

**CHARTER OF LOCAL ADVISORY COUNCIL
UNDER
CERTIFICATE OF PUBLIC ADVANTAGE GRANTED TO BALLAD HEALTH**

As of January 31, 2018

ARTICLE I. NAME AND PURPOSE

Section 1 Name

Local Advisory Council (LAC) will be the name of this unincorporated organization, organized under the provisions of the Certificate of Public Advantage (COPA) Terms of Certification (TOC) dated January 31, 2018 and executed by Mountain States Health Alliance, Wellmont Health System, and the Tennessee Department of Health (TDH) and approved by the Tennessee Attorney General.

Section 2 Purpose and Responsibilities

The purpose of the LAC is to facilitate input from residents of the COPA Geographic Service Area (the area covered by the Cooperative Agreement that includes Carter, Cocke, Green, Hamblen, Hancock, Hawkins, Johnson, Sullivan, Unicoi, and Washington Counties in Tennessee; Buchanan, Dickenson, Grayson, Lee, Russell, Scott, Smyth, Tazewell, Washington, Wise, and Wythe Counties in Virginia; and the independent cities of Bristol and Norton City in Virginia; as well as additional cities or municipalities in any state in which Ballad Health provides services or operates a facility). Specific responsibilities include, but are not limited to, the following: In Coordination with TDH, host an annual public hearing to provide for a formal process for the public to comment on Ballad Health's Annual Report;

- A. Publish the Local Advisory Council Annual Report on community feedback for review by the COPA Monitor and by TDH. Such report shall be published no later than thirty (30) days after the annual public hearing.
- B. Once monies are deposited into the Population Health Initiatives Fund (Fund) under the COPA TOC, recommend to TDH how the Fund monies could be spent. The LAC, on at least an annual basis, in conjunction with its review of Ballad Health's Annual Report provided to TDH, shall review the amount on deposit in and owed to the Fund. The LAC shall recommend to TDH how such monies should be spent within the Geographic Service Area or otherwise for the direct benefit of the Geographic Service Area Population.

Section 3 Conflicts Policy

The LAC shall have its Members sign a conflicts policy substantially in the form of Exhibit A attached hereto.

ARTICLE II. MEMBERSHIP

The members of the LAC shall be selected by the TDH Commissioner of Health.

ARTICLE III. MEMBERS OF THE LAC

Section 1 Powers and Duties of the LAC Members

The Members shall manage the business and affairs of the LAC and may exercise and delegate any and all of the powers of the LAC as they see fit, subject only to restrictions imposed by the COPA TOC, statute, Tennessee state rules, and this Charter.

Section 2 Number of LAC Members and Compensation

The LAC shall be comprised of up to ten (10), but not fewer than eight (8) community leaders from a range of organizations and backgrounds. Members of the LAC shall reside in the Geographic Service Area. The LAC members receive no compensation other than reasonable expenses. Specifically, costs associated with LAC activities will be reimbursed in accordance with the Tennessee State Travel Policy.

Section 3 Term

Generally, LAC Members shall be elected to three-year terms and are eligible for election for up to two consecutive terms. Afterwards, LAC members may be renominated for service on the LAC following a one-year absence from the LAC. The initial terms shall be staggered as follows: 2-3 Members will have a one-year term; 3-4 Members will have a two-year term; and 3-4 Members shall have a three-year term. The Commissioner shall designate which Members' initial terms shall be one-year, two-years, and three-years, respectively.

Section 4 Appointment of LAC Members

The TDH Commissioner of Health shall appoint one person for each of the available seats to be filled on the LAC by the end of each fiscal year. The LAC's fiscal year must correlate to Ballad Health's fiscal year. LAC Members so appointed shall serve a term beginning on the first day of the next fiscal year.

Section 5 Quorum

A quorum will consist of a simple majority (51%) of the LAC Members. A quorum of the LAC Members must be present to conduct business.

Section 6 Regular Meetings

Regular meetings of the LAC shall be held as required by the Terms of Certification but no less than four (4) times each fiscal year. Written notice stating the place, date, and hour of any regular meeting of the LAC shall be delivered personally, electronically, or by mail to each LAC Member at least ten (10) days in advance of a meeting. TDH's Division of Health Planning, in coordination with the LAC Chair, shall schedule and organize regular meetings.

Section 7 Special Meetings

Special meetings of the LAC may be held at any time upon forty-eight (48) hours oral, electronic, or written, by the Chair, Chair Elect, Secretary or by three other members of the LAC.

Section 8 Resignations, Termination and Absences

Resignation from the LAC must be in writing and received by the Chair or the Secretary. LAC members may be excused from attendance upon notification to the Chair prior to the scheduled meeting. LAC members shall be terminated from the LAC due to excess absences, being more than two unexcused absences from LAC meetings in a fiscal year

Section 9 Vacancies

Vacancies occurring on the LAC may be filled at any time by appointment of the Tennessee Commissioner of Health. The appointment will be for the unexpired term of the position. Fulfillment of appointed partial terms shall not count toward a director's term; appointed LAC Members may serve additional full terms subject to term limitations addressed in Section 3.

ARTICLE IV. OFFICERS

Section 1 General

The Officers of the LAC shall be Chair, Chair Elect, and Secretary. Each Officer of the LAC shall be a member of the LAC.

Section 2 Election and Terms of Office

All officers shall be appointed for a one (1) year term with no more than two (2) consecutive one-year terms in the same office. No one person may hold more than one office at the same time.

Section 3 Resignation and Removal

Whenever, in the judgment of the TDH Commissioner, the best interests of the organization will be served, any officer may be removed from office. Any officer may resign at any time by delivering a written resignation to the Chair or to the Secretary, with a copy to the TDH Division of Health Planning.

Section 4 Vacancies

In the event a vacancy occurs in any Officer's position, it shall be filled in the following manner until the next annual election:

1. Chair - The Chair Elect shall assume the office.
2. In case of vacancy in the office of both Chair and Chair Elect, the duties of the Office of Chair shall be performed by the Secretary, until replacements are elected by the LAC.
3. The LAC shall elect replacements for all other vacancies.

Section 5 Duties and Responsibilities of Officers

The Officers shall possess such powers and perform such duties as shall be determined by the LAC.

- a. The Chair of the LAC shall:
 - Preside at all meetings of the membership and all meetings of the LAC.
 - Perform other duties customary to the Office of Chair, or as directed by the LAC.
- b. The Chair Elect of the LAC shall:
 - Perform such duties as the Chair and/or the LAC may determine;
 - In the absence of the Chair, shall perform the duties of the Chair; and
- c. The Secretary shall:
 - Oversee notice and maintenance of the minutes of the meetings the LAC; and
 - Perform other duties customary to the Office of the Secretary, and as may be required by the LAC or the Chair of the LAC.

ARTICLE VI. EXECUTION OF DOCUMENTS

Section 1 Documents

Any documents required to be executed by the LAC shall be approved by the LAC by majority vote and executed by any current Officer.

ARTICLE VII. PARLIAMENTARY AUTHORITY

Section 1 Parliamentary Authority

The most recent edition of *Robert's Rules of Order* shall serve as the Parliamentary Authority for the organization.

ARTICLE VIII. AMENDMENTS

Section 1. Amendments

The TDH shall review this Charter and with the approval of the majority of the LAC members shall amend them, if necessary.

ARTICLE IX. ORGANIZATIONAL STRUCTURE

Section 1. Modifications

TDH may modify the Active Supervision structure, as set forth in the COPA TOC under which the provisions for the LAC have been made, at any time in its discretion upon consultation with Ballad Health.

Section 2. Staff Support

TDH's Division of Health Planning will provide staff support to the LAC, which includes, but is not limited to scheduling and organizing public listening sessions and working meetings in coordination with the LAC Chair.

Charter approved by LAC:

Dated: 6/12/2018

Secretary, LAC



Chair, LAC

Section 1 Parliamentary Authority

The most recent edition of *Robert's Rules of Order* shall serve as the Parliamentary Authority for the organization.

ARTICLE VIII. AMENDMENTS

Section 1. Amendments

The TDH shall review this Charter and with the approval of the majority of the LAC members shall amend them, if necessary.

ARTICLE IX. ORGANIZATIONAL STRUCTURE

Section 1. Modifications

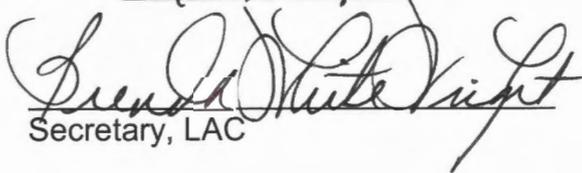
TDH may modify the Active Supervision structure, as set forth in the COPA TOC under which the provisions for the LAC have been made, at any time in its discretion upon consultation with Ballad Health.

Section 2. Staff Support

TDH's Division of Health Planning will provide staff support to the LAC, which includes, but is not limited to scheduling and organizing public listening sessions and working meetings in coordination with the LAC Chair.

Charter approved by LAC:

Dated: 6-12-18


Secretary, LAC

Chair, LAC