

DRAFT Minutes

3rd ANNUAL GENERAL MEETING

June 27, 2018

4:00 p.m.

Chartered Professional Accountants of British Columbia, Vancouver BC
Chair – Heather Banham, FCPA, FCGA

Present:

Olufemi Ajayi, Burnaby
Harp Bagri, Vancouver
Heather Banham, Kelowna
Paul Challinor, Vancouver
Patrick Chan, Vancouver
Stanley Chang, Vancouver
Jestina Chiam, Vancouver
David Chiang, Burnaby
Geoff Dodds, Vancouver
Martin Eady, Vancouver
Kim Fronc, Vancouver
Michelle Gerow, Vancouver
Erica Graham, Coquitlam
Woody Hayes, Duncan
Karen Horcher, Vancouver
Brigitte Ilk, Surrey

Elizabeth Jackson, Vancouver
Brandon Jang, Vancouver
Jennifer Jones, Vancouver
Roland Krueger, Christina Lake
Amy Lam, Vancouver
Stella Lam-Leung, Vancouver
Simone Leonard, New Westminster
Stella Leung, White Rock
Jesse MacDougall, Burnaby
Barry Macdonald, Vancouver
John Mackenzie, Vancouver
Lori Mathison, Vancouver
Nicola McLaren, Vancouver
James Midgley, Vancouver
Bruce Milley, West Vancouver
Matt Murray, Surrey

Wisdom Ncube, Surrey
Sheila Nelson, Armstrong
Sandy Parcher, Vancouver
Sabine Rouques, Vancouver
Jan Sampson, Vancouver
Shauna Shortt, Vancouver
Allen Soltan, Vancouver
Edward Tanaka, Vancouver
Norina Ticman, Richmond
Martha Thomas, Victoria
Zuzanna Viedhuisen, Vancouver
Matthew Wong, Richmond
Robin Wong, Burnaby
Kerri Wilcox, Vancouver

Greater Vancouver –41; Out of Vancouver –5

Non-members – 8 (2 public representatives)

Public Practice Practitioner/Partner – 6; Public Practice Employed – 2; Management/Consulting – 2; Business/Industry – 3; Government – 2;
Education – 2; Other – 20; Retired – 1

1. Call to Order

A quorum being present, the Chair, Heather Banham, called the 3rd Annual General Meeting (AGM) of the Organization of Chartered Professional Accountants of BC (CPABC) to order at 4:00 pm. and welcomed members and guests.

Acknowledging this was the second year for Board elections, it was noted that, in accordance with the CPABC's bylaws, the Call for Nominations was provided to all members through the April and May E-News. In addition, a hard copy was mailed to those members not registering an email address with CPABC.

It was noted that the firm of BDO Canada LLP had undertaken the role of scrutineers for the 2018 Board election as an extension of their duties as auditors.

It also was noted that notice of the meeting was provided to all members in the April and May editions of E-News as well as in the May/June edition of the CPABC InFocus magazine. The meeting material for the AGM was made available to all members through the CPABC website, including the Annual Report and the March 31, 2018 audited financial statements. Similar to the Call for Nominations, a hard copy of the Notice of Meeting was mailed to those members not registering an email address with CPABC. Members were also advised that a hard copy of the meeting package was available upon request from the Organization.

Non-members were welcomed to the meeting and asked to refrain from participating in the discussions or voting.

Introductions of those seated at the head table were made, members were asked to register any proxy votes not already registered, of which there were none, and members were reminded to clearly identify themselves prior to speaking.

A quorum being present, the official meeting began.

2. Notice of Meeting

Moved and seconded, that the reading of the Notice of Meeting be waived. **CARRIED.**

3. The Membership

It was noted that as at the fiscal year-end, there were 35,831 members and 4,959 students pursuing the CPA designation of which 4,670 students are registered in the CPA professional education program. There are still 289 students registered in the predecessor programs.

All members who had joined the CPABC in the past year were asked to stand, and give their names. There were no new members present.

It was also noted that notification of the deaths of 109 members had been received. Members were advised that a handout was available listing those members who had passed away should they wish to pick one up.

4. Appointment of Scrutineers

Previously noted.

5. Minutes of the 2st CPABC Annual General Meeting – June 28, 2017

Moved and seconded that the minutes of the 2st Annual General Meeting held on June 28, 2017 be approved as distributed. **CARRIED.**

6. Chair's Report

It was noted that the Annual Report, which was made available to all members on the website, outlined CPABC's activities for the year.

A brief overview of the past year was provided. Of note:

- Lori Mathison, LL.B., FCPA, FCGA assumed the role of President & CEO on August 1, 2017.
- The services and activities undertaken by CPABC support two areas of focus: protection of the public through regulation; and member and candidate support and education. It was noted that one of the greatest benefits provided by CPABC is maintaining and enhancing the profession's reputation for protecting the public.
- CPABC continues to provide a variety of services to members utilizing the chapters, member forums, and education and member engagement. The professional development program is extensive and competitively priced.
- CPABC is committed to investing in staff and employing a "people first" human resources approach towards corporate culture. The organization was recognized with the corporate award of merit for excellence in corporate culture by Human Synergistics Canada, which recognizes organizations that have developed and maintained a constructive corporate culture.
- CPABC focused on making capital investments in technology and systems to enhance member services and in particular, their online experience.
- The organization is stable financially.
- CPABC staff contribute extensively on national committees.
- The profession continues to refine a common regulatory framework reflecting continued compliance with evolving international standards and best practices.
- CPABC, along with its western regional partners and the CPA Western School of Business (CPAWSB) set out to change the School's governance model. In addition to aligning the strategic priorities of the four provincial bodies and fulfilling the provinces' legislated responsibility for pre-certification education, the new governance model will connect the School with the growth objectives of each provincial body.
- An extensive national branding campaign ran in the fall and winter this past year, with a new television ad, digital and social media advertising, billboards across the lower mainland, and select print publications.
- Governance relations efforts focused on the BC Check-Up, the Regional Check-Up, and Budget recommendations.
- Programs and services provided to members continues to be evaluated, modified, and developed based on feedback received.

Looking ahead, it was noted that CPABC's team members are continuously looking to enhance member value and provide exceptional service. The organization is now delivering the mandate of the future and enhancing existing services, making strategic investments in organizational infrastructure, and firmly establishing the CPA brand.

The assembly was advised 524 successful CFE writers attended this year's convocation. In addition, there were 14 Honour Roll students from BC on the national honour roll.

Recognizing the impact on all members of the profession everyone was thanked for their hard work and commitment. In addition, the volunteers and professional staff members were thanked and recognized for their efforts, commitment and contribution to the profession.

Once again all members were thanked for their support of CPABC. The incoming Chair and Vice Chair were wished much success.

7. Financial Statements for the Year Ended March 31, 2018

The Treasurer noted that the audited financial statements of CPABC, as well as a management discussion and analysis, had been provided to all members on the AGM website, or on request by contacting CPABC. In addition, it was noted that the audited financial statements of the Benevolent Fund were available upon request.

The auditors' representative, Patrick Chan, CPA, CA, from BDO Canada LLP, was recognized.

The Board's responsibilities regarding the financial resources of CPABC were outlined, as was the role of the Audit Committee.

A brief overview of the financial statements was provided following which it was noted that both the Audit Committee and the Board had approved the audited statements that were being presented for information at the Annual General Meeting.

8. Appointment of Auditors for 2018/2019

Moved and seconded that BDO Canada LLP be appointed auditors of CPABC and its related entities for the fiscal year commencing April 1, 2018, with fees to be approved by the Audit Committee. **CARRIED.**

9. Notice of Motions – Amendments to the Bylaws and Code of Professional Conduct

(The Notice of Motions package is attached to, and forms part of, the official minutes of the 2018 AGM, retained at the CPABC office.)

The members were advised that although a significant number of proxy votes had been received that support each motion, each resolution would be addressed separately to ensure that anyone wishing to raise questions had an opportunity to do so. In addition, it was noted that any matters identified that the Board had not considered would be taken under advisement.

Erica Graham, Chair of the Bylaws Committee, was introduced.

By way of background, it was noted that the amendments to the Bylaws and to the rules contained in the Code of Professional Conduct, as set out in the Notice of Motions, were approved by the board and are being presented to this membership for confirmation, in accordance with Section 28 of the Chartered Professional Accountants Act.

A summary of each resolution was provided. After each motion was presented, the number of electronic votes and those directed by proxy were announced.

Moved and seconded that the amendments to Bylaw 200, 202, 202.1 and 300 (additions underlined and deletions shown as ~~strikeouts~~) that were approved by the board on April 4, 2018, are confirmed in accordance with section 28(1) of the *Chartered Professional Accountants Act*, to come into force in accordance with section 28(4) of the Act.

CARRIED.

Moved and seconded that the amendments to Bylaw 203 (additions underlined and deletions shown as ~~strikeouts~~) that were approved by the board on February 21, 2018, are confirmed in accordance with section 28(1) of the *Chartered Professional Accountants Act*, to come into force in accordance with section 28(4) of the Act.

CARRIED.

Moved and seconded that the amendments to the Code of Professional Conduct: Rule 201.2 (additions underlined and deletions shown as ~~strikeouts~~) that were approved by the board on February 21, 2018, are confirmed in accordance with section 28(1) of the *Chartered Professional Accountants Act*, to come into force in accordance with section 28(4) of the *Act*.

CARRIED.

10. Board of Directors Election 2018 thru 2021

By way of background it was noted that CPABC Board's oversees all of the functions of CPABC under the Act and Bylaws, including:

1. setting policies and delegating authority to Governance Committees, our President and Chief Executive Officer, Regulatory Committees and/or Board Task Forces; and
2. setting the strategic direction and policies to accomplish CPABC's statutory objects.

It was noted that the current 17-person Board of the Chartered Professional Accountants of BC is comprised of two public representatives appointed by the provincial government and 15 members in good standing 10 of whom were appointed by the provincial government when the new CPA Act was introduced and five who were elected in 2017. As noted in the numerous communications to members there were five vacant Board positions to fill at this Annual General Meeting.

The assembly was advised of the process undertaken to identify the skills and attributes being sought in incoming Board members including the development of a skills and diversity matrix and conducting a gap analysis. In addition, the Board established a formalized candidate interview process facilitated by an independent external consultant to further enrich and broaden the Board's skill set. An outline of the interview process was provided.

It was noted that maintain minimum geographic representation requirements as set out in CPABC Bylaw Regulation 200/2(2), at least one of the five vacant positions must be filled by a candidate from the Interior Region. It also was noted that since only one nomination was received for the Interior region, Sheila Nelson was declared elected by acclamation. Accordingly, the remaining four vacancies may be filled by candidates from any region in British Columbia.

The scrutineer's report was received and the successful individuals were congratulated and declared elected. In alphabetical order:

- Lisa Ethans
- Karen Horcher
- John Mackenzie
- Shelia Nelson (elected by acclamation, representing the Interior)
- Martha Thomas

All 9 candidates were thanked for putting their names forward for consideration by the membership. Candidates not selected were encouraged to seek out other volunteer opportunities with CPABC on committees or forums or within their communities.

Patrick Chan, CPA, CA and BDO Canada LLP were thanked for acting as this year's scrutineer for the Annual General Meeting and Board election. Continuing Board members in attendance were also recognized as were Lindalee Brougham, Diane Kerley, Doug Lang who were stepping down from the Board as well as Barbara Brink, whose term as a public representative expired on December 31, 2017. Heather Banham was recognized for her time on the CPABC Board and as chair.

The 2018/2019 Board members were asked to gather for a brief inaugural meeting directly following the conclusion of the Annual General Meeting.

11. Other Business

A question was raised with respect to the election ballot.

12. Conclusion

There being no further business, the meeting, on a motion moved, seconded and carried, was concluded at 4:35 p.m.