

Diné College
Tsaile, AZ
By-Laws of the Board of Regents

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

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

Section II: Seal

1. Diné College Board of Regents 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 owned by the Navajo Nation, to act for and on behalf of the Navajo Nation Council within its areas of responsibility defined in the TITLE 10, NAVAJO NATION CODE, Chapter 19, Diné College that amended the charter previously granted by Resolution CN 95-68 of the Navajo Nation Council. Diné College shall have the authority as a distinct and semi-independent agency of the Navajo Nation Council, within the limits and guidelines set forth to conduct its activities within the Navajo Nation or elsewhere.

Section IV: Mission Statement

1. Diné College applies the Sa'ah Naagháí Bik'eh Hózhóón principles to advance student learning through:
 - Harmony with Nitsáhákees (Thinking), Nahatá (Planning), Iiná (Living), and Sihasin (Assurance);
 - the study of Diné language, history, and culture;
 - preparation for further studies and employment in a multicultural world; and
 - 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

Section V: Purpose

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

1. To provide a quarterly report or as otherwise requested to the Health, Education Human Services Committee and to provide an annual report to the Navajo Nation Council, by the President of the Board and the College President.
2. The Board is the fiduciary of all funds and assets.
3. To establish, amend and adopt any policies and procedures to be followed by Diné College.

4. To ensure the implementation of all Diné College policies and procedures including but not limited to the personnel policy.
5. To maintain legal representation for consultation with the Board and preserving and defending the legal rights and interests of Diné College.
6. To communicate and seek funds from private and public sources.
7. To ensure the institution's mission is kept current and is aligned with public purpose.
8. To 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) 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 President of the Board of Regents deems appropriate.
 - C. Will culminate in a report.
 - 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: Membership

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 of Regents shall consist of 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 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 President of the Board of Regents. The Board President 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; and, unless otherwise specified therein, the acceptance of such resignation by the Board of Regents shall not be necessary to

make it effective.

4. 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.
5. Each member of the Board 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 President, a Vice-President, a 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. Officers shall be elected by secret ballot for a term or by acclamation of one year or until their successors are elected.
3. The Secretary will tabulate the votes; subsequently officers will take their office immediately.

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

1. The President 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 have the authority to issue directives and instructions to the College's attorney and College President.
2. The Vice President shall preside at all meetings of the Board in the absence of the President.
3. The Secretary shall review the draft meeting minutes and proposed written resolutions of the Board.
4. 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. 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 or Federal Law or College policies.
5. The Board of Regents may from time to time delegate additional duties to its board officers.

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.
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 of each of its campuses and departments; and shall take every initiative in:

- 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.
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) Provide advice to the President;
 - (2) Assist in community relations;
 - (3) Assist in institutional development; and
 - (4) Provide any other assistance requested by the President;
 - P. Establish traffic regulations for the campus;
 - Q. Submit to an annual evaluation process to be completed by May 31 as follows:

- (1) 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.
- (2) 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) The President may seek an extension of time to submit the self-evaluation report for good cause;
- (4) 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) Update on institutional changes since the President's last report;
 - (b) A response to any concerns or topics as requested by the Board;
 - (c) A summary of the ways in which the following goals have been fulfilled during the reporting period:
 - i. Mission;
 - ii. Institutional integrity (financial, academic, faculty and staff, freedom of expression, pursuit of truth in teaching and learning, student policies on academic honesty);
 - iii. Student success including challenges regarding student success;
 - iv. Improvement in teaching and learning: quality, resources, support, evaluation and improvement;
 - v. Resources, planning, and institutional effectiveness; and
 - vi. Cultural wellbeing and morale of the College's faculty, staff, and students.
- (5) 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) A qualified and neutral third party facilitator 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) 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) 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 of Regents will be required to attend this meeting in person, unless the President of the Board, in his or her discretion, excuses the presence of any member. The meeting will be facilitated by the third-party facilitator.

(9) 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.

5. 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 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, or designee. In addition, the Complaint may be directly filed with the Board of Regents President 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 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 President shall within five (5) business days' consult with the Board for such action. In such case, the Board President will issue an administrative reassignment memorandum with appropriate restrictive measures.
 - 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 Board President 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 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. 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 and complete the investigation within twenty (20) calendar days. The investigator shall submit the investigation report to the Board of Regents.
 - D. Upon receipt of the appeal from either party, the Board shall promptly submit and schedule the Complaint for peacemaking:
 - (1) 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 President 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;

- (a) Formal rules of evidence shall not apply but that the evidence must be relevant to the Complaint.
- (b) 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) 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) 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) 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) Each party may present his or he own testimony in support of their case.
- (g) The Board or the Hearing Officer may ask questions to any witnesses for clarification or to elaborate.
- (h) Each party may give a closing statement at the end of the presentation of each party's case.

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

Section X: 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 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
 - (1) 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.
 - (2) 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) Making arrangements at locations and facilities where lodging and meals can be obtained without cost or a reduced cost;
 - (2) Established cost experience in the localities where lodging and meals are required; and
 - (3) 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 XI: Meetings

- 1. The Board of Regents shall have an annual meeting in October. The Board may call a work session/special meeting as deemed necessary provided that sufficient funds are available.
- 2. The Board of Regents may call a meeting with at least 24-hour notice.
- 3. Five (5) members present in any Board meeting shall constitute a quorum.

4. Public comments will be limited to three minutes per person if the Board of Regents decides to hear public comment.
5. 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 shall announce whether or not any action is warranted or if the executive session was for information only.

Section XII: 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 XIII: Agenda Development

1. All proposed agenda items shall be reviewed by the College President and Board President 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. Financial report - Year to date general fund Revenue summary and Budget to actual expense report.
5. 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 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 Chair.

Amendment

These By-Laws may from time to time be reviewed and amended 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 Diné 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 Diné College and within the scope of his/her authority.

Section XV: Sovereign Immunity

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

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

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, empowers, and directs 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 _____, 2019.

President
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