



ISMETA

Board Handbook
2022-2023

ISMETA Board Handbook

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I. ISMETA MISSION, VISION, STATEMENT OF PURPOSE

Mission Statement:

Growing the Field of Somatic Movement Education and Therapy

Statement of Vision:

Transforming ourselves and the world through conscious movement

Statement of Purpose:

ISMETA's purpose is to grow the field of Somatic Movement Education and Therapy. In order to do so we:

- **Maintain** a professional registry of Somatic Movement Educators and Therapists
- **Ensure** that training programs uphold high standards of education and practice
- **Advocate** for the profession in legal and governmental arenas.
- **Support** the development of a professional community of somatic movement practitioners worldwide
- **Educate** the general public about Somatic Movement
- **Communicate** with our colleagues and other professional organizations in complementary and integrative healthcare, human services, education and the arts, to help them understand the benefits of Somatic Movement Education and Therapy.

II. SHORT HISTORY OF ISMETA

History of ISMETA:

Founded in 1988, The International Somatic Movement Education and Therapy Association is the world's leading somatic movement professional registry and advocacy organization. ISMETA's mandate has been and continues to be to create and maintain the highest degree of professional standards both in movement education and therapy in the ever-expanding field of somatic practice.

With an established international registry of professional practitioners and training programs, ISMETA continues to assert an internationally recognized presence in the domains of complementary medicine and holistic education; and represents movement education and therapy as a credentialed profession in governmental and political forums. Throughout its history, ISMETA has sought to raise public awareness and confidence in the science and art of somatic movement specializations.

III. BOARD MEMBER RESPONSIBILITIES

Excerpt from Bylaws as of October 22, 2018, updated as Bylaws are updated.

Board Members are required to attend quarterly meetings – one in person and three virtual. Members are required to participate on at least one committee. Committees meet regularly virtually.

Section 1. *General Management.* The general management of the affairs of this Corporation shall be vested in a Board of Directors. The Board of Directors shall have control of the property of the Corporation and shall determine its policies with the advice of its various committees. It shall have power to employ necessary staff and other help, authorize expenditures and take all necessary and proper steps to carry out the purposes of this Corporation and to promote its best interest.

Section 2. *Number*. There shall be at least four (4), but no more than twenty-two (22), seats on the Board of Directors, including Officers.

2.1. *Increase or Decrease in Number*. The number of Directors may be increased or decreased by vote of the members or by vote of a majority of all of the Directors. No decrease in number of Directors shall shorten the term of any incumbent Director.

Section 3. *Qualifications*. Each member of the Board of Directors must be at least eighteen (18) years of age and a Member of the Corporation.

Section 4. *Compensation*. Members of the Board of Directors shall receive no compensation for their services but may be reimbursed for the expenses reasonably incurred by them in the performance of their duties.

Section 5. *Selection Procedure of Directors, Terms of Office & Vacancies*.

5.1. *Selection*. The Membership shall elect all Directors of the Corporation.

5.2. *Selection Procedure*. All Members entitled to vote shall cast a vote for a number of candidates equal to the number of vacancies to be filled until the required number of Board members, as specified in Section 2 of this article, is achieved. If, at any time during this process, there is a tie among a number of candidates, which number is greater than the number of vacancies remaining, the voters shall thereupon vote again, casting a number of votes equal to the remaining vacancies. Only the candidates who are tied may run in this subsequent election. The remaining vacancies shall be filled as outlined above. All subsequent ties shall be dealt with as outlined herein.

5.3. *Terms of Office*. The term of office for a Board member shall be three (3) years unless otherwise provided in these By-Laws. One-third of the members shall be selected every three years. The terms of office for all Directors shall begin on the day of their election and shall conclude upon the election of their successors. No Director may serve more than three (3) consecutive terms.

IV. BOARD MEETINGS

A. PREPARATION: THE BOARD PACKET

Preparing for Meetings

The Secretary and Executive Committee will ensure that appropriate supporting information required for informed decision-making is supplied to each board member in the Board Meeting Packet.

Board Meeting Packets will be distributed to board members at least one week prior to scheduled board meeting through an email announcement that they are posted in the Board Portal.

All participants are expected to be prepared to address relevant agenda items.

- Board members are expected to read and be familiar with packet materials before each board meeting.

- Board members who have questions will be expected to ask agenda-item-related questions of the President, Executive Director, or Committee Chairperson at least two days prior to scheduled board meetings.
- Board members are not precluded from asking relevant questions about agenda items during board meetings. However, the right to ask questions should not serve as an excuse for not being prepared
- Generally, board members shall make comments solely on the business currently under deliberation.

Preparing the Board Meeting Packet

All Board members receive a Board Meeting Packet at least a week before the meeting.

In most organizations the staff is responsible, as well as the best equipped, to complete the books. The chief executive is the key person to keep the board informed of relevant issues. This helps to keep the Board focused on its governance and oversight responsibilities

Materials are posted on the Board Portal and a note is sent to the Board members when the packet is posted. This also allows for easy access to the packet after the meeting is complete.

Committee Chair people send requests for agenda items one month prior to the meeting and committee reports two to three weeks prior to the meeting in order to be included in the packet.

B. AGENDAS

Agenda as our Roadmap

The agenda is our roadmap – it is the reminder for the chair to keep the meeting moving forward and the guide for the participants to know what to expect next. Reviewing the agenda prior to a meeting helps board members prepare mentally for upcoming decisions.

Drafting the Agenda

The Board President and chief executive share the effort of creating the agenda with the input of the Executive team. Together the two leaders can prioritize the issues while ensuring that the agenda is not too staff driven or operational but still includes the chief executive's internal perspective. It also is helpful to highlight the items on the agenda requiring board voting, perhaps providing a list of main discussion points. Board committee chair people are requested to add items to the agenda at least a month prior to the meeting. The Board President reviews those requests and determines whether they require discussion by the full board or whether the issue can be handled directly by the board members, referred to a committee or the Executive team.

Consent Agendas

The primary benefit of adopting a consent agenda is to focus the board's attention on the governance matters and liberate meetings from the administrative and operational overload. If the board spends its time on passively listening to reports rather than engaging all the members in active discussion and

debate, the result is inadequate governance. When the board has time to be proactive, it has a better chance to prepare the organization for the future.

A consent agenda appears as one section or one subject in an actual meeting agenda. It is placed at the very beginning of the agenda to let the board subsequently continue on with the other issues that need attention.

A standard consent agenda could include:

- Committee and chief executive reports
- Any routine documents that simply need to get recorded in the minutes
- Other items that have previously gone through deliberation and simply need the final seal of approval by the board

The board needs to be familiar and comfortable with each item it votes on in the consent agenda. This level of familiarity is possible to achieve when the documents and reports have been distributed to every board member one week in advance of the meeting as part of the overall board packet. The time for the board to ask questions about items on the agenda is the days and weeks before the meeting. By using email or a phone call to clarify a point or suggest a correction in the minute, the person responsible for the agenda should then make the necessary changes and share the corrected version with all the board members before the meeting.

- Any individual board member may ask questions or discuss an item on the consent agenda by asking the president to remove it from the consent agenda for individual consideration.
- Following action on the consent agenda, the president will allow discussion on any item requested for removal from the agenda by a board member.

C. STRUCTURE, PROCEDURES AND BOARD PRESIDENT RESPONSIBILITIES

Board Meeting Structure and Parliamentary Order

Civility. Start with politeness professionalism and respect for others. This is simple adult behavior and is expected from all members at every board meeting.

Chair. The President chairs all meetings and in his or her absence the meetings are chaired by the Vice President or their designee.

Call to Order. Every board meeting starts with a call to order. That is the official opening of the session when the business of the meeting begins. You can use the customary, "The meeting will come to order..." or another more colloquial phrase. Any discussion or decision is now part of the order of the meeting and the results will be recorded in the minutes. If you do not have an official start, you may have difficulties getting everybody's attention and, afterwards, you may wonder whether an issue was part of the meeting.

Motions. A motion basically is a structured way of bringing up a point that you want the board to address. By using motions this sets the tone for a business meeting where issues are introduced in an orderly fashion. The chair grants permission to speak, after which someone will say, "I move that...", and

state the proposal. Some complicated motions can be presented in a written resolution format i.e. “resolved that...” but they still need to be introduced to the rest of the board.

Seconding. If you introduce a motion, you will also need to have that motion seconded. This simply means that a peer will say “Second!” and indicate that your suggestion is valid for deliberation. If nobody speaks (you do not need permission for this quick exclamation) even after the chair invites you to do so, this motion is dead and will not be considered.

Abstentions. During the voting phase, some members will vote for and against while others will decide that their only option is to abstain. Whatever the motivation, it means that this board member does not want to express his or her opinion on that particular issue. If there is no conflict of interest involved, a person needs to realize that his or her vote may prevent the majority from carrying the vote. An abstention may end up counting as a negative vote.

Adjournment. A meeting starts with a call to order and ends with adjournment. By closing the meeting, the chair indicates that all motions have been completed and the official business has been accomplished. The chair may simply say “If there are no objections the meeting will adjourn.”

Minutes. Recording the minutes of a meeting is required. You may have a secretary of the board do this, or, ask for volunteers to share the effort. Video recorded calls can be written up by the administrative assistant. The minutes should be kept clear, comprehensible, and unambiguous as possible. Entire discussions need not be included, only key points and decisions made.

Follow Up. Thank participants. Remind them of their promises. Get ready for the next meeting.

Board Meeting Procedures

Voting will be by show of hands or voice.

Generally, each board member will exercise his or her right and obligation as an elected official to participate in deliberations and vote on each item brought before the board unless a conflict of interest exists.

Board members will bear in mind that it is not helpful to repeat points that have already been made. Reasonable effort will be made to balance the need to express one’s opinion with the goal of conducting an efficient and effective public meeting.

Board President Responsibilities

The Board President shall:

- Allow each board member to speak on each issue being considered for three minutes.
- Allow opposing viewpoints to be heard in turn.
- Ensure that before a member is allowed to speak to an issue for a second time (for no more than two minutes), each member who has not spoken is provided an opportunity.

- Ensure that discussion pertains to the current agenda item being addressed and halt discussion that does not apply to the business at hand.
- Generally, halt discussion on issues raised that are not on the agenda. The president will ask if the issue should be placed on a future agenda for discussion and, if so, direct the note taker to make a note to do so.
- Have the same right as any board member to make motions and vote. The president will first provide an opportunity for other board members to make a motion before offering his or her own motion.

It is important to allow the chair to facilitate discussion and make judgement calls when the order is lost or unruly members dominate the floor. It is necessary to create a general understanding of what to do if an impasse happens and board members should be educated about the accepted processes and when they apply.

D. BOARD MEETING MINUTES

Elements of good minutes include:

- Name of organization
- Date and time of meeting
- Board members in attendance, excused, and absent
- Existence of a quorum
- Action steps: motions made by and whom, brief account of any debate, voting results, names of abstainers and dissenters
- Reports and documents introduced
- Future action steps
- Time meeting ended

A solid way to keep track of board decisions is to have minutes that avoid unnecessary and onerous comments and that indicate which board member approved an action, was against an action, or was absent from the meeting. To protect him or herself every board member should read the document with care before approving it.

Minutes are not the story of every minute that was spent in the meeting; it is not a verbatim account. Members should not have to plough through pages and pages of who said what to whom and when. The minutes focus on decisions made and actions taken.

Verification of the meeting minutes and their thoroughness should be a concern for every board member before anyone needs to rely on them for help in the future. The first DRAFT is sent to all Board Members within one week of the meeting.

If the board needs to handle confidential issues, it should call an executive session. Executive Sessions remain protected under open meeting laws and a possible court hearing.

A board member's vote is also reflected in the minutes. If a member doesn't understand something, he or she should ask a question and vote only when comfortable with the decision.

Our Board Secretary circulates the minutes for our review within a week of the meeting. Board members are asked to review, send edits, and approve within another week. Final approval of minutes should be completed within two weeks.

The Approved Minutes are then posted on the website. A book of Minutes acts as a chronological record of all decisions and new or amended policies, when board members or officers were elected, and who was present at each meeting and how he or she voted on a specific issue. With an adequate recording of these facts, the board can remain confident that its board history is always within reach. The compilation should be available for legal review and can be used as a tool for board orientation. Minutes can also help absent board members stay on track and remain familiar with board decisions.

E. DELIBERATION

Here are some different ways the Board might deliberate.

Process for Deliberation

1. Chair explains items to be discussed.
 - Introduce the topic in the most neutral way possible.
 - State the key points, define the dilemma, and clarify why this issue is important or why the board needs to address it.
2. State what needs to be accomplished.
 - Define the objective and make sure that everybody is in agreement.
 - Frame the issue carefully to eliminate contention.
3. Lead a discussion.
 - Encourage open discussion (concerns, missing issues, new ideas, controversies)
4. Search for solutions.
 - Ask for feedback.
 - Ask for alternative solutions.
 - Look for mission connection.
 - Assess need for resources.

The chair (or executive director) will identify the issue or problem under discussion. He or she proceeds by posing questions that lead to a better understanding of the ripple effects of various options.

Working in small groups

Using small groups during the deliberation process is a great way of directly involving every board member. Small groups can more efficiently discuss various aspects of the same issue. The board can divide bigger issues into smaller increments, task the smaller groups with discussing the issue, and then report back to the board with their ideas. Small groups also allow for more focused reflection and provide more opportunities for less vocal members to make a contribution to the deliberation process.

Reaching a Unanimous Decision

Most nonprofit bylaws indicate that the majority voice of a quorum carries the vote, while issues of special importance may need a supermajority. Unanimity can be a blessing if it is achieved through a thoughtful process when the issue has been analyzed from all sides. It could imply that only the

noncontroversial aspects of an issue were aired. Under all circumstances, it is important to remind everyone that board decisions are communicated without dissent to the outside world. Members attest that “I can live with the decision.”

Silent Unity

Quaker meetings might provide some inspiration for contentious gatherings. Among the principles, you find:

- participants share their views; they don't criticize each other stands
- no names are mentioned; you only focus on a message and address the clerk (chair)
- you have only one turn to speak until everyone has had a chance to express his or her point of view
- the objective is to seek substantial unity (not necessarily unanimity)
- you “stand aside” if you do not fully agree or feel comfortable with the issue under discussion but do not want to block the process
- moments of silence during the meeting promote reflection and help avoid quick gut reactions

Seeking Consensus

The goal is to find a solution that everyone can accept and is willing to implement.

During the process, the facilitator presents a proposal and invites all participants to express their concerns or reservations. This input may result in a modification of the proposal, gradually allowing it to become more and more specific. Modification moves from major points to fine-tuning the final agreement. When the facilitator feels that a mutual agreement has been reached, this is articulated and the chair asks if participants agree that the articulated statement accurately reflects the consensus. If there is no objection, it is recorded as the group's decision.

Hybrid decision making process

In most cases, deliberation results in a vote. By casting a vote, each board member expresses his or her personal assessment of the situation and thus contributes to collective decision-making. However, it is only the collective vote that counts at the end.

Deciding by Majority Rule

Majority rule usually refers to the normal board decisions.

F. CULTURE OF INQUIRY & APPRECIATION

To be able to get to the heart of the matter at the board meeting, members of the board must be willing to listen to, share, accept, and respect comments and opinions presented by fellow members. Everyone should have the opportunity to express his or her opinion and, at the same time, should expect that these opinions may be further explored. These attitudes demonstrate key characteristics of a true culture of inquiry.

As an organization, we are committed to the development of our Board members, both collectively and individually. Our intention is that our service on the ISMETA Board helps extend our mission, grows our leadership as individuals, and gives us the opportunity to live and lead as an embodied Board of Directors.

Values and Board Culture Discussion from 2017 In Person Meeting.

What gifts do you bring to the ISMETA Board? What do you value?

- Boldness - defining the field
- Seeing things in various ways
- Skill with language and words
- Collaboration
- Enthusiasm
- Transitioning off board, passion for reaching out and connecting - bring back and integrating from the diverse communities/worlds
- Bridging profession
- International ways of working together
- Draw from cranial listening (voices heard outside)
- Passion for diversity
- Capacity to mediate hold space where there is conflict
- Organizational structure
- Creating container
- Openness to what is growing
- Enthusiasm
- Accountability/tenacity
- Big Love in feeling of potential and what is possible.
- Asking questions/unattached/ hold counterpoints
- Gift of listening/synthesizing/holding space
- Seeing people (I've got your back)
- Vision of humanity - tears, heart, love, trust
- Curiosity
- Passion and Life force
- Respect
- Borrow from other experiences and not reinvent the wheel
- Ethical thinking (least harmful way to carry out)
- Brain Balance integrative function
- Experience from other boards and watch how things get done
- Diverse skill sets with people who are countering rather than visioning
- Create containers (structures support the idea) (micro/macro)
- Sitting back gestation
- Appreciation for people in ISMETA
- Life force
- Clear communicator
- Heart
- Structure, foundation/support
- Good listening skills

What do you hope to learn?

- Essentials of Somatics
- Feel connected with starfish body/life
- Using my voice
- Professional community: pioneering work
- Sense of ease and happiness

- Professional and personal development
- Sense of center, direction/core (my own) where do I choose to add my voice and put my energy
- Excited to learn new intersections for networking
- Give what you want/receive the same
- Stretching capacity/receive support
- Respect/Trust
- Support/Grounding
- A place to come back to /Anchor our bodies are home
- Shadow side: know how to stand ground when appropriate/stand down when not appropriate
- Clarity of vision of the world true to own vision (how to reach out)

G. BUDGET REVIEW

ISMETA's entire board reviews and approves a Fiscal Year Budget. ISMETA's Fiscal Year runs from July 1st until June 30th of the next calendar year and is named for the year it concludes ie. FY2023.

Budget Process

- Finance Committee requests Committee Budget items at the January or February Board Meeting
 - Detailed Requests due by March 1
- Middle to End of March Finance Committee holds Budget Meetings
- Present First Draft of FY Budget to Board at April-May meeting
- Make any needed changes, send to Board for review
- Board adopts FY Budget via in person or electronic vote

H. ANNUAL IN-PERSON BOARD MEETING

The Annual In-Person (when appropriate to travel) meeting is where board member convenes in order to fill vacancies on the board, elect officers, and to approve any necessary actions to keep the organization and the board functioning. Sharing annual reports, financial statements and approving a budget are other activities that the board must attend to.

- Generally, election of officers will be held at the Annual In-Person Board Meeting.
- Board members are encouraged to announce to the Executive Committee their interest in holding office at least one month prior to the meeting.
- The board will elect a President and Vice President in accordance with board policy.
- Generally, members nominated for office will be experienced (having served more than one year on the board).
- Elections will be conducted through an electronic ballot. Such ballot will have the capacity for a write in candidate.

Creating Our Calendar

Each year at the Annual In-Person meeting the entire Board collaborates on creating the Calendar for video and in person meetings. Regular monthly committee meetings are determined at this time although based on the consensus of the group they may be moved to an alternate date during the year.

V. ANNUAL MEMBERSHIP MEETING

Convening the Organization's Membership

A formal membership organization is one whose mission is to serve its members, and one that invites its members to take an active role in the affairs of the nonprofit. Members elect the board. They also have the responsibility to approve changes in the Bylaws as well as major organizational decisions.

During the Annual Membership Meeting the Executive Committee shares highlights from the Annual Report. A full Annual Report is sent to the Membership in December.

VI. COMMITTEES

A. REPORTS: Generating Board Reports – Committee Reports

The purpose of a committee report is to:

- keep the board informed on the evolution of a project
- communicate the results of a specific task that the committee undertook
- present recommendations for board action

If nothing significant has happened since the last meeting, no report is necessary, but it is essential that the committee chair people communicate to the secretary that there is no report for this cycle.

B. COMMITTEE MEETINGS: The Board's Workshop

Most board work is accomplished through committees.

Committee leadership sets the tone of the meeting and an experienced facilitator helps produce positive results.

Chair responsibility are outlined in the COMMITTEE CHAIR RESPONSIBILITY Document in the Board Portal's ONGOING SUPPORT MATERIAL FOR BOARD section (<https://ismeta.org/board-of-directors-portal>).

Each Committee keep a record of activity through the Work Flow Doc. Workflow docs are not the same as the committee report prepared for board review. The full board does not need to know how the committee meeting was structured but, rather, what the committee suggests for board action, what information the board must have at its disposal before it can proceed, and what other information is relevant for collective decision making. The report should follow a format that eliminates unnecessary details and leaves behind a well-digested and comprehensive account of what the committee accomplished.

C. EXECUTIVE COMMITTEE MEETINGS

Acting on behalf of the board: The traditional role of the executive committee is to make decisions when it is not possible or necessary to convene the full board. It is the only standing committee that, when it meets, may act as a mini-board, the full board should confirm the decision during the next board meeting.

Sounding board: The role of the committee is to provide overall support for the chief executive. Burning issues determine the agenda.

Strategic coordinator: The executive committee is the master committee for the board's work, the committees meet regularly and work as the board's complexity mandates. The committee focuses on the organization's priorities and strategic items and ensures that board meetings will not linger on administrative matters.

If the committee makes decisions for the board, it must be able to document the circumstances of these decisions.

VII. COMMUNICATION

A. EMAIL DECORUM

All members of the Board of Directors will be given an @ismeta.org email address for use in Board communication. This email address will also be used as the login at ismeta.org with access the Board of Directors Portal and to access the cloud-based files within the Board of Directors Portal.

Board email is to be used for Board business only and not used for personal business.

B. USE OF BOARD PORTAL

A special section on the organization's Web site, accessible only to the board members, allows you to archive needed and helpful documents and provide a permanent contact place where board members can go. The ISMETA Board of Directors Portal is accessed by logging into the ISMETA website at <https://ismeta.org/login> using the Board member's @ismeta.org email address. Once logged into the site, the Board of Directors Portal is found by navigating to <https://ismeta.org/board-of-directors-portal>.

VIII. SUPPORT MATERIALS FOR THE BOARD

A. MAIN BOARD PORTAL

Within the Board of Directors Portal, Board members have access to:

- Schedule of Next Board Meeting on the main body of the page
- ONGOING SUPPORT MATERIAL FOR BOARD
 - Annual Calendar
 - Action Items by Committee
 - Bylaws
 - Board Handbook
 - Current Board Roster
 - Committee Chair Responsibilities
 - Committee Structure
 - Potential Board Member Packet
- Past Meeting Agendas, Minutes, Supporting Materials, and communication.

B. COMMITTEE PORTALS

Board Committee Portals are accessed through links specific to each Committee on the right-hand column of the main Board Portal page.

- Committee Work Flows are kept up to date by Committee Chairs.
- Working Documents and files pertinent to each respective committee are kept in the Committee Folder.

IX. ISMETA FILES

ISMETA's documentation is stored on a cloud-based server. The Executive Director and Director of Operations maintain control of and update files as needed. Board members are given access to pertinent files through the Board Portal as needed.

X. CONSULTANTS

As of January 2022, ISMETA retains the services of six consultants: Executive Director/Consultant, Operations Manager, Administrative Assistant, Special Project Manager, Bookkeeping Consultant, and Website Designer.

XI. CONFLICTS OF INTEREST, BOARD SERVICE AGREEMENTS

Managing Conflicts of Interest

The affiliations, interests, and business relationships of active board members may also impact the decision and transactions of the boards on which they serve. This is a fairly common situation and the key is how the board manages the conflict.

Uninfluenced and independent decision-making is of primary importance for every board member. Private objections, personal benefit, or private investment should not be the driving force when members of the board discuss the internal business of the organization. Board members must rely on their own conscience when deciding what is the best action for the organization; thus bringing back the concept of duty of loyalty, which is one of the legal obligations that individual board members must embrace. When serving on a board, member's loyalties should first live with the organization's mission and constituency.

The policy clearly states that a board member with a conflict of interest is not allowed to vote or participate in the discussion and will be asked to leave the room. The board is obligated to enforce this policy in order to show accountability and be able to prove that its decision-making process is intact.

Asking board members to sign a disclosure form at the beginning of each year helps create an atmosphere of openness. The purpose of the form is to have each board member list possible points of conflict during the coming year. This includes financial, business, and personal affiliations that might somehow affect the board member's capacity to make untainted judgments.

If a board member forgets to bring up a conflict-of-interest issue during a board meeting, it is up to the chair to address it. Likewise, if someone else on the board is aware of the conflict, but the chair is not, it is up to the individual to share the information with the chair.

Board Service Agreements Copy of Current Board Service Agreement (as of October 2022)

APPENDIX C of Bylaws—Code of Ethical Conduct, Annual Potential Conflicts Disclosure Statement and Board Member Letter of Agreement

—Code of Ethical Conduct—

This Corporation is committed to maintaining the highest standard of conduct in carrying out our fiduciary obligations in pursuit of our tax-exempt mission and purposes. As such, each and every Director, Officer and Key Employee (to the extent applicable) shall adhere to the following code of conduct:

By-Laws & Policies

- be aware of and fully abide by the By-Laws, policies and procedures of the Corporation
- assure compliance of the Corporation with respect to all applicable statutes, regulations and contractual requirements
- respect and fully support the duly-made decisions of the Board of Directors in accordance with all applicable fiduciary duties, including those related to care, loyalty and obedience
- respect the work and recommendations of committees, which are duly charged and have convened and deliberated accordingly
- work diligently to ensure that the Board fully assumes its role as a policy-making, governing body
- understand that the Executive Director, as the Corporation’s chief administrative officer, has the sole responsibility for the day-to-day management of the Corporation—specifically, including the supervision of personnel—and for implementation of Board policies and directives

Informed Participation

- Attend most, if not all, meetings of the Board of Directors and assigned committees
- Notify Meeting Chair a minimum of 24 hour prior to a meeting that you will be unable to attend.
- remain informed of all matters, including financial, that come before the Board and/or assigned committees
- respect and follow the “chain of command” of the Board and administration
- constructively and appropriately bring to the attention of the Board, Officers, committee chairs and/or appropriate staff any questions, personal views, opinions and comments of significance on relevant matters of governance, policymaking and corporate constituencies
- oppose, on the record, actions of the Board with which one disagrees or is in serious doubt
- appropriately challenge, within the structure and By-Laws of the Corporation, those binding decisions that violate the legal, fiduciary or contractual obligations of the Corporation
- do not fully commit to vote a particular way on an issue before participating in a deliberation session in which the matter is discussed and action taken.
- act in ways that do not interfere with the duties or authority of staff

Conflict of Interest, Representation & Confidentiality

- represent the best interests of the Corporation at all times and to declare any and all duality of interests or conflicts of interests, material or otherwise, that may impede or be perceived as impeding the capacity to deliberate or act in the good faith, on behalf of the best interests of the Corporation
- conform to the procedures for such disclosure and actions as stated in the By-Laws or otherwise established by the Board of Directors

- not seek or accept, on behalf of self or any other person, any financial advantage or gain that may be offered because, or as a result, of the Director’s affiliation with the Corporation.
- publicly support and represent the duly made decisions of the Board
- always speak positively of the Corporation when communicating with current and potential stakeholders and constituencies
- not take any public position representing the Corporation on any issue that is not in conformity with the official position of the Corporation
- not use or otherwise relate one’s affiliation with the Board to independently promote or endorse political candidates or parties for the purpose of election
- maintain full confidentiality and proper use of information obtained as a result of Board service in accordance with Board policy or direction Interpersonal.
- speak clearly, listen carefully to and respect the opinions of fellow Directors and Key Employees
- promote collaboration and partnership among all Directors
- maintain open communication and an effective partnership with the Corporation’s Officers and various committees, if any
- remain “solution focused,” offering criticism only in a constructive manner
- not filibuster or engage in activities during meetings that are intended to impede or delay the progress and work of the Board because of differences in opinion or other personal reasons
- always work to develop and improve one’s knowledge and skills that enhances one’s abilities as a Director

Signed: __Click or tap here to enter text. __

Date: __Click or tap here to enter text. __

—Annual Potential Conflicts Disclosure Statement—

As a Director or Officer or Key Employee of the Corporation, prior to your being seated on the Board of Directors or commencing employment with the Corporation, as appropriate, and annually thereafter, you are required to truthfully, completely and accurately disclose all information requested herein and to promptly update all such information as factual circumstances may change from time-to-time. With regard to this Conflicts Disclosure Statement, be advised, all material terms identified by quotation marks are defined by Appendix “A” of the By-Laws of the Corporation, which is entitled “By-Law & Corporate Policy Definitions.”

Please mark ‘Yes’ or ‘No’ & provide additional information when requested

Financial Information Return Disclosure

Responses to the following questions are required in order to complete financial information returns annually submitted to the Internal Revenue Service and the Office of the Attorney General.

1. Have you served as an officer, director, trustee, key employee, partner or member of, or hold a thirty-five percent (35%) or greater ownership or beneficial interest, or in the case of a partnership or professional corporation a direct or indirect ownership interest in excess of five percent (5%), in, an entity, which during the most recently completed, or current, fiscal year, had, or are reasonably anticipated to have, a direct, or indirect, business relationship, with the Corporation?

No Yes If Yes, briefly describe below & attach a detailed explanation

Click or tap here to enter text.

2. Have you, individually, or through an entity where you hold a thirty-five percent (35%) or greater ownership or beneficial interest, or in the case of a partnership or professional corporation a direct or indirect ownership interest in excess of five percent (5%), during the most recently completed, or current, fiscal year, had, or are reasonably anticipated to have, a direct, or indirect, business relationship, with any individual who is a current or former "Officer," "Director" or "Key Employee" of the Corporation?

No Yes If Yes, briefly describe below & attach a detailed explanation

Click or tap here to enter text.

3. Do you have a "Relative" who, during the most recently completed, or current, fiscal year, had, or is reasonably anticipated to have, a direct, or indirect, business relationship with the Corporation?

No Yes If Yes, briefly describe below & attach a detailed explanation

Click or tap here to enter text.

4. Have you, or did you have a "Relative" who, during the most recently completed, or current, fiscal year, had, or is reasonably anticipated to have, any transaction with the Corporation that might reasonably be considered a real or potential conflict of interest pursuant to the Corporation's Board of Directors Conflicts of Interest Policy, which has not been otherwise disclosed herein?

No Yes If Yes, briefly describe below & attach a detailed explanation

Click or tap here to enter text.

5. Have you been provided with, properly reviewed and reasonably understand the terms of the Corporation's current written Board of Directors Conflicts of Interest Policy?

No Yes If **No**, briefly describe below &/or attach a detailed explanation

Click or tap here to enter text.

Independent Director Assessment Disclosure

In order to qualify as an "Independent Director," as defined by the New York Not-for-Profit Corporation Law, an Officer or Director must respond in the **negative** to each of the following questions, although failure to respond to all questions in the **negative** shall not necessarily preclude such an Officer or Director from serving on the Board of Directors.

1. Are you currently, or have you been within the last three (3) fiscal years, an employee of the Corporation, or an "Affiliate" of the Corporation?

No Yes If Yes, briefly describe below & attach a detailed explanation

Click or tap here to enter text.

2. Do you have a "Relative" who is, or has been within the last three (3) years, a "Key Employee" of the Corporation or an Affiliate of the Corporation?

No Yes If Yes, briefly describe below & attach a detailed explanation

Click or tap here to enter text.

3. Have you received, within the last three (3) fiscal years, more than ten thousand dollars (\$10,000) in direct compensation from the Corporation, or an "Affiliate" of the Corporation, other than reimbursement for out-of-pocket expenses?

No Yes If Yes, briefly describe below & attach a detailed explanation

Click or tap here to enter text.

4. Do you have a "Relative" who has received, within the last three (3) fiscal years, more than ten thousand dollars (\$10,000) in direct compensation from the Corporation, or an "Affiliate" of the Corporation, other than reimbursement for out-of-pocket expenses?

No Yes If Yes, briefly describe below & attach a detailed explanation

Click or tap here to enter text.

5. Are you a current officer or employee of, or do you have a substantial financial interest in, any entity that has made "payments" to, or received "payments" from, the Corporation or an "Affiliate" of the Corporation, for property or services in an amount which, within the last three (3) fiscal years, exceeds the lesser of twenty-five thousand dollars (\$25,000) or two percent (2%) of such entity's consolidated gross revenue. For purposes of this question, the definition the term "payments" does not include charitable contributions.

No Yes If Yes, briefly describe below & attach a detailed explanation

Click or tap here to enter text.

6. Do you have a Relative who is a current officer or employee of, or has a substantial financial interest in, any entity that has made "payments" to, or received "payments" from, the Corporation or an "Affiliate," for property or services in an amount which, within the last three (3) fiscal years, exceeds the lesser of twenty-five

thousand dollars (\$25,000) or two percent (2%) of such entity's consolidated gross revenue. For purposes of this question, the definition the term "payments" does not include charitable contributions.

No Yes If Yes, briefly describe below & attach a detailed explanation

Click or tap here to enter text.

—Certification—

I, the undersigned, certify that I have read and understand this Code of Ethical Conduct & Annual Conflicts Disclosure Statement. I agree that my actions will comply with the disclosures found in this document. I further affirm that neither I, as a Related Party nor any Relative have, or had, an interest, or has taken any action, that contravenes, or is likely to contravene, the Conflicts of Interests Policy of the Corporation or, otherwise impedes my ability to act as a fiduciary and in the best interests of the Corporation, except those that may have been disclosed herein.

Director Signature/Date: Click or tap here to enter text.

Received by Board President/ Date: Click or tap here to enter text.

International Somatic Movement Education and Therapy Association

Board Member Letter of Agreement 2022-2023

As a board member of The International Somatic Movement Education and Therapy Association (ISMETA), I am fully committed to the mission and have pledged to help carry it out. I understand that my duties and responsibilities include the following:

1. Check your emails twice a week, there are time sensitive emails and it allows us to move forward.
2. I will be fiscally responsible, with other board members, for this organization. I will know what our budget is and take an active part in reviewing, approving, and monitoring the annual budget. I understand that as long as I act in good faith as a Director that per the Corporate Bylaws I am indemnified.
3. I know my legal responsibilities for this organization as a member of the Board and will take an active part in establishing and overseeing the organization's policies and programs.
4. I will act in accordance with the bylaws and understand I am morally responsible, as a member of the Board, for the health and wellbeing of this organization.
5. I will actively promote ISMETA in a positive light in the community.
6. I will prepare for and attend Board meetings, be available for phone and email consultation, and serve on at least two committees.
7. I will notify committee chair a minimum of 24 hours prior to a meeting I am unable to attend.
8. I will volunteer approximately Click to enter text. (4-15) hours per month. Please include the number of hours you expect to offer as service.
9. If I am not able to meet my obligations as a board member I will offer my resignation.
10. In signing this document, I understand that no quotas are being set and that no rigid standards of measurement and achievement are being formed, and trust that all board members will carry out the above agreements to the best of our ability.

Signed: Click or tap here to enter text. Date: Click or tap here to enter text.

Received By: Click or tap here to enter text. Date: Click or tap here to enter text.
Board President

Board Member Reimbursement Guidelines

- All board members will be reimbursed for their travel expenses to and returning home from the board meeting location. It is the responsibility of each member to attempt to keep the travel expenses to a minimum ie. purchase airline tickets in advance and search for best prices.

- All board members will be reimbursed for their meals from the beginning through the end of the board meeting. If meetings are held over more than one day, meals the evening after and the morning before the meeting the next day will also be reimbursed.
- Board members who are required to travel the day before/day after a meeting because of distance from the meeting location are eligible for reimbursement for **one** meal per extra travel day.
- Reimbursements are for food and non-alcohol beverages only.

* Expenses must be submitted to the ISMETA office with original or copies of receipts in order to receive reimbursement.

* Board members are welcome to cover their own expenses for meetings as a contribution to the organization. Many thanks for your donation to ISMETA.

XII. BOARD MEMBER PERFORMANCE: Expressing Opinions

- A board member who has an issue with a colleague's performance is encouraged to express those concerns directly to that individual. [If the matter relates to harassment or criminal activity, then the member should not attempt this.] If the concern involves the board president, a member may discuss the issue with the board vice president.
- If addressing the issue directly with the member does not resolve the concern, then discussion with the board president is appropriate. During such discussions:
 - The board president shall discuss the concern with the individual in question on behalf of the reporting board member or shall moderate a discussion between the members.
 - If appropriate, the president shall remind the board member whose behavior is in question about the adopted code of ethics and the code of conduct and discuss how the questionable behavior does not comply with the codes. The discussion may also identify more appropriate alternatives to the questionable behavior or refer the board member to policies or procedures that outline approved ways to deal with the issue that prompted the questionable behavior.
 - If the board member in question does not believe his or her behavior is in conflict with the board's code of ethics, an item may be placed on the agenda to discuss the parameters of acceptable board behavior for an upcoming board meeting.
 - The board president may believe that the nature of the issue would best be addressed by scheduling a retreat for the entire board. The board as a whole would vote on a motion to approve the scheduling of a retreat at a board meeting.
- In order to preserve the integrity and credibility of the organization as a whole, members shall not speak negatively (for example, personal attacks or character assassination) about another member, or staff in the community.
- If the issue affects the member's ability to serve, the board may consult with an attorney to determine if removal proceedings per the Bylaws should be considered.

XIII. GRIEVANCE PROCEDURE

- A board member who is approached with a complaint from outside of the board is expected to listen respectfully. Remind the complainant of the board's responsibility to remain impartial and noncommittal.
- The first action would be to refer the complainant to the President or Executive Director.
- Board members will ask if the complainant has followed the Grievance Procedure.
- If the complainant does not know about the Grievance Procedure, the board member will provide the policy to the person.
- The procedure is as follows and can be found on the Website:

ISMETA GRIEVANCE PROCEDURE:

- I. All Grievances will be reviewed by the ISMETA Professional Conduct Committee (ISMETA PCC/PCC), which is comprised of three board members and one ISMETA Leadership Council representative. In the case of a grievance brought against ISMETA, two Board Members not directly involved in the conflict and two members of the Leadership Council will comprise the PCC. The ISMETA PCC forms on an as needed basis. All complaints submitted through the grievance procedure and any responses there to, will be held strictly confidential by ISMETA and the PCC.
- II. Once the grievance submission form is received by the ISMETA office:
 - a. The ISMETA office notifies the person who submitted the complaint that it has been received.
 - b. The ISMETA office notifies and sends copies of the complaint to the Executive Committee and they establish a PCC to hear the grievance. In the case of a grievance against ISMETA, the Executive Committee notifies the Leadership Council that a Grievance has been filed and requests two volunteers to serve on a PCC.
- III. The grievance proceedings before the PCC are not legal proceedings. In the event that the PCC sustains the allegation set forth in the Complaint, ISMETA may take any of the following actions against the member: removing the member and/or their organization from the ISMETA organization and website; revoking the member's credentials and/or Approved Training Program status; suspending the member from ISMETA for a definitive period of time, and/or censure of the member. In the case of a member having a Plus Membership, that too may be revoked and the balance of their insurance fees will be refunded by the insurance company.

PROCEDURAL PROCESS:

- IV. Person/organization filing the complaint contacts the ISMETA office to request the Grievance Procedure Policy and The Grievance Submission form. Complainant review's Standards of Practice and Code of Ethics to identify grounds for a complaint. Please note: ISMETA only reviews complaints that are in violation of the ISMETA [Code of Ethics](#) and [Standards of Practice](#).
- V. Once the grievance submission form is received by the ISMETA office:
 - a. The ISMETA office notifies the person who submitted the complaint that it has been received.
 - b. The ISMETA office notifies and sends copies of the complaint to the Executive Committee and they establish a PCC. *In the case of a grievance against ISMETA, the Executive Committee notifies the Leadership Council that a Grievance has been filed and requests two volunteers to serve on a PCC. In order to ensure there are no conflicts of interest by any PCC members, the Leadership Council will receive a synopsis of the background and the parties involved.*
- VI. Once established, the members of the PCC will review the Complaint.

- VII. The ISMETA office will then send a copy of the complaint and defense response guidelines (As designated by the PCC) to the individual/institution involved.
- VIII. The individual/institution involved must file a defense response within 4 weeks or a decision will be made without these materials. *In the case of a complaint against ISMETA, the response will come from the committee for which the complaint is focused.*
- IX. The ISMETA PCC will meet within 12 weeks of the date of receipt of complaint to:
 - a. Review complaint and defense materials
 - b. Decide what actions must be implemented by ISMETA
 - c. Make suggestions to the ISMETA Member(s)/ Committee to correct complaint(s)
- X. Notification of the decision and closure of the case will be written by the Professional Conduct Committee chair and mailed to all parties involved within 2 weeks after the final meeting.

ISMETA GRIEVANCE SUBMISSION FORM:

Name: Click or tap here to enter text.

Address: Click or tap here to enter text.

Phone: Click or tap here to enter text.

Email: Click or tap here to enter text.

ISMETA only reviews complaints that are in violation of the ISMETA [Code of Ethics](#) and [Standards of Practice](#). Please be sure you have reviewed these carefully before filing your complaint. These documents can also be found at www.ismeta.org or by emailing the ISMETA office at info@ismeta.org

Name of individual practitioner or institution you are filing complaint against: Click or tap here to enter text.

Date(s) complaint occurred: Click or tap here to enter text.

What is your complaint?

Click or tap here to enter text.

Along with this form please create a single document (attach or provide a link) containing:

- A detailed history of the efforts you have made to resolve this complaint with the individual or institution involved.
- Copies of any correspondence between you and the person/organization to which you are filing this complaint.
- Any corroborating references to support your complaint.

What ISMETA action would satisfy this complaint for you?

Click or tap here to enter text.

I have submitted all the requested documentation and I agree that ISMETA will review my case in totality with what I have supplied. In order to process in a timely manner, no further submissions will be accepted on my behalf, unless specifically requested by ISMETA.

Whereas ISMETA will hold all information received in a formal complaint confidential within the Professional Conduct Committee, I understand my complaint will be sent to the respondent in order to hear all points of view.

I do hereby give permission to the International Somatic Movement Education and Therapy Association to release the contents of my formal complaint for the purpose of response from the respondent.

Signed: Click or tap here to enter text.

Date: Click or tap here to enter text.

Upon completion, please send this form along with supporting documentation (compiled into one document) to info@ismeta.org.

Updated 4/25/2022

XII. BOARD DEVELOPMENT PROCESS

The ISMETA Board Development Committee is responsible for the care of the existing and future Board.

ISMETA BOARD DEVELOPMENT PROCESS

IDENTIFY

- The ISMETA Board of Directors and Member Organization Council identify a pool of potential candidates.
- Board discusses strengths of individuals coupled with the Boards current needs. Attention is placed on the diversity of voices and skills.

CULTIVATE

- Board representative makes initial contact inquiring about person's interest
- Send initial information packet with cover letter
- Live or phone interview with board development committee representative or Board President. Suggested interview question to be compiled by the interviewers and shared for a future document to be added to this packet.
- Allow up to two weeks to digest, follow up phone call by committee representative to determine how we wish to proceed.

RECRUIT

- Request Curriculum Vitae and or Resume
- Nominee experiences board in action at a Board Meeting

- Interview with full Board of Director's at phone Board Meeting
- Prepare candidate to stand for election by full ISMETA membership
- Formal election process by membership at annual meeting in October
- Volunteer for committee work, get involved in board activity right away

ORIENT

- Begin a three - year term as ISMETA Board Member
- Receive Board Member Handbook
- Prepare for active participation
- Identify Committee interest