



**2023 DIRECTOR ELECTION:
DIRECTOR NOMINATION
PACKAGE**

October 2022



DIRECTOR NOMINATION PACKAGE

Table of Contents

	<u>Page</u>
I. Message from the Board	1
II. Overview of CUA	2
III. Overview of Board	3
IV. Director Eligibility Requirements.....	5
V. Director Competencies	6
VI. Overview of 2023 Director Nominations and Election Process	7
VII. Nomination Form	8

I. MESSAGE FROM THE BOARD

Dear Prospective Board Candidate:

Thank you for your interest in serving as a Director of CUA. We value the dedication and commitment of our members and appreciate those who choose to participate in our nomination and election process.

CUA is a small, independent, local financial institution with assets of approximately \$800 million and 20,000 members who are both the owners and customers. We operate in a complex, complicated and competitive environment. Economic uncertainty, technological change as well as rising interest and inflation rates present us with extraordinary challenges. An important part of our response must be exceptional governance. CUA's Board works individually and collectively to meet the high standard of competence and performance that our membership expects. I am proud to say that we are a committed and engaged Board that is focused on the best interests of CUA and our members.

This Director Nomination Package is provided in order to assist you in understanding CUA, the Board and culture as well as to support your completion of the nominations process. Our goal is to ensure a fair and transparent process that enables our members to be fully informed when casting their vote for their preferred candidate(s).

You will find this Package to be helpful and comprehensive. Should you have any questions about the enclosed information, please contact Annie Cheung, Executive Assistant, at cheung@cua.com at 902-492-6644.

Again, thank you for your interest in this important process.

Sincerely,



Donna Harding
Chair
Board of Directors

II. OVERVIEW OF CUA

- CUA was established in 1948 and is provincially incorporated. It is governed by the *Nova Scotia Credit Union Act* and provincially regulated by the Superintendent of Credit Unions, a division of the Nova Scotia Department of Finance.
- CUA is a community-based, cooperative financial institution offering a broad array of banking products and services to meet the financial needs and goals of its members.
- CUA is one of the largest credit unions in Atlantic Canada, with: 20,000 members, eight branches, one commercial centre for business members, 110 employees and \$800 million in assets. Its trading area is primarily the HRM market and also serves other communities in the Province.
- CUA operates within the financial services industry, which is an intensely competitive environment. Its main competition is the chartered banks, on-line financial service providers as well as non-traditional providers that operate within the financial services sector.
- In contrast to the shareholder-owned financial services companies, CUA is owned by its members i.e. its customers and operates to maximize the benefits directly to members and the community.
- As outlined in its Strategic Framework, CUA's mission is to help everyday people get ahead by delivering a "wow" banking experience. Our vision is to be the most successful community banking institution in Nova Scotia and have identified a number of vision statements to support this objective. CUA is the better way to bank because of our ability to offer flexible products and personalized service that meets the unique needs of each member. We strive to illustrate the following attributes in every interaction with members, with each other and with the community: Caring, Accountable, Integrity and Thinking Big.
- CUA's governance model consists of a member-elected Board of Directors who provide oversight and strategic direction to the organization. The Board is accountable and reports to the members. The President & CEO is appointed by the Board and is responsible for the overall management and operations of CUA.

III. OVERVIEW OF BOARD

- The CUA Board is a governing board and has the fiduciary responsibility to:
 - ▶ act honestly;
 - ▶ act in good faith;
 - ▶ give loyalty;
 - ▶ exercise authority within the parameters of the position;
 - ▶ disclose conflict of interest;
 - ▶ avoid breach of confidence; and,
 - ▶ hold in strict confidence all transactions and business affairs of transactions affecting CUA and its members.

- The standard required is that a Director use reasonable care, diligence and skill that a reasonably prudent person would have exercised in comparable circumstances. Duties of care, skill and diligence consist of the following characteristics:
 - ▶ exercise reasonable care;
 - ▶ attend meetings;
 - ▶ keep informed;
 - ▶ act intelligently;
 - ▶ avoid imprudent judgement by applying appropriate due diligence in decision making;
 - ▶ provide adequate supervision; and,
 - ▶ question things that are not clear or not understandable.

- In addition to these responsibilities, the Board fulfills its oversight role in the following overarching areas:
 1. Provide strategic stewardship, including the approval of the Strategic Plan.
 2. Approve the annual Business Plan and monitor performance.
 3. Ensure effective risk management through an appropriate risk management policy, system and reporting mechanisms.
 4. Monitor the performance of the President & CEO and provide direction, as well as support as required.
 5. Ensure its own effectiveness through a comprehensive Board policy framework and evaluation process.

- Pursuant to the Charter of By-Laws, the minimum number of directors is five and the maximum is 14 positions. The Board assesses the overall size on a regular basis and has concluded that the optimal size is nine directors. There are currently nine director positions and pursuant to legislation, are elected by the membership in April of each year. The maximum timeframe on the Board is the lesser of nine years or three terms. Board terms are typically three years in duration.

Overview of Board Proceedings

- All directors must be able to commit time and effort throughout the year to Board meetings, committees and email correspondence.
- Regular Board meetings are held four times during the year in the months of March, June, September and December. Meetings are typically three - four hours in duration and are held on a Tuesday starting at 2:00 p.m.
- In addition to these regular meetings, the Board holds a full-day offsite strategy session in October / November. There are occasions when a special Board meeting is called, which is held during regular business hours. The frequency of these special Board meetings is dependent on the strategic initiatives underway in the organization. All efforts are made to confirm a date that allows all directors to attend where possible.
- In addition to the above meetings, directors sit on at least one of the following Committees of the Board: 1. Audit Committee; 2. Credit Committee; and, 3. Governance Committee. Each of these committees meets quarterly and typically these meetings are two hours in duration. All committee meetings are held during regular business hours.
- Preparation is required for all meetings, which includes reading previously distributed material and identifying questions and comments in advance of the meetings.
- With the exception of the off-site strategy session, all meetings are held at CUA's Corporate Office, which is located at Chebucto Place, 7105 Chebucto Road, Suite 350 (behind the West End Mall, by the entrance of the former Sears Outlet Store).
- Directors are expected to attend meetings in-person. If on occasion a director is unable to attend in-person, video / call arrangements are made.
- Directors receive an annual honourarium of \$4,300. Directors also receive a \$165 meeting fee for attending Board meetings as well as committee meetings. Any direct expenses incurred to carry out Board business are reimbursed.
- New directors participate in the Director Orientation Program within the first six months of their appointment. The Program entails a number of components intended to enhance the director's knowledge of the organization and business in a timely manner. The total amount of time to complete the components is approximately 1.5 days over the six months period.

IV. DIRECTOR ELIGIBILITY AND REQUIREMENTS

- In order to be eligible to be a director, an individual must be a member of CUA. Pursuant to section 7.14 of the Charter By-Laws, an individual is not eligible to be a director of CUA if any of the following parameters exist:
 - (a) anyone who is less than eighteen (18) years of age;
 - (b) anyone who is not an individual;
 - (c) anyone who is not a resident of Canada;
 - (d) a person who has the status of an undischarged bankruptcy;
 - (e) a current employee of CUA, or any immediate family member of the employee or anyone who, in the past three (3) years has been an employee, or is an immediate family member of a former employee of CUA, Atlantic Central, League Savings & Mortgage Company or the Nova Scotia Credit Union Deposit Insurance Corporation;
 - (f) an auditor of CUA or a member (whether a partner or employee) of the firm of accountants of which the auditor is a member;
 - (g) a solicitor of CUA, or a member (whether a partner or employee) of the firm of solicitors of which the solicitor is a member;
 - (h) a person who is in breach of any policy of CUA;
 - (i) a person employed in the Civil Service whose official duties are concerned with the affairs of credit unions; and,
 - (j) a person who has a loan with CUA that is more than forty-five (45) days in arrears.

- Pursuant to section 7.15 of the Charter By-Laws, a director may apply for a position as an employee of CUA but is not in any case eligible to apply for such position while he or she is an active director or for a period of three (3) years after having ceased to be a director of CUA. No immediate family member of a Director shall be eligible for employment or any position with CUA during such time as the director remains an active director of CUA.

- In addition to these mandatory requirements, a number of competencies have been identified that will enable the Board to fulfill its responsibilities and to contribute to CUA's success. These competencies are referenced in Sections V and VII of this document. To facilitate an informed voting decision model, the Board identifies and communicates recommended candidates to the membership as part of the election process. The number of recommended candidates will not exceed the number of director positions being filled in the election.

- In order to arrive at recommended candidates, the Governance Committee conducts a rigorous interview and assessment process. The Committee considers that all nominees have clearly demonstrated compliance with the eligibility requirements and it is the Committee's view (approved by the Board) that the recommended candidates possess the skills, attributes and experience that will best complement and strengthen the existing Board.

V. DIRECTOR COMPETENCIES

CUA has a robust corporate governance framework intended to facilitate the effective conduct and operation of the Board. As part of this framework, the Board considers the individual and collective competencies required to fulfill its mandate and reviews this information on an annual basis. In addition to meeting the Director Eligibility Requirements (presented in Section IV of this Package), directors are expected to have the ability to act in the best interest of CUA, to operate “as a team” at the Board level and to be able to “speak with one voice” once a full discussion has been undertaken and a decision has been made by the Board in accordance with its governance framework.

As a community-based financial institution, directors are expected to develop an understanding of the values that govern CUA and have a good cultural fit with a member-owned business. Behavioural competencies are critical to the overall strength of the Board. Directors must be collaborative, engaged, respectful and comfortable in making sound decisions with due consideration of the various factors that are relevant to the issue. Directors must also be prepared to commit the required time and energy to serve on the CUA Board, including the commitment to maintain up-to-date knowledge of industry standards and global trends impacting CUA.

Each year and in advance of the nominations and election process, the Board identifies the specific skills, experience and competencies required on the Board as a whole. In identifying these areas, the Board assesses the environmental landscape in which CUA operates as well as considers the future strategic direction of the organization. It then reviews the current skills on the Board and determines if there are any gaps that should be filled in the upcoming director election process. Based upon its recent assessment, *financial services and information technology* (IT) skill areas are the current gaps on the Board.

This information is being provided to prospective candidates as well as to the membership in order for these skills to be known as part of the process. CUA values the diversity of the communities it serves and welcomes all qualified nominees, including those reflecting various races, colour, religion, gender, gender identity or expression, sexual orientation, national origin as well as persons with disabilities.

VI. OVERVIEW OF 2023 DIRECTOR NOMINATIONS AND ELECTION PROCESS

For the 2023 Director election process, members will be electing candidates to fill two (2) positions, each for a three-year term.

The key activities and timing for the process are as follows:

#	Key Activity	Completion Date
1	Director Nomination Package is released and available on CUA's website	October 14, 2022
2	Call for nominations opens	October 15, 2022
3	Call for nominations closes and all completed Nomination Forms are submitted	November 30, 2022 (by 4:00 pm)
4	Governance Committee reviews the completed Nomination Forms and holds candidate interview and information session	December 2022 / January 2023
5	Governance Committee recommends to the Board the slate of recommended candidates	February 15, 2023
6	All candidates are contacted and advised of their status	February 28, 2023
7	Candidates name, Candidate Statement and photograph of each eligible candidate are disseminated to members via CUA's website, branches and Corporate Office. Information on the election is communicated through all channels, including social media	March 15, 2023
8	Voting is available in two ways: 1. paper ballot at the branches and Corporate office between April 10-21, 2023 and from 6:00 - 7:00 p.m. on Tuesday, April 25, 2023 prior to the AGM; and, 2. electronic voting between 9:00 a.m. on Monday, April 10, 2023 and 5:00 p.m. on Friday, April 21, 2023.	April 10-21, 2023 (branches and Corporate Office and electronic voting); April 25, 2023, 6:00 – 7:00 pm, one hour before the AGM at the AGM location by paper ballot
9	Results of the election are announced	April 25, 2023 at the AGM
10	Contact is made to all candidates to advise of the outcome of the election	April 26, 2023

VII. NOMINATION FORM



2023 DIRECTOR ELECTION NOMINATION FORM

*This Form must be completed and emailed to acheung@cua.com or provided in hard copy at any of CUA's branches or Corporate Office by **4:00 pm on Wednesday, November 30, 2022.***

1. PERSONAL INFORMATION:

CUA will use this information to contact you and verify your eligibility to stand as a candidate.

Last name: _____ First name: _____ Initial(s) _____

Address: _____

Home telephone: _____ Work telephone: _____ Mobile telephone: _____

Email address: _____

What is the best way for us to contact you? _____

2. EMPLOYMENT AND COMMUNITY INVOLVEMENT:

The Governance Committee will use this information to ensure no conflicts of interest exist and to identify areas of interest to CUA.

Current employer and position held: _____

Previous employment (last five years): _____

Boards on which you *currently* serve (include length of service): _____

Previous Board service (include timeframe): _____

Community / volunteer involvement: _____

3. REFERENCES:

Please provide three references that the Governance Committee will contact as part of their nominee assessment process. It is preferable that these references relate to your Board experience in the last three years in order to be relevant to this process.

Reference #1:

Name _____

Email Address _____

Phone # _____

What Board is this reference related to (as referenced in Section 2 above)?

Reference #2:

Name _____

Email Address _____

Phone # _____

What Board is this reference related to (as referenced in Section 2 above)?

Reference #3:

Name _____

Email Address _____

Phone # _____

What Board is this reference related to (as referenced in Section 2 above)?

4. SKILLS AND EXPERIENCE ASSESSMENT:

The information gathered in this section will be used by the Governance Committee to identify the competencies, skills and experience that you believe you possess and would bring to the Board. These listed areas have been identified by the Board as important to ensuring proper oversight of CUA on behalf of the membership.

Please assess yourself in each of the 12 areas (listed in alphabetical order, by priority and other skill areas), choose a rating using the 1-5 scale, and provide the rationale for the rating. The scale for the rating is as follows:

- 1 – you have very limited or no professional experience.
- 2 – you have relevant training and/or limited professional experience.
- 3 – you have competence combined with more than five years of professional experience.
- 4 – you are extremely competent, typically accompanied by at least ten years of professional experience.
- 5 – you have expert knowledge and would be able to lead on or teach this subject area.

A. Priority Skill Areas:

<p>Financial Services <i>Experience at a leadership level in a financial institution, with knowledge of the industry, including the cooperative, credit union, regulatory, competitive and operating environments as well as the trends facing the sector.</i></p>	<p style="text-align: center;">Rating 1-5</p> <p style="text-align: center;">No Experience ——— Expert</p> <p style="text-align: center;">1 2 3 4 5</p>	<p style="text-align: center;"><u>Rationale For Rating</u></p>
<p>Information Technology (IT) <i>Ensuring technology is aligned with strategic priorities and is creating / preserving value, and IT risks are effectively assessed and managed. High rating for executive IT leadership and / or CIO role.</i></p>	<p style="text-align: center;">No Experience ——— Expert</p> <p style="text-align: center;">1 2 3 4 5</p>	<p style="text-align: center;"><u>Rationale For Rating</u></p>

B. Other Skill Areas:

<p style="text-align: center;"><u>Area</u></p> <p>Business Development <i>Experience in developing and executing business growth strategies in complex organizations, with strong familiarity of the analytics in assessing business opportunities.</i></p>	<p style="text-align: center;">Rating 1-5</p> <p style="text-align: center;">No Experience ——— Expert</p> <p style="text-align: center;">1 2 3 4 5</p>	<p style="text-align: center;"><u>Rationale For Rating</u></p>
--	---	---

<u>Area</u>	<u>Rating 1-5</u>	<u>Rationale For Rating</u>
<p>Communications <i>Experience in communications or public relations as either a consultant or management position, having dealt with sensitive and complex issues in a public forum.</i></p>	<p>No Experience ——— Expert 1 2 3 4 5</p>	
<p>Executive Leadership <i>Holding a senior leadership role in a company or non-profit organization; high ratings for current or recent CEO, senior executive or senior board roles with complex organizations and/or experience in the cooperative and/or credit union sectors.</i></p>	<p>No Experience ——— Expert 1 2 3 4 5</p>	
<p>Financial and Audit <i>Understanding of the financial underpinnings of the organization, financial statements and their composition; high ratings for professional designation (i.e.. CPA).</i></p>	<p>No Experience ——— Expert 1 2 3 4 5</p>	
<p>Governance <i>Well-rounded knowledge of, and expertise in, board governance practices and the standards in which directors must adhere to in fulfilling their fiduciary and oversight responsibilities. Experience in the cooperative and/or credit union sectors would be an asset.</i></p>	<p>No Experience ——— Expert 1 2 3 4 5</p>	
<p>Human Resources <i>Expertise in human resources (HR) field in a managerial capacity with strong familiarity of HR functions, including compensation, performance management models and organizational metrics.</i></p>	<p>No Experience ——— Expert 1 2 3 4 5</p>	
<p>Legal and Regulatory Control <i>Familiarity with the legislation, regulation and policy guidelines pertinent to the operation of a credit union; high ratings for a lawyer in a relevant field.</i></p>	<p>No Experience ——— Expert 1 2 3 4 5</p>	
<p>Marketing <i>Experience working with marketing and branding for a mid to large organization; high ratings for current or former marketing directors, executives or experts.</i></p>	<p>No Experience ——— Expert 1 2 3 4 5</p>	

<u>Area</u>	<u>Rating 1-5</u>	<u>Rationale For Rating</u>
<p>Risk Management <i>Responsibility for risk management, understanding the work required put risk management processes/controls in place; high ratings for enterprise risk management designation.</i></p>	<p>No Experience ——— Expert</p> <p>1 2 3 4 5</p>	
<p>Strategic thinking and application <i>Experience leading strategy formation and implementation for a mid to large organization; ability to think broadly and “connect the dots” as it relates to the factors that impact the business.</i></p>	<p>No Experience ——— Expert</p> <p>1 2 3 4 5</p>	

5. CANDIDATE STATEMENT AND PHOTOGRAPH:

Your candidate statement and photograph will be made available to CUA's membership via CUA's website, election-related electronic communications and in all of the physical locations, including the branches.

- **Candidate Statement**

Please write and submit a candidate statement that includes biographical information, occupation, credit union sector affiliations, experience and qualifications and how you will contribute to the advancement and governance of CUA. The statement must be written in the first-person voice (e.g. "I am a director with...").

The candidate statement must be no more than 250 words. If you exceed this maximum, your candidate statement may be rejected or edited for length at the Governance's Committee's discretion.

- **Photograph**

Please submit a recent colour "head shot" photograph of yourself in high resolution format. This picture will be posted to CUA's website and provided on in-brand signage. Please ensure that it is high quality and presents yourself in a way you wish to be depicted to the membership.

2. CANDIDATE DECLARATION:

This Declaration is required as part of your submission to ensure that you verified all information provided and consent to the use of that information.

DECLARATION

I certify that I have read and understand the candidate eligibility requirements and the desired board competencies as outlined in this Director Nomination Package, and to the best of my knowledge, information and belief, I am qualified to be a candidate for election and, if elected, to serve as a Director of CUA. If elected, I will undertake to act honestly, in good faith and in the best interests of CUA. I certify that the information provided in my Nomination Form and any other information submitted is true and complete.

I acknowledge that the information I have provided in this Nomination Package is being collected by CUA for the purpose of the director election, which will be held in April 2023, and for the purpose of establishing a baseline profile of the competencies and personal attributes of the CUA Board. I hereby consent to the collection, use, and disclosure of my information by CUA for these stated purposes.

Name of Candidate _____

Signature of Candidate _____

Date _____