



**Board of Directors
Nomination Package**

Board of Directors Nomination Package

Dear Prospective Board Candidate:

Thank you for your interest in becoming a Director of Casera Credit Union. Because of uncertainties surrounding the pandemic, Board elections will take place in either of two ways — at our in-person Annual General Meeting (AGM) on Tuesday, April 20, 2021 or via a virtual AGM on the same day.

The Board seeks candidates who possess demonstrated competencies in some of the following: audit and compliance, Board and Chief Executive Officer performance, credit union operations, financial literacy, governance and ethics, leadership, regulatory environment, risk management oversight and strategic planning.

Nominees for the position of Director must meet certain legal requirements which are specified in Casera Credit Union's Charter Bylaws and consistent with Credit Unions and Caisses Populaires Act. These requirements include that the Director must be a member in good standing of Casera Credit Union for at least one year prior to submitting an application. Candidates must be nominated by another member of Casera Credit Union.

Nominees will be required to authorize the credit union to obtain a personal credit bureau check and a criminal record check on them as part of the nomination eligibility process (credit union covers these costs).

This Nomination Package has been prepared to provide nominees with information on the duties and responsibilities they will assume as a Director to the Board of Directors of Casera Credit Union. Candidates will be required to complete the Nomination Form, Nominee Statement and candidate self-assessment and submit to Brent Thomas at email: bthomas@caseracu.ca by March 1, 2021.

Each candidate will have the opportunity to meet with the Chairperson of the Nominating Committee to review their application and to ask any questions they may have regarding their nomination to the Board of Directors.

If you have any questions regarding the enclosed information, please contact Brent Thomas, Chief Executive Officer (CEO) at (204) 958-6313.

Yours truly,

Nominating Committee:
D. Abel, Chairperson
B. Anderson
T. Blaikie Whitecloud



Role of the Board

- To organize the Board of Directors through election of officers, establishing committees, recruiting qualified candidates to fill Board vacancies, evaluating Board performance, maintaining Board discipline, orienting new Board members and setting training and development plans.
- To ensure competent management through selecting the Chief Executive Officer, establishing objectives, evaluating performance, allowing scope for personal development, and establishing management compensation.
- To oversee community relations.
- To maintain strong governance through development and ongoing review of policies in compliance with bylaws and legislation.
- To monitor the credit union operations for soundness and stability by analyzing the critical areas of equity, liquidity, profitability, growth, matching, risk exposure, and productivity.
- To establish strategic direction of the credit union through forming the credit union's vision, mission, core values and business goals. Portions of the planning process are delegated to management but the Board is responsible for final approval of the credit union's strategic plan, annual budget and operational plan.
- To ensure effective communication between the credit union and members, other stakeholders and the community. The Board is responsible for reporting to the members regarding the credit union's direction and performance.

Director Code of Conduct

A Director must act in good faith and with a reasonable basis for believing that such conduct was in the lawful and legitimate furtherance of the credit union purposes, as defined by law and in the credit union Articles of Incorporation, By-laws and Policies. The Director must exercise honest business judgment after due consideration of what the Director reasonably believes to be the relevant factors.

The interests of the credit union are paramount. A Director must not use the position to make personal profit, gain any advantage or confer a benefit, whether implicitly or explicitly, at the expense of the credit union.

The functions of the Board of Directors can only be performed by the Board as a whole and cannot be assumed by any one individual Director. Authority can be specifically delegated by the Board to committees or by the assignment of duties to individuals. No individual member of the Board has power to direct or engage in any management function. Matters of concern to individual Directors will be brought forward for consideration of the Board by the Director for appropriate action.

Board members shall:

- maintain a high level of dedication and effort
- maintain a high level of personal integrity
- preserve all confidential information acquired during tenure as Director
- avoid conflicts of interest and disclose any potential conflicts to the Board
- withdraw from any discussions relating to a matter subject to a personal conflict of interest and abstain from voting or otherwise participating in any such matters
- be honest in all communications and act fairly when handling matters of the credit union
- act within the scope of authority and not misrepresent that authority
- respect and support the majority decisions by the Board
- represent the best interest of all members served by the credit union

Qualifications of Director

The qualifications, in addition to those set out in the *The Credit Unions and Caisses Populaires Act*, to be a Director are:

- That the Director not be in default for more than 180 days of any contractual obligations to the credit union;
- That the Director not be an employee or former employee of the credit union unless at least two (2) years have passed since the Director ceased to be an employee;
- In order to remain qualified as a Director once elected, each Director must, unless he or she has a valid reason for non-compliance, comply fully with all of the Credit Union's policies. Failure to comply with such policies shall result in immediate disqualification and removal from the Board;
- That the Director may not be the spouse or common law partner of an employee;
- That no Director may be an officer, director or employee of a business organization providing or selling competitive products and/or services.
- That the Director has been a member in good standing of the Credit Union for at least one (1) year prior to election.

Board Structure

Committees of the Board have been established and their respective members are determined by the Board of Directors at the annual Reorganizational Meeting. Generally, committees consider various matters and make recommendations to the Board; although some decisions, within the parameters of the Board, have been delegated to committees. Currently, standing committees include: Governance & Human Resources, Audit & Risk and Nominating. Other committees may be established from time to time to consider matters of particular importance.

Training

Director training is primarily delivered through a national credit union system program consisting of a series of twelve modules that deal with the variety of learning needs associated with being a Director. It is desirable that all Board members complete these training sessions as soon as possible. The policy of Casera Credit Union is that Directors will be required to complete the Credit Union Director Achievement (CUDA) training within five years of becoming a Director of the credit union. In addition, Directors must have completed the online modules of the CUDA program within one year of being elected to the Board.

Casera Credit Union expects that each Director brings to the Board a certain level of knowledge and experience. Please complete the attached self-assessment to indicate your expertise in the competency areas of: audit and compliance, Board and CEO performance, credit union operations, financial literacy, governance and ethics, leadership, regulatory environment, risk management oversight and strategic planning.

Time Commitment

Serving on the Board of Casera Credit Union will require a commitment of personal time. Board Meetings are held monthly with additional meetings for sub Committees of the Board and planning / training purposes scheduled on an “as required basis”. In most cases, meetings are scheduled on weekday evenings for durations of approximately two – three hours for an average of 10 hours per month.

Directors are expected to attend all meetings or give notification of not attending. Missing three consecutive meetings without prior notification could be grounds for removal of the Director from the Board.

In recognition of the Board’s considerable responsibilities and time spent attending meetings, the credit union provides each Director with a small honorarium and meeting per diem.

Campaigning Guidelines

Candidates seeking nomination to the Board of Directors have the opportunity to campaign in accordance with the established guidelines.

Campaigning can be carried out during 14 days prior to voting at the Annual General Meeting. Candidates to focus their campaigning messaging on how their knowledge and experience will contribute to effective governance of the credit union.

Please refer to the “Become a Casera Director” section of our website (<https://www.caseracu.ca/About/>) for additional information.

About Casera

VISION STATEMENT

We will enrich our relationship with members by introducing products that build prosperity and technologies that broaden the ways we deliver service.

MISSION STATEMENT

To fulfill our members’ financial needs with trustworthy advice, market-leading products, and exceptional service that creates rewarding member experiences.

CORE VALUES

People & Service

We invest in our employees, providing safe working conditions, in-depth training and an array of career opportunities to assist them in delivering exceptional member service.

Co-operation & Community

We foster leadership and enrichment in the spirit of the co-operative principles by proudly supporting community programs and events that enhance our neighbourhoods.

Integrity & Excellence

We serve with integrity and strive for excellence, anticipating our members’ financial needs, providing financial education, leveraging advanced technologies, and delivering sound financial solutions.

NOMINATION FORM

Nominee's Information:

Name: _____

Address: _____

Telephone: Home: _____ Office: _____

Cell: _____

Email Address: _____

Casera Credit Union Membership:

Number of years as member: _____

Branch: _____

I accept the nomination for Director of Casera Credit Union.

_____ dated this _____ day of _____, _____

Nominee Signature

Nomination:

I, the undersigned hereby nominate _____ as a candidate
for Director of Casera Credit Union.

Nominators Name: _____

Address: _____

Phone #: _____

Reason for nominating this member: _____

Nominator Signature

Date

Note: Please forward completed Nomination Form to Nominating Committee, attention Brent Thomas, Chief Executive Officer, 1300 Plessis Road or email to bthomas@caseracu.ca by March 1, 2021.



NOMINEE STATEMENT

Nominee's Information:

Name: _____

Employment: _____

Do you have any relatives employed by Casera? Yes No If yes, please list:

Name: _____ Title: _____

Why are you interested in letting your name stand for nomination to the Board?

Brief summary of your business experience (attach resume):

List organizations you volunteer for:

List all boards on which you serve:

Certification:

I certify that the information given in my application and any other information submitted is true and complete to the best of my knowledge.

That as a member in good standing, I have been nominated as a candidate for election as a Director of Casera Credit Union and that I am prepared to stand for election.

I have reviewed the Code of Conduct contained in the nomination package. If elected, I will act honestly, in good faith and in the best interest of the credit union and will exercise the care, duty and skills required of me in performing my duties as Director.

I have read the campaigning guidelines and agree to adhere to the established guidelines.

I provide consent to Casera Credit Union for obtaining reports containing credit or personal information from my employer(s) or from any person or agency from time to time as the credit union sees fit.

I agree to submit to a criminal record check.

Nominee Signature

Date

Note: Please forward completed Nominee Statement to Nominating Committee, attention: Brent Thomas, Chief Executive Officer, 1300 Plessis Road or email to bthomas@caseracu.ca by March 1, 2021.



Candidate Self-Assessment

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

- BASIC:**
- Some knowledge of the competency.
 - Understands terminology and can identify skills and attributes associated with the competency.
- GOOD:**
- Good understanding of the fundamentals of the competency gained through an appropriate combination of education, working knowledge, previous board experience and completion of introductory director training.
- STRONG:**
- Significant understanding and expertise of the competency gained through an appropriate combination of education, practical work experience, previous board experience and completion of advanced director training.

Competency:	Rating:*
1. Audit and Compliance Oversight • Audit procedures and regulatory standards	
2. Board and CEO Performance • Setting evaluation criteria and standards of the Board, directors and CEO	
3. Credit Union Operations • Co-operative business model • Key components of operations (Financial, Human Resources, Marketing)	
4. Financial Literacy • Interpreting financial statements and financial performance indicators	
5. Governance and Ethics • Board roles and responsibilities • Board policies	
6. Leadership • Leadership traits, skills and personal attributes	
7. Regulatory Environment • Governing legislation • Regulatory bodies and organizations	
8. Risk Management Oversight • Enterprise Risk Management • Risk management and monitoring	
9. Strategic Planning • Strategic planning concepts • Establishing strategic direction • Monitoring strategic plan implementation	

**Please select a rating from the drop-down lists*

Note: Please forward completed Candidate Self-Assessment to Nominating Committee, attention: Brent Thomas, Chief Executive Officer, 1300 Plessis Road or email to bthomas@caseracu.ca by March 1, 2021.