



**Dear Prospective Board Member,**

**Become Part of the AEMS Board and Our Mission of Enhancing EMS in the Central Arizona Region**

We're excited to extend an invitation for you to explore a position on the AEMS Board of Governors. Our mission is indeed inspiring and underscores our commitment to collaboration and cooperation:

AEMS shall facilitate continuous improvement of the diverse components of Emergency Medical Services for the Central Arizona Region, through an inclusive, collaborative, patient-focused, and comprehensive approach, to meet the changing needs of the System and the community.

As a Board member, you'll uphold three key duties:

- **Duty of Care:** Prudent use of resources.
- **Duty of Loyalty:** Act in the organization's best interest.
- **Duty of Obedience:** Ensure compliance with laws and mission.

**Expectations: Demonstrating Commitment**

Your commitments include financial support, networking, promoting our mission, supporting fundraising, showing appreciation, and active participation in meetings.

**Review Board Responsibilities, Roles, and Expectations**

To ensure alignment with our mission and objectives, we kindly request that you thoroughly review the detailed Board Responsibilities, Roles, and Expectations document provided.

**Join Us in Making a Difference**

Joining our Board is a significant commitment, offering a chance to impact Central Arizona's EMS community. If interested or for questions, contact Peggy Baker at [pbaker@aems.org](mailto:pbaker@aems.org) or (623) 847-4100.

Thank you for considering this role. We look forward to the possibility of working together.

Sincerely,

Garth Gemar, MD  
Chair, Board of Governors

Peggy Baker  
Executive Director



## Board Responsibilities, Roles, and Expectations

### Responsibilities

Like other corporations, the board of directors of a nonprofit has three primary legal duties known as the “Duty of Care,” “Duty of Loyalty,” and “Duty of Obedience.”

**Duty of Care.** Take care of the nonprofit by ensuring prudent use of all assets, including resources, people, and good will.

- Participate in the governance of AEMS, by becoming involved with the organization’s activities and familiar with its finances.
- Participate in decision-making and policy setting by attending Board and Committee meetings.
- Read materials and minutes, make sure your vote is recorded.
- Participate in the process of approval of major obligations and fundraising.
- Be knowledgeable of agency reports, literature, and participate in strategic planning.
- Encourage board diversity.

**Duty of Loyalty.** Ensure that the nonprofit's activities and transactions are, first and foremost, advancing its mission; Recognize and disclose conflicts of interest; Make decisions that are in the best interest of the nonprofit corporation; *not in the best interest of the individual board member* (or any other individual or for-profit entity).

- Be aware of conflict of interest and code of ethics policy.
- Act always in the interest of the organization and its mission, and not for personal gain.
- Be alert to transactions/communication involving Board members to ensure the avoidance of conflict of interest.

**Duty of Obedience.** Ensure that the nonprofit obeys applicable laws and regulations; follows its own bylaws; and that the nonprofit adheres to its stated corporate purposes/mission.

- Be aware of organizational obligations and compliance with all applicable laws and regulations and with internal documents and policies.
- Make sure that resources are dedicated to accomplishing the mission.
- Comply with any reporting laws or contractual obligations.



## Key Roles

**Constituents.** In a nonprofit organization, the primary focus is on serving its constituents. For AEMS, constituents encompass a broad spectrum, including all Central Arizona organizations actively involved with EMS and trauma care, as well as the general public. These are the individuals and groups whose needs, interests, and well-being AEMS is dedicated to enhancing and protecting.

**Board of Governors.** The board is a vital governing body consisting of individuals who represent the interests of the community and serve as a direct reflection of the organization's constituents. Governed by legal principles outlined in the articles of incorporation and defined bylaws, the Board holds significant responsibilities, which encompass not only contractual and legal compliance but also strategic decision-making and guiding the organization's mission.

**Board Chair.** As a pivotal figure, the Board Chair plays a central role in harmonizing the efforts of the Board, Executive Director, and Committees. The Chair's effectiveness primarily relies on the art of persuasion and demonstrating general leadership qualities, helping to unite various stakeholders toward achieving the organization's goals and objectives.

**Executive Director.** The Executive Director serves as the key liaison between the Board and the day-to-day operations of the organization. This role carries the ultimate responsibility of executing the directives and decisions of the Board. The Executive Director is also responsible for overseeing the timely submission of all necessary reports, legal filings, and the dissemination of essential materials throughout the organization, ensuring a smooth and compliant operation.

**Committees.** Committees are key mechanisms through which the Board carries out its functions and achieves its objectives.

**Executive Committee.** Comprising the Officers of the Board, which includes the Chair, Vice Chair, Treasurer, Secretary, Planning and Outreach Chair, and Patient Management Chair, the Executive Committee serves as the engine room for preparing and disseminating vital information to the full Board. This includes minutes from various Committee and Board meetings, financial reports, and external documents of significance. Additionally, the Executive Committee plays a supportive role by assisting the Chair and Executive Director in setting priorities for the Board Meeting Agenda and identifying critical issues for discussion.

**Board and Functional Group Committees.** These committees play a central role in the implementation of actionable plans and the development of documents, strategies, and activities that require final review and approval by the Board. Their focused efforts ensure that the organization's mission and goals are translated into concrete actions that benefit constituents and the community at large.



## Expectations

- 1. Demonstrate Financial Support.** Board members are encouraged to advocate for their affiliated organizations to become members of AEMS, while also making a significant annual financial contribution within their means, demonstrating their commitment to the organization's mission.
- 2. Facilitate Networking and Outreach.** Board members should actively leverage their personal networks to identify potential supporters and collaborators for the organization.
- 3. Promote the Mission.** Board members are champions for the organization, sharing their passion and actively promoting its mission to anyone interested. In addition to attending events, they should engage in relationship-building activities such as identifying speakers or topics for educational events, organizing meetings with the executive director, and participating in the organization's committees. The goal is to contribute to at least one activity per month that advances the organization's mission and goals.
- 4. Support Fundraising Initiatives.** Board members play a crucial role in fundraising by actively participating in soliciting donations through appeals, annual membership campaigns, event involvement, and face-to-face solicitations. Board members are encouraged to actively engage in fundraising efforts as part of their commitment to the organization's financial sustainability.
- 5. Show Appreciation.** Board members are entrusted with the task of showing appreciation to valued supporters, which includes members of organizations and individual donors. This expression of gratitude should be conveyed through phone calls, thank-you letters, and in-person interactions when appropriate. Recognizing and thanking donors is a key component of nurturing and strengthening relationships with our supporters.
- 6. Active Participation in Meetings.** Board members are not only required to attend meetings but are also encouraged to actively participate in discussions, leveraging their expertise to contribute meaningfully to the organization's strategic decisions, in line with the reason they were invited to join the board. It is important for board members to attend the six annual board meetings, traditionally scheduled on Wednesdays of every even month at Noon. Your presence contributes to decision-making and represents your constituency effectively.