

THE PUBLIC ACCOUNTANTS COUNCIL FOR THE PROVINCE OF ONTARIO

CHAIR'S MANDATE

The Chair of The Public Accountants Council for the Province of Ontario (the "Council") is responsible for ensuring the effective governance of the Council and for facilitating effective performance by the Council and management.

In discharging his/her responsibilities the Chair will provide the leadership to ensure the Council's initiatives are driven forward in a consistent and dynamic fashion. Specific tasks include:

- Leading the Council in developing a vision and strategic plan to guide the Council.
- Identifying, assessing and informing the Council of internal and external issues that affect the Council.
- Assisting the Council in identifying, adopting and maintaining standards for public accounting in accordance with the Council's statutory mandate.
- Assisting the Council in identifying, adopting and overseeing the processes for determining whether the Designated Bodies meet and continue to meet these standards.
- Developing and nurturing relationships with the Designated Bodies, other accounting organizations, other standard-setting bodies, governments and media in order to assist the Council in fulfilling its statutory mandate.
- Overseeing the Council's annual communications plan and the evaluation and management of the same including web site content, the Council's annual report and media releases.
- Acting as spokesperson for the Council.
- Conducting official correspondence on behalf of the Council as appropriate.
- Acting as an intermediary between the Council and the Chief Executive Officer ("CEO").
- Providing advice, supervision and counsel to the CEO.
- Conducting, in accordance with the Council's policies, the performance evaluation of the CEO and making recommendations to the Council on the CEO's compensation.
- Facilitating meetings of the Council, its committees and related matters as outlined below.

Pre-Council Meeting Mechanics

- Schedule the number and timing of Council meetings each calendar year so as to enable the Council to deal in a timely manner with all matters for which the Council is responsible and with which the Council as a whole chooses or is obliged to deal.
- In consultation with the Chairs of the committees of the Council, the Secretary and the CEO (as appropriate) establish the agenda for each Council meeting with a view to bringing before the Council (i) matters in respect of which the Chairs of the committees of the Council or the CEO require or want Council's direction or approval, and (ii) matters with which the Council wishes or is obliged to deal.
- Use his/her best efforts to provide or cause to be provided to the Council, a reasonable time in advance of each Council meeting, all reasonably required and available information relating to each matter to be dealt with by the Council at that meeting.
- Approve the general nature and length of all presentations to be made at each Council meeting and review in advance every written presentation to be made to the Council.
- Prior to any Council meeting, confer with one or more members of the Council on any matter to be discussed at the Council meeting if, in the Chair's opinion, the discussion of that matter at the Council meeting would probably be thereby enhanced.

Conduct of Council Meetings

- Act as the Chair of each meeting of the Council.
- Conduct the business of each Council meeting in a manner which will normally result in all matters on the meeting's agenda being dealt with efficiently.
- Propose the termination of discussion on any matter at a Council meeting when he/she is of the opinion that the matter has been thoroughly canvassed and that no new points of view or information are being presented (with the understanding that the Chair's discretion in such cases will be exercised so as to err on the side of allowing excessive discussion rather than insufficient discussion).
- Attempt to achieve a consensus of the members of the Council on any matter discussed at a Council meeting in respect of which (i) the Council's decision, views or advice has been requested or is required, and (ii) members of the Council express conflicting positions, views or advice.
- Ensure that all members of the Council who wish to address a matter at a Council meeting are afforded a reasonable opportunity to do so.
- In any case where a member of the Council (the conflicted member) has an interest or potential conflict in or in respect of a matter to be discussed at a Council meeting, attempt to arrange for the conflicted member to excuse himself/herself from all or a portion of the Council's discussion of that matter if the Chair is of the opinion that the Council's discussion of that matter would probably be enhanced by the absence of the conflicted member.

Culture of the Council

- Use reasonable efforts to promote and support a Council culture characterized by:
 - the Council's acceptance of its accountability for the performance of the Council;
 - the acceptance by each member of the Council of his/her responsibility to use his/her best efforts in carrying out his/her duties as a member;
 - the Council's insistence on the highest level of integrity and honesty in the actions of the Council and management;
 - respect and trust among members of the Council;
 - the open and timely sharing of all relevant information among all members of the Council;
 - acceptance by all members of the Council of the right of every member of the Council to hold and express dissenting opinions;
 - a genuine commitment by members of the Council to good governance practices; and
 - a willingness on the part of members of the Council to function in a collaborative manner.

Council Composition, Education and Compensation

- The Chair is responsible for the Council's governance and in consultation with the Council's Governance Committee, the Chair shall:
 - assist in the identification of candidates to recommend to the Lieutenant Governor in Council for appointment to the Council;
 - design and implement processes for evaluating the performances of the Council and individual members of the Council; and
 - provide the Governance Committee with information and support regarding the amount and nature of members' compensation for consideration by the Committee.
- The Chair shall:
 - arrange to provide new members of the Council with a comprehensive orientation and education program with respect to the Council; and
 - use reasonable efforts to cause the Council to be made aware on a timely basis of changes in the law and/or best practices respecting the duties of the Council and members of the Council.

Council Committee Matters

The Chair shall:

- In consultation with the Governance Committee, nominate the chair, vice-chair, if any, and members to any committee and their appointment will be subject to approval by the Council.
- With the assistance of the Council's Governance Committee and the other committees of the Council regularly review the mandates of all committees of the Council with a view to recommending to the Council appropriate amendments to the committees' mandates.
- With the assistance of the Council's Governance Committee regularly review the mandate of the Council with a view to recommending to the Council appropriate amendments to the Council's mandate.
- Receive notice of, and may attend, meetings of all committees of the Council for the purpose of assisting the committees to meet their obligations under the committee's mandate.

Miscellaneous Matters

- Assist the Council, each committee of the Council and the CEO in understanding and respecting the boundaries between the responsibilities of the Council and its committees and the responsibilities of the CEO.
- At the request of any member of the Council, meet or be available for discussion with that member between meetings of the Council.
- Following each meeting of the Council, settle with the Secretary of the meeting, draft minutes of the meeting for approval by the members.
- Advise the CEO of each decision made by the Council which requires implementation by the CEO and monitor the CEO's implementation of that decision.
- Oversee the corporate secretarial activities of the person who from time to time performs the function of the Secretary of the Council.
- Perform such other functions as the Council may reasonably specify from time to time.