



CENTRES OF EXCELLENCE CHARTER

CPA Australia Ltd
ACN 008 392 452

1 Introduction

- 1.1 This Charter has been approved by the Education, Policy and Innovation Committee (**EPIC**) and outlines the roles, responsibilities, composition, membership and meeting procedures of the Centres of Excellence (**CoE**). The conduct of the CoE is also governed, where applicable, by the Constitution of CPA Australia (**Constitution**).
- 1.2 CoE may be established to support CPA Australia in being recognised as a leader in key topic areas through thought leadership, policy development and advocacy.
- 1.3 CoE are advisory committees to management. They are not committees created under Article 51 of the Constitution and have no power delegated by the Board.
- 1.4 The CoE:
 - (a) have no power or authority to:
 - (i) bind, instruct or direct the Board or the EPIC on any matter (including the setting of strategy, member issues or any issue considered by the CoE under this Charter); or
 - (ii) direct, approve or monitor implementation actions carried out by management or operational outcomes; or
 - (iii) set or approve budgets nor, other than as may be specifically set out in this Charter, to incur any costs or commit CPA Australia to any payment, other than as may be approved by management.
 - (b) Other than the Board, the EPIC and management, are not obliged to take direction from, or to provide advice to, or answer any questions from, any Division, or other governance group. However, if considered appropriate and applicable to their respective topic areas, they may make recommendations in relation to issues raised, or referred to them, by other key stakeholders.
- 1.5 Nothing in this Charter limits any powers or responsibilities of the Board.
- 1.6 The members of the CoE are expected to benefit from their participation in CoE meetings and activities through networking opportunities, knowledge-sharing, intellectual discussions and making a positive contribution to the advancement of the accounting profession. It is acknowledged that CoE members are volunteering their time to participate and contribute to the CoEs.

2 Objectives of the CoE

- 2.1 Subject to clauses 1.3 and 1.4, the objectives of the CoE
 - (a) provide input, feedback and guidance on policy and advocacy matters;
 - (b) identify and address current and emerging issues and their impacts;
 - (c) provide advice on current and proposed policies, standards, legislation and administrative approaches;
 - (d) contribute to thought leadership;
 - (e) assist management to develop strategy, work programs and activities; and
 - (f) provide input on education and member products and activities.

3 Composition of, and Appointment to, the CoE

- 3.1 Size
 - (a) Each of the CoE must comprise a minimum of six and a maximum of 10 members, allowing for a reasonable transition period between previous and incoming members of CPA Australia and no more than half of the members of each of the CoE are to be non-members of CPA Australia.
 - (b) To allow for appropriate transitioning of members, a CoE may temporarily have

more than 10 members with the approval of the CEO. However, no more than half of the members of that CoE are to be non-members of CPA Australia.

3.2 Appointment

- (a) Management will recommend interested members and non-members of CPA Australia to nominate to become members of the CoE.
- (b) 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.
- (c) Members of the CoE:
 - (i) will be approved by the CEO, or their delegate, based on their interest in and knowledge of the topic area relevant to their respective CoE;
 - (ii) must be strongly committed to supporting the development and implementation of policy related to the CoE to which they are appointed;
 - (iii) must be prepared to act as ambassadors and advocates for CPA Australia (subject to their employer's knowledge and consent if an employee); and
 - (iv) must otherwise adhere to CPA Australia's CoE: Members' Roles and Responsibilities which is annexed to this Charter as Attachment 1.

3.3 In appointing members to each of the CoE, the CEO, or their delegate, should endeavour, but is not obliged, to appoint at least two members who:

- (a) live and work outside Australia; and
- (b) have demonstrable expertise in the relevant topic area that will assist CPA Australia to achieve its objectives.

3.4 Review

Membership of the CoE will be renewed as members retire or resign, with management undertaking a review of the composition of the CoE annually to ensure that members have sufficient expertise and knowledge of the issues being addressed by the CoE.

3.5 Engagement of Specialists and Expert Advisors

Other suitably qualified persons, who need not be members of CPA Australia, may be invited to the CoE to assist them in achieving their objectives. The CoE Chair and management must first discuss any proposed invitation with the Chief of Policy, Standards and External Affairs or delegate.

3.6 CoE Chairs

- (a) The CEO, or their delegate, on the recommendation of management, will appoint appropriate individuals from each CoE as their respective CoE Chair.
- (b) The CoE Chairs will bring to the attention of the person delegated by the Chief of Policy, Standards and External Affairs (or equivalent) any material issues affecting their CoE as soon as practicable.
- (c) The term of each of the CoE Chairs will be two years and each of the CoE Chairs may be nominated for one further term of two years.

3.7 Tenure

- (a) Subject to clause 3.7(b) below, the terms of the CoE members will be two years or such earlier period as the CEO may determine from time to time. CoE members may be nominated for two further terms of two years each, but may not serve on a CoE for more than six years.
- (b) In accepting membership of the CoE, members acknowledge that the skills and

experience required may change as CPA Australia's strategy changes or the focus of the organisation's policy and advocacy activities change in response to environmental and economic circumstances. For this reason, reappointment cannot be assumed to be automatic and will remain in the discretion of the CEO and subject to the needs of the organisation from time to time.

4 CoE Secretaries

- 4.1 Administrative support to the CoE will be provided by the relevant Function of CPA Australia (currently being Policy and Advocacy). The Chief of Policy, Standards and External Affairs or their delegate will appoint a secretary from the Function to each of the CoE.
- 4.2 The Function will liaise with the CoE in relation to reporting to the EPIC or the Board, as required.

5 Internal Governance

The CoE will exercise their functions as advisory committees in accordance with this Charter and such powers as may be approved by the Board through the EPIC from time to time.

6 Review of CoE Performance

Each CoE will assess and review its performance and that of the Chair at least annually. The review, conducted in conjunction with the CoE Secretaries, must assess the performance of each CoE collectively and the performance of each individual CoE member and Chair. The review should take into consideration the adherence to this Charter, the Members' Roles and Responsibilities set out in Appendix 1 and the annual operational plan of the CoE. For each CoE, any matters of significance relating to CoE performance arising from the annual review must be discussed by the CoE Secretary, the CoE Chair, any relevant CoE member, the Chief of Policy, Standards and External Affairs and Management as required to identify a suitable course of action to address the matter.

7 Meetings

- 7.1 Holding of Meetings
 - (a) The CoE may meet as often as necessary during a year.
 - (b) Subject to clause 7.1(a), meetings of the CoE may be face-to-face, or by using any technology (or combination of technologies) as considered appropriate by management on the advice of the CoE Chairs.
 - (c) In circumstances where meetings may be held face-to-face, the arrangement should comply with CPA Australia's travel and relevant organisation policies.
 - (d) In the absence of the Chair for a meeting, the remaining members of a Centre of Excellence must elect from one of their number, a chair for the meeting.
 - (e) The CoE 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 CoE meeting, the CoE Chair will open with an Acknowledgment of Country relevant to the place or places from where the meeting is being held
- 7.2 Quorum

A quorum must be at least a majority of members of a CoE. The quorum must be present at all times during the meeting.
- 7.3 Attendance at Meetings
 - (a) Any member of the Board, the EPIC, the CEO or delegate may attend any meeting of a CoE.

- (b) Any employee or member of CPA Australia, or any other person, including non-members may attend meetings of a CoE subject to the agreement of its respective Chair.

7.4 CoE Papers

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

- (a) each of its members; and
- (b) any other person to whom the Chair directs the secretary to send papers.

7.5 Minutes of CoE Meetings

- (a) The secretary of a CoE must prepare minutes of meetings and forward them to the Chair for approval within 10 working days of the meeting.
- (b) Minutes of meetings must be confirmed at the next meeting of the CoE.

8 Review of Charter

- 8.1 Management is responsible for the subject matter to be covered by each of the CoEs and will meet annually to discuss the performance of the CoE and forward work programs for them.
- 8.2 Management will review this Charter every year to ensure it remains consistent with the objectives and responsibilities of the CoE, applicable law, the Constitution, the By-Laws and relevant standards of corporate governance and recommend any changes to the EPIC.

9 Conflicts of Interest

- 9.1 Any member of the CoE must notify the person delegated by the CEO about any material issues affecting their respective CoE as soon as practicable.
- 9.2 If any CoE member has a material personal interest in, or an interest by way of a personal or other relationship to, any matter being considered by;
 - (1) the CoE to which they belong, and/or
 - (2) CPA Australiathen that CoE member must give its Chair and the Chief of Policy, Standards and External Affairs (or equivalent) or delegate notice of that interest as soon as that member becomes aware of it.
- 9.3 A notice required under paragraph 9.1 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.
- 9.4 A CoE member who has a material personal interest in a matter that is being considered at a CoE meeting, or is relevant to CPA Australia 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.

10 Confidentiality

- 10.1 CoE members are required to keep CoE discussions, CoE papers and deliberations confidential except to the extent that they are specifically asked to seek feedback, comments or other guidance on business discussed or to promote and share the materials and matters considered. This also extends to invitees to meetings under this Charter.
- 10.2 CoE members may also be subject to external confidentiality deeds which they may become party to, either as a member of the CoE, or in their own individual or professional capacity. CoE members must adhere to requirements of such external confidentiality deeds.

11 Code of Conduct

Members of the CoE have 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.

12 Expenses

- 12.1 CoE Members attending any CoE meeting will be entitled to reimbursement of such reasonable travel, accommodation and other expenses in accordance with the organisation's policies approved by the Board.
- 12.2 CoE members must seek reimbursement as soon as practicable after incurring the expense.

13 Reporting to the EPIC

- 13.1 The CoE Chairs, through management or at the invitation of the Chair of the EPIC, must report to the EPIC annually concerning:
 - (a) the work undertaken by; and
 - (b) any other matter relevant to the roles and responsibilities of their respective CoE.
- 13.2 If the CoE, its individual members or Chair have significant concerns about the operation of the CoE, its individual members or Chair, its Chair or member(s), in conjunction with the relevant CoE secretary, may bring the matter to the attention of the Chief of Policy, Standards and External Affairs (or delegate). The Chief of Policy, Standards and External Affairs (or delegate) will consider the concern raised and take suitable action in conjunction with the relevant CoE secretary, management, the EPIC and/or the Board as appropriate.

14 Consistency with Constitution

- 14.1 This Charter may be amended by the Board through the EPIC 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 CoE and each of the CoE members.
- 14.2 To the extent that there is any inconsistency between this Charter or the By-Laws and CPA Australia's Constitution, the Constitution will prevail and the By-Laws will prevail over this Charter.

First approved by the Board: 4 July 2004

Amended: 30 August 2012

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Centres of Excellence - Members' Roles and Responsibilities

All Centres of Excellence (CoE) members:

- Are required **to adhere to the Centres of Excellence Charter** and, where applicable, the Constitution of CPA Australia, the By-Laws and the Volunteer Code of Conduct. The Charter will be provided to successful applicants before commencing tenure.
- Shall understand, and operate on the basis that, the CoE are **Advisory Committees** and are not consensus or decision-making groups and so are not a part of the organisation's formal governance structure.
- Shall **have their names displayed** on the CPA Australia website and in the CPA Australia Annual Integrated Report.

CoE members will ensure that they:

- **Communicate effectively:** Members will share their thoughts and views freely and openly with other members of the CoE and CPA Australia staff facilitating the CoE. They should feel free to do so without the risk of being criticised for their views; but at the same recognise that the purpose of the CoE is to engage in robust, professional discussion of policy matters and thought leadership topics relevant to CPA Australia, its Members, the profession and the business environment.
- **Recognise the role of CPA Australia staff:** CPA Australia staff facilitating the CoE assist the effective functioning of the CoE and their meetings. They coordinate meetings, agendas, work plans, and the work and activities undertaken by the CoE. While not appointed members of the CoE, they participate in the discussion and activities of the CoE, and their views should be considered equally alongside those of CoE members. To assist staff in performing their duties, it is important that all CoE members communicate effectively with staff, acknowledging communications from them and indicate when they do not have comments to make on specific issues or topics.
- **Prepare for meetings:** CPA Australia staff commit to ensuring that meeting papers are provided to CoE members at least one week in advance (for face-to-face meetings) and two days in advance for teleconferences – which are shorter meetings. CoE members must prepare for meetings by reviewing the papers presented in advance of the meeting. Staff will not be reiterating the contents of papers at meetings, but rather will be seeking input, comments, and feedback on them.
- **Participate effectively:** CoE have work plans that typically outline key outputs and deliverables. To achieve these outcomes, CoE members are expected to participate in all CoE meetings. Where they are unable to attend – either in person, or by video/teleconference – they shall inform the CPA Australia staff member facilitating the relevant Centre of Excellence.

All members are encouraged to provide input, comments and feedback on matters raised at CoE meetings, and in other communications. Members will not always have strong expertise and experience across all topics, but are encouraged to provide lay views, as appropriate.

However, where members do not have contributions to make, they are asked to communicate this to CPA staff facilitating the relevant Centre of Excellence.

Additionally, CoE members are encouraged to proactively raise matters for consideration as part of the CoE work plans, and to raise other important policy matters that come to their attention – for discussion and

consideration by the CoE; or if a relevant Centre of Excellence meeting is not imminent, by CPA Australia's Policy and Advocacy staff.

Participation extends beyond just meetings, as there will be times when the CoE guidance and advice is requested on matters that arise between meetings/outside of the meeting cycle. This might require CoE members to respond to e-mail communications from CPA staff requesting input, comments, and feedback.

- **Are alert to opportunities:** CoE members should be alert to opportunities where they can promote and advocate for CPA Australia's policy positions and thought leadership work. This could be through CoE members own professional and social networks, their workplaces, or through other engagements in which they are involved. Such promotion and advocacy can be verbal, written, or through social media, but members will need to be clear when they are presenting the policy positions of CPA Australia and when they are providing their own personal opinions and perspectives. CoE members should also be alert to, and advise the CPA staff facilitating the CoE, of opportunities for CPA Australia to be represented at certain events. Staff members will need to follow internal protocols to determine whether and how CPA Australia should be represented, so CoE members should not give affirmative responses to requests without consultation with, and confirmation from, staff. Any views representing CPA Australia's policy positions presented by CoE members in external settings should be done so in consultation with staff. There may be times when CoE members are asked to represent CPA Australia (*see next point*).
- **Support and represent CPA Australia's policy and advocacy initiatives:** On occasions, CoE members may be offered the opportunity to represent CPA Australia at certain events - for example, discussion groups, local or regional workshops, or events of a similar nature - typically within their own local area. Such representation needs to be coordinated with CPA Australia staff, in particular CoE secretaries, to ensure that internal and organisational protocols are met. Staff may seek out opportunities, especially for CoE Chairs. At times, when CoE members are representing CPA Australia, they will be supported, in terms of presentation materials, by the CPA Australia Policy and Advocacy Team staff. As experts in their fields, CoE members are free to express their own views when representing CPA Australia, as long as it is made clear to the audience when this is done. CPA Australia recognises that some CoE members may have restrictions placed upon their ability to formally represent CPA Australia, for example, due to employer commitments.

The **time commitment for CoE members** is around 50 to 70 hours over a year. Depending on the Centre of Excellence and the agreed meeting schedule; this would typically comprise:

- 25 to 30 hours of meetings per year;
- 20 to 30 hours of other "off cycle" communication and contributions; and
- 5 to 10 hours of representative activities.