



**Autism Alliance of Canada**



**Alliance canadienne de l'autisme**

# GOVERNANCE HANDBOOK

December 2022

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## INTRODUCTION

Autism Alliance of Canada is directly accountable to its members through its Board of Directors.

Autism Alliance of Canada's Board of Directors is responsible for providing the strategic leadership and operational support necessary to establish and meet Autism Alliance of Canada's vision, mission, goals and objectives.

## BACKGROUND

In 2007, the Canadian Autism Spectrum Disorders Alliance (CASDA), a national coalition of autism related professionals and community partners, was formed. Following the release of the Standing Senate Committee on Social Affairs, Science and Technology report entitled, *Pay Now or Pay Later: Autism Families in Canada*, a number of leaders from Autism specific organizations from across Canada initiated an alliance to ensure that the momentum created by the release of the report continued.

The members of CASDA identified a single focus for their work: to work with the federal government and its departments to develop a National Autism Strategy. By reaching out to leaders in the autism sector from across Canada, CASDA undertook the process of developing a collective voice for autism in Canada and a unified body with which our government could work. Through CASDA, the autism community has come together to provide a strong national voice to advance the collective messages of our sector. Committed to a shared leadership model of collaboration, CASDA and its members have worked to promote the federal government's commitment to the development and implementation of a National Autism Strategy.

As CASDA's credibility as an authoritative source of information, data and stakeholder engagement expanded and it began to get involved in projects that enabled it to receive federal grant funds, CASDA became incorporated as a not-for-profit corporation in 2015.

During the Canadian Autism Partnership Project (CAPP), a national consultation project in 2015-2016, CASDA undertook to ensure meaningful engagement with Autistic self-advocates. Since that time, and as the sector evolves and matures, Autistic adults have been involved in all levels of CASDA activity, from its Board of Directors, committee membership, presenters and participants at the annual Leadership Summit, to authors and editors of the Canadian Journal of Autism Equity as spokespersons for what CASDA stands for.

In 2019, CASDA became a successful recipient of a federal grant that allowed the board to hire a staff member full-time. In the following months, the federal government announced a commitment to develop a National Autism Strategy. Today, CASDA continues to be a forward-thinking organization, guiding the development of a National Autism Strategy and remains responsive to emerging policy gaps in the sector.

In 2022, CASDA embarked on a brand refresh to reflect the evolution of the organization. As part of this process a new name was adopted to reflect a more holistic and strength-based approach to autism. At the April 6, 2022 Annual General Meeting, organization and community members voted unanimously to ratify the new name, Autism Alliance of Canada.

## **Our Vision**

Autism Alliance of Canada is a national alliance working together for the rights of Autistic people and their families.

## **Our Mission**

We address priority issues that Autistic persons and their loved ones face across the lifespan.

## **Our Strategy**

We do this by facilitating dialogue, advancing research, and working with governments to develop and implement a National Autism Strategy.

## **BOARD STRUCTURE AND ROLES**

### **Composition**

Autism Alliance of Canada is directly accountable to its members through its volunteer Board of Directors (no fewer than 3 and no more than 15 Directors).

All Directors are elected for two-year terms and are voting members of the Board. The volunteer Board is normally comprised of:

- A minimum of five individuals employed by Organization Members, including representation from National Autism Organizations
- A minimum of five Community Members

The Board of Autism Alliance of Canada represents its diverse membership with a balance of skills that allows the Board to appropriately serve its members. Representation reflects the national, regional, linguistic and cultural diversity of Canada. Autism Alliance of Canada has limited capacity for paid employees so Directors are often asked to contribute their time and leverage the capacity of the organization or group they represent. Therefore, all Organization Member Directors must have the ability to enter into commitments on behalf of their organization.

### **The Board's Role**

A governance board is responsible for developing objectives to enable an organization to achieve its mission and for making decisions that guide the organization towards achieving those objectives. An operational board is responsible for the organization's daily operations. Over the last several years Autism Alliance of Canada's Board has been moving from an operations model to that of governance.

Autism Alliance of Canada Board of Directors provides governance to the corporation to ensure overall direction, effectiveness, supervision and accountability through regular meetings as well as meetings of the committees of the Board – Governance, Internal Affairs, External Affairs and Canadian Autism Leadership Summit Planning.

All Directors are voting members of the Board and, in all situations, are expected to hold the interests of Autism Alliance of Canada members above personal or organizational interests.

The Chair shall preside at all Board meetings, and shall have a deciding vote in the event of a tie.

## INDIVIDUAL RESPONSIBILITIES OF DIRECTORS AND OFFICERS

Directors and officers have a fiduciary responsibility to Autism Alliance of Canada. Every Director and officer is required to exercise his/her/their powers and discharge his/her/their duties by:

- Acting honestly and in good faith with a view to the best interests of the corporation; and
- Exercising the care, diligence and skill that reasonably prudent person would exercise in comparable circumstances.

In addition Directors are expected to:

- Attend all Board meetings;
- Act as a spokesperson for the organization, serving as a representative of the organization to both internal and external constituencies;
- Participate on at least one Board committee; and
- Adequately prepare for Board and committee meetings. Adequate preparation is essential and should be factored into the overall time commitment expected from Board members.

To carry out these responsibilities, the Board usually meets in person and/or via video or teleconference bi-monthly with committee meetings occurring approximately five times per year.

## **OFFICERS OF THE CORPORATION**

As described in Article 18 of Autism Alliance of Canada's by-laws, the Board may designate the officers of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and subject to the Not-for-Profit Corporations Act, delegate to such officers the power to manage the affairs of the Corporation. An officer may, but need not be a Director. A Director may be appointed to any office of the Corporation. Two or more offices may be held by the same person and two people may simultaneously hold the same office. Officers are typically appointed at the first Board of Directors meeting after the Annual General Meeting. To facilitate succession planning officers may be appointed for a one or two year term.

### **Chair**

The Chair presides over all meetings of the Board and the Annual General Meeting. The Chair works cooperatively with Autism Alliance of Canada employees and provides leadership to the Board. The Chair is accountable to the Board of Directors and members. The Chair is aware of and fulfills governance responsibilities and complies with applicable laws and bylaws to conduct Board business effectively and efficiently. The Chair is also accountable for their performance.

### **Role**

- Ensure the integrity and effectiveness of the Board's governance role and processes.
- Preside over all meetings of the Board.
- Act as a spokesperson for the organization, serving as a representative of the organization to both internal and external constituencies.
- Sit as an ex officio member of all Board committees.

### **Responsibilities**

- Ensure that the Board adopts an annual work plan that is consistent with the organization's strategic direction, mandate and vision.
- Ensure that the work of the Board committees is aligned with the Board's role and annual work plan and that the Board respects and understands the role of Board committees.
- Ensure Board succession by working with the Governance Committee to ensure there are processes in place to recruit, select, and train Directors with the skills, experience, background and personal qualities required for effective governance and operations.
- Oversee the Board's evaluation process and provide constructive feedback to individual committee chairs and Board members as required.
- Ensure that the Board governance structures and processes are reviewed, evaluated and revised from time to time.
- Fulfill other powers and duties from time to time, as prescribed by the Board to the office.
- Perform all duties stated in the Autism Alliance of Canada Board Member Position Description.

## **Vice Chair**

During an absence or inability to act as the Chair, the duties and powers of the Chair may be exercised by the Vice-Chair.

## **Responsibilities**

- Act as a spokesperson for the organization, serving as a representative of the organization to both internal and external constituencies.
- Fulfill other powers and duties from time to time, as prescribed by the Board to the office.
- Perform all duties stated in the Autism Alliance of Canada Board Member Position Description.

## **Secretary**

The Secretary performs the tasks and functions normally performed by a secretary as well as other duties as may from time to time be prescribed by the Board. The Secretary attends all meetings of the Board, acts as its clerk and records all votes and minutes of proceedings in the book kept for that purpose. The Secretary gives notice of all meetings to the members and the Board. Additionally, the Secretary is responsible for ensuring government filings are completed in such a manner that the Corporation maintains its not-for-profit corporation status with Industry Canada. The Secretary may delegate his or her duties to other officers or employees to the extent and in such a manner as the Secretary may determine.

## **Treasurer**

The Treasurer Chairs the Internal Affairs Committee. The Treasurer oversees the financial affairs of the organization to ensure they are legal, constitutional and within accepted accounting practice. The Treasurer works with the Internal Affairs Committee to ensure proper records are kept and that effective financial procedures are in place. They monitor and report on the financial health of the organization and oversee the production of necessary financial reports/returns, accounts and audits.

## DIRECTOR SUCCESSION PLANNING

Boards have a duty to address major business risks to which the corporation may be exposed, including the inevitable loss of Directors from the Board. Identifying appropriate candidates is accomplished through careful consideration and planning. Autism Alliance of Canada's Governance Committee develops, regularly reviews and revises Board succession plans and assesses and makes recommendations regarding nominees for election and re-election to the Board.

### Succession Planning

The most critical step in Board succession planning is identifying the optimal Board composition and skills matrix. A skills inventory table is kept up to date to assist with these discussions.

The essential qualifications for Directors are as follows:

- Current Organization or Community Membership in the Alliance, with membership status in good standing
- Brings qualities that reflect the national, regional, linguistic and cultural diversity of Canada;
- Possesses superior leadership and communication skills;
- Has insight to help shape autism information directions, policies and programs; and
- Has the capacity to attend Board Meetings and engage in Board activities, as required.

Asset qualifications for Directors are considered as follows:

- Has a thorough understanding of and commitment towards Autism Alliance of Canada's vision and mission;
- Is well networked and able to reach out to and influence opinion leaders/decision makers; and
- Brings visibility to and enhances the profile of Autism Alliance of Canada.

Other qualifications may be sought in areas such as research/economics, government relations, finance, health professions, population health and privacy, to ensure the required oversight can be provided.

## **DIRECTOR ELECTION PROCESS**

The Governance Committee assesses and makes recommendations regarding nominees for election and re-election by the Members of the Corporation. The process followed to assist with electing Directors is as follows:

- Nominations for an appointment on the Board of Directors shall be made by Autism Alliance of Canada members and delivered to the Board of Directors Chair.
- The Governance Committee may also recruit nominations based on gaps identified in the skills matrix.

Each year the nomination process will be communicated to members.

### **Assessment**

Once individuals have been identified to fill a vacancy or vacancies on the Board, the Governance Committee meets to consider the candidates. When reviewing the composition and skills mix, Governance Committee members consider the following:

- Whether the Board lacks skills that may prove critical to understanding and managing current and future business operations;
- Whether more than one Director should possess skills that are critical to current or future business operations. Such redundancy helps when sustaining the loss of Directors; and
- The importance of maintaining adequate depth of critical skills; however, candidates should also offer diversity of experience, skills and viewpoints.

### **Elections**

Following its assessment of nominees, the Governance Committee makes a recommendation to the Board of Directors to be voted upon at the Annual General Meeting or at a special meeting of the members.

### **Terms of Office and Re-Election**

The term for a Director is two (2) years, commencing upon the adjournment of the Annual General Meeting at which the Director was elected.

A Director is eligible for election or designation as a Director for two consecutive terms not to exceed, in the aggregate, six (6) years. This limitation can be abrogated to permit a Director to serve in the office of Vice Chair and can be additionally abrogated to permit a Director who holds the office of Vice Chair to serve in the office of the Chair. An individual would ideally not serve a term of more than 2 years in the role of Vice-Chair, Chair, Past-Chair, Secretary or Treasurer. Furthermore, this limitation does not apply to employees of the National Autism Organization Members.

When a Director is eligible for re-election and has continued interest in serving as a Director, the Governance Committee reviews his/her/their qualifications within the context of the skills matrix and then makes recommendations at the Annual General Meeting to the Members of the Corporation regarding re-elections.

## **BOARD POLICIES**

An effective Board develops the policies, processes and procedures necessary to carry out its responsibilities. This sets the foundation for good corporate governance and sound risk management.

One code and three policies apply to Autism Alliance of Canada's Board of Directors:

- Code of Conduct
- One Voice Policy
- Travel Policy and
- Remuneration Policy
- Conflict of Interest Policy
- Confidentiality Policy

These policies are provided in Appendix B.

## **BOARD COMMITTEES**

Standing Board committees are established to conduct specific activities that contribute to the fulfillment of the Board's or the organization's mandate and to allow the full Board to focus on more strategic matters. The Board committees benefit from the skills and expertise of Board members as well as community members appointed to certain committees. Other committees may be struck on an ad hoc or advisory basis, or from time to time, to ensure that Autism Alliance of Canada has the capacity to take on additional projects.

Autism Alliance of Canada's Board has five standing committees:

- Internal Affairs Committee (IAC);
- Governance Committee (GC);
- External Affairs Committee (EAC)
- Canadian Autism Leadership Summit Planning Committee (CALSPC); and
- Jim and Ginette Munson Autism Leadership Award Committee.

As required, time limited, ad-hoc or advisory committees may be struck by the Board of Directors.

### **Committee Role and Responsibilities**

The role of each Board committee is to oversee specific activities of the organization as well as activities of the Board (for example, governance practices and recruiting new Board members). Each Board committee has a set of responsibilities that ensures that the full Board can stay focused on matters of strategic importance. Board committee updates are provided to the full Board at each of its meetings, and committee recommendations are brought forward as required. The full Board then undertakes its own deliberation process prior to determining its approval of specific activities.

### **Committee Chairs and Members**

The Governance Committee makes recommendations regarding committee membership as new Directors are recruited to the Board. The process entails carefully considering the skills/expertise required on each of the committees and matching these to the skills/experience of current Board members. The process also involves ensuring that representation on these committees is balanced among regions and representation types, as well as ensuring a balance in workload among Board members. For committee chairs, the process is the same, in addition to ensuring the members' willingness to undertake the extra work required by committee chairs. Once a Board member is identified as a prospective committee member, he or she is approached regarding his or her ability and willingness to become a member and/or chair of a particular committee. Committee Chairs are appointed by the membership of each committee.

## General Committee Guidelines

- All committees report to the Board of Directors.
- The Governance, Internal Affairs and External Affairs Committees meet every other month, and a minimum of four times per year. The CASLPC typically meets weekly in the months leading up to the Canadian Autism Leadership Summit. The Munson Autism Leadership Award committee typically meets approximately four times per year.
- Committee minutes or a summary report will be prepared and sent to the Board Chair to be included in Board Meeting materials.
- Members may participate via video or tele-conference or in person.
- Meetings will be called at the request of the committee chair.
- The Committee Chair shall preside at all Committee meetings, and shall have a second and deciding vote in the event of a tie. In the absence of the Committee Chair, the other members of a Committee shall appoint one of their members to act as Chair for that particular meeting.

## Membership

Members of each Committee are appointed by the Board of Directors. Each Committee shall consist of the following:

- One Board member who will act as Chair of the committee
- At least two other Board members
- The Autism Alliance of Canada Board Chair is an ex-officio member.
- The Senior Manager is a standing ex-officio member (non-voting).
- The Committee may appoint a Co-Chair as necessary.

## Quorum

A majority of voting members will constitute a quorum.

## Decision Making and Voting

Whenever possible, decisions will be made by consensus. If consensus cannot be reached, the issue will be put to a vote. If requested, dissenting views will be recorded in the minutes.

Staff and other resources to the Committee are non-voting members on all committees

## COMMITTEE TERMS OF REFERENCE

### Internal Affairs Committee

#### Mandate and Responsibilities

The purpose of the Internal Affairs Committee is to provide oversight for all internal and operational issues, including those related to finance and human resources.

Specifically, the Committee will be responsible for:

**a) Human Resources:**

- Lead the process to recruit and conduct the annual performance review of the Senior Manager.
- Approve appropriate compensation and benefit policies for the organization.
- Ensure that the organizational capacity and employee base can substantiate long-range goals.
- Ensure that management succession is properly planned.

**b) Operations:**

- Approve policies for the overall management and operation of the organization and assess compliance annually.
- Ensure a secure information management system that meets regulatory compliance standards and protects intellectual property.
- Ensure appropriate levels of insurance coverage for the organization.

**c) Finance Planning and Oversight:**

- Work with the Senior Manager to develop an annual budget to be approved by the board, provide financial oversight and ensure adequate and effective management of resources.
- Ensure that the financial structure of the organization will adequately support its current needs and long-term strategy.
- Develop and review financial policies and assess compliance annually.
- Ensure that the board and its committees are adequately informed of the financial condition of the organization and its operations through reports or any appropriate method.
- Ensure that published reports properly reflect the operating results and financial condition of the organization.

**d) Audit:**

- Recommend to the board the appointment of independent auditors annually and, following approval by the Board, present for approval by the members at the Annual General Meeting.
- Specify scope of audit prior to outside audit by no later than November 30 each year.

## Roles

### Committee Chair/Co-Chairs

1. Convene meetings.
2. Create an agenda in consultation with the staff liaison.
3. Chair the meetings of the committee.
4. Ensure that minutes are taken and distributed.
5. Ensure that members of the committee attend meetings regularly and follow through on assigned tasks.
6. Follow-up with committee members who do not regularly attend meetings.
7. Report back to Committee members any discussions at the Board of Directors meetings pertaining to the Committee.
8. Report to the Board at each Board meeting, or before if issues require timely action.

### Committee Members

1. Attend all regularly scheduled meetings or notify the Chair no less than 48 hours in advance if unable to attend.
2. Come prepared; read meeting materials in advance.
3. Ask questions on anything that is not clear.
4. Vote on committee motions.
5. Indicate any conflict of interest prior to discussing a topic and abstain from voting on that topic.
6. Ensure that information is kept confidential.
7. Assume duties as requested by the Chair.
8. Commit to approximately 2 hours a month for committee responsibilities.

### Staff Liaison

1. Arrange meeting location and distribute meeting notices and minutes of meetings.
2. Take, or arrange to be taken, the minutes of the meetings. Minutes of all meetings will be distributed to all Committee members including those who are ex-officio.
3. Undertake other tasks to support the work of the committee as requested.
4. Collect relevant data for the committee.
5. Prepare draft reports for the committee's consideration.

### Meeting Schedule

The Committee will meet every second month and as needed at the discretion of the Chair.

### Accountability

The Internal Affairs Committee is a Standing Committee of and accountable to the Board of Directors and will report to the Board after every meeting, both for information and when a decision (or vote) is required.

The Committee will submit a written report to the Board in advance of every meeting and will develop an annual plan for approval by the Board at its April board meeting.

## Governance Committee

### Mandate and Responsibilities

This committee is responsible for the health and functioning of the board. It recruits new members, conducts orientation, produces board materials, and evaluates the performance of the board itself. This committee is staffed by the Senior Manager, and it is responsible for ensuring the effectiveness of the current board and for recruiting future leadership.

Specifically, the Committee will be responsible for:

#### a) Board Effectiveness

- Annually review the performance of the board (including its composition, organization, and responsibilities) and take steps to improve its performance.
- Provide ongoing counsel to the board chair and board executive on steps they might take to enhance board effectiveness.
- Regularly review the board's practices regarding member participation, conflict of interest, confidentiality, etc., and suggest improvements as needed.
- Periodically review and update the board's policy guidelines and practices.
- Ensure timely and compliant elections of board members and officers.
- Recommend retention and re-election of incumbent board members, as appropriate.
- Recommend the request for resignation or removal of a board member, as appropriate.
- Monitor compliance with nonprofit governance regulations.

#### a) Board Leadership

- Cultivate, recruit and nominate a slate of prospective directors through an ongoing and strategic process and fill vacancies as needed.
- Determine eligibility for and appoint members to board committees.

#### b) Board Knowledge

- Design and oversee a process of board orientation, including information prior to election as a board member and information needed during the first cycle of board activity for new board members.
- Design and implement an ongoing program of board information and education for all board members.

## Roles

### Committee Chair/Co-Chairs

1. Convene meetings.
2. Create an agenda in consultation with the staff liaison.
3. Chair the meetings of the committee.
4. Ensure that minutes are taken and distributed.
5. Ensure that members of the committee attend meetings regularly and follow through on assigned tasks.
6. Follow-up with committee members who do not regularly attend meetings.
7. Report back to Committee members any discussions at the Board of Directors meetings pertaining to the Committee.
8. Report to the Board at each Board meeting, or before if issues require timely action.
9. Monitor compliance with nonprofit governance regulations

### Committee Members

1. Attend all regularly scheduled meetings or notify the Chair no less than 48 hours in advance if unable to attend.
2. Come prepared; read meeting materials in advance.
3. Ask questions on anything that is not clear.
4. Vote on committee motions.
5. Indicate any conflict of interest prior to discussing a topic and abstain from voting on that topic.
6. Ensure that information is kept confidential.
7. Assume duties as requested by the Chair.

### Staff Liaison

1. Arrange meeting location and distribute meeting notices and minutes of meetings.
2. Take, or arrange to be taken, the minutes of the meetings. Minutes of all meetings will be distributed to all Committee members including those who are ex-officio.
3. Undertake other tasks to support the work of the committee as requested.
4. Collect relevant data for the committee.
5. Prepare draft reports for the committee's consideration.

### Meeting Schedule

The Committee will meet quarterly and as needed at the discretion of the Chair.

### Accountability

The Governance Committee is a Standing Committee of and accountable to the Board of Directors and will report to the Board after every meeting, both for information and when a decision (or vote) is required.

The Committee will submit a written report to the Board in advance of every meeting and will develop an annual plan for approval by the Board at its April board meeting.

## External Affairs Committee

### Mandate and Responsibilities

The purpose of the External Affairs Committee is to provide oversight for all external issues – including marketing and communications, membership engagement, and revenue generation.

Specifically, the Committee will be responsible for:

#### a) Marketing and Communications:

- Work with the staff to develop Autism Alliance of Canada's communications plan.
- Ensure adequate resources to implement Autism Alliance of Canada's communications plan.
- Support the staff in implementing the communication plans.
- Monitor and evaluate the quality and effectiveness of Autism Alliance of Canada's communications vehicles.
- Monitor use of social media to increase awareness of Autism Alliance of Canada's mission and mandate and increase engagement with the community.
- Monitor Autism Alliance of Canada's brand guidelines, protect the brand and visual identity (logos, tag lines in both French and English) and ensure that language usage is current and reflects the language that is respectful of the community.
- Support decisions regarding material that should be translated into French, etc.

#### b) Membership Engagement:

- Work with Staff to develop Autism Alliance of Canada's membership plan.
- Review the development of Membership Information Packages.
- Explore new opportunities for membership growth.

#### c) Revenue Generation:

- Work with the staff to identify potential revenue sources, including government grants, foundation grants, fee for service options, research grants and partnership funding.
- Support and guide the financial structure of the Summit.
- Support staff by contributing to and reviewing grant applications.

## Roles

### Committee Chair / Co-chairs

1. Convene meetings.
2. Create an agenda in consultation with the staff liaison.
3. Chair the meetings of the committee.
4. Ensure that minutes are taken and distributed.
5. Ensure that members of the committee attend meetings regularly and follow through on assigned tasks.
6. Follow-up with committee members who do not regularly attend meetings.
7. Report back to Committee members any discussions at the Board of Directors meetings pertaining to the Committee.
8. Report to the Board at each Board meeting, or before if issues require timely action.

### Committee Members

1. Attend all regularly scheduled meetings or notify the Chair no less than 48 hours in advance if unable to attend.
2. Come prepared; read meeting materials in advance.
3. Ask questions on anything that is not clear.
4. Vote on committee motions.
5. Indicate any conflict of interest prior to discussing a topic and abstain from voting on that topic.
6. Ensure that information is kept confidential.
7. Assume duties as requested by the Chair.

### Staff Liaison

1. Arrange meeting location and distribute meeting notices and minutes of meetings.
2. Take, or arrange to be taken, the minutes of the meetings. Minutes of all meetings will be distributed to all Committee members including those who are ex-officio.
3. Undertake other tasks to support the work of the committee as requested.
4. Collect relevant data for the committee.
5. Prepare draft reports for the committee's consideration.

### Meeting Schedule

The Committee will meet every two months on the last Tuesday of the month (1-2PM EST) and as needed at the discretion of the Chair.

### Accountability

The External Affairs Committee is a Standing Committee of and accountable to the Board of Directors and will report to the Board after every meeting, both for information sharing and when a decision (or vote) is required.

The Committee will submit a written report to the Board in advance of every meeting and will develop an annual plan for approval by the Board at its April board meeting.

The following two committees are non-board committees and are therefore open to all members:

### **Canadian Autism Leadership Summit Planning Committee**

The Canadian Autism Leadership Summit Planning Committee (CALSPC) assists the Board with planning the Canadian Autism Leadership Summit.

#### **Roles and Responsibilities**

Plan the Canadian Autism Leadership Summit. Planning activities include: financial oversight, preparing an agenda that supports Autism Alliance of Canada's strategic priorities, meaningfully engaging members.

#### **Membership**

The CALSPC is composed of not less than three Directors and may include members from the community.

#### **Frequency of Meetings**

Weekly for the 6 months prior to the Summit via video or teleconference.

### **Jim and Ginette Munson Autism Leadership Award Committee**

#### **Mandate and Responsibilities**

The purpose of this committee is to identify a deserving recipient for the Jim and Ginette Munson Autism Leadership Award, presented annually at the Canadian Autism Leadership Summit.

Specifically, the Committee will be responsible for:

- a) Developing and maintaining transparent selection criteria and guideline
  - Reviewing criteria and guidelines on an yearly basis
- b) Calling for nominations from the community
  - Work with CASDA staff to develop communication plan and timeline
- c) Vetting nominations and making a recommendation to the AAS Board of Directors regarding the winner
- d) Selecting and purchasing a piece of art produced by autistic artist to be presented as part of the award
- e) Managing logistics around the presentation of the award and delivery of art work

#### **General Committee Guidelines**

- Reports to the AAS Board of Directors.
- The committee shall include at least one Board Member who will act as the Chair of the Committee.
- Meets approximately four times per year with the potential for more frequent meetings when nominations are reviewed.

- Committee minutes or a summary report will be prepared and sent to the Board Chair to be included in Board Meeting materials.
- Members may participate via video, tele-conference or in person.
- Meetings will be called at the request of the Committee Chair.

The Committee Chair shall have a second and deciding vote in the event of a tie.

## APPENDIX A – CORPORATION BY-LAWS

### AUTISM ALLIANCE OF CANADA

### ALLIANCE CANADIENNE DE L'AUTISME

#### ARTICLE 1 – PREAMBLE

- 1.1 The English name of the corporation shall be *Autism Alliance of Canada*. The French name of the corporation shall be *Alliance Canadienne De L'Autisme*. Referred to hereafter as the "Corporation".
- 1.2 There are many terms used to refer to various Autism Spectrum Disorders (ASD) including: Autism, Classic Autism, High Functioning Autism, Autistic Disorder, Asperger Syndrome, Asperger Disorder, Pervasive Developmental Disorder (PDD), and Autism Spectrum Disorder (ASD). All are commonly used terms and may be interpreted differently in various settings. The term "autism", for the purposes of this corporation, will refer to all these terms inclusively.
- 1.3 The Corporation is a coalition of organizations and individuals sharing a common vision, mission and goal. The Members are committed to working together in the best interest of the Corporation.
- 1.4 The goals of the Corporation shall be as set out in the Certificate of Incorporation, or any amendments thereto filed from time to time.

#### ARTICLE 2 – DEFINITIONS

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

**"Act"** means the Canada Not-For-Profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

**"Articles"** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

**"Board"** means the Board of Directors of the Corporation and "Director" means a Member of the Board;

**"By-law"** means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

**"Meeting of Members"** includes an annual meeting of Members or a special meeting of Members; "special meeting of Members" includes a meeting of any class or classes of Members and a special meeting of all Members entitled to vote at an annual meeting of Members;

**"Ordinary resolution"** means a resolution passed by a majority (50% + 1) of the votes cast on that resolution, except as provided in the article related to voting at the Annual General Meeting;

**"Regulations"** means the regulations made under the Act, as amended, restated or in effect from time to time; and

**"Special resolution"** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

**"Annual General Meeting"** (AGM) shall mean the annual general meeting of the Corporation, held annually and called pursuant to Article 10 of these by-laws.

**"Fees"** shall mean the Membership fee to become and remain an active Member of the Corporation.

### ARTICLE 3 – INTERPRETATIONS

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. Headings used throughout this by-law are for reference purposes only and do not affect the interpretation of the by-law.

### ARTICLE 4 – EXECUTION OF DOCUMENTS

Approved deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or Directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

### ARTICLE 5 – FINANCIAL YEAR END

The financial year end of the Corporation shall be December 31 in each year.

### ARTICLE 6 – BANKING ARRANGEMENTS

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

### ARTICLE 7 - ANNUAL FINANCIAL STATEMENTS

The Corporation shall send to the Members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each Member along with a notice informing the Member of the procedure

for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.

## ARTICLE 8 – CLASSES OF MEMBERS

### ARTICLE 8 – CLASSES OF MEMBERS

- 8.1 Subject to the articles, there shall be three classes of members in the Corporation, namely, Organization members, Community members and Associate members. Membership in the Corporation shall be available to Members that have applied for and been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board. The following conditions of membership shall apply:
- 8.2 Organization Members
- 8.2.1 Organization Memberships shall be available to organizations incorporated as a charity and/or not for profit organization, pursuant to applicable Federal and/or Provincial laws.
- 8.2.2 Organization Members are voting members of Autism Alliance of Canada with a paid membership.
- 8.2.3 As set out in the bylaws, each Organization Member is entitled to receive notice of, attend and vote at all meetings of members and each Organization Member shall be entitled to one (1) vote at such meetings.
- 8.3 Community Members
- 8.3.1 Community membership is open to the following:
- 8.3.1.1 individuals that have attained the age of eighteen (18) and are residents of Canada, or
- 8.3.1.2 incorporated organizations that do not qualify as Organization Members, and
- 8.3.1.3 non-incorporated organizations or groups with a designated spokesperson to represent the organization or group in voting.
- 8.3.2 Community Members are voting members of Autism Alliance of Canada with a paid membership.
- 8.3.3 As set out in the bylaws, each Community Member is entitled to receive notice of, attend and vote at all meetings of members and shall be entitled to one (1) vote at such meetings.
- 8.4 Associate Members
- 8.4.1 Associate membership is open to all individuals that elect to subscribe to the Corporation's events and newsletters.
- 8.4.2 Associate Members are non-voting members of Autism Alliance of Canada with free membership.
- 8.4.3 Subject to the Act and the Corporation's articles, Associate Members may not be entitled to receive notice of, attend or vote at regular meetings of the members of the Corporation.
- 8.5 The term of Membership shall be annual, subject to renewal in accordance with the policies of the Corporation.
- 8.6 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the Members is required to make any amendments to this section of the by-laws if those amendments affect Membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

## ARTICLE 9 - MEMBERSHIP TRANSFER

A Membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the Members is required to make any amendment to add, change or delete this section of the by-laws.

## ARTICLE 10 – MEMBERS’ MEETING

- 10.1 Notice of the time and place of a meeting of Members shall be by the following means:
- 10.1.1 By telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held; or
  - 10.1.2 By mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held.
- 10.2 At any meeting of Members quorum shall be ten (10) voting Members present at the meeting. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.
- 10.3 At any meeting of members every question shall, unless otherwise provided by the by-laws or by the Act, be determined by a majority of the votes cast on the questions by those Voting Members present at the meeting. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.
- 10.4 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the Members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to Members entitled to vote at a meeting of Members.

## ARTICLE 11 – MEMBERS CALLING A MEMBERS’ MEETING

The Board of Directors shall call a special meeting of Members in accordance with Section 167 of the Act, on written requisition of Members carrying not less than 5% of the voting rights. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

## ARTICLE 12 – VOTING RIGHTS

Each Organization Member and Community Member in good standing shall have one (1) vote on all questions put to the Members at a Members’ meeting or at the Annual General Meeting. Motions shall be passed by a simple majority of votes from the eligible Members present at the meeting or in the case of an electronic vote, a simple majority of electronic votes cast by all eligible members. Voting shall be by a showing of hands, verbal vote or other electronic means.

## ARTICLE 13 – PARTICIPATION BY ELECTRONIC MEANS AT MEMBERS’ MEETINGS

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

## ARTICLE 14 - ABSENTEE VOTING AT MEMBERS’ MEETINGS

14.1 Pursuant to section 171(1) (Absentee Voting) of the Act, a Member entitled to vote at a meeting of Members may vote by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

14.1.1 Enables the votes to be gathered in a manner that permits their subsequent verification, and

14.1.2 Permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

14.2 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the Members is required to make any amendment to the by-laws of the Corporation to change this method of voting by Members not in attendance at a meeting of Members. A special resolution must be passed by at least two-thirds of the votes cast at a meeting.

## ARTICLE 15 – MEMBERSHIP DUES

Members shall be notified in writing of the Membership dues at any time payable by them and, if any are not paid within ninety (90) days of the Membership renewal date the Members in default shall automatically cease to be voting Members of the Corporation.

## ARTICLE 16 – TERMINATION OF MEMBERSHIP

16.1 Membership to the Corporation and all rights and privileges attached thereto, shall cease under the following circumstances:

16.1.1 Upon written and signed notice of resignation to the Directors from the Member;

16.1.2 The member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;

16.1.3 An organization’s, group’s or individual’s term of membership expires;

16.1.4 An organization or group ceases to exist (becomes dissolved);

16.1.5 Autism Alliance of Canada is liquidated or dissolved under the Act.

- 16.2 The Board shall have authority to expel any Member from the Corporation for any one or more of the following grounds:
- 16.2.1 Violating any provision of the articles, by-laws, or written policies of the Corporation;
  - 16.2.2 Carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
  - 16.2.3 For any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.
- 16.3 In the event that the Board determines that a Member should be expelled from Membership in the Corporation, the Chair, or such other officer as may be designated by the Board, shall provide twenty (20) days' notice of expulsion to the Member and shall provide reasons for the proposed expulsion. The Member may make written submissions to the Chair, or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Chair, the Chair, or such other officer as may be designated by the Board, may proceed to notify the Member that the Member is expelled from Membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.
- 16.4 Subject to the articles, upon termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

## ARTICLE 17 – BOARD OF DIRECTORS

- 17.1 The property and business of Autism Alliance of Canada will be managed by a Board of Directors with a minimum of three (3) and a maximum of fifteen (15) Directors. The Board of Directors shall normally be comprised of five individuals employed by Organization Members, including representation from National Autism Organizations, and five Community Members.
- 17.2 Nominations for election to the Board of Directors shall be delivered to the Board Chair prior to a date that will be annually communicated to members.
- 17.3 Elections for the Board of Directors may be held via mail (including email). A Director must be elected by a simple majority of electronic votes cast by all eligible members.
- 17.4 The term for a Director is two (2) years, commencing upon the adjournment of the Annual General Meeting at which the Director was elected.
- 17.5 A Director is eligible for election or designation as a Director for three consecutive terms not to exceed, in the aggregate, six (6) years. Thereafter, he/she/they is not eligible for re-election until the passing of one year or the following Annual General Meeting, whichever is sooner. This limitation can be abrogated to permit a Director to serve in the office of Chair, Vice Chair or Past-Chair. This limitation does not apply to representatives of National Autism Organizations.

- 17.6 Where a Director's position becomes vacant during the term, a quorum of Directors may fill the vacancy. Directors so appointed shall serve from the date of appointment by the Board until the unexpired term of their predecessor.
- 17.7 A Director shall be deemed to have vacated his or her position under the following circumstances:
- 17.7.1 If a Director resigns from the Board by delivering a signed letter of resignation to the Chair of the Board;
  - 17.7.2 If he/she is declared incapable by a court in Canada or in another country;
  - 17.7.3 If he/she becomes bankrupt or suspends payment or compounds with his creditors;
  - 17.7.4 Upon failure to attend a minimum of two-third (2/3) of the Board Meetings, or upon absence without cause for three (3) consecutive Board Meetings within any calendar year;
  - 17.7.5 Is removed by an ordinary resolution of members at a special meeting of Members to remove Directors;
  - 17.7.7 Upon being expelled by a resolution of the Board; or
  - 17.7.8 On death.

Where a Director ceases to be an employee of an Organization Member, the Director will serve until the next AGM and provided the individual has not served a maximum term as Director they may be nominated as a Director as a Community Member.

- 17.8 The Board may expel any Director from the Board, for cause, which is deemed harmful or detrimental to the Corporation and consequently against its vision, mission or goals. Notice of Intention to Expel from the Board shall be served in writing at least fourteen (14) days in advance of the Board Meeting called for that purpose.
- 17.9 A Director under notice of Intention to Expel shall have the right to attend and participate at the Board Meeting at which the expulsion is to be voted upon. Expulsion shall be deemed to have occurred upon the passing of a motion by a simple majority of the Board.
- 17.10 No Director shall receive remuneration of any type from the Corporation for the performance of his/her/their governance duties as a Board Member. A director shall not be prohibited from receiving compensation for services provided to the corporation in another capacity. Expenses incurred while carrying out governance duties for the Corporation are the sole responsibility of the Member, unless otherwise approved by a motion from the Board.

## ARTICLE 18 – APPOINTMENT OF OFFICERS

- 18.1 The Board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. An officer may, but need not be a Director. A Director may be appointed to any office of the Corporation. Two or more offices may be held by the same person.
- 18.2 Unless otherwise specified by the Board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:
- 18.2.1 Chair of the Board – The chair of the Board shall be a Director. The Chair of the Board shall, when present, preside at all meetings of the Board of Directors and of the Members. The chair shall have such other duties and powers as the Board may specify.
- 18.2.2 Vice-Chair of the Board – The vice-chair of the Board shall be a Director. If the chair of the Board is absent or is unable or refuses to act, the vice-chair of the Board, if any, shall, when present, preside at all meetings of the Board of Directors and of the Members. The vice-chair shall have such other duties and powers as the Board may specify.
- 18.2.3 Secretary – If appointed, the secretary shall attend and be the secretary of all meetings of the Board and Members. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and Members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- 18.2.4 Treasurer – If appointed, the treasurer shall have such powers and duties as the Board may specify.
- 18.3 The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

## ARTICLE 19 - BOARD MEETINGS

- 19.1 All Board Meetings will be those of the Board of the Corporation. A Board Meeting will be called by the Chair or Vice-Chair within five (5) days of electronic notice. The request must state the reason for the meeting. Board meetings may be set at regular intervals, in which case, notice of the meeting is not required.
- 19.2 Notice of the Board Meeting shall be delivered at the last email address provided. Notice will be deemed received when the electronic mail is sent. Notice of the Board Meeting shall include: place or call in numbers, date and time of the Meeting; the purpose of the Meeting.
- 19.3 A simple majority of Directors in office will constitute quorum. The Directors may attend and participate in meetings in person or by means of teleconferencing or other electronic media.

- 19.4 At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

#### ARTICLE 20 – COMMITTEES OF THE BOARD OF DIRECTORS

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee Member may be removed by resolution of the Board of Directors.

#### ARTICLE 21 – OMISSIONS AND ERRORS

The accidental omission to give any notice to any Member, Director, officer, Member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

#### ARTICLE 22 – BY-LAWS AND EFFECTIVE DATE

- 22.1 Subject to the articles, the Board of Directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by the Members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.
- 22.2 This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

## APPENDIX B – BOARD POLICIES

- A. Code of Conduct**
- B. One Voice**
- C. Conflict of Interest**
- D. Confidentiality**
- E. Remuneration**
- F. Travel**

### A. Code of Conduct

Board members will:

- Represent the best interests of the members and the organization over and above personal and professional interests.
- Respect confidentiality of information received in the course of Board meetings and activities.
- Declare potential conflict of interest and refrain from discussion and voting when applicable. Declared conflicts will be recorded in the minutes.
- Give recognition to others who contribute to the success of the organization and its activities.
- Not speak on behalf of the organization unless designated by the Chair or the Board as a whole.
- Adopt clear, documented processes and equal access to information.
- Not use their individual authority when dealing on an individual basis with staff or volunteers.
- Ensure there are competitive opportunities when services of contractors or employment opportunities arise.
- Treat staff and fellow Board members with respect and listen to their points of view.
- Participate in Board meetings and keep informed about developments and issues relevant to Board operations.

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

### B. One Voice Policy

Autism Alliance of Canada is a corporate entity entrusted by its members with the authority to govern and lead the organization. If the Board is to lead, then on each given issue, it must speak with a single voice. The strength of this voice arises from the diversity of viewpoints and intentions its members bring to the board, as well as from the way the Board focuses this multiplicity into unity. This one-voice principle doesn't require or imply unanimity. On the contrary, the board must embrace all the diversity it can on behalf of the membership. Differences among Directors are not only respected, but encouraged. While consensus is ideal, there will not be consensus for every policy position or action. However, those Board members who are not with the majority must accept that the Board has spoken and that its decision is now to be implemented. The Board should not present conflicting messages to its membership or other external stakeholders.

## C. Conflict of Interest Policy

### Purpose and Scope

The purpose of this policy is to define Autism Alliance of Canada's approach to conflicts of interest in a manner that encourages the highest ethical standards as an organization and that is consistent with Autism Alliance of Canada's belief that directors, officers, and employees should not personally benefit by virtue of their relationship with the organization.

This policy shall apply to "covered persons". Covered persons include all directors, members of a committee, officers, employees, contractors, volunteers and other persons who are acting on behalf of Autism Alliance of Canada regardless of whether such persons are remunerated.

### Definitions

**Conflict of Interest:** A conflict of interest arises when a person acting on behalf of Autism Alliance of Canada has private interests that could improperly influence, or be seen to influence, their decisions or actions in the performance of their duties for Autism Alliance of Canada.

Conflicts of interest may be actual, potential or perceived:

- Actual conflicts of interest: arise where there is a real conflict between a person's duties and private interests.
- Potential conflicts of interest: arise when a person has private interests that could conflict with their duties. This refers to circumstances where it is foreseeable that a conflict may arise in the future and that steps should be taken to mitigate that future risk.
- Perceived conflicts of interest: arise when a third party observer forms the view that a person's private interests could improperly influence their decisions or actions, now or in the future.

It is important to note that in the context of personal consensual relationships, the term 'perceived' refers to a perceived conflict, not the perception that a relationship may or may not be occurring.

**Disclosure:** Disclosure is the act of sharing information. Disclosure when conflict of interest may be present creates a transparent environment that ensures mutual professional respect and accountability while also maintaining trust.

**Financial Interest:** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which Autism Alliance of Canada has a transaction or arrangement;
- b. A compensation arrangement with Autism Alliance of Canada or with any entity or individual with which Autism Alliance of Canada has a transaction or arrangement; or
- c. A potential ownership, interest in, or compensation arrangement with any entity or individual with which Autism Alliance of Canada is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

**Other Interests:** Covered persons shall avoid outside directorships, officerships, partnerships, trusteeships, employment, other business involvement, and investments that may adversely affect the performance of their duties with Autism Alliance of Canada.

Examples of Conflicts of Interest: Examples of conflict of interest that are likely to occur at Autism Alliance of Canada are:

- A person acting on behalf of Autism Alliance of Canada offers professional services to the organization.
- A person acting on behalf of Autism Alliance of Canada has private or professional interests in a grant or funding arrangement that Autism Alliance of Canada is pursuing or has acquired.
- A person acting on behalf of Autism Alliance of Canada offers employment to an Autism Alliance of Canada employee.

Conflicts of interest will occur and declaring a conflict does not mean Autism Alliance of Canada will not continue to engage with the covered person, or their affiliate organization(s), but rather acknowledges that transparency and a discussion about how to proceed to manage the conflict of interest will benefit the organization, covered person and membership.

### Policy

Individuals acting on behalf of Autism Alliance of Canada are expected to conduct themselves at all times with the highest ethical standards in a manner which will bear the closest scrutiny, and are responsible for avoiding conflict of interests where possible, declaring conflict of interest relationships or situations and seeking guidance before embarking on activities that might be questionable.

Covered persons shall avoid promoting their personal interests by reason of their connection with, or during established hours of work at Autism Alliance of Canada.

Covered persons shall avoid receipt of benefits, favors, gifts, or entertainment that may influence the performance of their duties with Autism Alliance of Canada.

In the course of their duties, covered persons may receive confidential information concerning Autism Alliance of Canada, its administration, financial transactions, and funding sources. Such information shall be used only for Autism Alliance of Canada purposes and shall not be disclosed to any third parties.

### Policy Guidance

Conflicts of interest (real and perceived) are unavoidable and should not prevent engagement with Autism Alliance of Canada unless the extent of the interest is so significant that the potential for divided loyalty is present in a large number of situations.

### Policy Administration

The Governance Committee of the Board shall be responsible for the administration of the Policy for all covered persons. Annually, all directors, officers, and members of a committee shall submit a Conflict of Interest Declaration Form to the Chair of the Governance Committee. Annually, all employees and other designated persons shall review the conflict of interest policy and determine if they have any actual, potential or perceived conflicts of interest to disclose. Any employee with an actual or potential conflict to disclose shall submit a Conflict of Interest Declaration Form to the Governance Committee Chair through the Executive Director.

The Governance Committee will exercise due diligence to determine the level of risk for Autism Alliance of Canada associated with any disclosure or declared conflict. Appropriate mitigation strategies will be identified, discussed with the person making the declaration, and documented in written instructions from the Chair of the Governance Committee.

### Disclosure

Requirement to Disclose and Report: A covered person must make a timely and full disclosure in any situation where they have an actual, potential or perceived conflict of interest.

#### Documentation of Conflicts

Annual Declaration: Each board member and officer, as well as employees and others so designated by the Executive Director, are to annually review the Policy and acknowledge by their signature that they are acting in accordance with the letter and spirit of the Policy.

The information provided on the Conflict of Interest Declaration Form shall be available for inspection by members of the Board, but shall otherwise be held in confidence except when, after consultation with the applicable board member, officer, or employee, the Board determines that Autism Alliance of Canada's best interest would be served by disclosure.

For directors and officers, the minutes of any meeting at which a transaction involving a conflict of interest or an appearance of a conflict of interest is considered shall reflect that:

- The covered person made disclosure, withdrew from consideration of the transaction, or recused themselves from the meeting room and abstained from voting; or
- The covered person made disclosure but continued to participate pursuant to written instructions from the Chair of the Governance Committee, where those instructions shall be included with the minutes.

As and When Declaration: Throughout the year as conflicts are identified, covered persons will complete a Conflict of Interest Declaration Form and submit to the Governance Committee Chair.

#### Consequence of Non-compliance

If unethical behavior occurs, Autism Alliance of Canada will take appropriate action to ensure an ethical workplace. A breach of this policy may lead to, as appropriate, removal from a Committee of the Board or the Board, disciplinary action and possible dismissal. If Autism Alliance of Canada suspects unlawful behaviour, the appropriate authorities will be notified.

## D. Confidentiality Policy

### Purpose and Scope

The purpose of this policy is to provide Autism Alliance of Canada board and staff members with guidelines for handling confidential information and includes a statement of understanding and agreement requiring a signature.

This policy shall apply to “covered persons”. Covered persons include all directors, members of a committee, officers, employees, contractors, volunteers and other persons who are acting on behalf of Autism Alliance of Canada regardless of whether such persons are remunerated.

### Definitions

“Confidential Information” means the information relating to Autism Alliance of Canada’s deliberations, decisions, employees, directors, operations, or projects including:

- (a) financial, legal, human resource, accounting and banking information and data;
- (b) any vote of the board or committee, both the numbers of affirmative and negative votes and the individual votes of board directors or committee members, unless specifically requested by a director otherwise;
- (c) the statements or positions of any board or committee member on actions taken by the board or its committees;
- (d) the package prepared for the board;
- (e) the home addresses, telephone numbers, fax numbers and email addresses of board, committee and staff members;
- (f) information received by Autism Alliance of Canada from a third party that is subject to confidentiality or data protection obligations;
- (g) any other information designated by Autism Alliance of Canada as “confidential” or “proprietary” or words of similar import made:
  - i. in writing at the time of disclosure, if such information is disclosed in writing or by magnetic recording or in some other readable form;
  - ii. by electronic means at the time of disclosure, if such information is disclosed by electronic means; or
  - iii. verbally, with a written or electronic confirmation within (5) days following disclosure describing the Confidential Information, if such information is disclosed verbally; and

### Policy

Covered persons may not disclose, divulge, or make accessible confidential information belonging to, or obtained through their affiliation with Autism Alliance of Canada to any person, including relatives, friends, and business and professional associates, other than to persons who have a legitimate need for such information and to whom Autism Alliance of Canada has authorized disclosure. Confidential information shall be used solely for the purpose of acting on behalf of Autism Alliance of Canada. This policy is not intended to prevent disclosure where disclosure is required by law.

Covered persons must exercise good judgment and care at all times to avoid unauthorized or improper disclosures of confidential information. Conversations in public places, such as restaurants, elevators, and airplanes, should be limited to matters that do not pertain to information of a sensitive or confidential nature. In addition, covered persons should be sensitive to the risk of inadvertent disclosure and should, for example, refrain from leaving confidential information on desks in or otherwise in plain view and refrain from the use of speakerphones to discuss confidential information if the conversation could be heard by

unauthorized persons. Covered persons should also exercise good judgement and care when storing confidential information in paper or electronic form.

Any covered person that divulges confidential or privileged information, whether during or after their term of employment or service, is subject to appropriate discipline, up to and including termination or removal. Covered persons recognize that Autism Alliance of Canada has a proprietary interest in any such information and/or documents and would be irreparably damaged as a result of any disclosure or dissemination thereof.

#### Policy Application

Upon engagement with Autism Alliance of Canada, all directors, members of a committee, officers, employees, and other persons who are acting on behalf of Autism Alliance of Canada regardless of whether such persons are remunerated must sign a Statement of Understanding and Confidentiality Agreement.

If a breach of confidentiality occurs, Autism Alliance of Canada will take appropriate action. A breach of this policy may lead to, as appropriate, removal from a Committee of the Board or the Board, disciplinary action and possible dismissal. If Autism Alliance of Canada suspects unlawful behaviour, the appropriate authorities will be notified.

#### Statement of Understanding and Agreement

I am aware that, during the course of my service and/or employment, information and documents which are confidential and/or privileged in nature will be made available to me. Further, I understand that this information is proprietary and critical to the success of Autism Alliance of Canada and may not be distributed or used outside of Autism Alliance of Canada business or with non-Autism Alliance of Canada individuals. In the event of my termination of employment or service, whether voluntary or involuntary, I hereby agree that I will not utilize or exploit this information for my own personal gain, or share it with any other individual, nonprofit agency, or company. I further understand that I am required to return any such documents containing privileged or confidential information at the time of the termination of employment or expiration of service.

## E. Remuneration Policy

The Not-for-Profit (NFP) Act indicates that the Directors of a corporation are entitled to fix reasonable levels of remuneration for the Directors, Officers and employees of a corporation, unless the corporation's articles or by-laws provide for a different arrangement. The NFP Act also specifically permits a Director, officer or member to receive reasonable remuneration and expenses for any services to the corporation that are performed in any other capacity (for ex., in the capacity of a consultant to the corporation).

No Director shall receive remuneration of any type from the Corporation for the performance of his or her governance duties as a Board Member. Expenses incurred while carrying out governance duties for the Corporation are the sole responsibility of the Member, unless otherwise approved by a motion from the Board.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer. The Board may appoint an officer for a time limited project or activity to perform duties beyond the scope of a Director at the request of the Board. Remuneration for such duties will be determined by a vote by Directors.

## F. Travel Policy

NOTE: Expenses incurred while carrying out governance duties for the Corporation are the sole responsibility of the Director, unless otherwise approved by a motion from the Board.

### Purpose

This document defines specific policy to be followed by all volunteers, contract staff, guest and other organizational staff, hereby identified in the policy as “Participant”, who are providing in-kind support and services to the Autism Alliance of Canada , hereby identified in the policy as “Autism Alliance of Canada”.

Autism Alliance of Canada will be responsible for the management and the reimbursement of all reasonable expenses for approved travel based on Autism Alliance of Canada directives and allowance outlined below using the Government of Canada Guidelines.

### Scope

This travel policy applies to all Autism Alliance of Canada participants. Travel must be pre-approved by the Autism Alliance of Canada Board of Directors.

### Policy

It is intended that a consistent practice with respect to incidence and reimbursement of expenses be maintained throughout Autism Alliance of Canada. The chair of the Autism Alliance of Canada has final responsibility for interpretation of this Autism Alliance of Canada Travel Policy.

#### Appropriateness

- Is the travel absolutely required or could another more cost effective alternative such as videoconferencing or teleconferencing be used?
- Will the benefits received from the travel be greater than its cost, both in terms of travel expenses and participants' time?
- Are the travel expenses being claimed reasonable, and would you be comfortable authorizing the claim?

#### Travel Management

- Autism Alliance of Canada members travelling on behalf of Autism Alliance of Canada are expected to book the lowest available fares, except when the next available class fare can be purchased:
  - Where an individual's health or physical mobility is seriously limited; and
  - Where economy seats are not available and the travel cannot be reasonably delayed.
- Participants may elect to upgrade travel class if they personally pay the cost difference between the fares.
- A Traveler may choose to purchase out-of-province medical insurance at their expense.

#### Airline travel

- It is a policy of Autism Alliance of Canada to use the lowest fare wherever possible when time restraints do not apply.
- Flights should be booked as early as reasonably possible to secure the lowest fares available, and last minute changes to travel itineraries should be reasonably avoided.
- Frequent flyer benefits can be retained by the traveler, but should not be the basis for switching air schedules, hotel accommodations or car rentals unless such choice is reasonably equal in cost to the lowest acceptable alternative.
- Cancellations: All unused non-refundable tickets must be reported to the Treasurer, or delegate, immediately. Unused non-refundable tickets will be noted to be used for a future trip. Refundable tickets reported to Autism Alliance of Canada will be submitted to the Airline Reporting Corporation for credit and all penalties and surcharges apply.
- Parking fees and personal automobile mileage are reimbursable expenses when the total is less than taking a limousine, shuttle service, or taxi round-trip.

#### Transportation

- Cost of transportation incurred while traveling on authorized Autism Alliance of Canada business requires receipts for reimbursement.

- Gratuities up to a maximum of 20% for transportation fees can be submitted and should be included in the receipt total.
- To/from the Airport: Parking fees and personal automobile kilometers will be reimbursed when the total cost is less than taking a limousine, shuttle services, or taxi round-trip.
- To/from home/office: Bus, rail and taxi will be reimbursed where required. The most appropriate form of ground transportation should be chosen based on the requirements of each trip. The use of town cars and limousines should be avoided unless the rates equal to or less than a taxi.

#### Personal Vehicle

- Participants may use their personal vehicles on Autism Alliance of Canada business however such factors as the participants' auto insurance coverage and potential loss of working time should be considered.
- In such situations, the participant will be reimbursed for actual kilometers:
- Round trip, home/office to destination
- Round trip from the hotel to a different meeting location.
- Autism Alliance of Canada follows the CRA rates (rates change in January and July) to reimburse for the use of personal vehicles in each province as outlined in the chart below.

Note: The kilometric rate payable when a Canadian registered vehicle is driven on government business travel in more than one province shall be the rate applicable to the province or territory of registration of the vehicle.

<http://www.njc-cnm.gc.ca/directive/index.php?sid=97&lang=eng>

#### Rental Vehicle

- The method of transportation (rental car, airport limousine, taxi and other ground transportation) is dependent upon the location, duration and nature of the business trip. The Traveler is expected to use their best judgement as to the method chosen based on business needs.
- The Traveler may reserve the best-priced vehicle. A compact car is the standard size vehicle for Autism Alliance of Canada travel. A mid-size car may be reserved for a group of three (3) or more.
- Reimbursement for auto rental should be for the amount actually paid for Autism Alliance of Canada business use.
- The Traveler is to ensure that there is adequate insurance coverage. In the event of an accident, follow the accident instructions listed in the rental car company's rental agreement.
- Refuel the rental car before returning it to the rental company. Gasoline purchased for a rental car used on Autism Alliance of Canada business will be reimbursed.
- Receipts are required to support all car rental expenses.

### Circuitous Travel for Personal Reasons

- Business trips, which also include circuitous travel for personal reasons, will be reimbursed only for the direct or business portion of the trip, based on accommodations actually used for business purposes.
- Ticket stubs or Traveler's receipts covering the routing of both the direct and circuitous portions of the trip must be enclosed with the expense report and the calculation of both business and personal portions of the trip should be provided.

### Accommodation

- All hotel reservations will include guaranteed payment for late arrivals.
- Autism Alliance of Canada will pay for a single room per participant, in a safe environment, conveniently located and comfortably equipped.
- Should a participant need to change or cancel the reservation, it is the participant's responsibility to cancel the reservation in sufficient time to avoid the charge for guaranteed late arrivals.
- If a participant is a "no-show", Autism Alliance of Canada will not reimburse any charges unless there are extenuating circumstances.
- Participants may elect to personally pay for an extended hotel stay.
- Laundry and valet expenses are normally not allowed on trips of five working days or less. However, if laundry and valet expense is justified for business reasons in connection with trips of five working days or less, an explanation should be enclosed with the expense report.
- Telephone calls from a hotel room: Actual expenses for business calls will be reimbursed. Reimbursement of personal calls while travelling will be limited to calls to the family home. These calls should be kept to a minimum (not to exceed one call in a 24-hour period) and identified on the expense reports as "Phone-Home".
- Private non-commercial accommodation allowance per night is \$50.00.

### Meals

- One and Two day in-person meeting(s):
- Day 1 - Breakfast, lunch, breaks, dinner will be supplied
- Day 2 – Breakfast, lunch and breaks will be supplied
- Dinners attended by multiple participants should be paid for and submitted for reimbursement by chair or alternative board member of Autism Alliance of Canada.
- Meals on one-day trips will be allowed when the trip starts before normal breakfast hour or when the participant is unable to return until after the normal dinner hour and such meals are not available on commercial airline flights, trains, etc. Meals also will be

allowable during business trips away from the home or office less than one day but which extend over the normal mealtime.

- Per Diem meal allowances are not applicable when meals are included in accommodation rates and/or are provided as part of a meeting/conference.
- Meal allowances will be reimbursed in accordance with government approved rates outlined in the NJC Travel Directive. Rates for meals and the maximum daily meal allowance are based on NJC rates which are updated on a routine basis, typically biannually. – see link <http://www.njc-cnm.gc.ca/directive/index.php?sid=98&lang=eng>

### Business Meetings, and Conferences

Autism Alliance of Canada will reimburse participants for reasonable and proper expenses incurred in connection with Autism Alliance of Canada-sponsored business meetings, and attendance at meetings of approved professional societies, associations, and governments. The chair of Autism Alliance of Canada must approve in advance, all business meeting arrangements and conference attendance that will cost the organization.

### Exceptions to this Policy

- Any exceptions to this policy will be evaluated on a case-by-case basis.
- If travel plans deviate from this policy as outlined above, there are any concerns regarding the policy as written, requests/concerns should be submitted in writing to the chair of Autism Alliance of Canada.
- Every attempt will be made to accommodate special circumstances. In addition, any suggestions for improving the travel policy are encouraged.
- All submissions will be evaluated prior to the next policy update.

### Expense Reports

- To request reimbursement, all authorized travel expenses must be itemized on the expense form and submitted to the Treasures of Autism Alliance of Canada, or his/her delegate within 45 days of incurring expenses.
- Travel Expense Claim Form must include: Name, address, meeting dates, date of travel, and description of expense (i.e. Taxi to airport), all original receipts, the GST number and invoice number if the reimbursement is to a company, signature and date.
- Expenses submitted more than 45-days after the expenditure, will not be reimbursed.
- All expense reports must be accompanied by original receipts. A receipt must be the original and must include sufficient information to establish the amount, date, place and essential character of the expenditure. Credit card receipts are not considered adequate support, except for restaurant expenses, if they do not detail the nature of the expenditure. A transfer ticket will be sufficient proof of payment for public transit.

- Participants are responsible for any delinquent charges incurred due to lateness of submitting an expense report. In addition, participants should always make and retain copies of submitted expense reports.
- Reimbursement will be made by electronic direct deposit or by cheque if bank details are not provided.

### Reimbursement Expenses

The following types of expenses, if incurred in compliance with the Travel Policy and while on Autism Alliance of Canada business, may be submitted for reimbursement:

- Air travel
- Airport Taxes
- Baggage handling
- Business entertainment
- Car rental
- Kilometer pursuant to Autism Alliance of Canada business (see allowance rates noted in #2.1.2)
- Copy services (for business purposes)
- Fax charges (for business purposes)
- Hotel accommodations
- Laundry and valet services (trips over 6 working days)
- Meals (per diem allowance rates noted in #3)
- Public transportation (railroad, bus, business use of personal vehicle taxi/shuttle, limousine)
- Reasonable tips/gratuities
- Business telephone calls
- Tolls and parking

### Non-Reimbursable Expenses

Purely personal expenses while travelling are not reimbursable by Autism Alliance of Canada. The following is a partial listing of items that are considered non-reimbursable:

- Fines for traffic violations while on Autism Alliance of Canada business
- Damages to an employee's vehicle while on Autism Alliance of Canada business
- Loss of personal property while on Autism Alliance of Canada business
- Loss of cash advance, Autism Alliance of Canada paid airline tickets, or personal funds
- Purchase of liability insurance coverage on car rental agencies
- Purchase of life and medical insurance during travel
- Purchase of clothing and other personal items such as haircuts, shoe shines, newspapers, magazines, tobacco, etc.
- The cost of alcoholic beverages.
- Purchase of in-room movies, snacks, beverages, and entertainment

- Medical expenses
- Laundry and valet services (trips under 6 working days)
- Any item from the hotel such as towels, robes, cloth laundry bags, etc. that will incur a charge to the master account.

Corresponding Documents:

- Autism Alliance of Canada Expense Form

Remit your forms and original receipts to: Autism Alliance of Canada Treasurer, or delegate