


*2017 Board of Directors
Candidate Guide*



On behalf of the Board of Directors and members of Assiniboine Credit Union, thank you for your interest in putting your name forward as a candidate to run for the Board. When members work to participate in the democratic process they help ensure that Assiniboine Credit Union remains a member-driven, energized, socially responsible financial co-operative. Thank you for your contribution.

This guide provides information on ACU, the duties and responsibilities of Directors and the process leading up to the election of Directors. It contains all the information you need to submit your application to run as a 2017 candidate.

About ACU

Assiniboine Credit Union is one of the largest credit unions in Manitoba and among the top 10 credit unions in English-speaking Canada.

ACU has over 114,000 members, 480 employees and approximately \$4.2 billion in assets. Members are served through a network of 18 branches across Winnipeg and in Thompson and Gillam, a Member Communication Centre, a Business Financial Centre, a Community Financial Centre, a Direct Sales Division, Assiniboine Financial Group and Outlook Financial. We are a full-service financial co-operative offering a broad range of deposit, loan and investment services to our members.

Among other recognition, ACU has been honoured with the Leadership in Co-operative Governance Award from the Canadian Co-operative Association. ACU has also been named one of the Top 100 Employers in Canada by Maclean's magazine, one of the Top 20 Employers in Manitoba, and one of Canada's Best Diversity Employers.

In 2017, ACU members will be electing three (3) Directors to the board and our Annual Meeting will be on **Wednesday, April 19, 2017** at Canad Inns Polo Park in Winnipeg.

Mission

As a socially responsible co-operative, we provide financial services for the betterment of our members, employees and communities.

Vision

A world where financial services in local communities contribute to a sustainable future for all.

Our core values

Integrity | We are consistently honest, fair, respectful and compassionate in all our relations, and do the right thing for the right reason.

Accountability | We take responsibility for the financial, social, environmental and economic impacts of our decisions and actions, and disclose our performance in a transparent manner.

Diversity and Inclusion | We welcome and celebrate diversity in all its forms and are open and inclusive in how we do business.

Service | We put others first and strive for excellence in all we do to be of service.

Co-operation | We work together and partner with others for mutual benefit and the common good.

In living our values, we embrace the International Co-operative Principles and the Global Alliance for Banking on Values (GABV) Principles of Sustainable Finance.



How we do business

As a socially responsible financial co-operative the “triple bottom line” (people, planet, prosperity) is at the heart of how we do business and we believe values-based banking contributes to long-term business success and helps build a better world for all.

We are committed to doing business in a way that is financially sound and socially, environmentally and ethically responsible. We look for opportunities to use our skills and resources as a financial co-operative to help foster self-reliant and sustainable communities. And we take care to consider the impact of business decisions on our employees, our members, the communities we serve and the environment.

Providing excellent service to our members is of utmost importance to us. We offer a broad and competitive range of products, quality service and professional financial advice through many channels, including our branch network, internet banking, and Member Communication Centre.

Our members elect the Board of Directors to guide the credit union. By participating in annual elections, attending the Annual Meeting, and providing feedback to management, our members and employees have a say in how ACU is run.

Our democratically elected Board of Directors is accountable to our members and committed to governing ethically, with transparency, and in the interest of members and other stakeholders.

As a financial co-operative, we are proud to be part of a broad network of credit unions and other co-operatives working to make a difference locally, nationally and internationally.

We strive for strong financial performance while making a difference in how we do business. We focus our commitment to values-based banking in six key areas:

Access to Financial Services

We believe that everyone should have access to affordable financial services. This includes those who are underserved by other financial institutions. Beyond our bricks-and-mortar presence, we work closely with community partners to increase access to affordable financial services for low-income households, micro-enterprises and communities.

Community Investment

We contribute to sustainable communities by supporting and partnering with community leaders – those enterprises, non-profits and co-operatives that are working to make a difference in our communities. We do this through the financial services we provide, the purchasing decisions we make, and the dollars, time, and expertise we invest.

Fair Hiring and Employment Practices

We value our employees and see them as true partners in our shared success. We strive to provide a safe and respectful workplace, fair pay, opportunities for development, and flexible work options that encourage work/life balance. We are committed to workplace diversity and actively recruit people with backgrounds, experiences and perspectives reflecting the diversity of communities we serve.

Sound Environmental Practices

We take steps to minimize our own ecological footprint and to support others who are working to find positive solutions to environmental concerns. We consider the potential impact on the environment when making business decisions, such as how we build or renovate a branch, what kind of paper we use, or where we purchase goods or services.

Socially Responsible Investments

As a credit union guided by the principles of values-based banking, providing our members with the opportunity to invest in responsible companies is important to us. We offer a range of socially responsible investment (SRI) products. Our investment professionals can help members match their personal values with investments that provide social, environmental and financial returns.

Ethical Business Practices

We hold all employees and Directors to high standards of ethical conduct and expect them to do business in a manner consistent with these standards, our Mission and our Core Values. We are committed to transparency and to communicating openly and honestly with employees, members, and the community.

Being a director

ACU Board of Directors

The Board of Directors is responsible for governance of the credit union. It is the legal body vested with the responsibility for establishing policy and the direction of the credit union in accordance with ACU's by-laws and the provincial *Credit Unions and Caisses Populaires Act (the Act)*.

The Board of Directors oversees the management of ACU and acts to protect and enhance the assets of ACU in the interest of the members and other stakeholders. Although Directors may be elected by the members to bring special expertise and points of view, they are not chosen to represent a particular constituency. They have a fiduciary responsibility to act in the best interest of the credit union. In 2017, three (3) positions are up for election, each for a 3-year term.

In addition to regular Board duties, Directors also serve on one or more of the following standing committees of the Board:

- Audit and Risk Committee
- Community and Member Relations Committee
- Governance and Ethics Committee
- Human Resources Policy and Compensation Committee
- Nominating Committee

The Board may also establish ad hoc committees with limited scope and duration, as needed.

ACU's Board is committed to strong, responsible and ethical governance. Integral to this commitment is ensuring that the Board has an effective and well-rounded mix of skills, experience and attributes.

The following information outlines the mandatory requirements for all Directors, as well as the ideal skills, experience and attributes ACU seeks in Board members. This information will assist you when deciding to put your name forward as a candidate.

A. Mandatory Requirements

All Directors and candidates for the Board of Directors must meet the requirements for a Director as set out in ACU's by-laws and *The Credit Unions and Caisses Populaires Act*.

To be a Director, a person must be 18 years of age or more, a resident of Canada, and a member of ACU.

A person may not be a Director if he/she is:

- a. an undischarged bankrupt.
- a. a Director or employee of another credit union.
- c. an employee of ACU, Credit Union Central of Manitoba or Deposit Guarantee Corporation of Manitoba.
- d. ACU's auditor, or a professional employee or member of the auditor's firm.
- e. ACU's solicitor, or a professional employee or member of the solicitor's firm.
- f. a civil servant whose official duties are concerned with the affairs of credit unions.
- g. a real estate appraiser used by ACU, or a professional employee or member of the appraiser's firm.
- h. a member who is in arrears for more than 180 days under a debt obligation to ACU.
- i. 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 ACU.
- j. the spouse or dependent child of a member referred to in (h) and (i).

A candidate:

- a. must not have been an employee of ACU at any time within the last two (2) years.
- b. must sign a written undertaking, in the form approved by the Board, to act in the best interest of the credit union and in accordance with ACU's by-laws, the legislation governing the credit union and any approved policies of the Board, if elected as a Director.
- c. once elected, must comply fully with all ACU policies as adopted by the Board, including those regarding Director training, ethical conduct, confidentiality and conflict of interest.



B. Ideal Competencies of an Effective ACU Director¹

ACU Directors with all or many of the following competencies would make a positive contribution to the smooth and effective functioning of the Board as a whole.

Competency Groups	Competency List	Definitions
KNOWLEDGE	Knowledge of Board and Role	Understands basic responsibilities, accountabilities and liabilities as a Director, including the appropriate role of management and Board. Demonstrated experience with boards and/or committees and modern governance practices.
	Knowledge of the Business	Understands ACU's core business and the financial services industry.
ANALYTICAL & TECHNICAL SKILLS	Financial Acumen	Can read, interpret and assess the implications of financial reports.
	Group Decision Making Orientation	Can identify and diminish group-think tendencies and recognize decision-making biases in Board discussion. Ability to accept and promote Board decisions. Assists the Board to move towards consensus.
	Process Orientation	Makes decisions and seeks outcomes by consistent application of logical analysis.
THINKING	Conceptual Thinking	Makes connections between apparently separate issues, seeing patterns, trends, or relationships and developing mental frameworks to explain and interpret information.
	Strategic Thinking	Experience and ability to think strategically. Ability to relate external business and environmental conditions to ACU's operations.
	Independent Thinking	Maintains own convictions despite undue influence, opposition or threat.
	Open-Minded, Information Seeking	Values diverse opinions and builds innovation on the foundation of other people's views.
	Objectivity	Draws conclusion by impartial evaluation of other perspectives and views without prejudice or bias.

¹Adapted from *The 18 Competencies of an Effective Director* as promoted by the Institute of Corporate Directors (2005).



B. Ideal Competencies of an Effective ACU Director (cont'd)

Competency Groups	Competency List	Definitions
PERSONAL STYLE	Ambiguity Tolerance	Retains a positive outlook when the group is unable to resolve an issue or reach a conclusion and is willing to take a measured risk even when the outcomes are uncertain. Is able to balance the need to acquire more information with the cost of acquiring it.
	Effective Judgment	Applies common sense, measured reasoning, knowledge and experience to come to a conclusion.
	Initiative	Grasps opportunities and proactively ensures that neither issues nor people are forgotten or overlooked.
	Integrity	Trustworthy and conscientious and can be relied upon to act and speak with consistency and honesty.
	Self-Awareness	Accurately assesses strengths and weaknesses of self and of others and can manage them successfully.
	Bias to Learn	Invests time learning about the organization, its issues and people, and the industry in which ACU operates.
SOCIAL STYLE	Orientation to Resolve Conflict	Ensures conflict is resolved with justice and fairness in order to restore healthy relationships.
	Communication	Gives and receives information with clarity, attentiveness, understanding and perception.
	Influence & Impact	Ability to influence Board members and stakeholders (management, members) in negotiating and impacting at the credit union level.
	Political Astuteness	Experienced level of acumen at Board/member/credit union levels.
	Team Player	Ability and willingness to work co-operatively in a team environment.
COMMITMENT TO ACU	Personal Commitment	Demonstrated interest in the success of ACU and ability to be an ambassador for ACU. This includes a willingness to conduct the majority of financial business with ACU and to assist with business and membership development.
	Values Fit	Understands and agrees with ACU's Mission and Values, codes of conduct and commitment to values-based banking, including a commitment to co-operative principles and employment equity.

C. Ideal Skills and Experience of an Effective ACU Board

To ensure a well-rounded and effective Board with the knowledge base to fulfill its governance responsibilities, a mix of the following skills and experience is desired:

Finance

An accounting designation or equivalent experience such as a senior financial position.

Human Resources

Experience in the field of human resources, labour relations and/or employment equity.

Management and Leadership

Senior leadership experience in the private, public or non-profit sector and demonstrated sound management acumen.

Community Involvement

Experience in and active involvement in community organizations and activities.

Co-operatives and Credit Unions

Experience working and/or volunteering in the co-operative or credit union sectors.

Community Development and Social Inclusion

Experience in and active involvement in advancing community economic development, social inclusion and/or fostering inclusive communities and neighbourhoods.

D. Ideal Representation of the Members and Communities We Serve

As a credit union, ACU aims to have a Board that is representative of the members and communities we serve. To that end, we strive for the following:

- Gender balance
- Ethnic and cultural diversity
- Diversity of age and life stage

E. Time Commitment

A significant time commitment is required of ACU Directors. This recognizes ACU's commitment to good governance and the individual director's dedication to ACU.

Preparation, attendance and active participation at regular Board and Committee meetings, strategic planning sessions, and other special meetings are evidence of the involvement and commitment of Directors. Accountability to other Board members and to ACU members is taken very seriously and a record of attendance at Board and Committee meetings is detailed in the Annual Report.

A Director's first term requires additional time for training and development. Other Directors, Senior Management and the credit union system all play a part in helping newly elected Directors learn and train for their new role.

Board and Committee Meetings

The Board meets regularly on a monthly basis, with usually the exception of July. At times, the Board is required to hold a special Board meeting, aside from the regular monthly meetings. Meetings typically last from three to four hours. Meeting materials are provided to Board members the week prior to the meeting, and generally take three to four hours to review in advance of the meeting. Meeting preparation is expected of all Board members to ensure productive meetings and quality governance.

Standing Board Committees meet four to six times per year. Meetings vary in duration, depending on the mandate of the Committee, but typically last two to three hours. Meeting materials are provided to Committee members the week prior to the meeting, and generally take three to four hours to review in advance of the meeting. Meeting preparation is expected of all Committee members to ensure productive meetings and quality governance.

Planning Sessions

The Board and Senior Management attend an annual planning session that is generally 2 days in length, may require 20 to 40 hours of preparation time, and may be held outside of Winnipeg. Attendance at the planning session is very important as this is where the vision is solidified and the strategic direction for the credit union is set. Discussions on strategic issues and topics may also be held throughout the year, either at regular or special Board meetings.



E. Time Commitment (cont'd)

Training

Following election to the ACU Board, new Directors will be provided Director orientation. The orientation program includes topics such as Director roles and responsibilities, Board policies and processes, Director liability, and democratic and business structures.

All Directors are expected to actively participate in the training and development provided to the Board as a whole, Committee(s) they belong to, and individual Directors as required. Eligible training and development opportunities include courses, seminars, learning sessions and conferences that are held in the evenings and on weekends and require preparation time.

Directors are expected to successfully complete the Credit Union Director's Achievement (CUDA) training program.

The Board will not normally endorse Directors for re-election who do not complete their CUDA training and other recommended training within their first full term in office.

Membership Engagement

Directors are expected to attend the Annual Meeting held in April and any Special Membership Meetings that may be required to address an issue or topic requiring member approval.

Directors are expected to participate in a branch visit at least every two years to meet and interact with members.

Credit Union and Co-operative Events

During the year, ACU Directors have opportunities to attend a variety of events hosted by the provincial and national credit union system, other credit unions and the broader co-operative sector. Events include annual meetings, conferences and award ceremonies.

Publicity Opportunities

As ambassadors of ACU, Board members are expected to attend public and member events throughout the year, some involving speaking opportunities. Events may include cultural and artistic events, events sponsored by ACU, award ceremonies, and fundraising events.

F. Compensation

Within established policies, Directors receive a retainer for their services, a per diem for each eligible meeting attended, and are reimbursed for expenses incurred while on credit union business.

G. Liability

Under legislation governing credit unions, Directors can be held liable for their actions.

In the normal course of business, this liability should not affect Directors. However, misconduct as a Director can be damaging not only to ACU but also to the individual Director. ACU does have Directors' and Officers' Liability Insurance in place.

Nominations and election process

Director Positions Open

In 2017, three (3) positions are up for election, each for a 3-year term.

Nomination and Endorsement Process

The Nominating Committee of the Board is made up of a number of Directors whose term does not expire in this year. The Nominating Committee assists the Board in identifying qualified candidates for election to the Board and oversees an orderly, open, transparent and democratic Board election process.

1. Gap Analysis

Each year, the Nominating Committee reviews the composition of the current Board against the ideal skills, experiences and attributes to identify gaps. With the approval of the Board, the committee then proactively recruits potential candidates to fill these gaps.

2. Proactive Recruitment

A gap analysis of the current board, less those directors up for re-election, has been conducted and, in 2017, we are looking for strong, qualified candidates with the ideal skills and experience. Strong candidates who are: female, people of colour, and/or indigenous would be a particular asset to the board at this time.

3. Endorsement

The following endorsement process will serve as a guide to identifying strong candidates to fill gaps on the Board:

The Nominating Committee will review and verify each nomination received to ensure that the candidate meets the mandatory requirements and that background checks are conducted. All eligible candidates are then assessed against the ideal skills and experience and identified gaps.

The Nominating Committee will interview all eligible candidates using the same prepared questions. As part of the interview process, the duties and time requirements of a Director and ACU's by-laws and relevant legislation will be reviewed with candidates. They will also be advised of the election process and candidate guidelines for the election period.

The Nominating Committee will submit to the Board the list of all candidates who meet the mandatory eligibility requirements as set out in the Act and ACU's by-laws.

This includes:

- Every candidate nominated in writing by a member in good standing of ACU and received prior to the nomination deadline. A member in good standing who

meets all the eligibility requirements can nominate himself or herself.

- Any incumbent Director who is up for re-election.
- Any Director appointed by the Board to fill a vacancy where member ratification is required.
- The candidates recommended by the Nominating Committee for endorsement by the Board.

The Board will approve the list of eligible candidates and will endorse a list of strong candidates.

The Nominating Committee will advise all eligible nominees that their names have been placed into candidacy and whether they have, or have not, been endorsed by the Board of Directors. At this time, all potential candidates are given the opportunity to confirm or withdraw (in writing) their candidacy.

Election Ballots

All eligible voting-age members will receive election packages in the mail in March 2017. Members will have the option to vote by electronic or mail-in ballot. Completed ballots are verified and counted by independent scrutineers.

Annual Meeting

The 2017 Annual Meeting will be held at the Canad Inns Polo Park in Winnipeg on **Wednesday, April 19, 2017**. Election results will be announced at the meeting. Election results will also be posted on our website and in our branches following the annual meeting.

All candidates are encouraged to attend the Annual Meeting. If you are elected to serve as a Director, your term begins immediately following the close of the 2017 Annual Meeting.

Important Dates

• November 1 – December 2, 2016

Call for Nominations and Member Resolutions.

• December 2, 2016

Nominations and Member Resolutions close at 3:00 pm.

• January 9 – 14, 2017

Candidate interviews.

• March 6 – 29, 2017

Candidates available to answer member questions.

• March 31, 2017

Voting closes at 3:00 pm. Deadline for ballots.

• April 19, 2017

Annual Meeting. Election and Resolution results announced.



Submitting your application

Our preference is to have all applications submitted electronically. If you are unable to do so, you can request a paper *Candidate Kit* by calling Jocelyn Peifer Ross at 204-258-3424.

When you go to assiniboine.mb.ca and click on the *Call for Nominations* button, you will find all the files you need to complete the application process.

Prepare to complete the application process by following these steps:

- Read the Candidate's Guide carefully.
- The application process requires that you complete and submit all forms/documents at the same time. Plan ahead to allow yourself sufficient time to complete your application.
- Locate and save a waist-up, digital, colour photograph of yourself suitable for print publication. Please ensure it is high resolution and minimum size of 3" x 5"@300dpi. If you do not have a photo that meets these requirements, you may arrange to have a photo taken at our Corporate Office at 200 Main Street by phoning Jocelyn Peifer Ross at 204-258-3424.
- Complete the *Application* form. Press continue to go to the next document.
- Complete the *Statement of Commitment* document that asks you to confirm your commitment to fulfilling your Director duties, preparing and participating in meetings, acting in good faith, and abiding by ACU's by-laws. Press continue to go to the next document.
- Complete the document titled *Message to the Membership*, which is your opportunity to speak to members regarding your reasons for seeking election to the Board of ACU. The word limit for this document is 200. Press continue to go to the next document.
- Complete the document titled *Candidate Questions*, which asks you to list your experience working on a board or committee, outline how your presence would address the gap on the Board, and to note what your

greatest contribution to the ACU Board would be. The word limit for this document is 350. Press continue to go to the next document.

- Complete your biography, which is your opportunity to tell members about yourself, your education, profession and recent work history, your relevant board and committee experience, why you would like to serve on the ACU Board and what skills and experience you bring to the ACU Director role. The word limit for this document is 150. Press continue to go to the next document.
- Complete the document titled *Candidate Self Assessment*, which asks you to outline the skills and experience and diversity attributes you would bring to the ACU Board. The word limit for this document is 150.
- Attach your photo.
- We recommend that you press download if you want to print/save a copy of your complete application. **Once submitted, the option to print/save your application is no longer available.**
- Press submit to send your nomination to ACU.

If you are submitting a paper application package, address it to:

**Chair, Nominating Committee
Assiniboine Credit Union
6th Floor, 200 Main Street
Box 2, Station Main
Winnipeg, MB R3C 2G1**

You can drop your application off at any branch, mail or deliver it to the address above.

Note: All information you provide as a candidate, except for the *Candidate Self Assessment* form, will be posted to the ACU and Outlook Financial websites.

Your application to run for the Board of ACU is complete when all of the above noted documents and your photo are submitted to, and received by, ACU. **To be eligible, all completed nominations must be received no later than 3:00 pm on Friday, December 2, 2016.**

If you have questions or require further information about ACU and our Board of Directors, check out our website at: assiniboine.mb.ca or contact Jocelyn Peifer Ross at jpeiferross@assiniboine.mb.ca or 204-258-3424, and you will be put in contact with a member of the Nominating Committee.