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(iii) a person to whom the board member or employee owes an obligation

could influence the board member's or employee's decisions and impairs the board member's or employee's ability to fairly, objectively and impartially represent the interests of the board, and/or

(c) any advantage or material gain to the board member, employee and/or to other persons with whom they do not deal at arm's length, by virtue of the relationship in their role on the Board or as an employee.

**Consensus** means all board members present at a meeting support the proposed decision.

**Ex-Officio** means membership by virtue of office or position and that person is not granted voting privileges and is not counted in the quorum of a committee.

**Executive** means the four-member executive of the board of ASNL and consists of a Chairperson, Vice-Chairperson, Secretary and Treasurer elected from within the board.

**Chief Executive Officer** means the chief employee of the board.

**Harassment** means any sexual conduct, general conduct, comment, gesture, or contact of a sexual nature or bullying that is likely to cause offense or humiliation or that might be perceived on reasonable grounds, as placing a condition on employment or an opportunity for training or promotion.

**Immediate Family** means a partner, parent, sibling, child, stepchild or ward, grandchild, father-in-law, mother-in-law, grandparent or another relative permanently residing in the employee's household

**Nominal Value** means a value of \$125.00 or less.

**Open meeting** means a meeting of the board that is open to the public and refers to the Annual General Meeting.

**One voice** means all board members support the decisions of the board in discussions with stakeholders.

**Chairperson of the Board** means the Chairperson of a board of directors of ASNL.

## 1.0. Accountability

- 1.1. The Chairperson of the Board shall not fail to ensure that each new board member specifies that they read the Bylaws, Governance Policies, and any legal document which is within the mandate of the board.
- 1.2. The Chief Executive Officer shall not fail to ensure that each employee specifies that they read the Bylaws, and the Governance and Management Policies.
- 1.3. Where operational requirements permit, the office will be closed from Christmas Day to January 2 inclusive.
- 1.4. The Statutory holidays for the organization shall not fail to be as follows
  - 1.4.1. New Year's Day January 1
  - 1.4.2. Good Friday Friday preceding Easter Sunday
  - 1.4.3. Easter Monday Monday after Easter Sunday
  - 1.4.4. Victoria Day Date varies annually
  - 1.4.5. Canada Day July 1
  - 1.4.6. Civic Holiday St. John's Regatta Day- 1<sup>st</sup> Wednesday in August (1<sup>st</sup> Monday elsewhere)
  - 1.4.7. Labour Day 1<sup>st</sup> Monday in September
  - 1.4.8. Thanksgiving Day 2<sup>nd</sup> Monday in October
  - 1.4.9. Remembrance Day November 11
  - 1.4.10. Christmas Day December 25
  - 1.4.11. Boxing Day December 26
- 1.5. Full-time employees, recognizing that unused family responsibility days cannot be carried into the next year, shall not fail to be permitted to take a maximum of three paid days within each calendar year to attend to family-related matters as outlined below (M – December 2019). Part-time employees, recognizing that unused family responsibility days cannot be carried into the next year, shall not fail to be permitted to take a maximum of three unpaid days within each calendar year to attend to family-related matters as outlined below: **(A – December 2019)**
  - 1.5.1. to attend to the temporary care of immediate family members,
  - 1.5.2. to accompany an immediate family member to a medical or dental appointment,
  - 1.5.3. to attend a meeting with school authorities,
  - 1.5.4. to attend to a home or family emergency, or

- 1.5.5. to attend to needs related to the death of a family member (as defined in the Bereavement Leave section below);
- 1.6. The Chief Executive Officer shall not fail to be entitled to annual leave as per the negotiated contract.
- 1.7. Regular full-time staff shall not fail to be entitled to the following annual leave as per the following schedule, recognizing that unused annual leave cannot be carried forward: **(M- December 2019)**
  - 1.7.1. one to three years of employment - 10 days per annum,
  - 1.7.2. four to 10 years of employment - 15 days per annum, and
  - 1.7.3. 11+ years of employment - 20 days per annum.
- 1.8. ASNL shall not fail to allow five days per annum for sick leave for full-time staff. Unused days cannot be carried to the following year, but the maximum accumulation in any one calendar year is 10 days. ASNL shall not fail to allow part-time staff to access five unpaid sick leave days per annum, as per labor standards. **(M-December 2019)**
- 1.9. Full-time staff shall not fail to be entitled to up to three working days with pay for bereavement leave upon the death of one's immediate family member and two additional days at the discretion of the CEO where extensive travel is involved. **(M – December 2019)**
  - 1.9.1. Part-time staff shall not fail to be entitled to one working day with pay and up to two unpaid days, for bereavement leave upon the death of one's immediate family member. **(A – December 2019)**
- 1.10. The board shall not fail to, where possible, provide permission for unpaid leave to enable an employee to run as a candidate in either the Municipal, Provincial, or Federal elections; this leave would start, at the latest, at the date the nomination is closed and ends no later than the date on which the nomination or election results are finalized.
- 1.11. The board shall not fail to provide time off with pay when an employee is required to serve as a juror or subpoenaed witness.**(A – December 2019)**
  - 1.11.1. The employee is paid their regular salary less any jury pay received. **(A – December 2019)**



1.12. The board shall not fail to report accomplishments to members and partners.



## **Code of Conduct (see Appendix A)**

- 2.4. No board member or the Chief Executive Officer shall violate any part of the Code of Ethics. Therefore, each person shall, at all times:
- 2.4.1. be loyal to the interests of ASNL;
  - 2.4.2. uphold the mission, mandate and core values of ASNL;
  - 2.4.3. Speak with one voice regardless of personal opinion about any board decision;
  - 2.4.4. convey decisions of the board accurately and fully when required to do so by the board;
  - 2.4.5. be diligent in performing ASNL business;
  - 2.4.6. always act in the best interests of ASNL;
  - 2.4.7. be knowledgeable about Robert's Rules of Order and behave accordingly;
  - 2.4.8. prepare for and attend meetings regularly ensuring compliance with ASNL's mandate and partnership agreements;
  - 2.4.9. comply with the conflict of interest policies;
  - 2.4.10. accept gifts of nominal value arising out of their activities associated with their official duties and responsibilities, if such items are (i) within the bounds of propriety, a normal expression of courtesy, or (ii) within normal standards of hospitality, are not such as to bring suspicion on the individual's objectivity and impartiality, and would not compromise the integrity of ASNL;
  - 2.4.11. accept gifts of more than nominal value and shall ensure they become the property of ASNL;
  - 2.4.12. report all official gifts, hospitality, and other benefits received in conjunction with an official event to the Chairperson of the Board;
  - 2.4.13. not attempt to exercise individual authority except as explicitly outlined in board policies;
  - 2.4.14. make negative comments about the Chief Executive Officer or staff performance outside of the boardroom;
  - 2.4.15. sign and adhere to the ASNL's Board Members' Code of Conduct;
  - 2.4.16. keep in confidence all matters and decisions until authorized to release such information and shall not take advantage of or use to their benefit any information not available to the public, or disclose such information to a partner, business associate or close family member;
  - 2.4.17. adhere to the Standards of Behaviour in dealings with the board and all stakeholders;

- 2.4.18. refrain from discrimination based on race, national or ethnic origin, colour, religion, age, sex, sexual orientation, marital status, family status, disability, or political opinion;
- 2.4.19. relay to other board members information needed to make responsible decisions;
- 2.4.20. remember that as individuals they have no legal authority outside the board meetings and refrain from making promises as to how they will vote on a matter that should properly come before the board as a whole;
- 2.4.21. govern (Board) and manage (Chief Executive Officer) risks to ensure ASNL is well managed and operated;
- 2.4.22. provide programs and services based on the financial means of ASNL;
- 2.4.23. comply with applicable laws and regulations of federal, provincial, municipal Governments and other appropriate public and private regulatory agencies;
- 2.4.24. refrain from giving any candidate who is running for a political office or supporters of a candidate, the impression that a personal endorsement is an endorsement by ASNL or that ASNL will provide any materials or services to the candidate; and
- 2.4.25. encourage co-operation and participation with Provincial and Federal governmental departments, members of ASNL, donors, and partner organizations.

## **Confidentiality**

- 2.5. Board members and employees shall not fail to keep confidential any documentary or oral information about partners, individual personnel, committee matters, and closed sessions of the board unless otherwise agreed upon by motion of the board.

## **Conflict of Interest (See Appendix C)**

- 2.6. Board members shall not fail to avoid conflict of interest and ensure there is no self-dealing or any conduct of private business or personal services between any board member or their company and ASNL.
- 2.7. A board member shall absent herself from the deliberations and the voting process when the board is to decide upon an issue about which a member has a conflict of interest.
- 2.8. Conflict of interest shall not fail to be recorded in the minutes.
- 2.9. Board members shall refrain from using their positions to obtain employment for themselves, family members, or close associates.
- 2.10. Where a Director desires employment with ASNL, they must first resign their position on the board before tender being awarded or the job interviews being completed.
- 2.11. Board members shall not fail to annually disclose in a written signed statement, their involvements with other organizations or associations that could produce a conflict.
- 2.12. Board members shall not fail to report all conflict of interest via the channels outlined in ASNL organizational chart.
- 2.13. The board of ASNL shall not fail to ensure that conflicts of interest are resolved in the best interests of ASNL.
- 2.14. Board members shall not fail to disclose a conflict of interest as soon as the agenda is received or at the earliest time thereafter.
- 2.15. If a conflict of interest is discovered after a decision is made that might have been affected by knowledge of that conflict, the decision is not void or voidable, unless 1/3 of the sitting board members of the board ask that the decision be reconsidered.

- 2.16. If a director knowingly fails to disclose a conflict of interest, ASNL reserves all rights it may have at law to have any contract entered into or any action taken set aside, revoked or rescinded, and the director shall not fail to be terminated from the board.

### **Special Meetings of the Board**

- 2.17. The Chairperson shall call a Special meeting between regularly scheduled meetings where decisions need to be made regarding:
- 2.17.1. governance items which are time-sensitive;
  - 2.17.2. issues which could lead to mediation or litigation;
  - 2.17.3. emergency situations; and/or
  - 2.17.4. personnel issues that cannot be dealt with by the Chief Executive Officer.

### **Closed Sessions of the Board**

- 2.18. The board shall not fail to move to a closed session when any of the following issues are to be discussed:
- 2.18.1. potential opportunities presented by donors, or funders;
  - 2.18.2. financial issues that require analysis and clarification before bringing them to the public;
  - 2.18.3. options requiring deliberation before discussion with the membership or funders;
  - 2.18.4. an individual's qualifications to hold the job of Chief Executive Officer;
  - 2.18.5. results of the CEO evaluation;
  - 2.18.6. to review materials and information concerning criminal or civil actions which are not part of a public court record;
  - 2.18.7. for discussions which would disclose the identity of a bona fide and lawful donor to ASNL when the donor has requested anonymity;
  - 2.18.8. for discussion of the content of documents protected by privacy legislation;
  - 2.18.9. to hear a formal appeal by a member or staff member, unless the complainant requests an open hearing;
  - 2.18.10. to hear employee disciplinary or dismissal cases;
  - 2.18.11. to discuss personnel matters in which the names, competency, and abilities of individual employees or clients are discussed; and/or
  - 2.18.12. to review legal advice rendered to the board concerning an issue or a matter under board discussion, where the board has not yet taken a decision; and in other circumstances, as determined by the board or by the board in consultation with a legal counsel.

## **Bylaw and Policy Development**

- 2.19. The board shall not fail to develop, delete, and/or change governance policies and bylaws as new information/evidence emerges.
- 2.20. The Board shall not fail to consider proposals from stakeholders for new governance policies or bylaws, changes to existing governance policies or bylaws and shall give the board a three-month notice of suggested deletions, modifications or additions.
- 2.21. Any person submitting an addition, modification or deletion to board shall not fail to request in writing to the Chairperson of the Board to be placed on the agenda of the board for consideration.
- 2.22. No governance policy or bylaw shall be exempt from the review process which shall occur within every two years.
- 2.23. ***The Board shall not fail to make a notation after each policy or bylaw to designate when it was developed and the last date it was added a new policy (A) or, amended or changed the wording (C).***
- 2.24. Records of all original and deleted policies shall not fail to be maintained in the permanent board records.
- 2.25. Requests that relate to operational issues are referred to the Chief Executive Officer to be addressed in the management policies.

## **Quorum**

- 2.26. A board member who abstains from participation or leaves a meeting because of their declared conflict of interest shall be included as present when determining whether there is a quorum; the majority present based on the quorum must vote in the affirmative for the motion to pass.
- 2.27. A quorum for any board committee meeting shall be a majority of the appointed/elected board members on the board committee.

**Staff Treatment**

- 2.28. Concerning the treatment of employees, the board shall not cause or allow conditions which are inhumane, unfair, or undignified. Accordingly, it shall not:
  - 2.28.1. differentiate among employees on other than clearly job-related criteria, individual performance or qualifications;
  - 2.28.2. fail to take reasonable steps to protect staff from unsafe or unhealthy conditions;
  - 2.28.3. withhold from staff a due-process complaint/appeal procedure, able to be used without bias; and
  - 2.28.4. fail to acquaint staff with their rights under the policy.

**Standards of Behaviour**

2.29. Each board member (governance) and the Chief Executive Officer (management) shall attend to their responsibility for providing leadership by adhering to the highest standards of behaviour as stated:

- Accountability Supports the goals of the board; accepts ownership of the conferred responsibilities; and, reports on the discharge of those accepted responsibilities and the results obtained.
- Big Picture Before making any decision, takes the time to view each issue from the perspective of the members, the relevant Government, and other Partner(s).
- Commitment Sets aside time to do governance work thoroughly, attends meetings, articulates their ideas in the designated forum, offers their expertise to the board, and acts in the best interest of those she represents.
- Communication Maintains a positive stance during all interactions, acknowledges divergent views, identifies areas of agreement and outstanding differences, and says what they mean without misrepresentation.
- Confidentiality Permits agreed upon governance processes to take their course, honors the role of the board’s spokesperson, and leaves information which is not designated for distribution to the public or respective governments within the boardroom.
- Evidence-Based Decision Making Only makes decisions about a program, practice, or policy after gathering the best available research and experiential evidence from the field along with the relevant contextual evidence.



Focus	Focuses on the issues, not the people involved, remains detached from personal comments, and makes the best decision possible under the current circumstances.
Leadership	Leads by example, accepts their governance role, does not try to manage ASNL in areas which have been delegated to the Chief Executive Officer, evaluates their activities, accepts the evaluation of others, and as a board member agrees to participate in a fair evaluation of the Chief Executive Officer.
Listen	Pays attention to incoming verbal and non-verbal information, compares this information to what they already know and interprets what is left unsaid.
Objectivity	Acknowledges their biases, consciously decides not to bring prejudices to the governance table, and declares any conflicts of interest before discussions, regarding any topic, at the board table.
Openness	Accepts the contributions of the members of ASNL, includes all board members in discussions, is open to change, builds on the culture and history of ASNL and respects the past while preparing for the challenges of the future.
Read	Reads the information provided, compares it to what is already known, and formulates questions to fill in the gaps.
Selflessness	Puts the concerns for the greater good of ASNL ahead of their interests, seeks first to understand the perspectives of others before sharing individual views, and upholds the decisions of the majority.
Team Player	Demonstrates a 'win-win' philosophy, participates actively in conflict resolution, actively judges when to hold firmly to a position and when to compromise, and protects the dignity of opponents.

## Succession Planning

- 2.30. For all short-term emergency replacement requirements of the Chief Executive Officer, the Board shall not fail to identify who will be the acting Chief Executive Officer.
- 2.31. For permanent replacement requirements of the Chief Executive Officer, the Board shall not fail to follow its established protocol to find a suitable replacement.
- 2.32. The Board shall only proceed with the dismissal of the Chief Executive Officer after following statutory requirements, and an established due process.

## **3.0. Decision Making**

### **Ad Hoc Committees**

- 3.1. The Board shall only structure ad hoc committees
  - 3.1.1. by resolution and the terms of reference shall not extend beyond 12 months, and
  - 3.1.2. using comprehensive terms of reference to deal with particular issues in a specified manner.
- 3.2. Ad hoc committees shall not deal with items which are within the terms of reference of any Standing Committee.
- 3.3. A quorum of an ad hoc committee shall be no less than a simple majority.
- 3.4. Where the Chairperson of the Board has not appointed a chairperson to an ad hoc committee, the committee shall not conduct business until it has chosen a chairperson.
- 3.5. An ad hoc committee is considered dissolved when it has: delivered its final report; completed its project; at any time based on a resolution of the Board; or at the end of the term of office of the Board.
- 3.6. When the Chief Executive Officer's position is vacant, and the Executive Committee is not available, the Board shall appoint an ad hoc committee consisting of a maximum of three board members to search for a new Chief Executive Officer and to present the options to the Board.

### **Decision Making Process**

- 3.7. The Board shall not fail to consider all options and the associated pros and cons before making any decision.
- 3.8. Committees shall not make decisions unless given specific authority by the board.







## **7.0. Representation**

### **Public Relations**

- 7.1. The Board and Chief Executive Officer shall not fail to ensure that all public relations activities are in accordance with all funding agreements.
- 7.2. Only the Chief Executive Officer or their designate shall conduct media interviews regarding management issues.
- 7.3. Only the Chairperson or their designate shall conduct media interviews regarding governance issues.
- 7.4. The official spokespersons for ASNL are the Chairperson of the Board or their designate for governance issues, or the Chief Executive Officer or their designate for management issues.
- 7.5. When interacting with the public, press, or other entities, board members shall not fail to ensure that information conveyed is exactly as stated in board decisions.
- 7.6. All media releases related to governance issues shall not fail to be released after review by the board, and where there are high risks for the entity, all management releases shall not fail to be approved by the Board or the Board Executive Committee.

## **8.0. Risks**

### **Programs and Services**

- 8.1. To ensure that ASNL continues to deliver high-quality programs and services, ASNL shall not fail to:
- 8.1.1. require a pre-registration or pre-payment fee to ensure costs are covered;
  - 8.1.2. accept payment by cash, cheque or credit card (VISA, MasterCard or American Express);
  - 8.1.3. ensure NSF cheques are subject to a \$25 service charge
  - 8.1.4. ensure, unless specified otherwise, cancellations received up to 48 hours before the event receive a full refund;
  - 8.1.5. ensure cancellations made after the registration deadline are not refunded; however, the substitution of the attendee(s) is permitted for that event;
  - 8.1.6. ensure individuals who have outstanding balances with ASNL are not permitted to begin programming or attend events in the following semester/session until the outstanding amount is paid in full; and
  - 8.1.7. ensure members who have balances owing for more than 90 days are reported to the board and memberships are suspended until the balance is paid in full.
- 8.2. The Board shall not fail to monitor financial and reputational risks every quarter and implement strategies to ameliorate those risks.

### **Records**

- 8.3. The Chief Executive Officer shall not fail to maintain all records until a motion of the board specifies what can be destroyed and the method of destruction for the named records.

### **Hiring and Termination of Employees**

- 8.4. The Chief Executive Officer shall not fail to implement management policies and procedures for the hiring, evaluation, and termination of employees.

## **9.0. Roles and Responsibilities**

### **Role of Board Members**

- 9.1. Each board member shall not fail to:
  - 9.1.1. attend regular meetings;
  - 9.1.2. maintain active linkages with active members of ASNL;
  - 9.1.3. demonstrate active promotion of ASNL's programs and services throughout their region and amongst all stakeholders;
  - 9.1.4. lend their support in their area of expertise on an as-needed basis;
  - 9.1.5. keep informed about the concerns of the membership, funders, and partners;
  - 9.1.6. ensure that the goals and objectives of ASNL are fulfilled;
  - 9.1.7. exercise visionary leadership by participating in the establishment of the values and goals, setting strategic directions, completing a strategic plan, setting policies, creating value in the programs and services to the benefit of individuals with ASD; supporting the Chief Executive Officer and volunteers;
  - 9.1.8. ensure decisions comply with existing policies;
  - 9.1.9. keep confidential information within the boardroom;
  - 9.1.10. comply with the Code of Ethics and Standards of Behaviour; and
  - 9.1.11. actively participate in individual, board, and Chief Executive Officer evaluations.



## **Role of the Board**

9.2. The Board shall not fail to:

### **Agreements**

- 9.2.1. approve all funding agreements;

### **Banking**

- 9.2.2. determine by affirmative motion the bank or financial institution to carry on the banking business of ASNL;
- 9.2.3. determine the spending limits assigned to the Chief Executive Officer;
- 9.2.4. determine the signing officers for ASNL;

### **Budgeting**

- 9.2.5. Ensure that variances in proposed budgets are identified;
- 9.2.6. Ensure the budget is within the financial capacity of ASNL;

### **Evaluation**

- 9.2.7. determine the method which will be used to evaluate the Board as a whole and each member;
- 9.2.8. ensure compliance with the by-laws and governance policies;
- 9.2.9. mutually determine with the Chief Executive Officer the method to be used to evaluate their performance;
- 9.2.10. determine the information it needs to ensure that programs and services are reaching the intended population and that uptake is maximized;
- 9.2.11. determine the information it needs to ensure that the requirements of funders are met;

### **Finances**

- 9.2.12. engage an independent Auditor registered by the Public Accountants Licensing Board in the Province of Newfoundland and Labrador;
- 9.2.13. review the management letter from the auditor and make decisions regarding corrective action;

### **Leases and Purchases**

- 9.2.14. approve all leases prior to the signing of any contracts;
- 9.2.15. approve all purchases over \$10,000.00;

### **Chief Executive Officer**

- 9.2.16. hire the Chief Executive Officer and if any member is in a conflict of interest in relation to an applicant, that board member does not sit on the selection committee, and ensure that no conflict exists as soon as the applicants are known;
- 9.2.17. use the most effective method available to complete the hiring process for the Chief Executive Officer;

- 9.2.18. advise the Chief Executive Officer during the probationary period, of any concern with work performance, punctuality or any other concern that may affect the successful completion of the probationary period;
- 9.2.19. confirm or release the Chief Executive Officer where they has completed a six (6) month probationary period;
- 9.2.20. increase the Chief Executive Officer's salary on a regularly scheduled basis, and ensure that the Chief Executive Officer's salary is at least 5% higher than any person reporting to him/her;
- 9.2.21. dismiss the Chief Executive Officer for 'Just Cause' without notice where (i) there is proof of misconduct, (ii) where the nature and degree of the misconduct is sufficient to dismiss the employee without notice, and (iii) where the employee is provided written notice which contains the reasons for the dismissal;

### **Meetings**

- 9.2.22. as outlined in the Bylaws choose a member to facilitate the current meeting only;
- 9.2.23. ensure that each Director's voice is heard during deliberations at the board table;

### **Networking**

- 9.2.24. ensure specific Directors are selected to network with specified individuals to advance the strategic directions of ASNL;
- 9.2.25. plan to garner support from key stakeholders;
- 9.2.26. develop a strategy to maintain a positive organizational image;

### **Planning**

- 9.2.27. co-ordinate and assemble financial data for use in preparing a 3-year strategic plan and annual budget, ensuring the data is accurate and that the budgets accurately reflect the mandate of the Board, and are realistic and reliable;
- 9.2.28. engage in consultation with the Chief Executive Officer on board plans, budgets and any revisions thereof, and revise plans in accordance with the funding Agreements;

### **Programs**

- 9.2.29. develop an action plan to promote programs and services of ASNL to members, prospective members, the public and other stakeholders;

### **Reporting**

- 9.2.30. specify how often committees shall report, how reports are to be provided, and essential topics to be covered;
- 9.2.31. specify how often the Chief Executive Officer shall report, how reports are to be provided, and essential topics to be covered;

**Risks**

- 9.2.32. ensure major risks associated with any bank dealings, budgets, agreements, and contracts are dealt with immediately;
- 9.2.33. ensure the board has an appeals process;
- 9.2.34. ensure adherence to legal standards and ethical norms; and

**Signing Authority**

- 9.2.35. assign the signing authority to specified Board members and personnel.



## **Role of the Vice Chairperson**

- 9.4. The vice-Chairperson who is elected by the board members, shall not fail to:
- 9.4.1. assume the responsibilities of the Chairperson of the Board in their absence;
  - 9.4.2. attend meetings of the board of directors, executive committee, and the annual general meeting;
  - 9.4.3. ensure all board members sign the relevant forms in Appendices A, B, and C.
  - 9.4.4. in cooperation with the Treasurer and the Chief Executive Officer inform the board of the financial needs and performance of ASNL;
  - 9.4.5. in cooperation with the Treasurer and the Chief Executive Officer review the budget and ensure they present the budget to the board of directors seeking their approval;
  - 9.4.6. monitors the financial status at the board and executive committee meetings, as per a set schedule;
  - 9.4.7. ensure the Board reviews the auditor's management letter; and
  - 9.4.8. inform the membership of financial results and present the auditor's report at the annual general meeting, when the auditor cannot be present.

## The Role of the Board Secretary

### 9.5. The Board Secretary shall not fail to

- 9.5.1. call a meeting to order, when the Chair or Vice-chair are not in attendance and ensure a chairperson for the current meeting is selected;
- 9.5.2. ensure board records are safely stored;
- 9.5.3. ensure old board documents are disposed of appropriately;
- 9.5.4. ensure the minutes of board meetings, and other records are available to board members as requested or required by governance policies;
- 9.5.5. ensure a record of all the proceedings of the board is kept;
- 9.5.6. ensure that all committee reports are kept on file;
- 9.5.7. ensure the official record of the board's constitution, bylaws, and/or governance policies is on file;
- 9.5.8. maintain a copy of the official membership of ASNL and call the roll when required;
- 9.5.9. maintain a list of all committees and its members;
- 9.5.10. maintain a record of attendance for each board member and notify the chairperson of the board when any member has missed more meetings than permissible in the Bylaws.
- 9.5.11. monitor the board calendar for important dates critical for filings (records, reports);
- 9.5.12. notify officers, committee members, and/or delegates of their appointment/election;
- 9.5.13. prepare the order of business after the board has completed its work;
- 9.5.14. ensure committees are provided with documents required to do their work; and
- 9.5.15. send out notices of meetings.

## Role of the Board Treasurer

- 9.6. The board Treasurer shall not fail to
- 9.6.1. provide financial risk oversight by working with the board to (i) determine how often the board would like a report on the short and long-term financial risks the board faces, and (ii) develop a checklist for the CEO to complete for presentation to the full board;
  - 9.6.2. work with the board to ensure the accuracy of financial information and deal with any obstacles that are preventing the board from obtaining any information it needs;
  - 9.6.3. support the board during the budgeting process by ensuring (i) Directors review the information provided to determine if the dates when pre-budget/ budget information has to be submitted are known; (ii) the criteria to be used when preparing the budget is understood; (iii) how any outstanding liabilities will influence what is budgeted; (iv) the criteria to use to determine budget priorities is understood; (v) the board set the proposed annual operating and capital budgets; (vi) they are knowledgeable enough of the board's current policies, and (vii) to ensure the board monitors the organization's financial performance as specified;
  - 9.6.4. ensure the board knows when it needs to use accrual accounting and when it is best to use the a cash accounting method to meet the expectations of members, funders and donors;
  - 9.6.5. ensure the board is aware of the list of potential factors that influence the operating budget;
  - 9.6.6. ensure the board is aware of the list of important factors it shall consider when it is developing the capital budget; and
  - 9.6.7. determine with the board the degree to which the CEO is cooperating with and supporting the work of the auditors.

## **Role of Committees**

### **Role of each committee chair**

- 9.7. Each committee chair shall not fail to:
  - 9.7.1. facilitate committee meetings;
  - 9.7.2. ensure committee members have the information needed to do their jobs;
  - 9.7.3. ensure minutes are kept and filed;
  - 9.7.4. oversee the logistics of the committee's operations;
  - 9.7.5. report to the board as specified by the Board; and
  - 9.7.6. perform other responsibilities as assigned by the Board.

### **Role of Committees: General**

- 9.8. Board committees shall refrain from:
  - 9.8.1. speaking or acting for the Board or exercising authority over staff, including the Chief Executive Officer;
  - 9.8.2. expanding the mandate of the committee without an affirmative motion of the Board; and
  - 9.8.3. withholding any information regarding any risks from the Board.
- 9.9. Board committees shall not fail to:
  - 9.9.1. set a schedule for meetings;
  - 9.9.2. inform the Chief Executive Officer of the meeting schedule;
  - 9.9.3. ensure there is a quorum before conducting business;
  - 9.9.4. provide the board with all options considered and the risks associated with each option; and
  - 9.9.5. ensure minutes are available to all board members if the meetings are designated as open meetings.



## **Role of the Executive Committee of the Board of Directors**

9.10. The Executive Committee shall be comprised of the Chairperson (committee chair), the Vice-Chairperson, the Treasurer, and the Secretary of the Board.

9.11. The mandate of the Executive committee is limited as follows:

- 9.11.1. to exercise the full powers of the board in all matters when the board is unable to obtain a quorum;
- 9.11.2. to determine, where requests are time-sensitive, whether presentations are heard at the next board meeting;
- 9.11.3. to communicate with the Advisory Councils; **(A – Dec 2019)**
- 9.11.4. to ensure the development of a governance plan and monitor its implementation and effectiveness;
- 9.11.5. to facilitate the annual performance evaluations of the Chief Executive Officer in the fourth quarter of the fiscal year which shall consist of a self-assessment completed by the Chief Executive Officer, and an interview by the committee focusing on organizational performance;
- 9.11.6. to submit the report to the board for approval, and send a performance review summary report to the Chief Executive Officer;
- 9.11.7. to hear appeals by members, personnel (when the issues were unable to be resolved), or the Chief Executive Officer;
- 9.11.8. to designate two board members, the Chief Executive Officer and the Chief Operating Officer, either two of whom have ASNL signing authority for cheques and funding contracts; and
- 9.11.9. to study and advise the Board on any matter as directed by the Board.

## **Role of the Communications and Nominations Committee**

- 9.12. The Communications and Nominations Committee shall be comprised of three board members (chair chosen by the Board Chairperson), and this committee shall not fail to:
- 9.12.1. outline specifically the activities and roles each board member will play to advocate successfully on behalf of ASNL;
  - 9.12.2. specify how the ASNL board will improve the visibility of ASNL;
  - 9.12.3. outline the specific benefits (value-added) of membership in ASNL for each year;
  - 9.12.4. review membership policies yearly bringing suggestions for changes to the board;
  - 9.12.5. solicit nominations for ASNL's vacant board seats (See Appendix D);
  - 9.12.6. screen information submitted by board applicants (See Appendix E) to ensure all required information has been submitted and the criteria have been met;
  - 9.12.7. ensure that persons chosen to fill appointed board positions are chosen via secret ballots;
  - 9.12.8. ensure there is a call for persons to fill the elected positions;
  - 9.12.9. ensure biographies are sent to voting members at least two weeks before the AGM and ballots are ready for the AGM; there are no nominations from the floor;
  - 9.12.10. ensure a neutral person is selected to count ballots at the AGM and when results are announced only the name of the successful candidate(s) is stated.

















## **Appendix A: Compliance with the Code of Conduct and Standards of Behaviour**

I, \_\_\_\_\_, a Director with the Autism Society Newfoundland & Labrador, have read and agree to comply with the code of conduct and standards of behaviour of the Board. I confirm that I understand the Code and Standards and that I will abide by its provisions while serving as a Director of ASNL.

Name (printed) \_\_\_\_\_

\_\_\_\_\_

Signature

\_\_\_\_\_

Date (dd/mm/yyyy)



## Appendix B: Reading of Relevant Documents

Note: All new members are required to sign this form.

I have read the

Bylaws: Yes \_\_\_\_\_ No \_\_\_\_\_

Governance Policies Yes \_\_\_\_\_ No \_\_\_\_\_

Funding Agreements Yes \_\_\_\_\_ No \_\_\_\_\_

Legal or Other Documents that were provided and include:

\_\_\_\_\_ Yes \_\_\_\_\_ No \_\_\_\_\_

\_\_\_\_\_ Yes \_\_\_\_\_ No \_\_\_\_\_

\_\_\_\_\_ Yes \_\_\_\_\_ No \_\_\_\_\_

\_\_\_\_\_ Yes \_\_\_\_\_ No \_\_\_\_\_

Name (printed) \_\_\_\_\_

Signature \_\_\_\_\_

Date \_\_\_\_\_



**Appendix C: Declaration of Conflict of Interest** (signed yearly)

I, \_\_\_\_\_, hereby declare the following actual or potential conflict of interest:

1. Description of the situation giving rise to the actual or potential conflict of interest:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

2. Name of company(s), organizations, or individual(s) (if these names can come before the Board) involved with the actual or potential conflict of interest:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

3. Nature of personal interest or involvement with company(s) or individual(s):

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

4. It is essential for the Board to take the following actions to be taken to mitigate the actual or potential conflict of interest:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Signature \_\_\_\_\_

Date (dd/mm/yyyy) \_\_\_\_\_

## Appendix D: Nomination Process and Guidelines

### Nomination Process: Elected Positions

1. The Board, via its website and other public means, shall call for individuals to fill board vacancies
  - a. The Call shall be made at least three months before the selection date:
  - b. Persons wishing to put their names forward shall send to the CEO, via electronic or other means,
    - i. a completed Board application form
    - ii. a letter outlining their interest in ASNL and what they feel they can contribute to the Board
    - iii. a curriculum vitae
    - iv. proof that their membership is current;
    - v. the completed checklist; and
    - vi. the names of two references.
2. The names of all potential candidates who meet the criteria are forwarded to the Communications and Nominations Committee to complete the screening process.
3. Candidates are contacted by the Board Chairperson to advise if their name will be put forth for a vote by members at the next AGM.
4. Information about each candidate is distributed to the general membership before the Annual General Meeting for elected positions.

### Nomination Guidelines for Internal Use

- Board vacancies (See Board Vacancies in Bylaws)
- Nominations can be accepted year-round; however, the call for nominations will be put forth only once per year.
- The Call for Nominations shall include the following information:
  - Overview of ASNL
  - Role and responsibilities of a board member
  - A listing of board seats available
  - Details on how to submit a nomination

- Deadline for Nominations; and
- Criteria necessary to become a member of the Board.
  
- The criteria for Board members are as follows:
  - Nominees must be current ASNL Regular Members in good standing
  - Previous experience serving on a Board of Directors is an asset
  - Active in the community with a solid knowledge of provincial and regional issues facing individuals with ASD; and a
  - Willingness to commit the required time and effort as a member of the Board.
  
- Call for Nominations shall be distributed at least 60 days before the Annual General Meeting
  
- The deadline for nominations should be at least 30 days before the Annual General Meeting to allow time for the Communications and Nominations Committee to review nominations and make recommendations.
  
- Calls for nominations can also be circulated via other means including other organizations or individuals.
  
- Individuals can be nominated by another person or can self-nominate.
  
- The Communications and Nomination Committee shall not consider nominees who have not submitted all the required information.

## Nomination Process: Board Appointed Positions

1. The Board, via its website and other public means such as professional associations, shall call for individuals to fill board vacancies
  - c. The Call shall be made at least three months before the selection date for the announcement at the AGM
  - d. Each person wishing to put their names forward shall send to the CEO, via electronic or other means,
    - i. a completed board application form
    - ii. a letter outlining their interest in ASNL and what they feel they can contribute to the board
    - iii. a curriculum vitae
    - iv. the names of two references; and
    - v. a statement that they are or are willing to become a member of ASNL.
2. The names of all potential candidates who meet the criteria are forwarded to the Communications and Nominations Committee to complete the screening process.
3. Candidates are contacted by the Board Chairperson to advise if their name will be put forth for a vote by members at the next AGM.
4. Information about each candidate is distributed to the Board Members at least one month before the vote for appointed positions.

### Nomination Guidelines for Internal Use

- Board vacancies (See Board Vacancies in Bylaws)
- Nominations can be accepted year-round; however, the call for nominations will be put forth only once per year unless a vacancy occurs mid-term.
- The Call for Nominations shall include the following information:
  - Overview of ASNL
  - Role and responsibilities of a board member
  - A listing of board seats available
  - Details on how to submit a nomination
  - Deadline for Nominations; and the
  - Criteria necessary to become a member of the Board

- The criteria for non-parent of a person with ASD, who are seeking appointments are as follows
  - Nominees must be a member in good standing with their professional association if they represent a professional area of expertise
  - Previous experience serving on a Board of Directors is an asset
  - Active in the community with a solid knowledge of provincial and regional issues facing individuals with ASD, and a
  - Willingness to commit the required time and effort as a member of the board.
  
- Call for Nominations shall be distributed at least 60 days before the appointment vote by the Board of Directors.
  
- Calls for nominations can also be circulated via other means including other organizations or individuals.
  
- Individuals can be nominated by another person or can self-nominate.
  
- The Communications and Nomination Committee shall not consider nominees who have not submitted all the required information or who do not meet the criteria for selection for the specific seat.

## Appendix E: Checklist Outlining Criteria for Elected and Appointed Positions

Before placing a name on a ballot for Board Member selection, each person nominated must fill in the following form by to answer the following questions. Where a person is unable to fulfill the requirements to sit on the Board of ASNL, their name shall not be placed on the ballot for appointment or election.

I \_\_\_\_\_

1. Can attend at least 5 regular board meetings and the AGM per year.	Yes	No
2. Am willing to enable the Board to speak with one voice.	Yes	No
3. Am not out of the province for more than three months at a time.	Yes	No
4. Am committed to the mandate and directions of the Autism Society Newfoundland & Labrador (ASNL).	Yes	No
5. Have no dealings, that I am currently aware of, which could put me in a conflict of interest with the work of the Board.	Yes	No
6. Have no current plans to apply for a position with the ASNL.	Yes	No
7. Understand that the board does not get involved in the management of the entities; it governs only.	Yes	No
8. Will not be applying for any contract with the Board.	Yes	No
9. Will resign or seek a leave of absence if I decide to seek the nomination for a political party.	Yes	No
10. If elected to a seat in the Legislature or House of Commons, agree to resign my seat on the Board of ASNL.	Yes	No
11. Will not use any public means to discuss any issue being dealt with at the Board table.	Yes	No
12. I can usually attend special meetings if I am given 36 hours notice.	Yes	No

Signature \_\_\_\_\_

Date \_\_\_\_\_