

What is the composition of the Board of Directors?

The CPA Board of Directors must be composed of 10 to 18 directors within the following membership categories:

Producers / Wholesalers	Retailers	Transporters	MACE	"At Large"	Multi-Regional Retailers	ERAC Board Chair
5 - 2 Producers - 2 Wholesalers - 1 "At large"	6 - 2 West - 2 Central - 2 East	1	1	2	2	1

What are the primary responsibilities of the Board?

The Board's main responsibility is to consider how their decisions affect everyone connected to the corporation. They are not required to favour one group of stakeholders over another. Put simply, the Board oversees everything, taking charge and delegating authority as needed.

The authority of the board includes:

- Developing the mission and vision of the association.
- Acting as stewards of the organization.
- Reviewing and approving (as appropriate) management recommendations.
- Reviewing and approving (as appropriate) strategic plans and initiatives.
- Establishing policies, rules, and regulations for:
 - the governance of the association,
 - its officers and employees, and
 - the conduct of its activities.
- Actively participating in board committees if possible, and other association activities.
- Terminating membership in the association when necessary.

How much time is required for board meetings, committee work, and other activities?

The Board meets in person three times a year – once in the winter (Feb/March), Spring (May/June) and Fall (Oct/Nov). These meetings are typically one day only; however, on occasion, an additional day is added to the fall meeting for Board networking, training and development, or strategic planning purposes.

In addition, Directors on Board committees can also expect to attend at least one virtual meeting in advance of Board meetings to review and approve discussion items to be addressed at upcoming meetings.

Occasionally, when required, the Board and/or Board committees may be called to meet outside of these established times. These meetings typically only touch on one subject matter and are conducted virtually.

Is travel required for meetings, events, or retreats?

Yes, travel is required as most meetings are in person. To simplify travel, one meeting is held in Calgary, another in Ottawa, and a third rotates across Canada based on regional needs or Board preferences. Meetings often align with events like the AGM or CPA Leadership Summit to optimize trips.

Note: Travel costs are not covered by the association and each Director is responsible for their own travel expenses to attend Board meetings.

When do Directors get elected to the Board?

The election of the Directors to the Board is conducted by the members at the annual general meeting of the members, which must occur before June 30 of every year.

What are the term lengths and any limits on serving consecutive terms?

Directors are elected to the Board for a term of three years. The term begins at the end of the annual meeting at which they were elected and, unless earlier terminated, ends at the conclusion of the third annual meeting following their election.

Any Board member ending their first term on the Board can seek re-election for a second three-year term and cannot exceed two terms on the Board.

Will I need to serve on committees, and if so, which ones?

While joining a Board committee is not mandatory, it is strongly recommended in the latter half of a three-year term as it provides you with other opportunities to share your expertise.

The Board has two committees:

GOVERNANCE & BOARD DEVELOPMENT	FINANCIAL AFFAIRS
<p><i>Roles / Responsibility</i> Assist the Board with the oversight of the:</p> <ul style="list-style-type: none"> • Overall business, stewardship and governance responsibilities of the Board • Board's succession plan (i.e., Chair/Vice-Chair positions, Board composition) • President & CEO recruitment, review & compensation 	<p><i>Role / Responsibility</i> Assist the Board with the oversight of the CPA's:</p> <ul style="list-style-type: none"> • Financial performance and reporting • Internal controls • Audit process • Risk management • Legislative requirements as a registered not-for-profit organization
<p><i>Composition:</i></p> <ul style="list-style-type: none"> • Past Chair (Chair of committee) • Board Chair • Minimum one director 	<p><i>Composition:</i></p> <ul style="list-style-type: none"> • President & CEO • Minimum of three directors