



January 1, 2024

To All Nominees:

Thank you for your interest in Directorship with First Credit Union. Nominations will close on Monday February 5<sup>th</sup>, 2024 at 5:00 PM local time, after which you will be contacted about your application. Enclosed you will find:

- Consent to Act as a Director Form
- Director Nomination Form
- Statement of Acceptance Form

Please read the Nomination Information Package before completing the required forms. Once you have completed the enclosed forms, please return them by **Monday, February 5<sup>th</sup>, 2024** to:

[executive.admin@firstcu.ca](mailto:executive.admin@firstcu.ca)

All candidates are required to attend an informational session prior to the Nominating & Elections Committee considering their application. The information session is tentatively scheduled for Wednesday, February 7<sup>th</sup>, 2024. Following this session, if you wish to proceed with your nomination, supplemental documentation and candidate interviews will be required. When your nomination is confirmed, candidate profiles will be posted for our membership's consideration at least 30 days prior to our Annual General Meeting (AGM).

Once all nomination packages have been verified and the need for an election confirmed, the date and method of voting will be determined. If an election is to take place, voting will occur prior to First Credit Union's AGM (tentatively scheduled for May 2024.)

Should you have any questions, please contact our team at [executive.admin@firstcu.ca](mailto:executive.admin@firstcu.ca).

Sincerely,

**Fabien Gendron**  
**Chair, Nominating & Elections Committee**  
First Credit Union  
[fabien.gendron@firstcuboard.ca](mailto:fabien.gendron@firstcuboard.ca)

## **Information for Candidates for the Position of Director**

An important consideration in deciding to become a First Credit Union Director is in first understanding the organization's structure. As a financial services co-operative, First Credit Union is a jointly owned and democratically controlled business that supports the needs of its members and strives to build financial healthy communities. Co-operatives differ from other businesses in some important ways.

For example:

- They are values-driven businesses
- They have social and economic objectives that put profits at the service of people
- They are owned and controlled by their members
- They create jobs and financial benefits that stay in the local community
- They are guided globally by seven co-operative principles.

We are owned by our more than 11,000 members and are democratically controlled. We provide our members with a range of financial products and services to help them meet their financial goals, while at the same time strengthening our communities by turning our members' deposits into millions of dollars of credit, shared profits, and community investments to support local economic, social and environmental initiatives.

First Credit Union has also adopted a “triple bottom line” sustainability framework. This approach encourages businesses to measure positive and negative impacts on the economy, society and the environment, rather than just measuring their success through typical measures of growth or profitability. These bottom-line categories are often referred to as the three “P’s”: people, planet, and prosperity. It’s through this lens that we focus our strategic efforts as well as measure our performance.

If this sounds like something you would like to be a part of, we invite you to learn more about becoming a Director with First Credit Union!

### **General Information**

The general function of a Director is to represent the Members of First Credit Union in directing and monitoring the affairs of the Credit Union. Together with other members of the Board, Directors provide direction on long range objectives, determine policy, and monitor progress at all times abiding by the Rules of the Credit Union. The CEO is responsible for the day to day operation of the Credit Union.

Confidentiality of information provided at Board and committee meetings is paramount. As well, Directors are expected to conduct themselves as loyal and responsible Members.

The term of office for a Director is usually three years, but shorter terms may be required.

### **The Role of the Nominating & Elections Committee**

The Nominating & Elections Committee is charged with the overall responsibility for the nomination and election process for the Board of Directors, ensuring that these processes occur in accordance with the Rules of the Credit Union. Thus, it informs members of nominating procedures, eligibility requirements, and election protocols, reviews prospective candidates, and oversees the election process.

#### **Candidates for the Board must:**

- have been a member in good standing of the Credit Union, for at least one year prior to January 1 of the year in which the election will be held
- be at least 19 years of age
- qualify subject to the rules of First Credit Union and related Acts

In order for the Board to properly function it is necessary for each Director to make a time commitment of four hours per week, on average, that will include attending the regular monthly meeting and serving on two or more committees. As well, each Director must attend a weekend long planning session each year and the Annual General Meeting.

Personal development is important. The *Credit Union Incorporation Act* requires that all Directors complete specific educational modules of the Credit Union Directors' Achievement Program within the first year of serving as a Director. These informative modules are offered via a computer based program that provides a comprehensive and convenient way to obtain the required training.

As per the First Credit Union Director Remuneration Policy, an annual flat fee compensation model is used and paid monthly. Directors are also reimbursed for out of pocket expenses.

### **Characteristics of Good Directors**

There have been many studies done on the composition of a Board Of Directors and what constitutes a good Director. While each organization is unique, some characteristics seem to apply in all cases.

Important characteristics for good Directors may include:

- honesty and integrity
- sound business judgment
- relevant background, skills, and expertise
- the person's knowledge of the business and the business environment in which the Credit Union operates
- the ability to work with other members of the Board and management
- willing and able to give the time to Board and Committee work
- free of any conflicts of interest

Specifically, the Board would like to strengthen their capacity by seeking nominations from candidates who are willing to learn, who reflect the diversity of the communities First Credit Union serves, and who embrace the co-operative model.

### **Competencies of First Credit Union Directors**

In addition to possessing a willingness to learn, basic financial literacy, and computer skills, Directors should already possess, or be willing to develop the following competencies:

- Financial Reporting - Have an understanding of the financial services industry and has the ability to read an Income Statement and Balance Sheet for a corporation
- Enterprise Risk Management (ERM) - Have an understanding of how ERM affects Credit Unions and what is involved in putting risk management processes/controls in place
- Information Technology (IT) - Understand how IT related issues and emerging technologies impact the Credit Union's strategic priorities
- Regulatory - Have familiarity with legislation and regulation as it relates to a Credit Union
- Governance - Have an understanding of board structure, regulatory compliance and governance processes
- Strategic Planning - Have experience contributing to strategic discussions and understand how to implement the short and long-term vision of an organization
- Human Resources/Labor Relations - Have knowledge and/or experience in HR, labor relations and labor standards
- Communications/Marketing - Have experience and/or understanding of communications, marketing and sales
- Credit Union/Cooperative - Have a deep understanding of Credit Union principles
- Community Service/Social Purpose - Have experience and understand the impact community service and social purpose has in communities

As previously mentioned, professional development and ongoing learning is important as a Director. While you may not possess knowledge or experience in all of the above noted competencies, it is important that Directors are willing to commit to their individual growth to build capacity and capability in these areas.

### **Director Recruitment Process**

As a prospective Director, you will be asked to complete the following steps:

- Complete and submit the forms in the First Credit Union Nomination Kit (enclosed) prior to the nomination period deadline.
- Attend a Prospective Director Information Session after nominations close.
- Following the Information Session, notify the Chair of the Nominating & Elections Committee of your intent to proceed with your nomination.
- Complete the supplemental documentation that is provided to you at the Information Session.
- Participate in an election (should one be required) prior to First Credit Union's AGM.

## First Credit Union: Consent to Act as a Director

To: First Credit Union and the Directors thereof

I, the undersigned candidate for election as a Director of First Credit Union, acknowledge and do hereby certify that:

1. I am a Member of First Credit Union and am of the full age of nineteen (19) years.
2. I am neither an employee of the Credit Union Deposit Insurance Corporation, an auditor or solicitor of a Credit Union, nor a public servant concerned by my duties with the affairs of a Credit Union.
4. I acknowledge that no person is eligible to become or continue as a director if the person:
  - a. is disqualified from becoming or acting as a director pursuant to the Financial Institutions Act or the Credit Union Incorporation Act;
  - b. is or becomes an employee of the credit union or any of its subsidiaries or affiliates;
  - c. was an employee of a credit union (including, but not limited to, the credit union) or any subsidiary or affiliate of a credit union at any time during the two-year period prior to the date that nominations for the office of director under these Rules closed or, in the case of appointment, during the two-year period prior to the date of appointment;
  - d. is a member of the immediate family of any person referred to in Rules 5.4(b) or (c);
  - e. is an employee, officer or director of a bank, trust company, loan company, savings and loan association, deposit-taking institution, lending institution or another credit union (other than a director of a central credit union) or a subsidiary or affiliate of any of them except where that person has been requested or authorized in writing by the directors to serve as a director of a bank, trust company, loan company, savings and loan association, deposit-taking institution, lending institution, other credit union or a subsidiary or affiliate of any of them;
  - f. is the spouse of any person referred to in Rule 5.4(e);
  - g. is or has been removed at any time within the previous five years from the position of director by the directors in accordance with Rule 5.5; or
  - h. is not ordinarily resident in a geographic area in which the credit union maintains a branch or head office.
5. I will comply with the election guidelines established by the Nominating & Elections Committee and except as expressly permitted by the Credit Union, I will not campaign on any Credit Union premise or in any manner that impedes entrance to or exit from Credit Union property and I will not interfere with or seek assistance in connection with the election from an employee of the Credit Union.
6. If elected, I will observe and comply with the Code Of Ethics prescribed for Directors and the Credit Union Incorporation Act with respect to training.
7. I know of no reason why I may not hold office as a Director of First Credit Union.

DATED at \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

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Candidate's Name

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Candidate's Signature

### First Credit Union: Director Nomination Form

To The First Credit Union Nominating & Elections Committee:

As per First Credit Union Rule 1.3 and 6.6(a) the undersigned are Members in good standing of First Credit Union at the age of majority and hereby nominate

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Nominee's Name (Please Print)

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Nominee's Address

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Nominee's Phone Number

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Nominee's E Mail Address

to stand for election for the position of Director of First Credit Union.

Please note that two nominators are required for each nominee and as per First Credit Union Rule 6.3, no Member, unless he or she is a member of the Nominating Committee, may nominate more than 1 candidate in respect of an election of a director or directors.

A Member in good standing is defined as a Member who has purchased, paid for, and holds the number of Class "A" Membership Equity Shares required by First Credit Union Rules, and is not more than 90 days delinquent in any obligation to the Credit Union.

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Date

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Member Number of Nominator

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Signature of Nominator

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Name of Nominator (Please Print)

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Date

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Member Number of Nominator

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Signature of Nominator

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Name of Nominator (Please Print)

### **First Credit Union: Statement of Acceptance**

I have read and fully understand the requirements for nomination as specified in the Rules of First Credit Union. I hereby submit my name for consideration as a candidate for the position of Director. I hereby confirm that I am a Member of First Credit Union in good standing and that I have been a Member since \_\_\_\_\_ and qualify under the Rules of First Credit Union and the provisions of the *Credit Union Incorporation Act* to stand for election as a Director of First Credit Union.

#### **First Credit Union Rule 6.4 Candidate Declaration**

Every candidate for election or appointment as a director will file with the Nominating Committee, in the case of election, or with the directors, in the case of appointment, in forms prescribed by the directors a written declaration stating that he or she:

- (a) is not disqualified under Rules 5.3 or 5.4 to act as a director;
- (b) is willing to stand for election or be appointed, and if elected or appointed, to serve as a director;
- (c) if elected or appointed, will comply with the provisions of the Credit Union Incorporation Act and the Financial Institutions Act, as applicable;
- (d) if elected or appointed, will comply with the conflict of interest policy, the code of conduct & ethics and the code of performance standards for directors, adopted by the directors from time to time; and
- (e) in the case of an election, will comply with these Rules and the Election Guidelines.

I consent to First Credit Union publishing my photograph, resume, other biographical information and my candidate's policy statement, as applicable, on First Credit Union's website, in other news publications, in election packages sent to Members, and at branches of First Credit Union.

I consent to the Nominating & Elections Committee of First Credit Union collecting and using personal information provided by me and other information obtained from other sources, such as Credit Union records, to verify that I qualify for the position of Director in accordance with First Credit Union's Rules and applicable legislation.

I consent to First Credit Union obtaining a criminal record report and a bankruptcy report to satisfy the requirements of the Financial Institutions Commission's regulation prior to commencing duties as a Director.

I acknowledge that I am required to complete a Personal Information Return in the prescribed form under the *Financial Institutions Act* and agree to complete the Return before commencing duties as a Director.

As per First Credit Union Rule 6.4, I declare that:

- (a) I am not disqualified under Rules 5.3 or 5.4 to act as a director;
- (b) I am willing to stand for election or be appointed, and if elected or appointed, to serve as a director;
- (c) if elected or appointed, will comply with the provisions of the Credit Union Incorporation Act and the Financial Institutions Act, as applicable;
- (d) if elected or appointed, I will comply with the conflict of interest policy, the code of conduct & ethics and the code of performance standards for directors, adopted by the directors from time to time; and
- (e) in the case of an election, will comply with these Rules and the Election Guidelines.

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Date

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Member Number & Branch

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Signature

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Member Name (Please Print)