



A Report of the Independent Governance Panel

Appointed by:

**The National Certification Board for Therapeutic Massage
& Bodywork, Inc.**

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National Certification Board for Therapeutic Massage & Bodywork, Inc. (NCBTMB)

REPORT OF THE NCBTMB APPOINTED INDEPENDENT GOVERNANCE REVIEW PANEL

A. THE CHARGE AND SCOPE OF PANEL WORK

NCBTMB Charge to Panel:

NCBTMB was asked to engage an independent review panel to respond to a complaint filed with NCBTMB's Board of Directors by several NCBTMB volunteers. The complaint alleged that the 2006 Board Chair, Elizabeth McIntyre and the 2006 Board violated NCBTMB's Bylaws in connection with the removal of two Board members in November 2006 because their NCBTMB certifications had lapsed. Given the option by Chair McIntyre of forced resignation or removal, one director voluntarily resigned and the other was declared removed by Chair McIntyre at the Baltimore meeting of the Board. The complaint also questioned the validity of the election of the two replacement members to the Board and the newly elected officers. In response to the complaint NCBTMB decided to convene a panel, comprised of two respected association management professionals and one attorney with 25+ years working with trade associations, professional societies and certification bodies, who are not connected to the organization, to review the allegations. NCBTMB made available to the panel all relevant documents, individuals for interviews, and other information requested by the Panel.

Scope of Panel Review:

The Panel's review addresses the issues of whether proper procedures were followed in the termination of two Board Members for failure to maintain their NCBTMB certification; the validity of the election of the Board members to fill the seats of the terminated members and election of Board members to the executive committee thereafter; and refusal to provide copies of bylaws, policies and procedures and other public documents to a committee. The Panel's report also provides recommendations for changes in NCBTMB governance policies and procedures to improve governance operations in the future.

B. PANEL METHODOLOGY AND INVESTIGATIVE PROCEDURES:

The Panel used the following methodology and procedures during the assignment:

- In the course of investigating this matter the panel reviewed the governing documents of NCBTMB, correspondence or relevant parties and the non-profit corporate laws of the Commonwealth of Virginia.

- Panel members conducted interviews with 12 individuals. Interviewees were advised that that their comments would not be specifically attributed and that their privacy would be protected as much as possible without compromising the report.
- Provide a written report to the Board with conclusions, recommendations and suggestions.
- Discuss the report in an executive session with the Board.

C. STATEMENT OF FACTS DEVELOPED BY PANEL INVESTIGATION

Removal of Directors

In the late summer of 2006 it came to the attention of the NCBTMB staff that several NCBTMB members were not receiving election ballots from the Association. Staff investigated and determined that one of the reasons why a member did not receive a ballot was that the member's certification had lapsed prior to June 30, 2006. Given that several leaders had complained, and with this discovery, Acting Executive Director Barry Franks decided to check the certification status of the members of the NCBTMB Board. This certification status check, conducted sometime during October of 2006, resulted in the discovery that the certification of Board members Donna Feeley, Neal Delaporta and Monica Reno had lapsed.

In regard to the Association's formal and informal procedures for the handling of expiring certification and the situation at the time of this matter we learned the following. NCBTMB policies and procedures *require* that certificants receive notice of their impending certification expiration "...approximately one year and then again at three months prior to the certificate expiration..." (NCBTMB Policies and Procedures Section II –F- 2). Although the computer system, which generated the renewal notices and the online renewal process was operative from late 2005 through December of 2006, management failed to operate it and generate the notices for certificates expiring in 2006. Certificants did not receive the required notification from headquarters during this period. (*This same system was used to send reminders to certificants who are due to expire in 2008.*) The association has an online renewal process, which was also deficient during this period as it did not contain all information needed for recertification. In this matter, none of the 2006 Board members (as well as any certificants due to expire from late fall 2005 to December 2006) received notification of expiration from NCBTMB.

Additionally, there was no evidence received by the panel to indicate that any "all certificant alert" or notice was sent to certificants by NCBTMB warning them that expiration notices were not being sent out, or that the online renewal process was not working and that they should carefully check their certification expiration dates during this period. *From all evidence presented it is uncontested that none of the three directors, as well as other certificants, received notice from NCBTMB advising them of the pending expiration of their certification.*

We also learned that there was a previous case where an officer's certification had expired. *This expiration was handled administratively and not handled as a Board action and the person's*

Board eligibility was not questioned. It was handled simply by staff notifying the officer and working out an extension.

In this case, the information about the lapsed certificates was immediately reported by Acting Executive Director Barry Franks to Chair McIntyre. Chair McIntyre was concerned and shocked about this lapse and sought the advice of the association's legal counsel, Doug Swill, a partner with the firm of Gardner, Carton & Douglas (The Gardner firm). On October 24 and 25 Mr. Swill and two lawyers from his firm advised, in writing (Attachment I), that the bylaws did not provide for automatic removal of Board members who have been duly elected, and indicated that a 2/3 vote of the Board was necessary for removal. *The Gardner firm members also cautioned Chair McIntyre to consider the implications of such an expulsion and to consider allowing the delinquent members to recertify or voluntarily resign.*

Chair McIntyre decided not to follow the advice of Association Counsel because she felt that Mr. Swill had a conflict of interest and would be biased because he knew the Board members involved, and in her view did not provide the advice she needed to resolve the matter. On October 30, 2006 Chair McIntyre, without consulting with, or receiving, Board approval sought advice from outside counsel, R Carter Scott, Esq. of Richmond Virginia. Scott was contacted because NCBTMB is a Virginia Corporation and its corporate affairs are governed by the laws of the Commonwealth of Virginia and Mr. Scott is a Virginia lawyer.

Mr. Scott was advised that the three director's certificates had lapsed and was furnished with copies of the association's bylaws and articles of incorporation. *Mr. Scott was not provided with a copy of The Gardner firm's opinion, nor told that the association's counsel had provided an opinion on this matter.* It is not clear if Mr. Scott was advised of the association's notification policy and the problems connected with it, or of the past practices regarding Board member certification expiration.

By letter dated December 20, 2006 Mr. Scott opined that a vote of the Board was not needed to remove the directors because they were "simply ineligible because of their failure to meet the bylaw requirement of certification." Chair McIntyre, acting alone, chose not to share association counsel's letter with the rest of the executive committee or the Board and chose to follow Mr. Scott's advice rather than the advice of the association's legal counsel.

On October 31 and November 1, 2006, the three directors were advised by telephone calls and certified mail that their certification had lapsed and that they were being terminated as directors.

Ms. Feeley, who was the Chair Elect, upon notification checked and determined that in fact her certification had not lapsed. She immediately contacted the association and notified them that she was in good status.

Mr. Delaporta was contacted by telephone by Chair McIntyre and notified that his certificate had lapsed. Delaporta had not received an expiration notice from the Association, but was aware at the time of the call from Chair McIntyre that his certification had lapsed. He was in the process of trying to renew online, but had been unable to do so because of continuing problems with the online recertification procedure. (Mr. Delaporta's initial web recertification application met the

requirements but subsequently the online procedures were revised requiring additional documentation). *Mr. Delaporta asked for the chance to discuss the matter with the Board but was told by Chair McIntyre that he had no right to appear before the Board because his dismissal was automatic.* Mr. Delaporta did in fact attend the Board meeting but was told that he could not speak and present any information and was declared by Chair McIntyre to be off the Board, and no Board vote was taken regarding his expulsion.

Ms. Reno was notified by telephone call that her certificate had expired on the day before her intended departure for the November Board meeting. *Ms. Reno was unaware until that call from Chair McIntyre that her certificate had expired and had not received any notification from the association concerning the expiration.* She indicated that she had been consumed with starting and ramping up her new business and had not given a thought to her certificate. She decided not to appeal the decision because she was told the expulsion was automatic, and she did not want to run the risk of not being reimbursed by the association for her travel expenses to Baltimore to contest. Her cash flow at the time was tight because she was starting a new business.

At the Board meeting the expired certifications matter was handled in executive session. (Apparently minutes were not taken at the executive session). We understand that Mr. Scott participated in the executive session by conference call and told the Board that the bylaws specifically required that a director hold a valid certificate and that a person, who did not have a valid certificate would automatically be ineligible for a directorship. He also told Chair McIntyre that it was her responsibility, (even though the bylaws or policies and procedures do not delegate this responsibility), to remove the Board members. There was some discussion and dissent by some Board members about the process. Mr. Scott responded by informing the Board that this was not a matter about which they could take action. Mr. Delaporta (previously removed by security) was recalled to the Board meeting and asked whether he was certified or not. When he said no, he was advised that he had no right of appeal, was not allowed to present any information to the Board and was asked to leave by Chair McIntyre.

Also at the November Board Meeting, in open election, the Board of seven directors elected the 2007 Officer positions of Secretary/Treasurer and Chair-Elect. At the Board Meeting via conference call on December 4th, the seven Board members elected two new Board Members from a list of five candidates to replace Reno and Delaporta. Concerns were raised about the validity of the election process, but Chair McIntyre chose to proceed. The Board was instructed to disconnect from the conference call and send their vote in by e-mail, then dial back into the conference call to hear the result. The procedure followed by the Board to nominate and elect these new members was created by Chair McIntyre as there are no procedures in the association Bylaws or in the Policies and Procedures concerning the replacement of directors.

Feeley denial of access to Executive Committee and other proceedings.

Donna Feeley was the Chair-elect of the association at the time that it was determined by the staff review that her certification had expired. When Chair McIntyre learned that Ms. Feeley's and other Board members certification had expired she chose not to include Ms. Feeley in the Executive Committee (EC) discussions about how to handle the matter. Chair McIntyre's reasoning was Ms. Feeley had a conflict and should not participate in the EC discussions. There

were no Executive Committee meetings held after Ms. Feeley notified the association that in fact her certification had not lapsed. Chair McIntyre contacted several Board members prior to the meeting, but did not contact Ms. Feeley prior to the Board meeting to apprise her of the decisions made in her absence regarding the use of outside counsel, rejection of association counsel's advice letter or consult with her on the procedures concerning the election of new directors.

Muscolino Matter

The complaint alleged that a request by Dr. Joseph Muscolino, "a committee member and a certificant" for certain NCBTMB documents was denied. We understand that Dr. Muscolino is a Subject Matter Expert member of the Examination Committee and as such is not eligible for certification. Because he was not a certificant his request for information was denied by Acting Executive Director Barry Franks.

We verified that Dr. Muscolino is not a certificant, and learned that he was seeking the requested information to assist other volunteers in the preparation of the complaint. His request was refused by the association on the grounds that he was not a certificant and not entitled to receive the information.

D. STATEMENT OF FINDINGS

1. Chair McIntyre should have shared the opinions of the association's legal counsel with the Board and obtained Board approval to seek additional advice from outside counsel after review and discussion of the opinion.
2. Chair McIntyre should have shared Mr. Swill's and the other two firm attorney's opinion with outside legal counsel and presented outside counsel with the association's Policies and Procedures and advised him that these procedures were not followed in regard to the expired certificants.
3. The decision regarding the procedure to be followed in dealing with the expired certificants should have been made by the Board rather than having been made by Chair McIntyre and the Executive Committee, as the Board has the fiduciary and legal responsibility to resolve such matters. In this case the Executive Committee's (the Chair and Secretary / Treasurer) decision was presented to the Board as a *fait accompli*. Outside counsel's opinion was presented as the definitive answer and the Board was not advised of the contrary approach provided by the association's legal counsel.
4. The entire matter should have been submitted to the Board for review before the directors were given expulsion letters. This process would have permitted the Board to fully develop the facts and circumstances; review association policies and procedures and past precedent; provide the directors with a right to be heard; consider the advice of both lawyers; discuss alternative solutions, such as speedy recertification or allowing them to resign without embarrassment; and most importantly, *consider what was best for the association as a whole*. There was no need or justifiable reason for a rush to judgment in dealing with such important issues. Significant

competition in the marketplace or voting on large contracts are no justification to hurry an important decision, upon which no one knows for sure what the appropriate decision making policy or procedure should or ought to be. It is situations like these that require the input, deliberation and thoughtful reflection by the fiduciary body acting as a Committee of the Whole.

5. Chair-elect Feeley should have been immediately brought back into the discussions concerning the options available to handle this matter at the Board meeting as soon as it was discovered that she was in fact certified. The panel determined that no Executive Committee meetings were held without her after she advised that her certification had not lapsed. As Chair elect, her counsel would have been critical in developing the best strategy to recommend to the Board concerning to how to handle this situation.
6. Minutes should have been taken at this and all Executive Committee meetings and forwarded to the Board for review and receipt.
7. It would not have harmed the association to provide volunteer committee member Joe Muscolino with the requested information. Legally the association would have been required to at least provide him with a copy of the bylaws or other documents in the public domain had he made a formal request.

E. RECOMMENDATIONS REGARDING DIRECTOR REMOVAL

1. The Board should rescind the actions of Chair McIntyre and review the expulsion of the directors in accordance with the procedures set out in the opinions of the association's legal counsel (the Gardner firm). The newly appointed directors should recuse themselves from these discussions.

In their deliberations the Board should also take into account association policies and procedures; the facts and circumstances concerning the gross failure on the part of the management to notify the directors and other certificants of the expiration date, or at least warn the certificant body of the problem; the on-line renewal issues; past precedent; the statements of Delaporta and Reno; and, most importantly, *what decision is best for the association as a whole*.

2. If the Board determines that expulsions were improper, then the removed directors should be reinstated subject to their renewing their certification within thirty (30) days from the date of notification of reinstatement. The appointed directors would be dismissed and given the support of the Board for future Board elections. If Delaporta and Reno are reinstated they should not be penalized from the possibility of serving as officers by virtue of term limitations. If as a result of this action they are prohibited from doing so, adjustment in their terms should be made in accordance with Bylaw provision 6.2 which defines terms as "full terms." Because of their removal, if reinstated, they would not have served "full terms."

3. In regard to the officer elections, we are not recommending that the elections be overturned if the officers would have been elected without the vote of the newly appointed directors. The rationale for this decision is that according to Robert's Rules the election is legal unless its

outcome would have been determined by illegal votes. Further, assuming that the officers began their terms on January 1, they will have already served one-third of their term, and it does not make sense to remove them and have a new election at this time. If the Board determines that the election was illegal due to the vote count then new officers will have to be elected.

F. GENERAL GOVERNANCE RECOMMENDATIONS

1. Policies and procedures should be drafted concerning the notification and maintenance of director certification.
2. It is improper for the association to refuse access to public documents such as the bylaws, to volunteers and policies procedures should be implemented for future guidance for proper dissemination of documents to certificants, committee members and the interested public. These rules should be in compliance with applicable disclosure laws.
3. The Board needs to elevate its agenda issues to broader professional policy issues, strategic planning, financial investment policy, key management issues and new challenges of board orientation and self-assessment. Bylaws have been dominating Board discussion time lately as time has been spent amending the bylaws 18 times in the past 12 years. In 1998, the bylaws were amended on five separate occasions. Clearly this is not a good or valuable use of Board time and energy. It indicates bylaws are being used to craft policy issues rather than serve as the guiding legal document on structure and authority. It should be the policy and procedures manual that is the more dynamic document, evaluating and revising operational protocols as appropriate and tied to the more general Bylaws.
4. Once a nominating committee is appointed by the Board, that committee should oversee the independent process of providing a slate of candidates for expiring positions on the Board/executive committee, including getting assurance from the Leadership Development Committee that candidates are appropriately certified. The Board might consider combining the Leadership Development Committee and Nominating Committee to be the one committee responsible for identify, qualifying and advancing capable leaders for the Board and key committee posts. This committee would also be responsible for making recommendations to fill any vacancies occurring mid-term and their recommendations need to then be approved by a 2/3 vote of sitting and eligible Board members.
5. The Board should conduct a fresh review and evaluation of duties and responsibilities to be assigned the Executive Committee and to spell out how and when that committee meets and reports back to the full Board on any meetings/conference calls. Minutes should be kept of all Executive Committee meetings with voting records and a set of minutes. It is not possible to reconstruct accurately proceedings without accurate minutes. Executive Sessions should also have minutes taken and kept by the Secretary or sealed and kept by the association to be reviewed as needed.

6. We encourage the Board to conduct an annual performance assessment of its own work, both individually and collectively. There are resources available, which could provide model assessment exercises to consider.
7. We strongly urge the Board to adopt an annual orientation session for incoming directors, facilitated by the incoming chair, the chief executive officer and an outside facilitator. This session would be focused on Board fiduciary and other responsibilities, duties, stewardship, staff/board relationship and a briefing on governing documents, role and selection process of outside professionals (i.e., legal, accounting) and a session on understanding the operating budget and its use as a management and reporting tool for the elected leadership.
8. Language relating to Board eligibility, qualifications and removal/replacement should be updated and consolidated into one section of the bylaws. Any declaration of a vacancy and subsequent selection of a successor should be a Board responsibility and function, never assigned to a smaller group or one individual.
9. Expand the Executive Committee to four members (three voting), separating secretary and treasurer.
10. Consider the formation of a past chairs council which could be appointed annually by the Board with some rotation in the membership annually. This group, ideally no more than 5-6 members, could serve as an advisory body to the Board but should serve without vote. Their attendance at Board meetings would not be required although several could be invited from time to time.
11. Consider adding an affiliate category for non-certified professionals in the field who might benefit from affiliation with NCBTMB early in their careers.

G. BOARD MEMBER FIDUCIARY, LEGAL AND ETHICAL RESPONSIBILITIES

In order to assist Board members in understanding their fiduciary legal and ethical responsibilities we have attached hereto (Attachment II) a guideline document outlining these responsibilities.

TO: Elizabeth McIntyre
Barry Franks

FROM: Robyn Shapiro
Julie Rusczek

CC: Doug Swill

DATE: October 25, 2006

SUBJECT: Certification of Board Members

This memorandum outlines two approaches for addressing issues related to Board members whose NCBTMB certification has expired, in light of Section 6.2 of the NCBTMB Bylaws (“Bylaws”), which states: “Members of the Board of Directors, except for public member(s), must: 1) be credentialed by NCBTMB, 2) have a minimum of three (3) years experience in the profession of therapeutic massage and bodywork, and 3) be in good standing with the NCBTMB.” In discussing such approaches, this memo includes relevant excerpts from the Bylaws, Virginia Nonstock Corporation Act, and Robert’s Rules of Order (10th Edition), which the Bylaws designate as parliamentary authority for the conduct of Board and Committee meetings unless otherwise provided in the Bylaws.

- **Automatic Removal.** The Bylaws do not explicitly provide for automatic removal of Board members who no longer meet the qualifications set forth in Section 6.2. By way of comparison, medical staff bylaws (which govern physicians’ membership on a hospital medical staff and their clinical privileges to practice in the hospital) typically contain language explicitly stating that if a physician no longer meets the basic requirements for membership, his/her membership and privileges are automatically terminated. In addition, parliamentarian Sigrid Crane has indicated that Robert’s Rules do not provide for automatic removal of Board members who have been duly elected. Accordingly, it appears that there may be inadequate support for automatic removal of the Board members in question.
- **Board Vote Regarding Removal.**
 - Request Voluntary Resignation. In an effort to minimize disruption and discord, prior to any Board action, it would be advisable for the three Board members whose certification has lapsed to be asked to voluntarily resign. The individual making the request should explain to each Board member that he/she no longer meets the requirement that all Board members (except public members) must be credentialed by NCBTMB and that, in order to fulfill his/her fiduciary obligation to the organization to uphold its policies and procedures, he/she should

voluntarily resign from the Board. If one or more of the Board members does not voluntarily resign, the Board could proceed with a special meeting and vote on removal, as further described below.

- Notice. The Bylaws provide that “Special meetings may be called with adequate notice...by the Chair. Notice shall include the date, time and business to be conducted. No other business shall be transacted except that mentioned in the notice of the special meeting or agreed to by a majority vote of the Board of Directors at such meeting.” Robert’s Rules (§ 9, p. 89, l. 15-17) provide that the time, place, and exact purpose of the special meeting must be given to Board members a “reasonable” number of days in advance. Virginia law provides that special meetings shall be held upon such notice as is prescribed in the organization’s bylaws. Va. Code Ann. § 13.1-866. Therefore, there is no specific time period for notice of the special meeting, but such notice must be “adequate” and “reasonable.” (We have not found any authority suggesting that NCBTMB could omit provision of notice to the three affected Board members.)
- Quorum. The Bylaws provide that a quorum for the conduct of business at regular or special meetings shall be two thirds of the current Board of Directors. Therefore, if fewer than 6 Board members attend the special meeting, then the Board will not be able to take action because a quorum will not be present. (See also Robert’s Rules, § 40.)
- Number of Votes Required for Removal. Section 6.7 of the Bylaws states that “The Board of Directors may, by two-thirds vote of its at-large members, remove any Director for cause.” The plain meaning of this statement suggests that 6 votes (2/3 of the 9 at-large members) are required to remove a director. The provision in Robert’s Rules (§ 44, p. 388, l. 3-6) stating that “A *two-thirds vote*—when the term is unqualified—means at least two thirds of the votes cast by persons legally entitled to vote, excluding...abstentions,” likely does not apply because the term “two-thirds vote” is qualified by the phrase “of its at-large members” in the Bylaws. Section 44 (p. 389-99) of Robert’s Rules further explains that the concept of a two-thirds vote may be modified by including the set of members to which the proportion applies. One example provided is that, in an organization that includes 150 members, a two-thirds vote of the entire membership is 100. In light of this analysis, the most reasonable reading of the Bylaws requires an affirmative vote of 6 members to remove a director.¹
- Thorough Consideration. Prior to any vote on this issue, the Board should be thoroughly aware of its meaning, impact and implications. Among information that the Board considers is information about the past case in which a director was removed due to failure to maintain certification. The Board should specifically

¹ Assuming that all three affected members would vote not to remove him/herself and the others, the issue of whether these three may vote is moot.

consider whether there is reason to deviate from that precedent in the situation at hand. In addition, the Board should consider the precedent it will set for the future in taking action in this case, in that if the Board votes to remove the three Board members in the instant case, it will be more difficult to justify not to remove members in similar situations in the future.

- Alternative Resolution. In the event that the Board is asked to vote on a resolution to remove the three Board members and such resolution does not pass, an alternative resolution that upholds the integrity of the Board and the organization in this situation should be presented. Such a resolution, e.g., could require that the three Board members submit recertification applications as soon as possible and that such applications be processed as soon as possible in order for the members to attain recertification, and that if recertification is not achieved within a specified time period, the Board will take further action. In addition, the Board should consider Bylaw revisions that would provide clearer guidance on situations wherein Board members fail to maintain requisite qualifications (e.g., a resolution that would revise the Bylaws to provide that failure to meet the qualifications set forth in Section 6.2 of the Bylaws at any time during a Board member's term shall result in automatic removal from the Board).

NCBTMB Board Member Responsibilities

Individual NCBTMB Board Members have a fiduciary, legal and ethical responsibility to act in a way which ensures that NCBTMB operates in the best interests of its certificants. This requires that each member act in good faith and exercise reasonable care in carrying out his or her legal and fiduciary duties. This paper provides key information concerning the following areas of concern:

A. Legal Obligations of Board Members:

The law requires that every Board member follow the rule of the reasonably prudent person and the principle of good faith.

The rule of the reasonably prudent person means that the Board will not:

- Mismanage NCBTMB by deviating from fundamental management principles, such as planning carefully for the future of NCBTMB, regularly reviewing the financial status of NCBTMB, and monitoring compliance with Board policies.
- Fail to govern by utilizing all control systems to govern NCBTMB.
- Be involved in self-dealing that provides personal gain to Board members.

The principle of good faith means that Board members will:

- Attend all Board and committee meetings and be a part of Board actions.
- Read and understand NCBTMB's policies and Bylaws.
- Pay attention to corporate affairs and keep informed about organization activities.
- Ensure that NCBTMB is in compliance with legal requirements.
- Avoid self-dealing.

The responsibilities of the NCBTMB Board members are to:

- Ensure the perpetuation of the organization.
- Govern the organization's resources.
- Maintain, develop, and expand programs and services for the certificants.
- Make decisions based not on personal interests, the interests of the member's company, or other special interests, but always on what is best for the majority of the certificants.

- Act in good faith and in the best interests of the organization.
- Ensure the safety and protection of NCBTMB's assets and resources.
- Act as visionaries for the organization.
- Insure that the organization has sufficient resources and staff to carry out Board policies.
- Delegate to NCBTMB's Chief Executive Officer the responsibility for carrying out the Board's policies and procedures.

B. Authority of Board Members:

NCBTMB members have authority only when acting as a body in regular or special meetings of the Board. NCBTMB and/or the Board will not be bound in any way by any statement or action by any individual Board member except when such statement or action is in pursuance of an adopted Board resolution or special instructions by the Board, or under specified delegation of responsibility. All members of the Board share in a joint and collective authority, which exists, and can only be exercised when the group is in session and vote when a quorum is present.

C. Board Member Commitment:

Serving as a Board member of NCBTMB involves a very special commitment. To meet that commitment, Board members are expected to:

- Ensure adherence to NCBTMB's mission.
- Attend and actively participate in all of the Board's meetings, and notify the Chief Executive Officer and Board Chair of anticipated absence.
- When absent from a meeting, review minutes and results of the missed meeting.
- Do their homework to be prepared to participate fully in Board and committee meetings.
- Act only with the full Board, not individually unless authorized to do so by the full Board.
- Speak for the full Board only when the full Board sanctions their doing so.

D. Board Member Rights:

Members of the NCBTMB Board are granted certain specific rights. All Board members have the right to:

- Receive notice of Board meetings and the agenda.
- Attend and participate in Board meetings.

- Examine NCBTMB's books, records, meeting minutes, and financial statements.
- Place items on the Board meeting agenda at the appropriate time.

E. Board Member Conflict of Interest:

Board members have a duty to subordinate personal and individual business interests to the welfare of NCBTMB and the certificants. Conflicting interests can be financial, personal, or professional.

Board members are prohibited from receiving gifts, fees, loans or favors from suppliers, contractors, consultants, or financial agencies, that might obligate or induce the Board member to compromise their responsibilities.

Board members are prohibited from knowingly disclosing information about NCBTMB to those who do not have a need to know or whose interest may be adverse to NCBTMB, either inside or outside NCBTMB. Board members may not in any way use such information to the detriment of NCBTMB.

Board members may not have a significant financial interest in any property which NCBTMB purchases, or a direct or indirect interest in a supplier, contractor, consultant or other entity with which NCBTMB does business.

Board members must disclose any professional relationship that they have in connection with their employment or participation in other professional organizations.

Since it is not possible to write a policy that covers all potential conflicts, Board members are expected to be alert for and avoid situations that might be construed as conflicts of interests.

Any possible conflict of interests on the part of any Board member should be disclosed to the other Board members and made a matter of record, either through an annual procedure or when the interest becomes a matter of Board action.

Any Board member having conflict of interest or possible conflict of interests should not vote or use his/her personal influence on the matter, and he/she should not be counted as part of a quorum for the meeting. The minutes of the meeting should reflect that a disclosure, the abstention from voting and the quorum result.

These restrictions should not be construed as preventing the Board member from briefly stating his/her position in the matter, nor from answering pertinent questions of other Board members, since his or her knowledge could be of assistance to the deliberations.

F. Duty of Board Members Not to Compete:

A Board member may not use his/her position on the NCBTMB Board to prevent NCBTMB from competing with the Board member's business. It is expected that Board members, even after they complete Board service, will not use confidential information acquired by virtue of being a member of the Board.

G. Ethical Obligations of Board Members.

Board members are required to act in an ethical manner. This means that Board members will:

- Recognize that the Board member's job is to ensure that NCBTMB is well managed, not to manage NCBTMB.
- Listen carefully to fellow Board members, and those served by NCBTMB.
- Respect the opinion of other Board members.
- Respect and support the majority decisions of the Board.
- Recognize that all authority is vested in the Board when it meets in legal session and not with individual Board members.
- Keep well informed of developments that are relevant to issues that may come before the Board.
- Participate actively in Board meetings and actions.
- Call to the attention of the Board any issues that he/she believes will have an adverse effect on NCBTMB or those NCBTMB serves.
- Attempt to interpret the needs of constituents to NCBTMB and interpret the action of NCBTMB to its constituents.
- Represent all constituents of NCBTMB and not a particular industry segment or special interest groups.
- Consider him/herself a "trustee" of NCBTMB and do his best to ensure that NCBTMB is well maintained, financially secure, growing and always operating in the best interests of constituents.
- Treat all employees, consultants, and others working with NCBTMB, with respect and in compliance with NCBTMB policies.
- Always work to learn more about the Board member's job and how to do it better.
- Declare any conflict of interests between personal and individual business life and the member's position on the NCBTMB Board, and avoid voting on issues that appear to be a conflict of interests.
- Members of the NCBTMB Board will not:
 - Be critical, in or outside of the Board meeting, of other Board members or their opinions.
 - Use NCBTMB or any part of NCBTMB for their personal advantage or the personal advantage of friends or business associates.

- Discuss the confidential proceedings of the Board outside the Board meeting.
- Promise prior to a meeting how the Board will or will not vote on any issue.
- Interfere with duties of the Chief Executive Officer or undermine the Chief Executive Officer's authority with Board or staff.
- Indulge in personal relationships in interaction with the staff that would be deemed to be inappropriate.

By following the information in the areas above, the board member will always act in the best interest of the organization with the interests of the certificants in mind at all times.