



**Board of Directors
Candidate Information
Package**
2019

Nominations must be received at Entegra Credit Union's Corporate Office no later than February 28, 2019.

// Director Candidate Information Package

Entegra Credit Union values the dedication and commitment of our members who choose to participate in standing for election in our 2019 Board of Directors election.

The goal of this information package is to explain the role Board members play in governing our Credit Union.

Contained here in this information package is the following information:

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If you decide to proceed with submitting your name as a board candidate, please contact the Nominating Committee via email at BoardNominations@Entegra.ca by February 21, 2019 to receive a nomination package.

DEADLINE FOR SUBMISSION OF NOMINATION PACKAGE IS 12 NOON THURSDAY, FEBRUARY 28TH, 2019 //

// Mission Statement

Achieve excellence in providing quality financial and related services in anticipation of and in response to the changing needs of our members, in a manner that benefits all.

// Vision

To be a vibrant organization that creates prosperity while delivering value to its stakeholders.

// Our Guiding Principles

Growth and Development

Pursue the growth of the Credit Union; research, develop and maintain services and delivery systems that will meet the changing needs of members and potential members and ensure our competitive position in the market place.

Offer a broad range of highly innovative services which, when compared to available alternatives, benefit members by their pricing, level of service, or both.

Gain prominence, in the communities we serve and within the Credit Union Movement, by building on our reputation as a friendly, professional and highly ethical organization.

Members

Encourage the effective involvement of our members in their Credit Union by initiating and maintaining excellent two-way communication.

Provide our members with opportunities to enhance their financial wellbeing by encouraging financial responsibility and providing financial information and counseling.

Staff

Attract and retain a highly motivated and skilled staff by maintaining a good work environment, providing fair and equitable compensation and benefits, and offering employment and training opportunities that will enable them to develop with the Credit Union.

Finance

Ensure the integrity of the organization through sound financial and risk management.

Provide honest reporting. Continue to improve operating results. Pursue, evaluate and implement market opportunities that support the goal of our mission statement.

// Notice to Nominees

As detailed in the Governance Policy of the Credit Union, the Nominating Committee is a subcommittee of the Board. The Nominating Committee excludes any Director standing for election.

Upon completion of the Nomination period, the Nominating Committee will review all Nominee forms and:

- Confirms the candidate meets the eligibility criteria under the Credit Union Act and the Bylaws of the Credit Union.
- Review the qualifications of nominees, and if deemed appropriate, meet with candidates to review their qualifications.
- The nominating Committee reserves the right to recommend a candidate to the Membership, or to withhold their recommendation, based on their judgment of the organizations needs or candidates qualifications. Any such recommendation will not be included on the ballot.

The Candidate is responsible to be aware of the Bylaws of the Credit Union.

The nominee will be required to confirm they will keep all information confidential.

Educational Requirements: Successful Candidates will be required to successfully complete the CUDA Designation within their first 3 years on the board. This program consists of a number of courses that are offered via correspondence as well as in-class. Further details of the CUDA Program will be given to those successfully elected to the Board.

Entegra Credit Union is governed by the Credit Unions and Caisses Populaires Act of Manitoba. The Act and Entegra Credit Union Bylaws Section 6.02 sets out the series of qualifying and disqualifying criteria that all Directors must meet.

// Qualifications

Restrictions under Credit Union Bylaws

Section 6.02, Entegra Credit Union By-law – Table of Particulars

In order to be eligible to stand for election as a Director, an individual:

- (a) Must be not less than 18 years of age;
- (b) Must be a resident of Manitoba;
- (c) Must be a member of the credit union for at least two (2) years and remain a member in good standing;
- (d) Must sign a written undertaking, in the form approved from time to time by the Board, to act in the best interests of the credit union and in accordance with these by-laws, the legislation governing the credit union and any approved policies of the Board, if elected as a director of the credit union. Failure to comply with such policies shall result in immediate disqualification and removal from the Board;
- (e) Must not be an undischarged bankrupt;
- (f) Must not be in default respecting any contractual obligations to the credit union or is otherwise not in good standing as a member of the credit union;
- (g) Must not be an employee of the credit union or their controlled subsidiaries, any other credit union, the central or the fund;
- (h) Must not be the auditor, or a member of the auditor's firm, of the credit union;
- (i) Must not be the solicitor, or a member of the solicitor's firm, of the credit union;
- (j) Must not be a civil servant whose official duties are concerned with the affairs of credit unions;
- (k) Must not be a real estate appraiser, or a member of the real estate appraiser's firm, used by the credit union;
- (l) That any director first elected following the 2010 Annual General Meeting of the Credit Union may not be an officer, director or employee (or the spouse or common law partner of one of these) of a business organization providing or selling competitive products and/or services;

Restrictions under Credit Union Act

Section 77 (1), Credit Unions and Caisses Populaires Act

A person may be a director of a credit union if he or she

- (a) is 18 years of age or more, a resident of Canada and a member of the credit union; and
- (b) satisfies the requirements set out in the by-laws of the credit union.

Disqualifications

The following would disqualify a Potential Candidate.

Restrictions under Credit Union Bylaws

Section 6.02, Entegra Credit Union By-law – Table of Particulars

Any individual for or to whom any of the following apply is not eligible to stand for election, or to be elected, as a Director:

- a. An individual disqualified from becoming or acting as a Director pursuant to the Act; or
- b. An individual who is or becomes an employee, Director, officer or agent of an organization in a competitive business to the Credit Union including a bank, trust company, loan company, savings and loan association, deposit taking institution, lending institution, mortgage or deposit broker, or any other entity which the Board (or its delegate) determines is engaged in or concerned with or interested in, any business or any part of the business from time to time carried on by the Credit Union; or
- c. An individual who is, or was at any time during the two (2) year period prior to January 1 of the year in which the election will be held, an employee of the Credit Union or any of its subsidiaries or affiliates; or
- d. An individual who is a member of the immediate family of an individual who is standing for election as a Director or is an incumbent Director and who would be on the Board at the same time as that individual if that or those individual(s) was or were elected; or
- e. An individual who has commenced, or caused to be commenced, a legal proceeding against the Credit Union, or who the Credit Union has commenced a legal proceeding against.

Note: Immediate relative is defined as – husband, wife, father, mother, sister, brother, daughter, son, grandfather, grandmother, daughter-in-law, son-in-law, mother-in-law and father-in-law.

Restrictions under Credit Union Act

Section 77 (2), Credit Unions and Caisses Populaires Act

A person may not be a director if he or she is

- (a) an undischarged bankrupt;
- (b) an employee of a credit union or of the central or guarantee corporation;
- (c) the credit union's auditor, or a professional employee or member of the auditor's firm;
- (d) the credit union's solicitor, or a professional employee or member of the solicitor's firm;
- (e) a civil servant whose official duties are concerned with the affairs of credit unions;
- (f) a real estate appraiser used by the credit union, or a professional employee or member of the appraiser's firm;
- (g) a member who is in arrears for more than 180 days under a debt obligation to the credit union;
- (h) a member who has a significant interest in a corporation or partnership that is in arrears for more than 180 days under a debt obligation to the credit union; or
- (i) the spouse or dependent child of a member referred to in clause (g) or (h).

// Time Commitment

Overview of Director Commitment in a given year.

Annual General Meeting	Held in April of each year and takes place in the evening for approximately 3-4 hours.
Orientation	For newly elected Directors; held after the election and no later than three months after being elected. Allow for minimum of 2 hours.
Meeting Prep Time	A Board meeting information package is provided prior to every Board and Committee meeting. Directors are expected to review the material in advance of each meeting. Reading time approximately 1 – 3 hours.
Board Meetings	Board meetings usually fall during the last week of the month, with the last Monday of each month being preferred. Board meetings generally last between 2-4 hours.
Committee Meetings	Additional meetings are required for Committee Meetings and Directors may be required to sit on a Committee. Committee meetings generally last between 1-3 hours.
Strategic Planning Session	There is usually one planning session a year. It may last for 1-2 days and is generally held out of town.
Credit Union Conferences	Directors may be asked to attend periodic Credit Union conferences in and out of the city of Winnipeg.
Education	Education is stipulated by internal Credit Union expectations and by regulatory body expectations. Significant time commitment is required for training and development each year. Complete the mandatory Credit Union Director Achievement Program. This program consists of 7 modules. Directors of Entegra Credit Union are expected to complete and graduate the course within 3 years of being elected to the Board.
Special Meetings	At the call of the Chair, as required.

Desired Characteristics and Attributes

1. Diversity
 - a. This not only includes age, ethnic and gender diversity, but also diversity in skills, competencies, philosophies and life experiences.
2. Accounting/Audit
 - a. Understanding of financial reporting for financial institutions and auditing requirements
 - b. Chartered Professional Accountant
3. Legal
 - a. Experience and knowledge of corporate, employment, real estate and litigation law
 - b. Member of the Law Society of Upper Canada
4. Technology
 - a. Knowledge of operating systems or programs, social media, computer skills, security, privacy issues
5. Marketing
 - a. Knowledge or experience in advertising, marketing, branding
6. Leadership Skills
 - a. Experience as Chair of a Board or committee or executive role
 - b. Excellent communication (speaking and listening) or facilitation skills
 - c. Consensus builder
 - d. Respect for diverse opinions
 - e. Demonstrates respect for fellow board members and staff
 - f. Honesty, integrity, openness, fairness, wisdom, problem-solver
7. Interpersonal Skills
 - a. Team player but independent thinker
 - b. Creative, strategic thinker
 - c. Objective and open minded
 - d. Able to resolve conflict
 - e. Political astuteness
8. Other Board/Committee Experience
 - a. Served on other board of directors or committees
9. Tenure of Entegra Credit Union (ECU) Board
 - a. Need to ensure ECU Board is composed of a reasonable number of experienced ECU Directors
10. Financial Literacy
 - a. Understanding of financial statements, financial analysis and budgeting process
11. Community Involvement
 - a. Demonstrates active commitment to community
12. Small Business Experience
 - a. Operated or managed a small business
13. Governance
 - a. Understands the role of the Board, individual directors and management
 - b. Understands meaning of strategic/policy setting function of the Board vs. operations function of management

13. Strategic Planning
 - a. Experience with strategic planning and role of the Board including oversight and monitoring of strategic plan
14. Human Resources
 - a. Experience or knowledge of employment law, human rights law, equity legislation, senior executive recruitment, hiring and compensation, staff performance evaluation
15. Commitment
 - a. To mission, vision and values of Entegra Credit Union (ECU)
 - b. To co-operative principles
 - c. Code of conduct and fiduciary duty of ECU
 - d. Willingness to learn and engage in continuing education as it applies to credit unions and the system

// Role and Responsibilities of a Director

Directors are held accountable by the board for fulfilling the expectations outlined below.

Role

As a member of Entegra Credit Unions board, directors have a fiduciary duty to act honestly and in good faith in the best interest of the credit union. Directors must operate at a level that demonstrates the ability, judgment and integrity that is consistent with the needs of the credit union. Directors must ensure he/she is in compliance with all governmental requirements and including those set by the Credit Union's regulators.

All Directors share the same role; to protect the Credit Union's assets in the interest of all members, honor the rights of employees, stakeholders and creditors.

Directors act as the link between the membership and the Credit Union, they ensure that sound financial business practices and policies are implemented that support the stability and development of the Credit Union.

Director Responsibilities

- Promote the interests of the organization
- Lend judgment to board decisions
- Comply with duties and responsibilities as set out in the applicable provincial and federal legislation
- Be adequately informed to vote knowledgeably with a view to promoting the best interests of the organization
- Promote and abide by all decisions and positions taken by the Board of Directors
- Report to the members on the performance of the organization
- Act independently, ethically and avoid conflicts of interest
- Actively participate in board orientation, training and development and self and peer assessment programs
- Respect the confidential nature of the business
- Other duties as applicable to committees of the Board

Board Responsibilities

- Establish strategic direction for the Credit Union and review it on a regular basis
- Establish and maintain the organization of the Board (this includes clearly described responsibilities and relationships)
- Select the CEO, establish job description, approve business plan, evaluate performance, decide compensation and approve development plans for the CEO
- Ensure management succession planning and monitor the organization's performance
- Approve the organizational structure and policies for the operation of the Credit Union
- Approve and monitor the financial structure, policies and budgets
- Ensure the integrity of the Credit Union's internal control and management information systems
- Identify and mitigate risks facing the organization
- Fulfill and comply with all legislation affecting the organization and carry out those duties which cannot, by legislation, be delegated to the CEO
- Delegate operational authority to the CEO
- Establish key performance indicators for the Credit Union in the components of people, money, and development
- Analyze and evaluate progress toward achieving the Credit Union's objectives and goals
- Maintain the democratic control structure and a well informed, participatory membership
- Decide on and authorize the payment of any dividends or patronage rebates
- Maintain effective relations with other cooperatives, with the community and with governments

// Important Dates

February 28, 2019 (12 noon)

Close of Nominations;
All Nomination Forms are due.

March 15, 2019

All interviews will be conducted by this date for each qualified candidate. All qualified candidates will be notified on a specific interview date and time.

April 17, 2019

Annual General Meeting
Norwood Hotel – 112 Marion Street,
Winnipeg, Manitoba

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