

Corporate Oversight & Governance

SUMMARY RESOURCE GUIDE

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Framework Series

The *Framework* series of documents is designed to outline the critical steps and considerations throughout a process, with the goal of enabling directors to identify issues that warrant director attention and provide directors with practical tools.

Governance of Anti-Corruption and Responsible Business: A Framework for Boards of Directors

(23 pages | 2021)

This document presents a globally accepted framework for an effective ethics and anti-corruption compliance program. While the framework has its origins in the anti-bribery and anti-corruption context, it also applies to organizations striving to meet the broader emerging responsible business challenges of Environmental, Social and Corporate Governance (ESG) mandates.

www.cpacanada.ca/fr/ressources-en-comptabilite-et-en-affaires/strategie-risque-et-gouvernance/gestion-du-risque-dentreprise/publications/lutte-contre-corruption-conduite-responsable-affaires

Overseeing Environmental, Social and Governance (ESG) Matters: A Framework for Boards of Directors

(17 pages | 2021)

This document provides a practical step-by-step framework for the boards of directors of public companies to follow for their oversight of environmental, social and governance (ESG) matters, and includes examples of the types of matters that are relevant in each of the ESG categories. The ESG oversight framework is designed for boards of large, medium and small companies.

www.cpacanada.ca/en/business-and-accounting-resources/strategy-risk-and-governance/corporate-governance/publications/overseeing-esg-matters-framework-for-boards

Overseeing Mergers and Acquisitions: A Framework for Boards of Directors

(182 pages | 2016)

This document is a robust framework to help directors oversee mergers and acquisitions effectively and ensure shareholder value is maximized. It covers the full life cycle, from strategy and transaction development to implementation to post-closing activities.

www.cpacanada.ca/en/business-and-accounting-resources/strategy-risk-and-governance/strategy-development-and-implementation/publications/overseeing-mergers-and-acquisitions-directors-framework

Overseeing Strategy: A Framework for Boards of Directors

(122 pages | 2015)

This document provides an indispensable framework to help directors effectively oversee the strategic planning process, from preparation and strategy formulation to execution and monitoring results. Learn how to engage in the process earlier, set clear expectations about quality, add value, and oversee execution that creates shareholder value.

www.cpacanada.ca/en/business-and-accounting-resources/strategy-risk-and-governance/strategy-development-and-implementation/publications/overseeing-strategy-framework-for-directors

Director Briefings

Director Briefings are designed to be a comprehensive guide to a specific matter of importance for directors. Throughout each Guide there are sections outlining questions for directors to ask to assist in undertaking their oversight role in an effective manner.

Director Briefing: Supply Chain Security in Uncertain Times: Questions A Board Should Ask

(9 pages | 2020)

This paper addresses strategic aspects for boards to consider and questions aimed to satisfy the board that appropriately robust supply chain security and agility measures are in place.

www.cpacanada.ca/en/business-and-accounting-resources/financial-and-non-financial-reporting/sustainability-environmental-and-social-reporting/publications/supply-chain-security-on-your-radar

Director Briefing: Embracing Uncertainty: Planning for Resilience in a Post COVID-19 World

(9 pages | 2020)

This publication discusses the circumstances faced by Canadian organizations during the height of the COVID-19 crisis and the mounting focus on organizational resilience arising from the economic disruption and recovery efforts.

Topics include:

- examining the business model for impact and risk exposures
- assessing the organization's resilience
- managing stimulus support

www.cpacanada.ca/en/business-and-accounting-resources/strategy-risk-and-governance/enterprise-risk-management/publications/resilience-planning-after-covid-19

Director Briefing: Environmental and Social Risk and Opportunities

(23 pages | 2020)

This short document will help identify key questions boards should ask about E&S impacts, such as:

- strategic implications
- operational, reputational, and legal risks/opportunities
- financial impacts
- stakeholder relationships and engagement
- internal monitoring and external reporting
- governance and oversight

www.cpacanada.ca/en/business-and-accounting-resources/strategy-risk-and-governance/enterprise-risk-management/publications/environmental-social-risks-questions-for-directors

Director Briefing: Strengthening Tax Governance

(15 pages | 2020)

Strong tax governance is vital to operating an organization in the current environment. Failing to meet tax obligations can trigger significant financial penalties and create personal liability for board members. It is therefore critical for board members to be sufficiently fluent in tax matters to effectively discharge their oversight duties. Topics covered in this publication include:

- identifying and assessing tax risks
- tax risk management and policies
- compliance risk and controls
- planning risk and environment
- organization's tax risk rating
- reputational risk

www.cpacanada.ca/en/business-and-accounting-resources/strategy-risk-and-governance/corporate-governance/publications/strengthening-tax-governance

Director Briefing: Stakeholder Engagement

(30 pages | 2018)

Stakeholder engagement is a vital tool for organizations to help sustain their long-term interests and ensure that their board discharges its oversight responsibilities. This briefing helps board members understand how to develop a process to engage with stakeholders and oversee those activities effectively.

www.cpacanada.ca/en/business-and-accounting-resources/strategy-risk-and-governance/corporate-governance/publications/stakeholder-engagement-director-briefing

Director Briefing: Climate Change

(49 pages | 2017)

This briefing explores issues and questions that directors might ask about climate change as part of their oversight responsibilities. While the discussion is aimed at directors, this briefing may also help management understand the board's and their own role in anticipating, assessing and managing the risks and opportunities that climate change can bring.

www.cpacanada.ca/en/business-and-accounting-resources/strategy-risk-and-governance/corporate-governance/publications/climate-change-questions-directors-should-ask

Corporate Governance: Ask the Right Questions

(158 pages | 2020)

This joint publication between CPA Canada and Deloitte addresses the continually expanding responsibilities of boards ranging from cryptocurrency to climate change. Many of the current ongoing global issues are highlighted in this guide, such as:

- the need to develop and execute an effective long-term strategy in a disruptive environment
- the war for talent and the advantages of a corporate culture aligned to the organization's strategic vision
- greater scrutiny of executive compensation by shareholders and the media
- the benefits of boardroom diversity that are based not only on gender, ethnicity, and age, but also on the experience and problem-solving approaches of the directors

www.cpacanada.ca/en/business-and-accounting-resources/strategy-risk-and-governance/corporate-governance/publications/corporate-governance-ask-the-right-questions

20 Questions Series

The *20 Questions* series addresses subjects important to directors through twenty questions they might ask management, advisors or themselves. Each question is followed by an “answer” that helps the readers understand the significance of the topic and provides the basis for understanding the answers they get.

20 Questions Directors Should Ask About Cybersecurity

(44 pages | 2019)

This detailed document will provide board members and senior management with a better understanding of the evolving cybersecurity risks facing organizations. The useful insights and full set of twenty practical questions outlined will help sharpen a board's cyber-awareness and improve oversight of this modern risk.

www.cpacanada.ca/en/business-and-accounting-resources/other-general-business-topics/information-management-and-technology/publications/questions-directors-should-ask-about-cybersecurity

20 Questions Directors Should Ask About Pension Governance

(54 pages | 2017)

Directors of not-for-profit organizations have various duties and responsibilities, the most fundamental of which are the fiduciary duty, or the duty of loyalty, and the duty of care. This publication focuses on these duties including:

- what it means to be a fiduciary
- the director's duty of loyalty
- the director's duty of care
- how to discharge these duties

www.cpacanada.ca/en/business-and-accounting-resources/strategy-risk-and-governance/corporate-governance/publications/directors-20-questions-pension-group-benefits-governance

20 Questions Directors Should Ask About Building and Sustaining an Effective Board

(56 pages | 2015)

This document guides readers through the various stages of a board's evolution, from establishing the board (structural considerations), sustaining the board (skills, leadership and culture) to renewing the board (succession planning).

www.cpacanada.ca/en/business-and-accounting-resources/strategy-risk-and-governance/corporate-governance/publications/building-and-sustaining-an-effective-board

20 Questions Directors Should Ask About Director's and Officers' Liability Indemnification and Insurance

(44 pages | 2014)

This document helps directors assess the effectiveness of a corporation's director and officer (D&O) indemnification and insurance programs. Topics include:

- the importance of having D&O insurance programs in place
- when and how to seek advice from insurance and legal professionals
- what to include in a corporation's by-laws

www.cpacanada.ca/en/business-and-accounting-resources/strategy-risk-and-governance/not-for-profit-governance/publications/directors-and-officers-indemnification-and-insurance-20-questions-for-directors

On The Radar

On the Radar are succinct, informative pieces to advise directors about developing issues.

Data Governance: Is It On Your Radar?

(4 pages | 2021)

This succinct publication discusses:

- data as not only a commodity, but an asset that holds the key to unlocking powerful insight-driven decisions
- the role of boards in the transition to an integrated business strategy that is driven by data
- questions for boards to ask management and themselves to assess how to successfully transition to a data-based environment

www.cpacanada.ca/en/business-and-accounting-resources/strategy-risk-and-governance/corporate-governance/publications/data-governance-on-your-boards-radar

Supply Chain Security: Is It On Your Radar?

(4 pages | 2021)

This concise paper addresses strategic aspects for boards to consider and questions aimed to satisfy the board that appropriately robust supply chain security and agility measures are in place.

www.cpacanada.ca/en/business-and-accounting-resources/financial-and-non-financial-reporting/sustainability-environmental-and-social-reporting/publications/supply-chain-security-on-your-radar

Insolvency: Is It On Your Radar?

(6 pages | 2020)

This concise publication provides tips for companies to understand:

- corporate insolvency
- risk mitigation strategies
- various regimes and options available in Canada to an insolvent corporation

www.cpacanada.ca/en/business-and-accounting-resources/strategy-risk-and-governance/corporate-governance/publications/insolvency-is-it-on-your-radar

Climate Risk: Is It On Your Radar?

(5 pages | 2020)

This concise document provides boards with need to know information required by investors, lenders, and insurance underwriters to properly assess and price climate-related risks. Topics include:

- why boards need to consider climate risk
- how climate risk will impact your business
- what a good position statement looks like

www.cpacanada.ca/en/business-and-accounting-resources/financial-and-non-financial-reporting/sustainability-environmental-and-social-reporting/publications/climate-risk-on-your-radar

Cybersecurity: Is It On Your Radar?

(7 pages | 2019)

This concisely written bulletin will provide you with a valuable understanding of modern cyber risks and help inform strategic priorities in this area.

www.cpacanada.ca/en/business-and-accounting-resources/strategy-risk-and-governance/corporate-governance/publications/cybersecurity-bulletin-for-directors

The Business Impact of Environmental and Social Issues: Is It On Your Radar?

(5 pages | 2018)

This succinct document discusses three trends with environmental and social implications that are impacting businesses and capital markets.

www.cpacanada.ca/en/business-and-accounting-resources/financial-and-non-financial-reporting/sustainability-environmental-and-social-reporting/publications/business-impact-of-environmental-social-issues

Guidance for Audit Committees

Guidance for Audit Committees is a collection of guidance and practical tools developed specifically to assist audit committees understand and discharge their oversight obligations.

Key Performance Indicators: A Tool for Audit Committees

(6 pages | 2021)

This briefing outlines the role audit committees and management can play in developing a robust process to effectively oversee key performance indicators (KPIs) presented in an issuer's MD&A and earnings press releases. While the discussion is aimed at directors, this briefing and accompanying tool can also be used by management.

www.cpacanada.ca/en/business-and-accounting-resources/strategy-risk-and-governance/corporate-governance/publications/kpis-a-tool-for-audit-committees

Five Post-Pandemic Internal Audit Questions to Ask

(6 pages | 2020)

As a result of the COVID-19 pandemic, businesses are operating in a new and uncertain economic environment. This publication address the increasing number and complexity of risks facing organizations and focuses on how internal audit can adapt its role to "build value" while helping to mitigate these risks. It does so by identifying and discussing the five most important questions organizations should consider to effectively oversee internal audit.

www.cpacanada.ca/en/business-and-accounting-resources/audit-and-assurance/internal-control/publications/five-post-pandemic-internal-audit-questions

Annual Assessment of the External Auditor: Tool for Audit Committees

(31 pages | 2018)

The Enhancing Audit Quality (EAQ) initiative recommended that audit committees should conduct a comprehensive review of external auditors at least every five years. But what needs to happen during an annual assessment in the in-between years? The Annual Assessment of the External Auditor — Tool for Audit Committees identifies three audit quality areas your audit committees should consider and a step-by-step approach to using our tool, including:

- determining the scope, timing and process for the annual assessment
- obtaining input from key personnel
- assessing areas for audit committees to consider
- concluding on the annual assessment and communicating results to the board

www.cpacanada.ca/en/business-and-accounting-resources/audit-and-assurance/enhancing-audit-quality/publications/annual-assessment-of-external-auditor-tool

Guide to Audit Quality Indicators

(25 pages | 2018)

This Guide provides a useful step-by-step process to help audit committees and management identify relevant audit quality indicators (AQIs) and establishes a general understanding of how they can be used to spark a discussion both internally and with the external auditor (auditor) about improving audit quality.

www.cpacanada.ca/en/business-and-accounting-resources/audit-and-assurance/enhancing-audit-quality/publications/guide-to-audit-quality-indicators

Oversight of the External Auditor: Guidance for Audit Committee

(35 pages | 2018)

Audit quality is increasingly in the spotlight as a key element of the financial reporting process. Oversight of the External Auditor: Guidance for Audit Committees builds on the discussion papers and final report of the Enhancing Audit Quality (EAQ) initiative, a joint project of Chartered Professional Accountants of Canada (CPA Canada) and the Canadian Public Accountability Board (CPAB) that examined how to enhance audit quality in light of global developments.

www.cpacanada.ca/en/business-and-accounting-resources/audit-and-assurance/enhancing-audit-quality/publications/external-auditor-oversight-audit-committee-guidance

Periodic Comprehensive Review of the External Auditor: Tool for Audit Committees

(37 pages | 2018)

As recommended by the Enhancing Audit Quality (EAQ) initiative, audit committees should conduct a comprehensive review of external auditors at least every five years, to provide a deeper and broader analysis of external auditor performance than an annual assessment. Periodic Comprehensive Review of the External Auditor — Tool for Audit Committees provides guidance on the preparation and content of the audit committee's public report, so your audit committee can: identify potential areas where the external audit firm can improve, identify potential areas where your audit committee can improve oversight, reach a final conclusion on whether the auditor should be reappointed or the audit should be put out for tender.

www.cpacanada.ca/en/business-and-accounting-resources/audit-and-assurance/enhancing-audit-quality/publications/comprehensive-review-of-external-auditor-tool

Webinars & Podcasts

Webinar: Cybersecurity governance: Road map for directors and cybersecurity leaders

This detailed webinar will provide board members and senior management with a better understanding of the evolving cybersecurity risks facing organizations. Topics include:

- what to look for in a comprehensive cybersecurity strategy
- how management identifies, assesses, prioritizes and reports on cybersecurity risk
- how management defines and locates the most valuable digital and physical assets that could be compromised by a cybersecurity attack
- how to manage third-party cybersecurity risks
- how well the organization is equipped to respond to and recover from a cybersecurity breach

www.cpacanada.ca/en/career-and-professional-development/webinars/trends-issues/technology-and-information-management/cybersecurity-governance-and-risk-mitigation

Podcast Series: Disruptive Governance

The Disruptive Governance podcast series provides insight and clarity into a wide range of corporate governance issues. Hear about the personal experiences and learnings of respected directors as they share their insights on how they are navigating these challenging, disruptive times. This page provides links to listen to the podcasts on Apple Podcasts, Google Podcasts, and Spotify.

www.cpacanada.ca/en/business-and-accounting-resources/strategy-risk-and-governance/corporate-governance/publications/disruptive-governance-podcast-series