Advisory Board Charter

The remit of the advisory board and the limits of its authority.

DELIVERABLE	G-08
STATUS	Adopted

1 Introduction

1.1 Purpose of This Charter

This Advisory Board Charter establishes the framework, roles, responsibilities, and operational procedures for the LinkScape Advisory Board. The charter provides clarity regarding governance structure, member expectations, and the Board's relationship to the executive leadership team.

1.2 About LinkScape

- Youth-led nonprofit focused on technology research and AI education
- Founded by Thomas Wu; Co-Founder and CFO: Liqian (Eric) Yan
- Operating under The Hack Foundation dba Hack Club, 501(c)(3) fiscal sponsorship
- Committed to advancing youth leadership in AI and technology

2 Advisory Board Purpose and Scope

2.1 Board Purpose

The Advisory Board serves as a trusted counsel to LinkScape's leadership team, providing strategic guidance, subject matter expertise, and external perspective on key organizational initiatives. The Board functions in an advisory capacity and does not possess governance authority.

2.2 Key Responsibilities

1. Provide strategic counsel on organizational direction and priorities
2. Offer expertise in AI, technology, education, nonprofit operations, and youth development
3. Review and provide feedback on major initiatives, programs, and policies
4. Identify emerging opportunities and potential risks
5. Support fundraising and donor relationship development
6. Serve as external advocates and ambassadors for LinkScape

2.3 Authority and Limitations

The Advisory Board is advisory in nature and does not hold fiduciary responsibilities. The Board does not make organizational decisions but provides recommendations to the leadership team. Final decisions rest with the CEO and executive leadership team, in consultation with the fiscal sponsor (Hack Club Bank) where required by law or sponsorship agreement.

3 Member Qualifications and Selection

3.1 Ideal Member Profile

Advisory Board members should possess one or more of the following attributes:

- Deep expertise in artificial intelligence, machine learning, or related technologies
- Significant experience in nonprofit operations, governance, or nonprofit finance
- Proven track record in educational program development or youth development
- Established relationships and experience in fundraising or development
- Strong connections within tech industry, educational institutions, or philanthropic communities
- Commitment to youth empowerment and equitable technology access

3.2 Personal Attributes

All advisory members should demonstrate:

- Strong integrity and alignment with LinkScape's mission and values
- Willingness to provide candid, constructive feedback
- Ability to think strategically and see beyond immediate operational challenges
- Commitment to confidentiality and appropriate discretion
- Collaborative mindset and respectful engagement with diverse perspectives

3.3 Selection Process

1. The CEO and leadership team identify potential candidates based on organizational needs and strategic fit
2. Candidates are invited to an initial conversation to discuss LinkScape, the Advisory Board role, and time commitments
3. Prospective members complete a conflict of interest disclosure form
4. Leadership team formally extends membership invitation, specifying term length and meeting expectations

4 Term and Tenure

4.1 Term Length

Advisory Board members serve two-year terms, with the option to renew for an additional two-year term. After two consecutive terms (four years), members may step down or be considered for reappointment after a one-year hiatus.

4.2 Removal and Resignation

Members may resign at any time by providing written notice to the CEO. The CEO may request the resignation of a member who:

- Fails to maintain alignment with LinkScape's mission and values
- Has a material conflict of interest that cannot be effectively managed
- Repeatedly fails to attend meetings or engage with Board responsibilities
- Violates confidentiality or ethical obligations

5 Meeting Cadence and Procedures

5.1 Regular Meetings

The Advisory Board convenes at least twice annually, with meetings typically scheduled in Q2 (May/June) and Q4 (November/December). Additional meetings may be called by the CEO as needed to address urgent matters or strategic decisions.

5.2 Meeting Format and Location

Meetings are typically held via video conference to accommodate members across different locations. In-person meetings may be held during annual gatherings or when feasible. Each meeting typically lasts 90 minutes.

5.3 Meeting Preparation

The CEO or designated staff member will:

- Provide members with an agenda at least one week prior to the meeting
- Share relevant background materials, financial reports, and strategic documents
- Collect questions or topics of interest in advance
- Prepare brief updates on key organizational metrics and initiatives

5.4 Typical Agenda Items

- Organizational updates and key metrics
- Strategic initiatives and program updates

- Financial overview and fundraising progress
- Emerging opportunities and challenges
- Specific requests for expert input or guidance
- Feedback and recommendations

5.5 Meeting Minutes

Brief minutes will be recorded capturing key discussion points, recommendations, and action items. Minutes will be shared with Advisory Board members for review and approval at the subsequent meeting.

5.6 Confidentiality

Advisory Board members are expected to maintain strict confidentiality regarding sensitive organizational information shared during meetings, including but not limited to financial data, strategic plans, personnel matters, and funding discussions. Members should not disclose such information without explicit approval from the CEO.

6 Relationship to Leadership Team

6.1 Leadership Structure

LinkScape operates under a clear leadership hierarchy:

1. CEO & Co-Founder: Thomas Wu
2. Co-Founder & CFO: Liqian (Eric) Yan
3. Key Chief Executives: Department heads and strategic leads
4. Members: Full-time team members
5. Fellows: Part-time contributors and interns

6.2 Board Relationship

The Advisory Board reports to the CEO. The CEO is responsible for:

- Convening Advisory Board meetings
- Presenting strategic updates and requesting specific guidance
- Facilitating communication between the Advisory Board and organizational leadership
- Providing feedback to Advisory Board members on how their recommendations were used

6.3 Decision-Making Process

While the Advisory Board provides valuable counsel, the CEO and executive leadership team retain authority for organizational decisions. The Board's recommendations will be seriously considered, but final decisions rest with leadership. The CEO will communicate back to the Board how their input influenced decisions.

6.4 Escalation and Concerns

If an Advisory Board member has significant concerns about organizational direction or governance, they should raise these with the CEO directly. In cases where the CEO is unable to address the concern, the matter may be escalated to the Board or Hack Club Bank fiscal sponsor as appropriate.

7 Time Commitment and Expectations

7.1 Expected Time Commitment

Advisory Board membership is designed for accomplished professionals balancing multiple commitments. The expected time commitment is approximately 5-8 hours per quarter, including:

- Scheduled Board meetings (2-3 hours per meeting)
- Preparation and review of materials (1-2 hours prior to meetings)
- Ad hoc consultations with CEO or leadership team as requested

7.2 Member Expectations

Advisory Board members are expected to:

1. Attend all scheduled meetings (at minimum 80% attendance required)
2. Come prepared with advance review of materials
3. Provide candid and constructive feedback
4. Be accessible for occasional consultations between formal meetings
5. Maintain confidentiality and professional discretion
6. Actively support LinkScape’s mission through advocacy and networking

8 Conflict of Interest

8.1 Disclosure Requirement

All Advisory Board members must disclose any potential conflicts of interest before joining the Board and on an annual basis thereafter. Conflicts include financial interests, family relationships, competing organizational affiliations, or any situation that could compromise objective judgment.

8.2 Management of Conflicts

If a conflict arises during a meeting discussion, the affected member should disclose it and may be asked to recuse themselves from that portion of the discussion. Appropriate documentation of conflicts and any recusal will be maintained.

9 Charter Review and Amendment

9.1 Regular Review

This charter will be reviewed annually by the CEO and Advisory Board leadership. Updates may be made to reflect organizational evolution, operational lessons learned, or changes in strategic priorities.

9.2 Amendment Process

Proposed amendments to this charter may be initiated by the CEO or any Advisory Board member. Amendments will be discussed during a Board meeting and require consensus approval from attending members. Changes will be documented with effective dates noted.

10 Governance and Support

10.1 Administrative Support

LinkScape staff will provide comprehensive administrative support, including meeting scheduling, materials preparation, minute-taking, and follow-up on action items.

10.2 Resources and Compensation

Advisory Board service is voluntary and uncompensated. However, LinkScape will provide reasonable accommodations such as video conferencing tools, materials in preferred formats, and will cover travel costs for in-person meetings.

10.3 Liability

Advisory Board members are not liable for the actions or decisions of LinkScape. This charter and the advisory nature of the Board help ensure that members provide counsel without bearing fiduciary responsibility.

11 Acknowledgment

This Advisory Board Charter has been established to create a transparent, collaborative framework for strategic guidance and support to LinkScape. By accepting membership on the Advisory Board, members agree to uphold the principles, expectations, and procedures outlined in this document.

Effective Date: February 2026

Next Review Date: February 2027

End of Document