



January 22, 2019

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



THE ORGANIZATION

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.

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.