

CMTCA Board of Directors – Call for Applications

February 1, 2023

The Canadian Massage Therapy Council for Accreditation ([CMTCA](#)) is a federally incorporated not-for-profit organization responsible for accrediting massage therapy education programs across Canada. Our eight-member Board of Directors governs the organization by providing strategic direction and oversight for the organization. Our Bylaws can be found on the CMTCA website [here](#).

We are pleased to announce the call for applications to join the CMTCA Board of Directors.

The Board of Directors will have the following two vacancies beginning after the Annual General Meeting scheduled for April 12th, 2023. The incumbents occupying these vacancies are not eligible to re-apply for the position.

- One vacancy is available for *an individual with knowledge, skill and experience related to regulating the massage therapy profession in Canada.*
 - Preference will be given to individuals residing in British Columbia, New Brunswick, Prince Edward Island, or Newfoundland and Labrador.
- One vacancy is available for *an individual from an accredited profession other than massage therapy.*

All applications will be reviewed with consideration for the promotion of diversity and inclusivity.

Accompanying this message is an application form along with four documents that need to be reviewed prior to submission of an application. Note that applicants are asked to also submit a Letter of Intent and three letters of reference to support their application.

Board member roles and responsibilities can be found in:

- [CMTCA Board Member Roles and Responsibilities](#)

Three other policy documents provide additional information regarding the expectations for anyone who is appointed to the CMTCA Board and should be signed and submitted along with the completed [application form](#).

- [Code of Conduct](#)
- [Conflict of Interest](#)
- [Confidentiality](#)

Important Information

Please ensure that you have read all the documents listed above and agree to abide by the CMTCA policies if you are elected to the CMTCA Board. Questions regarding the nomination process and policies can be directed to the CMTCA Executive Director at



kathrina.loeffler@cmtca.ca . Questions about the role, responsibilities, or time commitment are also welcome.

Please note that the **deadline date** to submit applications and all supporting documentation (including letters of reference) to CMTCA is **March 15th, 2023**.

Timelines

Applications will be reviewed by CMTCA staff and the Board Nominations Committee on or before April 7th, and all applicants will be notified of whether or not their submission will be included on the slate for election at the April 12th Annual General Meeting. The results of the election will be shared by the end of the day on April 14th, 2023.

The elected candidates will be invited to the Board's Annual Retreat to be held in Ottawa on **June 7th & 8th, 2023**. They will also be asked to attend the Board Orientation scheduled for the afternoon of **June 6th, 2023**.

Canadian Massage Therapy Council for Accreditation Board Member Application

Date of application: _____

Name of Board Member Applicant: _____

Street address _____

City _____ Province or Territory _____

Phone _____ Email: _____

Instructions:

1. Prospective board members should **review** the following prior to submitting an application to become a CMTCA board member:
 - a. CMTCA Board Roles and Responsibilities
 - b. CMTCA Board Member Code of Conduct
 - c. CMTCA Board Member Conflict of Interest Policy
 - d. CMTCA Board Member Confidentiality Policy

2. Prospective board members must **submit**:
 - a. A letter of intent that describes the personal and board specific criteria that the applicant will bring to the CMTCA board of directors along with specific experience related to the competencies identified below. The letter should be submitted, along with a copy of this completed application form and a current Curriculum Vitae, to Kathrina.loeffler@cmtca.ca.
 - b. Three letters of reference confirming the letter of intent, criteria and competencies that the applicant possesses should be submitted directly to Kathrina.loeffler@cmtca.ca from the referee.

Applicants must understand that while they may be a member of a CMTCA stakeholder group (an educator, a regulator, a clinician, other) and they may provide the perspective of that stakeholder group to the Board, their role as a CMTCA Board Director is to govern the CMTCA responsibly and in accordance with the policies within the Board Policy Manual, rather than serve as the stakeholder group's representative.



Please check the criteria and competencies that you bring to the position of CMTCA Board member. Ensure that your Letter of Intent and your references support your selections:

Personal criteria	
<ul style="list-style-type: none"> high ethical character, a reputation for integrity, honesty, fairness and good judgement 	
<ul style="list-style-type: none"> strong interest in advancing standards for Massage Therapy education in Canada 	
<ul style="list-style-type: none"> demonstrated leadership in various ways in their professional and/or community life 	
<ul style="list-style-type: none"> capacity for independent opinions and willingness to state them in a constructive manner 	
Board conduct criteria	
<ul style="list-style-type: none"> able and willing to attend all Board meetings, commit the necessary time to participate fully in the work of the Board and support the organization. 	
<ul style="list-style-type: none"> comfortable with sharing the organizational memory (while maintaining confidentiality) and supporting the interests of Massage Therapy accreditation as a whole rather than the interests of an individual, organization or sector 	
<ul style="list-style-type: none"> prepared to sign the code of conduct, conflict of interest, and confidentiality provisions 	
<ul style="list-style-type: none"> agreement to participate in training for Board Directors on Policy Governance as part of creating a common board culture/set of expectations 	
Competencies	
Accreditation: demonstrated experience with accreditation.	
Board governance: demonstrated experience as a Board Director of a volunteer organization, preferably as a Director of a Board that has adopted a policy governance approach.	
Planning: knowledge of and experience with strategic and/or business planning for undertakings of similar size, scope, and complexity.	
Stakeholder engagement/consultation: knowledge of and experience with stakeholder engagement, consultation and communications.	
Policy development: demonstrated experience in the policy development process for not-for-profit organizations.	
Capacity building: experience with organizations in the not-for-profit sector with an emphasis on supporting organizational capacity and achieving operational goals and objectives.	
Financial management: <i>some understanding of organizational finance, including experience with budgeting, accounts, financial reporting requirements, etc.</i>	

CMTCA Board Roles and Responsibilities

Overall Expectations of the Board

As the highest leadership body of the organization and to satisfy its fiduciary duties, the board is responsible for:

- determining the mission and purposes of the organization
- selecting and evaluating the performance of the Executive Director
- strategic and organizational planning
- ensuring strong fiduciary oversight and financial management
- funding and resource development
- approving and monitoring CMTCA's programs and services
- enhancing CMTCA's public image
- assessing its own performance as the governing body of CMTCA

Position: Board Member

Fiduciary Duty

Each Director is expected to act honestly, in good faith, and in the best interests of CMTCA and, in so doing, supports CMTCA in fulfilling its mission. A Director applies the level of skill and judgment that may reasonably be expected of a person with their knowledge and experience. Directors with special skill and knowledge are expected to apply that skill and knowledge to matters that come before the board.

Authority

Individual board members have no authority to approve actions by CMTCA, to direct staff, or to speak on behalf of CMTCA unless given such authority by the board.

Time Commitment

Up to 6 hours a month (attending and preparing for board meetings, attending and preparing for accreditation decision meetings, participating in committees, and attending special events). Board meetings are held at least six times per year, and at least one of those times in-person. Accreditation decision meetings can be more frequent depending on the number of accreditation reviews underway.

Term of Office

Three-year term, to a maximum of three consecutive terms (via re-election).

Responsibility

Board members are responsible for acting in the best long-term interests of CMTCA and the community and will bring to the task informed decision-making based upon a broad



knowledge and an inclusive perspective. Board members are responsible for acting in the best long-term interests of CMTCA and the community and will bring to the task informed decision-making based upon a broad knowledge and an inclusive perspective.

Principal Duties

Every member of the Board of Directors is expected to do the following:

- Prepare for and participate in meetings
- Listen to others' views, advocate their own, identify common interests and alternatives, and be open to compromise
- Support governance decisions once made
- Participate in the review of CMTCA's mission and objectives and in the development of a strategic plan
- Help the board to monitor the performance of CMTCA in relation to its mission, objectives, core values and reputation
- Abide by the by-laws, code of conduct, confidentiality and conflict of interest policies)
- Abide by the Governance Process and Executive Limitations policies
- Participate in the approval of the annual budget and monitor the financial performance of CMTCA in relation to it
- Help establish, review and monitor operational policies
- Participate in the hiring of, and if required, the releasing of, the Executive Director
- Participate in the evaluation of the Executive Director
- Identify prospective board members
- Participate in the evaluation of the board itself (annual board self-evaluation)
- Contribute to the work of the board as a member of a board committee
- Attend and participate in the Annual General Meeting
- Be an ambassador for CMTCA - ensure one's involvement is known within their own network of friends and contacts
- Keep informed about community issues relevant to the mission and objectives of CMTCA

Qualifications

The following are considered key attributes for board members:

- Knowledge of the community and/or accreditation
- Commitment to CMTCA's mission and strategic directions
- A commitment of time
- Openness to learning

Evaluation

The performance of individual directors is evaluated annually in the context of the evaluation of the whole board and is based on the carrying out of duties and responsibilities as outlined above.

Removal of a Board Member

In accordance with the Bylaws, a director may be removed from the board, by majority vote at any meeting of the board. The notice of this meeting must specify the intention to pass such a resolution. Failure to abide by the Code of Conduct and governance policies may result in removal from the board, as per the Board of Directors Code of Conduct (see Governance Policy 4, GP4-01 through GP4-04).

Position: Board Chair

Accountability

The Chair serves and is accountable to the board of directors of CMTCA.

Authority

The Chair has no formal authority to direct the board or the affairs of the organization, unless otherwise authorized. Like other board members, the Chair is entitled to make motions and vote on matters of CMTCA. The Chair may not enter into contracts, on behalf of CMTCA, without the knowledge and approval of the board and/or the Executive Committee of the board (including the Executive Director).

Time Commitment:

Up to 10 hours per month (attending and preparing for board meetings, attending and preparing for accreditation decision meetings, meeting with the Executive Director, attending stakeholder meetings as requested).

Term of Office:

One-year term appointed annually.

Responsibility

The Chair is, first and foremost, responsible for the effective functioning of the board in its role of governing CMTCA. All other duties are secondary.

Primary Duties:

In addition to the duties of every board member, the Chair is responsible for:

Participating in the preparation of the board's meeting agenda

- Chairing all meetings of the Board of Directors
- Reviewing draft meeting minutes
- Enforcing the Code of Conduct as it applies to the board and its individual members
- Coaching members of the board
- Ensuring there is a process to evaluate the effectiveness of the board
- Ensuring full and timely communication with members of the board
- Ensuring the effectiveness of committees of the board
- Preparing for and chairing the annual general meeting (AGM)
- The preparation of an annual statement from the board (board or governance report) for presentation at the AGM and inclusion in the annual report

- Co-signing payments and/or contracts on behalf of CMTCA
- Being available to the executive director for consultation purposes

Secondary duties

The Chair may, with greater regularity than other members of the board:

- Prepare recommendations for board consideration
- Prepare recommendations to the members for changes to by-laws
- Represent CMTCA at community meetings and events

Other duties

Recognizing that the Chair's role is a voluntary one, the board may formally authorize the Chair to take on additional duties only if they do not interfere with any of the above.

Qualifications

The Chair must have:

- A commitment to, and a clear understanding of the mission of the organization
- Knowledge of meeting procedures, governance policies and by-laws of CMTCA
- Sufficient time to devote to their primary duties

Development & Evaluation

The Chair shall regularly consult the board on their expectations of the Chair's role and assess their strengths and areas for improved effectiveness

Removal of Chair

Unless otherwise indicated in the by-laws, the Chair may be removed by the board via a motion that is duly moved and seconded and passed by a majority of Directors present (during a meeting where quorum has been reached, or by majority of members by written correspondence).

Position: Vice-Chair

Accountability

The Vice-Chair serves and is accountable to the board of directors of CMTCA. Being appointed Vice-Chair does not imply a commitment to becoming the Chair in the future.

Authority

The Vice-Chair has no formal authority to direct the board or the affairs of the organization, unless otherwise authorized. Like other board members, the Vice-Chair is entitled to make motions and vote on matters of CMTCA. The Vice-Chair acts as the Chair in their absence. The Vice-Chair reports to and works closely with the Chair to assist them with their duties.

Time Commitment:

Up to 8 hours per month (attending and preparing for board meetings, attending and preparing for accreditation decision meetings, meeting with the Chair and/or Executive Director).

Term of Office:

One-year term, appointed annually.

Responsibility

The Vice-Chair acts as the Chair in their absence.

Primary Duties

The primary duties of the Vice-Chair are the same as those of a regular board member (above) unless they are replacing the Chair in which case their duties are the same as the Chair duties (above).

Other duties

The Vice-Chair performs other duties as assigned by the Chair.

Qualifications

The Vice-Chair must have:

- A commitment to, and a clear understanding of the mission of the organization
- Knowledge of meeting procedures, governance policies and by-laws of CMTCA
- Sufficient time to devote to their primary duties of the Vice-Chair position

Removal of Vice-Chair

Unless otherwise indicated in the by-laws, the Vice-Chair may be removed by the board by a motion duly moved and seconded and passed by a majority of Directors present (during a meeting where quorum has been reached, or by majority of members by written correspondence).

References:

- 2016 Governing Good
- Board Source
- Canadian Massage Therapy Council for Accreditation By-Laws
- Canadian Massage Therapy Council for Accreditation Policy Manual

Board of Directors Code of Conduct

The purpose of this policy to ensure that the affairs of the CMTCA Board of Directors are conducted in a manner consistent with the highest standards of integrity, ethics, and honesty.

Each Board member owes a duty to act with honesty, integrity, and loyalty in the best interests of the CMTCA. Members are committed to effective decision-making and once a decision has been made, will speak with one voice.

Each CMTCA Board member will:

- Represent the best interests of the CMTCA over and above personal and professional interests and/or conflicting interests of other bodies or organizations with which the Board member is affiliated or may have been nominated.
- And/or Board members must represent un-conflicted loyalty to the interests of the CMTCA and its mandate. This accountability supersedes any conflicting loyalty to any specific interest group and membership on any other governing board. It also supersedes the personal interests of any Board member.
- Board members must avoid conflict of interest with respect to their fiduciary responsibilities:
 - a. There must be no self-dealing or any conduct of private business or personal services between any Board member and the CMTCA except as procedurally controlled to assure openness, competitive opportunity and equal access to information.
 - b. When the Board is to decide upon an issue about which a Board member has an unavoidable conflict of interest, that Board member will absent him or herself without comment not only from the vote but also from the deliberation and shall not otherwise try to influence the result.
 - c. Board members may not use their positions to obtain employment, with the CMTCA or its agents, for themselves, family members or close associates.
 - d. Board members will annually disclose their involvement with other organizations that might product a conflict or perceived conflict.
 - e. Should a Board member wish to be considered for employment with the CMTCA he/she must resign from the Board.
 - f. Board members' interactions with the Executive Director or with staff must recognize the lack of authority vested in individuals except when explicitly Board-authorized.



g. Similarly, Board members' interactions with the public, press or other entities must recognize the same limitations.

- Demonstrate integrity by being honest and candid and will conduct discussion and debates in an atmosphere of mutual respect and courtesy.
- Respect confidentiality of information, in accordance with the confidentiality policy, received in the course of Board and Committee meetings and activities.
- Declare real, potential, and perceived conflicts of interest, in accordance with the conflict of interest policy and refrain from discussion and voting when applicable.
- Support properly authorized Board actions including where they may have abstained or voted against a motion.
- Give recognition to others who contribute to the success of the organization and its activities.
- Not speak on behalf of the organization or engage on behalf of CMTCA with stakeholders or other external parties unless designated by the Chair or the Board as a whole.
- Not use their individual authority when dealing on an individual basis with staff or volunteers.
- Ensure there are competitive opportunities when services of contractors or employment opportunities arise.
- Participate in Board meetings and keep informed about developments and issues relevant to Board and CMTCA operations.

Failure to abide by the Code of Conduct may result in removal from the Board.



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' Code of Conduct.

Signature _____

Name _____

Date _____

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 _____

Board of Directors Confidentiality Policy

Purpose

The purpose of this policy is to ensure that confidential matters are not disclosed by CMTCA Board members until disclosure is authorized by the Board.

General Requirements

The Board of Directors of the CMTCA is a governing body in which most of the members have been nominated by stakeholder agencies within the massage therapy profession.

CMTCA Board members recognize that they:

- Do not directly represent nor are they accountable individually to the agencies, stakeholders, or individuals that have nominated them for membership on the Board.
- Have a duty to the CMTCA to maintain confidentiality with respect to all matters that come into their knowledge or possession while performing their duties on the Board and on any Committee appointed by the Board, unless the discussion or release of information has been authorized by the Board.

Board members must take reasonable steps to ensure that information relating to all matters that come into their knowledge or possession in the course of their duties on the Board, on any Committee appointed by the Board is not improperly disclosed or used. This includes properly securing the source or location of the information that is in the member's possession or control.

All minutes of Board and Committee meetings will be marked confidential.

No audio or visual, or audio and visual record or transmission by any person of a portion of any Board or Committee meeting is permitted without prior approval by the Chair of the relevant meeting.

On many occasions the issues discussed by the Board or Board Committees will generate debate and differing opinions prior to a decision being reached. Once a decision is reached, members should limit their comments to the decision and to the principles governing that decision. Members must not discuss the varying opinions of individual members and, in particular, should not discuss their own opinion if this differs from the decision reached by the Board or Board Committee.

Board members will not solicit or engage in public interviews or other discussions with the media, the public, or stakeholders including Massage Therapy schools, industry associations,



and government bodies, with respect to issues involving the Board, Committees, or matters before either.

From time to time, Board Members may be contacted by individual Massage Therapists, Massage Therapy association members, and/or representatives from Massage Therapy schools, government officials, and/or members of the public wishing to express their views on general or specific CMTCA matters. In these situations, the Board members should refer the media or any other organization or individuals requesting information to the CMTCA Executive Director or their designate.

Where any Board member is unclear about whether an inquiry can be responded to, the member should raise the matter before the Board or, if this would cause unreasonable delay and the matter is urgent, the member should contact the Board Chair.

Board members will promptly return to the CMTCA all information and matters relating to the CMTCA that is in their possession or control, upon ceasing to be a board member, or at the request of the CMTCA.

Board members are bound by this duty of confidentiality during their term as a Board member and this duty continues indefinitely after their term ends.

Board members will be proactive in identifying and reporting any breach of this policy.

Board members acknowledge that any violation of this policy could cause harm to the CMTCA and frustrate the Board's deliberations. Therefore, any Board member who violates this policy may be subject to the termination of his/her Board position.



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' Confidentiality Policy.

Signature _____

Name _____

Date _____