

# Diné College Board of Regents Work Session Meeting Minutes

Diné College Board of Regents Work Session Meeting		Date: Wednesday, January 18, 2017
Present:	Theresa Hatathlie, Johnson Dennison, Anderson Hoskie (Quorum is not required for work session) <u>2</u> Regents in attendance.	Location: Room Diné DG Flagstaff, AZ Time: 7:00 AM
Absent:	Greg Bigman, Anderson Hoskie, Nelson BeGaye, Dr. Tommy Lewis, Dr. Joseph Martin, Aaron Lee.	

Agenda		
July 20, 2017 Regular Meeting Minutes approved on February 17 2017. Motioned: Regent Hatathlie, Seconded: Regent Dennison, Vote: 5/0/0.		
I. <b>Call to Order:</b> Regent Hatathlie called the meeting to order at 7:49 a.m.		
II. <b>Roll Call:</b> Taken by Regent Dennison.		
III. <b>Invocation:</b> Regent Dennison provided invocation.		
IV. <b>Approval of Agenda</b>	Follow-Up Action:	Responsible POC:
<p><b>Motion by Regent Hatathlie</b>  <b>Second by Regent Dennison</b>  <b>There was no discussion for this item.</b>  <b>Vote: 2/0/0.</b></p>		
<p><b>V. Approved Items:</b>  <b>a. Ethics Training</b>            1. <b>Mr. Michael Upshaw.</b>            Ethical and legal duties arising under Navajo law, culture and tradition. There are references of the concept of leaders within the Navajo Nation code.</p> <p>-Required to establish policy and procedures.  -Recruitment and selection of your president. This process highlights the exercise of responsibility to avoid conflicts of interest.</p> <p>Conflicts of Interests  Prohibition of conflicts of interests. DC policy and Navajo Nation</p>		

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Ethic and Government laws. The perception of conflicts of interests and establishing relationships. Regent Hatathlie request clarification on the definition of line of authority. Regent Dennison makes further inquiry of conflicts of interest. Legal Representative provides examples and importance of disclosures should be made of potential conflicts of interest.

### 2. **Mr. James Fitting.**

Ethical and legal duties arising under the law; relating to Board of Directors.

- Duty of Care
  - Familiarity of finances, activities, and participate in its governance.
  - Attend all board meetings, committee meetings, participate in decision-making process
  - Read materials and minutes. Responsibility of reading minutes to ensure accuracy of your participation is included.
  - Responsibility to make sure the college has written policy and controls.
    - Crisis Management
    - Employee Manual
    - Investment Endowment
    - Facilities Management
    - Use of technology (email, social media)
    - Conflicts of Interest
  - Review financial accounts, review actual to budget comparison.
  - Encourage board diversity.
  
- Loyalty
  - Be aware of conflict of interest policy. Advise of any potential conflicts of interest. Act in the best interest of the organization.

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- Avoid transactions family member benefits or disclose such transactions fully to the board and examine transactions involving board members to ensure there is no conflict of interest.
- Obedience
  - Ensure the organization complies with all applicable laws and regulations.
  - Ensure resources are used to accomplish the mission.
  - Comply with all reporting laws, employee compensation received, and appropriate taxes are paid.

### 3. Mrs. Yolanda Gallegos.

Legal duties under Title IV of the Higher Education Act relating to advertising in Higher Education.

- Provide definition and expanded definition of Misrepresentation
- Fine up to \$27,500, limitation or termination of participation with Title IV, including denial of application to participate in Title IV programs.
- Review of the elements of a Misrepresentation and Substantial Misrepresentation
- Differences and detailed differences between common law misrepresentation and ED Regulation.
- Covered Scope of Subject matter of Misrepresentation
  - Nature of educational program
  - Nature of financial charges
  - Employability of graduates
- Relationship with U.S. Department of Education

#### Recommended steps:

- Review all Promotional materials/ advertising. Start inserting dates on printed materials to track dissemination dates.
  - Review Admission Office Practices.

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- Review all Third Party Contracts for Providing Programs, Marketing, Advertising, Recruitment, and Admissions
- Draft new disclosures required under new misrepresentation regulations.

### b. Investment Report, Tallsalt Advisors LLC

1. Current economic market conditions and outlook.
  2. Overview of and rationale for the asset allocation for each of the 4 pools.
    - Review of diagrams in PowerPoint
    - Review on analysis
  3. Discussion of specific funds in which the College is presently invested.
  4. December 2016 and full year 2016 performance report
- Handout “Dine College Invested Funds” and PowerPoint presentation provided for attendees.
  - Discussion of Investment Payout Ratios for each of the four funds. This may include modifications to the exhibits for each of the four funds.
  - Discussion of ability to make changes to asset allocation quickly (1-2 week timeframe) in the event of drastic market changes.
  - Fiduciary Responsibilities

### c. Financial Training, Sloan & Co.

1. Financial Policies Review
  - Governance
    - Definition
    - Board of Regents/Directors responsibilities
      - Internal Control Overview
        - Definition of Internal Control
        - Importance of Internal Control
      - Manual Review Summary
    - Procurement
      - Competition

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- Conflicts of Interest Policy was not identified a conflicts of interest policy. We suggest this policy be included in the procurement policy to ensure existence of open competition and compliance with 2 CFR part 200.319
- Suggest to include a clause addressing requirement. Contracting With Small and Minority Businesses, Women's business enterprises, and labor surplus area (2 CFR part 200.321)
  - Noncompetition
- Section is in lie with Uniform Grant Guidance. Suggestion to add bullet:  
(4) The public exigency or emergency for the requirement will not permit a delay resulting from competitive solicitations. In other words, in case of critical emergency requiring immediate response, non-competitive solicitation is allowed per the UGG to avoid an undue delayed due to the length of time of competitive solicitation

### d. Coconino Presentation

Ms. Lena Fowler provides power point presentation.

- Partnership to establish the Page Higher Education Center
  - Coconino Community College
  - Diné College
  - NTU
  - NAU
- Seeking institutions assistance in HLC credentialed faculty to provide services at Coconino Community College.
  - 20 acres of land available and existing building available.

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<b>VI. Executive Session:</b> There was no executive session during this meeting.		
<b>VII. Next Meeting:</b> Board of Regents Regular Meeting; Friday, February 17, 2017 at 9:00 A.M. Proposed Location: Diné College Tsaile Campus; Room 620C BOR Conference Room.		
<b>VIII. Adjournment:</b>  <b>Meeting adjourned at 6:08 P.M.</b>		

*Respectfully submitted by: Michelle Cury, Interim Diné College Board of Regents Associate Liaison*