

Diné College Board of Regents Meeting Minutes

Diné College Board of Regents Meeting		Friday, September 14, 2018
Present:	Greg Bigman, Theresa Hatathlie, Anderson Hoskie, Johnson Dennison, Sharon Toadecheenie. (Quorum of <u>5</u> is met) <u>0</u> Regents in attendance.	Location: Diné College Window Rock Center, Room 1. Time: 11:00 a.m.
Excused Absence:	Nelson S. BeGaye, Dr. Tommy Lewis Jr.	
Absent:	Felisha Adams.	
Agenda		
September 14, 2018 minutes approved November 9, 2018. Motion by Regent Toadecheenie, Second by Regent Dennison. Vote: 6-0-0.		
I. Call to Order: Regent Bigman called the meeting to order at 11:02 a.m.		
II. Roll Call: Regent Dennison assumed secretary responsibilities for this meeting.		
III. Invocation: Regent Hoskie provided the prayer earlier in the morning during center appreciation event.		
IV. Approval of Agenda		Follow-Up Action:
<p>Motion by Regent Dennison to adopt the agenda, Second by Regent Toadecheenie.</p> <p>Discussion: Regent Bigman mentions title revision for charter resolution, however will make motion during action item.</p> <p>Vote on approving motion: 6-0-0.</p>		Responsible POC:
V. Introduction of Guest and Staff		
<ul style="list-style-type: none"> • Greg Bigman, BOR President • Theresa Hatathlie, BOR Vice-President • Anderson Hoskie, BOR Treasurer • Johnson Dennison, Member • Sharon Toadecheenie, Member • Dr. Monty Roessel, Diné College President • Dr. Geraldine Garrity, Provost 		<ul style="list-style-type: none"> • Marie Nez, Vice President of External Affairs • Calvin Dominguez, SA President • Janeen Topaha, SA Vice President • Glennita Haskey, Vice President of Student Success • Joy Thompson, Director of IT • Rosemary Dennison, Community Member • Louis Ortiz, IT Technical support staff • Crystal Cree, Policy Analyst

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<ul style="list-style-type: none"> • Merle Dayzie, Director of Human Resources • Benita Lopez, Executive Assistant • Bo Lewis, Vice President of Finance & Administration • Suzette Longfellow, KPMG • Pepper Cooper, KPMG • Thomas Bennett, Interim Campus Director • Paul Willetto, Dean of School of Arts & Humanities • Oliver Tapaha, Director of Retention and Advising 	<ul style="list-style-type: none"> • Velveena Davis, Executive Director of OIPR • Sharonna Yazzie, Administrative Assistant • Derrell Webb, Vice President of Operations, Food & Facilities Management • Daniel Javes, NMS Director of Operations for Education Division • Matt Little Dog, NMS Chef • Patrick Hayes, NMS Business Development 				
<p>VI. Public Comments Derrell Web introduce NMS staff and expressed appreciation for the opportunity to provide service to Diné.</p>					
<p>VII. Announcements</p> <ol style="list-style-type: none"> 1. Diné College Rodeo starting today at 6:00 p.m. thru Saturday, September 15, 2018 at 6:30 p.m. 2. 50th Anniversary Scholarship Gala and Student Fundraiser will be held September 22, 2018 in Scottsdale, AZ. 3. Diné College Annual Meeting, October 3rd, 2018 at 10 a.m. 					
<p>VIII. Approval of Meeting Minutes & Work Session Minutes</p> <p>Regular Meeting June 8th, 2018 Tuba City, Arizona</p> <p>Special Meeting June 14, 2018 Window Rock, Arizona</p> <p>Motion by Regent Toadecheenie to adopt and approve minutes, second by Regent Dennison. Vote: 6-0-0.</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr style="background-color: #cccccc;"> <th style="width: 50%;">Follow-Up Action</th> <th style="width: 50%;">Responsible POC</th> </tr> </thead> <tbody> <tr style="height: 150px;"> <td style="width: 50%;"></td> <td style="width: 50%;"></td> </tr> </tbody> </table>	Follow-Up Action	Responsible POC		
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<p>IX. Reports</p> <p style="text-align: center;">Oral Reports</p> <p>1. KPMG, Suzette Longfellow and Pepper Cooper The presentation covered:</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr style="background-color: #cccccc;"> <th style="width: 50%;">Follow-Up Action</th> <th style="width: 50%;">Responsible POC</th> </tr> </thead> <tbody> <tr style="height: 50px;"> <td style="width: 50%;"></td> <td style="width: 50%;"></td> </tr> </tbody> </table>	Follow-Up Action	Responsible POC		
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- Overview if results of single annual audit and sequence audit FY'17.
- Financial statement
- Significant accounting policies
- Significant accounting estimates
- Annual required communication
- Internal control-related matters
- Update on status of prior fiscal year's findings

The audit completed in accordance with KPMG professional standards. The planning and fieldwork conducted in March-May 2018. The financial statements were issued on June 18, 2018. The audit reports provided were Independent auditor's report on the College's financial statement; single audit report, and an unmodified opinion.

KPMG summarizes the description of significant accounting policies. The college accounts for capital assets or fixed assets, such as buildings and equipment. Tuition and fees for academic terms within more than one fiscal year recognized during the period earned. The college grants and contracts recognized when all eligibility requirements have been met. The student financial aid funds recognized at the beginning of each semester. KPMG report there were no instances of actual or suspected fraud.

Pepper Cooper provided an overview of the uncorrected and corrected audit misstatements. KPMG management agreed to all recommended corrective actions provided by auditors. The college accepting the TCCA funding late during the current year impacted the financial statement.

- ✚ Regent Bigman inquired of educational composition performance index for calculation to the board estimating financial stability of the college.
 - KPMG advised can be shared with the college. Training options provided and offered by KPMG.
 - Offers webcast for Audit committees & boards for their governance roles. Also, an annual conference generally held in January.
 - Financial Statements by line item.

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<ul style="list-style-type: none"> ✚ Regent Hatathlie recommends timeline recognition for financial statements. <ul style="list-style-type: none"> ○ KPMG will be willing to assist. 		
<p>2. Office of the President- Dr. Roessel, Diné College President</p> <p>Dr. Roessel introduces NMS for introduction and briefing of service, goal, and mission. Their core values: safety, honesty, and integrity.</p> <ul style="list-style-type: none"> • 100% Navajo Hiring • Provided short-term goals, example of immediate needs was an elimination of product outages and providing ala cart options, • Online catering menu • Diabetic menu options • Expanding Indigenous food options • Goal to have a Greenhouse on campus. <p>Diné College President shares increase of 1,525 increase of enrollment within OIPR report. Alumni outreach resulting in mailing list that now expands over 4,000. A meeting held with NHA for campus facilities. Dr. Roessel reports a majority of the faculty is credentialed. He is seeking to offer a doctoral pathway for faculty and others.</p> <ul style="list-style-type: none"> ✚ Regent Dennison asks if the Navajo Philosophy will be integrate into the proposed doctoral program. Dr. Roessel responds, yes. ✚ Regent Dennison inquires of any opportunities of Hatathlie training and recertification, emphasizing the link between traditional studies and academic standards. There is a medicine man meeting November 18th and he is willing to place the college on the agenda. <ul style="list-style-type: none"> ▪ Dr. Garrity, Mr. Denny, and Dr. Lerma to focus on ceremonies at risk of ending. There is currently a Navajo Nation Plan of Operation in place. ▪ Credentialing and Certification, review the recording for more details. ✚ Regent Hoskie provide word of caution during the process. <ul style="list-style-type: none"> ▪ Dr. Roessel affirms just in the beginning phase and will go through proper approval process for new programs. ✚ Regent Bigman, shares & sees improvement of reports. ✚ Regent Hatathlie congratulates. Code of Conduct and Ethics. 		

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<p>3. Office of External Affairs- Marie Nez, Vice President of External Affairs</p> <p>Vice President of external affairs named the departments within her division.</p> <ul style="list-style-type: none"> • Communications and Public Relations • Recruitment • Institutional Grant Office (IGO) • Alumni Relations • Museum • Diné Policy Institute <ul style="list-style-type: none"> ▪ 32,000 views on DC website. ▪ Coordination with NMS on the TV display monitors within the cafeteria. ▪ NM GOBond Ads and reaching out to Navajo Technical University and other institution. ▪ 2018 Annual Report in progress. ▪ Institutional Review Board will receive funding to support their efforts. ▪ 12+ news articles in area newspaper. ▪ Alumni Relations, 400+, asking persons at all college events for contact information. <ul style="list-style-type: none"> ✚ Regent Bigman introduced former Diné College President, Cassandra Manelito. ✚ Regent Toadecheenie requests an update to marketing plan. <ul style="list-style-type: none"> ○ VP Nez advises still in progress and is a working document. ✚ Regent Bigman recommends working with student success to help college transition to be less intimidating and more approachable. 		
<p>4. Staff Association – Calvin Dominguez, SA Vice President</p> <p>August 14, 2018 meeting to approve bylaw yet staff requested more information. The discussion topics included staff association appreciation/ cookout in May and possible employee of the month. A survey, sent DC-all, established for feedback on bylaws. August 26th discussed implementing inclusion of DC mission & philosophy. Sept 6th meeting was rescheduled. The next staff association meeting scheduled for Oct. 4th,</p>		

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2018. The next meeting's agenda items include employee handbook and HLC visit.			
Written Reports			
1. Office of the President – Dr. Roessel, President	Motion by Regent Hoskie to accept oral & written reports, Second by Regent Dennison. This meeting had no directives given. Vote: 5-0-0.	Follow-Up Action:	Responsible POC
2. Office of the Provost – Dr. Garrity, Acting Provost			
3. Office of Finance and Accounting – Bo Lewis, VPFA			
4. Office of Student Affairs – Glennita Haskey, VP			
5. Staff Association- Calvin Dominguez, SA President			
X. Old Business			
XI. New Business <ul style="list-style-type: none"> • Action Item “A” – <u>Accepting and Approving the Audited Financial Statements for Fiscal Year Ended September 30, 2017, Prepared by KPMG.</u> Read into record by Regent Dennison. Motion by Regent Hatathlie to approve, second by Regent Toadecheenie. Discussion: Regent Bigman motions to amend Whereas#4, replace “believes” to “accepts”, Board of Regent accepts the independent auditor”; strike #5, “It is recommended”; Therefore “directs the college President to set up a process, procedures, and training to reconcile revenue”, second by Regent Dennison. Vote for approving motion: 5-0-0. Vote for amending motion: 5-0-0. Recess begins at 1:43 p.m. Recess ended at 2:00 p.m. Regent Bigman conducted roll call. Regents Present: Dennison, Toadecheenie, 		Amend Resolution	Resolution Sponsor

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Discussion: Dr. Garrity refers to the draft needs grammatical edits to reach its final version. The practitioner is Rex Lee Jim. to conduct a prayer for the document prior to submission. Plans to have information sessions over the next few weeks for the staff.

- ✚ Regent Hatathlie recommends including ceremonies held for the institution.
- ✚ Regent Toadecheenie request status of the faculty handbook.
- ✚ Regent Bigman suggest making a list of substantive changes with note to resolution wording. There was discussion on submission timeline of October 24th and allowing additional time for possible technical issues. Regent Bigman motions for directive for the Assurance Argument to be submitted with modifications in addressing the Jish and any non substantive changes. Redline showing changes as an attachment/ Exhibit B. Second by Regent Dennison.

Vote for approving motion: 5-0-0.

Vote for amending motion: 5-0-0.

- **Action Item “D” - Approving an Unrestricted General Fund Operating Budget for Diné College for Fiscal Year 2018-2019 in the Amount of Twenty Two Million, Eight Hundred Twenty Six Thousand, and Four Hundred Fifty-Two Dollars (\$22,826,452).**

Read into record by Regent Dennison

Motion by Regent Dennison to approve, second by Regent Hatathlie.

Discussion: Vice President presentation briefly discussed the following topics.

- Budget method used.
(Each year requires justification for budget amount departments)
- Revenue projection process
- Strategic Planning and budget preparation and strategies.
- 2018-2019 Projected budget
- General and Restricted budget

modifications in addressing the Jish and any non-substantive changes. Redline showing changes as an attachment/ Exhibit B

Resolution tabled. Place on September 22 Special Meeting agenda.

BOR Executive Assistant

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<p>✚ Regent Toadecheenie inquire of the reasoning for percentages chosen.</p> <ul style="list-style-type: none"> ▪ Dr. Roessel advised the vice president would be able to <p>Regent Bigman motions to table resolution for September 22, 2018 Special meeting, second by Regent Dennison.</p> <p>Vote for tabling motion: 5-0-0.</p> <ul style="list-style-type: none"> • Action Item “E” – <u>Approving updates and revisions to the Diné College Charter [10 NNC § 2003 (2005)] for consideration and approval by the Navajo Nation Council.</u> Read into record by Regent Dennison Motion by Regent Dennison to approve, second by Regent Hatathlie. Discussion: Regent Bigman reviewed the major changes and noted as: <ul style="list-style-type: none"> ▪ Clarification of the purpose. ▪ Honorary degrees ▪ Composition of the board. Appointed, Ex-officio (included Board Chair of the Foundation since legal review), special interest with voting privileges by resolution, and special designated board members without voting privileges. The faculty and staff association would be special designated board members. No longer based by agency. ▪ Clarification only: responsibilities, meetings, board action. ▪ New section: officers and requirement of person to have good background and person of good character and morals. ▪ Tenure: 6 years (2 terms) to 4 years (3 terms). ▪ Replaced Board of Regents to “college.” <i>Power and authorities of the college.</i> <p>✚ Regent Hatathlie asks how the changes will ensure all regions are considered for development.</p>	<p>Resolution tabled. Amend Charter draft to:</p> <ul style="list-style-type: none"> ▪ Strike <i>Board Chair of Foundation</i> and adding qualification of “Higher education experience” to Section 2003 6.D. ▪ Section 2003 B., to included provision under Section 2003 C.4. in this provision ▪ Section 2003 4.C., to strike “member” and add “through resolution” in 1st sentence 	<p>Resolution Sponsor</p>
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- Regent Bigman recalls the requests for an academic master plan to drive development based on data and growth projections.
- ✚ Regent Toadecheenie asks about student regent position.
- ✚ Regent Dennison questions if non-Navajo regents are considered. Regent Dennison recommends having a higher education background with focus on student success.
 - Regent Bigman advises the ex officio are based on position only.

Regent Dennison motions to amend the charter draft to strike *Board Chair of Foundation* and adding qualification of “Higher education experience” to Section 2003 6.D., second by Regent Toadecheenie. **Vote: 5-0-0.**

Regent Toadecheenie motions to amend charter draft in Section 2003 B., to included provision under Section 2003 C.4. in this provision & , second by Regent Bigman. **Vote: 5-0-0.**

Regent Hatathlie motions to amend charter draft in Section 2003 4.C., to strike “member” and add “through resolution” in 1st sentence, second by Regent Bigman. **Vote: 5-0-0.**

Regent Dennison motions to table resolution for September 22, 2018 Special meeting, second by Regent Hoskie.

Vote for tabling motion: 5-0-0.

- **Action Item “F” – Approving a MOU with San Juan College to assist students in transferring between institutions and building academic partnerships to benefit students.**

Read into record by Regent Dennison

Motion by Regent Hatathlie to approve, second by Regent Toadecheenie.

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<p>Discussion: The memorandum of understanding is pending legal review. The MOU assists with the 2+2 program and other programs. Regent Bigman motions for directive for no action to be taken until legal opinion is received. The directive passed by consensus.</p> <p>Vote for approving motion: 4-1-0.</p>		
<p>XII. Executive Session: This meeting did not hold an executive session.</p>		
<p>XIII. Next Meeting:</p> <ul style="list-style-type: none"> ▪ Board of Regents Work Session Friday, September 21, 2018, 12 p.m. Proposed Location: Scottsdale Resort McCormick Ranch, Scottsdale, Arizona. 		
<p>XIV. Adjournment: Motion to adjourn by Regent Hoskie, Second by Regent Hatathlie, Vote: 5-0-0. Meeting adjourned at 4:15 p.m.</p>		

Respectfully submitted by: Michelle Cury, Diné College Board of Regents Executive Assistant