

THE NAVAJO NATION
LEGISLATIVE BRANCH
INTERNET PUBLIC REVIEW PUBLICATION



LEGISLATION NO: _0011-22_

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 14, 2022 at 1:13PM

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LEGISLATIVE SUMMARY SHEET

Tracking No. 0011-22

DATE: January 7, 2022

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: If approved, this resolution will amend, 10 N.N.C. §§2001 – 2023, which will allow Diné College Charter to modernize operations and facilities, seek alternative sources of revenue, and professionalize the Board of Regents.

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: Johnson
Website Posting Time/Date: _____
Posting End Date: 01-19-22
Eligible for Action: 01-20-22

Health Education & Human Services Committee

Thence

Law & Order Committee

Thence

Budget & Finance Committee

Thence

Naabik'iyáti' Committee

Thence

Navajo Nation Council

PROPOSED NAVAJO NATION COUNCIL RESOLUTION

24th NAVAJO NATION COUNCIL—Fourth Year, 2022

INTRODUCED BY

(Primary Sponsor)

TRACKING NO. 0011-22

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. AUTHORITY

- A. The Health, Education and Human Services Committee is a standing 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. 2 N.N.C. §§ 400 (A) and 401 (B)(6)(A). The Health, Education and Human Services Committee is the oversight committee over colleges within the Navajo Nation. 2 N.N.C. § 401 (C)(3).
- B. The Law and Order Committee is a standing committee of the Navajo Nation Council with authority to to review and make recommendations to the Navajo Nation Council on proposed amendments to and enactments in the Navajo Nation Code. 2 N.N.C. §§ 600 (A) and 601 (B)(14).
- C. The Budget and Finance Committee is a standing committee of the Navajo Nation Council

1 with authority to coordinate and review all fiscal, financial and investment activities of the
2 Navajo Nation and its enterprises, as well as other agencies, federal, state, regional and
3 private, expending or seeking to expend funds within the Navajo Nation or for the benefit
4 of the Navajo people. 2 N.N.C. §§ 301(B)(5).

5 D. The Naabik'íyáti' Committee is a standing committee of the Navajo Nation Council and
6 all proposed legislation requiring final action by the Navajo Nation Council shall be
7 assigned to the Naabik'íyáti' Committee. 2 N.N.C. §§ 164 (A)(9) and 700 (A).

8 E. The Navajo Nation Council is the governing body of the Navajo Nation and is authorized
9 to review and approve enactments or amendments of positive law. 2 N.N.C. §§ 102 and
10 164 (A). The Navajo Nation Council is authorized to consider and grant final approval on
11 behalf of the Navajo Nation to any amendments or modification to the Diné College
12 Charter. 10 N.N.C. § 2022.

13 14 **SECTION TWO. FINDINGS**

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

19 B. Diné College is governed by a Board of Regents. The Board exercises authority and control
20 over the college and is responsible for the accomplishment of the college's purpose. 10
21 N.N.C. § 2003. By Resolution No. DC-DEC-2562-21, **attached hereto as Exhibit A**, the
22 Board recommends amendments to the Diné College Charter in order to modernize
23 operations and facilities, seek alternative sources of revenue and professionalize the Board
24 of Regents. Resolution No. DC-DEC-2562-21, states the major amendments of the Dine
25 College Charter are in the following three areas:

- 26 a. Professionalization of the Board of Regents - Board of Regents will be selected
27 based on their expertise instead of geography. Moving from 8 to 7 members.
- 28 b. Expansion of Loan Capability - The amended charter will increase the loan limit to
29 \$50 million from \$2 million. This is to allow for greater access to all students across
30 the Navajo Nation with modern higher education facilities.

1 c. Create opportunity to seek alternative sources of revenue - The amended charter
2 will allow Dine College to create revenue opportunities such as a holding company
3 and marketing of patents that were developed by Dine College.

4 C. It in the best interest of the Navajo Nation that the Charter of Diné College be amended.
5

6 **SECTION THREE. AMENDMENT TO TITLE 10**

7 The Navajo Nation Council hereby approves the following amendments to Title 10:
8

9 **NAVAJO NATION CODE**
10 **TITLE 10. EDUCATION**
11 **CHAPTER 19. DINÉ COLLEGE**
12

13 **§ 2001. Establishment; Charter**

14 Diné College is chartered and established as a nonprofit educational institution wholly-
15 owned by the Navajo Nation, to act for and on behalf of the Navajo Nation Council within
16 its areas of responsibility as defined by this Chapter. The charter previously granted by
17 Resolution CN-95-68 of the Navajo Nation Council is hereby amended. Diné College
18 shall have the authority to conduct its activities anywhere as a distinct and semi-
19 independent agency of the Navajo Nation Council, within the limits and guidelines set
20 forth in this Chapter, ~~to conduct its activities anywhere within the Navajo Nation or~~
21 ~~elsewhere.~~
22

23 **§ 2002. Purposes**

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

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

- 28 1. ~~College Degree~~ Postsecondary Programs: Programs offered by Diné College will
29 be within the scope of its accreditation by an accrediting agency recognized by
30 the U.S Department of Education and include ~~which provides students with~~

1 certificate programs and programs leading to; associate, baccalaureate, graduate,
2 and post-graduate degrees; when such degree programs are accredited.

3 2. Technical Skills Program Honorary Degrees: Diné College may bestow Honorary
4 Degrees on individuals to recognize their distinguished contributions to a specific
5 field or to the Navajo Nation; which provides students with technical training and
6 skills in fields that allow direct employment opportunities.

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

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

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

23 B. To provide services to Navajo communities by:

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

1 and the Navajo Nation shall not be liable for any action of such non-instrumentalities,
2 financial or otherwise.

- 3 ~~1. Assessing and identifying community needs;~~
- 4 ~~2. Developing programs and working with other agencies to meet community~~
5 ~~educational needs; and~~
- 6 ~~3. Providing other services to the communities related to the educational process.~~

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

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

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

- 20 1. Continually study assess and inventory the educational needs of the Navajo
21 Nation, and develop long-range plans to meet these needs including
22 implementation of a plan to obtain accreditation for the Diné College as a
23 baccalaureate and postgraduate institution. to build academic and student success
24 programs.
- 25 2. Obtain and maintain accreditation of Diné College as a baccalaureate and post
26 graduate institution. Provide a research and technical assistance to the Navajo
27 Nation Council and its
28 committees, the Navajo Nation and its departments and agencies, and other
29 organizations and enterprises.
- 30 3. Extend and offer educational opportunities by establishing multiple remote

~~campuses and distributive learning centers.~~ 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.

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 measureing student outcomes such as academic performance, rates of retention, graduation, and completion. ~~accomplishment and award degrees to students meeting such standards.~~

~~DE.~~ Diné College shall formulate and deliver land-grant institution programs in natural and rural development, classroom instruction, ~~e~~Extension 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, ~~and~~ responsibility 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 the accomplishment of it's ~~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

1 ensure to the College provides its students a quality education. Subject to other applicable
2 laws, employees and officials of the Navajo Nation and candidates for Navajo Nation
3 offices, shall not interfere with or interrupt the day-to-day activities of the Board of
4 Regents or Diné College employees carrying out their responsibilities as such. college
5 education programs.

6 ~~B. The Board of Regents shall consist of eight members, including the Chairperson of~~
7 ~~the Education Committee or the committee's designee, the Navajo Nation Superintendent~~
8 ~~of Schools, and the President of the Diné College Student Body who shall be full official~~
9 ~~members. Five shall be enrolled members of the Navajo Nation and subject to~~
10 ~~confirmation and removal by the Government Services Committee of the Navajo Nation~~
11 ~~Council to each of the five agencies of the Navajo Nation. In the event that the~~
12 ~~Government Services Committee within 30 days declines or fails for any reason to pass~~
13 ~~a resolution confirming an appointment made by the President, the appointee shall not sit~~
14 ~~as a Regent and the President shall submit an alternative appointee within two weeks of~~
15 ~~the Government Services Committee action declining to confirm the appointment, or the~~
16 ~~expiration of the 30 day period for confirmation.~~

17 B. C. Qualifications for Diné College Board of Regents Candidates:

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

years preceding the recommended date of appointment as demonstrated by
the appointment and confirmation process. Must not have any felony
convictions.

f. All Appointed members shall possess, at least, one of the following expertise:

i. A professional qualification i.e. certified public accountant,
financing, investment, or legal background.

ii. A business background with at least five (5) years of executive
management, executive management experience in areas such as
business, healthcare, social services or similar need on the Navajo
Nation.

iii. A good understanding of Diné spiritual ceremonial knowledge,
preferably Hataalii, or,

iv. Expertise in higher education and/or education.

2. Qualifications for Ex-Officio members. Ex-Officio members are elected to or are
appointed into the position by their respective organizations. Their qualifications
are determined by these organizations:

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

3. Qualifications for Designated members. Designated members are elected to or
are appointed into the position by their respective organizations. Their
qualifications are determined by these organizations:

a. Hold the position of Faculty Association President

b. Hold the position of Staff Association President

C. Selection.

1. Selection of Appointed members: The President of the Navajo Nation shall
recommend Appointed member candidates to serve on the Board of Regents.
Candidates are subject to the confirmation by the Naabik'íyáti' 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

1 education, business, investment, healthcare, traditional knowledge, and/or legal.
2 The number of new appointments for board seats shall not exceed the half of the
3 board's membership.

4 a. In the event the Naabik'íyáti' Committee of the Navajo Nation Council
5 appointed member declines or fails for any reason to pass a resolution
6 confirming their appointment made by the Navajo Nation President within
7 thirty (30) calendar days of the appointment:

8 i. The appointee shall not sit as a Diné College Board of Regent; and

9 ii. The Navajo Nation President shall submit an alternative appointee
10 within fourteen (14) calendar days of the Naabik'íyáti' Committee of
11 the Navajo Nation Council action failing/declining to confirm the
12 appointment, or the expiration of the thirty (30) calendar day
13 confirmation period.

14 2. Selection of Ex-officio members.

15 The Ex-officio members will be selected according to their respective positions
16 pursuant to 10 N.N.C. § 2003(B)(2).

17 3. Selection of Designated members.

18 The Designated members will be selected according to their respective positions
19 pursuant to 10 N.N.C. § 2003(B)(3).

20 D. Composition. The Board of Regents shall initially be composed of seven (7)
21 members. By a duly adopted resolution of the Board of Regents, the number of
22 members may increase from seven (7) voting members and two (2) non-voting
23 members (Faculty Association and Staff Association President), but shall not exceed
24 nine (9) nor be less than seven (7); and

25 1. The Board of Regents shall include the following categories of members:

26 a. Appointed members (voting). Four (4) Appointed members who will have a
27 background in the areas of expertise that include, but not limited to education,
28 business, investment, healthcare, traditional knowledge, and legal.

29 b. Ex Officio members (voting). Three (3) Ex Officio members who will serve
30 based on their service in the following positions:

- i. The designee who is a current member of the Navajo Nation Council;
 - ii. The Navajo Nation Superintendent of Schools, and;
 - iii. The President of the Associated Students of Diné College.
- c. Designated members (non-voting)
- i. Faculty Association President
 - ii. Staff Association President

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

E. §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. Appointed members shall serve six (6) year terms. Each of the five appointed members shall serve, 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, beginning the date of the Annual Meeting and ending on the date of the Annual Meeting occurring in the sixth calendar year. Each of the appointed members shall serve with full rights and privileges until his successor has been duly appointed, qualified and seated. Appointed Members may be reappointed for no more than two (2) successive terms.

- ~~A. 2.~~ Ex-officio members are eligible to serve on the Board as long as they hold their respective positions outlined in 10 N.N.C. § 2003 (B)(2).

- ~~B. 3. Members may be reappointed for no more than two (2) successive terms.~~ Designated members are eligible to serve on the Board as long as they hold their respective positions outlined in 10 N.N.C. § 2003 (B)(3).

F §2005. Resignation and Removal

1. Resignation. Appointed or Designated members Any Regents, except the

1 ~~Chairperson of the Education Committee, the Navajo Nation Superintendent of~~
2 ~~Schools, and the President of the Student Body, may resign at any time by giving~~
3 ~~submitting written notice to the President of the Board Chairperson of Regents.~~
4 Such resignation shall take effect at the time specified in the notice without the
5 necessity of acceptance. ~~Any appointed member may be removed by the~~
6 ~~Government Services Committee when in their judgement, the best interests of~~
7 ~~Diné College will be served thereby.~~

8 2. Removal. All Members shall adhere to the proper removal process as it applies to
9 them.

- 10 a. Removal of an Appointed member. The Board by a removal process may
11 remove any Appointed member if they determine such removal is in the best
12 interests of Diné College, regardless of time left in tenure. The removal of the
13 Regent from the Board may occur with or without cause at a duly called
14 meeting of the Board for that purpose. The removal process of an Appointed
15 member will be in accordance with the by-laws of the Board.
- 16 b. Removal of Ex-Officio Members. All Ex-Officio members are eligible to
17 serve on the Board as long as they hold their respective positions and are
18 subject to removal as determined by the organizations they represent.
- 19 c. Removal of Designated Members. Any Designated Member may be removed
20 from the Board by a two-thirds (2/3) vote of the Board of Regents at any
21 special meeting of the Board called expressly for that purpose. Any Board
22 member proposed to be removed shall be entitled to reasonable notice for an
23 opportunity to be heard at such special meeting as long as the removal does
24 not interfere with the Board's quorum and college operations.

25 G. § 2006. Vacancies. Vacancies on the Board of Regents that occur for any reason shall
26 be filled by appointment in accordance with § 2003 and confirmed by the
27 Government Services Committee for the balance of that member's term. Vacancies
28 of any member will follow the selection, qualification, and confirming process as it
29 applies to that member's role before it was vacated.

30 H. § 2014. Compensation. By formal resolution, the Board may establish rates of

1 compensation and procedures for payment and reimbursement of expenses of Board
2 of Regent members, consistent with best practices within high education. The Board
3 shall have discretionary authority to provide different rates for officers and committee
4 members as it sees fit, or for any Regent assigned a special responsibility. A copy of
5 any resolution establishing or amending any financial benefit to the Board, or any
6 member of the Board, shall be promptly transmitted to the President of the Navajo
7 Nation and to the Health, Education, and Human Services Committee of the Navajo
8 Nation Council, ~~and to the Education Naabik'iyati' Committee for their records.~~

9 ~~§ 2016-J. Responsibilitiesy and Duties. of the Board of Regents~~

10 The Board of Regents shall ~~have overall responsibility to the Navajo Nation Council~~
11 ~~for the accomplishment of the pPurposes of Diné College as stated in this Chapter,;~~
12 under this chartered and established nonprofit educational institution wholly-owned
13 by the Navajo Nation, shall act for and on behalf of the Navajo Nation Council within
14 its areas of responsibility as defined by this Chapter. As such, a Regent shall perform
15 the responsibilities and duties in good faith, as a fiduciary to the Navajo Nation
16 Council, and in a manner that is in the best interest of Diné College. The
17 responsibilities and duties of the Board of Regents shall include and more specifically
18 to shall:

19 A. 1. Report and be responsible accountable to its oversight committee, the Health,
20 Education and Human Services Committee of the Navajo Nation Council, and its
21 ~~Education HEHSC Committee as it carries out its duties to accomplish the~~
22 ~~objectives and goals of Diné College for progress towards the fulfillingment of~~
23 ~~the its purposes of Diné College.~~ The Board of Regents shall provide prepare and
24 submit a written Annual rReport to the Navajo Nation Council's Winter Session;
25 ~~or as otherwise requested by the Council or the Education Committee, to be~~
26 delivered verbally by the President Chairperson of the Board or such other
27 representative designated by the Board,; ~~In addition, the Board of Regents will~~
28 ~~provide reports as when requested by the Council or HEHS Committee.~~

29
30 B. 2. Maintain and safeguard the funds, investments and assets of Diné College

1 according to reasonable and prudent financial accounting standards and practices;
2 and utilize such funds ~~for~~ and assets to accomplish the long range
3 accomplishment of the purposes objectives of Diné College. The Board of
4 Regents shall be accountable for all Navajo Nation, federal and other funds
5 entrusted to it, which accountability shall include retaining a reputable and
6 accountable independent firm of certified public accountants to examine the
7 books and accounts of Diné College, and to prepare and deliver an opinion and
8 report of said accounts and financial procedures to the Board of Regents and to
9 the Navajo Nation Council at least annually. However, no individual Regents
10 shall be held personally liable, and shall be indemnified against liability by Diné
11 College, for any action or decision made by that Regent in good faith belief that
12 the action or decision was in the best interests of Diné College and within the
13 scope of his authority. The Controller of the Navajo Nation, the Budget and
14 Finance Committee and the Education Committee shall be advised what
15 accounting firm is selected to perform the annual examination and audit.

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

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

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

28 F. 6. Communicate with appropriate committees and representatives of the Navajo
29 Nation Council, United States Congress, ~~and~~ federal, state and private agencies
30 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.

9. To create for-profit and/or non-profit entities that are separate non-instrumentalities of the Navajo Nation.

K. Support Personnel. The Board may request the College President to make available administrative services and/or other assistance to the Board.

§ 20047. Meetings for the Board of Regents, special meetings; work sessions, notice; meeting items; executive session

~~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), and such other 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 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 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.~~

~~B. 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

1 Board Chairperson as are expressly requested to attend. Non-voting members and
2 others asked by the Board Chairperson to attend executive session must sign a written
3 agreement to maintain the strict confidentiality of all matters discussed in executive
4 session. No resolutions shall be passed, or formal action taken in executive session.

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

10 D. § 2008. Quorum. A quorum for any meeting of the Board or its committees shall be
11 five members, a simple majority of the voting membership, and nNo formal action of
12 the Board shall be valid unless a quorum is present. The quorum requirement shall
13 be met either only by actual physical presence, or remote participation of Regents,
14 and not by any other representation or proxy, except that the chairperson of the
15 Education Committee of the Navajo Nation Council may send the Vice Chairperson
16 or a member of the Education Committee.

17 E. Voting. At any meeting of the Board in which quorum is achieved, each Regent shall
18 have one (1) vote, subject to the authority and privileges in this Charter and Bylaws.
19 The Board shall in all cases act by a majority vote in the presence of quorum.

20 § 2009. Faculty representative

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

26 F. § 2011. Board action. All official action of the Board shall require formal motion, a
27 second and an affirmative vote of a majority of those Regents present, and vVoting
28 at duly called regular or special meetings of the Board with a quorum present or a
29 duly formed committee, and shall be reduced to writing in the form of minutes, which
30 will be and certified by the presiding officer or sSecretary. The written form may be

1 ~~a separate and distinct resolution or may be contained in the~~ All resolutions should
2 be reduced to writing and included with the official minutes, of the meeting, in which
3 event the All minutes shall be properly certified. No individual power or authority to
4 act for or on behalf of Diné College shall attach to any Regent Board member by
5 virtue of that office, except as may be expressly given by this Chapter, the Bylaws,
6 or resolution of the Board.

7 G. § 2012. Bylaws. The Board may adopt, and amend from time to time, Bylaws to
8 govern the conduct of its meetings and establish procedures for the orderly
9 transaction of business. Such Bylaws may further define the duties, authority and
10 responsibility of officers of the Board, and cover such other matters as are normal
11 and appropriate to similar corporate Bylaws. The Bylaws shall be effective to the
12 extent they are not repugnant to this eChapter or the applicable laws and regulations
13 of the Navajo Nation and the United States. Whenever adopted or amended, a copy
14 of the Bylaws will be transmitted to the President of the Navajo Nation and to its
15 oversight committee, the Health, Education, and Human Services the Education
16 Naabik'iyati' Committee.

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

22
23 **§ 200510. Board Officers and support personnel**

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

27 A. 1. President Chairperson. The President Chairperson of the Board of Regents
28 shall preside at all meetings during which he or she is present, except as hHe or
29 she may voluntarily delegate such function to another Board member. The
30 Chairperson He or she shall have the authority to call special meetings of the

1 Board and certify resolutions as provided in this Chapter, and in general perform
2 all duties incident to the office of Board ~~President~~ Chairperson, including such
3 duties as may be described in the Bylaws or policies and regulations or assigned
4 to him ~~of~~ or her by the Board of Regents.

5 ~~B.~~ 2. ~~Vice-President~~ Chairperson. The Vice-President Chairperson of the Board of
6 Regents shall preside at all meetings of the Board in the absence of the President,
7 and shall discharge any other duties assigned by the ~~President~~ Chairperson or the
8 Board.

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

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

23 ~~E.~~ 5. Support Personnel. The Board may request the College President, ~~through~~
24 ~~administrative staff, to provide secretarial or other assistance to the Board to make~~
25 available administrative services and/or other assistance to the Board.

26 27 **§ 2006. Officers of Diné College**

28 The officers of Diné College shall be the College President, Provost, Vice President of
29 Finance, and Administration, Board of Regents Liaison. Subject to the approval of the
30 Board, the President of the College may establish or designate other positions as officers

1 of Diné College. All officers of the College must not have any felony convictions. All
2 officers must have good moral and ethical character as demonstrated by a background
3 clearance revealing no felony convictions or acts of dishonesty or moral turpitude within
4 the five (5) years preceding the date of appointment.

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

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

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

16
17 **§ 200713. Board Committees**

18 The Board may ~~select such~~ establish committees, such as standing or ad hoc, as it deems
19 appropriate from among its members and Diné College staff and/or external members
20 with to work in general or specialized areas of responsibility, expertise and may empower
21 such committees to act for and on behalf of the Board to the extent it desires. The
22 following committee are hereby established:

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

28 B. Student Success and Academic Affairs Committee, or its designee, shall oversee the
29 implementation of initiative towards data-based practices to improve students'
30 graduation, retention, and experience. The Student Success Committee shall consist

1 of three (3) Board members.

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

8
9 **§ 200815. Conflicts of Interest**

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

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

22
23 **§ 200917. Powers and authority of Diné College ~~the Board of Regents~~**

24 A. Diné College is a semi-independent entity ~~creation~~ of the Navajo Nation Council, and
25 shall be under the ~~control~~ oversight of the Health, Education, and Human Services
26 Committee or its successors. ~~Navajo Nation Council and shall be governed by laws,~~
27 ~~rules, regulations and policies duly enacted by the Navajo Nation Council or the~~
28 ~~Education HEHS Committee pursuant to its delegated authorities; it shall have~~
29 ~~perpetual succession.~~

30 B. Diné College, through its Board of Regents, shall have the following powers which

1 it may exercise consistent with the purposes for which it is established:

- 2 1. To adopt and use an official seal by causing it, or a facsimile thereof, to be
3 impressed or affixed or in other manner reproduced.
- 4 2. To make agreements and incur liabilities which may be appropriate to enable
5 Diné College to accomplish any or all of its purposes, to borrow money for such
6 purposes at such rates of interest as Diné College may determine, to issue notes,
7 bonds and other obligations subject to the provisions hereof concerning the
8 issuance of its obligations, and to secure any of its obligations by mortgage,
9 pledge, or deed of trust of all or any of its property and income with the approval
10 of the Navajo Nation Council. Diné College shall not have power to mortgage,
11 pledge, or encumber any real estate or tangible property of the Navajo Nation,
12 nor any such property in which the Navajo Nation has an interest.
- 13 3. To make agreements with and to borrow money to a maximum single transaction
14 limit of ~~two~~ fifty million dollars ~~(\$2,000,000)~~ (\$50,000,000.00), from any
15 governmental agency (federal, state or local), the Navajo Nation or any other legal
16 entity or bank, or organization, and to agree to and perform any conditions
17 attached thereto. Any loan in excess of ~~two~~ fifty million dollars ~~(\$2,000,000)~~
18 (\$50,000,000.00) must have prior ~~written~~ legislation approval by the Budget and
19 Finance Committee of the Navajo Nation Council.
- 20 4. To own, use, take, and hold, by purchase, lease, gift, devise or bequest, or
21 otherwise; to ~~own, hold, use, and otherwise~~ deal in and with any real or personal
22 property, or any interest therein; and
- 23 5. ~~4~~ To sell, convey, mortgage, pledge, create a security interest in, lease or
24 otherwise dispose of all or any part of its Diné College's property and assets. Diné
25 College shall not have power to sell, convey, mortgage, pledge or encumber any
26 real estate or tangible property of the Navajo Nation, nor any such property in
27 which the Navajo Nation has an interest; ~~and any leases or subleases of Diné~~
28 ~~College shall require approval by the Resources Committee of the Navajo Nation~~
29 ~~Council.~~
- 30 5-6. To invest its funds from time to time in any certificates of deposit or similar

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

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

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

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

14 ~~9.~~ 10. To adopt such rules, regulations and Bylaws as the Board of Regents deems
15 necessary and proper.

16 ~~10.~~ 11. To establish standards for graduation, admission and attendance and to
17 prescribe the course of study to be followed, to charge tuition, board charges, rent,
18 student union fees or such other fees and charges necessary to operate the College.

19 ~~11.~~ 12. To issue and confer, upon the recommendation of the faculty, diplomas,
20 degrees, and certifications to such persons as have satisfactorily completed the
21 required programs of studies of the Diné College and to confer appropriate
22 degrees.

23 ~~12.~~ 13. To acquire, by purchase or otherwise construct, enlarge, improve, equip,
24 complete, operate, control, maintain, and operate any property suitable for use as
25 an educational facility, including but not limited to the following types of
26 buildings: classrooms, dormitories, dining halls, and offices.

27 ~~13.~~ 14. To promulgate rules and regulations for the protection of both private and
28 Diné College property, and persons on the campus. Specifically, the Board of
29 Regents may adopt reasonable rules regarding use of Diné College facilities,
30 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~~ 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 or all of the purposes for which this eCharter and eChapter is granted, and to discharge the responsibilities placed upon the Board of Regents herein.

§ ~~2010~~18. 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. ~~And~~ 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.~~

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

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

12 ~~C.~~

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

19 ~~D.~~

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

26 ~~E.~~

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

- 28 1. Bonds of the Diné College shall be authorized by resolution adopted by the vote
29 of an absolute majority of the Board of Regents; and may be issued in one or more
30 series.

- 1 2. The bonds shall bear such dates, mature at such times, bear interest at such rates,
2 be in such denominations, be in such form, either coupon or registered, carry such
3 conversion or registration privileges, have such rank or priority, be payable in
4 such medium of payments at such places and be subject to such terms of
5 redemption, with or without premium, as such resolution may provide.
- 6 3. The bonds may be sold at public or private sale at not less than par.
- 7 4. Bonds issued hereunder shall be executed in the name of the Diné College, shall
8 be signed by the President Chairperson or the Vice-President Chairperson of the
9 Board of Regents under the official seal of the Diné College and shall be attested
10 by the Secretary of the Board of Regents.
- 11 5. The bonds, any coupons pertaining thereto, and other securities, bearing the
12 signatures of the officers in office at the time of the signing thereof, shall be the
13 valid and binding obligations of the Diné College, notwithstanding that before the
14 delivery thereof and payment therefore, any and all of the persons whose
15 signatures appear thereon have ceased to fill their respective offices.
- 16 6. Any officer authorized or permitted to sign any bonds, any coupons, or any other
17 securities, at the time of their execution and of a signature certificate pertaining
18 thereto, may adopt as and for his own facsimile signature, the facsimile signature
19 of this predecessor in office in the event that such facsimile signature appears
20 upon the bonds, coupons and other securities pertaining thereto, or any
21 combination thereof.
- 22 7. The Board of Regents, in any resolution authorizing the issuance of bonds or other
23 securities hereunder or in any instrument or other proceedings pertaining thereto,
24 may create special funds and accounts for the payment of the cost of a project, of
25 operation and maintenance expenses, of the securities, including the
26 accumulation and maintenance of reserves therefore, of improvements, including
27 the accumulation and maintenance of reserves therefore; and of other obligations
28 pertaining to the securities, any project or otherwise in connection with the
29 College.
- 30 8. The Diné College may employ legal, fiscal, engineering, and other expert services

1 in connection with any project or otherwise appertaining to the Diné College and
2 the authorization, sale and issuance of bonds and other securities hereunder.
3 Employment of legal counsel shall be subject to applicable laws of the Navajo
4 Nation.

- 5 9. The Diné College is authorized to enter into any contracts or arrangements, not
6 inconsistent with the provisions hereof, with respect to the sale of bonds or other
7 securities hereunder, the employment of bond counsel, and other matters as the
8 Board of Regents may determine to be necessary or desirable in accomplishing
9 the purposes hereof.
10

11 **§ ~~2011~~19. Planning, zoning, sanitary and building regulations**

12 All property of the Diné College shall be subject to the planning, zoning, sanitary and
13 building laws and regulations applicable to the locality in which the Diné College
14 property is situated.
15

16 **§ ~~2012~~20. Tax exemption**

17 The property and funds of the Diné College are declared to be public property used for
18 essential public and governmental purposes and such property ~~and the Diné College are~~
19 is exempt from all taxes and special assessments of the Navajo Nation and other
20 authorities.
21

22 **§ ~~2013~~21. Sovereign Immunity**

23 The Navajo Nation Sovereign Immunity Act shall be applicable to the Diné College and
24 the Diné College Board of Regents.
25

26 **§ ~~2014~~22. Amendments**

27 The Navajo Nation Council is authorized to consider and grant final approval, ~~on behalf~~
28 ~~of the Navajo Nation, of~~ to any amendments or modifications to this Chapter. This
29 authority, however, is subject to and limited by the continuing integrity of the portions
30 of this Chapter entitled "Bonds" and any other portion justifiably relied upon by any

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

10
11 **§ 201523. Relation to Navajo Nation government**

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

13 ***
14 _____
15

16 **SECTION FOUR. CODIFICATION**

17 The provision of this Act which amend or adopt new sections of the Navajo Nation Code
18 shall be codified by the Office of Legislative Counsel. The Office of Legislative Counsel shall
19 incorporate such amended provisions into the next codification or supplement of the Navajo
20 Nation Code.

21
22 **SECTION FIVE. SAVINGS CLAUSE**

23 Should any provision of this Act be determined invalid by the Navajo Nation Supreme
24 Court or the District Courts of the Navajo Nation, without appeal to the Navajo Supreme Court,
25 the remainder of the Act shall remain in the law of the Navajo Nation.

26
27 **SECTION SIX. EFFECTIVE DATE**

28 This provision of this Act shall become effective in accordance with 2 N.N.C. § 221 (B).
29
30