

Copperfin Board of Directors Candidate Package **2024 Election**

An expression of interest must be received in a sealed envelope addressed to the Chair of the Nominating Committee, Janet McCutcheon, no later than 5 p.m. on February 9, 2024 at any Copperfin Branch.



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Process Overview

Composition of Copperfin's Board

The Board is currently composed of 9 Directors from our operating areas in Northwestern Ontario. Each Director will be elected/acclaimed for a three year term except when a vacancy presents itself as a result of a Director stepping down midterm.

In 2024, there will be a total of three Director vacancies.

Competencies

Generally, we're looking for Directors with a broad range of business knowledge and depth of experience, alignment with the cooperative principles and values of the credit union system, and strategic and innovative thinking.

In 2024, the Board is specifically seeking candidates who have skills and experience in the following areas:

- Information Technology
- Community Representation

Time Commitment

Being a Director requires a significant time commitment. Directors must be prepared to attend regular scheduled Board meetings,

Committee meetings, special Board meetings as required, planning sessions and the Annual General Meeting. The Board meets a minimum of four (4) times a year and conducts its meetings over the weekend (Saturday) rotating between virtual and in-person meetings in Thunder Bay and Kenora. Committees meet quarterly during the week in the evening.

A newly elected Directors' first term requires additional time for orientation, training and development. Directors are expected to complete the Credit Union Director's Achievement (CUDA) program within three years of joining the Board and attain the necessary competency levels within the required timeline.

Questions

If, after reviewing this Candidate Package, you have any questions or concerns about the nominations and election process, please contact:

Tristin Delaney
Corporate Secretary
tdelaney@copperfin.ca
(807) 467-4401

The Nominations Committee (NC) facilitates the nomination and election process on behalf of the Board, including identification of candidates, assessing and endorsing, and providing proper conduct of the Director elections.

Once you have reviewed the material please complete and submit the Nomination Form along with required documents.

Once your eligibility to run has been confirmed, an in-person interview with the committee will be scheduled.

Copperfin Event	Candidate Action
January 30 Call for Board Nominations	Read 2024 Candidate Package
February 9 Deadline to submit Candidate Package	Submit completed Candidate Package to Nomination Chair by 5 p.m. at any Copperfin Branch
February 12, 14 & 15 Candidate interviews with NC	Mandatory interview with the NC (Thunder Bay or Kenora, video conferencing)
February 21 NC Endorsement Notice	Candidates notified of endorsement status no later than February 21. Any candidate withdrawals must be received by the Corporate Secretary by 8 a.m. CST February 22
February 26 - March 13 Voting at branches and through online banking	None
April 1 Candidates informed of election results	None
April 18 Annual General Meeting, Board reorganization meeting	Elected Candidates to attend

Why Does the Nominating Committee Require so Much Information?

The Nominating Committee is responsible for ascertaining whether or not a Member is eligible to stand for election and if that candidate will be endorsed based on the competencies, expertise and skills wanted by the Board.

To assist the Nominating Committee in their evaluation, candidates are asked to provide information about their membership, employment history and the skills and experience they can offer the Board.

Endorsement

The Nominating Committee will decide which candidates they will or will not endorse once all candidate interviews are complete.

The Nominating Committee uses endorsement as a means to communicate to the Members which candidates have the competencies, skills and experience needed by the Board of Directors. As part of the nominating process the Board reviews its composition annually to identify gaps in skill sets and experience that would be beneficial to attract to the Board given its strategic direction. The Committee then seeks out candidates with those attributes identified by the Board. Depending on the qualifications, all, some or none of the candidates may be endorsed.

Voting Period

The voting period lasts from February 26 to March 13, 2024. Members will have the option of voting in branch or through online banking. The Members will be advised how many vacancies there

are on the Board, the number of candidates standing for election, and those who are endorsed. The results of the election will be announced at the Annual General Meeting on April 18, 2024.

Do We Need to Hold an Election?

If the number of valid nominations is equal to the number of vacancies, the candidates will be elected by acclamation. This means the Members will not be required to vote on the candidates.

Nomination Form

Date:

Candidate Information

Name:

Address:

City/Town:

Postal Code:

Phone :

Email :

Candidate Declarations

By signing this declaration, I hereby acknowledge and affirm that:

- I am being nominated for election to the Board of Directors. I hereby accept such nomination. I have asked for and acknowledge the support of the Members who have signed the attached "Nomination Support" document
- I have familiarized myself with the Act, and in particular those provisions of the Act which are particularly relevant to the obligations of Directors of credit unions in Ontario
- I have read the Director Responsibilities and agree to fulfill the duties and expectations for a Director
- I am aware of the duties, legal obligations and liabilities of a credit union Director
- I have familiarized myself with the Copperfinby-laws
- If elected, I am willing to commit the necessary time to discharge faithfully my duties and participate in required training programs
- I have answered, to the best of my ability, all questions included in the candidate package, and all of the information I have supplied is true and complete to the best of my knowledge
- I consent to the NC obtaining a Credit Bureau and submitting a bonding application
- I have attached the following documents:
 - Nominee Form and Nomination Support Form
 - Personal Information
 - Skill/Capability Assessment
 - Areas of Expertise
 - Criminal Record Check
 - Candidate's Statement and Photograph for Election Package
 - Recent colour photograph of myself in jpeg format
 - Two Candidate Statements (100 words and 300 words) to be included in voting packages and online. The personal statement may include biographical information, credit union affiliation, community service, qualifications and why Members should vote for you. If you exceed the maximum word limit your statement may be rejected or edited for length at the discretion of the Member & Community Relations Committee

Candidate Signature

Nomination Support

Nominee Support

Regarding the nomination for election to the Board of Directors of:

Nominee Name: _____

We, the undersigned, support the nomination of the above named for election to the Board of Directors. We believe they would be a good representative of and for our credit union's ownership.
(The persons supporting this nomination must be Members of the Credit Union, who are eligible to vote in such election)

1. Supporter's Name (Print): _____

Signature: _____ Date: _____

2. Supporter's Name (Print): _____

Signature: _____ Date: _____

Personal Information

Name:

Home Address:

Mailing Address:

Same as above ☐

Telephone

Work:Home:Mobile:

Email:

Copperfin Member Number:

Education

Name & Location of School or Institution	Course, Program, Major, Field	Credits, Diploma, Degree Attained	Dates Started	Completed

Special Courses	Course Content, Duration, etc.	Year Completed

Employment History

Please list employment history for the past 15 years

Organization	Position	Dates Started	Completed

Board Experience

Please list all past and current Board positions, including any committee positions held or special task forces

Organization	Position	Dates Started	Completed

Community Involvement/Other Interests

Please list any relevant community involvement, community connections, or other interests not already covered

Organization	Position	Dates Started	Completed

Eligibility to Stand as a Director

The following information is used to confirm your eligibility to stand as a Director, as defined by Copperfin's By-laws and the Credit Unions and Caisse Populaires Act.

Are you a Member of Copperfin Credit Union and at least 18 years old? Yes ☐ No ☐

Are you a Canadian Citizen or a person lawfully admitted to Canada for permanent residency who is ordinarily a resident in Canada? Yes ☐ No ☐

Are you disqualified from becoming or acting as a Director pursuant to the Credit Unions and Caisse Populaires Act (see sections 83 & 84 included)? Yes ☐ No ☐

If you are an incumbent Director, have you failed (without cause) to attend 75% of the regular meetings of the Directors in the last twelve months? Yes ☐ No ☐ N/A ☐

Are you aware of any conflicting interest that would prevent you from properly discharging the duties of a Director at Copperfin Credit Union? Yes ☐ No ☐

Director Responsibilities

The Board will hold Directors accountable for fulfilling the expectations outlined in this role description. A Director must operate at a level demonstrating ability, judgment and integrity consistent with the needs of the organization. A Director must ensure they are in compliance with all governmental requirements including those set by the organization's regulators. A Director's duty is to protect the assets of the organization, honour the rights of the employees, stakeholders and creditors, and provide for financial health of the organization.

Standard of Duty

Although Directors may be elected by the stakeholders to bring special expertise or points of view, they are not chosen to represent a particular constituency. The Directors are solely accountable to the credit union in their capacity as a Director.

Every Director, in discharging one's duties, must exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

The following is a non-exhaustive list of actions that should be taken by a Director in discharging one's duties:

- a) Demonstrate a solid understanding of the role, responsibilities, and legal duties of a Director and the governance structure and protocols for the credit union (this may require the Director taking action to educate themselves on their governance duties and sound governance practices).
- b) Not act to delegate decisions or powers to Management that should remain with the Board.
- c) Attend all Board and applicable Board Committee meetings¹ (Directors who do not attend meetings are deemed to have consented to the resolutions passed at those meetings). Where a Director is not able to attend a meeting, the Director must show diligence by reviewing the material for the meeting, advising a fellow Director of any concerns or comments on the material, and otherwise be sufficiently familiar with the Board's information so that one's performance and contribution to the Board does not suffer as a result of non-attendance. The Director is expected to organize them-self to be able to attend the entire Board or Committee meeting, and not just parts of meetings.
- d) Prepare adequately for each Board and Committee meeting which they attend. This includes reading the material, analyzing the information, and conducting independent research if necessary to better understand the material.
- e) Participate in a meaningful way in Board and Board Committee meetings. This includes making reasonable inquiries about information provided by Management and/or Board Committees to gain assurance that the information provided is correct (complete and accurate) and to perform due diligence prior to making motions and voting on such motions.
- f) Interact with fellow Directors and Management in a respectful way and with conduct that honours the stated credit union values.
- g) Stay informed of the business and regulatory environment in general and in particular the events occurring in the financial services sector and the local economic factors.

¹ Directors are expected to attend 100% of Board and applicable Board Committee meetings. Any attendance of less than 75% will be of concern to the Board as a whole and the Director may be asked to withdraw from service.

- h) Demonstrate an understanding of the credit union's strategic direction and demonstrate an understanding of the broader credit union system and of the financial services sector.
- i) Contribute and add value to discussions regarding the Credit Union's strategic direction.
- j) Participate in monitoring of the CEO and in the annual performance evaluation process of the CEO.
- k) Read critical documents issued by the Credit Union to Members and shareholders.
- l) Utilize the Credit Union's products and services.
- m) Participate on and contribute to at least one Board Committee.
- n) Understand the difference between governing and managing, and not encroach on Management's area of responsibility.

Fiduciary Responsibilities

The Director, in discharging one's duties, must act:

Honestly and in Good Faith

Common law requires a Director to act honestly and in good faith with a view towards the best interests of the credit union. The key elements of this standard of behaviour are:

- A Director must act in the best interests of the credit union and not in one's self-interest. This also means a Director is not to act in the best interest of some special interest group or constituency;
- A Director cannot take personal advantage of opportunities that come before themselves in the course of performing one's Director duties;
- A Director must disclose to the Board any personal interests that they hold that may conflict with the interests of the credit union;

- A Director must respect the Code of Conduct of the Credit Union;
- A Director must conduct themselves in a manner becoming the reputation of the credit union and in a manner that honours the values of the credit union.

With Skill and Prudency

- A Director must respect the confidentiality of information learned in the performance of their duty as a Director and this confidentiality remains after the person is no longer a Director of Copperfin;
- A Director shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances. It is recognized that the standard of behaviour expected of a Director will depend upon the particular qualities or characteristics that the Director brings to the discussion;
- A Director shall demonstrate good judgement, interact appropriately with the Leadership and Management of the credit union, be a positive and constructive force within the Board, demonstrate an openness to other's opinions and be willing to listen, have the confidence and will to make tough decisions including the strength to challenge the majority view, maintain collaborative and congenial relationships with colleagues on the Board, advise the Board Chair in advance when introducing significant and/or previously unknown information or material at a Board meeting, and a Director must act on behalf of and for the benefit of the organization.

Without Self-Interest

- The Director has a fiduciary duty to the organization. This duty recognizes that Directors are in a position of trust over the actions of the organization and can engage in activities that can harm the organization. The Director is responsible to act for another's

benefit, rather than for themselves. Directors will be prohibited from:

- Engaging in activities that put their personal interests in conflict with the best interests of the organization;
- Engaging in activities that would provide the Director, or others, with a direct benefit that should have been earned by the organization;
- Failing to act in a situation where action would be in the best interests of the organization;
- Taking an opportunity for personal profit that the organization either could have obtained for itself or that it was actively seeking.

Authority

The Board of Directors acts collectively and exercises its powers and responsibilities as a group. Individual Directors have no power to act on their own. A Director cannot unilaterally operate, give direction to Management, or authorize transactions unless specific authority has been delegated by the Board through proper processes.

When a motion has been decided by proper decision making protocol of the Board, every Director is expected to support the decision. If the Director is strongly opposed to the decision of the Board and cannot agree to support the decision, the individual can pursue options through legal means or resign from the Board.

Ongoing Learning

Every Director of the organization is required to invest time to pursue ongoing learning to better equip themselves in conducting their duties and making effective decisions. This may include:

- Attending industry conferences and other relevant forums subject to prior approval by the Board Chair;
- Participating in Director orientation and

development programs developed by Copperfin;

- Attending courses with the purpose of achieving the Credit Union Director Achievement status;
- Maintain an understanding of the regulatory, legislative, and economic environments within which the Credit Union operates.

Director Evaluation

Each Director agrees to being annually evaluated on their performance as a Director. Where the evaluation results identify that the Board Member is not operating at a satisfactory level, a development program will be initiated or the Director may be terminated from the Board.

Director Competency Assessment

Copperfin expects that each Director will bring to the Board a certain level of knowledge and experience, demonstrate certain attributes, and adhere to certain principles. The threshold for business competencies below should be possessed and demonstrated by candidates at the time of election or within one year. Training is offered to ensure all Directors reach the required competency level. Please answer the following to assess the extent to which you meet these expectations.

- **Expert:** You possess a degree/certificate/diploma in the skill area and/or have significant work experience in that field
- **Strong:** Significant understanding and expertise of the competency gained through an appropriate combination of education and work experience
- **Good:** You understand the basic fundamentals and concepts that are encountered in this skill area
- **Basic:** You have some knowledge of the competency
- **N/A:** You have no familiarity with the topic or area

Director Competency Assessment

Area	Self Assessment	Comments & Examples
Financial Literacy Financial literacy involves understanding financial reports and statements, accounting standards and assumptions and legislative requirements in order to effectively oversee the financial performance and condition of the credit union. A critical element of the success and viability of the credit union is the development of an annual business plan and budget which are approved by the Board. Directors are required to understand how these are developed and the types of analysis required to effectively monitor results and variances.		
Audit & Compliance Directors must have an understanding of the risks facing the institution, the ways in which Management addresses and mitigates those risks and ensure that the financial statements accurately reflect the activities of the credit union. These functions are assessed through the activities which are carried out by a combination of internal and external auditors which involves systematically reviewing key risks and ensuring that any identified weaknesses or deviations from policy and legislative requirements are rectified by Management.		
Board & CEO Performance The Board is required to conduct an assessment of its performance and that of the CEO. The Board is ultimately responsible for the success and viability of the credit union through the skills and capabilities of its Directors. It supervises the affairs of the credit union through its oversight responsibilities and appoints a CEO to manage the day to day operations. An objective evaluation and assessment of the Board and the CEO are important requirements to ensure that responsibilities are effectively undertaken and that any deficiencies are appropriately and quickly identified and addressed. Directors contribute as Board Members in ensuring that the compensation package of the CEO rewards only prudent risk taking behaviour that promotes the ongoing viability of the credit union.		
Credit Union Operations It is important that Directors have a good understanding of the nature of the co-operative business model and that of the credit union and sector, the way the credit union functions and the financial, human and technological resources the credit union uses in delivering its services.		
Governance & Ethics Governance includes understanding and contributing to the development and articulation of strategic plans, goals, policies and processes which govern and guide the way the credit union is directed and managed. Directors are expected to provide prudent, independent and objective oversight to effectively guide and monitor the implementation of strategic initiatives, oversee risk Management activities and to participate with the Board as a whole in communicating a cohesive approach and position. Effective corporate governance is an essential		

Area	Self Assessment	Comments & Examples
<p>element in the safe and sound functioning of a credit union. Structures, policies and processes only work in practice where there are knowledgeable and competent individuals with a clear understanding and strong commitment to their roles. Ethical actions are those that are made in accordance with established laws, rules, and organizational values that are supported by reasoned and objective evidence without any bias of self-interest. Directors are expected to perform their responsibilities in a prudent and objective manner with due regard to the best interests of the credit union.</p>		
<p>Leadership Leadership encompasses the ability to influence discussions while building consensual solutions. Effective leaders recognize the importance of all participants in deliberations and the importance of constructive discussion and debate. Leaders are effective communicators. Leadership involves approaching initiatives from a strategic perspective, championing new initiatives and working towards their achievement to deliver quality services to the Members and improve the longer term viability of the credit union.</p>		
<p>Regulatory Environment Credit unions operate in a regulated environment and are governed by the Act (including Regulations), FSRA By-laws and other legislation and its by-laws. The Act sets out how credit unions are structured and the special nature of the credit union governance structure, business powers and lending and investment restrictions and limitations. Further clarification and guidance is provided in FSRA Sound Business and Financial Practices Rule.</p>		
<p>Risk Management Oversight The Board is responsible for the oversight of the credit union's risk management practices, including Enterprise Risk Management. Risk management involves identifying, measuring and managing significant risks and events that may impact an organization's objectives. It encompasses policies, procedures and controls and how risks are managed.</p>		
<p>Strategic Planning Strategic planning is part of a regular process that helps determine or confirm the credit union's overall longer term direction or vision. It includes an analysis of results, existing plans and strategies and an assessment of the current business and operating environment. Strategic planning initiates the annual business planning process. Directors are expected to contribute to strategic planning by understanding the strategic planning process and strategy formulation. This includes having good knowledge of the credit union's business and operating environment, and being prepared for planning deliberations. It also requires collaboration and teamwork in developing an appropriate and effective strategic plan, and monitoring implementation of the plan.</p>		

Area	Self Assessment	Comments & Examples
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Securitization

The regulator specifies requirements for Directors understanding of the securitization processes and best practices, associated risks, and the process for mitigating these risks. It also specifies an understanding of complex data related to securitization, understanding stress testing methodologies and techniques. As well as an understanding of liquidity management, contingency funding and Management assumptions, as related to securitization. Experience in structuring, executing and reporting on securitization and an understanding of the legal, regulatory and technical aspects of securitization.

Other Areas of Expertise

Rating

1. Marketing

2. Legal Experience

3. Information Technology

4. Corporate Social Responsibility

5. Executive Recruiting & Human Resources Management

6. Entrepreneurial and/or Self-Employment Experience

7. Change Management

8. Other areas of expertise/experience. Please specify:

Credit Union Act and Caisse Populaires

Director Qualifications & Requirements as Legislated in Sections 83 & 84 of the Credit Unions and Caisse Populaires Act, 2020.

83.

Only an individual who meets the following criteria is eligible to be a director of a credit union:

1. The person is a member of the credit union.
2. The person is at least eighteen years of age.
3. The person is a Canadian Citizen or a person lawfully admitted to Canada for permanent residency who is ordinarily a resident in Canada.

Disqualified Individuals

84.

The following individuals are disqualified from being Directors:

1. A person whose membership at another credit union has been terminated, other than voluntarily.
2. A person with an undischarged bankruptcy, or who has been discharged as bankrupt in the five years preceding election.
3. A person unable to obtain a bond of a licensed insurer.
4. A person more than 90 days in arrears with debt owed to the credit union.
5. A person unable to obtain a clear criminal record check.
6. A person whose membership in a professional association has been terminated for professional misconduct.
7. A person employed by the credit union, their spouse, parent or child.
8. A person who is a professional advisor providing services to the credit union in the proceeding three years prior to election.
9. A public servant employed under Part III of the Public Services of Ontario Act, whose duties include credit union regulation



For additional information please visit
copperfin.ca/elections