



# Director Candidate Information Guide

June 2012



**Ontario**

Deposit Insurance  
Corporation of Ontario  
Société ontarienne  
d'assurance-dépôts

# DIRECTOR CANDIDATE INFORMATION GUIDE

## INTRODUCTION

This Guide has been compiled to assist institutions in incorporating best practices relating to director competency requirements within the selection process for directors. The focus of this Guide is to provide a “best practices” model for director information, selection criteria and nomination, with respect to communicating competency requirements to potential and existing directors. This information will help ensure directors are fully aware of the essential competency and on-going development requirements.

The Guide addresses key aspects of the nomination and election process and identifies the types of information that could be provided to the nominee and the disclosures required from a director candidate.

Key sections (“Schedules”) of the Guide include:

- Application for Nomination to the Board of Directors
- Candidate’s Undertaking
- Director Eligibility Requirements
- Requirements to be met by Nominators
- Selection Criteria
- Expertise/Experience Assessment, including the nine core competencies from DICO’s Guidance Note on Director Training and Qualifications
- Declaration of Economic Interests
- Requirements to Disclose
- Background Information for Candidates (credit union, Board and Board process)

This Guide was developed in conjunction with the Director Training and Qualifications Working Group. We would like to take this opportunity to thank Meridian Credit Union for sharing their materials on which this guide is based, and to the Working Group for its valuable contribution and input.

### **The working group members are:**

<b>Sheryl Wherry, Chair</b>	Meridian Credit Union Ltd.
Madeleine Brillant	Alterna Savings and Credit Union Ltd.
Jean-Guy Laflèche	Caisse Populaire Trillium Inc.
Diane Kocet	The Energy Credit Union Ltd.
Kim Leak	Ontario Civil Service Credit Union Ltd.
Luc Racette	L’Alliance des Caisses populaires de l’Ontario
Janet Taylor	Libro Credit Union Ltd.
April Williams	Lambton Financial Credit Union Limited

# <Credit Union name> Board of Directors

## <year> Application for Nomination

### <year> ELECTIONS Board of Directors

Dear Prospective Board Candidate:

At <credit union name> we value the dedication and commitment of our Members who choose to participate in our nomination and election process as a Board Candidate. We thank you for your interest in seeking nomination for our Board of Directors. Inside this package you will find information that will clarify the qualification criteria for Candidates and expectations of Board Members in their role of governing the credit union. You will also find everything that you need to complete the nomination process.

To assist those Members who are interested in considering candidacy, the *Board appoints a Nominating Committee each year*. The *Committee's* primary role is to ensure Members are fully informed of the nomination process and the election process, as well as to consider the qualifications of Candidates in order to ensure the highest quality board composition, and to meet any gaps as identified by the Board in their analysis of the Board's skills, knowledge and experience.

*This year the Nominating Committee has been tasked with seeking to select nominees who not only are the best qualified and meet the required criteria but who also possess specific skills and experience in the following areas:*

A Director's designation would be a definite asset. As well *the Committee* is motivated to achieve greater gender balance on the Board. Further details on the process undertaken by the *Nominating Committee* are outlined on *Page 1 of this application package*.

If you decide to proceed with submitting an application for nomination as a Candidate, please complete and submit this application package along with all the required documents, as outlined in the Candidate's Guide section. If you have any questions about the enclosed information, you may contact <contact information>.

Please note that applications must be received no earlier than <date> and no later than <time/date>.

Yours truly,

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# <Credit union name> Election Process

## <year> Application for Nomination

<Credit union name> Board, as established in the By-Laws, consists of <#> directors and in <year> <#> vacancies need to be filled.

As defined in <credit union name> By-Laws, and the Board's *Governance* policies, the *Nominating Committee* of the Board plays an integral role in the process of reviewing nominated Candidates who meet the eligibility requirements. This *Committee* is required to interview all applicants and to evaluate the experience, expertise and qualifications of the Candidate in relation to the specific Director selection criteria established by the Board from time to time.

Upon completion of the Candidate interviews, and based on the information contained both in the Candidate's application and the results of the interview, the *Nominating Committee* will make a determination as to the best qualified Candidates to fill the vacant positions. The *Committee* will then place their recommendation behind those identified Candidates in number equal to the number of vacancies.

The *Nominating Committee* will advise each Candidate whether they are receiving the Committee's recommendation, and any Candidate not being recommended will have the choice of staying on the ballot and participating in the election. The Candidate brochure will indicate to credit union members the names of those Candidates who have received the recommendation of the *Nominating Committee*.

<Credit union name> elections will be conducted *via electronic voting and in branch paper balloting*, during the period of <insert period>. *There will not be nominations from the floor, nor will any voting for Directors take place at the Annual General Meeting. The results of the election will be announced at the Annual General Meeting, on <date>.*

# Candidate's Guide

## <year> Application for Nomination

1. Individuals wishing to be Candidates for <credit union name> Board of Directors must be at least 18 years of age, have been a Member of <credit union name> for a minimum of <#>months as at the last day of the Nomination period, and hold <minimum membership share requirement> in Membership Shares.
2. Additional eligibility requirements are outlined on Schedule A (Page #) of this Application.
3. If after reviewing the above and the Background Information for Candidates – Schedule H (Page #), a Candidate wishes to make application, he or she must:
  - A. Without any assistance from employees of the <credit union name>, seek the signatures of <#> Nominators who themselves meet the Nominator Eligibility Requirements outlined in Schedule C (Page #);
  - B. Complete this Application in its entirety; and
  - C. Submit it along with the <#> documents detailed on Page 4 of this Application. (Statement of Interest, Ballot Statement, Resume, completed Schedule E [Applicant Assessment] and Schedule F [Declaration of Economic Interests by a Restricted Party of <credit union name>]), and a photograph also detailed on Page <#>.
4. Applications for Nomination must be marked Confidential and submitted:
  - A. To: <contact information>
  - B. To be received by the <name> between <date> and <date and time>.

Once the Nomination period closes:

- The *Nominating Committee* of the Board will validate the Candidate's eligibility, and conduct Candidate interviews during the period <insert period>
- The election of Directors by Members will be conducted during the <insert period>
- The successful Candidates will be announced at <credit union name> Annual General Meeting to be held on <date>.

# Application for Nomination

## <year> Application for Nomination

As Members of <Credit union name> we nominate the following person for election to the Board of Directors. As Nominators we meet all of the qualifications outlined in Schedule C (Page #).

Candidate Name	_____
Address	_____
City/Postal Code	_____
Phone	(Res) _____ (Bus) _____
Email	_____

<#> Nominators:

1. Legal Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-Mail: \_\_\_\_\_ Phone: \_\_\_\_\_  
Signature: \_\_\_\_\_
2. Legal Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-Mail: \_\_\_\_\_ Phone: \_\_\_\_\_  
Signature: \_\_\_\_\_
3. Legal Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-Mail: \_\_\_\_\_ Phone: \_\_\_\_\_  
Signature: \_\_\_\_\_
4. Legal Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-Mail: \_\_\_\_\_ Phone: \_\_\_\_\_  
Signature: \_\_\_\_\_
5. Legal Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-Mail: \_\_\_\_\_ Phone: \_\_\_\_\_  
Signature: \_\_\_\_\_

# Candidate's Undertaking

## <year> Application for Nomination

The undersigned hereby applies to be nominated as a Candidate for election to the Board of Directors of <credit union name>.

I do solemnly undertake to:

- a. stand for election, and, if elected, to serve as a Director;
- b. observe the provisions of the Credit Unions and Caisses Populaires Act (the "Act"), as applicable, including the provisions of disqualified individuals as outlined in Section 92(1) of the Act. (The Act is accessible at [www.elaws.gov.on.ca/DBLaws/Statutes/English/94c11\\_e.htm](http://www.elaws.gov.on.ca/DBLaws/Statutes/English/94c11_e.htm));
- c. comply with the Director's Code of Conduct and the Duties and Obligations of Directors including Conflict of Interest Guidelines adopted by the Board from time to time;
- d. provide full, financial disclosure to the Credit Union, as required by the Board from time to time;
- e. consent to the disclosure of credit and/or personal information to, or from any credit-reporting agency;
- f. observe all the Credit Union's By-Laws, and the rules relating to the elections and the conduct thereof; and
- g. resign from the Board in the event the Board has determined that as a Director, I have ceased to meet the eligibility requirements, as set out in the Credit Union's By-Laws or Section 91 of the Act or if I have met the test of any of the disqualifying criteria as set out in Section 92(1) of the Act, during my term of office

I further understand that in order to be eligible for consideration for Nomination, this Application must be completed as required; submitted as referenced in the Notice of Nomination; and be accompanied by the following documents,

1. *A written Statement of Interest, not exceeding <#> words, which:*
  - i. *provides the Membership with enough information about the Candidate from a personal and professional perspective to help them understand the skills and expertise the Candidate would bring to the Board;*
  - ii. *outlines the Candidate's reasons for seeking election to the Board of <credit union>;*
  - iii. *explains why Members should vote for this Candidate.*

*This Statement will be published by <name of credit union> as received, and will be used to inform the Membership about the Candidate in its election materials;*

2. *A short written statement, not exceeding <#> words, providing a brief overview of the Candidate which shall be posted on the electronic ballot;*
3. A resume which includes disclosures outlining the following:
  - i. Experience, expertise and qualifications of the Candidate;
  - ii. Candidate's involvement in community activities;
  - iii. Candidate's past and present service as a Director of a Board;
  - iv. Any formal Director education/training accreditations; and
  - v. Candidate's professional, community or other affiliations or Memberships;

# Candidate's Undertaking (continued)

## <year> Application for Nomination

4. A completed Applicant Expertise/Experience Assessment as found on Schedule E (*Page #*); and
5. A completed Schedule F (*Page #*) (Declaration of Economic Interests by a Restricted Party and/or Related Party of <credit union>;
6. A recent photograph of the Candidate (preferably digital) reflecting an image that is a head shot showing head and upper body.

*The photo must meet the following specifications:*

- 5"x7" at 300 dpi minimum, and
- Even lighting with a clear, neutral background and
- Be taken in colour.

*Reasonable costs of this photograph will be reimbursed by the Credit Union.*

7. Having signed this Application for Nomination the Candidate consents to <credit union> reviewing any of the Candidate's financial information on file at the Credit Union, and consents to <credit union> conducting a credit check on his/her behalf for the purpose of determining eligibility of the proposed Candidate for election to the Board.

In addition the Candidate must be available during a two week period in <month>, in order to undergo the evaluation process by the *Nominating Committee* as set out in the Credit Union's By-Laws. The *Nominating Committee* using the Optional Selection Criteria set out in Schedule D (*Page #*) will be conducting candidate interviews presently scheduled as follows:

- <indicate locations, date and times>
- <indicate locations, date and times>

Candidates will be required to be available on any of these dates or such other date during the period <insert period> as determined by the *Nominating Committee*. Candidates are requested to indicate their first and second choice, out of the four dates noted above. The *Nominating Committee* will reasonably try to accommodate the requested date.

Candidate's preferred dates:

1st Choice: \_\_\_\_\_

1st Choice: \_\_\_\_\_

Candidates should be aware that campaigning is not permitted by the Board.

DATED AT \_\_\_\_\_, ONTARIO, THIS \_\_\_\_\_ DAY OF \_\_\_\_\_ <year>\_\_\_\_\_.

Candidate's Signature: \_\_\_\_\_

# Schedule A

## <year> Application for Nomination

### DIRECTOR ELIGIBILITY REQUIREMENTS

(as extracted from <credit union> By-Laws)

1. A member is eligible for election to the position of director if, and only if:

- A. as of the last day of the Nomination Period, the Member:
  - i. *has been a Member of the Credit Union for at least <#> consecutive months;*
  - ii. *and all of the Members of the Member Connection associated with the Member, have been Members “in good standing” continuously for a period of time equal to the lesser of the preceding <#> months and the period of actual Membership;*
  - iii. *is not disqualified from becoming or acting as a director pursuant to the Act,*
  - iv. *is not a director, officer, employee, or agent of an entity (other than any other entity for which an exception has been made by the Board from time to time) that is engaged in, or has the reasonable potential to be engaged in, business activity materially and directly competing with the then existing or proposed activities or business of the Credit Union;*
  - v. *is not a spouse of a person described in sub-paragraph (iv) above;*
  - vi. *if a former employee of the Credit Union, was not an employee of the Credit Union at any time in the preceding <#> months;*
  - vii. *if an incumbent director, has not failed, without in the opinion of the Board reasonable cause, to attend three (3) consecutive regular meetings of the directors within the preceding twelve (12) months; or*
  - viii. *is free of any real or perceived conflict of interest that might reasonably be expected (based on a legal opinion), to prevent him or her from acting in the best interests of the Credit Union as a whole, and independently of any particular interest arising as a result of any previous, existing, or future relationship with the Credit Union, its Members, customers, competitors, or suppliers;*
- B. the Member, if an incumbent director, will not, at the end of the Member’s current term as a director, have served the longer of:
  - (i) <#> consecutive terms or
  - (ii) the previous <#> consecutive years on the board of the Credit Union.
- C. the Member has been nominated in accordance with the terms of this By-law.

# Schedule B

## <year> Application for Nomination

### INDIVIDUAL DIRECTOR DISQUALIFICATIONS (as extracted from the Act – Section 92)

#### **Disqualified Individuals**

92. (1) The following individuals are disqualified from being directors of a credit union:
1. One whose Membership in any credit union has been terminated, other than voluntarily.
  2. One who a court has decided is of unsound mind.
  3. One who is an undischarged bankrupt or who has been discharged as a bankrupt in the five years preceding the date on which he or she may be elected as director.
  4. One who is unable to obtain a bond of an insurer licensed under the Insurance Act to write surety and fidelity insurance.
  5. One who is more than 90 days in arrears in the payment of a debt owed to the credit union unless the credit union has agreed to extend the time for repayment.
  6. One who is a listed person within the meaning of the United Nations Suppression of Terrorism Regulations under the United Nations Act (Canada).
  7. One who has been convicted, in the five years preceding the date on which he or she may be elected as a director, of an offence described in subsection (3) and who has not received a pardon for the offence.
  8. One whose Membership in a professional association has been terminated, in the five years preceding the date on which he or she may be elected as director, for professional misconduct.
  9. An employee of the credit union or a league in which the credit union is a Member or his or her spouse, parent or child.
  10. A professional advisor who provides services to the credit union in his or her professional capacity or who has provided such services in the three years preceding the date on which he or she may be elected as a director.
  11. An employee of the Corporation (Deposit Insurance Corporation of Ontario).
  12. A public servant employed under Part III of the Public Service of Ontario Act, 2006 whose employment duties include regulating credit unions.
  13. One who has not met the training requirements or qualifications for directors established by the credit union.
  14. One who has not met any reasonable condition or qualification set out in the By-laws of the credit union.

## Schedule B (Continued)

### <year> Application for Nomination

#### **Exception**

(2) An individual is not an employee for the purposes of paragraph 9 of subsection (1) solely because he or she provides, without remuneration, services to the credit union or league that are ordinarily provided by an employee.

#### **Type of offence**

- (3) An offence referred to in paragraph 7 of subsection (1) is an offence that,
- a. is related to the qualifications, functions or duties of a director of a body corporate;
  - b. involves theft or fraud;
  - c. involves a contravention or failure to comply with this Act, a predecessor of this Act or an Act governing a subsidiary of the credit union; or
  - d. involves a contravention or failure to comply with the Securities Act.

# Schedule C

## <year> Application for Nomination

### REQUIREMENTS TO BE MET BY NOMINATORS

(As extracted from <credit union> By-Laws)

Each person signing the nomination papers of a Nominee, must as of the last day of the Nomination period:

- A. *have each been a Member of the Credit Union for at least <#> consecutive months;*
- B. *are each not disqualified from becoming or acting as a director of the Credit Union pursuant to the Act;*
- C. *if a former employee of the Credit Union, were each not an employee of the Credit Union at any time in the preceding <#> months; and*
- D. *with the exception of the proposed nominee are each not current members of the Board.*

# Schedule D

## <year> Application for Nomination

### SELECTION CRITERIA (As extracted from <credit union> Board Policies)

In the evaluation of proposed nominees for the purpose of making recommendations, the *Nominating Committee uses the eligibility requirements set out in Schedule A to the By-laws and selection criteria established by the Board from time to time.*

The selection criteria to be used by the *Nominating Committee* are the following:

### **Mandatory Individual Director Criteria**

A Director must:

- 1. Understand the principles behind and share the vision of the Credit Union and have the ability to reflect the values and commitments of the Credit Union as well as acting in the Credit Union's best interest at all times;*
- 2. Demonstrate the ability to bring a perspective of external business, finance, and social issues to Board deliberations;*
- 3. Understand corporate governance and the fiduciary duties, roles and responsibilities of the Board as a whole and an individual Director of a Credit Union, including willingness to ask probing questions and challenge Management within the governance framework;*
- 4. Commit to regular attendance at Board/Committee meetings and to full preparedness and willingness to contribute to meeting content;*
- 5. Understand the importance of credit unions in their communities;*
- 6. Demonstrate the ability to provide leadership and be an effective communicator;*
- 7. Uphold the values of teamwork demonstrating the ability to operate as "a team" at Board level and "speak with one voice" once full discussion has been undertaken and a decision made by the Board;*
- 8. Demonstrate personal integrity, financial stability and high ethical standards;*
- 9. Have never declared personal or business bankruptcy;*
- 10. Be willing to commit to continuous learning and undertake appropriate director training and development initiatives;*
- 11. Have the ability to understand and assess implications of financial statements and auditors reports;*
- 12. Agree to fulfill the time commitment, including travel time and work load associated with being a Director of the Credit Union;*
- 13. Have the capability to access electronic information via the Internet, and be able to print associated materials.*

# Schedule D (Continued)

## <year> Application for Nomination

### *Optional Individual Director Criteria*

*It is desirable that Directors:*

- 1. Have considerable experience as a Director on a Board;*
- 2. Have a demonstrated reputation of valuable community involvement outside of their activities at the Credit Union;*
- 3. Have core knowledge of or experience in the cooperative system and an understanding of the cooperative principles.*
- 4. Have experience or familiarity with accounting and reporting standards including financial instruments and International Financial Reporting Standards (IFRS).*
- 5. Have experience or familiarity with enterprise risk management.*
- 6. Have experience or familiarity with strategic planning;*
- 7. Have experience or familiarity with capital markets financing instruments (e.g. securitizations, interest rates, on balance sheet financing etc.), and*
- 8. Have experience/expertise in the field of economics, finance, treasury or investment services.*

# Schedule E

## <year> Application for Nomination

### BOARD OF DIRECTORS APPLICANT EXPERTISE/EXPERIENCE ASSESSMENT

<Credit Union> is committed to the principle of a high quality Board of Directors, and expects that each Director brings to the Board a certain level of knowledge and experience, demonstrates certain key attributes and adheres to certain principles. The following self-assessment will assist the *Nominating Committee* in determining the degree of expertise that you bring as a Candidate.

Pl Please indicate your level of expertise/experience in the following table by indicating:

E - Expert  
S - Strong  
G - Good  
B - Basic  
N/A – no relevant experience

To assist you in answering please refer to the following definitions:

To assist you in answering please refer to the following definitions:

Expert: You possess a degree/certificate/diploma in the skill area and/or have significant work experience in that field.  
Strong: You have direct experience, or significant familiarity with the field as part of your employment or volunteer activities.  
Good: You understand the basic fundamentals and concepts that are encountered in this skill area.  
Basic: You have some knowledge of the competency  
NA: You have no familiarity with the topic or area

*Please Note: If you are elected to the Board, you will be expected to complete a more comprehensive self-assessment of specific competencies within <#> months of election. This assessment is used to help determine your training and self-development needs in order to fulfill the director training and qualifications requirements as established by the credit union.*

*Suggested Options (Schedule E or Schedule H)*

- *Include an extract or copy of the credit union's Director Training and Qualifications Policy*
- *Reference/append DICO Guidance Note and Application Guide on Director Training and Qualifications*

## Schedule E (Continued)

Competency/Area	Rating
1. Audit and Compliance - performance and regulatory standards; examination & auditing procedures	
2. Board & CEO Performance - setting and evaluating criteria and standards of performance of the Board, directors and the CEO	
3. Credit Union Operations - Cooperative business model; key components of operations (people, physical and technical infrastructure), operational risks	
4. Financial Literacy / expertise - Reading and interpreting financial statements and financial performance indicators	
5. Governance and Ethics - Board roles and responsibilities; structure; decision making powers; Board policies and process; Committees (mandates; structure; process)	
6. Leadership - Leadership traits; skills and effective professional and personal attributes	
7. Regulatory environment with respect to financial services & credit union sector - Governing legislation and guidance; regulatory bodies/organizations	
8. Risk Management Oversight; Enterprise Risk Management - Financial and operational risks; risk management and monitoring	
9. Strategic Planning - Strategic planning concepts; process; importance of clear strategic direction; monitoring of strategic plan implementation	
<i>Other (optional) competencies (added as per credit union's discretion and needs):</i>	
10. Information Technology - Hardware; software; networking; banking systems; databases; web-enabled services	
11. Partnering / Mergers and Acquisitions - Merger strategies; issues, benefits and challenges	
12. Executive Recruiting & Human Resource Management - Recruitment; hiring criteria and practices; performance evaluation	
13. Other competencies; areas of expertise	

# Schedule F

## <year> Application for Nomination

### DECLARATION OF ECONOMIC INTERESTS BY A RESTRICTED PARTY AND/OR A RELATED PARTY OF <Credit union >

Name: \_\_\_\_\_

Position with <Credit union>: \_\_\_\_\_

#### Definitions

##### *Restricted Party (RP):*

A person or entity is “restricted” in relation to <Credit Union> if they are or have been within the last 12 months:

- A. a director or officer of <credit union>;
- B. a spouse of a director or officer of <credit Union>;
- C. a relative of a person described in [A] or [B] above, if the relative lives in the home of the above and is financially dependent on the person described in [A] or [B];
- D. a corporation/partnership in which a person described in [A] beneficially owns, directly or indirectly, more than 10% of the voting shares; or
- E. a corporation/partnership controlled by a person described in {[A] [B] [C] or [D] above

*Relative:* Means a relative by blood, marriage or adoption.

##### *Connected Persons (CP):*

1. In relation to a Member, another person or entity is a “connected person”, if he or she or it is one of the following:
  - A. a corporation in which the Member holds or beneficially owns, directly or indirectly, at least 35 per cent of the voting securities,
  - B. an affiliate\* of a corporation described in [A],
  - C. a person or entity that has a 50 per cent interest in a partnership in which the Member also has a 50 per cent interest,
  - D. a partnership in which the Member is a partner,
  - E. a trust or estate in which the Member has a substantial beneficial interest,
  - F. a trust or estate in respect of which the Member serves as a trustee or in a similar capacity,
  - G. a person or entity on whose financial resources the Member depends to repay a loan to the <credit union>,
  - H. a person or entity who provides security to <credit union>for a loan to the party.

\* “affiliate” means when one body corporate is affiliated with another body corporate if one of them is the subsidiary of the other or both are subsidiaries of the same body corporate or each of them is controlled by the same person.

## Schedule F (Continued)

### <year> Application for Nomination

2. In relation to a Member who is an individual, another individual is a connected person of the Member if that other individual is one of the following:
  - A. a spouse of the Member who is financially dependent on the Member,
  - B. a relative of the Member or of the Member's spouse who lives in the same home as the Member and who is financially dependent on the Member or the Member's spouse.

#### *Conflict of Interest:*

Applies when a Director or Officer is/has:

- A. a party to a material contract or proposed material contract with <credit union>;
- B. a director or officer of an entity that is a party to a material contract or proposed contract with <credit union>;
- C. a material interest in a person who is a party to a material contract or proposed material contract with <credit union>; or
- D. a spouse, parent or child of an individual who is a party to a material contract or proposed material contract with <credit union>.

#### *Related Party (RLT.PTY):*

A person or entity is related to <credit union> in connection with the preparation of its financial statements if:

- A. the person or a close member of that person's family has control or joint control over <credit union>;
- B. the person or a close member of that person's family has significant influence over <credit union>;
- C. the person or a close member of that person's family is a member of the key management personnel of <credit union> (Executive leadership team; Board of Directors and Officers of <credit union>; or
- D. the entity (a corporation/partnership) is controlled or jointly controlled by a person identified in [A], [B], or [C].

*Close members of the family* of a person described in {A} [B] or [C] above are those family members who may be expected to influence, or be influenced by, that person in their dealings with <credit union> and include:

- A. that person's children and spouse or domestic partner;
- B. children of that person's spouse or domestic partner; and
- C. dependents of that person or that person's spouse or domestic partner

# Schedule F (Continued)

## <year> Application for Nomination

Parents and siblings are by virtue expected to have influence or be influenced by the individual unless otherwise proven. Family members outside of the immediate family are normally not expected to influence or be influenced by the individual. Possible examples of where non-immediate family members would be considered under the definition of “close members of the family” include situations where they are dependents of the individual; live in the same household; have strong financial ties.

*Control* Is the power to govern the financial and operating policies of <credit union> so as to obtain benefits from its activities.

*Joint control* is the contractually agreed sharing of control over an economic activity.

*Key management personnel* are those persons having authority and responsibility for planning, directing and controlling the activities of <credit union>, directly or indirectly, including any director of <credit union>.

*Significant influence* is the power to participate in the financial and operating policy decisions of an entity, but is not control over those policies. Significant influence may be gained by share ownership, statute or agreement.

### DECLARATIONS:

Name of Spouse [RP & RLT.PTY]:

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1 Is Spouse financially dependent on me? [CP] Yes\_\_\_ No\_\_\_

2 Names of Children and other Relatives financially dependent on me or my spouse and who live in my home [RP & CP]: Other “close family members” who are expected to influence or be influenced by me (whether or not they are financially dependent) [RLT.PTY]:

A. Names of children of self or spouse/domestic partner:

---

B. Names of dependents of self or spouse/domestic partner:

---

C. Names of other individuals who live in the same household as self:

---

D. Names of other individuals who have strong financial ties to self or spouse/domestic partner:

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## Schedule F (Continued)

### <year> Application for Nomination

4. Names of corporations whether or not they are Members of <credit union> in which I beneficially own, directly or indirectly, more than 10 per cent of the voting shares, and the affiliates [CP] of said corporations: (state percentage) [>10=RP; >35=CP]:

---

5. Names of Corporations, Partnerships or Unincorporated Associations whether or not they are Members of <credit union> in which I beneficially own 50 per cent or greater of the voting shares and their subsidiaries: (state percentage [50% = joint control; >50% = control]) [RLT. PTY]

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6. Names of corporations whether or not they are Members of <credit union> in which I or any one of my spouse, children and other relatives named above own shares which carry more than 50 percent of the votes for the election of directors: [RP]

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7. Names of Corporations, Partnerships or Unincorporated Associations whether or not they are Members of <credit union> in which any one of my spouse or close family members (identified above) own shares which carry 50 percent or greater of the voting shares and their subsidiaries: (state percentage [50% = joint control; >50 = control]) [RLT. PTY]

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8. Names of corporations or unincorporated associations whether or not they are Members of <credit union> for which I serve as a Director or Officer [CONFLICT]:

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9. Names of partnerships whether or not they are Members of <credit union> in which I am a partner: (state percentage interest and percentage interest of other partners)[CP]:

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10. Names of trusts or estates which are Members of <credit union> and in which I have a substantial beneficial interest [CP]; [RLT PTY]:

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11. Names of trusts which are Members of <credit union> and for which I act as trustee (including accounts on which I act as attorney for property) [CP]:

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12. Names of non-relative Members for whom I have provided financial assistance, including a guarantee or co-signature for loans from the credit union [CP]:

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# Schedule F (Continued)

## <year> Application for Nomination

Acknowledgment:

I hereby:

- acknowledge that this declaration is given for the purposes of assisting <credit union> in complying with statutory and regulatory requirements relating to transactions with Restricted Parties [RP]; Connected Persons [CP], Conflicts of Interest [CONFLICT] and Related Parties (RLT PTY).
- understand that the questions will not necessarily elicit answers that will disclose all of my relatives who may be “restricted parties” under s. 75 of the General Regulation under the Credit Unions and Caisses Populaires Act, nor all of my relatives who may be related parties under IFRS – IAS 24 – Related parties; and undertake to disclose to the Board my connection to any relative who has a material contract or loan with the credit union as soon as I become aware of it.. I warrant that the information provided herein is complete and accurate in all material respects as of the date it is given, and
- I undertake to bring to the attention of the <credit union> any subsequent information which would necessitate the completion of a new Declaration.

Any declaration I have made above to the effect that I am a director or officer of a corporation/partnership/unincorporated association, or have a material interest in a person, shall be regarded as a general notice to the Board of Directors that I am interested in any contract made with that entity or person by<credit union>.

DATED AT \_\_\_\_\_, ONTARIO, THIS \_\_\_\_\_ DAY OF \_\_\_\_\_, \_\_\_\_\_

\_\_\_\_\_  
Signature of Party

# Schedule G

## <year> Application for Nomination

### REQUIREMENTS TO DISCLOSE

The Credit Unions and Caisses Populaires Act also requires Board candidates to disclose if they are a party to a material contract or proposed material contract with the credit union. You must include the disclosure in your submission if you:

Are a party to a material contract or proposed material contract with the credit union;

Are a director or an officer of an entity that is a party to a material contract or proposed material contract with the credit union;

Have a material interest in a person who is a party to a material contract or proposed material contract with the credit union; or

Are a spouse, parent or child of an individual who is a party to a material contract or proposed material contract with the credit union.

Please provide details here if any of the above applies.

DATED AT \_\_\_\_\_ ONTARIO, THIS \_\_\_\_ DAY OF \_\_\_\_\_, \_\_\_\_\_.

Signature

Name

---

Witness Signature

Name

---

# Schedule H

## <year> Application for Nomination

### BACKGROUND INFORMATION FOR CANDIDATES

<Summary of recent history, evolution and key facts of the credit union>

#### Preamble:

<Credit union> Directors are expected to attend all scheduled Board and Committee meetings and be active participants therein. They are also encouraged to attend other <credit union> related organizational and community related activities, as well as for Directors new to the credit union system, be willing to attend credit union system conferences. Directors are also required to participate in Director education as outlined below.

The information found below identifies and briefly describes <credit union> Committees, Director education requirements and a summary of meetings and estimated commitment of time which one might expect when they become a Director of <credit union>. We hope that the information below will assist you in clarifying your obligations should you become a Director. However, if you have any questions regarding the information, or wish to learn more about <credit union> Governance structure/practices, please contact < contact information>.

#### Committees

##### 1 FULL BOARD

The Board of Directors consists of <#> Directors, each elected by the Membership for a term of <#> years, subject to a term-limit of <#> years in office. The Board is responsible for establishing corporate objectives, policies and performance standards and measuring their achievement and hiring and delegating authority to the CEO.

##### 2 BOARD COMMITTEES

The Board has established <#> *standing Committees which are assigned responsibilities to assist the Board to carry out its mandate.*

*The current Committees and their mandates are as follows:*

- A. Audit Committee: The Audit Committee provides the Board with reports on matters related to accounting and financial reporting practices, risk management, and internal and external control procedures. The Audit Committee is charged with a number of statutory responsibilities, as required under the Credit Union Act. It also reviews and recommends the annual financial statements to the Board. It is responsible to ensure effective management of operational risk as well, that capital, liquidity management and internal control systems are at acceptable levels. It is additionally responsible for monitoring compliance with the Credit Union's Restricted Party policy.

# Schedule H

## <year> Application for Nomination

- B. *Governance Committee: The Chair of the Board will be the Chair of the Governance Committee. This Committee has the responsibility to ensure effective corporate governance, including its structure, and the establishment of Committee mandates so that the Board's responsibility to the Membership is fulfilled. It is responsible to assess the performance of the Board and its Committees.*
- C. *Credit & Investment Committee: The Credit & Investment Committee is responsible to ensure that policy guidelines and systems are in place to ensure credit, investment and asset/liability (structural) risks are at acceptable levels. This Committee is responsible for reviewing and approving restricted party loan transactions as required under the Act, as well as exceptions to credits under the Board's policy limits. The Committee receives regular reporting that allows them to monitor compliance with credit risk management policies and the Deposit Insurance Corporation of Ontario's standards. The Committee must ensure that its credit and investment risk management strategy is fair, sound and prudent.*
- D. *Nominating Committee: The Nominating Committee is responsible to oversee the director Nomination, Evaluation, Selection and Election processes for Board Candidates, as well as the oversight of activities associated with the Annual General Meeting of Members, including the development of the Annual Report.*
- E. *Human Resources Committee: This Committee is responsible for overseeing the Human Resources policies and programs for <credit union>; ensuring that they are developed, implemented and adhered to by Management in support of the business strategies of <credit union>; and providing employees with fair and meaningful employment in a safe and respectful workplace, while remaining consistent with the <credit union?> Values, Vision and Mission and strategy of being an Employer of Choice. The Committee has oversight of the employee Pension Plan; the Chief Executive Officer's performance and compensation; the compensation and talent management plans for the Executive Leadership Team; and ensures effective succession plans are in place at the CEO, Executive Management level, and the Corporate Secretary position. The Committee is also responsible for oversight of Director compensation.*

# Schedule H

## <year> Application for Nomination

### Meetings / Time Commitment

Board meetings are held (Frequency e.g. monthly/bi-monthly to quarterly). It is expected that, in addition to the actual time spent at a Board or Committee meeting, a Director will fully review all materials (e.g., Board materials, Committee agendas and supporting material) provided prior to attending each meeting. Materials for all Board and Committee meetings are distributed by *(e.g. mail; electronic format)* generally (#) week(s) prior to the scheduled meeting. Elected Directors are expected to be able to receive, print and communicate via electronic means. While the amount of time required for this task will vary for each individual it is not unusual for a Director to spend approximately 3–6 hours preparing for a Board or for some Committee meetings.

While travel time to and from meetings will vary with each Director, it is another factor to be considered.

Attendance at all Board and Committee meetings is tracked and reported to the Board. While occasional conference calls are held to deal with special issues between regularly scheduled meetings, for the most part Directors are expected to attend meetings in person. Under exceptional circumstances the Chair may allow participation in a meeting via telephone conference.

# Schedule H (Continued)

## <year> Application for Nomination

The following meeting summary shows the approximate time commitment for each Director during the course of a year:

BOARD MEETINGS <i>(currently held monthly/quarterly)</i>	Board meetings begin at ____ a.m./p.m. usually on the <i>(e.g. second Tuesday evening of the month, except for July and August)</i> .  The location of the meetings is at _____
ORIENTATION PROGRAM	<i>For newly elected Directors; usually held following the election and no later than two months after having been elected. Allow minimum of one day.</i>
AUDIT COMMITTEE	Meets approximately __ times a year (allow # hours/meeting).
GOVERNANCE COMMITTEE	Likely to meet <#> times during the year (allow # hours/meeting).
NOMINATING COMMITTEE	Meets approximately __ times per year (allow # hours/meeting) plus a concentrated period during _ (month) _ when Candidate interviews are conducted.
ANNUAL GENERAL MEETING	Usually held during the 3rd or last week in _ (month) during the evening (# hours).
PLANNING SESSIONS	Generally involves a <#> day conference, usually on a <days> in the (<month/season>.).
CREDIT AND INVESTMENT	Meets <frequency>,(allow # hours/meeting).
HUMAN RESOURCES	Meets approximately <#> times per year with greater emphasis during the <period> through <period> (allow #hours/meeting).

### Education

\_\_\_\_\_ Credit Union considers training and development programs for our Directors extremely important to assist them in understanding the roles and responsibilities of being a Director of a Credit Union. In 2012 the Deposit Insurance Corporation of Ontario (DICO) set out minimum expectations for individual Director competencies which will require various programs be completed within certain time frames.

# Schedule H (Continued)

## <year> Application for Nomination

Suggested options (Schedule E or H)

- *Include an extract or copy of the credit union's Director Training and Qualifications Policy*
- *Reference/append DICO Guidance Note and Application Guide on Director Training and Qualifications*

*In addition, other in-house training sessions are developed for which attendance is expected. Each Committee regularly holds educational sessions during its scheduled meetings. The Board allocates funds annually for training and development purposes, and it is incumbent on each Director to consider additional opportunities for development wherever possible.*

### **Remuneration**

*Directors are paid an annual honorarium in recognition of the significance of the accountabilities and responsibilities associated with governing the credit union, and in recognition of the time required for Directors to fulfill their responsibilities, as well as a per diem for each meeting attended. These payments are taxable as personal income. Reasonable expenses are reimbursed as per Board policy.*