

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'iyáti' 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***

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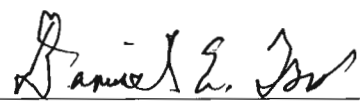
This written summary does not address recommended amendments as may be provided by the standing committees. The Office of Legislative Counsel requests each Council Delegate to review each proposed resolution in detail.

5-DAY BILL HOLD PERIOD: VERLAWSC  
Website Posting Time/Date: \_\_\_\_\_  
Posting End Date: 01-27-2021  
Eligible for Action: 01-28-2021

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

1 PROPOSED NAVAJO NATION COUNCIL RESOLUTION  
2 24th NAVAJO NATION COUNCIL – Third Year, 2021

3 INTRODUCED BY

4 

5 \_\_\_\_\_  
6 (Prime Sponsor)

7  
8 TRACKING NO. 0012-21

9  
10 AN ACT

11 RELATING TO HEALTH, EDUCATION AND HUMAN SERVICES, LAW AND  
12 ORDER, BUDGET AND FINANCE AND NAABIK'ÍYÁTI' COMMITTEES AND THE  
13 NAVAJO NATION COUNCIL; AMENDING THE CHARTER OF DINÉ COLLEGE,  
14 10 N.N.C. §§ 2001 - 2023

15  
16 BE IT ENACTED:

17 SECTION ONE. AUTHORITIES

- 18 1. The Health, Education and Human Services Committee of the Navajo Nation Council  
19 is empowered to establish Navajo Nation policy, promulgate rules and regulations  
20 governing health, social services, education, human services and general government  
21 services of the Navajo Nation and its tribal organizations, entities and enterprises, among  
22 other duties and responsibilities. 2 N.N.C. §401(B)(1). The Committee further has  
23 oversight responsibilities over colleges within the Navajo Nation. 2 N.N.C. §401(C)(3).
- 24 2. The Law and Order Committee of the Navajo Nation Council reviews and makes  
25 recommendations to the Navajo Nation Council on proposed amendments to the Navajo  
26 Nation Code. 2 N.N.C. §601(B)(14).
- 27 3. The Budget and Finance Committee of the Navajo Nation Council “coordinate[s] and  
28 review[s] all fiscal, financial and investment activities of the Navajo Nation and its  
29 enterprises, as well as other agencies, federal, state, regional and private, expending or  
30

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

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

5 5. The Navajo Nation Council sets policy for the Navajo Nation. Among other duties  
6 and responsibilities, it is authorized to amend the charter of the Diné College. 10 N.N.C.  
7 §2022.

8  
9 SECTION TWO. FINDINGS

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

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

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

22  
23 SECTION THREE. APPROVING AMENDMENTS TO CHARTER OF DINÉ  
24 COLLEGE

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

27  
28 SECTION FOUR. CODIFICATION

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

1 next codification or supplement of the Navajo Nation Code.

2  
3 SECTION FIVE. SAVINGS CLAUSE

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

8  
9 SECTION SIX. EFFECTIVE DATE

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

## 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 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, ~~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.

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

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

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

17        B. To provide services to Navajo communities by:

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

26           1. Assessing and identifying community needs;

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

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

30        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.

€ D. To provide the following additional services related to the effective operation of the Diné eCollege facilities 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.



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

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

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

15  
16       § 2003. Board of Regents; selection

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

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

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

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

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

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

- 24 a. The designee who is a current member of the Navajo Nation Council;  
25 b. the Navajo Nation Superintendent of Schools, and;  
26 c. the President of the Associated Students of Diné College.

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

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

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

12 E D. Qualifications for Diné College Board of Regents Candidates:

- 13 1. All appointed members of the Board of Regents ~~must~~ shall meet the following
- 14 qualifications:
- 15 a. ~~Must maintain continuous residence and voter registration within a~~  
16 ~~chapter within a chapter within the Agency of the Navajo Nation which they~~  
17 ~~are appointed to represent, during the period of their term; and~~
- 18 a. Bachelor's Degree, from an accredited institution, or experience equivalent  
19 to such.
- 20 b. Must be at least (18) years of age at the time of the appointment; and
- 21 c. Must not be an employee of the Diné College; ~~and~~
- 22 d. Must not have a conflict of interest with the College President or any  
23 member of the Executive management team of Diné College arising from  
24 any Navajo Nation, state, or federal laws regarding his or her appointment;  
25 and
- 26 e. Must have good moral and ethical character as demonstrated by a  
27 background clearance revealing no not have been convicted of a felony  
28 convictions or acts of dishonesty or moral turpitude within the five (5)  
29 years preceding the date of appointment.

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

1           the following requirements:

- 2           1. A valid Certified Public Accountant ("CPA") license or at least a finance,  
3                 accounting, and investment background,  
4           2. A business background with at least five (5) years of executive management,  
5           3. A good understanding of Diné spiritual ceremonial knowledge, preferably  
6                 Hatałii, or,  
7           4. Expertise in higher education.

8       F. § 2004. Tenure

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

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

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

26       G § 2005. Resignation and Removal

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

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

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

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

19 I. § 2014. Compensation

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

29 J. § 2016. Responsibilities and Duties of the Board of Regents  
30

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

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

17 B. 2. Maintain and safeguard the funds, investments and assets of Diné College  
18 according to reasonable and prudent financial accounting standards and  
19 practices; and utilize such funds for and assets to accomplish the long range  
20 accomplishment of the purposes objectives of Diné College. The Board of  
21 Regents shall be accountable for all Navajo Nation, federal and other funds  
22 entrusted to it, which accountability shall include retaining a reputable and  
23 accountable independent firm of certified public accountants to examine the  
24 books and accounts of Diné College, and to prepare and deliver an opinion  
25 and report of said accounts and financial procedures to the Board of Regents  
26 and to the Navajo Nation Council at least annually. However, no individual  
27 Regents shall be held personally liable, and shall be indemnified against  
28 liability by Diné College, for any action or decision made by that Regent in  
29 good faith belief that the action or decision was in the best interests of Diné  
30 College and within the scope of his authority. The Controller of the Navajo

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

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

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

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

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

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

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

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



1 ~~§ 2007. Meetings, special meetings; notice; meeting items; executive session~~

2 § 2004. Meetings for the Board of Regents, special meetings, work sessions, notice;  
3 meeting items; executive session

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

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

22 B. Notice of Meeting

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

28 C § 2008. Quorum

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

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

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

12 § 2009. Faculty representative

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

18 E § 2011. Board action

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

30 F § 2012. Bylaws

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

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

15  
16 § ~~2005~~ 2010. Board Officers and support personnel

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

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

28 ~~B. 2. Vice-President~~ Chairperson. The ~~Vice-President~~ Chairperson of the Board  
29 of Regents shall preside at all meetings of the Board in the absence of the  
30

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

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

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

18 ~~E.~~ 5. Support Personnel. The Board may request the College President, through  
19 administrative staff, to provide secretarial or other assistance to the Board.  
20

21 § 2006. Officers of Diné College

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

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

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

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

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

10  
11 § 2007 2013. Board Committees

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

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

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

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

1  
2 § ~~2008~~ 2015. Conflicts of Interest

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

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

16  
17 § ~~2009~~ 2017. Powers and authority of Diné College ~~the Board of Regents~~

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

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

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

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

7 3. To make agreements with and to borrow money to a maximum single  
8 transaction limit of ~~two~~ fifty million dollars ~~(\$2,000,000)~~ (\$50,000,000.00),  
9 from any governmental agency (federal, state or local), the Navajo Nation or  
10 any other legal entity or bank, or organization, and to agree to and perform  
11 any conditions attached thereto. Any loan in excess of ~~two~~ fifty million dollars  
12 ~~(\$2,000,000)~~ (\$50,000,000.00) must have prior written approval by the  
13 Budget and Finance Committee of the Navajo Nation Council.

14 4. To own, use, take, and hold, by purchase, lease, gift, devise or bequest, or  
15 otherwise; to ~~own, hold, use, and otherwise~~ deal in and with any real or  
16 personal property, or any interest therein; ~~and~~

17 5. ~~¶~~ To sell, convey, mortgage, pledge, create a security interest in, lease or  
18 otherwise dispose of all or any part of its Diné College's property and assets.  
19 Diné College shall not have power to sell, convey, mortgage, pledge or  
20 encumber any real estate or tangible property of the Navajo Nation, nor any  
21 such property in which the Navajo Nation has an interest; ~~and a~~ Any leases or  
22 subleases of Diné College shall require approval by the Resources Committee  
23 of the Navajo Nation Council.

24 ~~5.~~ 6. To invest its funds from time to time in any certificates of deposit or similar  
25 investments, tangible or intangible personal property, or real property located  
26 within Navajo Country, to lend money for its lawful purposes, and to take and  
27 hold real and personal property as security for the payment of funds so  
28 invested or loaned. Investment in real property outside Navajo Country may  
29 only be made with the prior written approval of the Budget and Finance  
30 Committee of the Navajo Nation Council.

- 1           6. 7. To purchase insurance for any property or against any risks or hazards.
- 2           7. 8. To establish and maintain such bank accounts as may be necessary and
- 3           proper.
- 4           8. 9. To hire employees, including all necessary administration and instructional
- 5           personnel and other educational assistants and such officers, agents, and
- 6           employees, permanent or temporary, as it may require, and to delegate to such
- 7           officers and employees such powers or duties as the Board of Regents shall
- 8           deem proper and to fix their compensation, all in accordance with this
- 9           Chapter.
- 10          9. 10. To adopt such rules, regulations and Bylaws as the Board of Regents
- 11          deems necessary and proper.
- 12          ~~10.~~ 11. To establish standards for graduation, admission and attendance and to
- 13          prescribe the course of study to be followed, to charge tuition, board charges,
- 14          rent, student union fees or such other fees and charges necessary to operate the
- 15          College.
- 16          ~~11.~~ 12. To issue and confer, upon the recommendation of the faculty, diplomas,
- 17          degrees, and certifications to such persons as have satisfactorily completed the
- 18          required programs of studies of the Diné College and to confer appropriate
- 19          degrees.
- 20          ~~12.~~ 13. To acquire, by purchase or otherwise construct, enlarge, improve, equip,
- 21          complete, operate, control, maintain, and operate any property suitable for use
- 22          as an educational facility, including but not limited to the following types of
- 23          buildings: classrooms, dormitories, dining halls, and offices.
- 24          ~~13.~~ 14. To promulgate rules and regulations for the protection of both private and
- 25          Diné College property, and persons on the campus. Specifically, the Board of
- 26          Regents may adopt reasonable rules regarding use of Diné College facilities,
- 27          parking on campus, and the conduct of visitors, students, and residents on
- 28          College property. The Board may adopt a schedule of fines to enforce its
- 29          rules, and shall also have authority to expel students and other persons from
- 30          the campus for repeated violations.



1 14: 15. To establish and operate, on a continued~~ed~~ basis, a campus police and  
2 security force in order to enforce applicable Diné College, Navajo Nation,  
3 federal and state laws and regulations and to handle other duties relating to  
4 public safety on Diné College property. Employees of the campus police and  
5 security force who hold valid current commissions as police officers of the  
6 Navajo Nation shall be entitled to exercise all powers of a commissioned  
7 police officer of the Navajo Nation while on Diné College property.

8 15: 16. To have and exercise all powers necessary or convenient to effectuate any  
9 or all of the purposes for which this charter and chapter is granted, and to  
10 discharge the responsibilities placed upon the Board of Regents herein.

11 § 2010 2018. Bonds

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

28 B. The College may issue such types of bonds as it may determine, including bonds  
29 on which the principal and interest are payable:  
30

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

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

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

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

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

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

- 3 3. The bonds may be sold at public or private sale at not less than par.
- 4 4. Bonds issued hereunder shall be executed in the name of the Diné College,  
5 shall be signed by the ~~President~~ Chairperson or the ~~Vice-President~~  
6 Chairperson of the Board of Regents under the official seal of the Diné  
7 College and shall be attested by the Secretary of the Board of Regents.
- 8 5. The bonds, any coupons pertaining thereto, and other securities, bearing the  
9 signatures of the officers in office at the time of the signing thereof, shall be  
10 the valid and binding obligations of the Diné College, notwithstanding that  
11 before the delivery thereof and payment thereof, any and all of the persons  
12 whose signatures appear thereon have ceased to fill their respective offices.
- 13 6. Any officer authorized or permitted to sign any bonds, any coupons, or any  
14 other securities, at the time of their execution and of a signature certificate  
15 pertaining thereto, may adopt as and for his own facsimile signature, the  
16 facsimile signature of this predecessor in office in the event that such  
17 facsimile signature appears upon the bonds, coupons and other securities  
18 pertaining thereto, or any combination thereof.
- 19 7. The Board of Regents, in any resolution authorizing the issuance of bonds or  
20 other securities hereunder or in any instrument or other proceedings pertaining  
21 thereto, may create special funds and accounts for the payment of the cost of a  
22 project, of operation and maintenance expenses, of the securities, including  
23 the accumulation and maintenance of reserves thereof, of improvements,  
24 including the accumulation and maintenance of reserves thereof; and of  
25 other obligations pertaining to the securities, any project or otherwise in  
26 connection with the College.
- 27 8. The Diné College may employ legal, fiscal, engineering, and other expert  
28 services in connection with any project or otherwise ~~app~~ pertaining to the Diné  
29 College and the authorization, sale and issuance of bonds and other securities  
30

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

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

8  
9 § 2011 ~~2019~~. Planning, zoning, sanitary and building regulations

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

13  
14 § 2012 ~~2020~~. Tax exemption

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

19  
20 § 2013 ~~2021~~. Sovereign Immunity

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

23  
24 § 2014 ~~2022~~. Amendments

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

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

8  
9 § 2015 2023. Relation to Navajo Nation government

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