



Board Directors – Director’s Terms of Reference

As a member of the Board of Directors (the “Board”), each Director will:

1. Fulfill the legal requirements and obligations of a Director, which includes a comprehensive understanding of the statutory and fiduciary roles.
2. Consider the interests of the communities the Certified Professional Bookkeepers of Canada (CPB Canada) serves, ensuring that the mission statement and strategic plan objectives of CPB Canada are paramount.
3. Participate in the review and approval of CPB Canada’s policies and strategy and in monitoring their implementation.

Duties and Responsibilities

4. Board Activity

As a member of the Board, each Director will:

- a. Exercise good judgment and act with integrity.
- b. Use his or her ability, experience, and influence constructively.
- c. Be available as a resource to the CEO and the Board.
- d. Respect confidentiality.
- e. Advise the Chair before introducing significant and previously unknown information at a Board meeting so that the Chair can ensure the Board is equipped with whatever is required for a well-informed discussion of the new matter. Any Director may propose items for placement on any part of the Board agenda by putting them forward to the Chair directly, or, through the CEO.
- f. Understand the difference between governing and managing.
- g. Act within the scope of authority and responsibility as set out in board policy.



- h. Identify potential conflict areas - real or perceived - and ensure that they are appropriately reviewed.
- i. As necessary and appropriate communicate with the Chair and the CEO between meetings.
- j. Demonstrate a willingness and availability for individual consultation with the Chair.
- k. To enhance the effectiveness of Board and committee meetings, each Director will:
 - i. Prepare for each Board and committee meeting by reading the reports and background materials provided for the meeting.
 - ii. Reserve and commit to the time established for Board meetings (the target is 100% attendance: anything less than 80%, without extenuating circumstances, would create considerable concern for the Board and could result in the Board asking the member to step down from the Board).
 - iii. Commit to actively serving on at least one committee (the target is 100% attendance: anything less than 80%, without extenuating circumstances, would create considerable concern for the Board and could result in the Board asking the member to step down from the Board).
 - iv. Attend and participate in the annual CPB Canada Conference.
 - v. Acquire adequate information necessary for decision-making.

While a Director may be fulfilling the requirement for regional representation, when they are sitting at the Board table, they are representing CPB Canada as a whole and not the region they live in.

5. Communication

Communication within the Board is fundamental to effectiveness and therefore each Director will:

- a. Participate fully and frankly in the deliberations and discussions of the Board.



- b. Encourage free and open discussion of the affairs of CPB Canada by the Board.
 - c. Ask probing questions, in an appropriate manner and at proper times, and
 - d. Focus enquiries on issues related to strategy, policy, implementation, and results rather than issues relating to the day-to-day management of CPB Canada.
6. Board Interaction
- a. Recognizing that the cohesiveness of the Board is an important element in its effectiveness, each Director will:
 - i. Be a positive force with a demonstrated interest in the long-term success of CPB Canada.
 - ii. Speak and act independently.
 - b. As a member of the Board, each Director should establish an effective, independent, and respected presence and a collegial relationship with other Directors, through conduct that includes:
 - i. Participation in deliberations of the Board in a manner that encourages the candid expression of each Director's opinion.
 - ii. Avoiding any conduct or language that would reasonably be seen as intending to block the full expression of another Director's views.
 - iii. Supporting and abiding by Board resolutions.
 - c. Each Director has the right to request that the Board Minutes record his or her own negative vote or abstention, however, it is inconsistent with a Director's role as a Board member to fail to support a decision of the Board by conduct or language observable by persons other than sitting Directors.
 - d. The appropriate course of action, if a Director remains strongly of the view that a decision made by the Board is against the best interests of CPB Canada, would be for that Director to request that the Board review that decision, and by majority vote the Board may accept or decline that request. In considering such a request, the Board may consider whether substantial



new information has come to light since the decision was first made and whether the decision will be reviewed within the ordinary course of business of CPB Canada, such as within the annual reviews set out in the board's governance policies and practices.

- e. If the Board does not alter its decision or address that Director's concerns, it is understood that in the absence of being able to support the decision, that Director may choose to resign from the Board.

7. Committee Work

To assist Standing Committees and other committees/task forces in being effective and productive each Director will:

- a. Participate on Standing Committees and other committees/task forces and become knowledgeable about the purpose and goals of the committee, and
- b. Understand the process of committee work, and the role of CEO and staff, should they be involved in supporting the Standing Committees and other committees/task forces.

8. Business, CPB Canada and Member Knowledge

Recognizing that decisions can only be made by well-informed Directors, each Director will:

- a. Become generally knowledgeable of the business of CPB Canada and its members.
- b. Develop an understanding of the unique role of CPB Canada nationally
- c. Maintain an understanding of the regulatory, legislative, business, social and political environments within which CPB Canada operates
- d. Remain knowledgeable about CPB Canada's people, programs, services, and initiatives.
- e. Be an effective ambassador and representative of CPB Canada.