

Board of Directors Conflict of Interest Policy

Purpose

The purpose of this policy is to assist CMTCA Board members in avoiding conflicts or resolving any conflicts that exist and to assist members in identifying when their activities and interests may or may not be perceived to be in conflict with their obligations as members of the Board.

General Requirements

Members of the CMTCA Board have a fiduciary responsibility to and must make decisions in the best interests of the CMTCA.

At the same time, it is recognized that the majority of the CMTCA Board membership will be comprised of individuals who have direct personal interests in Massage Therapy and who will have various organizational affiliations within the Massage Therapy sector. In addition, Board member positions are designated for two members of other accredited professions.

Being a Massage Therapist, a Massage Therapy educator or regulator, a member of a Massage Therapy provincial association, or a member of another accredited profession does not in and of itself represent a conflict of interest for CMTCA Board members. Rather, conflicts of interest arise when the interests of individuals and their affiliated organizations conflict with those of CMTCA.

In resolving these conflicts, the predominate concern is ensuring that the Board member's actions in fulfilling his or her fiduciary duties to their own personal businesses or other organization's business do not cause the Board member to violate his or her fiduciary duties to the CMTCA.

Conflict of Interest occurs where:

1. An individual Board member has a direct personal or financial interest in a specific decision or transaction that comes before the Board, e.g. employment or consulting arrangements, decisions related to purchasing goods or services and/or hiring staff, etc.
2. An individual Board member's duty to act in the CMTCA's best interests may be affected or influenced by other conflicting or competing interests such as personal or business interests or activities and affiliation with, nomination by, membership in, and/or employment in other associations or organizations.

In addition, there are three potential types of conflicts of interest in these situations:



- Actual, i.e. where the Board member derives a direct personal benefit from or is affected or influenced on a matter which in the course of his/her CMTCA duties, he/she is in a position to influence.
- Perceived, i.e. where there is a perception that the member derives direct personal benefit from or is otherwise affected or influenced on a matter which in the course of his/her CMTCA duties, he/she is in a position to influence.
- Potential, i.e. where there is a potential that the situation may become an actual or perceived conflict.

In addition, as part of avoiding conflicts of interest, CMTCA Board members should not:

- Engage directly or indirectly in any personal business transactions or private arrangements for personal profit which are based upon their official CMTCA Board position or upon confidential or non-public information which is gained by reason of such position.
- Extend preferential treatment to any person or organization.
- Solicit, accept or appear to accept any remuneration, gift, advantage or preference.
- Affiliate with organizations with goals or interests that compete with those of the CMTCA.

Disclosure

Both prior to serving on the Board and during their term of office, Board members must openly disclose a potential, real, or perceived conflict of interest as soon as the issue arises and before the Board or its committees deal with the matter at issue.

If a Board member is not certain whether he/she is in a position of conflict of interest, the matter may be brought before the Chair of the Board, or the Board for advice and guidance.

If there is any question or doubt about the existence of a real or perceived conflict, the Board will determine by majority vote if a conflict exists. The Board member potentially in conflict of interest shall be absent from the discussion and shall not vote on the issue.

It is the responsibility of other Board members who are aware of a real, potential or perceived conflict of interest on the part of a fellow Board member to raise the issue for clarification, first with the Board member in question and, if still unresolved, with the Chair of the Board.

The Board member must abstain from participation in any discussion on the matter, shall not attempt to personally influence the outcome, shall refrain from voting on the matter, and, unless otherwise decided by the Board, must leave the meeting room for the duration of any such discussion or vote.

The disclosure and decision as to whether a conflict exists shall be duly recorded in the minutes of the meeting. The time the Board member left and returned to the meeting shall also be recorded.

Cause of Termination

Departures from any of these requirements without specific prior and written approval of the Chair may result in termination of membership on the CMTCA Board of Directors.



I have read and understand the above expectations for the position of Board Member for the CMTCA and agree to abide by this Board of Directors' Conflict of Interest Policy.

Signature _____

Name _____

Date _____