

Code of Conduct – Council

Excerpt from Chapter 3

Duties and Responsibilities of Council

The Council guides the direction of the FICPA by identifying and advising on issues of importance to the profession and the FICPA. The Council has responsibility for evaluating, revising, and recommending strategic initiatives for the FICPA and authorizing resolutions on issues impacting the profession on behalf of the FICPA.

Section 1. Other Duties of Council:

- a. Serve as the Governing Body of the FICPA.
- b. Approve the annual budget presented by the Board of Directors.
- c. Authorize expenditures when accumulative expenditures exceed five percent (5%) of budgeted revenues.
- d. Approve nominations of the Committee on Nominations in accordance with the FICPA Bylaws.
- e. Final approval on the employment or dismissal of the President/CEO.
- f. Develops strategic initiatives.
- g. Shall approve recommendations from the Board of Directors regarding acquisition/disposal of real property of the FICPA.
- h. Provides guidance and acts as voice of the FICPA on issues regarding the profession.
- i. Approve new chapter charters and dissolution of chapter charters.

Section 2. Reports to Membership:

The actions of the Council shall be reported to the membership at least annually.

Section 3. Council shall establish the policies of the FICPA in accordance with the Bylaws, such as:

- a. Policy on Succession Plan for President/CEO
- b. The Audit Charter
- c. Compensation Committee Policy
- d. Investment Policy Statement
- e. Reserve Policy
- f. Capital Reserve Policy
- g. Policy on Standing Committees and AICPA Council Appointments
- h. Policy on Committee on Nominations – Operations Policy
- i. Policy on Membership Classifications – Rights and Privileges of Membership – Membership Dues Classifications and membership Dues Allocation to Chapters
- j. Chapter Operations Policies and Procedures Manual
- k. Policy on Chapters
- l. Volunteer Member Expense Reimbursement Policy

Responsibilities of Council Members

Responsibilities of Council members include, but are not limited to the following:

1. Enjoy your Council service.
2. Commit to the FICPA mission statement, vision, core values and business plan; become familiar with the leadership policies and web-based Board Effect platform resources.
3. Follow all FICPA policies and comply with the Code of Conduct.
4. Understand that service on the Council requires both a monetary and substantial time commitment.
As a Council member, expect to commit a minimum of fifty (50) hours per year; recognize the need for commitment of your Partner(s), Firm, or sponsoring Organization.
5. Attend FICPA functions to maintain visibility and to gain insight into member needs.
 - a. Council meetings
 - i. Attendance is expected at all Council meetings. However, leadership recognizes there are times that attendance may not be possible. Members must communicate any absence with the Chair and President/CEO. Council members are allowed two unexcused absences per year. Unexcused absences of more than two meetings are cause for removal from the Council.
 - b. Encouraged to attend:
 - i. Chapter meetings
 - ii. Florida Board of Accountancy meetings per year at the direction of the Chair.
 - iii. All Official FICPA and Foundation events, not limited to:
 1. Scholarship Recognition Events
 2. Fundraising Events
 3. CPA Day at the Capitol
 4. MEGA Conference
6. Serve on one or more FICPA committees or Sections.
7. Lead by example, demonstrating a minimum financial commitment with an annual contribution of \$125 or more to each of the following by October 31st:
 - a. CPA/PAC (unless prohibited by employment – *written notice of preclusion required*)
 - b. FICPA Scholarship Foundation
8. Be an active and engaged Council member.
 - a. Prepare by reading Council meeting materials in advance.
 - b. When possible, arrive at the meeting site the night before the meeting date.
 - c. Be present, attentive, and participate in meetings both in-person and virtually.
9. Actively recruit and help identify and develop others:
 - a. Identify and recruit future FICPA leaders, recognizing the need for members in industry, government, and education.
 - b. Endeavor to sign up one or more new FICPA members annually.
 - c. Mentor a new Council member or other FICPA member.

- d. Actively participate in FICPA and FICPA Scholarship Foundation student outreach events and programs.
10. Be visible during Council service – identify yourself as a Council member at functions, when conversing with members and the public.
11. Be an advocate of the CPA profession and the FICPA:
 - a. Consider becoming a CPA/PAC Key Person Contact (KPC).
 - b. Consider active membership in the AICPA.
12. Participate in an annual self-review of Council service.

Council Vacancies and Removal Policy

Voluntary Removal or Resignation

Any Council member, including Chair and Chair-Elect, who is stepping down needs to submit their resignation in writing to the Chair of the FICPA, or in the instance of a Chair resignation, to the Chair-Elect. After receiving the resignation, the remaining Council members need to ensure the resignation is documented in the minutes at the next Board of Directors meeting and the written resignation is maintained with the minutes, unless otherwise advised by legal counsel. Upon resigning, the member is then removed from all responsibilities of the position, including all Standing and Appointed committee assignments for current or future years he/she was elected.

Removal by Policy or Misconduct

Any Council member who violates FICPA Bylaws, policies or whose conduct warrants action, will be subject to review by the Conduct Review Committee. Meetings of the Conduct Review Committee shall be held in Executive Session. Recommendation(s) by the Conduct Review Committee will be provided to the Council for final determination conducted in Executive Session. The Bylaws state that any member of the Council may be removed from the Council by a Valid Vote of two-thirds (2/3) of the members. The notice period of such a Council Meeting shall be in accordance with the Bylaws.

If the reason for removal is particularly egregious or is making local news, an emergency meeting of the Council may be called to handle the removal quickly. In such an instance, the FICPA shall follow the advice of legal counsel. It is always important to balance the duty of care and properly informing the Council of the whole situation before the vote, but sometimes swift removal may be necessary to protect the integrity of the FICPA.

Removal for No Cause

The Bylaws state that the Council can vote to remove a director with or without cause by a two-thirds (2/3) majority vote. If this is the case, a meeting should be conducted in Executive Session, and the vote should be recorded in the meeting minutes.

Council Member Replacement Policy

This policy outlines the procedures and criteria for replacing Council members in vacancies, resignations, or the need for a change in the Council or Board of Directors composition. This policy aims to ensure the continued effective governance and leadership of the FICPA.

The Bylaws provide direction on filling vacancies among the Council based on remaining service term of more or less than (12) months.

Chair or Chair-Elect Vacancy and Seat on Standing and Appointed Committees:

- Should a vacancy occur with the Chair, the Immediate Past Chair shall take the designated seat on current and future standing and appointed committees designated to the vacated Chair.
- Should a vacancy occur with the Chair-Elect, the incoming Chair-Elect shall take the designated seat on current and future standing and appointed committees designated to the vacated Chair-Elect. If the incoming Chair-Elect has not yet been

appointed and ratified by Council, the Chair may designate a replacement on such committees.

Appointment Process

- The Board of Directors shall elect by a two-thirds (2/3) Valid Vote (*as defined in the Bylaws*) to fill a vacancy in accordance with the Bylaws.
- The Committee on Nominations shall make a recommendation for the replacement candidate, and conduct interviews and evaluations.

Orientation and Onboarding

- The newly appointed Council/Board of Directors member shall undergo a comprehensive orientation and onboarding process to familiarize themselves with the FICPA's operations, policies, and strategic objectives.
- The Council shall provide necessary support and resources to facilitate a smooth transition for the new member.

Confidentiality and Compliance

- All information and discussions related to any Council or Board of Directors member's replacement shall be treated with utmost confidentiality to maintain the integrity of the process.
- The Board of Directors shall ensure compliance with all relevant laws, regulations, and corporate governance guidelines during the replacement process.

Communication

The Board of Directors shall communicate any changes in the composition of the Board of Directors and/or Council to the Council, FICPA staff, and any other relevant stakeholders in a timely and transparent manner.