

BOARD OF DIRECTORS ADVISOR POLICY (NON-VOTING)

BACKGROUND

The East Texas Gulf Coast Regional Trauma Advisory Council was incorporated in 1993. Many individuals who have held long-term positions on the Board of Directors possess a wealth of knowledge and history of the organization that is valuable to current board members with less experience in the organization. Additionally, there may be opportunities to involve individuals from outside the organization, bringing in fresh perspectives, specialized knowledge, and expertise that can further enhance the Board's decision-making process.

PURPOSE

The purpose of this policy is to establish guidelines and expectations for individuals serving as non-voting advisory members to the Board of Directors. These advisory members will provide expert advice, insights, and recommendations to the Board but will not have voting rights in the decision-making processes of the Board.

DEFINITIONS

- **Advisory Member:** An individual invited to serve in a non-voting, advisory role to the Board, providing specialized knowledge, expertise, or experience to assist in the Board's strategic decision-making process.
- **Compensation:** Advisory members will serve as a volunteer and not considered a contractor.

APPOINTMENT AND TERM

1. **Selection Process:** The Board Chairperson shall have the power to appoint advisory members as needed to complete the mission of the organization.
2. **Term of Service:** There will not be a set term for these advisors, and they will perform as needed.
3. **Removal:** Advisory members may be removed at any time by the Board without cause, with or without notice.

ADVISORY ROLE

1. Offer expert advice and recommendations on specific matters related to the organization's strategy, operations, or industry.
2. Act as a sounding board for Board members, providing independent perspectives on critical issues or initiatives.
3. Share insights based on their professional background, experience, and specialized knowledge.
4. Assist with identifying new opportunities, risks, or trends relevant to the organization.
5. Advisory members must disclose any personal, financial, or professional interests that may be seen as a conflict of interest with the interests of the organization.

RESPONSIBILITIES

1. **Attendance:** Advisory members are expected to attend meetings, participate in discussions, and contribute thoughtfully to the Board's deliberations.
2. **Confidentiality:** Advisory members must maintain the confidentiality of all information shared with them during their advisory role, including Board discussions, organizational strategies, and sensitive financial information.
3. **Ethical Standards:** Advisory members must adhere to the organization's code of conduct and ethical standards and avoid any conflicts of interest. Any actual or perceived conflict of interest must be disclosed to the Board immediately.
4. **Conflict of Interest:** Advisory members must disclose any personal, financial, or professional interests that may be seen as a conflict of interest with the interests of the organization.
5. **Access to Information:** Advisory members will be provided access to relevant documents, reports, and presentations prior to meetings to allow for informed participation in discussions.

ACKNOWLEDGEMENT

All advisory members will be required to sign an acknowledgment that they have read, understood, and agree to abide by the terms outlined in this policy.

Alyson Nickum-Smith

Alyson Nickum-Smith
Chair, Board of Directors

4/17/25

Date

STANDARD OPERATING PROCEDURE