

Exhibit I

SOUTHEAST ALASKA REGIONAL HEALTH CONSORTIUM SITKA COMMUNITY HEALTH COUNCIL CHARTER

This Council Charter (“Charter”) sets forth the duties and responsibilities and governs the operations of the Sitka Community Health Council (the “Council”), an advisory body of the SouthEast Alaska Regional Health Consortium (“SEARHC”).

I. Purpose.

The Council’s purposes are: (i) to advise SEARHC on the needs regarding the health and welfare of the people of Sitka, Alaska, and (ii) to advise SEARHC regarding the operations of SEARHC’s clinic(s) and its hospital(s) located in Sitka, Alaska (the “Sitka Clinical Facilities”).

II. Duties and Responsibilities.

The Council’s primary duties and responsibilities are as follows:

1. Advise SEARHC as to the strategic plan and the direction of its health care services in Sitka;
2. Provide input concerning quality, patient access to care, and patient experience at the Sitka Clinical Facilities;
3. Review the practices and policies of the Sitka Clinical Facilities and recommend to SEARHC changes or adjustments to such practices or policies;
4. Provide information and input from the community of Sitka to SEARHC on the specific geographic, social, health, and welfare needs of the Sitka community;
5. Recommend policies and courses of action to SEARHC that are designed to further the health needs of the people treated in the Service Area; and
6. Provide that once a year, a portion of the Council meeting is open to the general public for its input.

III. Organization.

1. Membership.

a. The Council shall consist of eleven (11) members, as follows:

- i. Five (5) At-Large Members. The initial five At-Large members shall be appointed by the Assembly, as follows:

1. **Three members who are active members of the Sitka Community Hospital Board** on February __, 2019. The initial three of these members shall be appointed for initial terms as follows:
 - a. One shall be appointed for a one-year term,
 - b. One shall be appointed for a two-year term, and
 - c. One shall be appointed for a three-year term.
 2. **Two At-Large members.** The initial two of these members shall be appointed for initial terms as follows:
 - a. One shall be appointed for a one-year term, and
 - b. One shall be appointed for a two-year term.
- ii. The Municipal Administrator of the City and Borough of Sitka (the “Municipal Administrator”). The Municipal Administrator shall serve during his/her tenure as the chief administrative officer of the City and Borough of Sitka.
- iii. SEARHC Representative. One member appointed by SEARHC (the “SEARHC Representative”). The SEARHC Representative shall serve at the pleasure of SEARHC and shall be subject to removal by SEARHC, solely at its discretion. SEARHC shall appoint replacements for the SEARHC Representative.
- iv. **Four Additional At-Large Members.** Four additional At-Large members shall be appointed for initial terms as follows:
 1. SEARHC shall appoint two initial At-Large members for initial terms as follows:
 - a. One shall be appointed for a one-year term, and
 - b. One shall be appointed for a three-year term.
 2. The Sitka Tribe of Alaska shall appoint two initial At-Large members for initial terms as follows:
 - c. One shall be appointed for a two-year term, and
 - d. One shall be appointed for a three-year term.

2. Removal of At-Large Council Members.

Any At-Large member of the Council may be removed from the Council following a determination by the majority vote of the Council that the continued service of such person is inappropriate due to a conflict of interest, inability to attend meetings, or other good cause. Council member expectations regarding code of conduct are as follows:

- a. Participate in Council orientation process;
- b. Attend at least 75% of regularly scheduled meetings (and Council Committee meetings if/as applicable);
- c. Be continuously informed about SEARHC’s organization, mission, programs and services;
- d. Abide by SEARHC’s confidentiality and conflict of interest policies;
- e. Disclose potential conflicts of interest;

- f. Respect the confidentiality of Council discussions and information that may affect SEARHC's competitive position; and
- g. Practice ethical behavior at all times consistent with SEARHC's mission and core values.

3. Manner of Appointment of Subsequent At-Large Council Members.

- a. Each member of the Council shall hold office until the expiration of the term for which he/she was appointed or: (i) until removed, or (ii) in the event of resignation, upon resignation, or if agreeable to the Member, until his/her successor has been qualified and appointed.
 - b. Upon expiration of the initial term of an At-Large member seat, the At-Large member seat shall be filled for subsequent terms of three (3) years each, as set out below.
 - c. Open seats for At-Large members of the Council shall be filled as follows:
 - i. Nominations for the election of At-Large Members shall be proposed by a Nominating Committee composed of three (3) members of the Council. One member of the Nominating Committee shall be the SEARHC Representative, one the CBS Administrator, and one shall be any At-Large member appointed to the Nominating Committee by the Council.
 - ii. The Nominating Committee shall be responsible for fully vetting all At-Large candidates and ensuring their commitment to participate as active Council members if so elected and to assure that each such candidate meets the following criteria:
 - 1. At all times at least one member of the Council is a physician on the active medical staff of Mt. Edgumbe Hospital.
 - 2. All such candidates shall:
 - a. Have familiarity with the Sitka Community;
 - b. Have availability/time for (fully participation);
 - c. Be representative of the community at large; and
 - d. Have a commitment to act in the best interests of SEARHC and community (and shall not be a representative of a political or individual interest).
 - d. From the slate of nominees advanced to the Council by a unanimous vote of the Nominating Committee, the Council shall elect At-Large members to open At-Large Council positions.
4. Chair. A majority of the members of the Council may select or replace the chair of the Council (the "Chair"). The Chair shall be responsible for coordinating and overseeing the meetings of the Council. In the event the Chair is absent for a meeting, a majority of the quorum may select a person to serve as acting Chair for the duration of that meeting.
5. Reports to the Accreditation Governing Body ("AGB"). A written report of the Council shall be provided to the SEARHC AGB at each regularly scheduled meeting of the AGB. Further, the Chair

shall annually attend the quarterly meeting of AGB that is held in Sitka, Alaska and at such meeting the Chair shall report on the activities of the Council.

6. Report to the Public: A written report of the Council, approved by SEARHC, shall be made available to the public on an annual basis.
7. Compensation and financial interest. Council members shall not receive compensation from SEARHC for their service on the Council and shall not have a material financial interest in an entity doing business with SEARHC.
8. Frequency of meetings. The Council shall meet four times a year and keep minutes. Except once a year—when a portion of the Council meeting will be open to the public—meetings of the Council are not open to the public and minutes and other records of the Council shall be deemed confidential business records of SEARHC.
9. Quorum. A majority of the members of the Council shall constitute a quorum for the Council to act in the discharge of its duties.
10. Teleconference. The members of the Council may participate in a meeting by means of a conference telephone or similar communication equipment by means of which all members participating in the meeting can hear each other at the same time, and participation by which means shall be conclusively deemed to constitute presence in person at such meeting.

New members shall receive a copy of this Charter upon appointment and shall receive appropriate orientation from current Council members.

IV. Resources and Authority of the Council

The Council's role is advisory in nature. Thus, the Council has no authority to bind or represent SEARHC. However, the Council shall have the resources and authority appropriate to discharge its duties and responsibilities.

V. Council Effectiveness

Every two years, the Council shall invite the Chair of the AGB to participate with the Council in evaluating the Council's performance and effectiveness (the "**Effectiveness Review Cycle**"). The Chair of the Council shall be responsible for implementing improvement opportunities that emerge from the evaluation. Following the second Effectiveness Review Cycle the Council shall determine if it should continue to exist or sunset. A decision to sunset must be recommended by the Council Chair, based on the majority vote of the Council members present at a regularly scheduled meeting of the Council, and with the written approval of the SEARHC President/Chief Executive Officer, or his/her designee.

VI. Amendment

This Charter shall not be amended except by recommendation of the Council Chair, based on the majority vote of the Council and the written approval of the SEARHC President/Chief Executive Officer, or his/her designee.

I, the undersigned, being the Secretary of Southeast Alaska Regional Health Consortium hereby certify that the foregoing was adopted by the Board of Directors on this _____ day of _____, 2019.

Secretary
Southeast Alaska Regional Health Consortium