



BEST PRACTICE ADVISORY COMMITTEE CHARTER

CPA Australia Ltd
ACN 008 392 452

1 Introduction

- 1.1 This Charter has been approved by the Member Engagement & Culture Committee (**MECC**) and outlines the role, responsibilities, composition, membership and meeting procedures of the Best Practice Advisory Committee (**Committee**).
- 1.2 The Committee is an advisory committee to management. It provides a forum for consultation on issues and advice to management relating to the CPA Australia Best Practice Program (**Program**) of CPA Australia members in public practice.
- 1.3 The Committee is not a committee created under Article 51 of the Constitution of CPA Australia (**Constitution**) and has no power delegated by the Board.
- 1.4 Nothing in this Charter limits any powers or responsibilities of the Board.

2 Role and Objectives of the Committee

- 2.1 Subject to clauses 2.2 and 2.3, the Committee will:
- (a) provide advice to management to assist it in developing recommendations in relation to:
 - (i) the strategic oversight of the Program for public practitioners including its ongoing development and maintenance in accordance with the policies of the organisation;
 - (ii) the incorporation into the Program of appropriate responses including during periods of disaster, disruption and also recovery;
 - (iii) current and anticipated issues and trends both within Australia and internationally, that may have an impact on CPA Australia's reputation, its ability to attract new members, its standing amongst employers or its relationship with governments, regulators or other stakeholders;
 - (iv) sustainable practices in the design and delivery of the Program to ensure efficiencies and the reduction of waste in the delivery of services and resources;
 - (v) ways in which ESG considerations, as set out in CPA Australia's ESG strategy, might be effectively incorporated into the Program to assist management to better identify any existing ESG risks or to take full advantage of ESG opportunities for the benefit of members;
 - (vi) the ways in which the organisation's policy might affect CPA Australia's reputation particularly in respect of the co-regulated environment in which it operates;
 - (vii) any proposed changes in the strategic direction of the Program; and
 - (b) the performance of the Program, including assessor performance, accreditation and training needs through its Chair liaising with the Executive General Manager, Professional Standards and Business Support (or equivalent) or delegate, and to

endeavour to achieve effective, functional, productive and co-operative communication and interaction with CPA's Australia's Public Practice Advisory Committee and advisory panels. This contemplates the attendance by either of the Committee Chairs at meetings of the other Committee, or the convening of separate meetings of the Committee Chairs, management or other relevant stakeholders as required.

2.2 The Committee has no power or authority to:

- (a) bind, instruct or direct the Board, the MECC or management on any matter (including the setting of strategy, member issues or any issue considered by the Committee under this Charter); or
- (b) direct, approve or monitor implementation actions carried out by management or operational outcomes (although management must keep the Committee informed about the progress of recommendations that the Committee has made and the progress of initiatives that have been agreed as part of the Committee's annual program); or
- (c) set or approve budgets or, other than as may be specifically set out in this Charter, incur any costs or commit the organisation to any payment, other than as may be approved by management.

2.3 Other than the Board, the MECC and management, the Committee is not obliged to take direction from, or to provide advice, or answer any questions from, any Division, or other governance group. However, it may consider, and where applicable and appropriate, make recommendations through management in relation to issues raised by Divisions or other business units or stakeholders.

3 Conflict of Interest

3.1 If any Committee member has a material personal interest in, or an interest by way of a personal or other relationship to, any matter being considered by the Committee, then that Committee member must give the Chair of the Committee and the Executive General Manager, Professional Standards and Business Support (or equivalent) notice of that interest as soon as that member becomes aware of the interest.

3.2 A notice required under clause 3.1 above must:

- (a) give details of the nature and extent of the interest (also having regard to any obligations of confidentiality to another party or other parties if applicable); and
- (b) the relevance of the interest to the affairs of the organisation.

3.3 A Committee member who has a material interest in a matter that is being considered at a Committee meeting must otherwise act in accordance with APES 110 Code of Ethics

for Professional Accountants (including the Independence Standards) (Code) to the extent relevant to the requirements ('Requirements') as set out in the Code.

4 Appointments and Composition of the Committee

Size

- 4.1 The Committee must consist of at least four members of CPA Australia approved by the CEO on the recommendation of management.

Appointments

- 4.2 In appointing members to the Committee, the CEO on the recommendation of management should endeavour, but is not obliged, to appoint:
- (a) three members who hold a CPA Australia Public Practice Certificate of which two are principals in firms that trade as CPA practices;
 - (b) one member who is either a current Program External Assessor or Peer Assessor;
 - (c) members who specialise in audit, insolvency, or financial advisory services, or such other areas of specialisation as identified by the Committee Chair as being relevant to the Committee; and
 - (d) members who are strongly committed to protecting the public interest and supporting public practice members to achieve best practice through continuous business improvement.
- 4.3 Directors of CPA Australia and Associate members of the organisation are ineligible for appointment to the Committee.
- 4.4 A member of the Committee may fall into more than one of the categories referred to in clause 4.2 above.
- 4.5 The nomination and appointments process, while based on merit, should also reflect wherever possible CPA Australia's commitment to inclusion and diversity as set out in the organisation's policy.
- 4.6 Management will provide recommendations to the CEO on the proposed appointments to the Committee (including appointments to fill a casual vacancy in consultation with the Committee Chair) and reappointments to the Committee (subject to the member's willingness to continue to serve and the tenure provisions in clause 5) for approval in accordance with the appointments procedure relating to the Committee. CEO approval is not required where a secondment is proposed under clause 4.8.
- 4.7 It is expected that membership of the Committee will be renewed as members retire.

- 4.8 Management will assist the CEO to undertake a review of the composition of the Committee every two years to ensure that members have sufficient expertise and knowledge of the issues being addressed by the Committee.

Secondments

- 4.9 The Committee may decide to second other suitably qualified persons in addition to the Committee composition referred to above, to assist the Committee to achieve its objectives. Seconded persons need not be members of CPA Australia.
- 4.10 The Committee Chair must first discuss any proposed secondment with the Executive General Manager, Professional Standards and Business Support (or equivalent).
- 4.11 Seconded persons may attend up to two meetings of the Committee in any given year but the secondment may be extended to more than two meetings if merited subject to the approval of the Executive General Manager, Professional Standards And Business Support (or equivalent).

Casual vacancies

- 4.12 If a casual vacancy should occur in the membership of the Committee, management, in consultation with the Committee chair, may recommend a suitable person to the CEO to fill the vacancy.
- 4.13 A person filling a casual vacancy will serve on the Committee for the remainder of the vacating member's term.
- 4.14 A member of the Committee who has completed the remainder of the term created by a casual vacancy and who then wishes to be appointed to the Committee in their own right if eligible under clause 5:
- (a) must first make application to the Committee in accordance with operational appointment procedures relating to the Committee; and
 - (b) the time already served on the Committee relating to the casual vacancy will not be counted towards their permitted tenure under clause 5.

Committee Chair

- 4.15 The CEO, on the recommendation of management, will appoint a suitably credentialled, independent Chair who is not a member of CPA Australia.
- 4.16 The Committee Chair will bring to the attention of the Executive General Manager, Professional Standards and Business Support (or equivalent) or delegate, any material issues affecting the Program for public practitioners as soon as practicable.

5 Tenure

- 5.1 Subject to clause 5.2 below, the terms of the Committee members (including the Committee Chair) will be two years or such earlier period as the CEO may determine on the recommendation of management from time to time. On the completion of their initial term, Committee members may be automatically reappointed for one further term of two years or a second further term of two years (subject to recommendation by management, approval of the CEO and willingness to serve a further term) but may not serve on the Committee for more than six consecutive years. Members may, however, upon completion of three terms of two years and after a period of 12 months' absence from the Committee, nominate for a term of two years and may be renominated for one or two further terms of two years.
- 5.2 In accepting membership of the Committee, its members acknowledge that the skills and experience required may change as the organisation's Strategy or the Program's strategy changes. Therefore, reappointment cannot automatically be assumed and will always be in the discretion of the CEO and also subject to the changing needs of the organisation from time to time.

6 Review of Committee Performance

The Committee will assess and review its performance and that of the Chair at least annually.

7 Committee Secretary

- 7.1 The Committee Secretary is the person delegated by the Executive General Manager, Professional Standards and Business Support (or equivalent). Administrative support for the Committee is provided by the CPA Australia Best Practice team (or equivalent) of CPA Australia.
- 7.2 The Company Secretary will liaise with the CPA Australia Best Practice team in relation to reporting to the MECC.

8 Internal Governance

The Committee will exercise its functions as an advisory Committee in accordance with this Charter and such powers as may be approved by the MECC from time to time.

9 Meetings

- 9.1 Holding of Meetings
- (a) The Committee may meet up to four scheduled times a year, subject to the requirement for additional unscheduled meetings to be approved as set out in this Charter.
 - (b) Meetings may be face-to-face or by using any technology (or combination of technologies), as considered appropriate by the Committee Chair.

- (c) The Committee Chair should consider calling an unscheduled meeting if requested to do so by not less than three members of the Committee. Where an unscheduled meeting is to be held face-to-face, the Committee Chair should first obtain the approval of the Executive General Manager, Professional Standards and Business Support (or equivalent) prior to scheduling the meeting.
- (d) In the Committee Chair's absence, the remaining Committee members must elect from one of their number, a chair for that meeting.
- (e) The Committee members must always act in accordance with the organisation's agreed behaviours and values as set out in The CPA Australia Way:
<https://www.cpaaustralia.com.au/about-cpa-australia/work-with-us/careers/our-values>
- (f) At the commencement of each Committee meeting, the Committee Chair will:
 - (i) open with an Acknowledgment of Country relevant to the place or places from where the meeting is being held; and
 - (ii) appoint a meeting reviewer from the members of the Committee in attendance to provide a review of the meeting at the end of the meeting incorporating a reflection on how the meeting met CPA Australia's values.

9.2 Quorum

A quorum consists of at least a majority of Committee members. The quorum must be present at all times during the meeting.

9.3 Voting

Decisions at any meeting of the Committee are made by a majority of votes recorded. In the case of an equal number of votes, the Committee Chair has a casting vote.

9.4 Attendance at Meetings

- (a) Any member of the MECC, the CEO or delegate may attend any meeting of the Committee.
- (b) Any employee or member of CPA Australia, or any other person, including non-members may attend meetings of the Committee subject to the agreement of the Committee Chair and the Executive General Manager, Professional Standards and Business Support (or equivalent).

9.5 Committee Papers

The Committee Secretary must distribute in advance of a meeting an agenda and any related papers to:

- (a) each member of the Committee;
- (b) on request, any member of the MECC or the CEO; and

- (c) any other person to whom the Committee Chair directs the Committee Secretary to send papers.

9.6 Minutes of Committee Meetings

- (a) The Committee Secretary must prepare minutes of meetings and forward them to the Committee Chair for approval within 10 working days of the meeting.
- (b) Minutes of meetings must be confirmed at the next meeting of the Committee and signed by the Committee Chair as soon as practicable following approval.
- (c) On request, minutes of Committee meetings must be made available to any member of the MECC, the CEO or Company Secretary.

10 Review of Charter

The Committee will at least once each year review this Charter to ensure it remains consistent with the Committee's objectives and responsibilities, applicable law, the Constitution, the By-Laws and relevant standards of corporate governance and recommend any changes to the MECC.

11 Confidentiality

Committee members are required to keep Committee discussions, Committee papers and deliberations confidential. This also extends to invitees and secondees to meetings under this Charter.

12 Expenses

- 12.1 Membership of the Committee is voluntary and, therefore, not remunerated. Members attending any meeting of the Committee will be entitled to such reasonable travel, accommodation and other expenses in accordance with CPA Australia's travel policy approved by the Board and any further travel and expense reimbursement guidelines as may be provided to Committee members by the Best Practice team.
- 12.2 If any member of the Committee requires clarification as to whether or not their expenses will be reimbursed by the organisation, they should address their enquiry to the delegate for the Executive General Manager, Professional Standards and Business Support (or equivalent) in the first instance.
- 12.3 Committee members must seek reimbursement as soon as practicable after incurring the expense.

13 Code of Conduct

Each Committee member has an obligation to comply with the spirit, as well as the letter of the law, the Constitution, the By-Laws and to also abide by CPA Australia's *Volunteer Code of Conduct* annexed to this Charter as Attachment One.

14 Reporting to the MECC

- 14.1 The Chair of the Committee, through management or at the invitation of the Chair of the MECC, must present a report to the MECC upon request concerning:
- (a) the work undertaken by the Committee;
 - (b) matters requiring approval or endorsement by the MECC;
 - (c) matters about which the Committee believes the MECC ought to be informed in respect of Best Practice; and
 - (d) any other matter relevant to the Committee's role and responsibilities.

15 Consistency with Constitution

- 15.1 This Charter may be amended by the MECC from time to time subject to the requirements of the Constitution and the law. Whilst this Charter does not form part of the Constitution, this Charter (as in force from time to time) is, nevertheless, binding on the Committee and each of the Committee members.
- 15.2 To the extent that there is any inconsistency between this Charter and the Constitution or the By-Laws, the Constitution will prevail over both and the By-Laws will prevail over this Charter.

Adopted by the Board on 14 December 2020. Effective Date: 1 January 2021

Amended: 6 December 2021. Effective Date: 1 January 2022

Amended: 8 December 2022. Effective: 1 January 2023

Volunteer Code of Conduct (updated November 2022)

CPA Australia Volunteer Code of Conduct

For Advisory and Compliance Committees, Centres of Excellence and the Professional Conduct Oversight Panel

CPA Australia values the contribution of volunteers. Volunteering is an essential component of CPA Australia's culture and forms an integral and vital part of the organisation.

Volunteers commit time and skill, without remuneration, to the benefit of CPA Australia and its members, the accounting profession and the wider community.

Volunteers serve on advisory committees, centres of excellence and task forces, on Divisional Councils and committees, as convenors of Discussion Groups, and as office bearers in Divisional Councils.

The Board and Councils have responsibility for overseeing the operation of their respective volunteer groups and the conduct of their volunteer members.

This Code of Conduct clarifies CPA Australia's expectations of its volunteers.

Standards of Practice and Conduct

Volunteers must be mindful of their obligation to adhere to the fundamental principles of APES 110

Code of Ethics for Professional Accountants (including the Independence Standards):

- Integrity
- Objectivity
- Professional competence and due care
- Confidentiality
- Professional behaviour

CPA Australia expects that volunteers will comply with all laws, regulations, standards and policies governing their activities, and the terms of any Charters relevant to their duties. Further, volunteers must comply with the requirements of CPA Australia's Constitution, By-Laws and Board pronouncements.

In their personal interactions, volunteers are expected to:

- Treat everyone with dignity and courtesy
- Be fair, considerate and honest in all dealings with others
- Refrain from any behaviour which may bring CPA Australia into disrepute
- Display control, respect and professionalism in all volunteer activities
- Observe proper meeting conduct and protocols

- Always act with integrity towards CPA Australia, its employees and other volunteers and to never knowingly misrepresent the views or policies of CPA Australia
- Always act in accordance with the organisation's agreed behaviours and values as set out in The CPA Australia Way: <https://www.cpaaustralia.com.au/about-cpa-australia/work-with-us/careers/our-values>
- Never unlawfully discriminate, harass, bully or victimise any person protected by [CPA Australia's Harassment, Bullying, Discrimination & Equal Opportunity Policy](#)

CPA Australia is committed to creating and maintaining a working environment that is free from all unlawful discrimination, harassment, bullying and victimisation and which provides equal opportunity in the workplace for all groups of workplace participants. Accordingly, all workplace participants are obliged not to unlawfully discriminate, harass, bully or victimise any person protected by [CPA Australia's Harassment, Bullying, Discrimination & Equal Opportunity Policy](#)

Conflicts of Interest

In exercising their obligation to act with objectivity, volunteers should not accept any gifts or entertainment, which may expose that volunteer or their volunteer group to a potential conflict of interest. As a guide, a volunteer should report any gift or entertainment with a value greater than \$AUS75 offered to them by a third party when undertaking a role or task on behalf of CPA Australia.

Privacy and Confidential Information

Volunteers must comply with CPA Australia's Privacy Policy and Statement which is available to view on CPA Australia's website.

In fulfilling their role, volunteers may have or require access to information about CPA Australia and may hold information about other volunteers (provided e.g., for various functions). Such information is strictly confidential and is to be used solely for the purpose for which it was made available to the volunteer.

Volunteers must not disclose any such information to third parties without proper and specific authority from CPA Australia, unless there is a legal or professional right or duty to disclose, nor use the information for the personal advantage of the volunteer or third parties.

External Media

Volunteers may speak to the media in an individual capacity but must not claim to be representing CPA Australia. If a volunteer is requested by external parties to speak on behalf of CPA Australia in their capacity as a volunteer, they must gain prior approval. In this instance, they should contact their General Manager or Country Head who will facilitate gaining the relevant approval.

In any interactions with the media, volunteers should recognise their obligations to apply the fundamental principles of the Code of Ethics.

Social Media

Social media is an open forum and conversation is encouraged. When communicating through social media, volunteers should recognise their obligations to apply the fundamental principles of the Code of Ethics.

Resignation or Termination

Volunteers may resign from their role at any time. They should inform the Chair of their volunteer group in writing, who will seek a replacement and arrange a handover of responsibilities.

Queries

Any questions should be referred, in the first instance, to the Chair of the relevant volunteer group.

[Statement of Acknowledgement follows]

STATEMENT OF ACKNOWLEDGEMENT

I, _____
(Insert Full Name)

of _____
(Insert Address)

hereby confirm, that as a volunteer I have read and fully understand the contents of this Code of Conduct and agree at all times to comply with its requirements as amended from time to time.

Signed: _____

Dated: _____