



PROFESSIONAL EDUCATION 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 and meeting procedures of the Professional Education 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 education framework of CPA Australia Members so that the organisation is well-placed to develop and monitor the education strategy relating to the CPA Australia professional programs. The Committee does not have the power to direct management or approve education-related matters including strategy, designations, pathways, frameworks, policies, offerings or other related matters as outlined in clause 3.8.
- 1.3 The Committee is not a committee created under Article 54 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 including the responsibility to develop and implement an education strategy for CPA Australia.

2 Objectives of the Committee

Subject to clauses 3.8 and 3.9, the Committee will provide CPA Australia management with the best possible advice in relation to the matters set out in this Charter based on its expertise and knowledge of global best practice, trends and changes in the Education sector and any other issues or matters as may be referred to it by the Board, the MECC or management through the Chief Executive Officer (**CEO**) or delegate.

3 Responsibilities of the Committee

More specifically, the Committee will advise management on all education-related matters including strategic direction, framework, policies, designations, pathways, programs, products and assessment. Without limiting the general role of the Committee, this includes providing:

3.1 Strategy and strategic initiatives

- (a) advice to management to assist in the development and update of the education strategy including the alignment to the broader organisational Strategy;
- (b) insights to inform the education strategy with respect to global best practice and current and anticipated trends in the higher Education sector that may have an impact on CPA Australia's reputation, its ability to attract new Members, its standing amongst employers and educational institutions and its relationship with stakeholders; and
- (c) advice on implementation of the education strategy, including strategic initiatives (for example, through the Bi-Annual Report).

3.2 Framework and reporting

- (a) advice and guidance to management to assist in the development and review of the education framework or any new education policies that require approval by the Executive General Manager, Member Education or the Board, where practicable; and
- (b) oversight through reporting (e.g Bi-Annual Report) if requested and advice to management on Business As Usual or strategic matters with respect to education ahead of submission to the Board where this is practicable.

3.3 Risk Management

- (a) review the key risks identified by the education management team and guidance on whether they are appropriately captured, recorded and mitigated.

3.4 Member Education Designations and Pathways

- (a) advice on the design and use of the Capability Framework including the process undertaken to develop the Capability Framework and consultation with key stakeholders; and
- (b) review and advice on any proposed changes in the designation and pathways, Foundation Exams and CPA Program including entry, progress and exit requirements.

3.5 Foundation Exams and CPA Program

- (a) advice on the development of the Foundation Exams and CPA Program including their design and structure, curriculum, assessment and quality assurance so that together they are positioned and regarded as the highest quality professional educational program by professional accounting bodies and the business community;
- (b) review and advice to management on strategic or significant new offerings including review of the Business Case in relation to the Foundation Exams and CPA Program;
- (c) review and advice on the development of new subjects in the Foundation Exams or CPA Program including the Learning Objectives and their alignment with the International Federation of Accountants' International Education Standards and the Australian Qualifications Framework Levels 7 and 8 respectively;
- (d) oversight and advice on examination assessment including pass marks, examination marking and special consideration;
- (e) advice on incidents of academic misconduct identified, investigated and responded to in accordance with CPA Australia's Academic Misconduct Policy; and

- (f) advice on the development of the experience requirement of the CPA Program.

3.6 Professional Development

- (a) review and provide advice on the design, curriculum and assessment of the Professional Development program so that it is positioned as being of the highest professional quality;
- (b) advice to management on strategic or significant new offerings in relation to Professional Development including review of the Business Case in relation to Professional Development; and
- (c) provide oversight as may be requested by management and advice on aspects of the Professional Development program which is underpinned by the Capability Framework including in relation to CPA Australia Congress and conferences, Corporate Learning Services and other products.

3.7 Systems and Monitoring

- (a) advice and input on leading edge technology to enhance and complement the delivery and assessment of the CPA Program and Professional Development;
- (b) review and guidance on the scope and/or outcomes from independent review with respect to education including but not limited to:
 - (i) formal regular reviews of the CPA Program;
 - (ii) review of the Professional Development program; and
 - (iii) other external or internal reviews across education.

3.8 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 CPA Australia to any payment, other than as may be approved by management.

3.9 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, Branch 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.

4 Conflict of interests

4.1 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 Committee and the person delegated by the Executive General Manager, Member Education (or equivalent) notice of that interest as soon as that member becomes aware of the interest.

4.2 A notice required under clause 4.1 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 relationship of the interest to the affairs of CPA Australia.

4.3 A Committee member who has a material personal 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.

5 Composition of, and Appointment to, the Committee

5.1 Size

The Committee must consist of eight to twelve members. Membership of the Committee will comprise CPA Australia Members and non-Members with the latter not exceeding 25 per cent of the total Committee membership at any one time. In appointing CPA Australia Members to the Committee, the CEO should endeavour, but is not obliged, to appoint:

- (a) two or more Members who live and work outside Australia;
- (b) three to four Members from the academic sector, preferably of senior academic rank with a least one Member having design and development assessment expertise and one Member with curriculum development and instructional design expertise;
- (c) between one and three Members with significant experience at a senior level in a Tier 1 or Tier 2 professional accounting firm;
- (d) a Member from the "top 100" industry sector; and
- (e) a Member from the public sector.

In appointing non-CPA Australia Members to the Committee, the CEO should endeavour, but is not obliged to appoint those with expertise in at least one of the following:

- (f) academic integrity;
- (g) examination and assessment process;
- (h) academic governance;
- (i) education technology;
- (j) future of work and the skill economy; and
- (k) career management and progression;

5.2 Directors of CPA Australia and Associate Members of the organisation are ineligible for appointment to the Committee.

5.3 Committee members should collectively bring technical accounting expertise aligned to the Capability Framework and education offerings and a future-focused view of the skills Members need now and in the future.

5.4 This does not preclude the CEO from appointing CPA Australia Members outside the categories referred to in clause 5.1 above or appointing other suitably qualified persons from outside the CPA Australia membership.

5.5 A member of the Committee may fall into more than one of the above categories.

5.6 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.

5.7 Management will provide recommendations to the CEO on the proposed appointments to the Committee for approval in accordance with the appointments' procedure relating to the Committee. CEO approval is not required where a secondment is proposed under clause 5.10 below.

5.8 It is expected that membership of the Committee will be renewed as members retire.

5.9 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.

5.10 **Secondment**

- (a) The Committee may decide to second other suitably qualified persons in addition to the Committee composition referred to above to assist the Committee in the

achievement of its objectives. Seconded persons need not be Members of CPA Australia and will attend meetings in an ex-officio capacity with no voting rights.

- (b) The Committee Chair must first discuss any proposed secondment with the Executive General Manager, Member Education (or equivalent).
- (c) 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, Member Education (or equivalent).

5.11 Committee Chair

- (a) The CEO must approve and appoint as the Committee Chair a prominent, respected and well-credentialed Member of CPA Australia with significant expertise in the design, development and implementation of higher education programs.
- (b) The Committee Chair will bring to the attention of the Executive General Manager, Member Education (or equivalent) or delegate any material issues affecting the education sector as soon as practicable.

6 Tenure

6.1 Subject to clause 6.2 below, members of the Committee (including the Committee Chair) will be appointed for an initial term of two years and Committee members may be renominated for two further terms of two years each, 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 further term of two years and may be renominated for two further terms of two years.

6.2 In accepting membership of the Committee, its members acknowledge that the skills and experience required may evolve as CPA Australia's education strategy evolves. Therefore, reappointment cannot be automatically assumed and will remain in the discretion of the CEO and also subject to the needs of the organisation from time to time.

7 Review of Committee Performance

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

8 Committee Secretary

- 8.1 (a) The Committee Secretary is the Senior Manager, Programs & Pathways or equivalent (or delegate). Administrative support is provided by the Education Team (or equivalent) of CPA Australia.
- (b) The Company Secretary will liaise with the CPA Australia Education Team (or equivalent) in respect of reporting to the MECC or the Board.

9 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.

10 Meetings

10.1 Holding of Meetings

- (a) The Committee must meet at least twice a year and may meet up to four scheduled times a year subject to any requirement for additional unscheduled meetings to be approved as set out in this Charter.
- (b) One of these meetings must be with the members of the Education Strategy Programme Group who will present the education strategy and strategic agenda to provide context and an overview of any strategic change and direction.
- (c) Meetings may be face-to-face or using any technology, (or combination of technologies), as considered appropriate by the Committee Chair.
- (d) 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, Member Education (or equivalent) prior to scheduling the meeting.
- (e) In the Committee Chair's absence, the remaining Committee members must elect from one of their number, a chair for that meeting.

10.2 Quorum

A quorum consists of no less than a majority of Committee members. The quorum must be present for the entire meeting.

10.3 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. Seconded members have no voting rights.

10.4 **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, Member Education or delegate.

10.5 **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 Board, the MECC, the CEO (or delegate) or the Company Secretary; and
- (c) any other person to whom the Committee Chair directs the Committee Secretary to send papers.

10.6 **Minutes of Committee Meetings**

- (a) The Committee Secretary must prepare minutes of meetings and forward them to the Committee Chair for approval within ten 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 Board, the MECC, the CEO (or delegate) or the Company Secretary.

11. **Review of Charters**

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.

12. **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.

13 **Expenses**

- 13.1 Membership of the Committee is voluntary and, therefore, not remunerated. However, 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 Education Team.

- 13.2 If any member of the Committee requires clarification as to whether or not their expenses will be reimbursed by CPA Australia, they should address the enquiry to the person delegated by the Executive General Manager, Member Education (or equivalent) in the first instance.
- 13.3 Committee members must seek reimbursement as soon as practicable after incurring the expense.

14. 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 abide by CPA Australia's Volunteer Code of Conduct which is annexed to this Charter as Attachment One.

15. Reporting to the MECC

- 15.1 The Chair of the Committee, through management or at the invitation of the Chair of the MECC, must present a written report to the MECC upon request concerning:
- (a) the annual activities and 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 professional qualifications or education strategy; and
 - (d) any other matter relevant to the Committee's role and responsibilities.
- 15.2 If there are fundamentally opposing views between the Committee and management on matters being considered by the Committee, the Committee Chair or the Executive General Manager, Member Education must ensure that these matters are brought to the attention of the MECC and that the Chair of the MECC is made aware of each of the opposing views. The MECC, in consultation with the Board, may make any determination on these matters that it thinks fit.

16. Consistency with Constitution

- 16.1 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.
- 16.2 To the extent that there is any inconsistency between this Charter and the Constitution, the Constitution prevails.

Adopted by the Board: 14 December 2020. Effective Date: 1 January 2021
Amended: 6 December 2021. Effective Date: 1 January 2022

ATTACHMENT ONE:

Volunteer Code of Conduct (updated November 2021)

CPA Australia Volunteer Code of Conduct

For Advisory and Compliance Committees and Centres of Excellence

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 and Branch Councils and committees, as convenors of Discussion Groups, and as office bearers in Divisional Councils and Branches.

The Board and Councils have responsibility for overseeing the operation of their respective member 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, members 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

Conflicts of Interest

In exercising their obligation to act with objectivity, volunteers should not accept any gifts or entertainment, which may expose that member or their member group to a potential conflict of interest. As a guide, a member 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 some members (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 Member 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 member 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 member group.

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: _____