

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



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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