

STATEMENT OF ACCOUNTABILITY AND GOVERNANCE PRACTICES

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Accountability

The Canadian Public Accountability Board (CPAB) is the national body responsible for the regulation of public accounting firms that audit Canadian reporting issuers¹. CPAB was created by Canada's provincial Securities Commissions, the Federal Superintendent of Financial Institutions and the Canadian Institute of Chartered Accountants as a federal not-for-profit corporation. CPAB is recognized formally by Canada's securities regulators through their National Instrument 52-108 Auditor Oversight. CPAB is also recognized under legislation in Ontario, Quebec, British Columbia, Saskatchewan, New Brunswick, Manitoba, Yukon, and the North West Territories. CPAB is an independent body which is not part of the self-regulatory arrangements for the accounting industry.

Read our [Articles of Continuance](#). See our previous [Letters Patent](#).

Independence, Transparency and Codes of Ethics

CPAB's mandate is to foster confidence in the integrity of financial reporting by Canadian reporting issuers. To achieve this objective, CPAB must act independently and transparently. CPAB's mandate includes a requirement for it to report publicly on its oversight of the audit of reporting issuers and the results achieved. The results of its inspections are published in public reports prepared annually and available on CPAB's website.

CPAB publishes an annual report on its activities including its financial statements which is available on CPAB's website.

Codes of Ethics

CPAB is committed to conducting business with integrity, in accordance with the highest ethical standards and in compliance with all applicable laws, rules and regulations. CPAB acts in accordance with:

- The *Canada Not-for-Profit Corporations Act*
- CPAB Articles of Continuance, By-Law and Rules
- The Charters of the Board and Board Committees
- CPAB Codes of Ethics
- CPAB Code of Conduct

CPAB has a Code of Ethics for CPAB's Board of Directors and a Code of Ethics for Staff and Consultants. These Codes provide guidance in areas such as independence, confidentiality, permitted investments and outside activities. Directors, staff and consultants are required annually to formally attest they have read their respective Codes and to abide by it.

CPAB has appointed an Ethics Officer to whom directors, staff and consultants may turn regarding ethics or compliance questions. The Ethics Officer works with the Chair to resolve any conflict issues for directors.

¹Reporting issuer is a defined term in Canadian securities legislation.

Code of Ethics for CPAB's Board of Directors

The purpose of the Code of Ethics for CPAB's Board of Directors is to maintain the highest standards of ethical conduct among members of the board and to provide the public with confidence in the integrity of CPAB's decisions by seeking to avoid both actual and perceived conflicts of interest among board members. All CPAB directors sign an annual confirmation of compliance with the Code of Ethics for CPAB's Board of Directors.

The Code provides that each director must remain independent and objective with respect to their role with CPAB, and accordingly, do not have any financial interests or outside activities which may affect, or reasonably create the appearance of affecting, their independence or objectivity, interfere with their responsibilities to CPAB, or otherwise hinder the interests or reputation of CPAB.

CPAB Code of Ethics for Staff and Consultants

The purpose of the Code of Ethics for Staff and Consultants is to maintain the highest standards of ethical conduct among staff and consultants engaged by CPAB and to provide the public with confidence in the objectivity of CPAB's decisions by seeking to avoid both actual and perceived conflicts of interest among staff and consultants. All CPAB employees and consultants sign an annual confirmation of compliance with the Code of Ethics for Staff and Consultants.

Due to the nature of the work inspectors do, the Code for Staff and Consultants outlines detailed obligations and restrictions regarding their relationships with CPAB's participating firms. There are also comprehensive disqualification requirements with respect to which firms or reporting issuers a director may inspect and when:

- No staff member or consultant may participate in an inspection of, or an investigation involving, a participating firm with which the individual was previously associated as an employee or partner at any time during the ten preceding years.
- No staff member or consultant may inspect audit working papers related to an engagement to audit the financial statements of a reporting issuer in which the individual has ownership of, or control or direction over, directly or indirectly, the securities of the reporting issuer.
- For a period of five years commencing on the date of employment or engagement as a consultant, no staff member or consultant may participate in the making of a decision that is reasonably likely to have a material effect, direct or indirect, on a public accounting firm with which the individual was previously associated as an employee or partner, or on any other former employer of the individual, when such prior partnership or employment terminated within five years from the date of employment or engagement as a consultant with CPAB.

CPAB has a whistleblower hotline that is available through its website both internally to staff and its Directors and to external stakeholders. CPAB's Ethics Hotline Whistleblower Policy protects any staff or consultant who reports through the hotline from any retaliation whatsoever.

Governance Structure

CPAB's By-Law establishes two classes of members: Council of Governors Members and Provincial Audit Regulator Members.

Council of Governors

The Council of Governors has primary oversight responsibility for CPAB and, in particular, appoints CPAB's directors annually as well as the Chair and Vice Chair of CPAB's Board of Directors. The Council of Governors has the ability to remove any directors it has appointed. In addition, the Council of Governors' approval must be secured for any proposed amendment of CPAB's By-Law.

The Council of Governors is composed of the Chair of the Canadian Securities Administrators (CSA)², the Chair of the Ontario Securities Commission (OSC), the Chair of the Autorité des marchés financiers (AMF), the Superintendent of Financial Institutions of Canada, a fifth Governor selected by the CSA, and a person selected by the other five Governors who is a professional accountant and has audit oversight regulatory experience (the Accountant Council of Governors Member). The Council of Governors has a duty to consult with the Provincial Audit Regulator Members regarding the appointment of the Accountant Council of Governors Member.

The Council of Governors carries out an annual high-level assessment of CPAB against its mandate pursuant to the provisions of the *Canadian Public Accountability Board Act (Ontario)*. This assessment is provided to the OSC and also to the Securities Commissions in British Columbia, Saskatchewan, New Brunswick, Manitoba, Yukon, and the North West Territories as a condition of CPAB's recognition by those provinces as an auditor oversight organization.

Provincial Audit Regulator Members

The Provincial Audit Regulator Members vote on any proposed amendments of CPAB's By-Law, appoint CPAB's external auditor and receive annual financial statements and the external auditor's report. Provincial Audit Regulator membership is available to provincial audit regulators who oversee audit firms whose aggregate Canadian audit fee revenue from reporting issuers in a province is at least \$7 million, and whose disciplinary process and Code of Ethics meet standards established by CPAB's Board of Directors. Provincial Audit Regulator Members include a representative from the pertinent organizations representing professional accountants from each province and territory.

The Board of Directors

The Board of Directors has overall responsibility for overseeing the management of CPAB's activities and affairs.

CPAB's Board of Directors is composed of a range of nine to eleven members, all of whom are appointed by the Council of Governors. At least three must be professional accountants to ensure the board has directors with accounting expertise, however, there shall always be more non-accountant than accountant directors. At least two directors must have audit oversight or regulatory experience. At least one of these two directors with regulatory experience must also be a professional accountant and at

least one of these two directors with regulatory experience must have audit oversight regulatory experience. The positions of Chair of the board and CEO are separate. The CEO is not a member of CPAB's board.

The Council of Governors seeks to meet these requirements and criteria and ensure that there is an optimal mix of expertise and industry experience as well as geographical and gender representation. While CPAB is not subject to any legislative or legal targets pertaining to visible minority and gender representation, the board takes these characteristics into account in composing its membership and when filling executive positions. The current gender diversity of the board and executive reflects current best practices. Board appointments are until the next annual meeting of the Council.

The board believes its current size and range of skills are appropriate and foster dialogue, substantive decision-making and effective oversight. CPAB's board nominates new director candidates for consideration by the Council, which considers them and consults with the Provincial Audit Regulator Members before making appointments. The Chair of the board also annually proposes to the Council of Governors individuals for reappointment to the board every year. CPAB has adopted a policy that it will only nominate a person for membership on the board for a maximum of nine years each, with the potential for reappointment beyond the maximum term of office for an additional one year term if the Board believes it is in the best interests of CPAB. Appointments are staggered to ensure reasonable rotation. There is no mandatory retirement age.

The board or one of its committees may engage independent advice to assist in fulfilling their responsibilities.

Chair

The Chair of the Board is responsible for the management, development and effective performance of the board and its committees (Risk and Audit Committee and the Human Resources and Governance Committee – see below for more detail). The Chair is responsible for ensuring that the board consists of highly qualified and competent members, and that it is cohesive and effective. The Chair will take all reasonable measures to ensure that the board and its committees fully execute their mandate.

The main responsibilities of the Chair are as follows: managing the affairs of the board, including ensuring that the board and its committees are organized properly, function effectively and meet their obligations and responsibilities; facilitating the functioning of the board independently of management and maintaining and enhancing the quality of the board's governance; liaising between the board and management; regularly interfacing with the CEO on performance and governance issues, including providing feedback from the board, and representing CPAB before the Council of Governors or any other stakeholder conducting oversight of CPAB's activities.

Orientation and Training

All new directors participate in an orientation program. CPAB staff prepares a comprehensive package of material that covers CPAB's legislative and regulatory landscape, its governance structure and related information (the By-Law, charters, codes), Board meeting and responsibilities information (remuneration and expense policies, meeting dates and committee details), and strategic and operating plan information. The board member also has orientation meetings with the CEO and other members of senior staff. CPAB operates a director education program. Experts are invited to speak to the board about current and emerging issues related to audit quality.

Independence and Objectivity

Board members are independent and cannot have current positions or material relationships with audit firms regulated by CPAB. Retired members of a regulated audit firm are eligible for appointment to CPAB one year after they have left their position with the firm. Participation in an audit firm's retirement arrangement is not considered to compromise a person's independence. Persons who have positions as members of audit committees of reporting issuers are eligible for appointment to CPAB's Board. Board members do not receive any identifying information from CPAB's management regarding participating firms or any reporting issuers.

The Board of Directors Charter requires that CPAB annually evaluate the independence of each director from the accounting profession, in accordance with CPAB's By-Law. This is in part addressed by the self-reporting in the confirmation of compliance with the Code of Ethics for CPAB's Board of Directors process (a lack of independence from the profession would directly threaten a director's independence and objectivity with respect to their work for CPAB), in keeping with corporate governance best practices CPAB conducts this review each year as well.

To accomplish this, management maintains a database of information provided by each director that includes their contact information, their bio, and a list of other involvements CPAB should be aware of (for example, a board or management position) that is not included in the bios published on the CPAB website. We also update this database as each director provides us with new information throughout the year.

All directors provide updates to and review and approve their database information when they complete the confirmation of compliance process in June.

Board Performance

Each year the board, with the assistance of the Human Resources and Governance Committee, evaluates its performance and that of its committees and Chair by conducting comprehensive effectiveness surveys of the board, its committees and the Chair. Results are confidentially tabulated by the Corporate Secretary and are presented and discussed by the board, and an action plan is developed in response. Each year's survey will also evaluate the board's success in achieving the action plan from the previous year. As well, the Chair annually interviews individual board members. A summary of the results of this process is presented to the Council of Governors to assist in its assessment of CPAB's performance.

Compensation

Directors are compensated by a payment of a retainer of \$48,000 and a per-meeting-attended fee of \$1,500. The Chair of each Committee's annual retainer is \$60,000. The Chair of the Board's annual retainer is \$175,000 but they do not receive meeting-attended fees.

The compensation of the directors and the Chair of the Board are reviewed annually and are adjusted from time to time in relation to an analysis of the compensation of the peer group and increases in inflation.

Responsibilities

The Board Charter sets out the respective responsibilities of management and the Board. The board approves all significant decisions including:

- Delegating signing authorities and other powers for day-to-day business.
- Authorizing expenditures above certain dollar amounts.
- Authorizing new Rules and Rule amendments.
- Imposing requirements, restrictions and sanctions on participating firms.
- Approving CPAB's annual financial statements (the Provincial Audit Regulator Members then receive the financial statements and auditor's report).
- Approving CPAB's annual budget and strategic plan.

The board also has procedures for:

- Overseeing the processes for identifying the principal risks faced by CPAB and the implementation of appropriate systems to manage those risks.
- Overseeing the processes to ensure the integrity of CPAB's internal controls and management information systems.
- Reviewing succession planning for senior management.
- Setting CPAB's strategic objectives and reviewing progress re those objectives.
- Reviewing management's performance and compensation. The CEO's compensation is determined by the board, based on a recommendation of the Human Resources and Governance Committee, that Committee having considered the CEO's performance.

Meetings

CPAB's board holds at least four in-person meetings per year to discharge its oversight responsibilities. The board may meet more often should emerging issues require its immediate attention.

Committees

The board has established two standing committees of the board, a Risk and Audit Committee and a Human Resources and Governance Committee. These committees report to the board on material matters after each of their meetings.

Risk and Audit Committee

The Risk and Audit Committee's role is set out in its Charter. The Risk and Audit Committee assists the Board of Directors in fulfilling its obligations and oversight responsibilities related to financial budgeting and reporting, the system of corporate controls and the external audit. It also provides guidance and oversees CPAB's activities and affairs related to risk management, including the identification and monitoring of key risks and the development of appropriate risk mitigation strategies

As part of its oversight of risk management, the Risk and Audit Committee regularly reviews the controls surrounding information technology and the procedures CPAB has developed to protect private information.

Chair

The Chair of the Risk and Audit Committee is responsible for the management, development and effective performance of the Risk and Audit Committee and that it is cohesive and effective. The Chair will take all reasonable measures to ensure that the Risk and Audit Committee fully executes its mandate.

Human Resources and Governance Committee

The role of CPAB's Human Resources and Governance Committee is set out in its Charter. The Human Resources and Governance Committee reviews and makes recommendations to the board of Directors on matters of human resources, corporate governance, board composition and succession, the formation and membership of Committees, the objectives, performance and compensation of CPAB's CEO and other officers, and the content and application of CPAB's Codes of Ethics. It oversees the annual performance review of the Board of Directors, the Chair, and of any committees. It also provides guidance and oversight of CPAB's talent management strategies.

Chair

The Chair of the Human Resources and Governance Committee is responsible for the management, development and effective performance of the Human Resources and Governance Committee. The Chair will take all reasonable measures to ensure that the Human Resources and Governance Committee fully executes its mandate.

Consultative Committee

Under its By-Law, CPAB has established a Consultative Committee, with CPA Provincial Audit Regulator Members and CPA Canada. The purpose of the Consultative Committees is to foster cooperation and collaboration between CPAB and the professional accounting designations. This Committee is chaired by the Chair of CPAB and meet twice a year to discuss matters of common interest..