

Diné College Board of Regents Meeting Minutes

Diné College Board of Regents Special Meeting		Friday, October 14, 2022
Present (Virtual):	Sharon Toadecheenie, Greg Bigman, Anderson Hoskie, Winifred Jumbo, Brandon Lester, Dr. Harold Begay, Theresa Hatathlie, Anderson Hoskie, Daniel Tso (arrived at 8:19 a.m.). (Quorum of 4 is met) 6 Regents in attendance.	Location: Zoom Video Conference Meeting ID: 991 0202 8363 Time: 8:00 a.m.
Absent:	Milton Bluehouse Jr.	

Agenda				
<p>I. Call to Order: The Diné College Board of Regents convened at 8:07 AM Friday, October 14, 2022, with the Board Chairperson Sharon Toadecheenie presiding and calling the meeting to order.</p>				
<p>II. Roll Call: Taken by Regent Lester</p>				
<p>III. Invocation: Provided by Regent Hoskie</p>				
<p>IV. Approval of Agenda Motion to approve minutes as presented by Regent Bigman, motion seconded by Regent Hatathlie. Vote for approving motion: 7-0-0.</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Follow-up Action</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">None</td> </tr> </tbody> </table>		Follow-up Action	None
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None				
<p>V. Items Approved A. Action Items 1. Action Item – “<u>Accepting and Approving the Audited Financial Statements for Fiscal Year Ended September 30, 2021, Prepared by KPMG.</u>” *Point of order called by President Roessel to have motions and resolution read into record prior to presentation by KMPG. Motion to approve by Regent Hatathlie, motion seconded by Regent Bigman. Read into the record by Regent Lester. Presentation/ discussions: John Kennedy shared presentation with board members and provided overall review of the audit process. Key highlights are listed below</p> <ul style="list-style-type: none"> • Auditors reports to the board KPMG is independent of the college • Financial Statements were issued on June 28, 2022 • No items identified this year for material or significant deficiencies in internal controls & last year’s four have been remediated. 	<p>Amendment 1: Include the Internal Control findings in the therefore be it resolve section, in addition with the Corrective Action Plan (CAP) steps.</p>	<p>Resolution Sponsor</p>		

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- Newly effective accounting standards for 2022, 2023 that will impact the college include leases and subscription-based IT arrangements.
- Single Audit Findings discussed with the board members.
 - Lost binder or physical evidence for FISAP reporting. Reporting finding.
 - HEERF public posting for 12 mo. requirement not met. Reporting finding.
 - HEERF check vendors are not suspension/debarment.

Q&A: Regent Tso inquired when KPMG was engaged to conduct the audit. *John Kennedy answered estimated time was Fall 2021. In addition, Regent Tso asked:*

- Inquired if the required reports were communicated to the financial team. *John Kennedy confirmed that KMPG did communicate what was required.*
- Inquired if there are monetary fines. *John Kennedy advised there was no monetary fines imposed, the suspension /debarment could have resulted in fines; however, the auditors checked vendors with largest payments they all did not have any suspensions or debarments.*

Regent Hatathlie asked what corrective plans are in place to address the loss of the physical binder. *Vice President Lewis advised that the network folder for digital records is included in the action plan. Vice President Haskey confirmed the reported information was correct but unable to show auditors' physical documents as individual turnover resulted in its loss.*

Regent Bigman motions for amendment to include the Internal Control findings in the therefore be it resolve section, in addition with the Corrective Action Plan (CAP) steps.

Motion for one (1) amendment by Regent Bigman, motion seconded by Regent Tso.

Vote for approving motion: 7-0-0.

Vote for amending motion: 7-0-0.

2. Action Item – “Approval of the amended Diné College Board of Regents Meeting Planner 2022-2023.”

None

Motion to approve by Regent Hatathlie, motion seconded by Regent Begay. Read into the record by Regent Lester.

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Discussion: President Roessel informed the resolution was previously approved at the annual meeting with comments that date adjustments were needed due to overlapped with college events/holidays. Also noted for the record was the committee meeting times were adjusted.

Q&A: No questions or additional discussions.

Vote for approving motion: 7-0-0.

3. Action Item – “Approving Diné College’s 2022 - 2027 Strategic Design Goals and Objectives.”

Motion to approve by Regent Lester, motion seconded by Regent Begay. Read into the record by Regent Lester.

Discussion: Winifred Jumbo provides an overview of the implemented recommendations previously provided during the annual meeting 10/5/22. A redline version along with clean version included for the boards review.

Changes highlighted:

1. Quality Growth: Addition of “through nation building that are sustainable, diverse, equitable, and inclusive
2. Quality Growth: 1.b. Addition of “by respecting digital humanity and social justice.”
3. Campus Health & Wellness: Removing “Assess”

Q&A: The board discussions collaborated on the recommended edits and discussion with an overall goal to improve the life and education for the Navajo people focusing on a return on investments. Highlighted discussions include: Regent Bigman reiterated previous concern with defining quality growth versus nation building within its initiative and a framework with metrics for measurement that includes financial analysis. Regent Begay advocates the need for quantifying the return of investment through strategic goals and initiatives. Regent Hatathlie recognizes the staff effort in the development of goals and objectives and also acknowledges the stakeholders input in its development. Regent Tso mentions consideration of looking at the “design” within the title and stresses the importance of governance guidance relating to oversight and overseeing organizational performance.

Amendment 1: Update language in supporting document only as noted: Specify Quality Growth “for the Navajo People.” And “investments to ensure quality return for” nation-building that are sustainable, diverse, equitable, and inclusive.

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Dr. Roessel advised attempting a new approach when developing this year's strategic themes, initiatives, and very specific in selection in wording. Winifred Jumbo shared community input focus on the quality aspect of academics.

Amendment 1: Specify Quality Growth “for the Navajo People.” And “investments to ensure quality return for” nation-building that are sustainable, diverse, equitable, and inclusive.

Motion to approve one (1) amendment by Regent Bigman, motion seconded by Regent Tso.

Vote for approving motion: 7-0-0.

Vote for amending motion: 7-0-0.

4. Action Item – “Approval of the Purchases of Fluorescence Microscope and its Accessories from Keyence Corporation of America in the Amount of \$119,103.00 (One Hundred Nineteen Dollars One Hundred Three Dollars).”

Motion to approve by Regent Hatathlie, motion seconded by Regent Bigman. Read into the record by Regent Lester.

Discussion: Dean Tutt states support for the purchase of equipment to support the department. Dr. Skaltsas researched and identified reasons for selection as negotiated price, accessories, ease of use, and durability.

Q&A: Regent Bigman states supports the initiative and has some concern with stated justification of stated sole sourcing by resolution sponsor within provided memorandum. *VP Lewis confirms not sole-sourcing as resolution indicates as there were three (3) quote obtained. Regent Bigman requests the sponsor to analyze and resubmit. An assessment and criteria need to be included within the memo and resolution prior to board approval. President Roessel Whereas #9 to reflect the memo.*

Motion for amendments by Regent Bigman, motion seconded by Regent Hatathlie.

Vote for amending motion: 7-0-0.

Amendment 1: Correct memo and resolution language that bid is not sole sourced, justify the chosen bid and clearly identify the reasons.

5-minute break. Resumes at 12:24 p.m.

Tabled to be resubmitted with Amendment 1: Correct memo and resolution language that bid is not sole sourced, justify the chosen bid and clearly identify the reasons.

Recommendation to have legal review and procurement process clear and followed.

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Roll call: Regents Sharon Toadecheenie, Greg Bigman, Anderson Hoskie, Winifred Jumbo, Brandon Lester, Dr. Harold Begay, Theresa Hatathlie, Anderson Hoskie, Daniel Tso

Motion to table by Regent Bigman, motion seconded by Regent Tso.

Vote for tabling motion: 7-0-0.

5. Action Item – “Authorizing and approving the Crownpoint Center Building Roof Renovation Project with DKG & Associates, Inc. in the amount of \$396,737.00 (Three Hundred Ninety-six Thousand Seven Hundred Thirty-seven Dollars).”

None

Motion to approve by Regent Tso, motion seconded by Regent Bigman. Read into the record by Regent Lester.

Discussion: Leon Jackson provided overview of advertising and inquired parties with one bid submission. 1995 building with initialed rolled roofing, then later graveled. The project will now install a roofing membrane and addresses goal 3, differed maintenance.

Q&A: Regent Hatathlie asks what is the funding source. Mr. Jackson advised the 4.7 Navajo Nation allocation. Regent Bigman asked if price negotiations were conducted. Mr. Jackson advised the fluctuation of gas pricing and inflation factored into the final amount.

Vote for approving motion: 6-0-0.

6. Action Item – “Authorizing and Approving the Shiprock South Campus Classroom Building Roof Renovation Project with DKG & Associates, Inc. in the amount of \$313,263.00 (Three Hundred Thirteen Thousand Two Hundred Sixty-Three Dollars) for the purpose of renovating and repairing the classroom roof.

None

Motion to approve by Regent Lester, motion seconded by Regent Bigman. Read into the record by Regent Lester.”

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<p>Discussion: Leon Jackson provided overview of advertising and inquired parties with one bid submission. The project will address the rain water penetrating the roof from the same funding source, NN 4.7 million allocation.</p> <p><u>Q&A:</u> Regent Toadecheenie asks if what the criteria for advertising with only one bidder. Mr. Jackson advised many inquiries however the contractors are responsible for submitting a bid packet.</p> <p>Vote for approving motion: 6-0-0.</p> <p>7. Action Item – <u>“Authorizing and approving an amendment to AIA Standard Contract with Benally/Woodruff Construction, LLC and Diné College Board resolution DC-AUG-2529-21, a change order in the amount of \$81,009.69 (Eighty-one Thousand, Nine Dollars and Sixty-nine cents) for the purposes of modifying existing metal window frames and wall furr-outs.”</u> Motion to approve by Regent Lester, motion seconded by Regent Begay. Read into the record by Regent Lester.</p> <p>Discussion: Leon Jackson advised assessments originally approved prior to pandemic and inflation. The guaranteed energy savings requires window replacement. The new ordered windows are thicker than expected and now require window stops. The additional amount noted within the change order is for the window stops.</p> <p><u>Q&A:</u> Regent Begay questioned if the change order is initiated from the contractor. Regent Tso clarify what is NM and AZ funding. Mr. Jackson clarified the change order is being funded by Title III and supplemented by AZ compact with this phase. Mr. Jackson also confirms the change order was initiated by the contractor.</p> <p>Vote for approving motion: 6-1-0. The opposing vote has stated concerns of bid, blueprint, contingencies fees.</p> <p>8. Action Item – <u>“Authorizing and approving the Tsaille Gorman Classroom Building Structural Remediation Construction Administration with Dyron Murphy Architects in</u></p>	<p>None</p> <p>Tabled and needs legal review.</p>	
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the amount of \$72,781.10 (Seventy-two Thousand, Seven Hundred Eighty-one Dollars and Ten Cents)."

Motion to approve by Regent Lester, motion seconded by Regent Hatathlie. Read into the record by Regent Lester.

Discussion: Leon Jackson, at a prior board meeting, submitted a resolution for the structural remediation of the Gorman Classroom Building (GCB). The contract was awarded to Arviso Construction who will subcontract with RAM. RAM had previously stabilized the first floor of the Ned Hatathlie Center utilizing the helical pier system to stabilize it. This same method was recommended to remediate the structural distress issues on the north end of the GCB.

Q&A: Regent Toadecheenie inquires if the AZ compact funding able to cover the multiple projects presented today. Mr. Jackson showed the current funding totals. Regent Bigman asked if the scope under a prior bid and was there insurance coverage. Mr. Jackson advised no prior repairs on the GCB exterior wall. In addition, Regent Bigman inquired why the project was not rebid. Mr. Jackson advised the construction remediation construction piece went through bidding process; however, the construction administration piece is noted as an additional service and the bidding process was done through the architect of record 2 years ago and under the original contract (5 yr. period). Regent Bigman asked if the cost analysis done by projects departments consider the amount as reasonable. Mr. Jackson replied yes, and also the timeline was a factor to keep the timeline on schedule. Regent Bigman followed by asking if the additional services was included in the prior contracted amount. Mr. Jackson advised the contract shows the additional types of services and fees charged. The intent of the initial bid was to provide specific services and questions ancillary services and if any requirement for rebidding is needed. The need for legal assessment to ensure the procurement process is followed.

Motion to table one (1) amendment by Regent Bigman, motion seconded by Regent Begay.

Vote for tabling motion: 7-0-0.

9. Action Item – “Authorizing and approving Arviso Construction Company, LLC as the General Contractor to manage the preconstruction and construction of the GCB

Tabled and needs legal review and opinion to determine if rebid is needed to ensure compliance with NBOA.

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<p><u>Science Wing project as its Construction Manager at Risk (CMAR) with a not to exceed budget of \$7,000,000.00 (Seven Million Dollars)."</u></p> <p>Motion to approve by Regent Tso, motion seconded by Regent Lester. Read into the record by Regent Lester.</p> <p>Discussion: Assessment completed by the CIIP committee for the presented recommendation.</p> <p><u>Q&A:</u> Regent Begay asked if design build or hard bid. Also, asks if there is a construction lawyer involved in reviewing award in respect for change order. Leon advised CMAR with not to exceed amount and is a hard bid. Regent Tso asks if college attorney has reviewed the document until legal opinion is rendered.</p> <p>Motion to table one (1) amendment by Regent Tso, motion seconded by Regent Bigman. Vote for tabling motion: 7-0-0.</p> <p>Regent Bigman motions to recall Action Item #4, seconded by Regent Begay. Vote: 7-0-0.</p>		
<p>V. Executive Session: There was no items to be addressed in executive session.</p>	N/A	
<p>VI. Next Meeting:</p> <ul style="list-style-type: none"> ▪ Board of Regents Regular Meeting Friday, November 18, 2022, 9 a.m. MDT Proposed Location: NHC Building, 1st Floor Lecture Rooms 101 A/B, Tsaille, AZ 		
<p>XIV. Adjournment: Motion to adjourn by Regent Bigman, Second by Regent Hoskie, Vote: 7-0-0. Meeting adjourned at 12:15 p.m.</p>		
<p><i>Respectfully submitted by: Michelle Cury, Diné College Board of Regents Executive Assistant</i></p>		