

COQUILLE INDIAN TRIBE
Health & Wellness Division Policies

ARTICLE 1: Health and Wellness Division Executive Board of Directors

Section 1.01 Health and Wellness Division (“Division”) Executive Board of Directors (“Executive Board”) Powers and Duties

Subject to Tribal law, the duties and powers of the Executive Board include, but are not limited to, the following:

- (1) Provide an annual recommendation to Tribal Council of measurable goals and objectives for the Division CEO (“CEO”) for each prospective year, and an annual evaluation based on achievement of each preceding year’s goals and objectives;
- (2) Ensure prudent and accountable use and reporting of the Division’s resources, recommend annual budgets to the Tribal Council for approval, establish the Division’s operational priorities, recommend eligibility criteria for services, and recommend long-range financial and strategic planning goals;
- (3) Maintain fiscal accountability by closely monitoring and generating revenue, implementing cost control policies and procedures, obtaining and reviewing comprehensive monthly and year-end financial reports and providing Tribal Council with an accurate financial overview at quarterly combined meetings;
- (4) Evaluation of the Division’s activities, including quality of care metrics, utilization patterns, productivity, patient satisfaction, and achievement of objectives;
- (5) Provide recommendations to the Tribal Council for the contract renewal or extension, disciplinary action, and/or dismissal of the CEO, as appropriate under the circumstances;
- (6) Monitor and oversee the expectations of the Division and approval of new programs and services of the Division;
- (7) Annually review the Division’s policies;
- (8) Ensure that the CEO and Division operate within applicable Tribal, Federal, State, and local laws and regulations;
- (9) Provide operational supervision and feedback to the CEO;
- (10) Work collaboratively with the CEO;
- (11) Adopt health care policies, in consultation with the CEO, including the hours of services, fee schedule, and quality of care audit procedure;
- (12) To serve as the governing body of the Division in satisfaction of the requirements of applicable accreditation or licensing authorities;
- (13) The Executive Board and CEO shall meet quarterly with the Tribal Council to provide, at a minimum, the following reports: financial status, productivity, quality of care, staffing,

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patient satisfaction and issues needing attention. Special meetings, over and above the quarterly meetings, may be requested by either the Tribal Council or Executive Board;

(14) Ensure that minutes are taken and maintained for all Executive Board meetings; and

(15) Approve and maintain a process for quality improvement and risk management, including but not limited to a policy for hearing and resolving patient grievances.

Section 1.02: Executive Board Members: Number, Tenure & Qualification

Subsection 1.02.01 Number

The Executive Board is comprised of five (5) members appointed by the Tribal Council. One member must be a voting Tribal Council Representative. The Chair of the Executive Board shall be selected by the Tribal Council from among the Board members.

Subsection 1.02.02 Tenure

Unless the Tribal Council provides otherwise, Executive Board positions will be staggered three-year terms. Executive Board Members can be removed by the Tribal Council at any time, without cause. The terms of the initial board will be staggered.

Subsection 1.02.03 Qualifications

The Executive Board shall be composed of individuals who have expertise in providing comprehensive healthcare services, and/or Coquille Tribal culture and/or health care needs. Other areas of expertise that may be considered include: Tribal or Indian Health Service outpatient healthcare, Federally Qualified Health Center matters, law, finance, social services, business, tribal operations, or other experience that would enhance the expertise of the Board in overseeing the Division. These expertise requirements will continue to apply to Executive Board members during their term of service. No Tribal or Tribal Entity employee or contractor may serve on the Executive Board. For the purposes of this subsection, a “Tribal Entity” means any entity that is owned more than 50% by the Tribe, either directly or through a subsidiary.

Section 1.03 Selection

Executive Board members shall be appointed by the Tribal Council. The Tribal Council may use a recruitment and selection plan, which may include development of Executive Board member role descriptions, selection criteria, timeframes, and other relevant matters.

Section 1.04 Resignation

A member of the Executive Board may relinquish their Board position at any time by delivering a written resignation to the Tribal Council. Such resignation shall be effective upon receipt, unless otherwise provided by the terms thereof. The Tribal Council will fill the vacancy as specified in this policy or otherwise under Tribal law.

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Section 1.05 Removal and Suspension

The Tribal Council may remove or suspend members of the Executive Board at will. No reason is required to be stated. The Tribal Council may appoint interim Executive Board members and officers to serve in place of any suspended Executive Board members and officers.

Section 1.06 Vacancies

Vacancies will be filled by the Tribal Council. At the expiration of a term of appointment, Executive Board members shall remain in office until they are re-appointed or their successor is appointed.

A vacancy because of death, resignation, removal, disqualification or otherwise may be filled by the Tribal Council for the unexpired portion of the term or for a new term. The Executive Board may recommend persons to fill Executive Board vacancies.

Section 1.07 Meetings, Quorum and Voting

Subsection 1.07.01 Regular Meetings

Regular meeting dates and times will be established throughout the year based on consensus of the Executive Board. If there is no consensus, regular meetings shall be held at a convenient time and location as determined by majority vote of the Executive Board.

Subsection 1.07.02 Meeting Minutes

Minutes of all Executive Board meetings (except for executive session discussions) shall be kept. These minutes may be created and maintained by a Division employee, and shall be made available to Executive Board members, the CEO and other persons authorized by the Tribal Council.

Subsection 1.07.03 Meeting Venue

Meetings of the Executive Board may be held face-to-face, or by phone conference, videoconference, or other electronic means by which all Executive Board members can speak and hear one another, as determined by the Executive Board Chair. The Executive Board Chair or the CEO may request tribal legal counsel to attend any Executive Board meetings. Meetings of the Executive Board shall be open only to the Tribal Council, other persons designated by the Tribal Council and invited guests of the Executive Board.

Subsection 1.07.04 Annual Meeting

The Executive Board shall have an annual meeting with the Tribal Council to provide an annual report of the Division and to discuss future goals and objectives. This annual meeting may include discussions regarding the proposed Division budget for the prospective year. Tribal members may attend this annual meeting, except any portion that occurs in an executive session.

Subsection 1.07.05 Special Meetings

Special Meetings may be called by the Board Chair or the CEO. Special meetings of the Executive Board may otherwise be called as outlined in Tribal law and this Policy.

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Subsection 1.07.06 Special Meetings Notice and Waiver

Executive Board members shall receive at least three days advance notice of any special meeting unless such notice is waived as described below.

Notice of each meeting of the Executive Board may be given by telephone, by written notice delivered personally, e-mail, or via courier or postal service delivery to an Executive Board member's most current known business or personal address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid.

If every sitting Executive Board member consents in writing or via email, these special meeting notice procedures may be waived.

Subsection 1.07.07 Quorum

Three (3) members of the Executive Board shall constitute a quorum for the transaction of business. No vote may be taken without a quorum, but topics may be discussed.

Subsection 1.07.08 Voting

Actions taken at a meeting where a quorum is present, shall be determined by majority vote, unless otherwise required by this policy.

Subsection 1.07.09 Conduct of Meetings

The Board Chair shall call to order, and preside over, meetings of the Executive Board.

Subsection 1.07.10 Executive Session

At any time by motion, the Executive Board may enter executive session, provided that any such motion must describe the general topic to be discussed. Except as otherwise authorized by Tribal law or policy, no Executive Board votes may take place in Executive Session. Nothing in this subsection shall be deemed to limit the Executive Board from making decisions regarding any employee or patient grievance while in Executive Session.

Subsection 1.07.11 Actions Taken Without a Meeting

Any action that is required or permitted to be taken at any annual, regular, or special meeting of the Executive Board may be taken without a meeting by email if:

1. Written notice is sent to the email address of record for each Executive Board member and includes:
 - (a) A description of the action to be taken without a formal meeting;
 - (b) A deadline to respond with a vote, which shall be no fewer than forty-eight (48) hours from the time the notice is sent;
 - (c) A statement that an Executive Board member may change their vote at any time

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prior to the deadline by emailing their corrected vote to all Executive Board members;
(d) An effective date, if the action is intended to become effective on a date later than the voting deadline; and
(e) Written consents or votes received pursuant to this subsection shall be filed with the minutes

2. A matter shall be adopted under this Section only if it receives enough affirmative Executive Board votes to pass such matter at a quorate Executive Board meeting.
3. Action taken under this subsection without a meeting shall have the same force and effect as action taken at a meeting of the Executive Board.

Section 1.09 Honorarium/Compensation

Except for the CEO (if they serve on the Executive Board) and the Tribal Council representative, Executive Board members may receive a stipend and reimbursement for necessary and reasonable travel related costs as described in the Tribe's travel policies. The Board Chair may be compensated at a higher rate, due to the responsibilities of that position.

Section 1.10 Executive Board Evaluations & Training

The Executive Board shall conduct an annual self-evaluation. The purpose of the self-evaluation to assess the overall performance of the Executive Board. The self-evaluation process may include facilitation by a contractor or employee selected in advance by the Executive Board. Any such facilitator will consult with the Executive Board to determine the agenda.

The Tribal Council will evaluate the Executive Board annually, using information from the Executive Board self-evaluation and overall performance based on goals, expectations, healthcare metrics and any other factors or information deemed important by the Tribal Council.

ARTICLE 2: OFFICERS

Section 2.01 Titles

The initial officers shall consist only of a Board Chair, appointed by the Tribal Council. The Executive Board may appoint additional officers from among the other Executive Board members.

Section 2.02 Election and Term of Office

Executive Board officers will have one year terms, but shall retain their office(s) after expiration of their term until their successor is appointed or their Executive Board membership ends, whichever occurs first.

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Section 2.03 Executive Board Chair

The Executive Board Chair shall be the principal officer of the Executive Board. The Executive Board Chair will preside over all meetings of the Executive Board. Normally, the Executive Board Chair will coordinate with the CEO to develop and present agenda items.

The Executive Board Chair shall have authority, subject to Tribal law and such rules as may be prescribed by the Executive Board, to delegate authority to sign, execute and acknowledge, on behalf of the Division, all documents or instruments necessary and/or proper to be executed in the course of the Division's regular business. In general, the Board Chair shall perform all duties incident to the office of the Board Chair, and shall have such other duties and exercise such other authority as may be prescribed by the Executive Board or the Tribal Council from time to time.

Section 2.04 Other Assistants and Acting Officers

The Board Chair may designate an acting Board Chair as necessary to preside over meetings and conduct business when the Chair is expected to be unavailable. This designation must be in a writing, signed by the Board Chair and provided to the Tribal Council Chairperson and the other members of the Executive Board. In addition, the Executive Board may designate acting officers by motion at a duly called Executive Board meeting.

Section 2.05 Records

The Division shall maintain all minutes of the Executive Board meetings and copies of all other records, books, and documents.

All such records, minutes, lists and documents shall be made available for inspection at any reasonable time during usual business hours, (1) by any Executive Board member, or duly authorized representative thereof, for any lawful and proper purpose, (2) by any Tribal Council member, or duly authorized representative thereof, for any lawful purpose; and (3) as authorized under the bylaws of any health advisory committee established by the Tribal Council. Upon leaving office, each Executive Board member shall turn over to their successor or the Board Chair, in good order, such Executive Board moneys, records, minutes, lists, documents, contracts or other property of the Division as may have been in the custody of such Executive Board member or agent during their term on the Executive Board.

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ARTICLE 3: Health & Wellness Division Chief Executive Officer

Section 3.01 CEO Authority

The Tribal Council shall hire a full time Health & Wellness Division Chief Executive Officer (“CEO”) to provide leadership and executive level management. Subject to Tribal Law and this Policy, the CEO shall have all the duties and authority that such position would customarily require. The CEO shall be responsible for executing the policies and mission of the Division. The CEO shall serve at the pleasure of the Tribal Council and will receive operational direction from the Executive Board.

Subject to Tribal law and this Policy, CEO, or their designee, may execute contracts for goods and services on behalf of the Division, as long as it pertains to the operation of the Division, and such authorization may be general or confined to specific instances.

The CEO is expected to work collaboratively and cooperatively with the Executive Board. The CEO may unilaterally provide updates to the Tribal Council Chairperson regarding the performance or behavior of Executive Board members.

Section 3.02 CEO Evaluation

An annual evaluation of the CEO's performance shall be performed in writing by the Executive Board. The annual evaluation will be reviewed by the Tribal Council prior to being discussed with the CEO. The Tribal Council Chairperson and a Human Resources representative will be involved in the evaluation discussion with the CEO. The annual evaluation of the CEO's performance normally should be performed by the Executive Board within thirty (30) days before or after the anniversary of the CEO hire date.

**ARTICLE 4: RELATIONSHIP TO TRIBAL GOVERNMENT
ADMINISTRATIVE SERVICES**

Section 4.01 Administrative Requirements

As a component part of Tribal Government, the Division will function within the parameters of all Tribal laws, ordinances and policies and procedures. The Division will use Tribal administrative programs, including but not limited to, Finance, Legal, Human Resources, Information Technology, and Facilities and Maintenance.

Section 4.02 Contracting Legal Counsel

The Division shall not have the authority to contract legal counsel but may request or recommend legal counsel to the Tribal Council or Tribal Attorney. Attorneys working on Division matters will contract with either the Tribal Council or the Tribal Legal Department.

ARTICLE 5: LAWS OF THE TRIBE

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Section 5.01 Laws of the Tribe

This policy and all suits and special proceedings under this policy shall be construed in accordance with and pursuant to the laws of the Tribe. In any action, special proceedings or other proceeding that may arise out of, in connection with or by reason of this policy, the Tribe's laws shall be applicable and shall govern to the exclusion of the law of any other forum; and, nothing in this policy shall be construed to waive the requirement that any party first exhaust all remedies available under Tribal law.

ARTICLE 6: SERVICES PROVIDED BY THE DIVISION

Section 6.01 Health and Wellness Services

Within the eligibility guidelines, capabilities, talents and expertise of the personnel and facilities of the Division, Health & Wellness Services shall be provided for all eligible persons who seek care. The range of comprehensive services shall be approved by the Executive Board.

Section 6.02 Health and Wellness Records

The CEO shall ensure that all patient health and wellness records are kept in accordance with applicable Federal, Tribal, state and local laws and regulations, with pertinent data recorded necessary for adequate diagnosis and treatment of the patient's condition. These records shall remain confidential, subject to those exceptions authorized under applicable law. Tribal law (CITC 190.150) regulates the disclosure of certain information possessed by Coquille Tribal government.

ARTICLE 7: TRIBAL MEMBERS QUESTIONS AND CONCERNS

The CEO will establish a protocol to receive and respond to questions and concerns from Tribal members separate from patient complaints.

ARTICLE 8: TERMINOLOGY

Terms used in this Policy shall have the same meaning provided under CITC Chapter 148 ("Health and Wellness Division Ordinance").