

## CPA Canada Seeking Dynamic Future-Oriented Vice Chair

***Chartered Professional Accountants of Canada (CPA Canada) is seeking a Vice Chair for its Board of Directors, which oversees the forward-looking agenda of this member organization with operations across Canada and around the world.***

### CPA Canada

CPA Canada is one of the largest national accounting organizations in the world, representing more than 210,000 members. Domestically, CPA Canada works cooperatively with the provincial and territorial CPA bodies who are charged with regulating the profession. Globally, it works together with the International Federation of Accountants and the Global Accounting Alliance to build a stronger accounting profession worldwide.

CPA Canada, created through the unification of three legacy accounting designations, is helping to steer the future of the profession. CPAs are valued for their financial and tax expertise, strategic thinking, business insight, management skills and leadership. CPA Canada a respected voice in the business, government, education and non-profit sectors and champions sustainable economic growth and social development. The unified organization is celebrating five years of serving the profession, advocating for the public interest and supporting the setting of accounting, auditing and assurance standards. CPA Canada also issues guidance and thought leadership on a variety of technical matters, publishes professional literature and develops education and professional certification programs that ensure Canadian CPAs are equipped to drive organizational success.

CPA Canada employs over 400 people, with its head office in Toronto and other offices in Burnaby, Ottawa and Montréal. Its annual operating budget is approximately \$125 million.

### Vision

The Canadian CPA is the pre-eminent, globally respected business and accounting designation.

### Mission

CPA Canada enhances the influence, relevance and value of the CPA profession by:

- acting in the public interest
- supporting its members
- contributing to economic and social development.

### Key Objectives

- Act in the public interest
- Be a leader in accounting and business education
- Expand and satisfy the demand for high quality business and accounting professionals
- Be the most valued and trusted resource relied on by members, students and key stakeholders
- Foster member pride and engagement
- Be recognized as a leading influential voice in Canada and for the profession globally
- Foster organizational effectiveness

### **Critical Issues Facing CPA Canada**

New technologies, including blockchain and artificial intelligence, shifting societal attitudes towards inclusion and sustainability, and blurring boundaries between industries are all having a profound impact on the accounting profession and the businesses CPAs support. The accounting profession is on the precipice of a fundamental transformation and how we respond to and manage these changes will impact the future of CPAs, the profession and Canadian business.

These changes provide opportunities for the Canadian CPA profession to explore the evolving role of business, the roles CPAs will play, and the governance structures that will ensure agile and collaborative decision-making that remains fit for purpose well into the 21<sup>st</sup> century.

### **Vice Chair Position**

In accordance with CPA Canada By-laws, the Nominating and Governance Committee has initiated a search for a Vice Chair of the Board of Directors to take office for the two-year period commencing immediately following the Annual General Meeting in September 2019 and ending immediately following the Annual General Meeting in September 2021.

The Vice Chair may then become a nominee for Chair for the two-year period commencing immediately following the Annual General Meeting in September 2021 and ending immediately following the Annual Meeting in 2023. Succession is not automatic, but customarily the Vice Chair becomes the candidate for Chair. Candidates who can make a four-year commitment are, therefore, being sought.

### **Qualifications for Vice Chair Position**

- A Canadian CPA member in good standing
- Deep understanding of the opportunities and challenges facing the Canadian CPA profession
- Sound understanding of the working relationship of CPA Canada and provincial/territorial and Bermudian CPA bodies
- Sound understanding of the accounting profession in the international context
- Strong presence in the accounting profession, business community and the community at large
- Demonstrated senior leadership skills and governance experience
- Proven capacity for consensus building
- Willingness and ability to commit the time required to handle this leadership role (descriptions of the Vice Chair and Chair positions are appended)

- Skill set and background to complement those of the Chair
- Capacity in both Canadian official languages highly desirable

The Vice Chair must be eligible for appointment as a director of CPA Canada. In accordance with section 126 (1) of the Canada Not-for-profit Corporations Act the following persons are disqualified from being a director of a corporation:

- (a) anyone who is less than 18 years of age
- (b) anyone who has been declared incapable by a court in Canada or in another country
- (c) a person who is not an individual, and
- (d) a person who has the status of a bankrupt.

In addition, CPA Canada By-laws preclude the following from being nominated, elected or serving as directors: any employee of CPA Canada or of any Chartered Professional Accountant regulatory body; any spouse or common law partner of any employee or director of CPA Canada or of any Chartered Professional Accountant regulatory body; any director of any Chartered Professional Accountant regulatory body; and, subject to the directors then in office making a determination that a conflict of interest would not exist, any individual who is a member, director, officer or employee of any federal, provincial or other governmental authority, body, tribunal, commission or agency with responsibility for, jurisdiction over or authority in respect of the accounting profession in Canada or any part thereof.

### Process

The Nominating and Governance Committee calls for nominations and applications ***accompanied by a résumé of the nominee/applicant, no later than February 28, 2019.***

Nominations and applications should be sent to the Board Secretary, Elizabeth Benson, at [ebenson@cpacanada.ca](mailto:ebenson@cpacanada.ca). Please note that submissions received after the February 28, 2019 deadline will not normally be considered.

Receipt of all nominations and applications will be acknowledged. The Nominating and Governance Committee will contact those candidates whom it wishes to interview, with a view to concluding the selection process by mid-summer 2019. In accordance with the CPA Canada By-laws, the appointment will be finalized immediately before the 2019 CPA Canada Annual General Meeting on September 18.

Amanda Whitewood FCPA, FCMA  
Chair, Nominating and Governance Committee



January 22, 2019

**Organization:** Chartered Professional Accountants of Canada (CPA Canada)  
**Position Title:** Chair, Board of Directors, CPA Canada



**THE ORGANIZATION**

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**General Roles and Responsibilities**

The Board of Directors (the “Board”) is responsible for the stewardship of the Professional Accounting body and ultimately accountable to the stakeholders and members for the management of the organization. It approves the organization’s strategic plans and monitors the organization’s performance and progress in meeting both its long and short-term goals. The Board also exemplifies the highest ethical standards and requires that such standards be observed at all levels of the organization.

**Profile**

The Chair provides overall leadership to enhance the effectiveness of the Board. The Chair ensures that the Board, its Committees and individual directors understand their responsibilities.

**Appointment and Term**

The Chair is the successor from its predecessor Vice Chair position. It is selected from among its profession to lead the Board in the course of its work. The Chair is an independent non-management member of the Board, who reports to the Board and is responsible for the overall process involved in the work of the Board as well as the development and effective performance of the Board. The Chair is appointed for a two-year term, contingent upon a prior 2-year term as Vice Chair.

## Responsibilities

The Chair of the Board has the following responsibilities:

### Managing the Board

- ❖ Provides leadership to the Board and to assist the Board in its responsibilities to govern the business and affairs of the organization, to review and monitor the policies, strategies, risks and overall direction of the organization;
- ❖ Ensures the Board receives sufficient background information to permit it to properly make major decisions when such decisions are required;
- ❖ Establishes the frequency of Board meetings and reviews such frequency from time to time, as considered appropriate or as requested by the Board;
- ❖ Chairs Board meetings and co-ordinates the agenda and related events for Board meetings in conjunction with the Chief Executive Officer ("CEO") and the Corporate Secretary and/or Assistant Corporate Secretary, as applicable;
- ❖ Reviews the need for, and the performance and suitability of, each committee and their respective function and to recommend adjustments if necessary in conjunction with advice from the CEO;
- ❖ Conducts Board meetings in an efficient, effective and focused manner, and attends committee meetings when possible;
- ❖ Reviews and assesses each Director's attendance and performance, reviews the size and composition of the Board, in conjunction with the Nominating/Governance Committee and the Board as a whole;
- ❖ Acts as a member of the Nominating/Governance Committee and as a member of the HRCC; additionally, acts in an observer capacity on the Audit Committee;
- ❖ Works with the Chair of the Nominating/Governance Committee and the CEO, to recruit Directors, as needed, in order that the Board is comprised with an appropriate mix of skills and abilities;
- ❖ With the support of Management, arranges regular education and strategic planning sessions for the Directors;
- ❖ Chairs meetings of the Council of Chairs and meets with provincial institute representatives as required;
- ❖ Sets Council of Chairs meeting agenda with the assistance of the President/CEO and Board Secretary;
- ❖ Attends Annual IFAC Council meeting

### Working with Management

- ❖ Acts as a sounding board, counselor and confidant for the CEO;
- ❖ Works with the CEO to review strategies, define issues, maintain accountability and build relationships;
- ❖ Ensures that the CEO is aware of any concerns raised by the Board, stakeholders or the public which comes to the attention of the Chair or the Board;
- ❖ Leads the Board in monitoring and evaluating the performance of the CEO and senior management, together with the Board ensure the accountability of the CEO, and together with the appropriate committee of the Board ensures the implementation of the management succession and development plans for the CEO and the senior management team;
- ❖ Works closely with the CEO to ensure that management strategies, plans and performance matters are presented, as necessary, to the Board and stakeholders.

## **Relations with Stakeholders and the Public**

- ❖ Chairs meetings of stakeholders;
- ❖ Provides, on behalf of the Board, an annual message to stakeholders to form part of the organization's Annual Report to stakeholder;
- ❖ Plays the leading role in fostering, building and maintaining strong relationships with the provincial accounting bodies; and
- ❖ In conjunction with the CEO and relevant committees, participates or assigns to a Board delegate the responsibility to represent the Board, when appropriate, at official functions and meetings with major stakeholder groups;
- ❖ Attends on behalf of the Board a minimum of three provincial convocation events per annum. For those events that are not being attended by the Chair, assign a Board delegate the responsibility to represent the Board at each convocation event.



January 22, 2019

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**Position Title:** Vice-Chair, Board of Directors, CPA Canada



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### Profile

The Vice-Chair is an extension of the Chair role, which is to provide overall leadership to enhance the effectiveness of the Board.

### Appointment and Term

The Vice-Chair is appointed for a two-year term, with the expectation that he/she will succeed to the Chair role after a successful two-year term as Vice-Chair.

## Responsibilities

The Vice-Chair of the Board has the following responsibilities:

- ❖ Assists the Board Chair in all of his/her duties, where required and appropriate;
- ❖ Acts as a sounding board and second opinion for the Chair relative to various matters, including communications with Management;
- ❖ As the successor to the Board Chair position, a deep learning and understanding of the Board Chair's responsibilities is expected and required over the 2-year term. This includes building relationships amongst the provincial bodies;
- ❖ Expected to fill in for the Chair at events/meetings when a timing conflict arises;
- ❖ Attends on behalf of the Board a minimum of three provincial convocation events per annum with the goal of attending all convocation events over the 4-year period while assuming the roles of Vice Chair and Chair.
- ❖ Acts as the Chair of Nominating/Governance Committee and as a member of the HRCC, taking on all responsibilities as a member of those committees; additionally, acts in an observer capacity on the Audit Committee;
- ❖ Is in charge of the recruitment process of his/her successor to the Vice-Chair role;
- ❖ During periods when the Board Chair is absent and the normal functions of the Board Chair cannot be carried out, assumes the role of acting Board Chair until the latter resumes carrying out their normal duties or a new Board Chair has been elected and appointed by the Board.