

Sophie Trettevick  
Indian Health Center

By-Laws of the  
Health Board

Enacted by  
The Makah Tribal Council  
April 24, 2019  
Resolution No. 54-19

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## **PREAMBLE**

The Makah Indian Tribe is a federally recognized Indian tribe. The elected Makah Tribal Council, acting pursuant to its inherent sovereign governmental authority and pursuant to the powers of the Tribal Council enumerated in the Constitution of the Makah Tribe, has created the Sophie Trettevick Indian Health Center (STIHC). The Sophie Trettevick Indian Health Center is wholly owned and controlled by the Makah Indian Tribe, and all employees of Sophie Trettevick Indian Health Center are employees of the Makah Indian Tribe. Pursuant to the Tribe's self-governance and sovereign authority, the Makah Tribal Council adopts these By-Laws to establish a Health Board to which is delegated the regular governance of the operation and performance of the Sophie Trettevick Indian Health Center in accordance with all applicable tribal, state and federal laws.

## **I. Responsibilities of the Health Board**

### **A. Purpose**

It shall be the purpose of the Sophie Trettevick Indian Health Center's Health Board to ensure the Sophie Trettevick Indian Health Center's mission, policies and other responsibilities are carried out in accordance with the Multi-Year Funding Agreement between The Makah Indian Tribe and The United States of America Department of Health and Human Services, as well as all other applicable regulatory and accrediting bodies. To fulfill this purpose, the Health Board shall provide advisory guidance and approval of policies necessary to maintain and operate an ambulatory care center and other related or supplemental services on the Makah Indian Reservation and within the service area as defined by the Board. The Health Board is responsible for ensuring that Sophie Trettevick Indian Health Center's programs and facilities are properly accredited and that such accreditation is protected and maintained.

### **B. Duties**

Through adoption of these By-Laws, the Makah Tribal Council delegates to the Health Board responsibility for the following items, which may be further delegated (as specified in paragraph 9.a):

1. Determining the mission, goals, and objectives of Sophie Trettevick Indian Health Center.
2. Developing and implementing strategic plans in accordance with STIHC's mission, goals, and objectives.
3. Ensuring that STIHC facilities and personnel are adequate and appropriate to carry out the mission.
4. Establishing an organizational structure and specifying functional relationships among various components of STIHC.
5. Developing and approving policies necessary for carrying out STIHC's purpose.

6. Reviewing all legal and ethical matters concerning STIHC and its staff and responding appropriately when necessary.
7. Establishing a system of financial management and accountability.
8. Fulfilling all applicable tribal, state, and federal legal regulations.
9. Establishment, implementation and oversight (including annual review) of the following:
  - a. Delegated administrative responsibilities and the documented authority, responsibility and functions of administrators appointed to carry out the Health Board's directives.
  - b. Scope of services provided at STIHC and all policies governing those services.
  - c. Quality and Safety Program, including Safety, Risk Management and Infection Prevention Control programs.
  - d. Integrated Patient Care, including Patient Rights and Responsibilities and Patient Education.
  - e. The Healthcare Professional Staff Policies, including the credentialing, privileging and appointment/reappointment process, and employment or contracting of all healthcare professional staff and students or postgraduate trainees.
  - f. The provision of services referred or delegated to outside entities.
  - g. An accrediting organization and the accreditation standards.

### **C. Delegation**

No assignment, referral, or delegation of authority by the Makah Tribal Council to the Health Board, or from the Health Board to any STIHC Staff or anyone else, shall transfer ultimate responsibility for the operation of STIHC. The Makah Tribal Council shall retain the right to rescind any such delegation.

## **II. Health Board Meetings**

### **A. Meetings Open to the Public; Public Notice**

1. Regular and special meetings of the Health Board shall be open to the public. The STIHC Administrative Coordinator shall cause to be posted notice of the date and time of regular meetings at least 1 week in advance at Sophie Trettevick Indian Health Center facilities, the Tribal Administration Complex, the U.S. Post Office in Neah Bay, Washburn's in Neah Bay, and in other places frequented by the public. The date and time of special meetings shall be posted at least 24 hours in advance in at least one of these locations.
2. Executive sessions, necessary for discussion of confidential personnel matters, shall be closed to the public.

## **B. Meeting Date and Time**

All regular and special meetings of the Health Board shall be held at such time and place as established by the Chair of the Health Board. Regular meetings shall be scheduled once a month. Regular meetings may be cancelled providing at least 6 meetings occur every calendar year.

## **C. Quorum**

Four members of the Health Board shall constitute a quorum. All members may attend any meeting remotely via telephone or video.

## **D. Minutes**

The STIHC Administrative Coordinator, or an alternative designated by the Health Director, shall keep at STIHC's principal office, a book of the minutes of all meetings, whether regular or special, of the Health Board, showing the time and place, the names of the Health Board members present, and a statement(s) of the actions made. Copies of the minutes shall be furnished to the Health Board and shall be available to the public.

## **E. Action**

1. Action on all matters before the Health Board shall be by motion. Voting on motions shall be by roll call, and the ayes and nays shall be entered upon the minutes of such meeting, except on the election of officers, which may be by ballot upon request of a Health Board member.
2. Approved motions by the Health Board are subservient to Makah Tribal Council Resolutions and in the event of any conflict, a Makah Tribal Council Resolution supersedes a Health Board resolution. All Health Board motions and resolutions must pertain solely to the operations of Sophie Trettevick Indian Health Center. All policies approved by the Health Board must be subsequently presented to and passed as a Makah Tribal Council Resolution in order to take effect.
3. Health Board resolutions are official documents and shall be signed by the Health Board Chair and maintained by the STIHC Health Director. Copies of each resolution shall be maintained with the minutes from the Health Board meeting in which they were discussed and enacted.

## **F. Standing Agenda**

The order of business at every regular meeting of the Health Board shall be as follows:

1. Call to Order
2. Public Comment
3. Approval of Previous Meeting Minutes
4. Correspondence
5. Old Business

6. New Business
7. Adjournment of Public Meeting
8. Executive Session
9. Adjournment

### **III. Health Board Membership**

#### **A. Members**

1. The Health Board shall consist of seven persons, with at least three persons being enrolled members of the Makah Tribe, and at least one member being a young adult (age 18-24). Members of the Health Board shall be appointed by the Makah Tribal Council. No person who is actively employed by the STIHC (currently and up to one-year before their application) shall be eligible to serve on the Health Board. At least one member of the Health Board must be an active user of Sophie Trettevick Indian Health Center and shall reside in the service area.
2. Membership of the Health Board shall consist of the following:
  1. Healthcare Professional Member
  2. Healthcare Professional Member
  3. Healthcare Professional Member
  4. Public Member
  5. Public Member
  6. Alternate Member (non-voting)
  7. Alternate Member (non-voting)
3. Members of the Health Board shall be appointed for four-year terms. A maximum of 4 total terms may be served by any one individual.
4. Healthcare professional members must have verified proof of past or present licensing and professional employment with a health care organization. Such employment must be verifiable by reference, in good-standing, consist of at least 2 years total, and involve patient care.
5. One alternate member may be delegated a vote with the explicit and documented authorization of a voting Board Member in positions 1-5 if doing so is necessary to have a quorum. No more than one vote may be delegated in this manner.
6. The Health Board may request STIHC staff participation in meetings to provide technical advice, as needed, and to present and respond to issues that affect STIHC operations and patient services.
7. Upon enactment of these By-Laws, and until the Health Board positions 1-5 are filled, Makah Tribal Council will serve as the Health Board. As initial Health Board positions are

filled, the appointment of the incoming Health Board member will specifically identify which member of the Makah Tribal Council serving on the Health Board is to be replaced. This designation will be determined by a nomination and vote of the Makah Tribal Council.

## **B. Vacancies**

1. Six months before the end of a Board Member's term, the Health Director shall solicit applications for new Board Members throughout the Neah Bay community and the healthcare community in the Northwest Portland Area via email, social media, and posting at the Sophie Trettevick Indian Health Center facilities, the Tribal Administration Complex, the U.S. Post Office in Neah Bay, Washburn's in Neah Bay. The Health Director will screen applicants for qualifications and present them to the Makah Tribal Council for appointment at the next immediate Makah Tribal Council meeting.
2. When an unexpected vacancy occurs, the Health Director must initiate the process identified in paragraph 1 above within 3 months of the unexpected vacancy. Until such time as the position is filled through the regular appointment process, the position shall be filled by an appointed member of the Makah Tribal Council.

## **C. Orientation**

The Health Director will meet with all new Health Board members before their attendance at their first meeting and ensure that each new Health Board member is provided information and documents according to the following orientation checklist:

### **Orientation Checklist for New Health Board Members**

1. History and organizational foundation of Sophie Trettevick Indian Health Center
2. Comprehensive tour of the STIHC facilities.
3. The most recent annual Sophie Trettevick Indian Health Center financial audit.
4. The most current version of these By-Laws and any policies established by the Health Board and Makah Tribal Council
5. Sophie Trettevick Indian Health Center organization chart.
6. Minutes of previous year's Health Board meetings.
7. Most recent accreditation report.
8. Introduction to the current Health Board members and the Makah Tribal Council



#### **D. Health Board Member Absences**

The term of any Health Board member shall automatically expire if they have unexcused absences from three consecutive regular meetings or from three of any five consecutive meetings of the Board. This expiration will result in an immediate vacancy. A written notice will be provided to the affected Health Board member as soon as possible.

#### **E. Officers**

1. The officers of the Health Board shall be Chairperson and Vice Chairperson and they shall be elected by the Board from among its members at the Board's first meeting of the calendar year.
2. Officers of the Board shall be elected for one-year terms. Unless an officer resigns, dies, or is removed, an officer shall hold office until a successor has been chosen. Any officer may resign at any time by delivering a written resignation to the Health Board.
3. The Chairperson shall preside at all meetings of the Health Board. In the absence or incapacity of the Chairperson, the Vice-Chairperson shall serve as Chairperson pro tem and shall perform the duties of the Chairperson.
4. Should the office of Chairperson become vacant, the Vice-Chairperson shall fill that vacancy for the unexpired term. Should any other office become vacant, the Board shall elect a successor at the next regular meeting, and such election shall be for the unexpired term of that office.

#### **F. Compensation and Reimbursement**

Subject to available funding, STIHC will compensate Board members a stipend per complete attendance at each regular and special meeting. Subject to available funding, STIHC will reimburse Health Board Members for all approved Board-related travel and training expenditures including per diem in accordance with a policy developed by the Health Board. To be eligible for reimbursement, such expenses must be approved by the Board during a regular meeting.

#### **G. Conflict of Interest**

1. Each Health Board member shall maintain the appearance of fairness during all Board-related business and shall avoid actual and potential conflicts of interest relating to Board-related business. Maintaining the appearance of fairness in all Board-related business may sometimes require a Board member to recuse themselves even if a formal conflict does not exist or if the Board member believes that there is no conflict.
2. Any Health Board member having a potential or actual conflict of interest with respect to Board-related business shall identify the conflict for the minutes and shall recuse themselves from making or participating in the making of any decision relating to that matter.

3. If a Health Board member does not voluntarily identify a conflict of interest, any Board member may raise the question. If a question is raised regarding a Health Board member(s) appearance of fairness or actual or potential conflict of interest, the Health Board member(s) in question shall remove themselves from the meeting and the remaining Board members shall make a determination regarding specific factors that cause the question to be raised. Board decisions resolving issues of the appearance of fairness or conflicts of interest are final, and shall be recorded in the minutes.

## **VI. Adoption, Review and Revision**

### **A. Adoption**

These By-Laws shall be adopted by duly enacted resolution of the Makah Tribal Council; ; *provided*, that if any provision of these By-Laws is determined by a court of competent jurisdiction to be contrary to the laws of the Makah Tribe or the Constitution or laws of the United States of America, such provision shall be deemed to have no force and effect. All remaining provisions shall remain in full force and effect. Upon adoption of these By-Laws, all previous By-Laws and amendments thereto shall be of no further force and effect.

### **B. Review and Revision**

The Health Board, in consultation with the Health Director, will review these By-Laws annually and may revise these By-Laws by vote of the majority of the Health Board at a regular or special meeting. Any revision to these By-Laws shall not be effective until approved by resolution of the Makah Tribal Council.