

KETCHIKAN INDIAN COMMUNITY (KIC) / ORGANIZED VILLAGE OF SAXMAN (OVS)

ADVISORY HEALTH BOARD BY-LAWS

Mission Statement

To ensure the highest quality of health care available is provided within the KIC Tribal Health Clinic.

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ARTICLE I NAME

- 01.01** The name of the board shall be the *KETCHIKAN INDIAN COMMUNITY/ORGANIZED VILLAGE OF SAXMAN ADVISORY HEALTH BOARD*, hereinafter called the *ADVISORY HEALTH BOARD*.

ARTICLE II PURPOSE

- 02.01** This organization is created under the laws of the Ketchikan Indian Community. The Advisory Health Board shall serve as the advisory body for the KIC Tribal Council. The purpose of the Advisory Health Board is to recommend policy, procedure and controls in a manner that assures the provision of high quality health services and that fulfills the Tribe's mission, goals and objectives; and includes:

- 02.01.01** To serve as the primary advocate in conjunction with the KIC Tribal Council to preserve the Federal Government's obligation to provide health care to the American Indian/Alaska Native descendants.
- 02.01.02** To provide general direction to the development and recommendation of the policies to the Tribal Council on behalf of the KIC Tribal Health Clinic and programs.
- 02.01.03** Provide general direction to the KIC Health Administrator regarding the implementation of policy.
- 02.01.04** To monitor program effectiveness based on established clinic goals and industry standards.
- 02.01.05** To promote that the KIC Tribal Health Clinic receives and maintains accreditation for ambulatory health care facility standards.
- 02.01.06** To promote that the KIC Tribal Health Clinic addresses all terms of the IHS compact which funds the KIC Tribal Health Clinic programs.
- 02.01.07** To advocate for the KIC Tribal Health Clinic with other Native groups and programs, non-profit organizations, State and Federal agencies, local health care providers and businesses within the community and Borough of Ketchikan in conjunction with the KIC Tribal Council.
- 02.01.08** To promote that the Tribal Health Clinic plans, goals, and objectives remain consistent with those established at the KIC Tribal Council level.

ARTICLE III AUTHORITY

The Advisory Health Board shall function as a group and shall be consistent with these By-laws which have been approved by the KIC Tribal Council. The Advisory Health Board is an elected or appointed body and has authority only while in session.

ARTICLE IV ADVISORY HEALTH BOARD MEMBERSHIP

04.01 ELIGIBILITY FOR ELECTION AT KETCHIKAN INDIAN COMMUNITY

Any adult, 18-year or older, Alaska Native/American Indian KIC member, excluding current employees, residing within the tribal jurisdiction of KIC shall be eligible for election.

04.02 BOARD MEMBERS: NUMBER and MAKEUP

04.02.01 The Advisory Health Board shall consist of six (6) members. The Advisory Health Board shall strive to attain the following breakdown in board membership:

Four (4) members will come from the KIC membership,
One (1) from the professional medical community,
One (1) Saxman representative.

04.02.02 The four (4) KIC membership seats will be alternating 2-year terms elected by the KIC membership in a general KIC election.

04.02.03 The one (1) medical professional member will be selected by the Advisory Health Board and be seated for a two-year term and shall not be an employee of or under contract with KIC.

04.02.04 The OVS will appoint one (1) Advisory Health Board member within their own eligibility criteria and present the name to the KIC Tribal Council for approval.

04.03 ELIGIBILITY FOR APPOINTED MEDICAL PROFESSIONAL SEAT

The Health Board shall appoint seats to the board for the purpose of gaining formal participation from professionals within the health field to assist in adhering and applying industry standards- e.g. physicians, nurses, technicians, and health care professionals. These medical professionals should have health-related certifications or licensures.

04.04 MEMBERSHIP CRITERIA

04.04.01 Prior to election or appointment all candidates, in order to qualify for the Advisory Health Board, must pass a background investigation check in compliance with KIC policy and procedure.

04.04.02 All Advisory Health Board membership must abide with established KIC ordinances, by-laws, constitution, policies, and procedures.

04.04.03 The Advisory Health Board may recommend termination, to the governing body, of a board member through a vote of two-thirds of the full Advisory Health Board at a regular Advisory Health Board meeting, and in accordance with Tribal Council policies and procedures.

04.04.04 An Advisory Health Board seat may be considered vacated when a member has three (3)

unexcused absences from the monthly scheduled meetings held during the calendar year.

04.05 QUALIFICATIONS of ELECTED KIC ADVISORY HEALTH BOARD MEMBERS

Prospective Advisory Health Board members must pass the following qualifications:

- 04.05.01** A KIC enrolled adult member.
- 04.05.02** For KIC members, they must meet Ordinance 4, KIC Elections guidelines (per the Preamble of the Constitution), Definitions Section of Jurisdiction.
- 04.05.03** Shall not be convicted of a felony within 7 years prior to serving, and in accordance of the policy and procedure of KICTHC.

Prospective Advisory Board members should possess the following abilities and qualifications prior to being seated on the Health Board:

- 04.05.04** In order to facilitate maximum participation and focus on the Advisory Health Board, members shall avoid serving on other boards or councils that are in conflict of interest with the Advisory Health Board or KIC Tribal Council By-laws, policies, goals or objectives.
- 04.05.05** Must be in good standing with the KIC Tribal Council and Advisory Health Board in all areas with no conflict of interest regarding financial and legal matters.
- 04.05.06** Knowledge of business, boards, and management practices related to health care.
- 04.05.07** Will dedicate sufficient time to attend regular, special board, and committee meetings.
- 04.05.08** Will conduct business with professionalism, morals, and ethics.
- 04.05.09** Ability to develop a working understanding of complex medical processes, standards of care, practices, policies and procedures, regulations, laws, planning, and problem resolution.
- 04.05.10** Understand and support current self-determination requirements as outlined in Public Law 93-638.

ARTICLE V ADVISORY HEALTH BOARD ELECTIONS/VACANCIES

05.01 ELECTIONS

The Four (4) KIC Advisory Health Board members shall be elected by the membership of KIC during the KIC Tribal Council annual election and follow the policies and procedures of the KIC Tribal Council and as outlined and defined in KIC Ordinance 4: ELECTIONS. The KIC Advisory Health Board members shall not serve as KIC Tribal Council members while serving as Advisory Health Board members.

05.02 RESIGNATION

To assure continuity of communication between committee's and Advisory Health Board meetings, members are encouraged to give a 30 day written notice prior to leaving the board. If a board member is unable to conduct the duties of membership, they are able to resign without judgment or penalty. Resignations shall be accepted by the Advisory Health Board during a regular business meeting.

05.03 VACANCIES

When a vacancy arises on the Advisory Health Board for any reason, the position shall be advertised for two weeks as defined in the policies and procedures of the Tribal Council. During the next meeting, the Board will select from the candidates a member to fill the seat until the next election.

ARTICLE VI OFFICERS

06.01 SELECTION OF OFFICERS

Following the annual KIC General Election, the Advisory Health Board members shall elect from the Advisory Health Board membership: Tribal Health Board Chair, Vice-Chair and Secretary/Treasurer. Nominations and selection of officers shall occur at the first meeting following the elections. Advisory Health Board members nominated for officer positions will present oral comment expressing their desire and ability to successfully hold the position for which they are nominated. Advisory Health Board members shall not be able to fill more than one officer position on the Advisory Health Board. Written formal notice of the election results shall be sent to the KIC Tribal Council immediately following the final count.

06.02 ADVISORY HEALTH BOARD CHAIR

The Chair shall preside at all meetings of the Advisory Health Board and can only cast a vote in a tie or by a ballot vote.

06.03 ADVISORY HEALTH BOARD VICE CHAIR

The Vice-Chair shall act as Chair in the absence of the Chair and when so acting shall have the power and authority of the Chair. The Vice-Chair shall succeed to office of Chair for the unexpired term of the Chair should that office become vacant.

06.04 ADVISORY HEALTH BOARD SECRETARY/TREASURER

The Secretary/Treasurer or staff designee shall provide for the keeping of minutes of all meetings of the Advisory Health Board and shall give or cause to be given appropriate meeting notices in accordance with these By-laws or as required by law, and shall act as custodian of all records and reports generated by the Board.

ARTICLE VII LIMITATION of POWERS

07.01 LAWS

The Advisory Health Board shall observe the Constitution, By-Laws, Ordinances and Policies of the KIC Tribal Council, Advisory Health Board By-laws and all traditional laws of the KIC Tribe. The Advisory Health Board shall be required to communicate all Advisory Health Board recommendations to the KIC Tribal Council for consideration and be presented by the Advisory Health Board Chair or designee.

07.02 AGREEMENTS

The Advisory Health Board shall not enter into any agreement or negotiation with any government agency or commercial entity.

07.03 KIC STAFF AND PROGRAMS

The Advisory Health Board is not the direct/indirect supervisor of any KIC Tribal Health Clinic staff. Advisory Health Board members shall not interfere with KIC programs or businesses and shall not threaten or intimidate KIC employees or contractors. The Advisory Health Board Chair may coordinate and direct the Health Administrator to request staff to bring pertinent information to the Advisory Health Board.

ARTICLE VIII BOARD PROCEDURES

08.01 MEETINGS

The Chair shall be responsible for establishing a formal agenda for adoption at all regular Advisory Health Board meetings.

08.01.01 The Advisory Health Board will meet every month to carry out its responsibilities as outlined in these By-laws. Four (4) of the meetings will be *Quarterly Business Meetings* in which formal agendas and decisions are made regarding recommendations from the Advisory Health Board to the KIC Tribal Council. The remaining eight (8) monthly meetings will be meetings in which information is presented and discussed in preparation for the quarterly business meeting. Official business may be conducted at these meetings if a quorum is present and if agenda items are added after a quorum is established. All meetings shall require a seventy-two (72) hour notice. The Advisory Health Board shall determine and post the regular meeting date in a timely matter.

08.01.02 A quorum shall consist of two (2) of the Advisory Health Board members plus the Chair. The Chair, or in the absence of the Chair, the Vice-Chair must be physically present in order to establish and maintain the quorum.

08.01.03 Special meetings of the Advisory Health Board may be held with a twenty-four (24) hour notice whenever approved by a majority of the Advisory Health Board and will be called by the Advisory Health Board Chair. The business to be transacted and the purpose of the meeting must be specified in the Notice of Meeting.

- 08.01.04** The Advisory Health Board Secretary or staff designee shall keep Minutes of all meetings or other records as may be necessary to demonstrate the ongoing discharge of the Advisory Health Board's responsibilities.
- 08.01.05** The Advisory Health Board shall dispose of all Minutes and related records consistent with the KIC Tribal Council Records policy, and in compliance with accreditation standards.
- 08.01.06** Advisory Health Board members shall abstain from discussion and voting on any personal, monetary, or other issue where they or a family member has an interest in the outcome.
- 08.01.07** The Advisory Health Board shall review and approve professional staff certification/accreditation and appointment of clinical privileges as specified in KIC Tribal Council policy.
- 08.01.08** All meetings, except where prevented in these By-laws shall be open to all American Indian/Alaska Native beneficiaries.
- 08.01.09** Teleconferencing with Board members, for the establishment of quorums and conducting regular business of the Advisory Health Board shall be deemed acceptable when there is sufficient time to send the appropriate background material for review and consideration.
- 08.01.10** It is the Advisory Health Board Chairs responsibility to schedule, plan, and carry out meetings. It is also the Chairs responsibility to cancel with timely notice and reschedule meetings as soon as possible when unforeseeable circumstances require rescheduling.

08.02 VOTING

Each Advisory Health Board member, with the exception of the Chair, shall have one vote on all matters. Advisory Health Board members must be present in person or via tele-conference to vote, no proxies are permitted. Motions and Resolutions will be approved by majority vote. In the event of a tie, the Chair will cast the deciding vote. In a roll call vote, documentation of the voting member will be on the record. The Chair will participate in a "ballot" vote.

08.03 REPRESENTATION

- 08.03.01** The Advisory Health Board Chair or designated Advisory Health Board member(s) may act on behalf of the Advisory Health Board. The Advisory Health Board may designate a representative to attend meetings or conferences such as the Alaska Native Health Board, ANTHC Unaffiliated, Self-Governance Conference and other meetings as designated by the KIC Tribal Council.
- 08.03.02** The Advisory Health Board Chair or designee may meet as required with the Tribal Council regarding Advisory Health Board objectives and programs.

08.04 FINANCES

- 08.04.01** Each Advisory Health Board member shall receive a stipend in an amount consistent with KIC Tribal Council policies, and in accordance with the Advisory Health Board budget.
- 08.04.02** Advisory Health Board members shall be reimbursed for all pre-approved reasonable and necessary travel expenses incurred in the performance of detailed duties on behalf of the Advisory Health Board, only when sufficient funds are available in the approved budget. The reimbursement shall be in accordance with the KIC and Tribal Council policies regarding reimbursement.
- 08.04.03** The Advisory Health Board will develop an annual budget for Advisory Health Board expenses and shall maintain compliance with the Advisory Health Board budget.
- 08.04.04** The Advisory Health Board shall review and recommend annual budgets and modifications as specified in Tribal Council policies.

08.05 GRATUITIES

No reward, favor, gift or other form of remuneration in addition to regular compensation can be solicited or accepted by a Board member from any vendor, contractor, individual, firm, or any other source having or proposing to have a relationship with the Ketchikan Indian Community, or in connection with any appointment, *promotion*, or advantage in any Ketchikan Indian Community position; other than ordinary social activities.

08.06 PARLIAMENTARY AUTHORITY

These By-laws shall be considered an organic document for the Advisory Health Board, and shall be the primary document governing official Board proceedings. In questions purely of a parliamentary nature, the current edition of Roberts Rules of Order shall serve as the final source document when such rules are inconsistent with the Board By-laws.

08.07 CONFLICT OF INTEREST

Any conflict of interest or appearance of conflict of interest shall be avoided as defined in ORDINANCE 7: Tribal Council Policies and by precluding any Advisory Health Board member from holding contracts with Ketchikan Indian Community.

ARTICLE IX - DEFINITIONS

For the purpose of this document the following are definitions or clarification of words or terms used.

09.01 Operational Decisions:

Operational decisions focus on day-to-day activities within the organization made by employees, Managers and Directors. Decisions made at this level help to ensure that daily activities proceed

smoothly and therefore help to move the organization toward reaching the strategic goal. Some examples of operational decisions include scheduling employees, handling employee conflicts, priority scheduling of projects and purchasing raw materials needed for production.

09.02 Medical Professional:

Current medical practitioners involved in the delivery of modern health care. Some examples include: nurse(s), emergency medical technicians and paramedics, laboratory scientists, (pharmacy, Pharmacists), (physiotherapy, physiotherapists), respiratory therapists, speech therapists, occupational therapists, radiographers, dieticians, and bioengineers.

09.03 Conduct unbecoming a member:

Any conduct that is deemed to be contrary to the best interest of the Advisory Health Board or the Tribal Council, or to harm the standing of the Tribe and as defined in Ordinance 7: TRIBAL COUNCIL POLICIES.

09.04 Unexcused:

Absent from duty in performance of the Advisory Health Board without an excuse.

09.05 Excused absences:

Absence from duty on the Advisory Health Board which is approved duty to special considerations. This includes but is not limited to:

- Prior obligations with timely notification to the board officers and/ or staff.
- Inability to attend or perform duty due to health conditions.
- Obligations of a member dealing with national security, health and/ or well-being of others.
- Unscheduled emergency situations where the member is needed to assure the safety and/ or well-being of others.
- Personal family emergency

09.06 Post:

To affix in a public place or for public notice in a generally accepted media; To publicize with, or as it with, a poster; To make known or announce; To formally announce; To place an advertisement in a locally accepted news media as to an event or availability to participate in a public program, meeting, or other event.

ARTICLE X BY-LAW MODIFICATIONS

10.01 AMENDMENTS

Upon adoption by the Tribal Council, this document may not be amended, added to or changed in any way except by a two-thirds (2/3) vote of the Advisory Health Board at a regular or special meeting, providing the notice for the meeting includes the intention to amend these by-laws.

The final authority to ratify all changes/ amendments of these bylaws is the KIC Tribal Council by two-thirds (2/3) vote.

10.02 NOTIFICATION

The Advisory Health Board shall notify the KIC Tribal Council of any proposed revisions or amendments made to its By-laws at the next regularly scheduled Tribal Council meeting. The Advisory Health Board shall be responsible to the membership for notification of changes 30 days after Council action on any and all By-law amendments.

ARTICLE XI SOVEREIGN IMMUNITY LIMITED WAIVER

The Advisory Health Board, as an entity of the sovereign KIC Tribe is absolutely immune from any and all liability to any person, corporation, or governmental entity in any and all jurisdictions. This absolute immunity of the KIC Tribe extends to members of the KIC Tribal Council, its officers, agents, independent contractors, and employees, and to the KIC/OVS Advisory Health Board, including ex-officio members, subcommittees, and to its director, agents, independent contractors, and employees. The above absolute immunity is waived only to the extent that the United States of America, under 22 USC 2702 or other applicable statutes, assumes liability for and provides the defense for the KIC Tribe, KIC Tribal Council, the KIC/OVS Advisory Health Board, its officer, agents, independent contractors, and employees.

These By-laws do not in any way supersede the KIC constitution or Tribal Council ordinances, policies and procedures.

ARTICLE XII RATIFICATION

The Advisory Health Board shall continue to operate and exercise all powers delineated in these By-laws, until these By-laws are revoked or amended. The ratification by KIC Tribal Council shall be sufficient for the establishment of these By-laws.

Ratified by KIC Tribal Council at a KIC Tribal Council meeting held on _____.

CERTIFICATION OF APPROVAL

I, the undersigned, on behalf of the Ketchikan IRA Council hereby certify that the foregoing By-laws are approved and shall be effective as of the date of ratification. The Ketchikan IRA Tribe may promulgate all rules and regulations so far as they comply with all terms of these By-laws and the Ketchikan IRA By-laws.

KIC Tribal Council President

Date

ATTEST:

KIC Tribal Council Secretary

Date