

# AUTISM SPECTRUM AUSTRALIA (ASPECT)

## CORPORATE GOVERNANCE STATEMENT

### 1. INTRODUCTION

The Board and management of Autism Spectrum Australia (Aspect) place importance on high standards of ethical behaviour, governance and accountability in Aspect's day to day operations and business and has therefore developed this Corporate Governance Statement.

The adoption and application of this Corporate Governance Statement is also aimed at preserving and safeguarding Aspect's reputation and its ability to properly fulfil its obligations to people on the autism spectrum or another disability and their families, carers or guardians.

Aspect is a company limited by guarantee. It operates as a not for profit charity with the status of a public benevolent institution. It is governed by its Constitution approved by its Members.

This statement provides an overall governance framework and identifies the respective roles and responsibilities of the Board and management in setting the strategy and direction of Aspect and in managing and controlling the organisation.

Aspect's activities are regulated by the Corporations Act 2001, the Australian Charities & Not-for-profit Commission (ACNC) and other state and federal laws as applicable. In particular the ACNC has five governance standards. They are:

#### Standard 1: Purposes and not-for-profit nature

*Charities must be not-for-profit and work towards their charitable purpose. They must be able to demonstrate this and provide information about their purposes to the public.*

The purposes of Aspect are outlined in Sections # 2 and # 3. This information is available on Aspect's website by making its Constitution, Regulations and this Governance Statement publicly available.

The processes by which it goes about meeting its purposes are described in its policy framework and with particular reference to governance, strategy and managing risk. All policies are publicly available on the Aspect website

#### Standard 2: Accountability to members

*Charities that have members must take reasonable steps to be accountable to their members and provide them with adequate opportunity to raise concerns about how the charity is governed.*

In regard to Members, see Section # 4 of this document, Clauses 5.1 – 5.8 and Clause 6 of the Constitution and Clause 1 of Aspect's Regulations. Aspect writes to its Members annually to invite any Member to nominate for the Board and writes again to invite all Members to the Annual General Meeting where they can receive a copy of the Annual Report or can be sent a copy by post on request. By being part of the AGM Members are involved in any decisions taken at the AGM or any other general meeting.

Aspect has an active social media strategy open to all stakeholders including its Members as well as having extensive information available on its website which is regularly updated.

#### Standard 3: Compliance with Australian laws

*Charities must not commit a serious offence (such as fraud) under any Australian law or breach a law that may result in a penalty of 60 penalty units (equivalent to \$12,600 as at December 2018) or more.*

Aspect is committed to complying with Australian laws. It does through a comprehensive governance framework implemented across the organisation.

## Standard 4: Suitability of Responsible Persons

*Charities must take reasonable steps to:*

- *be satisfied that its Responsible Persons (such as board or committee members or trustees) are not disqualified from managing a corporation under the Corporations Act 2001 (Cth) or disqualified from being a Responsible Person of a registered charity by the ACNC Commissioner, and*
- *remove any Responsible Person who does not meet these requirements.*

For Aspect's response, see Sections #5.7 – #5.11, #5.13 and #5.20 in this document.

## Standard 5: Duties of Responsible Persons

*Charities must take reasonable steps to make sure that Responsible Persons are subject to, understand and carry out the duties set out in this Standard, these being:*

- *act with reasonable care and diligence*
- *act honestly in the best interests of the charity and for its purposes*
- *not misuse the position of responsible person*
- *not to misuse information obtained in performing duties*
- *disclose any actual or perceived conflict of interest*

For Aspect's response, see Sections #5.1, #5.7 - #5.18 and #5.20 - #5.21 in this document and Clause 11, and Clauses 13 – 16 in the Constitution.

## **2. THE PURPOSE, VISION, MISSION & VALUES**

Aspect is committed to conducting its work with the highest standards of personal and corporate integrity.

**PURPOSE:** A different brilliant<sup>®</sup> - understanding, engaging and celebrating the strengths, interests and aspirations of people on the autism spectrum.

**VISION:** The best opportunities for people on the autism spectrum.

**MISSION:** We work with people of all ages on the autism spectrum, delivering evidence-informed solutions that are person-centred, family-focused & customer-driven.

**VALUES:** We are passionate about people, about being positive and about what's possible.

## **3. THE OBJECTS**

These high level statements of Aspect's purpose, vision, mission and values are a more contemporary and user friendly way of summarising the company's objects that are formally stated in the Constitution and which spell out that the organisation is a not for profit charity. They are:

- (a) to provide direct relief of suffering and distress of those individuals, as well as the families of those individuals, who have Autism Spectrum Disorder or another disability through but not limited to diagnosis and assessment, early intervention, educational services for school-aged children to prepare them for transition to environments that are not autism-specific, the provision of information and other services;
- (b) to raise awareness about Autism Spectrum Disorder to assist in the early identification of the individual with Autism Spectrum Disorder and to provide educational and training services to the professional and the general community about Autism Spectrum Disorder and the issues and needs of individuals with Autism Spectrum Disorder, as well as structured support to the families of those

individuals to develop the individual's skills to allow the individual to achieve a good quality of life and provide relief to the families;

- (c) to research and evaluate the services provided;
- (d) to enter into arrangements with others, including any level of government or any society, organisation or company that in the Directors' opinion is conducive to the Objects, and to obtain privileges, financial support or concessions that allow the Company to meet its Objects from those persons;
- (e) to subscribe to or donate or become a member of and cooperate with any other body of persons whose Objects are altogether or in part similar to those of the Company;
- (f) to encourage and solicit the making of donations, Gifts and testamentary dispositions to the Company and obtain and disburse those funds in the furtherance of the Company's Objects;
- (g) to undertake public appeals from time to time to raise funds for the Company's Objects;
- (h) to establish a capital base and to use income from that base to provide an ongoing source of support for the Company to achieve its Objects; and
- (i) to do all such things as are incidental to the attainment of any of the above Objects.

#### **4. THE MEMBERS**

Membership of the company comprises three classes of members: Ordinary Members who pay a membership fee, Life Members and Life Governors. A Life Member is a person whom the Board determines has given a sum of money or rendered a level of services in-kind to Aspect of such magnitude to be appointed as a Life Member of Aspect. Life Governors are persons that have given a sum of money or rendered a level of services in-kind to Aspect of significantly greater magnitude than a person who is eligible to become a Life Member and that the Board determines is worthy of being granted Life Governorship.

#### **5. THE BOARD**

##### **5.1 Role of the Board**

The Members elect up to 10 Member-elected Directors to the Board of Aspect. The Aspect Constitution provides that the Board may appoint up to two further persons as Board-appointed Directors of Aspect. The tenure of Board-appointed Directors expires at the next Board meeting to occur after every Annual General Meeting of the Company. The maximum term of a Board Director is ten consecutive years of service.

The Board of Directors exercises the powers vested in it by the Corporations Act 2001, Aspect's Constitution and its Regulations.

The Board determines the direction of Aspect and monitors Aspect's performance of on behalf of its Members and other stakeholders. It accomplishes this by:

- ensuring a skilled, effective and diverse Board in possession of the knowledge and experience to effectively govern with appropriate operating standards and procedures;
- appointing, supporting, delegating to, evaluating and remunerating the Chief Executive Officer and providing for a management succession plan;
- determining Aspect's purpose, vision, mission, values, the strategic direction and objectives of Aspect in consultation with management;
- ensuring sufficient resources are available for Aspect to achieve its goals by developing with management and approving Aspect's three-year rolling Strategic Plan, from which is developed Aspect's annual Business Plan and Budget,

- regularly monitoring the implementation of the annual Business Plan using the Key Performance Indicators (KPIs);
- ensuring a risk management framework is in place to identify and manage those risks to ensure the preservation of Aspect's reputation, earnings, assets and capacity;
- ensuring a relevant policy framework is in place including reference to safeguarding of students and participants and restrictive practices;
- ensuring the integrity of internal controls for financial and management information systems;
- maintaining adequate personal liability insurance for current and past Board Directors, and
- ensuring Aspect's activities are conducted ethically and transparently.

The authorities and responsibilities retained by the Board are:

- the appointment, evaluation and remuneration of the Chief Executive Officer;
- material transactions which are at or greater than 5% of Aspect's current projected surplus and therefore not in the ordinary course of business of Aspect;
- the approval of the three-year Strategic Plan, the annual Business Plan and the annual Budget;
- the development, refinement and approval of Aspect's purpose, vision, mission and values;
- preparing and approving Aspect's regulations;
- approval of Aspect's statutory accounts including the Directors' report;
- insurance policy renewals for Directors and Officers insurance;
- Board Directors fulfil the responsibilities of 'Responsible Persons' for Aspect schools in NSW;
- members fulfil the responsibilities of 'Key Personnel' for Aspect NDIS services;
- being "fit and proper persons" as the proprietors and governing body for schools in South Australia as required by SA Education, and
- ensuring appropriate performance of, and undertaking ongoing due diligence with, Aspect's external auditors.

## **5.2 Role of Management**

The Board delegates responsibility for day-to-day management of Aspect's activities to the Chief Executive Officer who is appointed by the Board. The Chief Executive Officer is responsible for the implementing the rolling three-year Strategic Plan and the annual Business Plan and Budget approved by the Board through Aspect's management team which he/she leads.

The management team comprises the Executive and the Management Network, who are suitably qualified and/or experienced persons with clearly defined responsibility, authority and accountability for the provision of supports and the necessary leadership staff to provide services consistent with its purpose and mission. Contractual, remuneration and other matters related to the Chief Executive Officer's appointment are reviewed by the Governance Committee and approved by the Board. The Chair is the Board's principal formal contact with the Chief Executive Officer, however, the Chief Executive Officer has unrestricted access to all Board Members and vice versa.

The Executive comprises:

- Chief Executive Officer;

- Chief Financial & Information Officer;
- National Director, Aspect Education;
- National Director, Aspect Research Centre for Autism Practice,
- National Director, People, Quality & Communications, and
- National Director, Fundraising.

### **5.3 The Office Bearers of the Board**

The Board annually elects the Chair and the other office bearers of the Board as set out in the Constitution.

### **5.4 Role of the Chair**

The main internal tasks of the Chair are to:

- lead the Board and facilitate Board meetings;
- ensure the Board is focused on Aspect's purpose, vision, mission and values;
- ensure the Board is focussed on the goals associated with the Strategic Plan's Core Strategies and the Business Plan's Actions
- ensure that each Board Director has an opportunity to express their views freely and frankly during Board meetings;
- maintain a professional working relationship and be the Board's principal point of contact with the Chief Executive Officer;
- set the agenda for each Board meeting in conjunction with the Chief Executive Officer;
- ensure the Board carries out appropriate assessments of its own performance; and
- ensure meetings are conducted effectively and that adequate minutes are taken of each meeting.

The main external tasks of the Chair are to:

- represent the Board and Aspect as required;
- act as a spokesperson as required; and
- chair each annual general meeting of members and all other general meetings of members.

### **5.5 Role of the Deputy Chair**

The role of the Deputy Chair is to act for the Chair in his or her absence in performing the tasks identified above.

### **5.6 Role of the Honorary Treasurer**

The role of the Honorary Treasurer is to:

- chair the Finance, People & Audit Committee ;
- provide Board leadership in overseeing Aspect's financial management; and
- give due consideration to key strategic financial decisions that are made by Aspect.

### **5.7 Role of Individual Board Directors**

Board Directors govern a company on behalf of the shareholders of that company. The *Corporations Act 2001* states in s 198A (1) that '...the business of a company is to be managed by or under the direction of the directors...'. All Board Directors have certain basic legal duties and responsibilities.

The *Corporations Act 2001* specifies four main duties for directors:

- Care and diligence – to act with the degree of care and diligence that a reasonable person might be expected to show in the role (s 180). The same duty is imposed on Board Directors at common law. The business judgment rule (discussed below) provides a "safe harbour" for a Board Director in relation to a claim at common law or under s 180;
- Good faith – to act in good faith in the best interests of the company and for a proper purpose (s 181), including to avoid conflicts of interest, and to reveal and manage conflicts if they arise. This is both a duty of fidelity and trust, known as a 'fiduciary duty' imposed by general law and a duty required in legislation;
- Improper use of position – to not improperly use their position to gain an advantage for themselves or someone else or to the detriment to the company (s 182);
- Improper use of information – to not improperly use the information they gain in the course of their Board Director duties to gain an advantage for themselves or someone else or to the detriment to the company (s 183).

In addition to the four basic duties discussed above, other significant duties and responsibilities under the *Corporations Act 2001* include:

- **Insolvent trading** – Board Directors have a duty to ensure that a company not trade whilst insolvent or where they suspect it might be insolvent (s 588G);
- **Financial information** – taking reasonable steps to ensure that a company complies with its obligations in the *Corporations Act 2001* related to the keeping of financial records and financial reporting (s 344) ;
- **Disclosing Board Directors' interests** – disclosing matters relating to the affairs of the company in which he/she has a material personal interest (s191), particularly in the context of the requirement that public companies obtain shareholder approval for related party transactions (s 208), and disclosure of Board Director's interests to the market (s 205G).

The Business Judgment Rule applies to the duty to act with care and diligence (s 180) and not other sections of the *Corporations Act 2001*. This rule seeks to avoid unnecessary restrictions on proper entrepreneurial activity. Section 180 (2) of the *Corporations Act 2001* provides that a Board Director who makes a business judgment is taken to meet the care and diligence requirements in respect of the judgment if they:

- make the judgment in good faith for a proper purpose; and
- do not have a material personal interest in the subject matter of the judgment; and
- inform themselves about the subject matter of the judgment to the extent they reasonably believe to be appropriate; and
- rationally believe that the judgment is in the best interests of the corporation.

## 5.8 Responsible Persons

All Board members must be a designated 'responsible person' for Aspect schools that operate in NSW. Their role is to ensure that the legislative requirements for the registration and accreditation of non-government schools are carried out. Each 'responsible person' at Aspect must be a fit and proper person or body as defined by the Education Act (NSW) 1990. Aspect will ensure that the 'responsible persons' of the school are fit and proper and continue to be fit and proper whilst holding the role of a 'responsible person' for the school, by each 'responsible person' signing a fit and proper statutory declaration on an annual basis.

This declaration and the responsible persons' register will be stored securely by the Company Secretary in accordance with the Records Storage and Archive Management procedure and Aspect Records Table.

If Aspect becomes aware at any time that a 'responsible person' is unable to affirm to any of the fit and proper statutory declaration requirements the Chair of the Board or their delegate will notify NESAs as soon as practicable after the circumstances arise.

## **5.9 Confidentiality**

A Board Director shall keep confidential all information disclosed to them in their capacity as Board Directors of Aspect; and shall not disclose it to any person, except as required by law; with the prior written consent of Aspect; or to Aspect's agents, employees or advisers in the performance of the Board Director's responsibilities and duties.

No Board Director shall use any confidential information for the benefit of any person other than Aspect.

If any confidential information is lawfully within the public domain, then to the extent that the confidential information is public, a Board Director's obligations shall cease in respect of that confidential information.

If there is uncertainty as to whether any information is confidential information; or any confidential information is lawfully within the public domain, then that information is deemed to be confidential information and not within the public domain, unless the Board Director is advised by the Chair in writing to the contrary.

A Board Director shall maintain proper and secure custody of all confidential information; and use his or her best endeavours to prevent the use or disclosure of the confidential information by third parties.

A Board Director shall immediately deliver to Aspect all confidential information that is physically capable of delivery when the person's term as a Board Director ceases; and at any time at the request of a person authorised by the Board. Alternatively, the Board may direct the Board Director to destroy confidential information and certify in writing to Aspect that the confidential information has been destroyed. The Board may also direct that confidential information contained in computer software or data be destroyed by erasing it from the magnetic media on which it is stored so that the information cannot be recovered or reconstructed.

A former Board Director may access Board records for purposes which are properly referable to the Board Director's present or former office as a Board Director or other officer of Aspect, including but not limited to the defence or prosecution of administrative or legal investigations or proceedings involving the Board Director, and/or Aspect.

A Board Director must not make any copy or summary of any confidential information, except if required to do so in the course of his or her duties as a Board Director. If a Board Director is required to make a copy or summary of confidential information in the course of the Board Director's duties and functions as a Board Director, the copy or summary belongs to Aspect.

A Board Director shall comply with these obligations regarding confidentiality at all times during and after that person's term as a Board Director.

## **5.10 Conflicts of Interests**

The common law fiduciary duty of Board Directors is to act honestly and in the best interests of Aspect. This also overlaps with the Corporations Act 2001 that includes requirements that Board Directors act honestly, disclose conflicts of interest and not misuse their position or any information to which they have access to gain an unfair advantage for themselves or others to the detriment of Aspect.

Every decision made by the Aspect Board must be impartial and in its best interest and that of its members.

Every individual Board Director has a duty to ensure that his or her decisions and actions are in the best interests of Aspect.

Potential conflicts of interest may include:

- a contract between Aspect and the Board Director or a person or company related to Board Director or in which the Board Director has an interest;
- using confidential information for personal gain, and
- profiting from an opportunity that rightfully belongs to Aspect.

Disclosure is required in the following circumstances:

- If a Board Director suspects a conflict for his/herself or another Board Director, inform the Chair and/or fellow directors immediately.
- All conflicts should be disclosed. No conflict is too trivial to report.
- If a Board Director has a relationship with another organisation with which Aspect deals, the Board Director must disclose his/her interest before acting for the benefit of the other.

To manage conflicts of interests for Board Directors, Board Directors must:

- declare existing or potential conflicts to the Chair or the Company Secretary at any time if an actual, perceived or potential conflict of interest arises;
- when a conflict of interest arises during the course of a Board meeting, immediately advise the Chair, so that the ensuing risk can be mitigated by an accepted process (eg exclusion from participating in decision-making or advisory role associated with the conflict of interest);
- if they have a direct or indirect pecuniary interest in the matter for discussion and, subject to the requirements of the Corporations Act 2001, not be present while the vote is taken;
- not receive a financial or other benefit and must procure that no financial or other benefit is given to a related party of the Board Director unless previously approved by the Board;
- procure that the Company Secretary maintains a register of Interests and Related Party Transactions;
- follow Aspect's procedure for disclosing, registering and external audit of Related Party Transactions.

Further, when a conflict arises the Board will decide whether it is material and the course of action required.

The Board considers that independence from management is essential for impartial decision making and effective governance. Accordingly, Board Directors may not be current employees of Aspect, or employed by Aspect within the two years prior to their appointment or election as Board Directors of Aspect.

### **5.11 Other Responsibilities of Aspect Board Directors**

Board Directors are required to visit at least one service of Aspect each year along with attending some of the key events such as the Recognition Awards Night, industry conferences and governance conferences/workshops.

Each Board Director is required to be a financial supporter of Aspect by making at least one donation annually.

Aspect expects its Board Directors to take self-responsibility for their own ongoing governance training by attending relevant governance workshops and training provided by such providers as the AICD.

## **5.12 Board Composition and Size**

Aspect's Constitution provides that the Board shall consist of not less than eight persons and not more than twelve persons. The Constitution provides that of those twelve persons, up to ten persons may be elected by Members (Member-elected Directors), each of whom holds tenure as Board Directors for a term of three years. The Constitution also provides for the Board to appoint up to two further Board Directors (Board-appointed Directors) for a term of one year.

At least one third of Member-elected Directors must retire from office at the Annual General Meeting each year; however, such retiring Board Directors are eligible for re-election. For the purposes of determining the number of Board Directors required to retire, the number is reduced by each Member-elected Director who has retired or been removed since the last Aspect Annual General Meeting. This requirement is also subject to Clause 13.1(d) of the Constitution which states that no Member-elected Director will have his/her term automatically expire more than once in every three years.

The term of Board-appointed Directors expires at the commencement of the next Board meeting to occur after every Annual General Meeting. Each Board-appointed Director whose tenure expires may then be re-appointed by the Board as a Board-appointed Director.

Board Directors appointed to fill casual vacancies hold office until the next Aspect Annual General meeting following their appointment and are eligible for election by Members for a further term of three years at the Annual General Meeting.

The maximum term of a Board Director is ten consecutive years of service. A Director who has served the maximum term may be appointed as a Board-appointed Director so long as one of the two Board-appointed Director positions is vacant for a maximum of two additional terms, each of one year, where the Board by Special Resolution in each of those years determines that the appointment of that person as a Board-appointed Director for such additional term would be in the best interests of the Company.

Board Directors should bring to the Board sound business judgement and a performance focus, empathy for people on the autism spectrum and their families, broad strategic thinking, a collegiate and team playing approach, a philosophical commitment to the objectives of Aspect, and a willingness and capability to devote the required time to the Board's affairs.

## **5.13 Nomination of New Board Directors**

Any Members wishing to nominate a candidate for election as a Member-elected Director at an AGM must comply with the nomination process prescribed in the Constitution. Any nominees to meet with the Chair of the Aspect Board, the Chair of the Governance Committee and at least one other Board Director to discuss the rights and responsibilities associated with becoming an Aspect Board Director. The Committee also arranges a meeting of the nominee with the Chief Executive Officer. This process is designed to ensure that candidates for appointment as potential Board Directors of Aspect are fully aware of the scope of the role and will be prepared to become part of an effective team governing the organisation once they are appointed.

The Board aims to achieve a mix of qualifications, skills and experience, by taking into account the existing diversity of experience in the current Board and Aspect's strategic direction.

This process applies equally to a candidate for appointment as a Board-appointed Director, and must be completed prior to a decision being made by the Board regarding the appointment.

All new Board Directors are required to undertake an induction program which covers the Board and Aspect, its issues, current concerns, Aspect's staff and financial position. The induction of a new Board Director also includes governance training with a registered provider as required by the NSW Education Standards Authority (NESA) since Aspect runs a number of autism-specific schools. The induction may also include meetings with Aspect's Executive

or any other such training as the Board considers appropriate and the NESAs regulations require.

The current composition of the Board and Board Committees, together with background details on each Board Director, is set out in Aspect's Annual Report and on Aspect's website.

#### **5.14 Directors' Indemnity and Insurance Cover**

Aspect's Constitution provides that Aspect must indemnify all present and past Board Directors. As with other insurable risks, Aspect has insured Board Directors and officers against liabilities incurred by those persons in connection with the performance by them of their position with Aspect. Liability arising out of conduct involving wilful breach of duty or contravention of the Corporations Law is not covered by this policy.

#### **5.15 Meetings of the Board and their Conduct**

The Board meets seven times each year. Additional meetings may be held as required to address specific issues or as the need arises. The Board decides on an annual schedule of major items that are considered over the seven meetings along with regular items to monitor Aspect's performance.

Meeting agendas are determined by the Chair in consultation with the CEO to ensure adequate coverage of strategic, financial and operating matters throughout the year. Details of meetings and attendances are set out in Aspect's Annual Report.

#### **5.16 Meeting Procedures**

To ensure Board meetings are conducted efficiently and effectively, the Board has adopted the following procedures:

- proper and timely notice of meetings is provided to all Board Directors with an outline of the proposed business for the meeting;
- the Board meets from 5.30 p.m. to 8.00 p.m. and includes an in-camera session at the end of each meeting;
- Board papers are ordinarily published one week in advance of the meeting on the Boardtrac Plus App;
- Board papers in general are no longer than four pages long and mainly comprise dot points of key strategic issues.
- any policies approved by either the Governance Committee or the Finance, People & Audit Committee are attached to the minutes of the relevant committee in the Board papers;
- any papers submitted to the Board that have already been reviewed by one of its committees are included on the agenda in the section for noting;
- the majority of the Board's time is spent on strategic issues rather than the day-to-day responsibilities which are dealt with by management;
- an action schedule is maintained to ensure that all outstanding items or progress on implementation of approvals are dealt with;
- a quorum is maintained throughout the meeting;
- focus is maintained on the issue during debate;
- debate occurs because it is essential to ensure the right decisions;
- open questions are posed to encourage debate;
- Board meetings are chaired and facilitated by the Chair;
- within five working days of each meeting, the minutes are produced and circulated to Board Directors;

- minutes are recorded in such a way that resolutions can be actioned and monitored;
- the minutes of each Board meeting are approved by the Board as true and correct record of the meeting at the next following Board meeting.

### **5.17 Board Decision Making**

The Board when making a decision may need to take into account a number of factors including:

- their duties and responsibilities as Board Directors;
- strategic fit;
- ethical fit;
- financial considerations;
- strategic and operational risks;
- resource availability (internal/external and alternative use of resources);
- political impacts;
- key drivers and sensitivities;
- the inclusion of third party information on key assumptions;
- synergy with the business as a whole;
- community and stakeholder's perception of the decision;
- contingency plans in place to deal with unexpected developments, and
- monitoring and accountability mechanisms (if approved) incorporating key milestones and anticipated benefits.

The objective of the evaluation process is to ensure an appropriate balance of risk and return is achieved in the context of Aspect's operations, its vision and strategic objectives.

Although formal meeting practices can assist the efficient conduct of a meeting, such practices should not be used to stifle discussion or push for a particular outcome which is obviously not accepted by a majority of the Board. In general, voting or calling for motions is not a practice encouraged on the Aspect Board as such practices can risk factionalising the Board.

In circumstances where there is no consensus regarding commitment to an outcome or where there is the situation where voting is required and/or Board Directors wish to record an abstention, the Chair must clarify the information required to assist the undecided Board Directors and allow time for further discussion and consultation in order to reach a consensus. Once a decision is reached which is supported by a majority of Board Directors, all Board Directors are expected to abide by the decision in all actions whether in and outside the Board meetings.

### **5.18 Representation of Aspect**

The Board expects the Chief Executive Officer to speak for Aspect and to manage communications with Members, other stakeholders and the community generally.

Board Directors other than the Chair must not comment publicly on Aspect issues, unless specifically authorised by the Chair.

The Chair and the Chief Executive Officer would confer with each other before making a significant public comment. Copies of all significant press releases are forwarded to Board Directors on the day of release.

Board Directors are expected to keep the Chair and the Chief Executive Officer informed of any significant feedback about Aspect they receive from their networks.

## 5.19 Media

Aspect's Stakeholder Engagement & Feedback Policy; Media Procedure for Staff; and Social Media Procedure aims to maximise opportunities for coverage of activities and achievements and to minimise adverse publicity and publication of any misleading information.

On significant media issues for Aspect, the Chief Executive Officer is the primary spokesperson. The Chief Executive Officer from time to time authorises other members of the Executive and subject specialists to act as spokespersons on particular issues.

## 5.20 Ongoing Governance Training

The Board undertakes twelve hours of governance training every three years with registered providers as required by NESAs (see other reference under nomination of new Board Directors).

The Company Secretary, or their delegate, maintains a [Professional Learning Register for Persons Responsible](#) annually. This register records the names, role, date, nature and hours of professional learning.

## 5.21 The Review of Board Performance

The Board undertakes a review of its performance biennially.

## 5.22 Board Committees

The Board has established a number of Committees to assist in the execution of the Board's responsibilities. These Committees recognise that some areas of Aspect's activities require more concentrated effort and specialist skills and are an efficient use of Board resources. They do not abrogate any Board Director from his/her responsibilities and Committees are obliged to properly inform the full Board of their activities.

Each Board Committee is chaired by a Board Director. At least one other Board Director must sit on each Committee. Committee membership must be approved by the Board. Board Directors and external individuals invited by the Board to sit on the Committee are members of the Committee and have a right to vote on matters considered by the Committee, while members of staff who attend and provide advice to the Committee do not have the right to vote on any matter. Committee meetings are to be conducted using the same meeting procedures as are provided for the Board in the Constitution, for example, a quorum for a Committee is 50% of its members.

Currently, the Board has five Committees. They are the:

- Finance, People & Audit Committee,
- Governance Committee;
- Strategy Committee,
- Education Strategy Oversight Committee (fixed term), and
- Fundraising & Communications Committee.

The terms of reference for each Committee are set out in Aspect's Regulations which are available on Aspect's website. Committee meetings and attendances by Board Directors are set out in Aspect's Annual Report.

In regard to the Strategy Committee, Board Directors who are not permanent members of Strategy Committee are still invited to attend all meetings of the Committee and automatically have access to all papers for this Committee on the Boardtrac Plus app. From time to time the Board may also establish ad hoc committees to assist with specific issues or projects.

## 5.23 Remuneration

As provided in Aspect's Constitution, no Board Directors receive any remuneration from Aspect. Out of pocket expenses relating to their Board Director activities may be reimbursed

by Aspect. In particular Aspect meets the expenses of Board Directors who live interstate to attend Aspect Board meetings in Sydney or other important meetings of the organisation.

The Chief Executive Officer's remuneration is governed by a contract of employment.

## **6. ASPECT ADVISORY COUNCIL**

The Aspect Advisory Council, which comprises up to seven people on the autism spectrum, is an essential part of the governance of Autism Spectrum Australia (Aspect).

The Council provides independent advice to the Board of Autism Spectrum Australia (Aspect) and Aspect's Executive team on Aspect's governance which includes the management of strategy and the company's corporate risks based on the members' insights and experiences.

### **Critical Definition**

**Responsible Person** – for a NSW school means:

- (a) The proprietor of the school and, if the proprietor is a corporation, each Board Director or person concerned in the management of the school; or
- (b) A member of the governing body of the school; or
- (c) The principal of the school.

At Aspect this includes the Board of Directors, the Chief Executive Officer, the National Director, Aspect Education, the National Deputy Director, Aspect Education and the school principals.

*Aspect's Corporate Governance Statement was amended and approved by the Board on 5 November 2019.*