

Sinte Gleska University Board of Regents  
Board Policies and Procedures  
(Amended: 11/22/19)

Sinte Gleska University, a tribally-chartered institution of higher learning, shall be governed in the manner of Wolakota, and its operation shall be consistent with the concept of sovereignty and in recognition of the Treaties of 1851 and 1868, which were negotiated by our ancestors for the betterment of the Oyate.

The Board of Regents is responsible for the general governance of the Corporation, to include upholding and supporting the Sinte Gleska University Mission Statement, the Goal Statement, the Preamble for the By-Laws; and enhancing the organization's public image. This responsibility and authority may be exercised only by the Board as a unit. Individual Regents are without power to act separately in connection with corporate business.

The Board shall provide for a higher learning system and establish general policies for its operation. In carrying out this function the Board recognizes four general duties:

1. Formulating and interpreting educational policies.
2. Approving the Annual Institutional Budget.
3. Approving the organizational management structure
4. Making a continuous assessment of progress.

In fulfilling these general duties, the Board also recognizes the following additional definite and more specific responsibilities:

1. To select a President and to support him in the discharge of these duties.
2. To require and evaluate reports from the President on the educational program and the financial status of the institution.
3. To approve and adopt institutional policies for the University's programs.
4. To consider, revise and adopt an annual budget.
5. To provide, by the exercise of its legal powers, the funds it deems necessary to finance the operation of the college.
6. To seek and utilize qualified professional recommendations when considering and deciding upon expansion of services, building and facilities.
7. To assist in presenting to the public the needs and progress of the University's programs.

**ORGANIZATION OF THE BOARD OF REGENTS**

**A. COMPOSITION AND SELECTION PROCESS FOR BOARD OF REGENTS**

The Sinte Gleska University Board of Regents consists of eight appointed representatives who meet the eligibility requirements as defined in the SGU By-Laws for the constituency they are representing. Appointments are made by the Board of Regents utilizing the following criteria:

1. One Student Regent shall be the President of the SGU Student Association. Student Association officers are elected in an at-large election among the student body of the University conducted by the Office of Student Services in September of each year. Appointed by the Board of Regents in the meeting following the election.
2. One Faculty or Staff Regent is elected by the Faculty and Staff of Sinte Gleska University during the month of August for a four-year term.
3. Four Regional Regents are appointed for a term of four years according to the Sinte Gleska University By-Laws.
4. One Elder Regent is appointed for as long as they are able and willing to serve. The Elder Regent is nominated by the Board of Regents. The Executive Secretary will contact the candidate to determine his/her agreement to serve on the Board of Regents. If the candidate agrees to serve, appointment is made by the Board of Regents at their next meeting.
5. One Sicangu Oyate Okolakiciye Education Committee Regent. This Regent shall be the Chairman of the Sicangu Oyate Okolakiciye Education Committee (RST Education Committee) or his/her designee. This term on the SGU Board of Regents shall coincide with the Regent's term on the RST Education Committee.

**B. ELECTION OF OFFICERS**

The Board of Regents shall select a Chairperson and a Vice Chairperson from among the one (1) RST Education Committee Regent, one (1) Elder Regent and the four (4) Regional Regents. The Chairperson and Vice-Chairperson shall serve a term of two (2) years, commencing on the date of their selection, and shall serve until their successors are seated, or until such time as a new Chairperson and Vice-Chairperson are selected.

**C. REMOVAL OF OFFICERS**

Any officer elected or appointed by the Board of Regents may be removed, with cause and following the procedure set forth in the SGU By-Laws.

**D. RESIGNATION OF OFFICERS**

Any officer may resign at any time, orally or in writing, by notifying the Board of Regents or the President or the Secretary of the Board of Regents. Such resignation shall take effect at the time therein specified or, if the time when it shall become effective, shall not be specified therein, immediately upon receipt, unless otherwise specified therein. The acceptance of such resignation shall not be necessary to make it effective.

**E. VACANCIES OF OFFICERS**

A vacancy in any office caused by death, resignation, removal, disqualification or other cause shall be filled for the unexpired portion of the term by the Board of Regents.

#### **F. TERMS OF OFFICERS**

The officers of Board of Regents shall be appointed at the appropriate meeting of the Board of Regents every two years. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. The term of office of each officer (including any officer who may occupy an additional office created by the Board of Regents) shall be 2 years until his successor has been duly elected and shall have qualified.

#### **G. Honoraria**

Honoraria for Regents shall be fixed by the Board of Regents and shall be provided for each meeting where a quorum is present. In the event there is no quorum, Regents present shall be reimbursed for time spent working on reviewing documents to present at the next convened session of the Board of Regents. Mileage will be reimbursed at the federal rate.

#### **H. OFFICERS' DUTIES**

##### **Chairman:**

The Chairman shall have general supervision over the affairs of the Corporation, subject however, to the control of the Board of Regents. He shall, if present, preside at all meetings of the Board of Regents. In general, he shall perform such duties as are provided for in the By-Laws and as, from time to time, may be assigned to him by the Board of Regents.

##### **Vice-Chairman:**

The Vice Chairman shall preside over the Board of Regents when the Chairman is not present, and he/she shall act on behalf of the Chairman when he/she is not available. The Vice-Chairman shall succeed to the Chairman of the Board of Regents if the Chairman resigns or leaves his office.

##### **Executive Secretary:**

The secretary shall certify all of the meeting minutes of the Board of Regents. The Secretary shall, in general perform all the duties incident to the office of the Secretary and such other duties as may from, time to time, be assigned to him/her by the Board of Regents or the President.

##### **Other Officers:**

Other officers, elected or appointed, by the Board of Regents shall, in general, perform such duties as shall be assigned to them by the Chairperson of the Board of Regents.

#### **MEETINGS OF REGENTS**

**A. Regular Meetings:**

Meetings of the Board of Regents for the conduct of regular business shall be held at the Sinte Gleska University Administration Building on a monthly basis at a day and time agreed upon by the majority of the Regents as a result of a poll conducted by the Executive Secretary, or at such time and place as the Board deems necessary.

**B. Special Meetings:**

Special meetings of the Board of Regents may be called by the Chair or by any three (3) Regents upon written request to the Chair, or in the Chair's absence the Vice Chair, setting forth the business to be considered. Notice shall be given to the Board of the date, time, and place of the meeting and the business to be conducted at the meeting. No business other than that set forth in the notice of special meeting may be transacted.

At least twenty-four (24) hour notice of a Special Meeting shall be given to the Regents. Notice shall be in writing and personally delivered or sent by U.S. mail, sent by E-mail, or read by telephone to the Regent(s) to be notified.

**C. Quorum:**

A majority of voting Regents constitutes a quorum for the transaction of any business properly before the Board of Regents. However, no meeting can be held unless either the Chair or Vice Chair is present.

**D. Procedure:**

The Chair or Vice Chair will preside at meetings of the Board of Regents, and the Executive Secretary or some other suitable person appointed by the Board will record the minutes of meetings.

**E. Voting:**

Each voting member of the Board of Regents may cast one (1) vote on all business that is properly brought before the Board. All business shall be decided by the affirmative vote of a majority of the voting Regents. Voting by proxy is prohibited.

**F. Recess:**

The Board of Regents may recess any of its meetings from day to day without further notice.

**G. Annual Meeting:**

There shall be an annual meeting for the purpose of electing officers of the Board of Regents on a day and time selected by the Board.

**H. Action by Written Resolution:**

When circumstances arise which require action by the Board of Regents and a sufficient number of Regents cannot be present at a meeting of the Board of Regents to consider such action, the action

can be taken in writing by resolution specifically setting forth the action to be implemented and the action shall be deemed adopted by the Regents provided the resolution is signed by individual Regents in a number that constitutes at least a quorum.

## **COMMITTEES**

The Board of Regents may establish special committees or study groups to advise the Board on necessary matters. The Board shall determine the duties, powers, composition, and terms of office of such committee or group unless otherwise specified by Board action.

Each committee or study group shall be governed in its proceedings by the By-Laws and directives given by the Board of Regents.

### **A. Executive Committee**

There shall be an Executive Committee comprised of the four (4) officers of the Board of Regents, namely the Chairman, Vice Chairman, Secretary, and Treasurer. The Executive Committee shall meet on a monthly basis to review and approve business or institutional transactions that need approval prior to the quarterly meeting.

In the event of the absence of one member of the Executive committee, the Student Regent or Member-at-large shall be authorized to act as a member of the Executive Committee in place of the absent member to satisfy the requirement of four (4) necessary for the Executive Committee to act.

Actions of the Executive Committee shall be approved upon by a vote in favor of the action voted upon of at least three (3) members of the Executive Committee.

Actions of the Executive Committee shall be ratified by the Board of Regents at the following quarterly meeting.

## **OFFICERS OF THE CORPORATION**

### **A. Officers:**

The officers of the Corporation shall be a President, Chief of Operations (Provost) Vice Presidents, and a Chancellor. The officers shall serve without compensation, other than their contracted salary. The officers shall serve until the appointment of their successors, provided that the Board of Regents may remove any officer for cause.

### **B. Authority of Officers:**

The President shall be the Chief Executive and Administrative Officer of the Corporation. The Vice President(s) shall be appointed by the President following consultation with and advice from Faculty and Staff as provided by the Sinte Gleska University Policies and Procedures Manual. The Officers shall have the powers and discharge all duties as necessary to serve the mission and purposes of Sinte Gleska University.

**C. Duties of the President:**

1. Responsible for the day-to-day management, supervision and leadership of the University.
2. May hire and terminate employees of Sinte Gleska University.
3. May establish special committees with definite terms whose members shall serve without compensation; and
4. Shall have the powers and shall discharge the duties customarily and usually held and performed as necessary to serve the mission and purposes of Sinte Gleska University.

**D. Evaluation of the President:**

The President is given the responsibility for the day-to-day administration of Sinte Gleska University. The President's performance is evaluated by the Board of Regents on a continuum of regular reporting at the Board of Regents meetings. This means of evaluation is consistent with the Lakota way of assessing leadership. A formal evaluation consists of an interview/discussion with the President bilingually (English/Lakota) by the Board of Regents in an Executive Session of the Regents. The President is then, counselled by the Board of Regents on the priorities for the next year of operation. Offering the President a continuing contract is the conclusion of the evaluation.

**E. Succession of Presidency:**

The Office of President of Sinte Gleska University will be conducted in accordance with spiritual and cultural practices of the Sicangu Lakota Oyate. The following procedure will be conducted in the event of vacancy:

- Board of Regents Chairperson will declare position vacancy and appoint a committee to conduct a search for a President.
- Nominees for the position will submit appropriate paperwork to the Executive Secretary of the Board of Regents.
- Paperwork will be reviewed by Administration and Board of Regents for potential qualified candidates.
- Potential qualified candidates will be interviewed.
- Names and credentials of candidates will be taken to four Lakota Spiritual Ceremonies for concurrence before a final selection is made by the Board of Regents.
- Once the decision is concurred by the Lakota Spiritual leaders, the Board of Regents will make an offer to the successful candidate.

Upon approval by the Board of Regents, a traditional ceremony will be held by a medicine man informing the spiritual world of the occasion and asking for their blessings and guidance. A public feed with traditional dancing and honoring with speakers from appropriate leadership and tribally elected leaders will be held to recognize and honor the momentous occasion.

**F. Duties of Other Officers of the Corporation:**

Under the direction of the President and in communication and concert with each other and the involvement of communities and school systems, the Officers of the Corporation shall direct the implementation of institutional policies and directives adopted by the Board of Regents. Officers shall perform their respective roles in a manner that advances the mission and goals of the University and ensures the integrity and continuity of its operation.

## **CODE OF ETHICS**

The Board endorses the following Code of Ethics.

The Board of Regent members shall:

- Recognize that the primary responsibility of the Board of Regents is to govern and assess the University to best meet the educational needs of the Sicangu Oyate.
- Work with my fellow Board of Regents members in a spirit of harmony and cooperation in spite of differences of opinion that may arise during vigorous debate.
- Base my personal decision upon all available facts in each situation; vote my honest conviction in every case, unswayed by partisan bias of any kind; abide by and support the final majority decision of the board.
- Remember that as an individual I have no legal authority outside the meetings of the Board of Regents, and I will conduct any relationships with the University staff, the local citizenry and news media on the basis of this fact. I agree that the Board of Regents Chairperson or designee serves as the official spokesperson and that the individual Board of Regents members will not represent themselves as speaking for the Board of Regents.
- Resist every temptation and outside pressure to use my position to benefit either myself or any other individual or agency apart from the total interest of the University.
- Review and analyze the University Mission Statement regularly.
- Bear in mind that the Board of Regents accomplishes its responsibility to govern and evaluate the University by adopting the policies by which the University is to be governed, but that the administration of the educational program and the conduct of university business are the responsibility of the President.
- Welcome and encourage active participation by citizens in establishing policy.
- Assure the orderly operation of the Board of Regents by bringing potential agenda items to the Board Chairperson and President before bringing proposed agenda items to the Board table.
- Recognize that discussions of the Board of Regents in Executive Session are confidential.
- Be scrupulous in requesting only authorized and legitimate reimbursement of expenses.
- Be familiar with the duties imposed by tribal law upon me as a member of the Board of Regents; to understand those duties and powers as set by tribal ordinance; and to faithfully carry out those powers and duties to the best of my ability.
- Should a conflict of interest arise due to my elected position on another organization's board or the Tribal Council, I will support the best interest of the University and its students at all times.
- Finally, to strive for the most effective board in a spirit of teamwork and devotion to higher education as the greatest instrument for the preservation and perpetuation of our tribal nation.

### **Board Members Responsibilities:**

1. To become familiar with, committed to, and abide by the major responsibilities and duties of the Board as set out in the SGU By-Laws.
2. To devote time to learn how the University functions – its uniquenesses, strengths, and needs.
3. To accept the spirit of academic freedom and shared governance as fundamental characteristics of University governance.
4. To prepare carefully for, regularly attend, and actively participate in Board meetings and committee assignments.
5. To maintain confidentiality when called for, and to avoid acting as spokesperson for the entire Board unless specifically authorized to do so.
6. To support College fund raising efforts through personal giving in accordance with one's means (both annual and capital drives), and to be willing to share in the solicitation of others.
7. To understand that the President is the exclusive agent of the Board in the conduct of all university affairs.
8. To insure that the President's performance will be evaluated annually.
9. To learn and consistently use designated institutional channels when conducting Board business.
10. To insure that any relationships that could be perceived as conflicts of interest are to the distinct and obvious advantage of the University.
11. To refrain from actions and involvements that might prove embarrassing to the University and to resign if such actions or involvements develop.
12. To make judgments always on the basis of what is best for the University as a whole and for the advancement of higher education rather than to serve special interests.

## **BOARD OF REGENTS CONFLICT OF INTEREST**

### **A. Definition**

A "conflict of interest" occurs when there is a divergence between a board member's private interests and their professional obligations to Sinte Gleska University (hereinafter the "University"), such that an independent observer might reasonably question whether the board member's professional actions or decisions are determined by any considerations other than the best interests of the University.

### **B. Disclosure Requirements**

The primary obligation to disclose any conflict of interest lies with the individual involved. If the conflict is not disclosed and another board member or staff member is aware of the circumstances giving rise to the conflict, they should ask the individual involved to disclose the information. If the person involved does not disclose the information prior to the next board meeting, the knowledgeable board member or staff member must disclose the information to the Board of Regents.

### **C. Situations that may create a conflict of interest**

The following are examples of situations in which a conflict of interest may arise and which must be disclosed to the Board of Regents for approval.

1. External Financial Interests. External financial interests create conflicts of interest when they provide, or appear to provide, an incentive to the board member to affect a University decision or other University activity (for example, because of the possibility for personal gain), and when the board member has the opportunity to affect the University activity, a conflict of interest exists. “External financial interests” are those financial interests that do not involve the University as an institution. Board members’ external financial interests are of concern if, for example:
  - The outside entity’s activities compete with those of the University, and the board member or members of their immediate family are in a position to control, direct, or influence the relationship between the outside entity and the University.
  - The outside entity has a present or prospective relationship with the University, e.g., as supplier of goods or services or as party to contracts – and the Board member or members of their immediate family are in a position to control, direct, or influence the relationship between the outside entity and the University.
  - The outside entity is engaged in activities that are inconsistent with the standards and purposes of the University and that may bring discredit to the University.
2. Consulting and other Compensated Professional/Commercial Activities. Compensated professional/commercial activities, including outside consulting activity, can generate conflicts of interest, regardless of the time involved.
3. Use of students/support staff on outside activities. Board members must ensure that the activities of students are not subordinated to the personal commercial interests of the Board member, and that the work of students, support staff, and collaborators is not exploited in the course of a Board member’s outside obligations. It is inappropriate for a Board member to assign University tasks to students or support staff for purposes of financial gain for the Board member, rather than for the advancement of University.
4. Use of University resources. The University’s name, facilities, and equipment are to be used solely for the furtherance of University goals and not for the benefit of, or to imply the University’s support of, non-University activities. Board members may not use University resources, including facilities, equipment, or confidential information, for non-University purposes. The University may grant permission to a Board member to use University facilities in their pursuit of outside activities or interests, but only where there is evidence that the work of the Board member, supported by University resources, will be of significant benefit to the University. Inappropriate uses of University resources include the following:
  - a. Using the name of the University or its letterhead in sponsoring or recommending any commercial service or product, regardless of whether the Board member has any interest in the promotion, or in connection with an outside organization that the Board member established or of which they are director, unless the participation in that organization is at the request of the University or is otherwise a part of the Board member’s normal University duties.

- b. Granting external entities access to the University's facilities or services for purposes outside the University's mission, or offering favors to outside entities in an attempt to influence them unduly in their dealings with the University.
  - c. Using confidential information acquired through conduct of University business for personal gain, or granting to other unauthorized access to such information.
  - d. Providing preferential access to University equipment or facilities to an outside entity for personal financial gain.
5. University dealings with entities with which Board members have a relationship:  
Arrangements between SGU and outside entities in which a Board member or members of their immediate family have financial interests, or any employment or consulting roles, raise particular questions of potential or apparent conflicts of interest which require special ad hoc disclosures, review, and approval.
6. New Contractual Relationships. After the Board member is seated with full:  
Disclosures of financial relationships with the University, there is a prohibition against any new contractual relationships with the University after the Board member is seated.

#### **D. Implementation**

Before the University enters into any of the following arrangements, the involved Board member must submit to the Board of Regents a complete written disclosure of their current or pending financial interest/relationship with the outside entity, the relationship of the proposed university activity to the entity, and the means by which the Board member will ensure separation of their University role from the role or interests of the Board member or members of their immediate family in the outside entity.

- Procurement by the Board of materials or services from an outside entity in which the Board member or members of their immediate family have an employment or consulting relationship or a financial interest.
- Any other arrangements in which a proposed activity involves an entity in which the Board member or members of their immediate family have a financial interest.
- Current or prospective situations that may raise questions of conflicts of interest as such situations become known to the Board member.
- Changes in financial interests or external activities, including changes that alter the nature of or eliminate an actual or potential conflict previously disclosed.

Disclosure reports may be submitted to the President for inclusion on the Board's agenda or to each Board member in writing. The Board member will be advised in writing or via e-mail at the next Board of Regents meeting whether the activity has been approved and may be undertaken. Activities which may be subject to question of conflicts of interest must be approved before the activity is undertaken.

Decision:

When a board member becomes aware of involvement in a potential conflict of interest, they shall declare the nature and extent of the conflict or appearance of conflict for inclusion in the board

minutes, and will abstain from voting or participating in the discussion of the issue giving rise to the conflict. If the Board determines the board member has effectively manages, reduced or eliminated the conflict of interest, the Board shall approve the transaction despite the apparent conflict.

When a conflict of interest claim against a board member is brought to the board in writing, and is signed by another board member or a member of the public, and the board member against whom the claim is made does not concur that a conflict in fact exists, the following board procedure will be followed.

1. Upon a majority vote of the remaining board members, or upon order of the chair, the board will hold an informal hearing on the conflict of interest claim, giving the board member an opportunity to be heard.
2. At the conclusion of the informal hearing, the remaining board members will determine by majority vote to take one of the following actions:
  - A. Issue a decision that the conflict of interest charge is not supported by the evidence and is therefore dismissed.
  - B. Issue a decision that the conflict of interest charge is supported by the evidence and that the member should disqualify him or herself from voting or otherwise participating in the board deliberations or decision related to that issue.
  - C. Issue a decision that the conflict of interest charge is supported by the evidence and, in addition to disqualification from voting or otherwise participating in the board deliberations or decision, the board member should be formally censured or subjected to such other action as may be allowed.

Final Decision:

The decision of the Board of Regents as to the presence or absence of a conflict of interest shall be final.

#### **CERTIFICATION**

I, hereby certify that the aforementioned Sinte Gleska University Board of Regents Manual were amended at a duly convened meeting held on November 22, 2019 by a vote of: four (4) in favor, zero (0) opposed, Chairman not voting, motion passed.

/S/Mike Boltz, Chairman  
SGU Board of Regents



## Board of Regents Code of Ethics

The Sinte Gleska University Board of Regents commits itself to the very highest ethical conduct, in carrying out its responsibilities under tribal and federal laws.

I, \_\_\_\_\_, as a member of the Board of Regents of Sinte Gleska University, hereby agree to:

- Recognize that the primary responsibility of the Board of Regents is to govern and assess the University to best meet the educational needs of the Sicangu Oyate.
- Work with my fellow Board of Regents members in a spirit of harmony and cooperation in spite of differences of opinion that may arise during vigorous debate.
- Base my personal decision upon all available facts in each situation; vote my honest conviction in every case, unswayed by partisan bias of any kind; abide by and support the final majority decision of the board.
- Remember that as an individual I have no legal authority outside the meetings of the Board of Regents, and I will conduct any relationships with the University staff, the local citizenry and news media on the basis of this fact. I agree that the Board of Regents Chairperson or designee serves as the official spokesperson and that the individual Board of Regents members will not represent themselves as speaking for the Board of Regents.
- Resist every temptation and outside pressure to use my position to benefit either myself or any other individual or agency apart from the total interest of the University.
- Review and analyze the Sinte Gleska University Mission Statement regularly.
- Bear in mind that the Board of Regents accomplishes its responsibility to govern and evaluate the University by adopting the policies by which the University is to be governed, but that the administration of the educational program and the conduct of university business are the responsibility of the President.
- Welcome and encourage active participation by citizens in establishing policy.
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- Recognize that discussions of the Board of Regents in Executive Session are confidential.
- Be scrupulous in requesting only authorized and legitimate reimbursement of expenses.
- Be familiar with the duties imposed by tribal law upon me as a member of the Board of Regents; to understand those duties and powers as set by tribal ordinance; and to faithfully carry out those powers and duties to the best of my ability.
- Should a conflict of interest arise due to my elected position on another organization's

board or the Tribal Council, I will support the best interest of the University and its students at all times.

- Finally, to strive for the most effective board in a spirit of teamwork and devotion to higher education as the greatest instrument for the preservation and perpetuation of our tribal nation.

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Signature of Board of Regents Member

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Date