

January 24, 2024

RE: OCU Nominating Package for Prospective Directors 2024 AGM

Dear Member,

Enclosed you will find a number of documents pertaining to the nomination process and rules of OCU.

Please read these documents over carefully prior to making any commitment. If you have any questions after reading these documents please contact Greg Sol, the Chief Executive Officer, at (250) 495 3730.

If you decide to proceed with a nomination, please ensure you complete the Directors Nomination Form and Prospective Board Members Information Sheet in full and mail or drop it off to:

Attention Nominating Committee
C/O OCU
PO Box 360
8312 Main Street
Osoyoos, BC V0H 1V0

Thank you for your interest in the Osoyoos Credit Union.



Greg Sol,
Chief Executive Officer, FCUIC, ICD. D

HISTORY

OCU holds a prominent place in both the economic and social history of the South Okanagan and Boundary region.

Founded in 1946 by nine charter members who contributed .50 each, our first AGM welcomed 18 members. These early members subscribed to the values of the co-operative movement, seeing economic reform as key to addressing social inequities and helping people affected by the depression. Credit unions like ours were springing up across the country, putting financial control into the hands of ordinary people and local communities.

When OCU first opened its doors in 1946, the Osoyoos area was at a turning point in history. Its population was growing, as people were moving to the area to start farms and open businesses. As a locally owned, locally controlled co-operative, OCU provided crucial funding to entrepreneurs who had been denied by the traditional large banks located in central Canada.

Over the years, OCU has responded to the shifting industry and demographics, supporting families, farmers and businesses, playing an essential role in the growth and evolution of the area.

Now with more than 4,300 members throughout the South Okanagan and West Boundary, OCU is not only the independent financial institution of choice in Osoyoos but also a community leader.

Our status as a locally owned, locally controlled organization means the local community has a direct voice in the credit union's future.

Over 78 years, that has meant consistent commitment to our members and people before profits.

The money invested in OCU is returned to the community through commitment to many local organizations and charities.

In celebration of our 75th year in 2021, our Community Giving Committee awarded \$75,000. to local businesses including: Osoyoos Elementary School, Osoyoos Secondary School, Desert Sun Counselling, Lower Similkameen Swim Club, Rock Creek and Boundary Fall Fair, Rock Creek Medical Clinic, Osoyoos Lawn Bowling Club, Desert Park Exhibition Society, Osoyoos Senior Centre Association, the School after School Society, West Boundary Community Services Coop, Osoyoos Museum Society, Rotary Club of Osoyoos, Osoyoos and District Arts Council, Trails to the Boundary, and local food banks in Boundary, Oliver, and Osoyoos.

Now, in our 78th year, we're boldly going even further in our quest to be not only the financial institution of choice for the Osoyoos community but also a corporate and community leader.

Together we're Better! Yesterday. Today. And tomorrow.

BOARD ORIENTATION STRATEGIES

Osoyoos Credit Union (OCU)

The OCU Board Orientation package is designed to provide important information about OCU and about the Board's roles and responsibilities. It also serves to build a working relationship among Board members that promotes ongoing support and comes to an agreement on how the Board carries out their work.

Quick Reference Board Handbook

The nominating package will serve as the "quick reference" handbook for new board members and includes brief information regarding:

- Vision and Mission Statements
- Values and Guiding Principles
- Governance
- Terms of Office and Meetings
- Committees
- Director's Development and Education Policy
- Director's Remuneration

Comprehensive Board Manual

The Board Manual will serve two functions. For the new Board Member it will be an orientation tool that provides useful information about OCU, board structure and operations, and fellow board members and staff. For the balance of a member's board service, the manual will become a working tool and a central resource about OCU and the board. As a living document, materials will be added, updated, and removed to create an up-to-date reference.

The Board Manual is located in the Board Portal, Aprio.

Board Orientation Timetable

Orientation of new board members will begin early in the recruitment process with the nomination package. Once the new board member is elected an orientation session combined with the board manual will be utilized to familiarize the new board member with;

- Key people at OCU and the Board,
- Their roles and responsibilities as Board Members,
- The financial statements and other key reports.

The Orientation sessions will be structured around the time constraints between the Annual General Meeting, where a new board member is elected, and the first two scheduled Board meetings.

The Orientation program will include the following:

At the first board meeting;

- Formal introduction of new members by the board chair including recognition of experience and expertise of each new member
- Self-introduction of all members (both old and new) including their interest in becoming a board member of OCU
- Brief review of history, vision, mission and service mandate of the credit union by the board chair
- Brief review of the board structure including summaries of each committee by current serving committee chairs
- Expressed commitment of ongoing accessibility to and support from board chair other board members and the Chief Executive Officer
- Selection of Board Committees participants

After the first board meeting – Orientation session with Board Chair;

- Receipt of and review of pertinent parts of the board manual
- Discussion about Board information
 - Board's Mandate and Areas of Responsibility
 - Board organization – committees and structures including matching new member with possible committee interest/experience
 - Terms of directors, committee memberships, chairs
 - Board functions including current projects and priorities
 - Board culture and protocols relating to motions, voting, agendas
 - Confidentiality and conflict of interest
- Expectations of Directors
 - Meeting Attendance
 - Availability for unscheduled meetings and phone calls
 - Committee participation and board work done outside regular meetings
 - Participation in activities or attendance at major events
 - Use of personal and Credit Union resources
 - Responsibility for recruiting future Board Members
 - Education including the mandatory Credit Union Directors Achievement (CUDA)
 - Parliamentary procedures overview
- Credit Union Information
 - Membership, stakeholders, and communities served including discussion about peer groups
 - Strategic Direction including short and long term goals
 - Major risks/issues facing Credit Union
 - Philosophy of service delivery including services provided, activities and program overview

- Each new Director will be assigned a Mentor

After meeting with the Board Chair – Orientation session with Chief Executive Officer; (Appendix A has been reserved for a CEO Developed Checklist)

- Credit Union structure and key staff positions
 - Tour of the Credit Union, meeting staff along the way
 - Formal introduction to the management team who will provide a brief overview of their service areas
 - Marketing strategy including information on communication strategy to OCU membership
- Financial Status/Overview
 - BCFSAs – who they are and our reporting responsibilities
 - A breakdown of the Board packages
 - How to read the financial statements
- Documents/Paperwork such as;
 - Code of Conduct Acknowledgement
 - Conflict of Interest Disclosure Statement
 - Statement of Secrecy
 - Job Description Terms of Agreement
 - Code Of Ethics
 - Death Benefit
 - Legal Liabilities and Insurance
 - Registration for Credit Union Director Achievement (CUDA)
 - Access and websites to stakeholder information

At the first board meeting;

- Selection of Board Committees participants
- Introduction of mentor paired with new member (if option selected)

At 6 months and completion of 1st year - Meeting with Board Chair;

- Evaluation of Orientation and Board Manual
- Review of Mentoring
- Identification of future training/learning requirements

Mentoring Guidelines

The purpose of mentoring is to pair a new Board Member with an experienced member in order to further the new Board Member's effectiveness.

A roster of experienced board members should be solicited annually prior to the next Annual General Meeting who are willing to become a mentor.

The Goals of the program are to supplement information presented in the formal orientation program, answer questions a new Board member will have after meetings or orientation sessions and to facilitate getting to know other Board Members and Senior Management.

Participation in the mentoring program is mandatory. New Board Members will be assigned a mentor at which point the Board Chair and GM will agree on assignment of a mentor. If possible, a minimum 6 months commitment to the process should be solicited.

The mentor and Board Member will want to communicate:

- After the new Board Member's Orientation,
- After Board and Committee meetings,
- Sitting together during meetings,
- Regularly scheduled breakfast or lunch meetings.

The mentor and new Board Member will want to address:

- Questions regarding how the Board works, individuals or board actions,
- Any problems with the new Board Member's conduct that do not meet Board expectations,
- Goals and major areas of interest as a new Board members,
- Satisfaction with the formal orientation process and ability to participate at Board and Committee meetings
- Identification of training needs

MISSION STATEMENT

We are the heart of Co-operative Finance, creating enduring legacies and fulfilling dreams through accountability, professionalism, independence, and community spirit.

VISION STATEMENT

“We are the heart of Co-operative Finance, creating enduring legacies”

VALUES AND GUIDING PRINCIPLES

Community

Maintaining our tradition of collaborative services and generous support

Professionalism

providing creative solutions through quality and expertise

Accountability

Ensuring our business practices are conducted in a responsible and accurate manner

Independence

Respecting unique choices while standing together with great strength

**OCU
HOURS OF OPERATION**

Tuesday to Friday
Saturday

8:00 am to 5:15 pm
8:00 am to 2:45 pm*

* closed Saturday preceding a holiday Monday

**OCU
BOARD OF DIRECTORS**

(As of May 2023)

Zachary Poturica	zpoturica@ocubc.com
Diana Thomas	dthomas@ocubc.com
Alan Bajkov	abajkov@ocubc.com
Leo Callarec	llcallarec@ocubc.com
Althea Raum	araum@ocubc.com
Joanne Muirhead	jmuirhead@ocubc.com
JF Launier	jflaunier@ocubc.com
Michael Campol	mcampol@ocubc.com
Romeo Girardi	rgirardi@ocubc.com

TERMS OF OFFICE

	<u>Originally Elected</u>	<u>Current Term Expires</u>
Zachary Poturica	2015	2024
Diana Thomas	2016	2025
Alan Bajkov	2017	2025
Leo Callarec	2019	2025
Althea Raum	2020	2026
Joanne Muirhead	2021	2024
JF Launier	2021	2024
Michael Campol	2023	2026
Romeo Girardi	2023	2026

ROLES AND RESPONSIBILITIES

Board members are elected by, and accountable to, credit union members. They are trustees and must ensure sound management. The Board of Directors serves as a liaison between the membership and the organization that serves them. The Board assumes the ultimate responsibility for all aspects of credit union operations.

Responsibilities of the Board of Directors include:

- participating in Board planning sessions
- establishing policy
- electing a Board president and officers
- hiring and evaluating a Chief Executive Officer
- approving financial structure and budgets
- maintaining good public and member relations
- maintaining confidentiality
- ensuring effective Board operations
- allowing for personal development and evaluation
- establishing corporate standards and code of ethics

The Board does not actively participate in operational management decisions, but rather ensures sound management.

The Board Member is responsible to attend Board meetings and if unable is required to request excusal from the Board Chair or Chief Executive Officer, failure to be excused from three consecutive Board Meetings may result in removal from the Board.

Within the credit union system, the Board of Directors is the communication link between membership and management. The Board represents members' interests while management and staff provide service to members. Active membership enhances both the credit union and the wider community within which it is located.

Board Committees, 2023-2024

Diana Thomas Chairperson of the Board
Althea Raum Vice-Chairperson of the Board

Audit Committee

Althea Raum (Chair)
Zach Poturica
Romeo Girardi
JF Launier

Conduct Review

Joanne Muirhead (Chair)
Diana Thomas
Michael Campol

Investment Lending Committee

Alan Bajkov (Chair)
Leo Callarec
Michael Campol
Romeo Girardi

Human Resources

Diana Thomas (Chair)
Joanne Muirhead
Leo Callarec

Governance Committee

Zach Poturica (Chair)
Joanne Muirhead
JF Launier
Althea Raum

Community Giving Committee

Michael Campol (Chair)
Leo Callarec

IT Governance

Althea Raum (Chair)
Alan Bajkov
Zach Poturica
Diana Thomas
Romeo Girardi

Time Commitment:

Generally, the Term of office for a Director is three years. This can differ depending on whether or not a newly elected director is replacing a Directors whose term of office has expired or not. It is expected that each director will attend the Credit Union Board Meetings which are between two and three hours in length depending on the agenda. It is also expected that each director will sit on at least one committee (see above for a list of the committees). Generally speaking, the committees meet as necessary, however the Credit Committee meets more frequently depending on the need to review and approve loan applications which exceed management's authority.

OCU holds a planning session yearly which is held in the Summer of each year, this generally is a day and a half session.

There are two regional meetings, one held in the spring the other in the fall. There is an Annual General meeting for OCU in the spring and an Annual General Meeting for the BC Credit Union system also held in the spring. There is a Central Conference held in the fall for the BC Credit Union system.

As a new Director you will also be required to complete a formal training program known as Credit Union Directors Achievement Program (CUDA). This item is covered under Director Education policy further in this document.

EXPENSE CLAIM PROCEDURE

Directors will be reimbursed for out-of-pocket expenses incurred while attending meetings on behalf of the Credit Union. The *Directors' Remuneration and Expense Policy* outlines which expenses are covered and to what limits. In order for a Director to be reimbursed for their accommodation expense or other extraordinary expenses, he/she is required to forward to the Chief Executive Officer a copy of their receipts. All other expenses will be calculated by the Chief Executive Officer. All applicable expenses will be authorized and deposited directly to the Director's account with OCU.

Remuneration for Directors attending various committee and credit union meetings is paid at the end of each calendar year by way of direct deposit to each Director Credit Union account.

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VISION STATEMENT

“We are the heart of Co-operative Finance, creating enduring legacies”

MISSION STATEMENT

“We are the heart of Co-operative Finance, creating enduring legacies and fulfilling dreams through accountability, professionalism, independence, and community spirit.”

VALUES AND GUIDING PRINCIPLES

Community

Maintaining our tradition of collaborative services and generous support

Professionalism

providing creative solutions through quality and expertise

Accountability

Ensuring our business practices are conducted in a responsible and accurate manner

Independence

Respecting unique choices while standing together with great strength

GOVERNANCE

The OCU Board is made up of no fewer than seven (7) and no more than nine (9) members. Board members are elected by, and accountable to, credit union members. They are trustees and must ensure sound management. The Board of Directors serves as a liaison between the membership and the organization that serves them. The Board assumes the ultimate responsibility for all aspects of credit union operations.

The Board does not actively participate in operational management decisions, but rather ensures sound management.

Within the credit union system, the Board of Directors is the communication link between membership and management. The Board represents members' interests while the management and staff provide service to members. Active membership enhances both the credit union and the wider community within which it is located.

Using the framework of the Values and Guiding Principles the Board has the following principal duties:

- Maintaining confidentiality
- Approving financial structure and budgets
- Establishing policy
- Ensuring effective board operations
- Establishing corporate standards and code of ethics
- Maintaining good public and member relations
- Hiring and evaluating a Chief Executive Officer

TERMS of OFFICE and MEETINGS

The term of office for a Director is three years but may vary where a Director is appointed or elected to fill the unexpired portion of a Directors' term.

The Board meets quarterly, and the sessions run for approximately three hours in length depending on the agenda. Current practice is to provide a calendar of the board meetings at the beginning of each year. In addition to regular Board Meetings, Director's will serve on one or more of the three standing committees and may also be appointed to special, or ad-hoc committees as required.

Directors may be asked to participate in the following activities;

- Regional Meeting – spring
- OCU Annual General Meeting – spring
- Regional Meeting – fall
- Strategic Planning Sessions

COMMITTEES

The Board delegates specific tasks to three standing committees; Audit, Investment and Loan, and Conduct Review. A minimum of three Directors must sit on each committee.

Audit & Risk

Ensures quality financial reporting and sound internal controls are in place, implemented and maintained. The committee is the liaison between risk management (which includes internal audit) and other internal resources, the external auditors and the Board of Directors.

Conduct Review

Establishes and oversees the business conduct and ethical behavior for the credit union, its directors, and employees. The committee is responsible to monitor the credit union's compliance with the Privacy Act and the Financial Institutions Act including oversight of related party loans and transactions.

Investment Lending

The Investment Lending Committee (ILC) role is to review the credit union's investment and lending policies, as proposed by Management and to ensure there are appropriate procedures in place.

Human Resources Committee

The Human Resources Committee is a Committee of the Board of Directors to which the Board has delegated responsibility for oversight over the OCU's Human Resources policies and practices. The Human Resources Committee reviews Human Resources matters including the compensation of the Chief Executive Officer and manages the process of evaluating the Chief Executive Officer.

Corporate Governance Committee

Is responsible for overseeing the quality and the effectiveness of OCU's corporate governance including setting compensation for Directors.

Provides advice and recommendations to the Board of Directors with respect to the planning and conduct of the Annual General Meeting.

Ensures that qualified candidates are put forward for the annual Election of Directors.

Ensures that the annual Election of Directors is conducted in a manner that fulfils the requirements of the Credit Union Incorporation Act, the Credit Union Rules and the desires of the Board and membership.

IT Governance Committee

To assist the board in governing and overseeing the Credit Union's IT-related matters. The Board must receive sound information to make informed decisions. While it is the responsibility of management to provide that information, it is the responsibility of the IT Governance Committee to ensure that management is following through on its obligation.

DIRECTOR'S DEVELOPMENT and EDUCATION POLICY

The credit union actively promotes the education of members, officers, directors, employees and the general public with regard to the economic, social, democratic and mutual self-help principles of credit unions.

Orientation

The credit union has an orientation process that must be completed by all newly elected Directors.

Credit Union Director Achievement Program (CUDA) and Professional Development

Directors' must obtain the required CUDA modules – they are also encouraged to complete and obtain their graduation certificates at a prudent cost to the Credit Union.

The CUDA program is designed to make the role of a director easier by equipping directors with the tools and skills to make direction setting decisions. The program can be completed through a series of computer-based tutorials, workshops and self-study, and is offered through CUSOURCE.

CUDA Level A Part 1 & 2 **must be completed in the first year** of being elected to the Board. Part 1, (Foundation of Governance) encompasses 6 web-based courses which is approximately 16 hours of course work. CUDA Level A Part 2 (Foundation of Governance, in Theory and Action Workshop), is composed of four instructor lead online sessions of approximately one hour each .

In addition to CUDA Level A part 1 & 2 there is a minimum requirement to complete annual Anti Money Laundering & Privacy courses. **These courses must be completed Before May 31** after your election and each year thereafter you are in office. Each course takes approximately 1 hour to complete. We continually invest in our Directors' continuing education.

Course fees will be paid for by the credit union, and directors will be reimbursed for other costs related to participation in these courses.

Special events and other courses that may become available for director training will require prior approval of the Board.

DIRECTOR'S REMUNERATION

Directors are paid according to the Directors' Remuneration and Expense policy. Members vote by ordinary resolution at the annual general meeting of the credit union as to the annual aggregate remuneration of all Directors. Current aggregate remuneration is set at \$50,000.

In lieu of salary Director's receive compensation for attendance at board and committee meetings. In general terms, current remuneration for the board includes:

- Board Meetings
 - \$150.00 Regular and Special
 - \$100.00 Committee
 - \$ 25.00 Committee Chair
 - \$ 50.00 Credit Committee

- Pier Diem
 - \$150.00/day while attending meetings requiring travel outside of Osoyoos plus reasonable expenses for meals

- Board Chair receives an additional \$4000.00 per annum
- Board Vice-Chair receives an additional \$2500.00 per annum
- Board Members receive an additional \$1500.00 per annum

OCU

Director Nomination Form

Date: _____.

I, _____, agree to let my name stand for election to the position of Director of OCU. I understand and am willing:

- To stand for election, and if elected, to serve as a director;
- To observe the provisions of the Credit Union Incorporation Act and the Financial Institutions Act as applicable;
- To comply with the directors' conflict of interest guidelines adopted by the directors, from time to time; and,
- To observe the Rules of the credit union and procedures relating to the election and the conduct thereof (available on OCU's website, ocubc.com or at the Credit Union Office).

Candidate's signature

Nominators Name

Nominators Signature

Nominators Name

Nominators Signature

Eligibility for Election as Director:

Please include your resume with your nomination package

Eligibility for Election as Director

- 1.3 **Member in Good Standing** – A member in good standing is a member, including a junior member, who at the date on which good standing is determined:
- 5.3 **Eligibility to Act as Director** – In order to be eligible to stand for election or be appointed as a director, a person must, for at least one year prior to January 1 of the year in which the election will be held or at least one year prior to the appointment being made:
- a) have been a member in good standing of the credit union; or
 - b) have been a member of another credit union of which all or substantially all of the assets have been purchased by the credit union.
- 5.4 **Disqualification** – No person is eligible to become or continue as a director if the person:
- a) is disqualified from becoming or acting as a director pursuant to the *Financial Institutions Act* or the *Credit Union Incorporation Act*;
 - b) is or becomes an employee of the credit union or any of its subsidiaries or affiliates;
 - c) was an employee of a credit union (including, but not limited to, the credit union) or any subsidiary or affiliate of a credit union at any time during the two-year period prior to the date that nominations for the office of director under these Rules closed or, in the case of appointment, during the two-year period prior to the date of appointment;
 - d) is a member of the immediate family of any person referred to in Rules 5.4(b) or (c);
 - e) is an employee, officer or director of a bank, trust company, loan company, savings and loan association, deposit-taking institution, lending institution or another credit union (other than a director of a central credit union) or a subsidiary or affiliate of any of them except where that person has been requested or authorized in writing by the directors to serve as a director of a bank, trust company, loan company, savings and loan association, deposit-taking institution, lending institution, other credit union or a subsidiary or affiliate of any of them;
 - f) is the spouse of any person referred to in Rule 5.4(e);

- g) is or has been removed at any time within the previous five years from the position of director by the directors in accordance with Rule 5.5; or
- h) is not ordinarily resident in a geographic area in which the credit union maintains a branch or head office.

6.1 **Acceptance of Nominations** – The Nominating Committee will examine each nomination received and determine whether the nomination complies with the *Credit Union Incorporation Act*, the *Financial Institutions Act* and these Rules, and will accept each nomination of a member qualified to be a candidate whose nomination is in order and reject each nomination which is not in order or that does not comply and notify each candidate accordingly, and promptly after the date on which nominations close:

- a) receive and place into nomination the names of qualified candidates nominated in writing by at least two members in good standing of the credit union;
- b) inform each candidate of the provisions of these Rules and the Election Guidelines with respect to the conduct of the election and provide to each candidate a copy of the Rules of the credit union and the Election Guidelines; and
- c) request that each candidate complete the personal information return required to be submitted to the Superintendent pursuant to the *Financial Institutions Act*.

OCU
Prospective Board Member – Information Sheet

Name: _____

Title and Organization: _____

Address: _____

Phone: Day Evening

E-mail Address: _____

Source of referral/information: _____

Special Skills:

- | | | |
|--|---|------------------------------------|
| <input type="checkbox"/> Risk Management | <input type="checkbox"/> Marketing / Public Relations | <input type="checkbox"/> Finances |
| <input type="checkbox"/> Technology | <input type="checkbox"/> Personnel / Human Resources | <input type="checkbox"/> Strategic |
| <input type="checkbox"/> Legal / Regulatory | <input type="checkbox"/> Business / Operations | |
| <input type="checkbox"/> Other (please identify) | | |
- _____
- _____

Professional Background:

- | | | |
|--|--|-------------------------------------|
| <input type="checkbox"/> For Profit Business | <input type="checkbox"/> Non-Profit Organization | <input type="checkbox"/> Government |
| <input type="checkbox"/> Other (please identify) | | |
- _____
- _____

Education:

- | | | |
|--|---|--|
| <input type="checkbox"/> Some high school | <input type="checkbox"/> Some college | <input type="checkbox"/> Some graduate coursework |
| <input type="checkbox"/> High-school graduate | <input type="checkbox"/> Undergraduate college degree | <input type="checkbox"/> Graduate degree or higher |
| <input type="checkbox"/> Other (please identify) | | |
- _____
- _____

Other affiliations: _____

Other board service: _____

Other pertinent info: _____
