Student programs.
 - C. The Board shall request the President through administrative staff to provide secretarial or required assistance to the Board.
 - D. To represent the college to the community by interpreting the College to the public, the

- media and community organization.
- E. Appointing other officers of the College subject to Board approval, including but not limited to a:
 - a. Chief Academic Officer,
 - b. Chief Financial Officer, and
 - c. Institutional Review Board.
- 4. Subject to the authority and applicable regulations and policies of the Board, the President shall:
 - A. Develop a plan of institutional mission, goals, strategic planning, and priorities;
 - B. Have the authority to develop new academic programs and curtail or eliminate existing programs;
 - C. Formulate operating and capital budget requests;
 - D. Appoint, promote, fix salaries, hire faculty, assign duties, and terminate personnel in accordance with applicable laws and policies;
 - E. Have the authority to create subordinate position within existing funds available to the College, to the extent the cost of the position, including the cost of any fringe benefits, is funded from existing funds;
 - F. Establish admission standards;
 - G. Administer financial aid;
 - H. Enter into contracts and cooperative agreements but not contracts for legal services. Prior Board approval shall be required for any non-faculty employee contract;
 - I. Have the authority to accept gifts and grants and maintain and manage endowment income;
 - J. Have the authority to recommend change in the name or status of the institution;
 - K. Regulate and administer athletic and student activities;
 - L. In compliance with Navajo Nation, Federal, and Board mandates and policies, oversee affirmative action and equal employment opportunities;
 - M. Establish organizations for the administration of campus alumni affairs;
 - N. Be responsible for all academic matters;
 - O. Have the authority to establish a College leadership team:
 - a. Provide advice to the President;
 - b. Assist in community relations;
 - c. Assist in institutional development; and
 - d. Provide any other assistance requested by the President;
 - P. Maintain institutional accreditation by an accreditor recognized by the U.S. Department of Education.
 - Q. Establish traffic regulations for the campus;
 - R. Submit to an annual evaluation process to be completed by May 31 as follows:
 - a. Absent exigent circumstances, no later than March 1, the Board shall provide written notice to the President of the date by which the President is to submit his or her self-evaluation report to the Board. The Board's notice will identify any specific concerns

- or topics in addition to those set forth below that it wishes the President to address.
- b. No later than April, the President will be required to submit his or her self-evaluation report to the Board;
 - c. The President may seek an extension of time to submit the self-evaluation report for good cause;
 - d. The President's self-evaluation report will be a comprehensive and frank assessment of his or her performance for the previous 12-month period. The report must include but is not limited to the following for the 12-month reporting period:
 - i. Update on institutional changes since the President's last report;
 - ii. A response to any concerns or topics as requested by the Board;
 - iii. A summary of the ways in which the following goals have been fulfilled during the reporting period:
 - 1. Mission;
 - 2. Institutional integrity (financial, academic, faculty and staff, freedom of expression, pursuit of truth in teaching and learning, student policies on academic honesty);
 - 3. Student success including challenges regarding student success;
 - 4. Improvement in teaching and learning: quality, resources, support, evaluation and improvement;
 - 5. Resources, planning, and institutional effectiveness; and
 - 6. Cultural wellbeing and morale of the College's faculty, staff, and students.
 - i. Upon receipt of the President's self-evaluation report to the Board, the Board will review the report and seek any additional information it requires from the President.
 - ii. A qualified and neutral third-party facilitator may assist the Board in the presidential evaluation and may be utilized to facilitate the exchange of information between the Board and President. The exchange of information will terminate no later than May 10.
 - iii. Within seven calendar days of the termination of the information exchange, the facilitator will be required to provide to the Board, by e-mail and hard copy, a summary report of the President's self-evaluation report and the relevant issues raised in the information exchange of the prior weeks, as discussed in the above paragraphs 5 & 6;
 - iv. Unless circumstances do not permit, the Board will meet with the President no later than seven calendar days after receipt of the report to discuss the President's self-evaluation report. All Board Members will be required to attend this meeting in person, unless the Board Chairperson, in his or her discretion, excuses the presence of any Board Member. The meeting will be facilitated by the third-party facilitator.
 - v. At this meeting, the Board will draft specific goals and action items for the President, which will be articulated in a Resolution passed by the Board at such meeting.
 - S. Perform any other duties assigned by the Board.
 - T. Complaints by College employees against the President shall be filed with the College Human Resources Department and the Director shall promptly notify the Board

Chairperson of such Complaint. After verification that the Compliant contains sufficient factual allegations, the Director of the Human Resources Department shall forward the complaint to the Board Chairperson, or designee. In addition, the Complaint may be directly filed with the Board Chairperson within forty-five (45) business days of the alleged misconduct. The Board may extend the timelines provided for in this section.

- a. Upon receipt of the Complaint, the Board Chairperson shall promptly assess the Complaint to determine if any immediate action is required. If it is deemed necessary to place the President on administrative reassignment to maintain the status quo or pending any further investigation of the Complaint, the Board Chairperson shall within five (5) business days' consult with the Board for such action. In such case, the Board Chairperson will issue an administrative reassignment memorandum with appropriate restrictive measures.
- b. Upon review of the complaint, the Board shall provide a copy of the complaint to the President and the President shall submit a written response to the compliant within ten (10) calendar days of his or her receipt. The Board may ask the President questions for clarification or to provide supplemental information. Thereafter the Board can render a decision based on the Complaint and response provided by the parties or may initiate an investigation, as provided for herein in Paragraph C. If an investigation is deemed necessary, upon its conclusion, the Board may render a decision based on the Complaint, President's response and the investigation report. Either the Complainant or the College President can file an appeal with the Board Chairperson within three (3) business days of the being notified of the Board's decision. In such case, the Board shall submit the Complaint for Peacemaking, as set for herein.
- c. Depending on the nature or complexity of the Complaint, the Board may decide that further investigation is necessary, or that an independent investigation is necessary. In any event, the Board shall initiate the investigation of the Complaint within ten (10) business days upon receipt of the Complaint by the Board Chairperson and complete the investigation within twenty (20) calendar days. The investigator shall submit the investigation report to the Board.
- d. Upon receipt of the appeal from either party, the Board shall promptly submit and schedule the Complaint for peacemaking:
 - i. Peacemaking. Peacemaking in which the Complainant and President "talk things out" is the traditional Navajo method of resolving disputes. The peacemaking session may be conducted by a committee of Regents selected by the Board or conducted by a peacemaker retained by the Board through the Navajo Nation Peacemaking Program. If the parties settled their dispute, a written statement to that effect shall be signed by the Complainant ending the complaint which cannot be re-filed. If the parties are unable to resolve the complaint, the complaint shall be scheduled for an informal hearing.
- e. Informal Hearing. An informal hearing shall be conducted by the Board or the Board

may designate an independent hearing officer to conduct the hearing. In the event that the Board will conduct the hearing, the Board Chairperson shall preside at the hearing. The parties shall be given written notice by the Board of the time and place for the hearing. The hearing shall be conducted as follows;

- i. Formal rules of evidence shall not apply but that the evidence must be relevant to the Complaint.
 - ii. The Complainant shall have the burden to prove by a preponderance of the evidence (the allegations are more likely than not) that the President violated College policies.
 - iii. Each party may submit evidence to the hearing officer or to the Board, if the Board will conduct the hearing, five (5) business days prior to the hearing any evidence with a copy to the other party. The Board may request the Human Resources Department to assist with scheduling and processing the proceedings and compile documents.
 - iv. At the beginning of the hearing, each party shall be given an opportunity to give an opening statement prior to the presentation of their complaint or response.
 - v. The complainant shall first present his case, by presenting evidence and witnesses. Thereafter, the President shall present a response and may present evidence and witnesses. Each party may call, examine and cross examine witnesses.
 - vi. Each party may present his or he own testimony in support of their case.
 - vii. The Board or the Hearing Officer may ask questions to any witnesses for clarification or to elaborate.
 - viii. Each party may give a closing statement at the end of the presentation of each party's case.
- f. Decision. The Hearing Officer or the Board, if conducting the hearing, shall within five (5) business days render a written decision containing findings of facts and conclusions of law and remedy. If a hearing officer conducts the hearing, he or she shall submit the written findings of facts, conclusions of law and recommendation(s) to the Board. The Board may accept, reject, or modify the Hearing Officer's recommendation(s) the Board shall issue its own decision.
- g. Final Administration Action. The decision of the hearing officer or the Board shall be the final administrative action.

Section XI: Board Compensation and Travel Expenses

1. By Board resolution, the Board will establish rate of Board compensation in accordance with applicable policies and regulations of the College and the Navajo Nation.
 - A. All regular board meetings, special meetings, and work sessions may be conducted within or outside the boundaries of the Navajo Nation as deemed necessary.
 - B. The Board shall schedule meetings and work sessions as deemed necessary.

2. The Board Chairperson or the President will transmit a copy of any resolution amending any financial benefits of the Board to the Navajo Nation President and Health Education Human Services Committee.
3. Travel & Other Expenses
 - A. Personally Owned Vehicle Reimbursement Rules
 - a. Mileage Payments. Payment shall be made on a mileage basis, using the lesser rate of two methods: the standard highway mileage or the odometer reading with degree of reasonability.
 - i. The mileage rate shall be paid from the point of residency or official duty station to the Board meeting location.
 - ii. Other Allowable Costs. Reimbursement for parking fees, bridge, road and tunnel tolls shall be allowed in addition to the mileage allowance. These shall be supported by original receipts.
 - b. Mileage Rates. For the performance of official travel, reimbursement to the Regents shall be at the current rate allowed by the prevailing Federal Mileage Rate.
4. Payment for Meals, Incidental Expenses and Lodging
 - A. GENERAL. Reimbursement of expenses for meals, lodging and incidental expenses (M&IE) shall be authorized at the allowable Federal Per Diem rate if incurred while on official travel and if all procedures are followed.
 - B. APPROVING OFFICIAL RESPONSIBILITY. It is the responsibility of the approving official to authorize only such expenses that do not exceed the maximum per diem allowances outlined in this policy. Reimbursement shall be determined with consideration of factors that reduce the expenses of the Regent, such as:
 - a. Making arrangements at locations and facilities where lodging and meals can be obtained without cost or a reduced cost;
 - b. Established cost experience in the localities where lodging and meals are required; and
 - c. Situations in which special rates for accommodations have been made available for a particular meeting, conference, training assignment, or other temporary duty assignment.
 - C. TRAVELER'S RESPONSIBILITY. Any payment required for unused room reservations are the responsibility of the traveler and not the responsibility of the College.
Reservations which cannot be kept shall be cancelled as soon as possible by the traveler.

Section XII: Meetings; Waiver of Notice

1. The Board shall have an annual meeting in October and may call for additional meetings as deemed necessary provided that sufficient funds are available. Notices of all meetings shall be provided to all Board members.
2. Except for special meetings, the notice of the annual meeting shall provide five (5) business days advance and the notice for regular meetings shall provide two (2) two business days

advance notice. These notices shall state the place, day and time of the meeting and shall include an agenda. The notice for a special meeting shall state the purpose of the meeting including the place, day and time of the meeting three (3) business days in advance of the meeting unless the Board Chairperson determines that that an emergency situation warrants less notice.

3. At any time in which every Board member is present in-person at a meeting, although held without notice, business may be transacted which might have been transacted if the meeting had been duly called, provided a waiver of the notice of meeting by all Board members is recorded in the minutes. Attendance of a Board member shall constitute a waiver of notice of such meeting, except where a Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
4. Board members shall attend the annual meeting and all regular meetings in-person unless extraordinary circumstance warrant attendance by means of virtual attendance or by teleconferencing as determined and approved by the Board Chairperson. Attendance for Committee meetings maybe by virtual means or in-person. Board meetings can be held through teleconferencing or by virtual means such as zoom when deemed necessary by the Board Chairperson or designee.
5. A simple majority of members present in any Board meeting shall constitute a quorum.
6. Official board action requires a formal motion, second, affirmative vote of a majority of those Regents present at a duly called meeting, and a resolution.
7. Public comments will be limited to three minutes per person if the Board decides to hear public comment.
8. An executive session may be called by the Board to discuss any personnel matters, litigation or other confidential matters. The Board shall state the person or persons who will remain for and attend the executive session. After the executive session, the Board Chairperson shall announce whether or not any action is warranted or if the executive session was for information only.

Section XIII: Resolutions

1. All proposed resolutions shall be presented in writing with attached exhibits and shall have a summary and supporting documentation that shall include an attached narrative summary to all agenda items requiring Board approval with a scope of work/plan of action; personnel and/or budgetary impact; time frame; and a budget breakdown if it involves expenditure of funds or contractual services. A signature review sheet shall be utilized by the college personnel to ensure proper procurement policies are met except in extreme matters of health and safety. The Board may request in writing additional background information. Any spending resolution shall state what funds will be used and an award of a contract shall include the Bid tabulation.

2. The standard resolution format for Board consideration is attached as **Appendix A**.

Section XIV: Agenda Development

1. All proposed agenda items shall be reviewed by the President and Board Chairperson prior to placing on the agenda.
2. The proposed agenda with minutes of the last meeting attached shall be submitted by the President to the Board Members five (5) working days prior to the meeting.
3. Only the Board shall approve the final agenda at its regular or special meeting.
4. The agenda format for regular Board meetings is attached as **Appendix B**.
5. Financial report - Year to date general fund Revenue summary and Budget to actual expense report.
6. The agenda format for special Board meetings is attached as **Appendix C**.
Routine matters listed in the open session portion of the agenda for a regular meeting of the Board may be grouped together and decided by the Board without discussion or debate. These matters will be designated as "Consent Agenda Items." Any Board Member may request discussion or debate on any individual item listed as a Consent Agenda Item, and the matter will be considered and decided separately during the meeting as may be directed by the Board Chairperson.

Section XV: Amendment

These By-Laws may from time to time be reviewed and amended By the Board by a two-thirds (2/3) majority vote. Whenever adopted or amended, a copy of the By-Laws will be transmitted to the President of the Navajo Nation and to the Health Education and Human Services Committee.

Section XVI: Indemnification

No individual Regent shall be held personally liable, and shall be indemnified against liability by the College, for any action or decision made by that Regent in good faith belief that the action or decision was in the best interests of the College and within the scope of his/her authority.

Section XVII: Sovereign Immunity

The Navajo Nation Sovereign Immunity Act shall be applicable to the College and Board.

Revised XXXX
Revised XXXX

Approved 3/22/2024
DC-MAR-2686-24

APPENDIX A

RESOLUTION OF THE DINÉ COLLEGE BOARD OF REGENTS

[Resolution Title Specifically Describing Action of the Board of Regents]

WHEREAS:

1. The Diné College Board of Regents is empowered to exercise authority and control over Diné College and is responsible for the accomplishment of the Diné College purposes, 10 NNC § 2003 (2005) ed.; and
2. Diné College is a non-profit post-secondary educational institutions chartered by the Navajo Nation Council in 1968 for the purposes of providing educational opportunities to the Navajo people and others in areas important to the economic and social development of the Navajo Nation and other purposes, 10 NNC § 2002; and
3. [Describe the background of the action being requested]
4. [Describe the benefits to Diné College associated with the action being requested]
5. [Describe recommendation and specifically describe the action of the Board being requested]

NOW THEREFORE BE IT RESOLVED THAT:

1. The Board of Regents of Diné College hereby approves the [specifically describe action of the Board which should tract the Resolution title]
2. The Diné College Board of Regents of authorizes, directs, and empowers the Diné College President to perform all actions deemed necessary and proper to effectuate the purposes of this resolution.

CERTIFICATION

I hereby certify that the foregoing resolution was duly considered by the Diné College Board of Regents at a duly called meeting held in [location] at which a quorum was present and that same was passed by a vote of ___ in favor, ___ opposed and ___ abstained, this ___ day of _____, 20YY.

Chairperson
Diné College Board of Regents

MOTION:

SECOND:

APPENDIX B

Diné College Board of Regents
Meeting Location
Date
Time

AGENDA

- I. Call to Order
- II. Roll Call
- III. Invocation
- IV. Approval of Agenda
- V. Introduction of Guests and Staff
- VI. Public Comments (3 minutes time limit)
- VII. Announcements
- VIII. Approval of Meeting Minutes
- IX. Approval of Consent Agenda Items
- X. Reports
 - Administration- President's Report
 - Financial Report
 - Departments (as deemed necessary)
- XI. Old Business
 - Directives of the Board
 - Resolutions
 - Other Matters
- XII. New Business
 - Resolutions
 - Travel Requests
- XIII. Executive Session (if deem necessary)
- XIV. Next Meeting Date
- XV. Adjournment

APPENDIX C

DINÉ COLLEGE SPECIAL BOARD OF REGENTS MEETING

Location

Date

Time

AGENDA

- I. Call to Order
- II. Roll Call
- III. Invocation
- IV. Approval of Agenda
- V. Item(s) approved (i.e.: Resolutions)
- VI. Executive Session as deem necessary.
- VI. Next Meeting Date
- VII. Adjournment