

*NW Portland Area
Indian Health Board
Roles and Responsibilities*

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Purpose of Training

- The purpose is to be a refresher to the NPAIHB Board and to management on Board member roles and responsibilities
- Discussion will include NPAIHB Constitution and Bylaws as well as general principles of nonprofit Board governance

Purpose of Training

- Discussion will also include overview of confidentiality and ethics issues in organizational oversight
- Information Management is an issue impacting tribal organizations, so some focus will be on confidentiality under certain federal and tribal laws

General Duties and Obligations of Board Members

- These general duties apply to Board members but also are many of the same obligations and responsibilities shared by management and staff

Ethical and Fiduciary Duties

- “Duty of Care”, “Duty of Loyalty”, “Duty of Obedience” apply to nonprofit Board members
- Board members must act in good faith, in a manner that they believe to be in the best interests of NPAIHB and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

Duty of Care

- Board members and employees must act with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

Duty of Care

- Observe organizational and corporate formalities
- Active participation in organizational oversight and management where called for in specific role
- Make reasonable decisions given the information, situation, and context

Duty of Care

- Financial management, pursuant to roles and processes utilized by NPAIHB, existing budgetary planning, and agreements with federal (and other) governments
- Investigate allegations of wrongdoing if brought to the Board's attention or delegate investigation to management

Duty of Care – Practical Tips

- Be familiar with NPAIHB operations and mission, the NPAIHB Constitution and Bylaws, and relevant policies and manuals
- When attending all public and semi-public meetings for NPAIHB, have a plan in advance on what information needs to be shared (or not shared)
- Be familiar with applicable laws and regulations related to confidential and sensitive information, particularly how health information is protected under HIPAA

Duty to Inquire

- The Duty of Care includes the duty to inquire – to make further inquiries when circumstances indicate that further inquiry is necessary to properly evaluate the situation.
- That said, Board members can rely on, without making their own inquiry, information presented by:
 - NPAIHB managers and employees with expertise in a given area; and
 - NPAIHB attorneys, accountants, and other experts.

Duty of Loyalty

- Employees and Board members must act in a manner that the individual believes to be in the best interests of the NPAIHB (instead of the individual's own best interests)
- Existence of a conflict of interest must be shared with the remaining Board members when it becomes clear

Conflict of Interest Principles

- No employee or official may utilize position for personal or immediate family financial gain
- Employees are required to avoid conflicts or any situation where a conflict of interest could arise
- Use of information, funding, or resources from work at NPAIHB cannot be used for personal reasons or benefit, or for the benefit of immediate family

Duty of Obedience

- For an organization such as NPAIHB, this duty essentially means for its Board (and everyone else in the organization) a commitment to understand and comply with all applicable laws and regulations that govern NPAIHB and its operations

Board and Other Immunity

- Following the 2017 US Supreme Court decision in *Lewis v. Clarke*, it is essential that tribal officers and employees know the scope of their authority and act within that authority
- For tribal governments and TOs, this often means making certain that the delegations of authority, bylaws, and job descriptions are accurate and up to date, and that Board leadership and staff understand the importance of acting within their actual authority, which is a best practice in and of itself
- NPAIHB has protections for its Board through its nonprofit status as well

Board Roles in Constitution

- Article II, Section 6 provides for orientation for Board members
- Article II, Section 7 provides for a Board Code of Conduct—regular meeting attendance, respectful, cooperative work, no conflicts of interest, no public statements for NPAIHB without approval, due care and confidentiality

Board Roles in Constitution

- Article II, Section 8 provides for potential discipline where Board members violate the Code of Conduct
- May require additional, specific responsibilities if Board member is an Officer of the Board, or on a Committee

Questions?

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