



Coastal Bend Regional Advisory Council On Trauma Service Area – U, Inc. (CBRAC)

Standard Operating Procedures (SOP)

SOP Title: CBRAC Board of Directors Roles and Responsibilities
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ARTICLE I – BOARD OF DIRECTORS

SECTION 1: Board Role, Size, and Compensation

- A. The business and affairs of CBRAC and all corporate powers shall be exercised by or under the authority of the Board of Directors, subject to limitations imposed by the Articles of Incorporation, the Bylaws and these Standard Operating Procedures. At the time of this revision of this SOP, there are fourteen (14) Director Positions. However, the number of Directors may be changed, from time to time, by amendment to this SOP– no decrease shall have the effect of shortening the term of any incumbent directors. (See Addendum A for Board configuration.) If one individual holds two board positions, then the number of Director positions would be reduced in terms of reaching a quorum for conducting the business of the Board of Directors. See section 4 for quorum requirements.
- B. Every act or decision is made by a majority of the Directors present at a meeting duly held at which a quorum is present constitutes an act by the Board. Each Director who is present at a meeting will be deemed to have assented to any action taken at such a meeting unless his/her dissent to the action is entered into the minutes of the meeting.
- C. All Directors must reside in TSA-U.
- D. Directors shall not receive compensation for their services as a member of the Board.

SECTION 2: Board Elections.

1. The Board of Directors will be elected to office by the majority vote of designated, eligible voting members present at the General Membership meeting in September.
2. Nominations for office are to be submitted to the Executive Director or their designee, and the Board Secretary, after the nominee has been contacted to assure acceptance of the nomination. Nominations must be received two weeks prior to the election.

SECTION 3: Terms.

All Directors nominated and elected above shall hold staggered two (2) year terms, or until their successors are elected and qualified as provided herein.

SECTION 4: Quorum.

A quorum for conducting the business of the Board of Directors shall be more than half (51%) of all Directors before business can be transacted or made or passed motions.

SECTION 5: Notice.

An official Board meeting requires that each Board member have written notice 72 hours in advance whenever possible. Meeting notices will be posted to www.cbrac.org and sent electronically to the member list serve, this constitutes written notice.

ARTICLE II – OFFICERS AND DUTIES

- A. Members of the Executive Board of Directors (Chair, Vice Chair, Secretary and Treasurer) must serve as existing Board member before moving to an Executive Board position.
- B. Executive Board Terms of Office:
 1. Chair – 2-year term, elected in even years.
 2. Vice Chair – 2-year term, elected in odd years.
 3. Secretary– 2-year term, elected in even years.
 4. Treasurer– 2-year term, elected in odd years.
- C. General duties of Executive Board Members:
 1. Perform duties assigned by the Chair
 2. Act as a resource to Committees
 3. Check signing authority, Chair, Vice Chair, Secretary and Treasurer.
 4. Report to the Board

D. The Chair shall:

1. Preside at the General Membership and Board meetings.
2. Make interim appointments as needed with the approval of the Board.
3. Sign all contracts approved by the Board.
4. Call and chair any special meetings as necessary.
5. Attend mandatory RAC Chair meetings or appoint a designee to represent the interests of the CBRAC.
6. Represent CBRAC at Texas EMS Trauma and Acute Care Foundation (TETAF) General Assembly meetings.

E. The Vice Chair shall:

1. Performs the duties of an absent Chair.
2. Supports the Chair in their duties.
3. Perform all duties of the other Board members in their absence.

F. The Secretary shall:

1. Verify sign-in sheets for General Membership attendance.
2. Verify the maintenance of an accurate list of voting membership.
3. Be responsible for keeping accurate records of Board actions, the production of minutes at all Board, General Membership, and any specially called CBRAC meetings.
4. Perform all duties of an absent Vice Chair.

G. The Treasurer shall:

1. Assist in the preparation of CBRAC budgets.
2. Review annual audit and ensure that taxes are filed.
3. Review banking records and monthly reconciliations.
4. Perform all duties of an absent Secretary.

H. Indemnification of Directors, Officers, Employees and Agents:

CBRAC shall indemnify any person serving as an employee or as a Director of CBRAC for those acting on behalf of CBRAC.

ARTICLE III – VACANCIES

A. Vacancies on the Board of Directors shall exist if one of the following events should occur:

1. Death.
2. Resignation.

3. Removal of any Director by majority vote of the Board of Directors taken at a meeting at which a quorum is present.
 4. An authorized increase in the number of Directors.
- B. Declaration of Vacancy - The Board of Directors may declare an Office of Director vacant if:
1. That Director is judged incompetent by an order of the court.
 2. That Director has been convicted of a felony.
 3. That Director does not accept the office either in writing or by attending a meeting of the Board of Directors, within sixty (60) days of notification of election.
 4. That Director provides the Secretary with a written notice of resignation.
 5. That Director does not meet attendance requirements as determined by a majority of the Board.
 6. There is a violation of the CBRAC Board of Directors Ethics Policy by that Director.
- C. Board Appointments: If a vacancy on the Board exists the Executive Director, or their designee, and Secretary may receive nominations from existing Board members no later than two weeks in advance of a Board meeting. These nominations shall be sent to the Board with the regular Board meeting announcement, to be voted upon at the next Board meeting. Vacancies will be filled only to the end of the vacating Board member's term. Vacancies on the Executive Board will be filled from the existing Board.

ARTICLE IV- PROHIBITED ACTS

As long as CBRAC is in existence and without the prior approval of the Board, no director, officer, employee, or committee member of CBRAC shall:

- A. Perform any act in violation of the Bylaws or enter a binding obligation on behalf of CBRAC.
- B. Perform any act with the intention of harming CBRAC or any of its operations.
- C. Perform any act that would make it impossible or unnecessarily difficult to carry on the business of CBRAC.
- D. Receive improper personal benefit from the operation of CBRAC.
- E. Use the assets of CBRAC, directly or indirectly, for any purpose other than carrying on the business of CBRAC.
- F. Wrongfully transfer or dispose of CBRAC property.

- G. Engage in any defamation related to CBRAC as an organization.
- H. Use the name of CBRAC or any trademark or trade name adopted by CBRAC, except on behalf of CBRAC in the ordinary course of business.
- I. Disclose any of CBRAC's business practices, trade secrets, or any other information not generally known to the business community, or any person not authorized to receive it.

ARTICLE V– CBRAC CODE OF ETHICS FOR NOT-FOR PROFIT BOARD MEMBERS

A. Board members should:

1. Always strive to serve the best interests of the organization regardless of their personal or professional interests.
2. Use sound judgment to make the best possible business decisions for the organization, taking into consideration all available information, circumstances, and resources.
3. Act within the boundaries of their authority as defined by law and the governing documents of the organization.
4. Perform their duties without bias for or against any individual or group.
5. Disclose personal or professional relationships with any company or individual who has or is seeking to have a business relationship with the organization.
6. Conduct open, fair, and well-publicized elections.
7. Always speak with one voice, supporting all duly adopted board decisions even if the board member was in the minority regarding actions that may not have obtained unanimous consent.

B. Board members should not:

1. Reveal confidential information or share information with those bidding for contracts unless specifically authorized by the board.
2. Advocate or support any action or activity that violates a law or regulatory requirement.
3. Use their positions or decision-making authority for personal gain.
4. Misrepresent known facts in any issue involving the organization's business.
5. Divulge personal information about any board member or employee that was obtained in the performance of board duties.
6. Make personal attacks on colleagues or staff.
7. Harass, threaten, or attempt through any means to control or instill fear in any board member, employee, or contractor.
8. Reveal to any third party the discussions, decisions and comments made at any meeting of the board properly closed or held in executive session.
9. Obstruct the voting process, interfere in, or attempt to influence the outcome of an election.

ADDENDUM A

Coastal Bend Regional Advisory Council Trauma Service Area – U, Inc.

Board Configuration

The Executive Board of Directors will consist of:

- Chair – voted for in even years
- Vice Chair – voted for in odd years
- Secretary – voted for in even years
- Treasurer – voted for in odd years

The Board of Directors will consist of a Chair for each of these Standing Committees or as a director at large:

- Professional Education – voted for in odd years
- Pre-hospital (Small/Medium, 1-7 licensed units) – voted for in odd years*
- Pre-hospital (Large, > 8 licensed units) – voted for in even years*
- System Performance Improvement – voted for in even years
- Trauma Systems – voted for in even years
- Injury Prevention – voted for in odd years
- Cardiac Systems – voted for in even years
- Stroke Systems – voted for in even years
- Perinatal – voted for in odd years
- Special Populations – voted for in odd years
- Air Medical – when two or more agencies exist if CBRAC.
- Multi-Disciplinary Medical Directors
 - EMS Medical Directors
 - Trauma Medical Directors
 - ED Medical Directors

- Maternal/OB Medical Directors

*One of these will serve as the Pre-hospital chair. Determined by the pre-hospital committee.

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