



**mainstreet** CREDIT UNION

**Director Candidate  
Information Package  
2023/2024**

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# Our Purpose

## “Invested in you.”

This means:

- Invested in our members’ financial health.
- Invested in our employees’ development and well-being.
- Invested in the success of our communities.
- Invested in the success of the credit union system and cooperative movement.

# Our Values

*The core beliefs that govern our group and individual behaviour.*

**Known & Valued:** We will invest the time and effort to truly know our members and build deep and meaningful relationships where members feel valued.

**Personal & Custom:** Our financial advice and solutions provided to members will be customized and tailored to each person’s unique needs and financial goals.

**Cared for & Supported:** We will care for and invest in our members. We will support and help our members in realizing their financial dreams and goals.

**Easy & Seamless:** Mainstreet, and our staff, will be friendly, easy to work with and easy to connect with. The member service experience will be seamless.

# Our Vision

*The long-term, vivid description of where Mainstreet would like to be.*

- Our members will be highly engaged, and they will feel that we can move quickly to anticipate their needs and are on their team to achieve their financial goals.
- Members will receive advice on how, where and when works for them.
- We will be known as a top employer and our team, with the right talent and tools will be empowered, innovative and aligned to our purpose.
- We will be an innovative, profitable, industry-leading credit union that is a thought leader and cornerstone in the communities in which we operate.
- Our systems will be strategic, leading-edge, omni-channel, always up and ultra-secure.

# Our Mission

We will bring members high-quality personalized advice, supported by technology, in the way that is most convenient for them, through highly responsive; empowered employees working at a purpose-driven organization. Our members will be confident in their future through their finances.

# Introduction

Dear Prospective Board Candidate:

At Mainstreet Credit Union we value the dedication and commitment of our members who choose to participate in our nomination and election process as a Board candidate. We thank you for your interest in seeking nomination for our Board of Directors. Inside this package you will find:

- information that will clarify the qualification criteria for candidates,
- expectations of Board members in their role of governing the Credit Union, and
- everything that you need to complete the nomination process.

To assist those members who are interested in considering candidacy, the Board appoints a Nomination Committee each year. Their role is to ensure members are fully informed of the nomination process and the election process, as well as to consider the qualifications of candidates in order to ensure the highest quality Board composition, and to meet any gaps as identified by the Board in their analysis of the Board's skills, knowledge and experience. The Nomination Committee will advise nominees that their names have or have not been placed into candidacy. If not placed into candidacy, the Committee will provide the reason why.

If you decide to proceed with submitting an application for nomination as a candidate, please complete and submit the appropriate information as directed by this information package along with all the required documents (as outlined within the checklist on page 17).

If you have questions about the enclosed information you may contact:

<b>Kelcey Kucharski (Corporate Secretary)</b> <a href="mailto:corporatesecretary@mainstreetcu.ca">corporatesecretary@mainstreetcu.ca</a>	
<b>Jen Denys (Board Member)</b> <a href="mailto:jdenys@mainstreetcu.ca">jdenys@mainstreetcu.ca</a>	<b>Paul Dhaen (Board Member)</b> <a href="mailto:pdhaen@mainstreetcu.ca">pdhaen@mainstreetcu.ca</a>
<b>Sam Hill (Board Member)</b> <a href="mailto:shill@mainstreetcu.ca">shill@mainstreetcu.ca</a>	<b>Paul Harris (Board Member)</b> <a href="mailto:pharris@mainstreetcu.ca">pharris@mainstreetcu.ca</a>

Please note that applications must be received no later than Friday February 16, 2024 by 5:00 pm.

Candidates are asked to refrain from paper, in-branch and electronic (i.e., e-mail, social media) campaigning.

## Key Dates in the Nomination & Election Process

Key Activity	Dates
Nomination period opens	Friday December 22, 2023
Deadline to submit nomination candidate packages	Friday February 16, 2024 at 5pm
Electronic voting period opens	Monday March 25, 2024 at 9am
Electronic voting period closes	Friday April 5, 2024 at midnight
Notice of successful candidates elected to the board	Thursday April 11, 2024
Annual General Meeting Notice of Meeting will be issued on March 1st, 2023. Details will be posted in branch, on our website, and on all social media channels.	Tuesday April 23, 2024

\*Elections are conducted electronically, therefore all results will be final.

# Important Information for Board Candidates

## Positions Available

This year, members will be electing candidates to fill 3 positions. 3 for 3-year terms. Seats are allocated based on the number of votes in favour of each candidate during the election period.

## Remuneration

Listed below is the remuneration for the Directors of the Board for Mainstreet Credit Union:

Payment Type	Position	Amount
Retainer	Board Chair	\$9,360 / year
	Audit & Risk Committee Chair	\$7,800 / year
	Governance & Human Resources Committee Chair	\$7,800 / year
	Directors	\$6,240 / year
Per Meeting	All Board and Committee Meeting Attendees	**\$175 / meeting

\*\*A minimum of 75% of the meeting must be attended in order to receive the 'Per Meeting' fee.

These amounts will be reviewed annually.

## Time Commitment

Item	Minimum Estimate Time (not including travel)
Quarterly Committee Meetings 1 Per Quarter	Regularly scheduled meetings are normally held on Wednesdays at 5:30pm via Teams.  Possible additional meetings may occur depending on business needs may include but are not limited to: <ul style="list-style-type: none"> <li>Nominating Committee Meetings</li> </ul>
Quarterly Board Meetings 1 Per Quarter	Regularly scheduled meetings are normally held on Wednesdays at 5:30pm in person in Sarnia.  Possible additional meetings may occur depending on business needs may include but are not limited to: <ul style="list-style-type: none"> <li>Strategic Planning Sessions (Typically first weekend in June)</li> <li>Board Training</li> </ul>
Committee/Board Packages	Preparation before meetings will take approximately 2-4 hours per meeting.
Training and Development	There is a comprehensive set of training modules that a Board member is required to complete within their first year (a schedule will be provided). All Board members are also expected to attend the Director's Forum conference (usually held in the GTA) at a minimum of once per term (3 years).

# Basic Responsibility of Credit Union Boards

The Board of Directors is accountable to the general membership of the Credit Union for directing the affairs of the Credit Union such as:

1. Establishing the Credit Union's mission and purpose (values and vision)
2. Reviewing the business objectives of the institution consistent with Co-operative Principles and approve the institutions business strategy and business plans as developed by management. Evaluate the institutions actual operating and financial results against business plans
3. Setting and monitoring the Credit Union's overall business objectives, by-laws and policies that provide for the needs of members, safeguard the assets of the Credit Union and meet regulatory requirements
4. Appointing and defining the duties and responsibilities of the CEO
5. Encouraging an effective Board/management planning process which will promote the long-term viability of the Credit Union
6. Selecting the Chief Executive Officer when position is vacant
7. Supporting the Chief Executive Officer and assess his or her performance
8. Ensuring effective organizational planning
9. Ensuring adequate resources
10. Exercising effective fiduciary oversight
11. Determining, monitoring, and strengthening the Credit Union's programs and owner-member services
12. Enhancing the Credit Union's public standing
13. Ensuring legal and ethical integrity and maintaining accountability
14. Recruiting and orienting new Board members and assess Board performance
15. Directing the democratic process within the Credit Union, including the election of Directors and the matter of Board succession
16. Delegating, as considered appropriate, to committees of the Board and receive reports from those committees
17. Responding or causing responses, as appropriate, to inquiries, requests or demands from regulatory agencies, auditors, members or other stakeholders
18. Ensuring efficient and regular communication with members
19. Maintain the minimum education requirements as required by our Regulators

# Individual Board Director Criteria

## A Director must:

1. Understand the principles behind and share the vision of the Credit Union and have the ability to reflect the values and commitments of the Credit Union as well as acting in the Credit Union's best interest at all times.
2. Demonstrate the ability to bring a perspective of external business, finance, and social issues to Board deliberations.
3. Understand corporate governance and the fiduciary duties, roles and responsibilities of the Board as a whole and an individual Director of a credit union including willingness to ask probing questions and challenge management within the governance framework.
4. Commit to regular attendance at Board/Committee meetings and to full preparedness and willingness to contribute to meeting content.
5. Understand the importance of credit unions in their communities.
6. Must be bondable as per the Credit Union and Caisse Populaires Act (to be bondable, you must have a strong credit score and you must not have a criminal record that involves a crime related to fraud, theft or any other crime that would pose a risk to the Credit Union's operations).
7. Demonstrate the ability to provide leadership and be an effective communicator.
8. Uphold the values of teamwork demonstrating the ability to operate as "a team" at Board level and "speak with one voice" once full discussion has been undertaken and a decision made by the Board.
9. Demonstrate personal integrity, financial stability and high ethical standards.
10. Have never declared personal or business bankruptcy.
11. Be willing to commit to continuous learning and undertake appropriate Director training and development initiatives.
12. Can understand and assess implications of financial statements and auditors' reports.
13. Agree to fulfill the time commitment, for training, including travel time and workload associated with being a Director of the Credit Union.
14. Have the capability to access electronic information via the Internet.
15. Have a high school diploma or equivalent.
16. Have a vested interest in the communities which the Credit Union serves.

# Individual Board Director Responsibilities

## General Expectations

1. Know the Credit Union's mission, purposes, goals, policies, programs, services, strengths/needs.
2. Suggest nominees for the Board.
3. Serve in leadership positions or undertake special assignments willingly when asked.
4. Follow trends in the credit union's field of interest.
5. Participate in any Director education, training and mentorship as prescribed by the Board.

## Meetings

1. Prepare for and fully participate in Board and committee meetings, and other organizational activities (Elections to Board positions and appointments to committees will take place at the first meeting of the new Board. If elected, please be acquainted with all positions prior to your first meeting in order to submit your name for the positions/committees you would like to stand for). (Board and committee packages are sent to directors approximately 1 week in advance of the meeting with the expectation that they are reviewed prior to the meeting, so directors can come to the meeting fully prepared to discuss the contents. Packages will vary depending on the number of reports, policies, etc., that are being reviewed, but can range from 50 to a few hundred pages in length. When large policies are included, the "track changes" feature is used to direct attention to changes being recommended.)
2. Ask timely and substantive questions while supporting the majority decision.
3. Maintain confidentiality of the Board's sessions.
4. Speak on behalf of the Board when asked to do so by authorized persons.
5. Suggest agenda items for Board and committee meetings, to ensure that significant policy related matters are addressed.
6. Physically attend a minimum of 75% of regularly scheduled meetings per calendar year.

## Relationship with Staff

1. Counsel the CEO as appropriate and offer support.
2. Avoid asking for exceptions of the staff, without prior consultation with the CEO, Board Chair or Committee Chairperson.
3. Avoid prejudiced judgments on the basis of information received from individuals and urge those with grievances to follow established policies and procedures through their supervisors.

## Avoiding Conflict

1. Serve the Credit Union as a whole, rather than special interest groups.
2. Avoid even the appearance of a conflict of interest and disclose any possible conflicts to the Board Chair in a timely fashion.
3. Maintain independence and objectivity, and do what a sense of fairness, ethics and personal integrity dictate.
4. Never accept or offer favours or gifts from or to anyone who does business with the Credit Union.

## Fiduciary Responsibility

1. Exercise prudence with the Board in the control and transfer of funds.
2. Faithfully read and understand the organization's financial statements and otherwise help the Board fulfill its fiduciary responsibility.

## Reasons for Disqualification

1. He or she has not been a member in good standing of the Credit Union for a minimum of 1 year as of the date on which nominations close for the election
2. He or she is not 18 years of age
3. He or she is not a Canadian citizen or a person lawfully admitted to Canada for permanent residency
4. He or she does not agree, if elected, to comply with the By-laws
5. He or she does not agree, if elected, to participate in training programs as may be required by the Board from time to time
6. He or she has served 4 consecutive terms (12 years)
7. He or she is an employee, director, officer or agent of another Ontario credit union, or of a business which, in the reasonable opinion of the Board, competes with the Credit Union, or the Spouse, Child or Sibling of such employee, director, officer or agent.
8. He or she has been, in the five year period prior to the date on which the election will be held, an employee of the Credit Union, or the Spouse, Parent, Child or Sibling of such an employee or former employee
9. He or she is the Spouse, Parent, Child or Sibling of an incumbent director, or another candidate for election as a director in the same election in which the person is seeking to be a candidate for election
10. He or she has asserted a claim against the Credit Union, in the five-year period prior to the date on which the election will be held, which has not been finally resolved
11. He or she is disqualified under the Act
12. He or she has not disclosed to the Board, in a timely fashion before the election is held, everything he or she is required by the Act to disclose as a candidate for director of a credit union

# Code of Conduct

## Purpose

The purpose of this Code of Conduct is to establish the rules governing the business and ethical conduct of the Directors, officers, employees and volunteers of the Credit Union. It is important that ethical and lawful conduct be evidenced in all business practices, in order to protect the reputation of the organization and preserve community trust. The Board has adopted this policy and the Board shall review this policy annually.

The Code of Conduct will be communicated within the organization. Every Director, officer, employee and volunteer, part time or full time, will be provided with a copy of the Code of Conduct. They will be required annually to report in writing that they have read it, have understood it and will endeavour to comply with it.

## General Duties of Care

Each Director, officer, employee or volunteer of the Credit Union shall exercise the power and discharge the duties of his/her office honestly, in good faith, and in the best interests of the Credit Union, and shall comply with the applicable by-laws, guidelines, policies and procedures of the Credit Union.

Directors, committee members and officers shall also comply with the Credit Unions and Caisses Populaires Act, 2020 (the Act), Regulation 76/95 prescribed therein and the by-laws of the Deposit Insurance Corporation of Ontario.

## Confidentiality

Each Director, officer, employee or volunteer must use utmost care and discretion in the handling of confidential information and other information not normally available to the public generally coming to them by reason of their Directorship, office or employment, and such information shall, subject to certain limited circumstances, not be disclosed to third parties and shall not be used for personal benefit or for the benefit of family, friends, or associates. . Examples of confidential information include, but are not limited to:

- Company private, corporate strategies
- Competitor sensitive information
- Member lists and personal information
- Employee lists and personal information

Maintaining confidentiality includes, but is not limited to, not revealing/disclosing the information by way of:

- Discussions between staff/Board members (unless business requires it)
- Discussing with any outside party (unless required, as outlined below), including blogging/social networking

In respect of information respecting members' transactions with the Credit Union, a Director, officer, employee or volunteer may disclose such information in the following circumstances, pursuant to Section 108 of the Act:

- a. to a person acting in a confidential or professional relationship to the credit union, including an employee of a central in which the credit union is a member;
- b. to a financial institution with which the credit union has transactions that may involve confidential matters;

- c. to another credit union with which the credit union of the director, officer, committee member or employee proposes to amalgamate, for the purposes of the amalgamation, if the credit unions have signed letters of intent to enter into an agreement for the amalgamation;
- d. to a person to whom the credit union proposes to sell assets, for the purposes of the sale, if the credit union and the person have signed letters of intent to enter into an agreement of purchase and sale for the sale;
- e. to a credit grantor or to a reporting agency, if the disclosure is for the purpose of determining the creditworthiness of the member;
- f. to the Chief Executive Officer and the Authority; and
- g. to any other person entitled to the information by law.

## Conflicts of Interest

Each and every Director, officer, employee or volunteer has an obligation of loyalty to the Credit Union and should subordinate his/her personal interest when they conflict with or threaten to conflict with the best interests of the Credit Union.

Each and every Director, officer, employee or volunteer of the Credit Union shall declare all actual or potential material conflicts that may arise between their duty to (i) the Credit Union and (ii) their personal obligations, other fiduciary duties or financial interests (direct or indirect). In the case of Directors and officers, these conflicts shall be reported to the Board of Directors, and in the case of employees and volunteers, to the person to whom they directly report and this should be communicated to the CEO.

Any Director or member of the management team that is involved with a charitable organization in a management role or as a member of the Board of Directors is required to disclose their involvement yearly in the ethical code of conduct agreement and is obligated to remove themselves when discussions related to business ventures, sponsorships or charitable donations for the organization occur at the Board level.

A Director, officer, employee or volunteer should not engage directly or indirectly, as a Director, officer, employee, consultant, partner, agent or major shareholder in any business or undertaking that competes with, does business with or seeks to do business with the Credit Union except with the express written approval of the CEO, in the case of an employee, or with the express written approval of the Chair of the Board of Directors or the Chair of an appropriate committee of the Board of Directors, in the case of an officer or Director. A major shareholder is defined as a person who owns (directly or indirectly) more than ten percent of the issued and outstanding equity of a company.

With respect to restricted party transactions, full disclosure of material transactions shall be recorded in the Board's minutes and will be transacted in accordance with legislated restrictions.

So as not to give the appearance of impropriety, and undue influence, no sitting Director may apply for any paid position as an employee of the Credit Union, and former Directors must be off the Board, and have severed all relations to the Board, for a minimum of 90 days, before they may apply for a position in the Credit Union.

To avoid conflicts of interest, Directors, officers, employees and volunteers must do more than merely act within the law. They must conduct their affairs in such a manner that their performance will at all time bear public scrutiny. The appearance of conflict of interest as well as the conflict itself must be avoided.

## Accepting Gifts

No Director, officer, employee or volunteer shall accept any gift, hospitality or favour offered or tendered by virtue of the official's position with the Credit Union, where the gift, hospitality or favour possesses any one of the following characteristics:

- is in the substance or form such that an impartial observer would construe it to be an improper incentive
- places the official under an actual or implied obligation
- has a value equivalent to or greater than \$100
- is in the form of cash or cash equivalent

The accepting of small tokens, or playing golf with services suppliers, is not a conflict, since these are usually reciprocal acts that benefit both parties.

When dealing with public officials whose responsibilities include the business of credit unions, acts of hospitality should be of such a scale and nature so as to avoid compromising the integrity or reputation of either the public official or the Credit Union. Such acts of hospitality should be undertaken in the expectation that they could well become a matter of general knowledge and public record.

## Committee Information

The information found below identifies and briefly describes the Credit Union committees and a summary of meetings and estimated commitment of time which one might expect when they become a Director. We hope that the information below will assist you in clarifying your obligations should you become a Director.

### Full Board

The Board of Directors consists of 9 Directors, each elected by the membership for a term of three years, subject to a term-limit of 4 terms in office. The Board is responsible for establishing corporate objectives, policies and performance standards in adherence with regulatory requirements. They are also responsible for measuring their achievements and hiring and delegating authority to the CEO. The Board meets once per quarter.

### Committees

In accordance with the Credit Union's by-laws, the Board of Directors will ensure the establishment of an audit committee (in accordance with section 104 of the Act). Other committees, as appropriate, may be formed as either standing committees or ad hoc committees. Standing committees are perpetual. The CEO has the authority to appoint and remove any staff required to participate as part of a committee.

For each committee so established a Terms of Reference will be developed for approval by the Board of Directors.

Standing committee members will be established at a Board meeting as soon as practical after the Annual General Meeting and election of Directors. Membership of committees may be a minimum of three Directors. Employees may be required to assist the committee and will be added as advisors that have no voting privileges.

All committees must meet at least every three months. A timely report to the Board of Directors will be made after each committee meeting concerning the committee's deliberations, decisions and/or actions.

The Board has established 2 standing Committees which are assigned responsibilities to assist the Board to carry out its mandate.

The current Committees are:

### ***The Audit & Risk Committee***

This committee consists of a minimum of 4 Directors. The Chair of the Audit Committee will be elected by the Board of Directors.

The responsibilities of this Committee are to assist the Board in monitoring the integrity of:

- the financial statements of the Credit Union;
- the auditors qualifications and performance;
- the credit union's compliance with legal and regulatory requirements;
- compliance with the Credit Union's and asset liability management.
- ensure compliance with the Credit Union's internal controls.

### ***The Governance & Human Resources Committee***

This committee consists of a minimum of 4 Directors. The Vice Chair of the Board will be the Chair of the Governance Committee.

The responsibilities of this Committee are to ensure effective corporate governance of the Credit Union with specific attention to the following areas of responsibility:

- Ensure that the Credit Union has the appropriate governance structure, committee mandates, committee membership and Chairs and to ensure that governance practices evolve with the needs of the Credit Union.
- Assist in protecting the reputation of the Credit Union. The Committee oversees the development and monitoring of corporate governance policies which provides for the desired ethical conduct by Directors and employees and to prevent the exercise of undue influence by related parties.
- Director's recruitment, selection, orientation and compensation.
- The Committee will also assume responsibility of the Board to approve all loans granted to restricted parties prior to the release of the funds (restricted parties are defined as all directors and officers of the Credit Union, as well as their related parties, corporations, business and other entities; related parties meaning the board members' immediate family members/anyone who is financially dependent on them, or with whom they share a joint account).
- Oversee CEO performance management and remuneration as well as to assist the Board in fulfilling responsibilities to the employee stakeholder group as a whole.

# Director Training & Competencies

Mainstreet Credit Union considers training and development programs for our Directors extremely important to assist them in understanding the roles and responsibilities of being a Director of a credit union. In 2012 the Deposit Insurance Corporation of Ontario (DICO/FSRA) set out minimum expectations for individual Director competencies which will require various programs be completed within certain time frames. The 9 competency areas are as follows:

- Audit and Compliance
- Board and CEO Performance
- Credit Union Operations
- Financial Literacy
- Governance and Ethics
- Leadership
- Regulatory Environment
- Risk Management
- Strategic Planning

If you are elected to the Board, you will be expected to complete a comprehensive assessment of specific competencies. This assessment is used to help determine your training and self-development needs in order to fulfill the Director training and qualifications requirements as established by the Credit Union. The Credit Union also has a mentorship program structured to assist new Directors in attaining the skills and competencies required to fulfil their responsibilities.

All Directors are also expected to attend the Director's Forum conference at a minimum of once per term (3 years).

## Branch Locations

Ailsa Craig	135 Ailsa Craig Main Street Ailsa Craig ON, NOM 1A0	519 293-3947 <a href="mailto:AilsaCraig@mainstreetcu.ca">AilsaCraig@mainstreetcu.ca</a>
Brigden	2394 Jane Street Brigden ON, NON 1B0	519 864-1026 <a href="mailto:Brigden@mainstreetcu.ca">Brigden@mainstreetcu.ca</a>
Chatham	40 Keil Drive South Chatham ON, N7M 3G8	519-436-4590 <a href="mailto:KeilDr@mainstreetcu.ca">KeilDr@mainstreetcu.ca</a>
Corunna	4-201 Hill Street Corunna ON, NON 1G0	519 862-5225 <a href="mailto:Corunna@mainstreetcu.ca">Corunna@mainstreetcu.ca</a>
Goderich	39 St. David Street Goderich ON, N7A 1L4	519 524-8366 877 524-4740 (toll free) <a href="mailto:Goderich@mainstreetcu.ca">Goderich@mainstreetcu.ca</a>
Mount Brydges	22478 Adelaide Road Mount Brydges ON, N0L 1W0	519 264-9708 <a href="mailto:MountBrydges@mainstreetcu.ca">MountBrydges@mainstreetcu.ca</a>
Parkhill	B-260 Main Street Parkhill ON, NOM 2K0	519 294-6277 <a href="mailto:Parkhill@mainstreetcu.ca">Parkhill@mainstreetcu.ca</a>
Port Lambton	4348 St. Clair Parkway Port Lambton ON, NOP 2B0	519 677-5652 <a href="mailto:PortLambton@mainstreetcu.ca">PortLambton@mainstreetcu.ca</a>
Sarnia (Exmouth) Business & Investment Advice Centre	412 Exmouth Street Sarnia ON, N7T 5N9	519 464-5460 <a href="mailto:ExmouthSt@mainstreetcu.ca">ExmouthSt@mainstreetcu.ca</a>
Sarnia (London Rd.)	1295 London Road Sarnia ON, N7S 1P6	519 542-9059 <a href="mailto:LondonRd@mainstreetcu.ca">LondonRd@mainstreetcu.ca</a>
Strathroy	214 Caradoc Street South Strathroy ON, N7G 2P1	519 245-2530 <a href="mailto:Strathroy@mainstreetcu.ca">Strathroy@mainstreetcu.ca</a>