

**CAA NIAGARA POLICY GUIDELINES AND
PRINCIPLES OF GOVERNANCE**



NIAGARA

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Definitions

Act: means the Not-For-Profit Corporations Act, (Ontario), as amended from time to time, or any Act that may hereafter be substituted therefore;

Association: refers to the Canadian Automobile Association.

Board: refers to the Board of Directors of CAA Niagara..

Club: refers to CAA Niagara, a not-for-profit membership organization.

Director: refers to an elected member of the Board of Directors.

Chair: refers to the Board of Director's elected position of Chair.

CAA National Director: refers to the Director elected to the CAA National Board.

President: refers to the Club's President and CEO who is also a staff member.

CFO/Vice President of Finance: refers to the Club's VP of Finance who is also a staff member.

Senior Management: refers to management staff that reports directly to the President & CEO.

Executive Assistant: refers to the Executive Assistant to the President and CEO

Member(s): refers to all members of CAA Niagara, including the Board and Club employees.

Conflict of Interest: refers to a direct or indirect personal or business interest of a director or officer in the same subject matter as a contract, transaction or other matter being considered by, or affecting the interests of, the Club.

Self-evaluation Process: refers to the annual self-evaluation survey of Directors performed by the Governance Committee and Board Meeting Evaluation completed by the Directors.

Relative majority: refers to the largest number of votes received by one candidate.

Simple majority: refers to the candidate receiving more than half the votes cast.

*Any terms not expressly defined herein shall have the meaning prescribed in the by-laws, if any.

Policy Number:	1.01
Section:	Group 1 Governance Policies
Subject:	Mandate of the Board of Directors
Effective Date:	June 2023
Reviewed Date:	May 2023
Responsible Person:	Board Chair
Responsible Office:	Board of Directors

Policy Objective:

The responsibility and mandate of CAA Niagara’s Board of Directors is to create and protect the long-term value of the organization through stewardship of the Club and the supervision of the President & CEO on behalf of members; to ensure continued financial viability, a commitment to the Constitution and Bylaws of the Club and the fulfillment of CAA Niagara’s corporate objectives.

Policy Statement:

The Board establishes policies that address the Club’s strategic objectives, the decision-making process, the roles of the Board committees and the executive management. It establishes policies on the appropriate delegation of power and on performance monitoring.

The Board approaches its task with a style that emphasizes a vision for the future, diversity in viewpoints, strategic leadership, and collective decision-making.

The Board, in directing the affairs of the Club, has delegated to the President, working with senior management, the authority and responsibility for managing the business of the Club in a manner consistent with the standards of the Club, and in accordance with any specific plans, instructions or directions of the Board as per President and CEO Position Description.

Further, the Board assumes the following primary responsibilities:

- 1) Ensuring that there is in place an effective strategic planning process for the development of major corporate strategies and actions.
- 2) Reviews the operating plan and approves operating and capital budgets.

- 3) Ensuring processes are in place for maintaining the integrity of the Club, including the:
 - a) integrity of the financial statements,
 - b) integrity of compliance with law and ethics,
 - c) integrity of relationships with employees, customers, and suppliers,
 - d) integrity of internal control and management information, and
 - e) integrity of relationships with other stakeholders.
- 4) Reviewing and, where appropriate, approving major changes in auditing and accounting principles and practices to be used in the preparation of the Club's financial statements.
- 5) Supervising the identification of the principal business risks and the implementation of appropriate systems to manage these risks.
- 6) Appointing the President, setting his or her compensation and annually evaluating his or her performance.
- 7) Planning for succession with respect to the position of President and, in consultation with the President, the Board reviews candidates for senior management, approves their appointment and ensures that there are in place sound management development and succession planning programs; and
- 8) Ensuring that there is in place a communications policy serving members and other stakeholders.

The Board, through its Committees and as a whole, acts as a cohesive team with shared responsibilities and accountabilities that are clearly defined and understood by all Directors.

The Board, through a planned self-evaluation process, regularly assesses its own effectiveness, the performance of Board Committees, and the contribution of individual Directors.

Applicability:

Board of Directors
President & Chief Executive Officer

Policy Number:	1.02
Section:	Group 1 Governance Policies
Subject:	Duties, Responsibilities and Rights of a Director
Effective Date:	June 2023
Reviewed Date:	May 2023
Responsible Person:	Board Chair
Responsible Office:	Board of Directors

Policy Objective:

The Mandate of the Board of Directors ([Policy 1.01](#)) sets out the role and principal stewardship responsibilities of the Board. This policy outlines the role, duties, liabilities, and protection of a Director in general terms.

Policy Statement:

A person becomes a Director in accordance with the Club bylaws by nomination and election by the members of the Club or by Board appointment. The statutes providing for incorporation require Directors to collectively manage or supervise the management of the affairs of the organization. The power of a Director or the Board is outlined in the Club [bylaws](#) and established policies of the Club.

Duty of the Director:

The individual Director has two primary obligations: The Duty of Care and the Duty of Loyalty.

The Duty of Care calls upon a Director to participate in the decisions of the Board; to be informed as to the data relevant to such decisions; and to do so in good faith and with the care, diligence, independence and skill that a reasonably prudent person would exercise in comparable circumstances.

The Duty of Loyalty calls upon a Director to assume the fiduciary responsibilities applicable to their position of trust and confidence and to exercise their powers in the interest of the Club, not in their own interests or the interests of another entity or person.

Responsibilities:

1. A commitment to CAA Niagara and the Board of Directors which requires that each Director:
 - a) understand and fulfill the statutory and fiduciary roles of a Director.
 - b) have a sound working knowledge of CAA Niagara governance practices and policies in place including the Terms of Reference for Committees; the Bylaws; and the Board Policy guidelines in place to ensure wise and responsible governance from financial, legal, ethical, and social perspectives.
 - c) represent the interests of all members in the governance of CAA Niagara, ensuring that the best interests of Members of CAA Niagara are paramount.

2. A recognition that informed decisions can be made only by Board members who seek and understand current information, which requires that each Director:
 - a) have a good working knowledge of the Mission of the Association, the strategic planning process, and current strategic objectives.
 - b) be and remain knowledgeable about CAA Niagara's products, services, and markets.
 - c) understand the regulatory and legislative environment and the business, the environmental, social, governance and political environment within which CAA Niagara operates, including the relationship between CAA Niagara and CAA National, and the relationship between CAA and AAA.
 - d) have the capacity to interpret financial statements and analyses and be knowledgeable about the adequacy of financial reserves and the commitment of corporate resources.
 - e) have a good working knowledge of the corporate organization and a familiarity with the Executive Officers reporting to the President.
 - f) be knowledgeable about CAA Niagara's facilities with the benefit of personal visits as appropriate.

3. A recognition that personal actions are an important factor in the effectiveness of the Board which requires that each Director:
 - a) exercise good judgment and act with integrity.
 - b) use personal experience and influence constructively.
 - c) respect confidentiality.
 - d) understand the difference between governing and managing CAA Niagara.
 - e) bring ideas to the Board with a willingness to accept discussion and debate.
 - f) explore potential conflict areas with an open mind and adopt an objective position.
 - g) Comply with the by-laws and section 41 of the Act when dealing with actual or potential conflicts of interest.

4. A requirement for active involvement which requires that each Director:
 - a) maintain an excellent attendance record at Board and Committee meetings by targeting for 100% attendance while accepting that, attendance at a minimum of 75% of Board and Committee meetings is required in one calendar year absent extraordinary circumstances as required under the By-Law.
 - b) prepare thoroughly for each meeting by reading in advance the reports and background materials to ensure a full understanding of the background material and the issues to be discussed and organize thoughts for an orderly contribution.
 - c) take the initiative in seeking any additional information needed for a proper personal evaluation of the matters to be dealt with and be satisfied that the information needed for decision-making is available.
 - d) accept the time commitments of Board involvement with CAA Niagara, including reasonable travel and supplementary time demands associated with CAA National functions and possible representation on CAA and AAABoards and Committees.

5. A contribution to Board effectiveness through clear communication, which requires that each Director:
 - a) participate fully and frankly in the deliberations of the Board.
 - b) encourage free and open discussion of critical issues.
 - c) develop trust and a good working relationship with other members of the Board.
 - d) focus questions on policy and strategy rather than tactics and details.
 - e) question management in an appropriate manner and at an appropriate time on strategy, implementation and results.
 - f) advise the Chair in advance when planning to introduce significant and previously unknown information or material at a Board meeting.
 - g) communicate with the Chair between meetings to deal constructively with any issues regarding governance practices or policies.

6. A need to maintain independence, which means that, while aware that the cohesiveness of the Board is an important element in good governance, the individual Director must:
 - a) take a reasoned, independent position with the Chair, the President and other Board members.
 - b) exercise his or her independent judgment on all issues with a view to the future success and best interests of CAA Niagara.
 - c) express independent views clearly while respecting the views of others and recognizing the need to support the final Board position whether arrived at by consensus or by majority vote of quorum.

Rights of Directors:

To ensure that Directors can properly fulfill their responsibilities, certain rights are essential. Most significant among these are:

1. Books and records:
A Director has the right to be provided with appropriate data from the Club records including internal financial reports which reflect the current financial position of the Club and reports on issues and situations which will affect the Club's future.

2. Management access:
Within reason, Directors should feel free to contact the President and CEO. Board members will exercise restraint in contacting other members of staff recognizing management's role and the line of authority in place below the President and CEO.

3. Notice
All Directors are entitled to adequate notice of all meetings and sufficient opportunity to review relevant Agenda material.

4. Minutes:
All Directors should receive a copy of the Minutes of all meetings of the Board.

5. Indemnification:

While due care and attention normally protects Directors, it is the position of the CAA Niagara Board that Directors also have a right to an indemnification provision. Articles 10.1, 10.2 and 10.3 of the By-Laws of the Club sets out this indemnity and the protection provided for CAA Niagara Directors and Officers.

Applicability:

Board of Directors

President and Chief Executive Officer

Policy Number:	1.03
Section:	Group 1 Governance Policies
Subject:	Principles of Governance
Effective Date:	June 2023
Reviewed Date:	May 2023
Responsible Person:	Board Chair
Responsible Office:	Board of Directors

Policy Objective:

The Board’s responsibility is to create and protect the long-term value of the organization for its members. The Board focuses on representing rather than being representative of the Membership.

Policy Statement:

The Board, in conjunction with Management, develops the strategic direction and plan for CAA Niagara. The Board determines the manner and how frequently it wishes to monitor progress towards achieving the goals in the strategic plan. The Board should only monitor against criteria previously set.

The Board reviews and approves any multi-year, capital or operational plans and budgets to ensure consistency with the strategic plan of the organization. The Board delegates the means of achieving the Club’s Mission Statement and Goals to the President.

The Board sets limits for the President beyond which he/she cannot go without Board approval. Within the limits of authority, the President will exercise reasonable prudence and judgment without reference to the Board.

In governing the organization, the Board deals through only one person, the President. The Board requires the President to have at least one senior employee fully conversant with Board decisions. The Board must know this employee and have an appreciation of his/her competence. The Board must be satisfied with the organization’s emergency succession planning.

If the Board wishes to have committees, they should exist to help the Board do its job and not the President do his/her job.

The Board strives for consensus in its decision making before voting. This is done by encouraging full, open, participative, and informed discussion. This implies proper advance notice of complete information and the time to build consensus. If consensus cannot be attained, the Board will decide issues by simple majority. Having voted, the Board shall support the majority decision. The Board speaks with one voice.

The Board Chair speaks for the Board. The Board Chair is responsible for the Board process. The Board requires members to declare and disclose conflicts of interest as they arise. The Board reviews each issue that comes before it to decide whether it is appropriate for the Board to deal with. The Board sets its own agenda.

The Board reviews annually how well it has performed and recognizes that its members are accountable for preparing themselves for meetings. This includes presenting their views in an astute, concise and intelligent manner.

The Board, upon recommendation of the Governance Committee, considers the skills needed in new Board members and recruit's candidates who fulfill the specified skills. The new Board members must be fully committed to the Principles of Governance.

The Board provides orientation training for new Board members as well as continuous training and education for all Board members.

Applicability:

Board of Directors
President & Chief Executive Officer

Governance Policy 1.03 Appendix - Directors Code of Conduct – Annual Confirmation

CAA Niagara enjoys the very highest reputation for honesty, integrity and the faithful discharge of the public trust and confidence. Directors of CAA Niagara have the highest responsibility to honour this reputation and conduct themselves at all times in a manner which will enhance that reputation and not detract from that public trust and confidence.

The Board will conduct all of its affairs to the highest standards of ethical and businesslike behaviour. Proper decorum and appropriate use of authority will be expected of all Directors when acting on behalf of the Board.

Towards this, CAA Niagara Board Directors:

1. Are accountable to exercise the powers and office honestly and in good faith in the interest of the Club and Association.
2. Must exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
3. Shall strive to manage time effectively and agree to come prepared in advance for meetings. Directors will be familiar with the Board meeting materials, which are pre-circulated.
4. Will respect each member's contribution to the discussion and encourage each other to present their views. The sharing of observations or concerns should occur at the Board table.
5. Must maintain the confidentiality of information not generally known to the public and entrusted to them as directors, except when disclosure is appropriate in light of the context or is legally required. Directors shall respect the confidentiality of Board discussions and Board materials.
6. Shall keep well informed about the Club, the Association and the external environment.
7. Should be willing to be a dissenting voice, endeavor to build on other director's ideas, offer alternative points of view as options to be considered and invite others to do so too.
8. Shall seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts.
9. Are committed to effective decision making and, once a decision has been made, all Directors will speak with one voice.
10. Will undertake induction and regularly update and refresh professional skills and knowledge via ongoing educational efforts.
11. Must represent the position of the organization and the policies of the Board in their interaction with the public on behalf of the CAA Niagara.

12. May not make public statements on policy matters or controversial issues. Only the CEO or Chairperson, or persons delegated by the CEO or Chairperson shall do so.

Directors will also adhere to the CAA Niagara Employee Code of Conduct and Conflict of Interest Policies as they relate to their roles and responsibilities as Directors.

No code or policy can anticipate every situation that may arise or replace thoughtful and ethical behavior. Directors are encouraged to bring questions about circumstances that may implicate one or more of the provisions of this Code to the attention of the Chairperson. All information required to be reported or disclosed by this Code is based on the best knowledge of the director.

Director Signature: _____ **Date:** _____

Policy Number:	1.04
Section:	Group 1 Governance Policies
Subject:	Executive Limitations
Effective Date:	June 2023
Reviewed Date:	May 2023
Responsible Person:	Board Chair
Responsible Office:	Board of Directors

Policy Objective:

The objective of this policy is to ensure that roles and responsibilities of the President are clearly defined in the conduct of the Club’s affairs. Additional policies, especially those related to programs and administrative matters, will provide further clarification of these roles.

Policy Statement:

General Executive Policies

The President shall not cause or allow any practice, activity, decision, or organizational circumstance which is either imprudent or in violation of commonly accepted business and professional ethics. Information and advice to the Board will have no significant gaps in timeliness, completeness, or accuracy.

Budgeting any fiscal period or the remaining part of any fiscal period shall not deviate materially from the Board’s Strategic priorities as set out in the Club’s Mission Statement and Goals, risk fiscal jeopardy, nor fail to show a generally acceptable level of foresight. Actual financial condition at any time shall not incur fiscal jeopardy nor compromise the Board’s Strategic priorities. Assets may not be unprotected, inadequately maintained nor unnecessarily risked.

The President shall not make purchases or other contracts where a conflict of interest exists. The President shall ensure compliance with section 41 of the Act in the event of any conflict of interest.

No new Member services shall be added, nor existing ones removed or substantially modified, without prior Board approval excepting those mandated by changes in CAA Performance Standards or AAA Quality Standards.

Communication and Counsel to the Board

With respect to providing information and counsel to the Board, the President shall inform the Board about matters relevant to the achievement of CAA Niagara's Mission Statement and Goals.

Accordingly, the President shall:

- Make the Board aware of relevant trends, anticipated adverse controversial media coverage, material external and internal changes, particularly changes in the assumptions upon which any Board policy has previously been established.
- Submit the required monitoring data in a timely, accurate and understandable fashion, directly addressing provisions of the Board policies being monitored.
- Not knowingly withhold or distort information that is needed for fully informed Board decisions. Provide a mechanism for official Board, officer, or committee communications.
- Deal with the Board except when (a) fulfilling individual requests for information relevant to Board motions and processes or (b) responding to officers or committees duly charged by the Board.
- Report in a timely manner an actual or anticipated non-compliance with any policy of the Board.
- Not make public statements on matters relating to the Board, its policies, and actions without prior approval.

Staff Treatment

With respect to treatment of staff, the President may not cause or allow conditions that are unsafe, unfair, or undignified.

Accordingly, the President shall:

- Operate a clearly defined statement of personnel policies and procedures, a copy of which is made available to each staff member when hired.
- Ensure that a complete and thorough staff orientation program is given to any new staff member to familiarize him or her with the club's goals, objectives, policies, and procedures.
- Ensure that the statement of personnel policies and procedures is updated at least annually. and training is held when needed for staff to reacquaint themselves with the policies and procedures and any recent changes.
- Ensure that the policies and procedures comply fully with all applicable legislation.
- In event of a citation under legislation relating to staff, the President will report such an event promptly to the Board.

Compensation and Benefits

With respect to employment, compensation and benefits to employees, consultants and contract workers, the President shall not cause or allow jeopardy to fiscal integrity or public image.

Accordingly, the President shall not:

- Change his or her own compensation and benefits inclusive of pension benefits.
- Promise or imply permanent or guaranteed employment.
- Establish current compensation and benefits that deviate materially from the geographic or Professional market for the skills employed.
- Establish or change pension benefits.
- Provide less than some basic level of benefits to all full-time employees, though differential benefits to encourage longevity in key employees are not prohibited.
- Allow any employee to lose benefits already accrued from any foregoing plan.
- Institute changes to pension benefits without prior discussion with the Board.

Financial Budgeting

Budgeting for any fiscal year shall not deviate materially from Board approved goals and priorities, risk financial jeopardy, nor fail to show a generally acceptable level of foresight.

Accordingly, the President shall not cause or allow budgeting which:

- Does not disclose planning assumptions, cash flow projections, capital requirements and their justification nor the reasonable based projection of costs and revenues.
- Plans the expenditure in any financial year of such an amount of funds that might cause the breach of the ratios and amounts described below.
- Reduces the current assets to less than current liabilities excluding unearned membership dues.
- Is not directly related to the achievement of the Board approved goals.

Financial Condition

With respect to the actual on-going condition of the organization's financial health, the President may not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from those planned.

Accordingly, the President shall not:

- Borrow money or pledge the assets of CAA Niagara beyond Board approved levels without prior approval of the Board.
- Use any long-term reserves, as defined by the Board, to fund current operations or capital expenditures.
- Invest long-term reserves in financial instruments contrary to Board policy and direction.
- Allow liquid assets to drop below the amount needed to settle payroll on the due date and debts in a timely manner, not to exceed sixty days.
- Allow tax payments or other government mandated remittances or filings to be overdue or inaccurately filed.

Asset Protection

The President may not allow assets to be unprotected, inadequately maintained nor unnecessarily risked.

Accordingly, the President shall:

- Insure against theft and casualty losses to a value as reviewed and approved at a minimum of tri-annually by the Finance, Investment and Audit Committee.
- Establish liability coverage to Board members, staff, or the organization in an amount not less than a prudent person would consider reasonable in the circumstances given the potential liability exposures of the organization. Coverage to be reviewed and approved by the Finance, Investment and Audit Committee at a minimum of tri-annually.
- Have adequate controls to safeguard against allowing personnel access to material amounts of funds (i.e., travelers' cheques, ticket stock)
- Not subject plant and equipment to improper wear and tear or insufficient maintenance.
- Ensure that there will be no unnecessary exposure to the organization, its Board, or staff to claims of liability.
- Ensure that Board approval is obtained prior to making any individual purchase or committing CAA Niagara for single or multi-year periods for any unbudgeted capital or services for amounts greater than \$100,000.
- Not make any capital purchase (a) wherein normally prudent protection has not been given against conflict of interest; and (b) without consideration of the long-term cost and useful life of the asset. For items exceeding \$20,000.00, Management will ensure costs are reasonable and will obtain competitive quotes on pricing and quality at a minimum every 3 years for repeat purchase.
- Have adequate internal controls in place and to test these controls at periodic intervals.
- Not receive, process, or disburse funds under controls which are insufficient to meet the Board-appointed auditors' standards.
- Not invest or hold Club funds in insecure instruments, including uninsured chequing accounts and securities other than those recommended by the Club's appointed Investment Manager in accordance with the Board approved Investment Policies & Procedures document, or in non-interest-bearing accounts except where necessary to facilitate ease in operational transactions.
- Have prior Board approval to acquire, encumber, or dispose of real property.
- Have prior Board approval to dispose of assets with a book value greater than \$100,000.

Public Policy

When relating to Members, industry and government, the President shall not:

- Deviate materially from reasonable interpretations of CAA Public Policy.
- Fail to display sensitivity to issues of concern in CAA Niagara's communities and constituencies.
- Place CAA Niagara's reputation and the trust Members have in CAA Niagara in jeopardy.

Emergency Executive Succession

To protect the Board from sudden loss of executive services, the President must have at least one other senior manager familiar with Board issues and processes. The Board will know and understand the competencies of this individual.

In addition, the President shall inform the Board Chair of the senior manager contact when the President is either on vacation or away from the office for a period of more than five working days or is on vacation outside Canada.

Board/Executive Relationship - Delegation to the President

To facilitate optimum effectiveness, the Board of the Club recognizes the Board's responsibilities as being generally confined to establishing the Club's Strategic priorities as expressed in its Mission Statement and Goals, leaving implementation to the President.

Executive Limitations policies constrain the President to act within acceptable boundaries of prudence and ethics. All Board authority delegated to staff is delegated through the President; so that all authority and accountability of staff can be phrased, insofar as the Board is concerned, as authority and accountability of the President.

The President is authorized to establish all further policies, make all decisions, take all actions, and develop all activities that are true to the Board's policies. The Board may, by extending its policies; rescind areas of the President's authority but will respect the President's choices so long as the delegation continues. This does not prevent the Board from monitoring activities in the delegated areas.

Only the Board, by majority vote, has authority over the President. A Board Member or committee may request information, but if such request, in the President's judgment, requires a material amount of staff time, it may be refused.

The President may not undertake, allow, or cause to be undertaken any act which is unlawful, insufficient to meet commonly accepted business and professional ethics or the 'prudent person' test, in violation of regulatory bodies or contrary to explicit Board constraints on executive authority.

Applicability:

Board of Directors
President and CEO

Policy Number:	1.05
Section:	Group 1 Governance Policies
Subject:	Roles and Responsibilities of the Board Chair
Effective Date:	June 2023
Reviewed Date:	May 2023
Responsible Person:	Board Chair
Responsible Office:	Board of Directors

Policy Objective:

The Chair is the chief elected officer of the Club and is responsible to the Board of Directors for the organization and leadership of the Board in the discharge of its mandate. The Chair is the formal link between the Board and Management and works with the President as necessary to ensure an effective integration of effort, which respects the role of both parties and the best interests of the Club.

Policy Statement:

The principal responsibilities of the Chair are to:

1. Preside at Annual and Special General Meetings of the Members of the Club.

Organization and Direction of Board Activities:

2. Review and approve Board agendas.
3. Schedule the dates for regular meetings of the Board in consultation with the President.
4. Preside over all meetings of the Board of Directors.
5. Review and verify the draft Minutes of all Board meetings.
6. Recommend the appointment of Committee members and Committee Chairs.
7. Ensure the scheduling of Standing Committee Meetings.
8. Schedule director attendance at CAA and AAA meetings.
9. Review the agendas of all Board Committees.
10. Attend meetings of all Board Committees.
11. Review and approve (or not approve) the Directors' expenses monthly. (The Chair's expenses to be reviewed and approved by the immediate Past Chair).

Administration and Development:

12. Maintain a close, effective liaison with the Executive/Corporate Assistant to facilitate the efficient conduct of all Board-related administrative activity, including plans for the CAA Niagara's Annual General Meeting, and attendance at CAA and AAA meetings or functions.

13. Keep abreast of evolving governance practices in the business community and within CAA and

recommend for the consideration of the Board Governance Committee any changes in practices, policies, Club Bylaws, or administrative support which might enhance the performance of the CAA Niagara Board or otherwise be in the best interests of the Club.

14. Plan and organize the annual Director's Retreat accepting input and assistance from the President and Executive/Corporate Assistant.
15. Ensure a proper follow-up on decisions or action plans arising from the Retreat.

Public Policy and External Relations:

16. Represent CAA Niagara, usually in the company of the President or other senior staff members in meetings with local and Provincial Government bodies.
17. Make occasional speeches or media releases on behalf of the Club in collaboration with, or after consultation with, the President or his/her representative.

Within the CAA and AAA:

18. Manage the relationship between CAA Niagara and CAA National and with AAA
19. Maintain a liaison with the Chairs of other CAA Clubs for constructive dialogue and to identify opportunities for the beneficial exchange of information and ideas at the Board level.

Management & Operations:

20. Maintain a close, effective liaison with the President without becoming involved in the management role.
21. Represent the Board in periodic joint visits with the President and senior staff members to service centres and other Club facilities.
22. Review and approve (or not approve) monthly any expense claims submitted by the President.

General:

23. Undertake such other tasks as the Board of Directors may from time-to-time request or direct.
24. The Chairperson is the only Board member authorized to speak for the Board (beyond simply reporting Board events), other than in rare and specifically authorized instances.
25. The Chairperson has no authority to make decisions about policies created by the Board within Executive Limitations policy areas. Therefore, the Chairperson has no authority to supervise or direct the President/CEO but can clarify the Board's expectations of the President, with the President.

Applicability:

Board of Directors
President and CEO

Policy Number:	1.06
Section:	Governance Policies
Subject:	Nomination and Election of Board Officers
Effective Date:	June 2023
Reviewed Date:	May 2023
Responsible Person:	Board Chair
Responsible Office:	Board of Directors

Policy Objective:

In the interests of continuity and orderly succession for the Board a process was established to deliver on the requirements of the [Club Bylaws](#).

Policy Statement:

The positions of Chair and Vice Chair are elected on an annual basis. The Chair and Vice Chair will serve for three consecutive years but in keeping with the Bylaws must be re-elected on an annual basis as a demonstration of the continued confidence of the Directors.

It is the expectation that a Director elected to serve as Vice-Chair of the Board will be the preferred candidate for the Office of Chair as and when that Office becomes vacant, and if elected as Chair of the Board will, in the normal course of events, serve for a maximum of three years and thereafter continue to serve the Board in the normal course of events for up to a further three years in the Office of Immediate Past Chair.

As a best practice, candidates for Vice Chair should have gained experience as the Chair of at least one CAA Niagara Standing Committee or equivalent experience in other organizations. Also, candidates for Vice Chair shall not have exceeded six (6) years as a CAA Niagara Board member, to respect the term limits as stated in By Law #1 Section 6.05.

The Chair and Vice Chair shall be elected at the Board of Directors' Meeting following the Annual General Meeting to serve until the meeting following the next Annual General Meeting and shall hold office for one year only when properly nominated and elected in accordance with the following policy guidelines.

1.0 Automatic Nominations

In keeping with the expectation of continuity and orderly succession, the following nominations will be automatic:

- a) A Chair who has served one or two years of the three-year term will be named on the ballot for the office of Chair for the ensuing year.
- b) A Vice-Chair who has served one or two years of the three-year term will be named on the ballot for the office of Vice Chair for the ensuing year.
- c) The incumbent Vice-Chair will be named on the ballot for Chair when that Office is to be vacated for the ensuing year.

2.0 Other Nominations

Candidates for the first year of Office as Vice-Chair and/or alternate Candidates to those automatically included on the ballots for either Chair or Vice-Chair as outlined in 1.0 above, may be nominated in writing, as follows:

- a) At the second to last regular meeting of the Board of Directors (September) prior to the Annual General Meeting, the President will distribute to all Directors written nomination forms as shown in Schedule "A" attached.
- b) Any two Directors may move and second a nomination for either office which must be completed, signed, and returned to the President not later than two weeks prior to the AGM. Nominated candidates will be provided with up to 10 (ten) minutes at the Board meeting prior to the AGM to address the Board regarding their qualification for the position. Voting will be by secret ballot during the Board meeting. All Directors will vote and in the event of a tie the current Chair will cast a second vote.
- c) A Director shall not participate in the nomination of more than one candidate for the same office nor shall any Director contest elections for the office of Chair and Vice-Chair in the same year.

3.0 Role of the President

The President will personally contact each nominee, both the automatic nominees and those who have been nominated in writing, to confirm his or her willingness to have their name stand and will subsequently prepare a ballot for each Office listing, in alphabetical order, the names of all Directors who have been nominated and who have declared their willingness to serve if elected.

4.0 Conduct of the Election

The election will be conducted by secret ballot and in two stages to deal, in order, with the election of the Chair and with the election of the Vice-Chair.

4.1 Election of the Chair:

- (a) When there is a single name on the ballot for Chair, that person will be declared elected.
- (b) If a vote is required and any one candidate receives a clear majority of the votes cast, that person will be declared as having been elected as the Chair of the Board.
- (c) If no such majority exists, the names of the two candidates who received the most votes will be entered on a second ballot, the winner of which will be declared as having been elected Chair of the Board.

4.2 Election of the Vice-Chair

The Vice-Chair will then be Appointed by the same process:

- (a) When there is a single name on the ballot, that person will be declared elected as Vice-Chair.
- (b) If a vote is required, the candidate gaining a clear majority of the votes cast will be declared elected as Vice-Chair.
- (c) If there is no such majority, the names of the two candidates who received the most votes will be entered on a second ballot, the winner of which will be declared as having been elected as Vice-Chair.

4.3 General Procedures

- (a) When a vote for either Office is required, the results will be tabulated by the outgoing Chair.
- (b) A ballot will be disqualified if it is a spoiled or illegal ballot;
- (c) All ballots will be destroyed by the outgoing Chair at the completion of the election.

5.0 Election of National Board Representative

The Board will appoint the outgoing Chair as CAA Niagara's representative Director for the CAA National Board of Directors for a three-year term.

Applicability:

Board of Directors
President & CEO

Schedule "A"

To: President, CAA Niagara:

We the undersigned hereby move and second the nomination of

_____ for election as the Chair of the Board of Directors of CAA
Niagara;

Moved by: _____
Director Signature

Seconded by: _____
Director Signature

Date: _____

To: President, CAA Niagara:

We the undersigned hereby move and second the nomination of

_____ for election as the Vice Chair of the Board of Directors of CAA
Niagara;

Moved by: _____
Director Signature

Seconded by: _____
Director Signature

Date: _____

Policy Number:	1.07
Section:	Group 1 Governance Policies
Subject:	Appointment of Acting President & CEO
Effective Date:	June 2023
Reviewed Date:	May 2023
Responsible Person:	Board Chair
Responsible Office:	Board of Directors

Policy Objective:

To ensure continuity of leadership for CAA Niagara, the Board of Directors shall ensure an appropriate qualified individual is appointed and prepared to act on behalf of the President at all times.

Policy Statement:

The President will designate in advance and inform the Board of his/her temporary replacement as Acting President who shall serve in such capacity in the event of any absence of the President. The Board shall have the right to approve or deny the designate by ordinary resolution at any time.

The President will provide a designate for short term vacancies (ie. 30 days or less) pertaining to medical emergencies, vacation or for those periods where the President is unavailable. The preferred course of action will be to appoint a member of the Senior Management team to this position.

Where the President has made a designation and the designate is not able to perform the duties of Acting President then the Board Chair would designate another senior manager who is qualified to act as President for the short term (ie 30 days or less).

In the circumstance where the vacancy is of a longer duration (ie. more than 30 days) or the President has permanently left the organization; the Board may designate a member of the Senior Management team to the position of Acting President.

Where the Board judges this course not to be in the best interests of the Club, they may appoint one of their members by an ordinary resolution to the position subject to the condition that a Director cannot simultaneously serve as Acting President and as a Director of the Club or as an Executive Officer of the Board. The acting President will be considered an ex-officio Director of the Board.

Should the Directors choose to appoint as Acting President a Director who is then an Officer of the Club, that Director will be required to relinquish, pro tempore, the powers, duties and responsibilities associated with his or her role as an Officer of the Club and the Board will then select from among its number, another Director who will assume these powers, duties and responsibilities during the time the former incumbent is serving as Acting President & Chief Executive Officer.

The Board may also choose to appoint an ad hoc committee of the Board to perform the role of President until such time as a new President can be recruited.

Applicability:

Board of Directors
President & CEO

Policy Number:	1.08
Section:	Group 1 Governance Policies
Subject:	Position Description – President and CEO
Effective Date:	June 2023
Reviewed Date:	May 2023
Responsible Person	Board Chair
Responsible Office:	Board of Directors

Policy Objective:

The President & CEO is accountable to the Board of Directors for providing leadership and vision to all aspects of CAA Niagara’s operations. The President ensures that the Club achieves its strategic and operating objectives and is managed in accordance with the policies established by the Board of Directors. The President builds positive working relationships with the Board of Directors and employees; proactively manages the active working relationships between the Club and the CAA/AAA network of clubs, and ensures the Club is a responsible corporate citizen.

Key Responsibilities:

1.0 Board of Directors

The President & CEO is the Board’s single official link to the organization.

The President & CEO ensures that members of the Board of Directors and its Committees have all the information necessary to exercise their responsibilities. Upon the appointment of each new Board member, the President coordinates a program of orientation including providing that member with background information on CAA Niagara and the general issues facing the Club.

Reports to the Board monthly, or as required, all relevant information regarding CAA Niagara’s operations. Develops and presents alternatives and recommended courses of action to the Board for its consideration.

2.0 Strategic Plan

In collaboration with Senior Management of CAA Niagara and members of the Board of Directors, formulates and recommends to the Board a strategic plan for the Club.

This plan: identifies the needs of CAA Niagara's members and CAA Niagara's role in meeting those needs; sets out a future vision for the Club, identifies critical priority issues that must be addressed in order to

realize that vision; and sets short, medium and long term objectives and strategies which are compatible with the strategic planning programs and other initiatives being implemented by CAA and, where applicable, by AAA.

3.0 Annual Operating Plan

In collaboration with Senior Management of CAA Niagara, formulates and recommends to the Board an annual operating plan and budget for the Club, based on the objectives and strategies identified in the Strategic Plan. Provides, as appropriate, and at year end, a comprehensive report to the Board on management's performance in the implementation of the various strategies and programs identified in the Operating Plan.

In collaboration with the Chief Financial Officer, submits to the Board a quarterly analysis of progress in achieving financial objectives, sets out a rationale for variances, recommends modifications to the Annual Operating Plan for the remainder of the year; and develops an annual forecast based on the first three months of results.

4.0 Annual Objectives for President & Chief Executive Officer

Through the Board Chair, recommends an annual list of personal performance objectives, in the context of the Strategic Plan, to be achieved by the President in the forthcoming year. The Human Resources and Executive Compensation Committee reviews performance with the President & CEO annually on a formal basis.

5.0 Corporate Policies

Ensures the development of policies necessary for the Club to achieve its objectives and recommends those policies to the Board as appropriate.

6.0 Organizational Development

Ensures the development and maintenance of an effective organization structure that reflects operational needs and defines, within statutory requirements, contractual obligations, and the By-laws of the Club, the authority and responsibilities of all employees.

7.0 Development of Senior Management Team

Provides strong, effective and highly visible leadership to members of senior management in order to capitalize on the full potential of these most critical resources.

Recommends to the Board of Directors annually decisions relative to the selection, promotion, utilization, retention, development and compensation of senior management reporting directly to the President for Board review and guidance.

The President can award an in-year bonus to any member of his executive team for a dollar amount no greater than \$5,000. This assumes that the award is covered under the annual budget. For any award greater than \$5,000 the President must submit a strategic briefing document for Board review and guidance.

Identifies to the Board potential candidates from the senior management team for the position of Acting President.

Ensures the existence of an effective succession planning process to develop the necessary depth among senior management.

8.0 Leadership of Human Resources

Provides strong, effective and highly visible leadership to all employees in order to capitalize on the full potential of these most critical resources.

Ensures that all staff are stimulated, motivated and guided to contribute fully to the realization of CAA Niagara's Strategic Plan, including the mission, vision, goals and objectives. Empower employees to identify innovative approaches to enhance organizational performance.

Ensures a clear definition of responsibility for each employee, the ongoing management, direction and motivation of the staff and a system of measurement of employee performance, each being carried out in a manner that advances the objectives established in the Strategic Plan.

Ensures the establishment of a full range of human resource policies, programs and services, including those related to training and development and organizational development, so that a highly productive, learning environment exists throughout the Club.

Fosters the development of management practices that focus on continuous improvement driven by relationships with members and partners.

9.0 Leadership of Club Divisions

Discharges the goals and objectives of the Club, including the provision of member services and products which meet or exceed the quality standards set by CAA, through the appropriate Senior Manager responsible for each of the divisions.

10.0 Relationships with Key Stakeholders

Establishes and maintains effective relationships with the CAA Niagara's key stakeholders and ensures the development of programs to promote understanding of the Club's goals and objectives and to enhance the image and perception of the Club in the broader community.

11.0 Resource Acquisition, Allocation and Utilization

Within the parameters approved by the Board of Directors, ensures the effective acquisition and allocation of the fiscal, human and physical resources required by CAA Niagara to carry on business.

Ensures the establishment of effective control, monitoring and performance standards and systems relative to the utilization of all corporate resources.

12.0 Business and Economic Environment

Keeps abreast of the business and economic climate in which CAA Niagara operates. Prepares the Club to meet the challenges presented by changing trends in the market.

Reporting Relationships

Reports to: Board of Directors

Directly Manages:

- Vice President, Finance
- Vice President, Automotive Services
- Vice President, Marketing, Strategy & Member Engagement
- Vice President, Human Resources
- Vice President, Information Technology
- Executive Assistant

Applicability:

Board of Directors
President & CEO

Policy Number	1.09
Section:	Group 1 Governance Policies
Subject:	Proceedings of Directors and In Camera Sessions
Effective Date:	June 2023
Reviewed Date:	April 2022
Responsible Person:	Board Chair
Responsible Office:	Board of Directors

Policy Objective:

This policy lays out the procedures for meetings of the Board of Directors.

Proceedings:

The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit and may, from time to time, determine the quorum necessary for the transaction of business. Quorum as outlined in Article 7.04 of By-Laws.

The Chair of the Club may and shall upon the written request of any three Directors, convene or cause to be convened a meeting of the Board of Directors. Other meetings of the Board of Directors shall be held at such times and places as the Board of Directors shall determine.

Reasonable notice of such meetings specifying their place, date and hour shall be given to each Director by mail or by leaving it at his or her usual business or residential address or by telephonic or electronic means or any similar digital device which currently exists or may exist as technology develops.

There shall be Standing Committees who shall have authority to act in the administration of the business specified in the Terms of Reference for each committee and on any other business the Board of Directors from time to time resolves to delegate to that Committee.

Standing Committee appointments shall be made by the Board Chair at the first meeting of the Board of Directors following the Annual General Meeting and appointees shall hold office from that date until the next Annual General Meeting.

The Standing Committees shall be as follows:

- Finance, Investment and Audit Committee,
- Human Resources and Executive Compensation Committee,
- Board Governance Committee
- Enterprise Risk Management Committee, and
- Innovation Committee.

The duties and responsibilities of the Standing Committees are outlined in the Committee Terms of Reference attached as appendices to this document.

The Directors may by resolution establish such other committees as they deem appropriate and appoint as the members of such committees such persons who are Directors or employees of the Club as the Directors shall determine. The Chair and Vice Chair shall be members of every such committee.

The Board of Directors may delegate to any such committee such powers of the Board of Directors as the Directors deem fit, subject to such conditions as may be prescribed in such resolution.

All committees shall keep regular minutes of their proceedings and shall report the same to the Board of Directors at such times as the Board of Directors may from time to time require. The Directors shall have power at any time to revoke or override any authority given to, or any act done or to be done by any committee.

Committees may make rules for the conduct of their business and may appoint such advisors, as they may deem necessary. A majority of the members of a committee shall constitute a quorum thereof.

A meeting of the Board of Directors, of which notice in writing has been given and at which a quorum is present, shall be competent to exercise all or any of the authorities, powers and discretion by or under the By-laws for the time being vested in or exercisable by the Board of Directors

A Director may participate in a meeting of the Board of Directors or of any committee of the Board of Directors of which he or she is a member by means of conference telephones or other communication facilities by means of which all Directors participating in the meeting can hear each other and provided that all such Directors agree to such participation. A Director participating in a meeting in accordance with this provision shall be deemed to be present at the meeting and to have so agreed and shall be counted in the quorum thereof and be entitled to speak and vote thereat.

A resolution submitted to all the Directors and consented to in writing, whether by document, telephonic or electronic means or any similar digital device which currently exists or may exist as technology develops or any method of transmitting legibly recorded messages or other means, by at least 66% of the Directors shall be as valid and effective as if it had been passed at a meeting of the Directors duly called and held. Such resolution may be in two or more counterparts, which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with the minutes of the proceedings of the Board of Directors and shall be effective on the date stated thereon or on the latest date stated on any counterpart.

Any other Committees may meet and adjourn as it thinks proper. Questions arising at any such meeting shall be determined by a majority of votes of the members of the committee present and in case of an equality of votes the Chair shall have a second or casting vote. A resolution of any committee, as the case may be, and approved in writing by at least 75% of the members of such committee shall be as valid and effective as if it had been passed at a meeting of such committee duly called and constituted.

Such resolution may be in two or more counterparts, which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with the minutes of the proceedings of the committee and shall be effective on the date stated thereon or on the latest date stated on any counterpart.

Every Director who is directly or indirectly interested in a proposed contract or transaction with the Club shall, before a vote is taken, disclose fully and promptly the nature and extent of his or her interest to the Directors. A Director shall not vote in respect of any such proposed contract or transaction with the Club in which he or she is interested and if he or she shall do so his or her vote shall not be counted, but he or she shall be counted in the quorum present at the meeting at which such vote is taken.

In Camera Board Sessions:

Occurrence:

In-camera sessions will take place at the beginning and/or end of each Board Meeting, at the discretion of the Chair or at the request of any Director. In-camera sessions shall include Directors only, unless the attendance of the President is requested.

Minutes:

There will be no formal minutes of the In-camera session. Any decisions or action items from the In-camera session shall be recorded through a motion, upon resumption of the regular Board meeting.

Informing President:

To ensure an effective working relationship between the Board and management and to enable the President and management to meet their responsibilities effectively, the Board Chair will discuss the substance of in-camera sessions with the President, so that he or she can be made aware of any relevant positive or negative comments, constructive suggestions, or serious concerns that require appropriate action.

In Camera Committee Sessions:

Occurrence:

Upon a request from any Committee Member, in-camera sessions will be held at any committee meeting. Only Committee Members shall attend. In-camera issues that the Committee feels must be raised at an in-camera Board Meeting must be kept confidential until the Board has considered such issues at its own in-camera session.

Minutes:

There will be no formal minutes of a Committee In-camera session. Any decisions or action items from the In-camera session shall be recorded through a motion, upon resumption of the regular Committee meeting.

Informing President:

The Board Chair and the Committee Chair together will discuss the substance of in-camera sessions with the President, so that he or she can be made aware of any relevant positive or negative comments, constructive suggestions, or serious concerns that require appropriate action.

Applicability:

Board of Directors
President & CEO

Policy Number:	1.10
Section:	Group 1 Governance Policies
Subject:	Director’s Travel and Entertainment
Effective Date:	June 2023
Reviewed Date:	May 2023
Responsible Person:	Board Chair
Responsible Office:	Board of Directors

Policy Objective:

The intent of this policy is to ensure that the Board of Directors Travel and Entertainment is consistent with the business objectives of the Club by defining procedures for authorized business travel. This policy will provide guidance to directors and ensures consistency and fair treatment of travel and entertainment expenses.

Policy Guidelines:

1. Transportation Expenses

Transportation expenses, of any form, shall be reimbursed based on actual, out-of-pocket expenses, or actual mileage incurred with use of a personal automobile.

- a. Airfare: Directors may, at any time, make personal travel arrangements and when doing so, may claim reimbursement from CAA Niagara for economy class airfare, reasonably available under the circumstances.
- b. Directors attending meetings on behalf of CAA Niagara may elect to travel business class, or where business class is unavailable, first class, when the flight extends outside North America or the Caribbean.
- c. Automobile: A Director will be reimbursed, using a per kilometer rate, being the rate established by CAA Niagara for its employees, from time to time. In no case may automobile expenses exceed the equivalent of the regular economy airfare.
- d. Other Means: (Bus, Train, Ferry, Car Rental, Taxi) A Director will be reimbursed for actual transportation costs incurred (receipts must accompany reimbursement claim). In no case may the expenses incurred through Other Means exceed the equivalent of the regular economy airfare.

Directors should attempt to make their travel arrangements as early as possible to arrange the best fares and may book such travel arrangements themselves or have the same done by the Travel Staff at CAA Niagara.

If the Director makes his or her own travel arrangements, he or she is to advise the Travel Staff accordingly.

2. Living expenses

Living expenses, including the cost of hotels, meals and gratuities, shall be reimbursed based on actual, out-of-pocket expenses.

- e. Reimbursement for meal expenses is not restricted but is left to the discretion of the Director (receipts must accompany reimbursement claim).
- f. Directors may, at any time, make personal accommodation arrangements and when doing so, may claim reimbursement from CAA Niagara. Accommodations should be reserved at a CAA/AAA four diamond rated property, if available. Directors are encouraged to use the preferred hotel supplier where possible.
- g. A Board member shall also be entitled to reimbursement of one night accommodations before or after a Conference or Meeting.
- h. A Board member shall be entitled to reimbursement of travel and meal expenses for one day going to and one day coming from a Conference or Meeting.
- i. A Board member and his or her spouse or significant other, who is a delegate at a Conference or Meeting, shall be entitled to reimbursement for any event/activity organized by the conference (such as golf tournament or tours), that is offered in the spirit of the meeting and encouraging interaction among the delegates.

3. Non- reimbursable expenses:

Non reimbursable expenses are as follows:

- Alcohol
- In room services - where group meals have been arranged
- In-room movies
- Personal purchases
- Traffic violations
- Parking violations
- Insurance on life or personal property while traveling
- Non-club Out of Province Medical Insurance
- Upgrades to higher classes of service
- Valet Parking when regular parking is available

4. Personal Expense Reimbursement

Board Members may be called upon to represent Niagara at CAA, AAA and other business functions. In these circumstances, it is anticipated that there may be occasions when travel itineraries are expanded or adjusted for personal reasons.

The Board endorses this practice subject only to the necessary requirement that there be clear separation between personal and business expenses. It will be the responsibility of the individual Director to clearly identify these expenses and where necessary, reimburse CAA Niagara (Club) for any and all expenses which may have been billed to CAA Niagara.

This includes:

1. any additional hotel accommodation beyond the number of days necessary to attend the business function involved, plus one
2. personal entertainment or external activities which are not part of the planned agenda
3. car rentals not required for CAA business transportation
4. any increase in air fares over the direct return fares or, when applicable, group fares available for the particular event.

These parameters do not preclude special arrangements whereby Directors may elect to take advantage of excursion airfares that may require extended accommodation and additional meal charges, but which reduce the overall costs to CAA Niagara.

Any expenses recognized as a personal responsibility should be accounted for on a current basis in the expense claims submitted to the Executive/Corporate Assistant and any funds owing the Club should be remitted without undue delay.

Questions in respect to the application of this policy are to be directed to the Chair of the Board, who will consult with the Governance Committee if required.

Each Board Member seeking reimbursement for any of the above expenses shall submit to the Executive/Corporate Assistant, a signed expense form, together with the vouchers to support the expenses, within a reasonable time after incurring such expenses. Directors' expenses are approved by the Chair. The Chair's expenses are approved by the immediate Past Chair.

Applicability:

Board of Directors

Policy Number:	1.11
Section:	Group 1 Governance Policies
Subject:	Attendance at Conferences and Meetings
Effective Date:	June 2023
Reviewed Date:	May 2023
Responsible Person:	Board Chair
Responsible Office:	Board of Directors

Policy Objective:

The Board and President are expected to fully participate in Club and Association meetings sessions and functions as required.

Policy Statement:

The Board will annually review and approve attendance at the various meetings as Club delegates. Reasonable business-related expenses for each delegate and their spouse will be reimbursed by the Club.

Designated Attendee Policy:

- 1. CAA Niagara AGM:** All Board members, spouses and significant others attend as delegates. Past Chairs and their spouses may also be invited to attend at the discretion of the Board Chair.
- 2. CAA National AGM:** All Board members and spouses attend as delegates. Retired Board members and their spouses are invited to attend the National AGM in the year after their retirement from the CAA Niagara Board.
- 3. AAA National AGM:** Club Officers including immediate Past Chair, Current Chair and Vice Chair and their spouses attend as delegates.
- 4. CAA Niagara Board Retreat:** All Board members attend as delegates.
- 5. CAA Roundtable:** Club Officers including immediate Past Chair, Current Chair and Vice Chair and their spouses attend as delegates.

Applicability:

Board of Directors

Policy Number:	1.12
Section:	Group 1 Governance Policies
Subject:	Director’s Compensation
Effective Date:	June 2023
Reviewed Date:	May 2023
Responsible Person:	Board Chair
Responsible Office:	Board of Directors

Policy Objective:

The intent of this policy is to outline the remuneration of CAA Niagara Board of Directors from time to time, as authorized in By Law #1, Section 6.16.

Policy Statement:

Annual Stipend:

CAA Niagara approved the following remuneration for Board members:

- Each Board member will receive an annual stipend of \$3,000
- Committee Chairs receive an additional \$3,000 per year stipend
- The Vice-Chair receives an additional \$5,000 per year stipend
- The Chair receives an additional \$10,000 per year stipend.

Meeting Fees:

For all AAA and CAA Annual General meetings, CAA Niagara Board meetings, CAA Niagara Committee meetings and special meetings called by the Chair meetings, Directors will receive a per diem of \$200 per meeting. If the meeting takes place over the course of more than one (1) day, then the per diem shall be paid for each day of the meeting. Compensation for all other commitments will be deemed to be covered by the directors annual stipend.

Payment:

Annual stipend compensation will be paid at the end of the calendar year, retroactive for the previous Fiscal Year.

Service on Association Boards and Committees:

Any Director serving on the CAA National Board of Directors or one of its committees will receive the appropriate fee or retainer applicable to the Association. Any such fees are remitted directly to the Director and are in addition to the meeting fees paid above.

Periodic review:

The retainers and meeting fees are reviewed by the Governance Committee following a survey of Director fees across other CAA clubs. This survey will typically be undertaken every three years. Director compensation for CAA Niagara will be based on the survey results with the intent of fitting within the average of the survey group.

Applicability:

Board of Directors

Policy Number:	1.13
Section:	Group 1 Governance Policies
Subject:	Board Education and Development
Effective Date:	June 2023
Reviewed Date:	May 2023
Responsible Person:	Board Chair
Responsible Office:	Board of Directors

Policy Objective:

To assist Directors to enhance their contribution to Board governance, leadership and decision-making the Club will provide funding and support for training and professional development opportunities and programs.

Policy Statement:

The Club supports professional development through short course training and other relevant educational programs to assist Directors to increase their knowledge, experience and contribution toward improved Board governance, finance, marketing and other areas of direct interest to the Club. CAA Niagara strongly encourages ongoing professional development for those Directors seeking a future as Vice Chair, Chair or participant in the CAA National Board.

CAA Niagara endorses the Institute of Corporate Directors education programs and encourages Directors to make use of their training resources.

The reimbursement for any expenditure toward training and development shall be approved through the budget process and as recommended by the Governance Committee to the Board Chair.

It is the responsibility of each Director to determine their specific requirements and obtain training as needed. The Director will make an application to the Chair of the Governance Committee describing the proposed professional development, the benefit of their participation in the program for the Club, the estimated cost and time frame of the program.

The Governance Committee has the authority to recommend applications for single or multi-day courses to a maximum of \$2500.00 per Director, per fiscal year to the Board Chair for approval.

Any Director seeking to complete a certification program (for example, the Institute of Corporate Directors Director Education Program or the Directors College Program) must submit a written application directly to the Chair of the Board for consideration of the Board.

The Board will consider the following, upon receipt of an application:

- i) The remaining number of years of the Board Directors term
- ii) The likelihood of completion of the program within the given year
- iii) The Board Director's other accreditations/qualifications/experience
- iv) That the accreditation program is relevant to CAA Niagara

Upon approval by the Board, CAA Niagara will compensate a Director for 100% of the cost of the accreditation program.

Upon completion of the course, seminar or conference the Director will provide a written or verbal report on the training to the Board. This report should include a recommendation on whether others might benefit from the course taken. For reimbursement of expenses, the Director will need to submit all receipts and a copy of the certificate to the Governance Committee or to the Chair (accreditation program).

Any Director with ideas for a speaker/educational course for the overall benefit of the Board is encouraged to submit a proposal to the Governance Committee. Support will be made available as appropriate.

Board retreats are considered part of the Board's governance educational activities and supported appropriately without limiting individual Director training opportunities throughout the year.

Applicability:

Board of Directors

Policy Number:	1.14
Section:	Group 1 Governance Policies
Subject:	Board Vacancies
Effective Date:	June 2023
Reviewed Date:	May 2023
Responsible Person:	Board Chair
Responsible Office:	Board of Directors

Policy Objective:

In accordance with the [Bylaw #1](#), the Governance Committee of the Board shall, for each Annual Meeting, prepare and submit to the Members a list of qualified Members sufficient in number to maintain a full Board.

Policy Statement:

The Governance Committee shall prior to each annual meeting of members receive nominations from the members and make due enquiry and nominate from members in good standing the required number to complete a Board as provided by the By-Laws and to be elected at the Annual Meeting.

In order to be considered a candidate for the Board of Directors, the candidate must be nominated and signed by a minimum of three (3) members in good standing. Nominations must be submitted in writing and received by the Club sixty (60) days prior to the annual meeting. The submission of the nominee's name is to be accompanied by that written consent and undertaking of such Member to act as a Director, if elected. Submissions are to be sent by registered mail, electronically or courier to the Secretary of the Club.

At each Annual Meeting, Directors shall be elected to fill the position of those Directors whose term in office has expired and each Director so elected shall hold office for a term of three (3) years or until the third annual meeting after her/his election, whichever occurs first. A Director whose term of office has expired shall, if otherwise qualified, be eligible to be re-elected for a further term of three (3) years.

A Director elected or appointed shall be governed by the following rules and regulations.

- a) The elected term of a Director is three (3) years,
- b) A member is eligible to be a Director for a maximum of four (4) elected terms for a term limit of twelve (12) years.

Exceptions will be allowed for Directors who hold positions on the Boards of CAA National and/or AAA National, for Directors who hold the Chair or Vice Chair position of their Club Board and for Directors who transfer boards as part of a Club merger. In these cases, the Directors may remain on their Club Board until they no longer hold such a position. In addition, where it is in the best interest of the organization, the Board may extend the term of directors.

A person ceases to be a Director upon the happening of any of the following events:

- a) the expiration of his or her three-year term of office and the election of his/her successor.
- b) if the person, in writing, resigns as a Director or member of the Corporation;
- c) if the person ceases to be a member of the Corporation.
- f) if the person is an ex-officio Director, by removal from the office pursuant to which the person became a member of the Board.
- g) becomes an acting President.

Vacancies on the Board, however the cause, may be filled for the remainder of the term by the remaining Directors if constituting a quorum, failing which such vacancy shall be filled at the next annual meeting at which the Directors for the ensuing term are elected.

Applicability:

Board of Directors

Policy Number:	1.15
Section:	Group 1 Governance Policies
Subject:	Board Diversity
Effective Date:	June 2023
Reviewed Date:	May 2023
Responsible Person:	Board Chair
Responsible Office:	Board of Directors

Policy Objective:

CAA Niagara values diversity and will pursue diversity across its Board of Directors.

Policy Statement:

Diversity promotes the inclusion of different perspectives and ideas, mitigates against ‘group think’ and improves oversight, decision making and governance. Diversity on the Board should reflect the diversity of the Members of CAA and, in so doing, demonstrate the commitment to diversity at all levels within the organization.

CAA Niagara is also committed to fostering an inclusive culture based on merit and free of conscious or unconscious bias.

At all times, CAA Niagara seeks to maintain a Board comprised of talented and dedicated Directors with a diverse mix of experience, skills and backgrounds collectively reflecting the strategic needs of the business and the nature of the environment in which the company operates.

When assessing Board composition or identifying suitable candidates for the Board, the company will consider objective criteria having due regard to the benefits of diversity and the needs of the Board. For the purpose of this policy, diversity includes business experience, age, gender, visible minorities, Aboriginal peoples, persons with disabilities, sexual orientation and other personal characteristics.

CAA Niagara believes promotion of diversity is best served through careful consideration of all the knowledge, experience, skills and backgrounds of each individual candidate for Director in light of the needs of the Board without focusing on a single diversity characteristic and, accordingly, has not adopted specific Board diversity goals.

The Board has chosen to limit its focus to diversity characteristics which reflect the larger segment of the community in which the Board operates. The Board seeks to maintain diversity in membership of its committees and in Board leadership roles and will consider diversity when assigning chair roles for the Board and its committees.

The Governance Committee will review this policy and assess its effectiveness on an annual basis.

Applicability:
Board of Directors

Policy Number:	1.16
Section:	Group 1 Governance Policies
Subject:	Director's Recognition
Effective Date:	June 2023
Reviewed Date:	May 2023
Responsible Person:	Board Chair
Responsible Office:	Board of Directors

Policy Objective:

To recognize service milestones and celebrate a Director's tenure with the Club.

Policy Statement:

Completing Term as Chair

Upon becoming the Immediate Past Chair, the Director will receive recognition and a gift on behalf of the Board of Directors from the incoming Chair at the Annual General meeting recognizing his/her work as Chair.

Retirement from the Board of Directors

The Director will be recognized during their first Annual General Meeting Dinner, as a past Director, with recognition for their contribution during their tenure on the Board.

In addition, recently retired Board members and their spouses are invited to attend the National AGM in the year after their retirement from the CAA Niagara Board.

Applicability:
Board of Directors

Policy Number:	1.17
Section:	Group 1 Governance Policy
Subject:	Community Donations
Effective Date:	June 2023
Reviewed Date:	May 2023
Responsible Person:	Board Chair
Responsible Office:	Board of Directors

Policy Objective:

The objective of CAA Niagara’s Community Donations policy is to ensure all CAA Niagara donations, company volunteer activities and in-kind services are coordinated and aligned with the Club’s corporate social responsibility strategy and business goals. Community donations should maximize the opportunity for CAA brand visibility while remaining within budget and resource limitations.

Policy Statement:

The Community Donations program is intended to support those local community organizations whose mandates are consistent with CAA Niagara’s values and strategic goals. This policy is intended to provide guidelines to delineate the types of community organizations that may qualify for consideration.

Eligibility Criteria

The overarching eligibility criteria for the Community Donations program is that CAA Niagara and its members will benefit from association with the organizations that receive funding support.

CAA Niagara’s Community Donations program is intended to provide funding support to community organizations that meet the following criteria:

- Must be a registered charity.
- Must operate within and benefit the residents of Niagara Region.
- Must fit into one of the following categories:
 - community safety,
 - programming for seniors and children,
 - social services,
 - mental health, and
 - environmental conservation.

Ineligible Requests and Organizations

CAA Niagara will not support organizations with policies, practices, programs, or activities that are considered negative or offensive to the broader community. This includes any organizations with policies that discriminate on the basis of age, sex, race, religion, national origin, sexual orientation, or disability with respect to employment, volunteer participation, or the provision of services.

Contributions will only be made to the qualifying agency. Contributions will not be made to any individuals or to any organizations conducting fundraising (third party giving) on behalf of agencies.

Requests from religious organizations will not be considered; however, a community program sponsored by a religious organization may be considered (e.g., food pantry).

Requests from all local, regional, and/or school-based sports teams will not be considered. Requests from individual Niagara based elementary or secondary schools (public or private) will not be considered, unless the request is for a new and innovative program specifically designed to address community safety, programming for seniors and children, social services, mental health and environmental conservation

Annual Budget

CAA Niagara's Board of Directors will determine the funding levels for the Community Donations program through the annual budget approval process.

Any donation requests that are above and beyond the annual budget allocation for this program must be approved by the Board if the request exceeds \$5,000.

The President and CEO will inform the Board Chair of all donation requests prior to approving the request.

The Community Boost program will receive approximately 75% of the annual budget allocation, to be determined at Budget approval. Other requests received outside the timeframe of the Community Boost submission process will be reviewed based on the criteria outlined in this policy.

Program Administration

All requests for charitable contributions/sponsorships, in-kind services, or support, and/or company volunteer support will be coordinated and administered by the CAA Niagara Public Relations team.

Individual employees may not respond to requests from individuals or organizations that have an actual or potential business relationship with CAA Niagara companies.

Requests for donations must be submitted in writing with documentation detailing the purpose of the request.

All requests will be reviewed and rated by the Public Relations team based on the evaluation criteria outlined in this policy. The staff recommendations will then be forwarded to the Vice president of Marketing and President & CEO for consideration and approval.

The Community Boost program follows the above policy but includes more in-depth questions outlined in the appendix attached.

Applicability:

Board of Directors
President and CEO

Appendix I

CAA Niagara Community Boost Application Form:

1. Full Name & Address of Charity
2. Primary Contact:
 - a. name, phone, email & street address
3. Registered Charitable Number: _____ (required field)
4. Year Established: _____
5. Please provide a 250-500 description of the beneficiaries of your work in the Niagara community. This may include:
 - a. a profile of those you assist (i.e. age and other demographics)
 - b. Number of individuals or families assisted by your organization in a typical 12-month period and how.
 - c. Your mission, vision and core values.
6. Should your organization be selected to receive one of the \$10,000 donations, how would you likely use the funds? Please provide specific examples.
7. Would your organization provide opportunities for CAA Niagara employees to volunteer their time with you? If so, how?
8. Does your organization provide services only within the Regional Municipality of Niagara? If you provide services outside of Niagara what percentage of your service is rendered to non-Niagara residents?
9. How does your organization recognize partners like CAA Niagara?
10. How is your organization unique among not-for-profit organizations in Niagara?
11. Besides individual donors, what other sources of funding are provided to your organization? (i.e. corporate, government, foundation)
12. Please attach a copy of your most recent Canada Revenue Agency (T3010) filing.
13. Please upload any additional files that would support your application for a CAA Niagara Community Boost grant.

Appendices - Committee Terms of Reference

A-1 Governance Committee

A-2 Human Resources and Executive Compensation Committee

A-3 Finance, Investment and Audit Committee

A-4 Enterprise Risk Management Committee

A-5 Innovation Committee

Terms of Reference Title:	A-1 Governance Committee
Section	Governance
Effective Date:	April 20, 2022
Reviewed Date:	May 24, 2023
Responsible CAA Niagara Officer:	Board Chair
Responsible Office:	Board of Directors

Terms of Reference Overview:

The following Terms of Reference are intended to be consistent with and governed by the By-laws of the Association and the Articles of its subsidiaries.

Authority:

Section 8.01 of CAA Niagara Bylaw #1 states that the Board shall appoint a Governance Committee at the first meeting following the Annual Meeting.

The Chair of the Governance Committee shall be appointed by the Board Chair.

Purpose:

The Board Governance Committee shall ensure that the Board of Directors develops, implements, and maintains an effective and efficient approach to corporate governance.

Pursuant to Bylaws the Committee, in consultation with the Board Chair, shall be responsible for recommending nominees for Directors, for evaluating the performance of Directors, and for reporting on corporate governance issues.

Composition and Terms of Office:

The Committee shall consist of not less than three, non-management Directors of the Board and also includes the Board Chair and Vice Chair.

The members of the Committee and the Committee Chair, who shall not be the Board Chair, shall be appointed by the Board Chair at the first meeting of the Board following the Annual Meeting to hold office until the next Annual Meeting. A casual vacancy may be filled, or any additional member of the Committee may be appointed at any time by the Board, such member to hold office until the next Annual Meeting.

A quorum shall consist of a simple majority of the members of the Committee.

Duties and Responsibilities:

Except as specifically authorized by the Board, the responsibilities of the Committee shall be to:

1. Review annually the Governance Committee Terms of Reference.
2. Schedule regular meetings, not less than semiannually. Extraordinary meetings may be called by any member of the Committee or at the request of the Chair of the Board or the President.
3. Appoint a Secretary who shall record the proceedings of all meetings.
4. Review, on an annual basis, the long-term plan for the composition of the Board of Directors and take into consideration the current strengths, skills and experience on the Board, retirement dates and the strategic direction of CAA Niagara.
5. Recommend to the Board in writing, on an annual basis, desired experiences, and skills.
6. Seek input regarding suitable candidates from Directors, Retired Directors, Senior Management, civic leaders in the regions in which vacancies occur, and from any other relevant sources.
7. Report to the Board annually regarding all nominees for election as members of the Board of Directors of CAA Niagara.
8. Review, monitor and make recommendations regarding the orientation of new directors and the ongoing development of existing Board members.
9. Develop and make recommendations to the Board regarding an appropriate annual evaluation process for the Board as a whole and Directors individually, including guidance to the Board for the removal of Directors from the Board.
10. Review and make recommendations to the Board on an annual basis for its consideration and approval, concerning the ongoing development of the Board Orientation Manual which will, among other things, include policies regarding the following:
 - (a) the size and composition of the Board.
 - (b) general responsibilities and functions of the Board and its members.
 - (c) the composition, organization and responsibilities of Board appointed committees.
 - (d) the operations and procedures for Board meetings.
11. Develop, monitor, and make recommendations regarding policies to be adopted and followed in respect to staff involvement in the election process, information flow and relationships with staff and members.

12. Review and make recommendations to the Board on an annual basis for its consideration and approval concerning the flow and volume of information provided to the Board.
13. Conduct an annual review of the Association's Policies, Procedures and By-laws and make recommendations to the Board, for its consideration and approval, regarding any proposed changes thereto.
14. Make recommendations to the Board, for its consideration and approval, regarding the possible remuneration (fees and retainer) and benefits to be provided or paid to Directors.
15. Make recommendations to the Board, for its consideration and approval, regarding the composition, organization and responsibilities of all Board appointed committees.
16. Review, monitor and make recommendations to the Board, pursuant to By-Law, regarding required attendance at Board meetings.
17. Prepare for approval by the Board any reports required or recommended on Corporate Governance.
18. Report to the Board at its next regular meeting all such action the Committee has taken since the previous report.

Governance Committee Policies:

- 1.01 Mandate of the Board of Directors
- 1.02 Responsibilities and Rights of a Board Director
- 1.03 Principles of Governance
- 1.04 Executive Limitations
- 1.05 Roles and Responsibilities of the Board Chair
- 1.06 Nomination and Election of Board Officers
- 1.07 Appointment of Acting President and CEO
- 1.08 President and CEO Position Description
- 1.09 Proceedings of Directors and In Camera Sessions
- 1.10 Directors Travel and Entertainment
- 1.11 Attendance at Conferences and Meetings
- 1.12 Directors Compensation
- 1.13 Board Education and Development
- 1.14 Board Vacancies
- 1.15 Board Diversity
- 1.16 Directors Recognition
- 1.17 Community Donations Programs

Terms of Reference Title:	A-2 Human Resources and Executive Compensation Committee
Section:	Governance
Effective Date:	April 20, 2022
Reviewed Date:	April 2022
Responsible CAA Niagara Officer:	Board Chair
Responsible Office:	Board of Directors

Terms of Reference Overview:

The following Terms of Reference are intended to be consistent with and governed by the Bylaws of the Association and the Articles of its subsidiaries.

Authority:

Section 8.01 of CAA Niagara Bylaw #1 states that the Board shall appoint a Human Resources and Executive Compensation Committee at the first meeting following the Annual Meeting.

The Chair of the Human Resources and Executive Compensation Committee shall be appointed by the Board Chair.

Purpose:

The purpose of the Human Resources and Executive Compensation Committee is to provide guidance to the Board of Directors on human resources policies, performance management, compensation of the President, review of the President’s direct reports’ performance and compensation and talent management/development of the President and senior staff.

Composition and Terms of Office:

The Committee consists of not less than three, non-management Directors of the Board and also includes the Board Chair and Vice Chair. The President is a non-voting, ex officio member.

The Directors are appointed by the Board Chair at the first board meeting following the Annual Meeting to hold office until the next Annual Meeting. A casual vacancy may be filled, or any additional member of the Committee may be appointed at any time by the Board, such member to hold office until the next Annual Meeting.

A quorum shall consist of a simple majority of the members of the Committee.

Duties and Responsibilities:

The work of the Human Resources and Executive Compensation Committee is at the pleasure of the Board of Directors. All actions result in information to and/or recommendations to the Board. The following are the duties and responsibilities:

1. Review annually the Human Resources and Executive Compensation Committee Terms of Reference.
2. Develop and maintain the process for establishing and measuring the performance of the President, including the Performance and Incentive Plans and Reports.
3. Prepare, from Board input, the annual evaluation of the President's performance including recommendations for any adjustment to base salary.
4. Prepare the annual President Incentive Compensation Plan.
5. Provide feedback to the President on the annual performance evaluation and on the Board's plans for the Performance Management Plan and Incentive Plan for the following year. (Board and HR Chairs on behalf of the Board).
6. Review annually the Human Resources policies, reports, and annual salary budget. The HRECC is responsible for all the policies listed in the section below.
7. Review and recommend any proposed changes to the President's position description.
8. Review any required changes to the Employment Agreement between CAA Niagara and the President due to legislative or other changes.
9. Conduct a market review of the President and President's direct reports' compensation – at least every 3 years. A review should be completed in Fiscal 2022.
10. Annually review and provide guidance to the President regarding the President's direct reports' compensation, program design, targets, and performance ratings. This would include actual base pay, pay range, incentive targets and compensation paid out, perquisites and benefits.
11. Review and provide guidance to the President for any in-year bonus amount over \$5,000 for the President's direct reports.
12. Receive the annual succession and talent management plan for the President's direct reports' and provide guidance to the President on its implementation, as required.

13. Actively engage in the development and approval of the succession plan for the President, on an annual basis.

Human Resources and Executive Compensation Committee Policies:

2.01 Code of Business Conduct

The Code of Business Conduct establishes the values and expectations that underpin the organization's ethical approach. It reflects a commitment to engage with all stakeholders with trust and integrity and the importance of maintaining a positive reputation.

2.02 Conflict of Interest

All employees must put aside their personal and private interests when performing their duties and provide services to all stakeholders in an impartial and objective manner. By doing so, employees maintain the trust of stakeholders and demonstrate CAA Niagara's corporate values. Through the examples set out in this policy, guidance is provided to employees on how to identify a conflict of interest, what actions they should take to address a conflict of interest and who can assist them to resolve any uncertainties.

2.03 Occupational Health and Safety

The purpose of the Occupational Health and Safety policies and procedures is to guide and direct all employees to work safely and prevent injury, to themselves and others.

2.04 Workplace Anti-Violence and Harassment

The purpose of this policy is to recognize and define workplace violence as means of control and/or abuse of power. To ensure the dignity, respect, and safety of everyone through prevention of violence and aggression.

2.05 Whistleblower Policy

The Whistleblower Policy is intended to encourage employees and others to make good faith reports of suspected fraud, corruption, or other improper governmental activity, or health and safety concerns within the organization to appropriate CAA Niagara's officials and to describe the process that will be followed by CAA Niagara in evaluating and investigating such reports.

2.06 Corporate Social Responsibility

The Corporate Social Responsibility Policy covers the entire process by which the organization approaches, defines and develops its relationships with stakeholders for the common good, and demonstrates its commitment in this regard by adoption of appropriate strategies and projects. Thus, CSR is not charity or mere donations but a way of giving back to society by going beyond business as usual, creating shared value and contributing to social and environmental good. CAA Niagara's CSR philosophy is based on cardinal

principle to make a meaningful and measurable impact in the lives of economically, physically, and socially challenged communities in the Niagara Region.

2.07 Integrated Accessibility Standards

This Policy addresses the accessibility requirements of Ontario Regulation 191/11, Integrated Accessibility Standards under the Accessibility for Ontarians with Disabilities Act, 2005 (“AODA”). The policy ensures that employees, applicants for employment, and those who use CAA Niagara’s services can do so with independence, dignity, integration, and equality of opportunity.

2.08 Pay Equity Policy

The purpose of this policy is to confirm CAA Niagara’s commitment to Employment Equity and to identify, address and mitigate systemic discrimination in employment policies, practices, and procedures to ensure a representative and engaged workforce that reflects the diversity of the local community.

2.09 Vacation Policy

The purpose of the vacation policy is (a) to promote the health and well-being of CAA Niagara employees; (b) to promote a planned approach to vacation scheduling so that employees take an appropriate amount of time off in relation to their earned credits; (c) to enforce vacation accrual limits to manage CAA Niagara’s financial liability.

2.10 Disconnect from Work Policy

Ontario has passed the Working for Workers Act, 2021. An employer with 25 or more employees as of Jan. 1, 2022, shall, before June 2, 2022, ensure it has a written policy in place for all employees with respect to disconnecting from work. The Act defines “disconnecting from work” as “not engaging in work-related communication”. This includes responding to email, sending, or reviewing telephone calls, video calls or other messages. The policy should include guidance on how to navigate these communications outside business hours.

Terms of Reference Title:	A-3 Finance, Investment and Audit Committee
Section:	Governance
Effective Date:	April 20, 2022
Reviewed Date:	July 26, 2023
Responsible CAA Niagara Officer:	Board Chair
Responsible Office:	Board of Directors

Terms of Reference Overview:

The following Terms of Reference are intended to be consistent with and governed by the Bylaws of the Association and the Articles of its subsidiaries.

Authority:

Section 8.01 of CAA Niagara Bylaw #1 states that the Board shall appoint a Finance, Investment and Audit Committee at the first meeting following the Annual Meeting.

The Chair of the Finance, Investment and Audit Committee shall be appointed by the Board Chair.

The Finance, Investment and Audit Committee shall:

- a) Oversee the organization's financial and control systems.
- b) Oversee the relationship with the Club's external Auditors on behalf of the Board.
- c) Review the annual financial statements prepared by the Club's independent auditors and report to the Board prior to the Annual Meeting of the members.
- d) Provide a recommendation to the Board for the appointment of the External Auditor, and the appropriate fee.
- e) Provide a recommendation to the Board for the appointment of the Investment Management firm and the appropriate fee.
- f) Oversee the management of the Investment funds by the appointed Investment Manager in accordance with the guidelines set out in the Investment Policy.

Purpose:

The purpose of the Committee is to advise the Board of Directors on issues associated with the un-audited and audited financial statements of CAA Niagara and its subsidiary companies, and to analyze matters associated with the finances of the organization.

Composition and Terms of Office:

The Committee consists of not less than three, non-management Directors of the Board and also includes the Board Chair and Vice Chair. The President is a non-voting, ex officio member.

The members of the Committee and the Committee Chair shall be appointed by the Board Chair at the first meeting of the Board following the Annual Meeting to hold office until the next Annual Meeting. A casual vacancy may be filled or any additional member of the Committee may be appointed at any time by the Board, such member to hold office until the next Annual Meeting.

A quorum shall consist of a simple majority of the members of the Committee.

Duties and Responsibilities:

The President assists the Chair of the Finance, Investment and Audit Committee with the responsibility for the conduct of the monetary affairs of the Club. Except as specifically authorized by the Board, the responsibilities of the Committee shall be to:

1. Review annually the Finance, Investment and Audit Committee Terms of Reference;
2. Review and recommend all policies relating to the Club's monetary affairs;
3. Review and recommend all policies relating to the financial controls within the Club;
4. Review debt obligations and repayment terms of CAA Niagara and its subsidiary companies and report to the Board as needed;
5. Review capital plans, and purchases and sales of major assets and report to Board as needed;
6. Review annual budget presentation and recommend acceptance to the Board;
7. Identify areas for in-depth analyses and make recommendations to the Board therein;

8. Recommend to the Board the appointment and remuneration of the independent auditors of the Club;
9. Review quarterly financial reports comparing revenues and expenditures against the budget, with notes explaining variances;
10. Review the Annual Financial Statements of the Club and its subsidiaries with the auditors and management;
11. Oversee the management of the investment funds in accordance with the guidelines set out in the Investment Policy and recommend to the Board the appointment of the investment advisors; and
12. Review the financial implications of the Annual Risk Assessment.

Finance, Investment and Audit Committee Policies:

- 3.01 Investment Policy
- 3.02 Reserves Policy
- 3.03 Acceptance of Gifts
- 3.04 Travel Expenses
- 3.05 Financial Practices (delegation of authority, cheque signing, etc.)
- 3.06 Director and Officer Insurance Policy
- 3.07 Membership Policy
- 3.08 Quality and Program Standards Policy
- 3.09 Compliance with Regulatory Bodies
- 3.10 Procurement of External Advisors

Terms of Reference Title:	A-4 Enterprise Risk Management Committee
Section:	Governance
Effective Date:	April 20, 2022
Reviewed Date:	March 22, 2023
Responsible CAA Niagara Officer:	Board Chair
Responsible Office:	Board of Directors

Terms of Reference Overview:

The following Terms of Reference are intended to be consistent with and governed by the Bylaws and policies of the Association and its subsidiaries.

Authority:

As per section 8.01 of CAA Bylaw #1, the Board may from time to time appoint such other committees as it deems appropriate and prescribe such duties as the Board determines.

The Board shall at the first meeting following the Annual Meeting, appoint an Enterprise Risk Management Committee consisting of at least three (3) Directors.

The Chair of the Enterprise Risk Management Committee shall be appointed by the Board Chair.

The Enterprise Risk Management Committee shall:

- a) Oversee the organization's risk assessment and risk management system.
- b) Ensure that the organization has an up-to-date risk assessment policy and that risk assessments are being performed on an annual basis.
- c) Oversee the development of the Information Technology Strategic Plan.
- d) Review the Information Technology capital acquisition plan annually.
- e) Oversee the development of the cybersecurity plan, including the cyber breach response plan.

Purpose:

The purpose of the Committee is to advise the Board of Directors on issues associated with the risk management framework of CAA Niagara and to provide direction on issues associated with risk, information technology, social media, and cybersecurity management for the organization.

Composition and Terms of Office:

The Committee consists of not less than three, non-management Directors of the Board and also includes the Board Chair and Vice Chair. The President is a non-voting, ex officio member.

The members of the Committee and the Committee Chair shall be appointed by the Board Chair at the first meeting of the Board following the Annual Meeting to hold office until the next Annual Meeting. A casual vacancy may be filled or any additional member of the Committee may be appointed at any time by the Board, such member to hold office until the next Annual Meeting.

A quorum shall consist of a simple majority of the members of the Committee.

Duties and Responsibilities:

The President assists the Chair of the Enterprise Risk Management Committee with the responsibility for the conduct of the risk management affairs of the Club. All actions of the Enterprise Risk Management Committee are at the pleasure of the Board of Directors and shall focus on the following areas:

1. Review annually the Enterprise Risk Management Committee Terms of Reference.
2. Conduct an annual review of the risk management framework that contains a risk management policy, objectives, mandate, and commitment.
3. Review, amend as necessary and approve, a risk register that identifies and classifies all known and emerging risks, and provides plans, relationships, accountabilities, resources, processes, and activities used to manage risk.
4. Review the Information Technology (IT) strategic plan, including a review of the annual IT capital investments.
5. Review the CAA Niagara Cyber Security insurance policy.
6. Review the organization's cybersecurity plan including the current approaches to protect the most critical data assets.

7. Review the organization's cyber breach response/issue management plan.

Definitions

Risk The potential of harm to CAA Niagara businesses, employees, or members.

Risk Assessment A qualitative and/or quantitative evaluation of the nature and magnitude of risk involved in CAA Niagara programs and businesses. The evaluation is based on the likelihood of these risks and the extent of the potential harm to CAA Niagara and its members.

Risk Management The process of evaluating and responding to risks that result from CAA Niagara programs and businesses for the purpose of reducing those risks to acceptable levels.

Policies:

- 4.01 Risk Management Policy
- 4.02 Privacy Policy
- 4.03 Information Technology Policy Charter
- 4.04 Document Retention and Destruction

Terms of Reference Title:	A-5 Innovation Committee
Section:	Governance
Effective Date:	April 20, 2022
Reviewed Date:	November 2021
Responsible CAA Niagara Officer:	Board Chair
Responsible Office:	Board of Directors

Terms of Reference Overview:

The following Terms of Reference are intended to be consistent with and governed by the Bylaws and policies of the Association and its subsidiaries.

Authority

As per subsection 8.01 of Bylaw #1, the Board may from time to time appoint such other committees as it deems appropriate and prescribe such duties as the Board determines.

The Board Chair shall at the first meeting following the Annual Meeting, appoint an Innovation Committee consisting of at least three (3) Directors.

The Chair of the Innovation Committee shall be assigned by the Chair of the Board and chosen from among the members of such committee.

The Innovation Committee shall:

- a) Oversee the organization's Innovation process.
- b) Oversee the development and execution of the Innovation Strategy.
- c) Make recommendations of new product launches or product line extensions, to the Board of Directors for approval.
- d) Coordinate with Finance, Investment & Audit Committee and Enterprise Risk Committee where appropriate to ensure all new proposals meet the fiscal and wider risk parameters of the business.

Purpose:

The purpose of the Committee is to advise the Board of Directors on issues associated with the research, development and execution of new innovative products or services for members and to provide direction on business issues that arise because of an impending new product or service launch.

Composition and Terms of Office:

The Committee consists of not less than three, non-management Directors of the Board and also includes the Board Chair and Vice Chair. The President is a non-voting, ex officio member.

The members of the Committee and the Committee Chair shall be appointed by the Board Chair at the first meeting of the Board following the Annual Meeting to hold office until the next Annual Meeting. A casual vacancy may be filled or any additional member of the Committee may be appointed at any time by the Board, such member to hold office until the next Annual Meeting.

A quorum shall consist of a simple majority of the members of the Committee.

Duties and Responsibilities:

The President assists the Chair of the Innovation Committee and has responsibility for the implementation of new products or services of the Club. All actions of the Innovation Committee are at the pleasure of the Board of Directors and shall focus on the following areas:

1. Review annually the Innovation Committee Terms of Reference.
2. Oversee the ongoing refinement of the CAA Niagara Innovation process to ensure the timely implementation of suitable new products and services to Members;
3. Provide a recommendation to the Board of Directors on all proposed new ideas, processes, or services for Members, for their consideration and approval;
4. Collaborate with other Board committees as required to be aware of any financial or enterprise risks that may be associated by a new program or service.

Definitions:

Innovation: Any new idea, service or program that will enhance the value of a CAA membership to our current and future membership. Any existing business line extension that will enhance the value of a CAA membership to our current and future membership.

Innovation Process: The framework by which any new idea, program or service is assessed to determine its viability as a successful new offering to existing Club membership or future members.

SLT: Senior Leadership Team of CAA Niagara.