LEGISLATIVE SUMMARY SHEET

Tracking No. 0012-21

DATE: January 13, 2021

TITLE OF RESOLUTION: AN ACT RELATING TO HEALTH, EDUCATION AND HUMAN SERVICES, LAW AND ORDER, BUDGET AND FINANCE AND NAABIK'ÍYÁTI' COMMITTEES AND THE NAVAJO NATION COUNCIL; AMENDING THE CHARTER OF DINÉ COLLEGE, 10 N.N.C. §§ 2001 – 2023

PURPOSE: This resolution, if adopted, would amend the Charter of Diné College, 10 N.N.C. §§ 2001 – 2023.

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This written summary does not address recommended amendments as may be provided by the standing committees. The Office of Legislative Counsel requests each Council Delegate to review each proposed resolution in detail.

5-DAY BILL HOLD PERIOD: VOIDANDSC
Website Posting Time/Date: 01-22-21 2:23 PM
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Eligible for Action: 01-28-2021

Health Education & Human Services Committee
Thence
Law & Order Committee
Thence
Budget & Finance Committee
Thence
Naabik'íyáti' Committee
Thence
Navajo Nation Council

PROPOSED NAVAJO NATION COUNCIL RESOLUTION

24th NAVAJO NATION COUNCIL – Third Year, 2021

INTRODUCED BY

OTTO TSO

(Prime Sponsor)

TRACKING NO. 0012-21

AN ACT

RELATING TO HEALTH, EDUCATION AND HUMAN SERVICES, LAW AND ORDER, BUDGET AND FINANCE AND NAABIK'ÍYÁTI' COMMITTEES AND THE NAVAJO NATION COUNCIL; AMENDING THE CHARTER OF DINÉ COLLEGE, 10 N.N.C. §§ 2001 - 2023

BE IT ENACTED:

SECTION ONE. AUTHORITIES

1. The Health, Education and Human Services Committee of the Navajo Nation Council is empowered to establish Navajo Nation policy, promulgate rules and regulations governing health, social services, education, human services and general government services of the Navajo Nation and its tribal organizations, entities and enterprises, among other duties and responsibilities. 2 N.N.C. §401(B)(1). The Committee further has oversight responsibilities over colleges within the Navajo Nation. 2 N.N.C. §401(C)(3).

2. The Law and Order Committee of the Navajo Nation Council reviews and makes recommendations to the Navajo Nation Council on proposed amendments to the Navajo Nation Code. 2 N.N.C. §601(B)(14).

3. The Budget and Finance Committee of the Navajo Nation Council "coordinate[s] and review[s] all fiscal, financial and investment activities of the Navajo Nation and its enterprises, as well as other agencies, federal, state, regional and private, expending or

seeking to expend funds within the Navajo Nation or for the benefit of the Navajo People." 2 N.N.C. § 301(B)(5).

4. The Naabik'íyáti' Committee of the Navajo Nation Council reviews proposed resolutions requiring final action by the Navajo Nation Council. 2 N.N.C. § 164(A)(9).

5. The Navajo Nation Council sets policy for the Navajo Nation. Among other duties and responsibilities, it is authorized to amend the charter of the Diné College. 10 N.N.C. §2022.

SECTION TWO. FINDINGS

A. Diné College is a non-profit post-secondary educational institution. The college was chartered by the Navajo Nation Council in 1968 for purposes of providing educational opportunities to the Navajo people and others in the areas important to the economic and social development of the Navajo Nation and other purposes. 10 N.N.C. §2002.

B. Diné College is governed by a Board of Regents. The Board exercises authority and control over the college and is responsible for the accomplishment of the college's purposes. 10 N.N.C. §2003. By resolution DC-JUN-2443-20 (attached as EXHIBIT B), the board recommends amendments to the charter of Diné College, amendments which include increasing its borrowing capacity of the college from two million to fifty million dollars.

C. It is in the best interests of the Navajo Nation that the charter for Diné College is amended.

SECTION THREE. APPROVING AMENDMENTS TO CHARTER OF DINÉ COLLEGE

The Navajo Nation hereby approves amendments to the Charter of Diné College as provided in attached EXHIBIT A.

SECTION FOUR. CODIFICATION

The provisions of these amendments shall be codified by the Office of Legislative Counsel. The Office of Legislative Counsel shall incorporate these amendments into the

next codification or supplement of the Navajo Nation Code.

SECTION FIVE. SAVINGS CLAUSE

Should any part of these amendments be determined invalid by the Navajo Nation Supreme Court or the District Courts of the Navajo Nation, without appeal to the Navajo Nation Supreme Court, portions not determined invalid shall remain the law of the Navajo Nation.

SECTION SIX. EFFECTIVE DATE

These amendments shall become effective in accord with 2 N.N.C. § 221(B).

EXHIBIT A

TITLE 10. EDUCATION

Chapter 19. Diné College

§ 2001. Establishment; charter

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 this ~~C~~chapter. The charter previously granted by Resolution CN–95–68 of the Navajo Nation Council is hereby amended. Diné 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 in this Chapter.~~, to conduct its activities anywhere within the Navajo Nation or elsewhere.~~

§ 2002. Purposes

Diné College is created by the Navajo Nation Council for the following purposes:

A. To provide educational opportunities to the Navajo People and others in areas important to the economic, ~~and~~ social, and cultural development of the Navajo Nation through:

1. ~~College Degree~~ Postsecondary Programs: Programs offered by Diné College will be within the scope of its accreditation by an accrediting agency recognized by the U.S Department of Education and include ~~which provides students with~~ certificate programs and programs leading to~~,~~ associate, baccalaureate, graduate.~~,~~ ~~A~~and post-graduate degrees ~~when such degree programs are accredited.~~
2. ~~Technical Skills Program~~ Honorary Degrees: Diné College may bestow Honorary Degrees on individuals to recognize their distinguished contributions to a specific field or to the Navajo Nation; ~~which provides students with technical training and skills in fields that allow direct employment opportunities.~~

3. Dual Enrollment Programs ~~Navajo and Native American Studies Program~~: Diné College may offer programs that allow for high school students to enroll in college courses for college credit; ~~which provides learning experiences enabling students to develop a clear sense of identity, learn the Navajo language and develop unique skills useful to Navajo and Native American communities.~~

4. ~~Creating and enforcing student respect for the rights of others and preservation of orderly, democratic and traditional values.~~ Navajo and Native American Studies Program: These programs provide learning experiences to enable students to develop a clear sense of identity, learn the Navajo Language, and develop unique skills useful to Navajo and other Native American communities.

5. Other Programs: Educational programs that create and enforce student respect for the rights of others and preservation of orderly, democratic, and traditional values. Such programs include Continuing Educational programs, Diploma Equivalency Programs, and other educational and development programs.

~~B. To provide services to Navajo communities by:~~

B. To create for-profit and non-profit entities that are non-instrumentalities of the Navajo Nation which will enable Diné College to pursue opportunities in the private sector and participate in public-private partnerships and alliances with other businesses, colleges and universities. Such entities are for the purpose of funding scholarships, improving and building infrastructure, pursuing research, developing academic programs, and otherwise benefitting the College. As non-instrumentalities of the Navajo Nation, these entities will not have the attributes and privileges of sovereign immunity.

~~1. Assessing and identifying community needs;~~

~~2. Developing programs and working with other agencies to meet community educational needs; and~~

~~3. Providing other services to the communities related to the educational process.~~

C. To provide services to Navajo communities of the Navajo Nation by:

1. Offering programs related to the Navajo Language and Navajo Culture to enable the survival, progress, and identity of the Navajo People;
2. Conducting research relevant to the needs of the Navajo communities and the Navajo Nation as a whole;
3. Developing programs and working with other governmental agencies and private entities to meet Navajo community needs; and
4. Providing other services to serve the interests of the Navajo Nation such as research and technical assistance to the Navajo Nation Council and its committees, the Navajo Nation and its departments and agencies, and other organizations and enterprises.

~~C~~ D. To provide the following additional services related to the effective operation of ~~the~~ Diné ~~e~~College facilities~~y~~ and programs:

1. Continually ~~study~~ assess and inventory the educational needs of the Navajo Nation, and develop long-range plans to meet these needs.~~,~~ ~~including implementation of a plan to obtain accreditation for the Diné College as a baccalaureate and postgraduate institution.~~
2. Obtain and maintain accreditation of Diné College as a baccalaureate and post graduate institution. ~~Provide a research and technical assistance to the Navajo Nation Council and its committees, the Navajo Nation and its departments and agencies, and other organizations and enterprises.~~
3. Improve access to education by establishing multiple remote campuses and provide distributed learning through distance education, video conferencing and other technologies, transportation, and learning centers. ~~Extend and offer educational opportunities by establishing multiple remote campuses and distributive learning centers.~~
4. Offer students career counseling and employment placement services.
5. Evaluate and improve the effectiveness of Diné College programs by maintaining communication with former students.

6. Provide effective administrative support and student services to ~~assure~~ ensure students full utilization of the educational programs and ~~maximum~~ efficient use of budgeted funds.

7. Encourage educational excellence in Diné College students by developing higher education scholastic standards. The standards will be used to measure student outcomes such as academic performance, rates of retention, graduation, and completion. ~~accomplishment and award degrees to students meeting such standards.~~

~~D~~ E. Diné College shall formulate and deliver land-grant institution programs in natural and rural development, classroom instruction, e~~E~~xtension Services, and research consistent with the Equity in Educational Land Grant Status of 1994~~,~~. The College shall ~~and thereby~~ participate and collaborate fully with other entities of the Navajo Nation and with other land grant colleges and universities to meet the ~~human resource development~~ needs of the Navajo people and others.

§ 2003. Board of Regents; selection

A. Authority. The Board of Regents (the "Board") is vested with all powers and ~~The full~~ authority to govern effectively and set policy for ~~and control over~~ Diné College~~,~~ in accordance with laws of the Navajo Nation and applicable State and Federal laws. It is the ~~and~~ responsibility ~~for~~ of the Board to establish the process for accomplishment of ~~its~~ the purposes~~, is delegated to a Board of Regents.~~ and mission of Diné College, ensure the College's fiscal integrity, conduct business in an exemplary fashion with appropriate transparency, preserve and protect the College's autonomy and ensure the College provides its students a quality education. Subject to ~~other~~ applicable laws, employees and officials of the Navajo Nation and candidates for Navajo Nation office~~s~~, shall not interfere with or interrupt the day-to-day activities of the Board of Regents or Diné College employees carrying out their responsibilities as such ~~college education programs~~.

~~B. The Board of Regents shall consist of eight members, including the Chairperson of the Education Committee or the committee's designee, the Navajo Nation~~

~~Superintendent of Schools, and the President of the Diné College Student Body who shall be full official members. Five shall be enrolled members of the Navajo Nation and subject to confirmation and removal by the Government Services Committee of the Navajo Nation Council to each of the five agencies of the Navajo Nation. In the event that the Government Services Committee within 30 days declines or fails for any reason to pass a resolution confirming an appointment made by the President, the appointee shall not sit as a Regent and the President shall submit an alternative appointee within two weeks of the Government Services Committee action declining to confirm the appointment, or the expiration of the 30 day period for confirmation.~~

B. Selection. The President of the Navajo Nation shall recommend appointed and special interest candidates to the Board of Regents, subject to the confirmation by the Naabik'iyati' Committee of the Navajo Nation Council. These appointments will include criteria based on the appointee's expertise. Some areas of expertise include, but not limited to education, business, investment, healthcare, traditional knowledge, and legal. The number of new appointments for board seats shall not exceed the half of the board's membership.

C. Composition. The Board of Regents shall initially be composed of seven (7) members. By a duly adopted resolution of the Board of Regents, the number of Regents may increase from seven (7) but shall not exceed eleven (11) nor be less than seven (7) and the number of Board members will be an odd number.

1. The Board of Regents shall include three (3) voting ex officio members who are:

   a. The designee who is a current member of the Navajo Nation Council;

   b. the Navajo Nation Superintendent of Schools, and;

   c. the President of the Associated Students of Diné College.

   Ex officio Board members when acting in their capacity in the above-mentioned positions will not represent or give the impression that they have the authority to act on behalf of the Board unless expressly given such authority by the Board.

2. The majority of all Board members shall be enrolled members of the Navajo Nation.

3. All members, except the ex officio and non-voting Designated Members, are subject to confirmation and removal by the Navajo Nation Council. In the event that the Navajo Council designee declines or fails for any reason to pass a resolution confirming an appointment made by the President within thirty (30) calendar days of the appointment, the appointee shall not sit as a Regent. The President shall submit an alternative appointee within fourteen (14) calendar days of the Navajo Nation Council action declining to confirm the appointment, or the expiration of the thirty (30) calendar day confirmation period.

4. At the request of the Board of Regents through a resolution, the President of the Navajo Nation may appoint as a Board of Regent member an individual who will be designated a "Special Interest" member. The Special Interest member of the Board will have unique qualifications and be granted privileges and roles identical to other appointed members. Special Interest members may include individuals who are professionals familiar with education, health care/medicine, law, social science, economic, engineering, humanities or art, or another field which may be of benefit to the institution. Appointment of a Special Interest member cannot cause the Board membership to exceed eleven (11) members. Upon resignation or removal of a Special Interest member, the President of the Navajo Nation shall appoint his or her replacement if the vacancy causes the Board membership to decrease below seven (7) members or if the vacancy creates the need to replace the expertise of the Special Interest member who vacated the position. If neither of the two circumstances exist, the President of the Navajo Nation may appoint a replacement of the vacated Special Interest member but only upon the Board's request and presentation of demonstrated need.

5. The Board of Regents may also appoint Designated Members. Designated Members are non-voting members with restricted privileges and authority and

may cause the Board-member maximum to exceed eleven (11). The Faculty Association President and Staff Association President shall be Designated Members of the Board. The Board shall delineate by resolution the specific restrictions and authority of each Designated Member. The role of Designated Members is to provide ancillary support to the Board of Regents such as participation in meetings, fundraising, assistance with philanthropic efforts, and support of the operations and initiatives of Diné College. The Designated Members may include former Board members and other Diné College officials such as President of the Alumni Association, Faculty and Staff Association Presidents, and Directors from the Diné College Foundation, LLC.

~~C~~ D. Qualifications for Diné College Board of Regents ~~Candidates~~:

1. All appointed members of the Board of Regents ~~must~~ shall meet the following qualifications:

~~a. Must maintain continuous residence and voter registration within a chapter within a chapter within the Agency of the Navajo Nation which they are appointed to represent, during the period of their term; and~~

a. Bachelor's Degree, from an accredited institution, or experience equivalent to such.

b. Must be at least (18) years of age at the time of the appointment; and

c. Must not be an employee of the Diné College; ~~and~~

d. Must not have a conflict of interest with the College President or any member of the Executive management team of Diné College ~~arising from any Navajo Nation, state, or federal laws regarding his or her appointment~~; and

e. Must have good moral and ethical character as demonstrated by a background clearance revealing no ~~not have been convicted of a~~ felony convictions or acts of dishonesty or moral turpitude within the five (5) years preceding the date of appointment.

E. At least four (4) appointed Board of Regent members shall possess, at least, one of

the following requirements:

1. A valid Certified Public Accountant ("CPA") license or at least a finance, accounting, and investment background,

2. A business background with at least five (5) years of executive management,

3. A good understanding of Diné spiritual ceremonial knowledge, preferably Hatałii, or,

4. Expertise in higher education.

F. ~~§ 2004.~~ Tenure

~~A.~~ 1. ~~The Chairperson of the Education Committee, the Navajo Nation Superintendent of Schools, and the President of the Student Body~~ The ex-officio members shall serve while they hold their respective offices.

~~B.~~ 2. Appointed members shall serve six (6) year terms. ~~Each of the five appointed members shall serve~~ The terms shall be staggered ~~terms~~, beginning the date of Annual meeting and ending on the date of the Annual Meeting occurring in the sixth calendar year. ~~to be determined by lot at the time of the first meeting of the Board of Regents following confirmation of the first set of appointed members seated under the provisions of § 2003. At the initial meeting of this Board, the members shall determine by lot which agency representative shall serve a six, five, four, three and two year term. The terms for future appointed agency representatives shall continue to be staggered in accord with the results of this lot. Each of the appointed members shall serve with full rights and privileges until his successor has been duly appointed, qualified and seated.~~

~~C.~~ 3. Members may be reappointed for no more than ~~two~~ three (3) successive terms.

G ~~§ 2005~~. Resignation and ~~r~~Removal

1. Resignation. ~~Any~~ Regents, ~~except the Chairperson of the Education Committee, the Navajo Nation Superintendent of Schools, and the President of the Student Body,~~ may resign at any time by ~~giving~~ submitting written notice to the ~~President of the~~ Board Chairperson ~~of~~

~~Regents~~. Such resignation shall take effect at the time specified in the notice without the necessity of acceptance. ~~Any appointed member may be removed by the Government Services Committee~~

2. Removal. All appointed Regents serve at the pleasure of the Navajo Nation Council, which may remove any regent when Council determines such removal is in ~~when, in their judgment,~~ the best interests of Diné College ~~will be served thereby~~. The removal of the Regent from the Board may occur with or without cause at a duly called meeting of the Naabik'íyáti' for that purpose. Any Designated Member may also be removed from the Board by a two thirds majority vote of the Board of Regents at any special meeting of the Board called expressly for that purpose. Any Board member proposed to be removed shall be entitled to reasonable notice for an opportunity to be heard at such special meeting as long as the removal does not interfere with the Board's quorum.

H. ~~§ 2006.~~ Vacancies. Vacancies on the Board of Regents, with the exception of Designated Members, that occur for any reason shall be filled by appointment in accordance with § 2003 and confirmed by the ~~Government Services~~ Naabik'íyáti' Committee of the Navajo Nation Council for the balance of that member's term.

I. ~~§ 2014~~. Compensation

By formal resolution, the Board may establish rates of compensation and procedures for payment and reimbursement of expenses of Board of Regent members, consistent with applicable policies and regulations of the Navajo Nation. The Board shall have discretionary authority to provide different rates for officers and committee members as it sees fit, or for any Regent assigned a special responsibility. A copy of any resolution establishing or amending any financial benefit to the Board, or any member of the Board, shall be promptly transmitted to the President of the Navajo Nation and to the ~~Education~~ Naabik'íyáti' Committee for their records.

J. ~~§ 2016.~~ Responsibilities~~y~~ and Duties. ~~of the Board of Regents~~

The Board of Regents shall have overall responsibility to the Navajo Nation Council for the accomplishment of the ~~p~~Purposes of Diné College as stated in this Chapter~~,~~. As such, a Regent shall perform the responsibilities and duties in good faith, as a fiduciary to the Navajo Nation Council, and in a manner that is in the best interest of Diné College. The responsibilities and duties of the Board of Regents shall include ~~and~~ more specifically to ~~shall~~:

~~A.~~ 1. Report and be ~~responsible~~ accountable to the Navajo Nation Council and its ~~Education~~ Health, Education and Human Services Committee as it carries out its duties to accomplish the objectives and goals of Diné College. ~~for progress towards the fulfillment of the purpose of Diné College~~. The Board of Regents shall provide ~~prepare and submit~~ a written Annual Report to the Navajo Nation Council~~, or as otherwise requested by the Council or the Education Committee,~~ to be delivered verbally by the ~~President~~ Chairperson of the Board or such other representative designated by the Board~~,~~. In addition, the Board of Regents will provide reports as ~~when~~ requested by the Council or Health, Education and Human Services Committee.

~~B.~~ 2. Maintain and safeguard the funds, investments and assets of Diné College according to reasonable and prudent financial accounting standards and practices~~,~~ and utilize such funds ~~for~~ and assets to accomplish the long range ~~accomplishment of the purposes~~ objectives of Diné College. ~~The Board of Regents shall be accountable for all Navajo Nation, federal and other funds entrusted to it, which accountability shall include retaining a reputable and accountable independent firm of certified public accountants to examine the books and accounts of Diné College, and to prepare and deliver an opinion and report of said accounts and financial procedures to the Board of Regents and to the Navajo Nation Council at least annually. However, no individual Regents 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 authority. The Controller of the Navajo~~

~~Nation, the Budget and Finance Committee and the Education Committee shall be advised what accounting firm is selected to perform the annual examination and audit.~~

~~C.~~ 3. Establish the policies and procedures to be followed by Diné College in its pursuit of the purposes stated in this Chapter, and employ or retain qualified personnel, or outside-assistance as necessary to ~~define~~ establish proper and effective policies and procedures.

~~D.~~ 4. Administer the routine and special affairs of Diné College through employment of qualified, ~~and~~ competent, ~~staff of~~ educational, and administrative personnel, and extending an employment preference to qualified members of the Navajo Nation.

~~E.~~ 5. Conduct the business of Diné College in an authorized and lawful manner, and subject to applicable laws retaining qualified and competent attorneys for consultation with the Board and preserving and defending the legal rights and interests of Diné College.

~~F.~~ 6. Communicate with appropriate committees and representatives of the Navajo Nation Council, United States Congress, ~~and~~ federal, state and private agencies in a position of responsibility and authority to support the mission and objectives of Diné College, and submit appropriate proposals and applications for financial, technical and other assistance as may be available and consistent with the purposes of Diné College.

7. Establish and maintain an institutional review board for purposes of reviewing and assessing the educational integrity and ethics of faculty and student research and ensuring that such research is consistent with the College's mission and purposes.

8. Obtain and maintain institutional accreditation by an accreditor recognized by the U.S. Department of Education.

K. Support Personnel. The Board may request the College President to provide secretarial or other assistance to the Board.

~~§ 2007. Meetings, special meetings; notice; meeting items; executive session~~

§ 2004. Meetings for the Board of Regents, special meetings, work sessions, notice; meeting items; executive session

~~A.~~ The Board of Regents shall have an annual meeting on the first Wednesday of October each year at 10:00 A.M. at the Diné College campus at Tsaile, Navajo Nation (Arizona). meetings may be held monthly at such time and place as established by the Board, but a meeting will be held not less than ~~one~~ once ~~meeting~~ each quarter. ~~B. Special meetings may be called upon at least 24 hours actual notice to all Regents by the President~~ The Chairperson or the Vice-President of the Board of Regents or by any three Regents acting in concert may call special meetings. ~~C.~~ The Board may discuss and act upon ~~A~~any matter pertaining to or impacting Diné College ~~may be discussed and acted upon by the Board~~ at any regular or special meeting at which a quorum is present and notice requirements were met.

A. ~~D.~~ The Board may vote to declare all, or any part of any meeting involving personnel matters, litigation or other confidential matters to be an executive session and closed to everyone except for voting members ~~Regents,~~ and such other persons who the Board Chairperson ~~as are~~ expressly requests to attend. Non-voting members and others asked by the Board Chairperson to attend executive session must sign a written agreement to maintain the strict confidentiality of all matters discussed in executive session. No resolutions shall be passed, or formal action taken in executive session.

B. Notice of Meeting

Written notice of a meeting of the Board shall be sent to each Regent. Such written notice shall state the place, day, and time of the meeting and have an agenda attached. A notice for special meetings shall also indicate the purpose of the meeting and be provided three (3) days in advance, unless the Board Chairperson determines that an emergency situation warrants less notice.

C ~~§ 2008~~. Quorum

A quorum for any meeting of the Board or its committees shall be ~~five members,~~ a simple majority of the voting membership. ~~and~~ ~~n~~No formal action of the Board

shall be valid unless a quorum is present. The quorum requirement shall be met either ~~only~~ by actual physical presence, or remote participation of Regents. ~~and not by any other representation or proxy, except that the chairperson of the Education Committee of the Navajo Nation Council may send the Vice Chairperson or a member of the Education Committee.~~

D. Voting. At any meeting of the Board in which quorum is achieved, each Regent shall have one (1) vote, subject to the authority and privileges in this Charter and Bylaws. The board shall in all cases act by a majority vote in the presence of quorum. Proxy votes may not be utilized, except that the designated appointee Naabik'íyáti' Committee may send a proxy to attend and vote on her or his behalf, who is also currently serving Delegate of the Naabik'íyáti' Committee.

~~§ 2009. Faculty representative~~

~~The faculty of Diné College shall select a representative to attend all regularly scheduled open meetings of the board, to serve as a liaison and promote direct and open communications about the concerns and opinions of the faculty. When present, the representative shall be extended an opportunity to address the board and participate in board discussion.~~

E ~~§ 2011~~. Board action

All official action of the Board shall require formal motion, a second and an affirmative vote of a majority of those Regents present., ~~and v~~Voting at duly called regular or special meetings of the Board with a quorum present ~~or a duly formed committee, and~~ shall be reduced to writing in the form of minutes, which will be ~~and~~ certified by the presiding officer or ~~s~~Secretary. ~~The written form may be a separate and distinct resolution or may be contained in the~~ All resolutions should be reduced to writing and included with the official minutes. ~~of the meeting, in which event the~~ All minutes shall be properly certified. No individual power or authority to act ~~for or~~ on behalf of Diné College shall attach to any ~~Regent~~ Board member by virtue of that office, except as may be expressly given by this ~~C~~chapter, the Bylaws, or resolution of the Board.

F ~~§ 2012~~. Bylaws

The Board may adopt, and amend from time to time, Bylaws to govern the conduct of its meetings and establish procedures for the orderly transaction of business. Such Bylaws may further define the duties, authority and responsibility of officers of the Board, and cover such other matters as are normal and appropriate to similar corporate Bylaws. The Bylaws shall be effective to the extent they are not repugnant to this ~~C~~chapter or the applicable laws and regulations of the Navajo Nation and the United States. Whenever adopted or amended, a copy of the Bylaws will be transmitted to the President of the Navajo Nation and to the ~~Education~~ Naabik'íyáti' Committee.

G. Teleconference Meetings. Board meetings can be held through teleconferencing means e.g. zoom, skype, phone conference when deemed necessary. All actions and voting rights hold the same authority as if the board were meeting in-person. Quorum requirement and Bylaws meeting procedures will be complied with during telecommunication meetings.

§ 2005 ~~2010~~. Board Officers ~~and support personnel~~

A. Any Board Member ~~Regent~~ may serve in any office, but each officer must be a current member of the Board of Regents. At the annual meeting, the Board of Regents shall select the following officers to perform the following duties:

~~A.~~ 1. ~~President~~ Chairperson. The ~~President~~ Chairperson of the Board of Regents shall preside at all meetings during which he or she is present~~;~~. ~~except as h~~He or she may ~~voluntarily~~ delegate such function to another Board member. The Chairperson ~~He or she~~ shall have the authority to call special meetings of the Board and certify resolutions as provided in this Chapter, and in general perform all duties incident to the office of Board ~~President~~ Chairperson, including such duties as may be described in the Bylaws or policies and regulations or assigned to him ~~of~~ or her by the Board of Regents.

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

President, and shall discharge any other duties assigned by the ~~President~~ Chairperson or the Board.

~~C.~~ 3. Secretary. The Secretary shall have overall responsibility to maintain complete and accurate minutes of all meetings, and all resolutions or other formal Board action to be properly recorded, indexed and retained for future reference, and shall see that all required notices are duly given. The Secretary shall have authority to attest to official records of Diné College and the Board of Regents, to certify resolutions as provided in this Chapter.

~~D.~~ 4. Treasurer. The Treasurer shall have overall responsibility for proper control and accounting of Diné College funds in an advisory capacity. He or she shall maintain liaison between and among the Board of Regents, ~~and~~ the Controller, and the Business Manager of Diné College and bring appropriate financial information and recommended action to the attention of the Board. The Treasurer shall have no direct authority over the expenditure or investment of Diné College funds excepts as may be expressly granted by formal Board resolution~~,~~ and may be required by the Board to give a bond for his or her faithful performance.

~~E.~~ 5. Support Personnel. The Board may request the College President, through administrative staff, to provide secretarial or other assistance to the Board.

§ 2006. Officers of Diné College

The officers of Diné College shall be the College President, Provost, Vice President of Finance, and Administration, Board of Regents Liaison. Subject to the approval of the Board, the President of the College may establish or designate other positions as officers of Diné College. All officers of the College must have good moral and ethical character as demonstrated by a background clearance revealing no felony convictions or acts of dishonesty or moral turpitude within the five (5) years preceding the date of appointment.

A. The President of the College is the Chief Executive Officer of the institution. The President shall be appointed by the Board and shall serve at the pleasure of the

Board. The President shall be responsible for the supervision and management of the College, for the duties mandated by the Charter and Bylaws, and for interpreting and implementing the policies of the College and of the Board. The President appoints the remaining officers of the College subject to Board approval.

B. The Provost shall be the Chief Academic Officer of the College and shall report to the President of the College.

C. The Vice President of Finance and Administration shall be the Chief Financial Officer of the College.

§ 2007 ~~2013~~. Board Committees

The Board may ~~select such~~ establish committees, such as standing or adhoc, as it deems appropriate from among its members to work in general or specialized areas of responsibility~~,~~ and may empower such committees to act for and on behalf of the Board to the extent it desires. The following committee are hereby established:

A. The Audit, Finance, and Investment Committee, or its designee, shall oversee and monitor the College's Financial audit, investments, and compensation. The Audit, Finance, and Investment Committee shall consist of three (3) Board members. All members of the Audit Finance, and Compensation Committee shall be financially literate.

B. Student Success and Academic Affairs Committee, or its designee, shall oversee the implementation of initiative towards data-based practices to improve students' graduation, retention, and experience. The Student Success Committee shall consist of three (3) Board members.

C. Governance Committee, or its designee, shall provide strategic direction and oversight, make recommendations to the Board of Regents, and take action pursuant to delegated authority, on matters pertaining to the organization and management of the Board, pertaining to the development, review and amendment of employee compensation and benefits programs and policies. The Governance Committee shall consist of two (2) Board members.

§ 2008 ~~2015~~. Conflicts of Interest

A. No contract or other transaction between Diné College and any one of the Board members ~~Regents~~, or between Diné College and any corporation, partnership, firm or legal entity in which one or more of the ~~Regents~~ Board members has an interest, directly or indirectly, shall be valid for any purpose, unless the entire interest of the Board member ~~Regent~~ or ~~Regents~~ members has been fully disclosed as required by the Ethics in Government Law, and the proposed contract or transaction is approved by the affirmative vote of at least a majority of the Board members who are not so interested. The discussion and vote shall take place while the interested ~~Regent~~ Board members or ~~Regents~~ members remove themselves from the meeting.

B. In its discretion, the Board of Regents may submit questions of conflicts of interest to the Ethics and Rules Committee of the Navajo Nation Council for review and an advisory opinion.

§ 2009 ~~2017~~. Powers and authority of Diné College ~~the Board of Regents~~

A. Diné College is a creation of the Navajo Nation Council, shall be under the control of the Navajo Nation Council and shall be governed by laws, rules, regulations and policies duly enacted by the Navajo Nation Council or the ~~Education~~ Health, Education, and Human Services Committee pursuant to its delegated authorities; it shall have perpetual succession.

B. Diné College, through its Board of Regents, shall have the following powers which it may exercise consistent with the purposes for which it is established:

1. To adopt and use an official seal by causing it, or a facsimile thereof, to be impressed or affixed or in other manner reproduced.
2. To make agreements and incur liabilities which may be appropriate to enable Diné College to accomplish any or all of its purposes, to borrow money for such purposes at such rates of interest as Diné College may determine, to issue notes, bonds and other obligations subject to the provisions hereof concerning

the issuance of its obligations, and to secure any of its obligations by mortgage, pledge, or deed of trust of all or any of its property and income with the approval of the Navajo Nation Council. Diné College shall not have power to mortgage, pledge, or encumber any real estate or tangible property of the Navajo Nation, nor any such property in which the Navajo Nation has an interest.

3. To make agreements with and to borrow money to a maximum single transaction limit of ~~two~~ fifty million dollars ~~($2,000,000)~~ ($50,000,000.00), from any governmental agency (federal, state or local), the Navajo Nation or any other legal entity or bank, or organization, and to agree to and perform any conditions attached thereto. Any loan in excess of ~~two~~ fifty million dollars ~~($2,000,000)~~ ($50,000,000.00) must have prior written approval by the Budget and Finance Committee of the Navajo Nation Council.
4. To own, use, take, ~~and~~ hold, ~~by~~ purchase, lease, gift, devise or bequest, or otherwise~~;~~ to ~~own, hold, use, and otherwise~~ deal in and with any real or personal property, or any interest therein;. ~~and~~
5. ~~t~~To sell, convey, mortgage, pledge, create a security interest in, lease or otherwise dispose of all or any part of ~~its~~ Diné College's property and assets. Diné College shall not have power to sell, convey, mortgage, pledge or encumber any real estate or tangible property of the Navajo Nation, nor any such property in which the Navajo Nation has an interest~~;~~. ~~and~~ ~~a~~Any leases or subleases of Diné College shall require approval by the Resources Committee of the Navajo Nation Council.

~~5.~~ 6. To invest its funds from time to time in any certificates of deposit or similar investments, tangible or intangible personal property, or real property located within Navajo Country, to lend money for its lawful purposes, and to take and hold real and personal property as security for the payment of funds so invested or loaned. Investment in real property outside Navajo Country may only be made with the prior written approval of the Budget and Finance Committee of the Navajo Nation Council.

~~6.~~ 7. To purchase insurance for any property or against any risks or hazards.

~~7.~~ 8. To establish and maintain such bank accounts as may be necessary and proper.

~~8.~~ 9. To hire employees, including all necessary administration and instructional personnel and other educational assistants and such officers, agents, and employees, permanent or temporary, as it may require, and to delegate to such officers and employees such powers or duties as the Board of Regents shall deem proper and to fix their compensation, all in accordance with this Chapter.

~~9.~~ 10. To adopt such rules, regulations and Bylaws as the Board of Regents deems necessary and proper.

~~10.~~ 11. To establish standards for graduation, admission and attendance and to prescribe the course of study to be followed, to charge tuition, board charges, rent, student union fees or such other fees and charges necessary to operate the College.

~~11.~~ 12. To issue and confer, upon the recommendation of the faculty, diplomas, degrees, and certifications to such persons as have satisfactorily completed the required programs of studies of the ~~Diné~~ College and to confer appropriate degrees.

~~12.~~ 13. To acquire, by purchase or otherwise construct, enlarge, improve, equip, complete, operate, control, maintain, and operate any property suitable for use as an educational facility, including but not limited to the following types of buildings: classrooms, dormitories, dining halls, and offices.

~~13.~~ 14. To promulgate rules and regulations for the protection of both private and Diné College property, and persons on the campus. Specifically, the Board of Regents may adopt reasonable rules regarding use of Diné College facilities, parking on campus, and the conduct of visitors, students, and residents on College property. The Board may adopt a schedule of fines to enforce its rules, and shall also have authority to expel students and other persons from the campus for repeated violations.

~~14.~~ 15. To establish and operate, on a continued~~al~~ basis, a campus police and security force in order to enforce applicable Diné College, Navajo Nation, federal and state laws and regulations and to handle other duties relating to public safety on Diné College property. Employees of the campus police and security force who hold valid current commissions as police officers of the Navajo Nation shall be entitled to exercise all powers of a commissioned police officer of the Navajo Nation while on Diné College property.

~~15.~~ 16. To have and exercise all powers necessary or convenient to effectuate any or all of the purposes for which this charter and chapter is granted, and to discharge the responsibilities placed upon the Board of Regents herein.

§ 2010 ~~2018~~. Bonds

A. The College may, with the review of the Navajo Nation Controller and the approval of the ~~Budget and Finance Committee of the~~ Navajo Nation Council, issue bonds from time to time in its discretion for any of its lawful purposes. Bonds, including the terms, conditions and covenants contained in the resolution authorizing such bonds~~,~~ shall evidence claims against and obligations of the College which are ~~justiciable~~ justifiable in the Navajo Nation Courts. ~~Any~~ The College may also issue resolutions authorizing bonds to which revenues are pledged and which may contain such covenants with the future holder or holders of the bonds ~~as to~~ regarding the management and operation of the affected facilities, the imposition and collection of fees and charges for commodities and services furnished thereby, the disposition of such fees and revenues, the issuance of future bonds, the creation of future liens and encumbrances against such facilities, the carrying of insurance, the keeping of books and records, the deposit and paying out of revenues and bond proceeds, the appointment and duties of a trustee, and other pertinent matters as may be deemed proper by the Board of Regents.

B. The College may issue such types of bonds as it may determine, including bonds on which the principal and interest are payable:

1. Exclusively from the income and revenues of the project financed with the proceeds of such bonds, or with such income and revenues together with a grant from the federal, state or, Navajo Nation, or local government in aid of such project;
2. Exclusively from the income and revenues of certain designated projects whether or not they were financed in whole or in part with the proceeds of such bonds; or
3. From its revenues generally. Any of such bonds may be additionally secured by a pledge of any revenues of any project, projects or other property of the Diné College.

C. The bonds and other obligations of the Diné College shall not be considered to be obligations general, special or otherwise of the Navajo Nation, nor to be securities or a debt of the Navajo Nation and shall not be enforceable against the Navajo Nation, and the bonds and obligations shall so state on their face. However, the Navajo Nation Council may by separate action, guarantee such bonds on behalf of the Navajo Nation.

D. Any coupons shall be signed by the Treasurer of the Diné College. Any authorized officer may execute or cause the bonds to be executed with a facsimile signature in lieu of his or her manual signature, provided at least one signature on such bonds shall be manual. The seal of the Diné College may be printed, stamped, engraved, or photographed on the bonds in lieu of impressing the seal thereon. Facsimile signatures may be used on any coupons.

E. Bonds shall be issued and sold in the following manner:
1. Bonds of the Diné College shall be authorized by resolution adopted by the vote of an absolute majority of the Board of Regents, and may be issued in one or more series.
2. The bonds shall bear such dates, mature at such times, bear interest at such rates, be in such denominations, be in such form, either coupon or registered, carry such conversion or registration privileges, have such rank or priority, be payable in such medium of payments at such places and be subject to such

terms of redemption, with or without premium, as such resolution may provide.

3. The bonds may be sold at public or private sale at not less than par.
4. Bonds issued hereunder shall be executed in the name of the Diné College, shall be signed by the ~~President~~ Chairperson or the Vice-~~President~~ Chairperson of the Board of Regents under the official seal of the Diné College and shall be attested by the Secretary of the Board of Regents.
5. The bonds, any coupons pertaining thereto, and other securities, bearing the signatures of the officers in office at the time of the signing thereof, shall be the valid and binding obligations of the Diné College, notwithstanding that before the delivery thereof and payment therefore, any and all of the persons whose signatures appear thereon have ceased to fill their respective offices.
6. Any officer authorized or permitted to sign any bonds, any coupons, or any other securities, at the time of their execution and of a signature certificate pertaining thereto, may adopt as and for his own facsimile signature, the facsimile signature of this predecessor in office in the event that such facsimile signature appears upon the bonds, coupons and other securities pertaining thereto, or any combination thereof.
7. The Board of Regents, in any resolution authorizing the issuance of bonds or other securities hereunder or in any instrument or other proceedings pertaining thereto, may create special funds and accounts for the payment of the cost of a project, of operation and maintenance expenses, of the securities, including the accumulation and maintenance of reserves therefore, of improvements, including the accumulation and maintenance of reserves therefore;~~,~~ and of other obligations pertaining to the securities, any project or otherwise in connection with the College.
8. The Diné College may employ legal, fiscal, engineering, and other expert services in connection with any project or otherwise ~~ap~~pertaining to the Diné College and the authorization, sale and issuance of bonds and other securities

hereunder. Employment of legal counsel shall be subject to applicable laws of the Navajo Nation.

9. The Diné College is authorized to enter into any contracts or arrangements, not inconsistent with the provisions hereof, with respect to the sale of bonds or other securities hereunder, the employment of bond counsel, and other matters as the Board of Regents may determine to be necessary or desirable in accomplishing the purposes hereof.

§ 2011 ~~2019~~. Planning, zoning, sanitary and building regulations

All property of the Diné College shall be subject to the planning, zoning, sanitary and building laws and regulations applicable to the locality in which the Diné College property is situated.

§ 2012 ~~2020~~. Tax exemption

The property and funds of the Diné College are declared to be public property used for essential public and governmental purposes and such property ~~and the Diné College are~~ is exempt from all taxes and special assessments of the Navajo Nation and other authorities.

§ 2013 ~~2021~~. Sovereign Immunity

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

§ 2014 ~~2022~~. Amendments

The Navajo Nation Council is authorized to consider and grant final approval, on behalf of the Navajo Nation, of ~~to~~ any amendments or modifications to this ~~C~~chapter. ~~This authority, however, is subject to and limited by the continuing integrity of the portions of this Chapter entitled "Bonds" and any other portion justifiably relied upon by any purchaser of bonds or holder of bonds issued by Diné College or any other evidences of indebtedness issued by Diné College,~~ to the extent that any

modifications or amendments hereafter approved by the Navajo Nation Council may not have the effect of prejudicing the rights of such purchasers or holders~~,~~ or detract from the validity of such bonds or evidences of indebtedness and their enforcement. This authority to amend and modify is specifically subject to and limited by the continuing integrity of the portions of this chapter entitled "Bonds," any other portion justifiably relied upon by any purchaser of bonds or holder of bonds issued by Diné College, and any evidence of indebtedness issued by Diné College.

§ 2015 ~~2023~~. Relation to Navajo Nation government

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

EXHIBIT
tabbies
B

DINÉ COLLEGE

THE HIGHER EDUCATION INSTITUTION OF THE NAVAJO

Board of Regents

DC-JUN-2443-20

RESOLUTION OF THE BOARD OF REGENTS
DINÉ COLLEGE

Approving updates and revisions to the Dine College Charter [10 NNC § 2001 (2015 ed.)] for consideration and approval by the Navajo Nation Council.

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. The Diné College is a non-profit post secondary educational institution 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. The Diné College Board of Regents recognizes the importance of having a Charter that is relevant and in keeping with changes within Navajo Nation and Higher Education; and

4. The Diné College Board of Regents takes seriously its responsibility to ensure that the college has the authority necessary to carry out its mission; and

5. The Diné College Board of Regents recommends the following changes to its Charter in accordance to sound governance and in alignment with the Higher Learning Commission recommendations and expectations; and

6. The Diné College Board of Regents recommends the selection by the Navajo Nation President to appoint candidates, currently appoint based on agency representation, to be based on their expertise. Some areas of expertise include, but not limited to education, business, investment, health care, traditional knowledge, and legal. The current Board serves in this capacity:

    a. Greg Bigman, Northern Agency, Business and Investment
    b. Theresa Hatathlie, Western Agency, Management
    c. Johnson Dennison, Central Agency Traditional Knowledge
    d. Sharon Toadecheenie, Fort Defiance Agency, Higher Education
    e. Anderson Hoskie, Eastern Agency, Health Care

NOW THEREFORE BE IT RESOLVED THAT:

1. The Diné College Board of Regents hereby approves the following updates and revisions to the Dine College Charter [10 NNC § 2003 (2015 ed.)] for consideration and approval by the Navajo Nation Council;

2. The Diné College Board of Regents 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 Tsaile, Arizona at which a quorum was present and that same was passed by a vote of 7 in favor, 0 opposed and 0 abstained, this 20th day of June, 2020.

ATTACHMENT(S)

1. Diné College Charter (redline) changes

Theresa Hatathlie, Vice President
Diné College Board of Regents

MOTION: Regent Thinn
SECOND: Regent Bigman

Diné College
Authorization of a Resolution to be Presented to the Board of Regents

All sponsors of a resolution are strongly encouraged to provide all document(s) as one submission to Board of Regent Executive Assistant at mcury@dinecollege.edu.

Submission Date: June 18, 2020
Date

Board Meeting Date: June 20, 2020
Date

Resolution Sponsor: _____ 6/18/2020
Charles M. Roessel, President Date

Resolution Title: Approving updates and revisions to the Dine College Charter [10 NNC § 2001 (2015 ed.)] for consideration and approval by the Navajo Nation Council.

☐ Legal Review Submission

Legal review request should be initiated by Vice Presidents and courtesy copying BOR Executive Assistant.

- *A general guideline is 3-5 business days for legal review and recommendations; however timeline is subject to the college's legal attorneys' schedule and depth of legal research.*
- *The legal recommendations should be incorporated into resolution and/or supporting documents prior to submission.*
- *Memorandum*

Date submitted for Legal Review: _____.

VP Authorization: _____ _____
Name, Title Date

Comment: N/A

President Authorization

Dr. Monty Roessel, Diné College President

6/18/2020
Date

Comments: N/A

Academic Resolution

Recommended Supporting Documents

☐*Historical Resolution(s)*
☐*Legal Feedback* **includes tracked changes/ redline version referencing incorporated revisions for board records.*
☐*Course Listings*
☐*MOU or MOA*
☐*Supporting financial documents, referencing budget expenditure.*
☐*Supporting letters or memorandums.*

Administrative Resolution

Recommended Supporting Documents

☐ *Historical Resolution(s)*
☐*Legal Feedback* **includes tracked changes/ redline version referencing incorporated revisions for board records.*
☐ *Request for Proposal (RFP)*
  ☐ *Legal Feedback on RFP prior to soliciting bidders.*
☐ *COI for Committee members.*
☐ *Contract or Award Letter*
☐ *Bid Matrix*
☐ *Advertisement Notice(s)*
☐ *Supporting financial documents, referencing budget expenditures.*
☐*Supporting letters or memorandums.*

Other, Resolution

☐ *Historical Resolution(s)*
☐*Legal Feedback* **includes tracked changes/ redline version referencing incorporated revisions for board records.*
☐ *Supporting financial documents, referencing budget expenditures.*
☐ *Supporting letters or memorandums.*

§ 2001. Establishment; charter

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 this chapter. The charter previously granted by Resolution CN-95-68 of the Navajo Nation Council is hereby amended. Diné 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 in this chapter.

§ 2002. Purposes

Diné College is created by the Navajo Nation Council for the following purposes:

A. To provide educational opportunities to the Navajo People and others in areas important to the economic, social, and cultural development of the Navajo Nation through:

1. **Postsecondary Programs**: Programs offered by Diné College will be within the scope of its accreditation by an accrediting agency recognized by the U.S Department of Education and includes certificate programs and programs leading to associate, baccalaureate, graduate, and post-graduate degrees; .
2. **Honorary Degrees**: Diné College may bestow Honorary Degrees on individuals to recognize their distinguished contributions to a specific field or to the Navajo Nation;
3. **Dual Enrollment Programs**: Diné College may offer programs that allow for high school students to enroll in college courses for college credit;
4. **Navajo and Native American Studies Program**: These programs provide learning experiences enabling students to develop a clear sense of identity, learn the Navajo language, and develop unique skills useful to Navajo and other Native American communities.
5. **Other Programs**: Educational programs that create and enforce student respect for the rights of others and preservation of orderly, democratic and traditional valves. Such programs include Continuing Education programs, Diploma Equivalency Programs, and other educational and development programs.

B. To create for-profit and non-profit entities that will enable Diné College to pursue opportunities in the private sector and participate in public-private partnerships and alliances with other

colleges and universities. Such entities are for the purpose of funding scholarships, improving and building infrastructure, pursuing research, developing academic programs, and otherwise benefitting the College.

C. To provide services to Navajo communities of the Navajo Nation by:

1. Offering programs related to the Navajo Language and Navajo Culture to enable the survival, progress, and identity of the Navajo People;
2. Conducting research relevant to the needs of Navajo communities and the Navajo Nation as a whole;
3. Developing programs and working with other governmental agencies and private entities to meet Navajo community needs; and
4. Providing other services to serve the interests of the Navajo Nation such as research and technical assistance to the Navajo Nation Council and its committees, the Navajo Nation and its departments and agencies, and other organizations and enterprises.

D. To provide the following additional services related to the effective operation of Diné College facilities and programs:

1. Continually assess and inventory the educational needs of the Navajo Nation and develop long-range plans to meet those needs.
2. Obtain and maintain accreditation of Diné College as a baccalaureate and postgraduate institution.
3. Improve access to education by establishing multiple remote campuses and providing distributed learning through distance education, video conferencing and other technologies, transportation, and learning centers.
4. Offer students career counseling and employment placement services.
5. Evaluate and improve the effectiveness of Diné College programs by maintaining communication with former students.
6. Provide effective administrative support and student services to ensure students' full utilization of the educational programs and efficient use of budgeted funds.
7. Encourage educational excellence in Diné College students by developing higher education scholastic standards and measuring student outcomes such as academic performance and rates of retention, graduation, and completion.

E. Diné College shall formulate and deliver land-grant college programs in natural and rural development, classroom instruction, Extension Services, and research consistent with the Equity in Educational Land Grant Status Act of 1994. The College shall participate and collaborate fully with other entities of the Navajo Nation and with other land grant colleges and universities to meet the needs of the Navajo people and others.

§ 2003. Board of Regents

A. Authority. The Board of Regents (the "Board") is vested with all powers and authority to govern effectively and set policy for Diné College in accordance with laws of the Navajo Nation and applicable State and Federal laws. It is the responsibility of the Board to establish the process for accomplishment of the purpose and mission of Diné College, ensure the College's fiscal integrity, conduct business in an exemplary fashion with appropriate transparency, preserve and protect the College's autonomy, and ensure the College provides it's students a quality education. Subject to applicable laws, employees and officials of the Navajo Nation and candidates for Navajo Nation offices shall not interfere with or interrupt the day-to-day activities of the Board of Regents or Diné College employees carrying out their responsibilities as such.

B. Selection. The President of the Navajo Nation shall recommend appointed and special interest candidates to the Board of Regents, subject to the confirmation by the Naabik'iyati' Committee of Navajo Nation Council. These appointments will include criteria based on the appointee's expertise. Some areas of expertise include, but not limited to education, business, investment, health care, traditional knowledge, and legal.

C. Composition. The Board of Regents shall initially be composed of seven (7) members. By a duly adopted resolution of the Naabik'iyati' Committee, the number of Regents may increase from seven (7) but shall not exceed eleven (11) nor be less than seven (7) and the number of Board members will be an odd number.

1. The Board of Regents shall include three (3) voting ex officio members who are:
    a. the designee who is a current member of the Navajo Nation Council;
    b. the Navajo Nation Superintendent of Schools, and;
    c. the President of the Associated Students of Diné College.

Ex officio Board members when acting in their capacity in the above-mentioned positions will not represent or give the impression that they have the authority to act on behalf of the Board unless expressly given such authority by the Board.

2. The majority of all Board members shall be enrolled members of the Navajo Nation.
3. All members, except the ex officio and non-voting Designated Members, are subject to confirmation and removal by the Navajo Nation Council. In the event that the Navajo Nation Council designee declines or fails for any reason to pass a resolution confirming an appointment made by the President within thirty (30) calendar days of the appointment, the appointee shall not sit as a Regent. The President shall submit an alternative appointee within fourteen (14) calendar days of the Navajo Nation Council action declining to confirm the appointment, or the expiration of the thirty (30) calendar day confirmation period.
4. At the request of the Board of Regents through a resolution, the President of the Navajo Nation may appoint as a Board of Regent member an individual who will be designated a "Special Interest" member. The Special Interest member of the Board will have unique qualifications and be granted privileges and roles identical to other appointed members. Special Interest members may include individuals who are professionals familiar with education, health care/medicine, law, social science, economic, engineering, humanities or art, or another field which may be of benefit to the institution. Appointment of a Special Interest member cannot cause the Board membership to exceed eleven (11) members. Upon resignation or removal of a Special Interest member, the President of the Navajo Nation shall appoint his or her replacement if the vacancy causes the Board membership to decrease below seven (7) members or if the vacancy creates the need to replace the expertise of the Special Interest member who vacated the position. If neither of the two circumstances exist, the President of the Navajo Nation may appoint a replacement of the vacated Special Interest member but only upon the Board's request and presentation of demonstrated need.
5. The Board of Regents may also appoint Designated Members. Designated Members are non-voting members with restricted privileges and authority and may cause the Board-member maximum to exceed eleven (11). The Faculty Association President and Staff

Association President shall be Designated Members of the Board. The Board shall delineate by resolution the specific restrictions and authority of each Designated Member. The role of Designated Members is to provide ancillary support to the Board of Regents such as participation in meetings, fundraising, assistance with philanthropic efforts, and support of the operations and initiatives of Diné College. The Designated Members may include former Board members and other Diné College officials such as President of the Alumni Association, Faculty and Staff Association Presidents, and Directors from the Diné College Foundation, LLC.

D. Qualifications for Diné College Board of Regents : All appointed members of the Board of Regents must shall meet the following qualifications:

   a. Bachelor's Degree, from an accredited institution, or experience equivalent to such.
   b. Must be at least eighteen (18) years of age at the time of the appointment; and
   c. Must not be an employee of Diné College;
   d. Must not have a conflict of interest with the College President or any member of the executive management team of Diné College ; and
   e. Must have good moral and ethical character as demonstrated by a background clearance revealing no felony convictions or acts of dishonesty or moral turpitude within the five (5) years preceding the date of appointment.

E. At least four (4) appointed Board of Regents members shall possess, at least, one of the following requirements:

   a. A valid Certified Public Accountant ("CPA") license or at least a finance, accounting, and investment background.
   b. A business background with at least (5) years of executive management,
   c. A good understanding of Diné spiritual ceremonial knowledge, preferably Hatałii.
   d. Expertise in higher education.

F. Tenure

1. The ex-officio members shall serve while they hold their respective offices.
2. Appointed members shall serve six (6) year term. The terms shall be staggered, beginning on the date of the Annual Meeting and ending on the date of the Annual Meeting occurring in the sixth calendar year.

3. Members may be reappointed for no more than three (3) successive terms.

G. Resignation and removal

1. Resignation. Regents may resign at any time by submitting written notice to the Board Chairperson. Such resignation shall take effect at the time specified in the notice without the necessity of acceptance.
2. Removal. All appointed Regents serve at the pleasure of the Navajo Nation Council, which may remove any Regent when such Council determines such removal is in the best interest of Diné College. The removal of the Regent from the Board may occur with or without cause at a duly called meeting of the Nabik'iiyati' for that purpose. Any Designated Member may also be removed from the Board by a two thirds majority vote of the Board of Regents at any special meeting of the Board called expressly for that purpose. Any Board member proposed to be removed shall be entitled to reasonable notice for an opportunity to be herd at such special meeting as long as the removal doesn't interfere with the Boards quorum.

H. Vacancies. Vacancies on the Board of Regents, with the exception of Designated Members, that occur for any reason shall be filled by appointment in accordance with § 2003 and confirmed by the Naabik'iyati' Committee of the Navajo Nation Council for the balance of that member's term.

[Section A-D moved to § 2004]

I. Compensation [Moved from §2014 p.43]

By formal resolution, the Board may establish rates of compensation and procedures for payment and reimbursement of expenses of Board of Regent members, consistent with applicable policies and regulation of the Navajo Nation. The Board shall have discretionary authority to provide different rates for officers and committee members as it sees fit, or for any Regent assigned a special responsibility. A copy of any resolution establishing or amending any financial benefit to the Board, or any member of the Board, shall be promptly transmitted to the President of the Navajo Nation and to the Naabik'iyati' Committee.

J. Responsibilities and Duties [Moved from § 2016]

The Board of Regents shall have overall responsibility to the Navajo Nation Council for the accomplishment of the purposes of Diné College as stated in this chapter. As such, a Regent shall perform the responsibilities and duties in good faith, as a fiduciary to the Navajo Nation Council, and in a manner that is in the best interest of Diné College. The responsibilities and duties of the Board of Regents shall include more specifically to:

1. Report and be accountable to the Navajo Nation Council and its HEHS Committee as it carries out its duties to accomplish the objectives and goals of Diné College in fulfilling its purpose. The Board of Regents shall provide a written Annual Report to the Navajo Nation Council to be delivered verbally by the Chairperson of the Board or such other representative designated by the Board. In addition, the Board of Regents will provide reports as requested by the Council or the HEHS Committee.
2. Maintain and safeguard the funds, investments and assets of Diné College according to reasonable and prudent financial accounting standards and practices and utilize such funds and assets to accomplish the long-range objectives of Diné College. .
3. Establish the policies and procedures to be followed by Diné College in its pursuit of the purposes stated in this chapter, and employ or retain qualified personnel, or outside assistance as necessary to establish proper and effective policies and procedures.
4. Administer the routine and special affairs of Diné College through employment of qualified, competent, educational, and administrative personnel and extending an employment preference to qualified members of the Navajo Nation.
5. Conduct the business of Diné College in an authorized and lawful manner, and subject itself to applicable laws by retaining qualified and competent attorneys for consultation with the Board and preserving and defending the legal rights and interests of Diné College.
6. Communicate with appropriate committees and representatives of the Navajo Nation Council, United States Congress, federal, state and private agencies in a position of responsibility and authority to support the mission and objectives of Diné College, and submit appropriate proposals and applications for financial, technical and other assistance as may be available and consistent with the purposes of Diné College.

7. Establish and maintain an institutional review board for purposes of reviewing and assessing the educational integrity and ethics of faculty and student research and ensuring that such research consistent with the College's mission and purposes.
8. Obtain and maintain institutional accreditation by an accreditor recognized by the U.S. Department of Education.

K. Support Personnel. The Board may request the College President to provide secretarial or other assistance to the Board.

§ 2004 . Meetings for the Board of Regents

A. Meetings, special meetings, work sessions, notice; meeting items; executive session. The Board of Regents shall have an annual meeting on the first Wednesday of October each year at 10:00 A.M. at the Diné College campus at Tsaile, Navajo Nation, (Arizona). Regular meetings may be held monthly at such time and place as established by the Board, but a meeting will be held not less than once each quarter. The Chairperson or the Vice-Chairperson of the Board of Regents or any three Regents acting in concert may call special meetings. The Board may discuss and act upon any matter pertaining to or impacting Diné College may be discussed at any regular or special meeting at which a quorum is present and notice requirements were met. (*Amendment revision from DC amended document*)The Board may vote to declare all, or any part of any meeting involving personnel matters, litigation, or other confidential matters to be an executive session and closed to everyone except for voting members and such other persons who the Board Chairperson expressly requests to attend. Non-voting members and others asked by the Board Chairperson to attend executive session must sign a written agreement to maintain the strict confidentiality of all matters discussed in executive session. No resolutions shall be passed, or formal action taken in executive session.

B. Notice of Meeting

Written notice of a meeting of the Board shall be sent to each Regent. Such written notice shall state the place, day, and time of the meeting and have an agenda attached. A notice for special meetings shall also indicate the purpose of the meeting and be provided three (3) days in advance, unless the Board Chairperson determines that an emergency situation warrants less notice.

C. Quorum

A quorum for any meeting of the Board or its committees shall be a simple majority of the voting membership. No formal action of the Board shall be valid unless a quorum is present. The quorum requirement shall be met either by actual physical presence, or remote participation of Regents. [[] (Moved to §2004(D)]

D. Voting. At any meeting the Board in which quorum is achieved, each Regent shall have one (1) vote, subject to the authority and privileges in this Charter and Bylaws. The board shall in all cases act by a majority vote in the presence of quorum. Proxy votes may not be utilized, except that the designated appointee of the Naabik'iyati' committee may send a proxy to attend and vote on her or his behalf, who is also currently serving Delegate of the Naabik'iyati' committee.

[§2010 A-E. Moved to § 2006, see for amendments]

E. Board action. All official action of the Board shall require formal motion, a second and an affirmative vote of a majority of those Regents present. Voting at duly called regular or special meetings of the Board with a quorum present shall be reduced to writing in the form of minutes, which will be certified by the presiding officer or Secretary. All resolutions should be reduced to writing and included with the official minutes. All minutes shall be properly certified. No individual power or authority to act on behalf of Diné College shall attach to any Board member by virtue of that office, except as expressly given by this chapter, the Bylaws, or resolution of the Board.

F. Bylaws. The Board may adopt, and amend from time to time, Bylaws to govern the conduct of its meetings and establish procedures for the orderly transaction of business. Such Bylaws may further define the duties, authority and responsibility of officers of the Board, and cover such other matters as are normal and appropriate to similar corporate Bylaws. The Bylaws shall be effective to the extent they are not repugnant to this chapter or the applicable laws and regulations of the Navajo Nation and the United States. Whenever adopted or amended, a copy of the Bylaws will be transmitted to the President of the Navajo Nation and to the Naabik'iyati' Committee.

G. Teleconference Meetings. Board meetings can be held through teleconferencing means e.g. zoom, skype, phone conference when deemed necessary. All actions and voting rights hold the same

authority as if the board were meeting in-person. Quorum requirement and Bylaws meeting procedures will be complied with during telecommunication meetings.

[§2013. Moved to § 2008 see for amendments]

§ 2005 Board Officers

A. Any Board member may serve in any office, but each officer must be a current member of the Board of Regents. At the annual meeting, the Board of Regents shall select the following officers to perform the following duties:

1. Chairperson. The Chairperson of the Board of Regents shall preside at all meetings during which he or she is present. He or she may delegate such function to another Board member. The Chairperson shall have the authority to call special meetings of the Board and certify resolutions as provided in this Chapter, and in general perform all duties incident to the office of Board Chairperson, including such duties as may be described in the Bylaws or policies and regulations or assigned to him or her by the Board of Regents.

2. Vice- Chairperson. The Vice-Chairperson of the Board of Regents shall preside at all meetings of the Board in the absence of the President and shall discharge any other duties assigned by the Chairperson of the Board.

3. Secretary. The Secretary shall have overall responsibility to maintain complete and accurate minutes of all meetings, and all resolutions or other formal Board action to be properly recorded, indexed and retained for future reference, and shall see that all required notices are duly given. The Secretary shall have authority to attest to official records of Diné College and the Board of Regents, to certify minutes as provided in this chapter.

4. Treasurer. The Treasurer shall have overall responsibility for proper control and accounting of Diné College funds in an advisory capacity. He or she shall maintain liaison between and among the Board of Regents, the Controller, and the Business Manager of Diné College and bring appropriate financial information and recommended action to the attention of the Board. The Treasurer shall have no direct authority over the expenditure or investment of Diné College funds excepts as may be expressly granted by formal Board

resolution and may be required by the Board to give a bond for his or her faithful performance.

D. 5. Support Personnel. The Board may request the College President, through administrative staff, to provide secretarial or other assistance to the Board.

~~§ 2011.Board action~~ [Moved to §2004 (E)]

~~§ 2012. Bylaws~~ [Moved to §2004 (F)]

~~§ 2013. Committees~~ [Moved to §2007]

[Moved to §2003 (F). Resignation and Removal (H) see for amendments]

~~(A)(B)~~ [Moved to § 2008 see for amendments]

[Moved to §2003 (F). Resignation and Removal (I) see for amendments]

§ 2017 (A)(B)1-15 Powers and authority of the Board of Regents [Moved to §2009]

§ 2006. Officers of Diné College

The officers of Diné College shall be the College President, Provost, Vice President of Finance and Administration, and Secretary. Subject to the approval of the Board, the President of the College may establish or designate other positions as officers of Diné College. All officers of the College must have good moral and ethical character as demonstrated by a background clearance revealing no felony convictions or acts of dishonesty or moral turpitude within the five (5) years preceding the date of appointment.

A. The President of the College is the Chief Executive Officer of the institution. The President shall be appointed by the Board and shall serve at the pleasure of the Board. The President shall be responsible for the supervision and management of the College, for the duties mandated by the Charter and Bylaws, and for interpreting and implementing the policies of the College and of the Board. The President appoints the remaining officers of the College subject to Board approval.

B. The Provost shall be the chief academic officer of the College and shall report to the President of the College.

C. The Vice President of Finance and Administration shall be the chief financial officer of the College.

D. The Secretary is responsible for ensuring the accuracy and preservation of meeting minutes.

§ 2007 Board Committees [Moved from §2013]

The Board may establish , committees, such as standing or ad-hoc, as it deems appropriate from among its members to work in general or specialized areas of responsibility and may empower such committee to act for and on behalf of the Board to the extent it desires. The following committee are hereby established:

A. The Audit, Finance, and Investment Committee, or its designee, shall oversee and monitor the College's financial audit, investments, and compensation. The Audit, Finance, and Investment Committee shall consist of three (3) Board members. All members of the Audit Finance, and Compensation Committee shall be financially literate.

B. Student Success and Academic Affairs Committee, or its designee, shall oversee the implementation of initiative towards data-based practices to improve students' graduation, retention, and experience. The Student Success Committee shall consist of three (3) Board members.

C. Governance Committee, or its designee, shall provide strategic direction and oversight, make recommendations to the Board of Regents, and take action pursuant to delegated authority, on matters pertaining to the organization and management of the Board, pertaining to the appointment and compensation of the President of Diné College, and pertaining to the development, review and amendment of employee compensation and benefits programs and policies. The Governance Committee shall consist of two (2) Board members.

§ 2008 Conflicts of Interest [Moved from § 2015]

A. No contract or other transaction between Diné College and any one of the Board members, or between Diné College and any corporation, partnership, firm or legal entity in which one or more of the Board members has an interest, directly or indirectly, shall be valid for any purpose, unless the entire interest of the Board member or members has been fully disclosed as required by the Ethics in Government Law, and the proposed contract or transaction is approved by the affirmative vote of at least a majority of the Board members who are not so interested. The discussion and vote shall take place while the interested Board member or members remove themselves from the meeting.

B. In its discretion, the Board of Regents may submit questions of conflicts of interest to the Ethics and Rules Committee of the Navajo Nation Council for review and an advisory opinion.

§ 2009 . Powers and authority of Diné College

A. Diné College is a creation of the Navajo Nation Council, shall be under the control of the Navajo Nation Council and shall be governed by laws, rules, regulations and policies duly enacted by the Navajo Nation Council or the HEHS Committee pursuant to its delegated authorities; it shall have perpetual succession.

B. Diné College, through its Board of Regents, shall have the following powers which it may exercise consistent with the purposes for which it is established:

1. To adopt and use an official seal by causing it, or a facsimile thereof, to be impressed or affixed or in other manner reproduced.
2. To make agreements and incur liabilities which may be appropriate to enable Diné College to accomplish any or all of its purposes, to borrow money for such purposes at such rates of interest as Diné College may determine, to issue notes, bonds and other obligations, subject to the provisions hereof concerning the issuance of its obligations, and to secure any of its obligations by mortgage, pledge, or deed of trust of all or any of its property and income with the approval of the Navajo Nation Council. Diné College shall not have power to mortgage, pledge, or encumber and real estate or tangible property of the Navajo Nation, nor any such property in which the Navajo Nation has an interest.
3. To make agreements with and to borrow money to a maximum single transaction limit of $50,000,000.00 from any governmental agency (federal, state or local), the Navajo Nation or any other legal entity or bank, or organization, and to agree to and perform any conditions attached thereto. Any loan in excess of $ $50,000,000.00 must have prior approval by the Budget and Finance Committee of the Navajo Nation Council.
4. To own, use, take, hold, purchase, lease, gift, devise or bequest, or otherwise deal in and with any real or personal property, or any interest therein
5. To sell, convey, mortgage, pledge, create a security interest in, lease, or otherwise dispose of all or any part of Diné College's property and assets. Diné College shall not have power to sell, convey, mortgage, pledge or encumber any real estate or tangible property of the Navajo Nation, nor any such property in which the Navajo Nation has an

interest. Any leases or subleases of Diné College shall require approval by the Resources Committee of the Navajo Nation Council.

6. To invest its funds from time to time in any certificates of deposit or similar investments, tangible or intangible personal property, or real property located within Navajo County, to lend money for its lawful purposes, and to take and hold real and personal property as security for the payment of funds so invested or loaned. Investment in real property outside Navajo Country may only be made with the prior written approval of the Budget and Finance Committee of the Navajo Nation Council.
7. To purchase insurance for any property or against any risks or hazards.
8. To establish and maintain such bank accounts as may be necessary and proper.
9. To hire employees, including all necessary administration and instructional personnel and other educational assistants and such officers, agents, and employees, permanent or temporary, as it may require, and to delegate to such officers and employees such powers or duties as the Board of Regents shall deem proper and to fix their compensation, all in accordance with this chapter.
10. To adopt such rules, regulations and Bylaws as the Board of Regents deems necessary and proper.
11. To establish standards for graduation, admission and attendance and to prescribe the course of study to be followed, to charge tuition, room and board charges, rent, student union fees or such other fees and charges necessary to operate the College.
12. To issue and confer, upon the recommendation of the faculty, diplomas, degrees, and certificates to such persons as have satisfactorily completed the required programs of studies of the College and to confer appropriate degrees.
13. To acquire, by purchase or otherwise construct, enlarge, improve, equip, complete, operate, control, maintain, and operate any property suitable for use as an education facility, including but not limited to the following types of buildings: classrooms, dormitories, dining halls, and offices.
14. To promulgate rules and regulations for the protection of both private and Diné College property and persons on the campus. Specifically, the Board of Regents may adopt reasonable rules regarding use of Diné College facilities, parking on campus, and conduct

of visitors, students, and residents on College property. The Board may adopt a schedule of fines to enforce its rules and shall also have authority to expel students and other persons from the campus for repeated violations.

15. To establish and operate, on a continued basis, a campus police and security force in order to enforce applicable Diné College, Navajo Nation, federal and state laws and regulations and to handle other duties relating to public safety on Diné College property. Employees of the campus police and security force who hold valid current commissions as police officers of the Navajo Nation shall be entitled to exercise all powers of a commissioned police officer of the Navajo Nation while on Diné College property.
16. To have and exercise all powers necessary or convenient to effectuate any and all of the purposes for which this charter and chapter is granted, and to discharge the responsibilities place upon the Board of Regents herein.

§ 2010. Bonds

A. The College may, with the review of the Navajo Nation Controller and the approval of the Navajo Nation Council, issue bonds from time to time in its discretion for any of its lawful purposes. Bonds, including the terms, conditions and covenants contained in the resolution authorizing such bonds shall evidence claims against and obligations of the College which are justifiable in the Navajo Nation Courts. The College may also issue resolutions authorizing bonds to which revenues are pledged and which may contain such covenants with the future holder or holders of the bonds regarding the management and operation of the affected facilities, the imposition and collection of fees and charges for commodities and services furnished thereby, the disposition of such fees and revenues, the issuance of future bonds, the creation of future liens and encumbrances against such facilities, the carrying of insurance, the keeping of books and records, the deposit and paying out of revenues and bond proceeds, the appointment and duties of a trustee, and other pertinent matters as may be deemed proper by the Board of Regents.

B. The College may issue such types of bonds as it may determine, including bonds on which the principal and interest are payable:

1. Exclusively from the income and revenues of the project financed with the proceeds of such bonds, or with such income and revenues together with a grant from the federal, state, Navajo Nation, or local government in aid of such project;

2. Exclusively from the income and revenues of certain designated projects whether or not they were financed in whole or in part with the proceeds of such bonds; or
3. From its revenues generally. Any of such bonds may be additionally secured by a pledge of any revenues of any project, projects or other property of the Diné College.

C. The bonds and other obligations of the Diné College shall not be considered to be obligations general, special or otherwise of the Navajo Nation, nor to be securities or a debt of the Navajo Nation, and shall not be enforceable against the Navajo Nation, and the bonds and obligations shall so state on their face. However, the Navajo Nation Council may, by separate action, guarantee such bonds on behalf of the Navajo Nation.

D. Any coupons shall be signed by the Treasurer of the Diné College. Any authorized officer may execute or cause the bonds to be executed with a facsimile signature in lieu of his or her manual signature, provided at least one signature on such bonds shall be manual. The seal of the Diné College may be printed, stamped, engraved, or photographed on the bonds in lieu of impressing the seal thereon. Facsimile signatures may be used on any coupons.

E. Bonds shall be issued and sold in the following manner:

1. Bonds of the Diné College shall be authorized by resolution adopted by the vote of an absolute majority of the Board of Regents and may be issued in one or more series.
2. The bonds shall bear such dates, mature at such times, bear interest at such rates, be in such denominations, be in such form, either coupon or registered, carry such conversion or registration privileges, have such rank or priority, be payable in such medium of payments at such places and be subject to such terms of redemption, with or without premium, as such resolution may provide.
3. The bonds may be sold at public or private sale at not less than par.
4. Bonds issued hereunder shall be executed in the name of the Diné College, shall be signed by the Chairperson or the Vice-Chairperson of the Board of Regents under the official seal of the Diné College and shall be attested by the Secretary of the Board of Regents.
5. The bonds, any coupons pertaining thereto, and other securities, bearing the signatures of the officers in office at the time of the signing thereof, shall be valid and binding obligations of the Diné College, notwithstanding that before the delivery thereof and

payment therefore, any and all of the persons whose signatures appear thereon have ceased to fill their respective offices.

6. Any officer authorized or permitted to sign any bonds, any coupons, or any other securities, at the time of their execution and of a signature certificate pertaining thereto, may adopt as and for his own facsimile signature, the facsimile signature of this predecessor in office in the event that such facsimile signature appears upon the bonds, coupons and other securities pertaining thereto, or any combination thereof.
7. The Board of Regents, in any resolution authorizing the issuance of bonds or other securities hereunder or in any instrument or other proceedings pertaining thereto, may create special funds and accounts for the payment of the cost of a project, of operation and maintenance expenses, of the securities, including the accumulation and maintenance of reserves therefore, of improvements, including the accumulation and maintenance of reserves therefore; and of other obligations pertaining to the securities, any project or otherwise in connection with the College.
8. The Diné College may employ legal, fiscal, engineering, and other expert services in connection with any project or otherwise pertaining to the Diné College and the authorization, sale and issuance of bonds and other securities hereunder. Employment of legal counsel shall be subject to applicable laws of the Navajo Nation.
9. The Diné College is authorized to enter into any contracts or arrangements, not inconsistent with the provisions hereof, with respect to the sale of bonds or other securities hereunder, the employment of bond counsel, and other matters as the Board of Regents may determine to be necessary or desirable in accomplishing the purposes hereof.

§ 2011 . Planning, zoning, sanitary and building regulations

All property of the Diné College shall be subject to the planning, zoning, sanitary and building laws and regulation applicable to the locality in which the Diné College property is situated.

§ 2012 . Tax exemption

The property and funds of the Diné College are declared to be public property used for essential public and government purposes and such property is exempt from all taxes and special assessments of the Navajo Nation and other authorities.

§ 2013 . Sovereign Immunity

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

§ 2014. Amendments

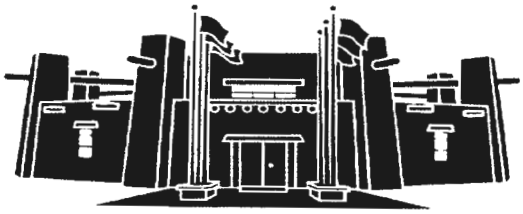
The Navajo Nation Council is authorized to consider and grant final approval, on behalf of the Navajo Nation, of any amendments or modifications to this chapter to the extent that any modifications or amendments hereafter approved by the Navajo Nation Council may not have the effect of prejudicing the rights of such purchasers or holders or detract from the validity of such bonds or evidences of indebtedness and their enforcement.

This authority to amend and modify is specifically subject to and limited by the continuing integrity of the portions of this chapter entitled "Bonds," any other portion justifiably relied upon by any purchaser of bonds or holder of bonds issued by Diné College, and any evidences of indebtedness issued by Diné College.

§ 2015 . Relation to Navajo Nation government

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

Office of Legislative Counsel
Telephone: (928) 871-7166
Fax # (928) 871-7576



Honorable Seth Damon
Speaker
24th Navajo Nation Council

MEMORANDUM

To : Hon. Daniel Tso, Chairman
Health, Education and Human Services Committee
Navajo Nation Council

From : Ron Haven, Attorney
Office of Legislative Counsel

Date : January 13, 2021

Re : AN ACT RELATING TO HEALTH, EDUCATION AND HUMAN SERVICES, LAW AND ORDER, BUDGET AND FINANCE AND NAABIK'ÍYÁTI' COMMITTEES AND THE NAVAJO NATION COUNCIL; AMENDING THE CHARTER OF DINÉ COLLEGE, 10 N.N.C. §§ 2001 - 2023

As requested, I have prepared the above-referenced proposed resolution and associated legislative summary sheet pursuant to your request for legislative drafting. As to format, the resolution as drafted is legally sufficient. Regarding substance, as with any legislation, it can be subject to review by the courts in the event of proper challenge. Please ensure that this particular resolution request is precisely what you want.

If you are satisfied with the proposed resolution, please sign it as "sponsor" and submit it to the Office of Legislative Services where it will be given a tracking number and sent to the Office of the Speaker for assignment. If the proposed resolution is unacceptable to you, please contact me at the Office of Legislative Counsel and advise me of the changes you would like made to the proposed resolution. Ahéhee'.

OLC # 20-326-1

THE NAVAJO NATION
LEGISLATIVE BRANCH
INTERNET PUBLIC REVIEW PUBLICATION

LEGISLATION NO: _0012-21__ SPONSOR: Daniel E. Tso

TITLE: An Act Relating to Health, Education and Human Services, Law and Order, Budget and Finance and Naabik'íyáti' Committees and the Navajo Nation Council; Amending the Charter of Diné College, 10 N.N.C. §§2001-2023

Date posted: January 22, 2021 at 2:23PM

Digital comments may be e-mailed to comments@navajo-nsn.gov

Written comments may be mailed to:

Executive Director
Office of Legislative Services
P.O. Box 3390
Window Rock, AZ 86515
(928) 871-7586

Comments may be made in the form of chapter resolutions, letters, position papers, etc. Please include your name, position title, address for written comments; a valid e-mail address is required. Anonymous comments will not be included in the Legislation packet.

Please note: This digital copy is being provided for the benefit of the Navajo Nation chapters and public use. Any political use is prohibited. All written comments received become the property of the Navajo Nation and will be forwarded to the assigned Navajo Nation Council standing committee(s) and/or the Navajo Nation Council for review. Any tampering with public records are punishable by Navajo Nation law pursuant to 17 N.N.C. *§374 et. seq.*

THE NAVAJO NATION
LEGISLATIVE BRANCH
INTERNET PUBLIC REVIEW SUMMARY

LEGISLATION NO.: 0012-21

SPONSOR: Honorable Daniel E. Tso

TITLE: An Act Relating to Health, Education and Human Services, Law and Order, Budget and Finance and Naabik'íyáti' Committees and the Navajo Nation Council; Amending the Charter of Diné College, 10 N.N.C. §§ 2001 - 2023

Posted: January 22, 2021 at 2:23 PM

5 DAY Comment Period Ended: January 27, 2021

Digital Comments received:

Comments Supporting	**1) Dr. Charles Roessel, Diné College**
Comments Opposing	**1) Jackie Begay**
Comments/Recommendations	**1) Juanita Francis**

Legislative Tracking Secretary
Office of Legislative Services

01/28/21; 12:34 AM

Date/Time

DINÉ COLLEGE

THE HIGHER EDUCATION INSTITUTION OF THE NAVAJO NATION SINCE 1968

January 27, 2021

Honorable Council Delegates
Navajo Nation
Office of Legislative Services
P.O. Box 3390
Window Rock, AZ 86515

Dr. Charles Roessel
President
Diné College
1 Circle Drive
Tsaile, AZ 86556

Dear Honorable Council Delegates:

On behalf of Diné College, I would like to thank you for your continued support and commitment to help our college succeed. As you made the necessary decisions to keep our nation moving forward, we recognize the charge Council has to ensure the nations college is advancing toward success.

As the first tribally controlled college, we stand to give our students the same tools and training needed to move forward. We may not know the future, but we can prepare our students to take it head-on with knowledge, courage, and an understanding of who they are. With that we present our support of the Diné College Establishment Charter legislation 0012-21 to renew and modernize necessary aspects of the Charter to meet the needs of a four-year higher education institution.

We look forward to your having your support of legislation 0012-21. If you have any questions, please contact my office at 928-724-6669 or by email at officeofthepresident@dinecollege.edu.

Sincerely,

Dr. Charles "Monty" Roessel,
Diné College President

Legislative No: 0012-21

Jackie Begay <begay.valley@gmail.com>
Today, 10:13 PM comments

Dear Honorable Delegates,
The Legislative No: 0012-21 is troubling to see how the Dine College Board is initiating and changing their responsibilities under the Charter of Dine College. The amendment calls for transparency and moral ethics and to be conscious of the Dine College's mission statement.

I found it troubling how this legislative 0012-21 has never been shared with Dine College faculty and staff nor the community members like myself, of course, many others. How is this transparency and morally ethical and at the same time acknowledging the College Mission Statement? I know this legislation that I mentioned is not the best for the well being of the Navajo people.

It seems the best well being is for the Dine College Board/Regents where they are getting sneaky in changing their ROLE to the full authority where they are VESTED with all POWERS. This game-changer they are playing is wrong. We the Navajo people vested in full faith in our Navajo Nation Delegates and President of the Navajo Nation. We asked our honorable Delegate leaders to vote this legislative down.

The legislative 0012-21 is calling transparency (page 7) yet never shared with appropriate stakeholders, which tells us that this legislation is very troubling. The troubling part is that Dine College Board wants total control of the institution and even the money that the College will draw in. When a Board decides to control the money it is a troubling system. That is when POWER comes in. Uses the money and power to run the College. Even the president of the Navajo Nation has not much to say in this amendment where the president of the Navajo Nation only RECOMMENDS appointment for the Dine College Board. Any new board is recommended by the President to the Board of Regents (page 8) is wrong. This a red flag and there are many red flags in this legislative. For example, the Board can terminate a Board with a 2/3 vote. So if a Board has a moral obligation but not in tune with the majority of the other Board members, this Board with moral ethics can be voted out. The red flags signal that the Board is given too much Power. For Example Ex officio Board members "will not represent or give the impression that they have the authority ...unless expressly given such authority by the Board" (page 8). "At the request of the Board of Regents through a resolution, the Present of the Navajo Nation may appoint as a Board of Regent member ... Special Interest member" (page 9). "Special Interest member but only upon the Board's request..." (page 9).

The Board wants to include the Faculty Association President, yet restrict Faculty Association President (FAP) as a Designated Member. The faculty/staff association president the "Board shall delineate by resolution the specific restrictions and authority of each Designated member" (page 10). No conflict with College President and Executive Management is troubling too. Since the President of the College works at the pleasure of the Board, it seems like the College President will just follow orders from the Board, thus the College President will totally control the College especially if the College President and the Board Chairperson have a personal agenda for themselves. There will be no transparency. I understand Higher Education is about Shared Governance, it is troubling this legislation has no Shared Governance.

These are many red flags in the legislation 0012-21, especially if the Board can borrow money up to 50,000,000.

Wait, Ethical and Transparency, Officers of Dine College (College President) must have "good moral and ethical character and as demonstrated by a background clearance" (page 18). If you keep up Navajo Nation news such as Dine College's operation I wonder if this was followed.
The current Title 10 for Dine College, I am wondering how many Boards are over their limited terms. If there are some over their limit terms, it makes sense all about this legislation 0012-21.

Sincerely
Jackie Begay
Community member
P.O. Box
Tonalea, Az 86044

WARNING: External email. Please verify sender before opening attachments or clicking on links.

27 January 2021

RE:	Legislative Number	0012-21
	Legislative Title	An Act Relating to Health, Education and Human Services, Law and Order, Budget and Finance and Naabik'íyáti' Committees and the Navajo Nation Council; Amending the Charter of Diné College, 10 N.N.C. §§ 2001 – 2023
	Legislative Description	This resolution, if adopted, would amend the Charter of Diné College, 10 N.N.C. §§ 2001 - 2023.
	OLC Number	20-326-01

TO WHOM IT MAY CONCERN:

Thank you for the opportunity to comment on proposed resolution titled the "An Act Relating to Health, Education and Human Services, Law and Order, Budget and Finance and Naabik'íyáti' Committees and the Navajo Nation Council; Amending the Charter of Diné College, 10 N.N.C. §§ 2001 – 2023".

Yá'át'ééh shi éí Juanita Francis yinishyé. Naanezht'ézhí Táchii'nii nishłį́ aadoo Kin Yaa'áanii éí bá shishchíín. Áshiihí éí dashicheii Honágháanii éí dashinálí. Ákót'éego' éí 'asdzáni nishłį́ . Nahashch'idí dęę́ naashá. My educational credentials are, I am working toward completing my doctorate degree in Natural Resources. I have been employed in various capacities since High School. I have amassed much knowledge, western and traditional, in these capacities starting out as an intern in the local clinic back in the 70s. Based on my education and work experience I am highly qualified in submitting my public comment for the Legislation noted above.

Legislation Number 0012-21 is proposing an increase in borrowing funds from $2 million to $50 million (Legislative Number 0012-21, line 18, pg 2). This increased amount is not substantially defensible from the document submitted by the college. Increasing to $50 million is a 2,400% increase which is outrageous for a small rural tribal college!

$$Percent\ change = \frac{New - Old}{Old}\ x\ 100$$

$$Percent\ change = \frac{50000000 - 2000000}{2000000}\ x\ 100 = 2400$$

The justification for the new amount of $50 million is compellingly lacking, highly unsubstantiated, and therefore, not warranted. The proposal does not cite the reason(s) for the increased amount. Nor does it explain what "….the best interest of the Navajo Nation….. " means or describes (Legislative Number 0012-21, line 20, pg 2).

There is no data nor documentation regarding the success rate of students, namely, how many graduated and transferred to other colleges or universities with baccalaureate degree programs; how many graduates of the baccalaureate degree programs offered by Dine College are currently

gainfully employed; are certification or degree graduates employed on the Navajo Nation; and other relevant data. This data is missing. Was a feasibility study conducted? How was the number $50 million selected? How much of this number, ratio, will be directly for students? Is this number for administrative use? These are only a few questions I have, there are more questions. In terms of economic and social development for the Navajo Nation, there is no information offered. How does the college integrate its graduates into these types of programs? As a graduate and returning to the Navajo Nation, I could not find housing. How is the college handling housing needs for graduates gainfully employed by the Navajo Nation? When I returned to the Navajo Nation to work, I commuted for every job I had.

The Board of Regents has not adhered its own rules, regulations, standards, or guidelines. There are board members who've served on the board longer than the limit allowed. To be candid, they've become a vestige with little contribution that would come from newer members. This is perilous for an organization because it invites insincerity in the name of "providing educational opportunities to the Navajo people and others in the areas." This group of board members are the same members who've produced the proposed resolution. In this respect, "…enable Dine College to pursue opportunities in the private sector and participate in public-private partnerships and alliances with other businesses, colleges, and universities." is disturbing to read because the proposed resolution has been created by a vestige of board membership whose integrity is questionable.

The clause "…officers of the college must have good moral and ethical character as demonstrated by a background clearance revealing no felony convictions or acts of dishonesty or moral turpitude with the five (5) years preceding the date of appointment." is not revealed in background clearances if it does not make it to the court system. However, when I read the local newspapers or hear on KTNN about dishonesty and morals, questions start formulating about the character of the person/employee/board member. The college's inception since 1968, how many Native American faculty members are on staff? How many Native American professionals are on staff? In over 50 years of existence, why are Native American employees (faculty & professionals) not the majority. In over 50 years of existence, why has the college suddenly submitted a proposed resolution on a Friday with very few days allowed for public comment?

Did the college inform the college employees? Was there a meeting held informing of the $50 million loan increase? How was this amount communicated with the Navajo Nation, communities, chapters, etc.? Where is the documentation for the amount? Has student enrollment increased substantially to justify the amount? Was the student community informed? Many more questions need to be answered before the proposed resolution is voted on,

Please take my comment into consideration when deciding on the proposed resolution for increase in funds.

Thank you,

Juanita Francis
Chinle Agency/Chapter

Committee Report

THE HEALTH, EDUCATION AND HUMAN SERVICES COMMITTEE OF THE NAVAJO NATION COUNCIL to whom has been assigned;

LEGISLATION NO. 0012-21

AN ACT RELATING TO HEALTH, EDUCATION AND HUMAN SERVICES, LAW AND ORDER, BUDGET AND FINANCE AND NAABIK'IYATI' COMMITTEES AND NAVAJO NATION COUNCIL; AMENDING THE CHARTER OF DINE COLLEGE 10 N.N.C. §§ 2001 - 2023
Sponsor: Honorable Daniel E. Tso

(Eligible for Committee Action January 28, 2021)

Has had under consideration and report the same with the recommendation that Legislation 0012-21 pass with no amendment and no directive; and therefore referred the same to the **LAW AND ORDER COMMITTEE OF THE NAVAJO NATION COUNCIL**

Respectfully Submitted,

Carl Roessel Slater, Chairperson Pro Tem
Health, Education and Human Services Committee

February 03 2021 - Main Motion
Motion by: Honorable Edison J. Wauneka
Seconded by: Honorable Pernell Halona
Vote: 5 in favor; 0 Opposed; Vice Chairperson Not Voting
Yeas: Paul Begay, Jr.; Pernell Halona; Charlaine Tso; Daniel E. Tso; Edison J. Wauneka
Nays: none
Not Voting: all present
Absent (excused): all present

HEALTH, EDUCATION AND HUMAN SERVICES COMMITTEE
Special Meeting
February 03, 2021

Roll Call
Vote Tally Sheet

THE HEALTH, EDUCATION AND HUMAN SERVICES COMMITTEE OF THE NAVAJO NATION COUNCIL to whom has been assigned;

LEGISLATION NO. 0012-21

AN ACT RELATING TO HEALTH, EDUCATION AND HUMAN SERVICES, LAW AND ORDER, BUDGET AND FINANCE AND NAABIK'IYATI' COMMITTEES AND NAVAJO NATION COUNCIL; AMENDING THE CHARTER OF DINE COLLEGE 10 N.N.C. §§ 2001 – 2023

Sponsor: Honorable Daniel E. Tso

(Eligible for Committee Action January 28, 2021)

February 03 2021 - Main Motion
Motion by: Honorable Edison J. Wauneka
Seconded by: Honorable Pernell Halona
Vote: 5 in favor; 0 Opposed; Vice Chairperson Not Voting
Yeas: Paul Begay, Jr.; Pernell Halona; Charlaine Tso; Daniel E. Tso; Edison J. Wauneka
Nays: none
Not Voting: all present
Absent (excused): all present

Carl Roessel Slater, Vice Chairperson
Health, Education and Human Services Committee

Beverly Martinez, Legislative Advisor
Health, Education and Human Services Committee

LAW AND ORDER COMMITTEE
24TH NAVAJO NATION COUNCIL

SECOND YEAR 2021

COMMITTEE REPORT

Mr. Speaker,

The **LAW AND ORDER COMMITTEE** to whom has been assigned:

Legislation No. 0012-21: An Act Relating to Health, Education and Human Services, Law and Order, Budget and Finance and Naabik'iyati' Committees and the Navajo Nation Council; Amending the Charter of Diné College, 10 N.N.C. §§ 2001-2023 – *Sponsors: Honorable Daniel E. Tso/Honorable Otto Tso*

Has it under consideration and reports the same with the recommendation that it DO PASS with no amendments

And thereafter referred to Budget and Finance Committee

Respectfully submitted,

Eugenia Charles-Newton, Chairwoman
Law and Order Committee
24th Navajo Nation Council

Date: February 8, 2021

Main Motion: Honorable Eugene Tso
Second : Honorable Vince James
Vote : 3-0-2 (Chairwoman not voting)

LAW AND ORDER COMMITTEE
Regular Meeting
February 08, 2021

Legislation No. 0012-21: An Act Relating to Health, Education and Human Services, Law and Order, Budget and Finance and Naabik'iyati' Committees and the Navajo Nation Council; Amending the Charter of Diné College, 10 N.N.C. §§ 2001-2023 – *Sponsors: Honorable Daniel E. Tso/Honorable Otto Tso*

VOTE TALLY SHEET:

Motion: Eugene Tso Second: Vince James Vote: 3-0-2

Yea: Eugene Tso/Vince James/Otto Tso
Nay: None
Not Voting: Eugenia Charles-Newton
Excused: None
Absent: Edmund Yazzie

Eugenia Charles-Newton, Chairwoman
Law and Order Committee

Laureen Spencer, Legislative Advisor
Office of Legislative Services