



ISMETA

Board Handbook
2024-2025

ISMETA Board Handbook

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I. ISMETA MISSION, VISION, STATEMENT OF PURPOSE, AND CORE VALUES

Mission Statement:

Growing the Profession of Somatic Movement Education and Therapy.

Vision Statement:

Transforming ourselves and the world through conscious movement.

Statement of Purpose:

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

- Maintain a registry of qualified somatic movement professionals
- Ensure training programs teach high standards of education and practice
- Further the recognition of the profession by defining and upholding standards
- Advocate for the profession in legal and governmental arenas
- Connect the global somatic movement community
- Partner with organizations in integrative healthcare, human services, education, and the arts

Core Organizational Values:

- **Stewardship** - We are committed to expanding the recognition of the profession worldwide by educating the public and actively collaborating with other professional bodies.
- **Accessibility** - We acknowledge access to opportunities and resources as essential to the establishment, evolution, and empowerment of a welcoming community of engaged participants.
- **Professional Integrity** - We are committed to conducting ourselves in a professional, conscientious, and respectful manner as we uphold the [Pillars of the Profession](#): Scope of Practice, Standards of Practice, Core Competencies, and Code of Ethics.
- **Embodied Action** – We approach our actions towards ourselves, those we encounter, and the world around us in a somatically informed way: integrating body, mind, and emotions while being present with those we serve.

II. SHORT HISTORY OF ISMETA

Founded in 1988, The International Somatic Movement Education and Therapy Association (ISMETA) is the world's leading somatic movement professional registry and advocacy organization. ISMETA's mandate is to create and maintain the highest degree of professional standards in somatic movement education and therapy. Accordingly, we have defined a Scope of Practice, Standards of Practice, and Code of Ethics, which comprise the "Pillars of the Profession." These "Pillars" can be found on the [ABOUT ISMETA](#) page of our website.

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, education, and the arts, 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. CULTURE OF INQUIRY AND INCLUSION

We aim to cultivate a culture of inquiry, in which curiosity, discovery, and innovation are encouraged. We also strive to implement inclusive group norms that support a liberatory culture, as articulated in the [Dragonfly Partner Norms](#) that appear in “Ongoing Support Materials” in the board portal. The more detailed norms described in that document are summarized by these points:

- Develop a culture of appreciation
- Allow for spaciousness (don't rush)
- Attend to how the group works together as much as what the group accomplishes
- Watch and help shift power dynamics
- Make decision-making transparent
- Lean into discomfort
- Embrace multiple realities
- Be accountable to those served by the group

With the support of these practices, we embrace our personal and cultural differences with the shared intention for a thriving organization. We seek to collaborate in ways beneficial for the group, each group member, and our stakeholders.

IV. TECHNOLOGY ONBOARDING RESOURCES

In this section, you will find instructions on how to access all the key technological resources you need to use in our collaborative work environment. This includes access to email, the board portal, committee portals, Google Drive, and OneDrive. We recommend that you follow the videos in this order, as each set of instructions provides information pertaining to the videos that come after it. *Please click on each of the headers below for access to the videos.*

A. [Email Access](#)

All members of the board of directors and some consultants 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. ISMETA uses IONOS as its webmail provider. Please log-in to your account following [this link](#) and [this instructional video](#). Some board members use IONOS webmail directly through the IONOS interface, others prefer to have their IONOS webmail fed into a consolidated webmail service, such as Outlook or Thunderbird. Please follow [these instructions](#) if you would want to link your IONOS webmail to your preferred third-party email service.

Email receipt and response: You may receive emails at all times of the day, as well as on weekends. Do not feel you need to respond immediately. We are an international organization, including board members in several different time zones. Most board members complete their work in the customary working hours for their location, and some work non-customary hours to accommodate their personal and professional responsibilities. Therefore, you may receive emails at all times of the day, as well as on weekends. Our standard is that everyone checks their email at least 2 times per week and replies to

incoming messages within 72 hours, whenever possible. Please also note that board email is to be used for board business only, not for personal business.

Protection against phishing, spoofing, and other fraudulent activities: Please do not share your email access information or any other ISMETA access related information outside our organization. Various members of the board have been subject to fraudulent attempts to access their information. If you receive any email requesting that you verify your account or provide any other ISMETA related information, contact Danique Peynado before you reply so we can confirm the legitimacy of the request.

B. [Board of Directors Portal Access](#)

The ISMETA Board of Directors Portal is the primary repository of information for all ISMETA board members. It is accessed by logging into the ISMETA website at <https://ismeta.org/login#myaccount> using your board member's @ismeta.org email address. Through the board portal, you will have access to information pertaining to the entire Board and a sidebar giving you access to the committee portals you are a member of. Once you are in a committee portal, use the "Back tab" to bring you back to the main board portal, which will also return you to the sidebar for accessing other committee portals.

The board portal main page has:

- Regular meeting times for all committees
- Meeting access for Zoom and the conference call line. If Zoom is booked with a regular meeting and you need to call a special meeting you may use the conference call line or your own Zoom account. Access info is located on the main page of the board portal
- Ongoing support materials such as the board roster, ISMETA calendar, committee structure, committee chair responsibilities, committee action items, and ISMETA's bylaws
- Board meeting material for past and future meetings, such as agendas, minutes, and support materials

Each committee portal has:

- Workflow, which each committee chair will keep this document up to date with the next meeting time, agenda, meeting notes, and action items. This is a rolling document, so the latest content is at the top.
- One Drive or Google Drive File for each committee. This is a shared filing system for all committee members. All relevant committee files will be included here or as links in the committee workflow.

C. [Google Drive](#)

You will gain access to the files you need for all committee meetings through the link in the committee portal. To access files on Google Drive, you will need a Google-based email account. ISMETA email accounts are not provided through Google, so you will need to set-up an account of your own, if you don't already have one. If you are uncomfortable with creating your own Google account, please contact Danique Peynado at info@ismeta.org and an account can be established for you through ISMETA.

D. [OneDrive](#)

You will gain access to the files you need for all committee meetings through the link in the contained in the committee portal. You will have full access to the committee files through your board portal access. There is no need for an additional log-in.

E. [Zoom Access and Etiquette](#)

This is a brief reminder to enter Zoom meetings mindfully and participate with courtesy. Please enter with microphones muted and video cameras on. Committee meetings and board meetings may be recorded for internal purposes, and only with the consent of all participants.

If you require any additional support, please contact the Member and Operations Coordinator, Danique Peynado, at info@ismeta.org.

V. COMMITTEES

A. COMMITTEE MEETINGS: The Board's Workshop

Most board work is accomplished through committees. Committees meet at least once per month at an established time via Zoom. Other subgroup committee meetings can occur between the monthly gatherings as well. In addition to the Zoom meetings, communication happens through email and possibly text or WhatsApp messages. Each committee keeps a record of activity through its Workflow document, which can be found by logging into the board portal of the ISMETA website with your board of directors' email and password (<https://ismeta.org/board-of-directors-portal>).

Committee leadership sets the tone of the meetings, and an experienced facilitator helps produce positive results. Chair responsibilities are outlined in the "Committee Chair Responsibility" document in the board portal's "Ongoing Support Material for the Board" section. Descriptions of the committee's responsibilities can be found in the same section under the title, Committee Action Items.

One of the Chair responsibilities is to draft and finalize a committee report for every quarterly board meeting. Committee members help with the writing process during meetings that precede the deadline to submit the report to the Secretary of the board. Through these reports, the full board learns about the key actions each committee has taken since the previous board meeting. The reports also provide important information that the board needs as it makes decisions about topics on the agenda for full board meetings.

B. THE ROLE OF THE EXECUTIVE COMMITTEE

The Executive Committee is the master committee for the board's work, the strategic coordinator. The committees meet regularly and work as the board's complexity mandates. The committee focuses on the organization's priorities and strategic items.

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 Executive Committee decisions during the next board meeting.

Sounding board: The role of the committee is to provide overall support for the Chief Executives. High priority issues determine the agenda for Executive Committee meetings.

VI. CONSULTANTS

As of June 2023, ISMETA retains the services of seven consultants: Executive Director, Managing Director, Membership & Operations Coordinator, Communications Consultant, Media Services Consultant, Bookkeeping Consultant, and Website Designer.

VII. ISMETA FILES

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

VIII. BOARD MEMBER RESPONSIBILITIES

According to ISMETA's by-laws (updated in 2018):

Board Members are required to attend quarterly meetings virtually and in person when relevant. Members are required to participate in at least one committee. Committees meet virtually at least once per month.

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 the 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 the 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.

IX. BOARD MEETINGS

A. PREPARING FOR MEETINGS

The Board Meeting Packet

All board members receive a Board Meeting Packet at least a week before the meeting. Committee Chairs send committee reports two to three weeks prior to the meeting in order to be included in the packet. All materials for the meeting, including the Board Meeting Packet, 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.

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

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 Executive Committee and the chief executives create the agenda for each board meeting with input from other committees. Board Committee Chairs 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. In this case, the topic is referred to a committee or the Executive team.

Consent Agendas

A consent agenda is a bundle of items that is voted on without discussion (e.g., committee reports that outline the accomplishments of each committee since the previous board meeting). It distinguishes between routine actions not requiring additional conversation and those matters of significant importance demanding each director's attention. The primary benefit of adopting a consent agenda is to focus the board's attention on governance matters and liberate meetings from administrative and operational overload. If the board spends its time passively listening to reports rather than engaging all the members in active discussion and debate, the result can be inadequate governance. Reading committee reports before a Board meeting and voting to accept them in one motion allows the board to engage in focused discussion and make important decisions that help move the organization forward.

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 board members at least 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 before the meeting. The person responsible for the agenda can 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 board 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. BOARD MEETING STRUCTURE, PROCEDURES, AND BOARD PRESIDENT RESPONSIBILITIES

Board Meeting Structure and Parliamentary Order

Respectful Communication. As stated in the Core Organizational Values and the guidelines for cultivating a liberatory culture above, the ISMETA Board of Directors is committed to conducting ourselves in a professional, conscientious and respectful manner in our work with each other.

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 with a customary phrase such as "The meeting will come to order..." or another more colloquial phrase.

Motions. A motion is a structured way of bringing up a point that a member wants the board to address. Using motions allows issues to be 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. Once a motion is made, it needs to be “seconded.” This occurs when another board member says, “I second the motion” to indicate that the motion is valid for deliberation. If no one seconds the motion even after the Chair invites members to do so, the motion is “dead” and will not be considered.

Abstentions. During the voting phase, some members will vote for and against while others will decide to abstain. Abstention indicates this member does not want to express his or her opinion on the issue at hand. This may occur if a person has a conflict of interest with the topic under consideration, or for other reasons. Abstention may prevent the majority from carrying the 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. The secretary of the board may do this, or a volunteer may share the effort. The minutes should be kept as clear and comprehensible as possible. Entire discussions need not be included. Only key points and decisions that were made are included in the official record of the meeting.

Follow Up. Thank participants and remind them of the next action items that were identified.

Voting. 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 President Responsibilities

The board president shall:

- Allow each board member to speak on each issue being considered for a reasonable time as determined by the president.
- Allow opposing viewpoints to be heard in turn.
- Ensure that each member is allowed an equal or appropriate amount of time to respond to or add to the discussion at hand.
- 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.
- Recognize people as they would like to speak while also keeping track of the flow and timing of the overall meeting. It is the role of the president to keep the meeting progressing forward and at time inform a member requesting to speak that their comment may need to be heard at a later time.
- 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. 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 those who approve, abstain and oppose each motion
- Reports and documents introduced
- Future action steps
- Time meeting ended

Verification of the accuracy of the meeting minutes is the responsibility of every board member. The board secretary circulates a draft of the minutes for 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 of the meeting.

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 history is well-documented. The compilation should be available for legal review and can be used as a tool for board orientation.

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.

E. DELIBERATION

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.
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.

Different Approaches to Decision-Making used by the ISMETA Board of Directors

Working in Small Groups

The use of small groups during the deliberation process directly involves every board member and can encourage discussion about various aspects of the same issue. The board can divide bigger issues into smaller topics, task the smaller groups with discussing these different aspects, and then hear the smaller groups' input. 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 may be achieved through a thoughtful process when the issue has been analyzed from all sides.

Silent Unity

These elements of Quaker meetings might provide some inspiration for contentious gatherings:

- Participants share their views; they don't criticize each other's perspectives.
- No names are mentioned; the speaker focuses on delivering a message and addresses the clerk (or chair).
- Each person has 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).
- A participant can "stand aside" if he or she does not fully agree or feel comfortable with the issue under discussion but does not want to block the decision-making process.
- Moments of silence during the meeting promote reflection and help avoid quick (unconsidered) reactions.

Seeking Consensus

The goal of consensus is to find a solution that everyone is willing to accept and 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, this process of deliberation results in a vote. When 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 occurs when over fifty percent of the group votes in favor of a motion.

F. 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

- The Finance Committee requests Committee budget items during the January or February board meeting.
- Detailed budget requests are due by March 1.
- In March and April, the Finance Committee holds Budget Meetings.
- The Finance Committee presents the first draft of the budget to the Executive Committee and then to the board of directors at the Spring board meeting.
- The Finance Committee makes any needed changes and sends the revised budget to the board for review.
- The board votes on the budget via a live or electronic vote before June 30.

G. THE FALL BOARD MEETING

During the fall board meeting, members convene in order to fill vacancies on the board and elect officers for the upcoming year of service.

- 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

During the fall board meeting, the entire board collaborates on creating the schedule for quarterly board meetings in the following calendar year. Regular monthly committee meetings are often determined at this time as well.

In-Person Meetings

An in-person board meeting may occur in some years of board service. In this case, ISMETA will cover some or all of the travel and accommodation expenses, as the annual budget allows.

X. 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.
- 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.

XI. ANNUAL MEMBERSHIP MEETING

Convening the Organization's Membership

A formal professional membership organization is one whose mission is to serve its members, and invites them to take an active role in the affairs of the nonprofit. For example, members elect the members of the ISMETA Board of Directors. They also have the responsibility to approve changes in the Bylaws as well as major organizational decisions.

A Membership Meeting is held virtually or in person every year, usually in the fall. During that meeting, the Executive Committee shares highlights from the Annual Report. A full Annual Report is sent to the Membership in December.

XII. 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, Executive Director, or Managing 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 Grievance Procedure is found in Appendix A.

XIII. CONFLICTS OF INTEREST

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. An example of the form you will be asked to sign appears in the pages below.

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.

ISMETA Board Service Agreements

The following text is provided as a reference for your information. A document that contains only these agreements will be sent for you to read and sign through the online platform, EverSign/Xodo. Once you receive an email notification, please read and sign the electronic documents by the requested deadline. We look forward to collaborating with you to grow the profession of somatic movement education and therapy!

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
- 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 policymaking governing body
- understand that the Executive Director and the Managing Director as the Corporation's chief administrative officers have 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 ISMETA 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
- adhere to the appropriate procedural process of the ISMETA Board of Directors and chief executives
- 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 ISMETA 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
- 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
- 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. __

ISMETA Board of Directors
Annual Potential Conflicts Disclosure Statement

As a Director or Officer or Key Employee of the Corporation, prior to your being seated on the ISMETA 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 2024-2025

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. I intend to check my ISMETA email account at least twice per week. There are time-sensitive emails and this practice 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 one committee.
7. I will notify a committee chair a minimum of 24 hours prior to a meeting if 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

APPENDIX A: 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:

- c. Review complaint and defense materials
- d. Decide what actions must be implemented by ISMETA
- e. 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