

Organization: Chartered Professional Accountants of Canada (CPA Canada)

Position Title: Chair, Board of Directors, CPA Canada

THE ORGANIZATION

Chartered Professional Accountants of Canada (CPA Canada) works in partnership with the provincial, territorial and Bermudian (PTB) CPA bodies to provide leadership for the CPA profession in Canada and globally. This partnership allows the Canadian profession to sustain and build the public's confidence in society's economic and financial systems. CPA Canada does so by offering the profession's perspective on national and international matters and by preparing the CPA profession for an ever-evolving environment featuring unprecedented change. CPA Canada is a progressive, forward-thinking organization and is a respected voice in the business, government, education and non-profit sectors.

Domestically, CPA Canada works in partnership with the PTB CPA bodies who are responsible to protect the public and regulate the profession. The PTBs also support members, educate students and participate together in overseeing the profession's strategic direction.

Globally, CPA Canada works together with the International Federation of Accountants and the Global Accounting Alliance to build a stronger accounting profession. CPA Canada's perspective is influential within Canada and internationally.

CPA Canada conducts research into current and emerging business issues and supports the setting of accounting, auditing, and assurance standards for business, not-for-profit organizations, and government. CPA Canada also issues guidance and thought leadership on a variety of emerging issues and technical matters, publishes professional literature, and develops education and professional certification programs.

Presently, the PTBs and CPA Canada are in the process of reviewing the profession's governance structure. Upon conclusion, the review is expected to evolve their respective responsibilities as well as how they interact with each other, execute their complementary mandates and collectively ensure unity in advancing the profession forward.

For more information about CPA Canada [visit the website](#).

General Roles and Responsibilities of the Board

The Board of Directors (the "Board") is responsible for the stewardship of CPA Canada and ultimately accountable to its members for the oversight of the organization. CPA Canada has Organizational Members, comprised of the Provincial, Territorial and Bermudian CPA bodies (who appoint 8 of the Board's 12 members), and individual members, who are Canada's CPAs.

The Board:

- Recruits the CEO, establishes the CEO's annual performance objectives, assesses the CEO's performance and provides feedback to enhance the CEO's performance;
- Approves the organization's strategic plans and monitors the organization's performance and progress in meeting both its long and short-term goals;

- Promotes the effectiveness of the Canadian CPA profession through its engagement with all of Canada's CPA bodies, in accordance with the governance agreements they have collectively established; and
- Exemplifies the highest ethical standards and requires that such standards be observed at all levels of the organization.

The Chair's Role

The Chair is an independent non-management member of the Board, accountable to the Board, and provides overall leadership to enhance its effectiveness. The Chair ensures that the Board, its Committees and individual directors understand their responsibilities. Working closely with the Vice-Chair, who chairs the Board's Nominating and Governance Committee, the Chair oversees the development of the Board's annual schedule, long term agenda planning, agendas for individual board meetings, the development of annual Board and Committee objectives and the Board's own assessment of its performance.

Appointment and Term

The Board's leadership appointments are based on the principle that each chair will be appointed following a term as Vice-Chair, served during their Chair-predecessor's term.

The Chair is appointed by the Board. The Board normally appoints the Vice Chair who served during their predecessor's term as Chair. The Chair is appointed for a two-year term, on the basis they have completed a prior two-year term as Vice Chair, providing for a total of four years of governance leadership.

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;
- 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 the Nominating and Governance Committee and with advice from the CEO;
- Conducts Board meetings in an efficient, effective and focused manner;
- 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 and Governance Committee and as a member of the HRCC; additionally, acts in an observer capacity on the Finance, Audit and Risk Committee;
- Works with the Chair of the Nominating/Governance Committee and the CEO, to recruit Public Directors and a Vice Chair, and communicates with appointing Provincial, Territorial and Bermudian bodies 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;
- Works with the Vice Chair to ensure continuity of relationships, knowledge and long-term governance strategy through a smooth transition into the Chair role; and
- Attends Annual IFAC Council meetings.

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, Organizational or Individual Members, 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, 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; and
- Works closely with the CEO to ensure that management strategies, plans and performance matters are presented, as necessary, to the Board and stakeholders.

Working with Canada's CPA bodies on the Affairs of the Profession

- Interacts regularly with governance representatives of the Provincial, Territorial and Bermudian CPA bodies to build common understanding and objectives for the CPA profession;
- Establishes Council of Chairs meeting agendas in conjunction with the CoC's Agenda Planning Group;
- Chairs meetings of the Council of Chairs
- Plays the leading role, on behalf of the Board, in fostering, building and maintaining strong relationships with the Provincial, Territorial and Bermudian CPA bodies at the governance level,
- Regularly engages with the CEO and the Board members appointed by Provincial, Territorial and Bermudian bodies to promote:
 - alignment of perspectives of Canada's CPA bodies;
 - like-mindedness across these bodies when they collectively contemplate and undertake significant initiatives; and
 - and advance the health of relationships among these bodies.

Relations with Other Stakeholders and the Public

- Chairs the Annual Meeting of members
- Participates in other meetings of stakeholders, as required, chairing as necessary and where appropriate;
- Provides, on behalf of the Board, an annual message to Members to form part of the organization's Annual Report;
- 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; and
- Together with the Vice Chair and CEO, ensures Board presence at the various convocation events including personal participation in several of those.