

BOARD OF DIRECTORS

NOMINATION PACKAGE 2023



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About Us

Stoughton Credit Union is a full-service financial institution, located in Saskatchewan, that's owned and led by you, our member. We service the Stoughton, Kisbey and surrounding area. We have been open over 60 years and have more than 1,700 members.

We currently have 12 dedicated employees and 9 Board of Directors to help operate our two branches. We show our community support not only by financial assistance, but with countless volunteer hours from our staff and directors to various local organizations.

Our Purpose

We will positively impact our community and make our members dreams come true.

Our Vision

To be a local, democratically controlled, responsible, viable cooperative financial institution, that is responsive to the economic and social needs of current and potential members

Our Mission

To maintain and develop an organizational structure that attracts and maximizes the potential of all our human resources. To attract and retain sufficient capital through a variety of competitively priced products designed to meet member's needs. To maximize use of capital for the benefit of members, security of capital, liquidity and return. To manage revenues and expenses in order to meet financial objectives of the Credit Union and its members. To develop the Credit Union and its services to meet the changing needs of members and potential members. To research and promote services that will develop the credit union and its members.

Our Values

We follow the seven Cooperative Principles:

1. Voluntary and Open Membership
2. Democratic Member Control
3. Member Economic Participation
4. Autonomy and Independence



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5. Education, Training and Information
6. Cooperation among Cooperatives and Concern for Community
7. Communication

Qualifications of a Director:

Subject to *The Credit Union Act, 1998*, Standards of Sound Business Practice and bylaws of the credit union, an individual nominated will meet the following eligibility requirements.

Persons nominated to serve on the board will be made aware of the eligibility requirements prior to accepting the nomination, and every nominee for the position of director must confirm in writing to the board that they are eligible to be a director pursuant to this policy.

- Must be an individual, 18 years of age or older and have capacity
- Must not be an undischarged bankrupt
- Must be, and remain, eligible for fidelity bonding
- Must not have been convicted of a criminal offence related to theft, fraud or breach of trust for which he or she has not been pardoned
- Must not have been convicted of an indictable offence pursuant to the *Criminal Code* within the last five years other than a criminal offence mentioned above
- Must not have been convicted of an offence under *The Credit Union Act* and sentenced to a term of imprisonment within the last five years, or if not within the five years and the individual was not sentenced to a term of imprisonment; or it has been more than five years since the completion of any term of imprisonment imposed as a result of a conviction for an offence under the Act
- Must not be involved in legal proceedings against the Credit Union or any of its affiliates or subsidiaries, in the previous year
- Must not be a spouse of a person involved in legal proceedings against the Credit Union or any of its affiliates or subsidiaries
- Must be a member of the credit union for a minimum of one year as at the closing date for nominations except where elected or appointed by



investment shareholders, in which case the nominee need not be a member

- Must comply with constraints on investment share ownership set out in Division 6, Part X of the Act, if applicable
- Must not be a professional adviser to the credit union
- Must not be an employee of the credit union or of CUDGC, within one year of Nomination
- Must use the credit union as his or her primary financial institution
- Must not have loans in arrears more than 90 days with the credit union in the previous five year(s) or have any Judgement registered against them
- Must not and will not knowingly be in conflict of interest with the Credit Union
- Must not be a director or employee of a business selling competitive products or services except as a representative of the Credit Union
- Must not be a spouse of a Key Management Person of the Credit Union

Director Position Profile

Responsibility: As a member of the board, a director is in a position of trust to ultimately ensure that the credit union is managed and operated in a sound and prudent manner.

Purpose of Position: As a member of the board, a director acts to establish meaningful strategic direction for the credit union that effectively serves the membership's interests while promoting long-term growth and financial stability.

Key Accountability Areas:

1. Strategic Planning

- Understand and keep up to date on the financial services industry and agricultural, economic and cooperative issues in order to carefully question the assumptions upon which the strategic and business plans are based, and to form an independent judgment as to the probability that those plans can be achieved.



- Act as a change agent and keep the credit union relevant and vibrant by regularly revising the mission.
- Approve objectives and strategies as part of a strategic plan that will move the credit union towards its mission.
- Monitor how effectively the credit union is achieving its strategic plan.

2. *Financial and Risk Management*

- Possess enough knowledge of accounting and finance to be able to understand, evaluate and contribute to discussions about financial results, internal controls and reporting issues.
- Approve annual business plans and other financial matters as required to support the strategic plan.
- Possess enough knowledge of enterprise risk management to be able to understand and assess the credit union's framework, and to revise (as required) acceptable levels for the major risks necessary to support strategic objectives.
- Establish, communicate and control the credit union's risk tolerances by approving policies that set standards for the nature and level of risk that the credit union is willing to assume.

3. *Legal and Regulatory Compliance*

- Demonstrate high ethical standards of integrity and conduct oneself in accordance with the key elements of the governance structure (standards of sound business practice, policies, code of conduct, conflict of interest, etc.).
- Ensure no misuse of the position of director or improper use of information (whether acquired directly or indirectly) to the detriment of the credit union or to gain an advantage for oneself or others.
- Develop knowledge and understanding of legislation and regulations that apply to the operations of the credit union and not knowingly permit non-compliance.
- Approve and review policies as necessary.

4. *Decision-Making and Communication*



- Actively participate in board discussions and decision-making and keep this information confidential until all matters have been publicly disclosed.
- Ask relevant questions and obtain satisfactory answers before making decisions.
- Be open to other's opinions and willing to listen. Approach others assertively and supportively and be willing to raise tough questions in a manner that encourages open discussion and full exploration of alternatives.
- Value team and board performance over individual performance, possess respect for others, and have a desire and willingness to reach consensus.
- Support a strong, unified and respectful board that speaks with one voice. Every director must publicly support the actions decided by a majority vote of the board unless the actions are unethical or illegal.

5. *Preparedness*

- Faithfully attend board and committee meetings and spend time preparing for those meetings by carefully reviewing the agenda and all available information before the meeting. It is important to follow up on any questions that the material may raise.
- Proactively seek additional relevant information from other sources when necessary to enhance understanding or to assess the accuracy and validity of the information provided.
- Follow through on any responsibilities assigned at previous meetings.
- Participate in opportunities for self-development that will enhance one's contributions as a director of the credit union.
- Regularly assess one's performance as a director and take appropriate action to ensure effective personal and team performance.

Personal Skills and Characteristics:

Financial

Able to accurately read, interpret, understand and apply financial information in the formation of business strategies.

Judgment



Concerned about working towards a standard of excellence. Able to accurately listen, understand and then respond appropriately when interacting with individuals and groups.

Leadership

Takes on a role as strategic leader with the ability to establish and build effective working relationships and networks with a variety of key stakeholders. Implies the desire to lead others and to identify and build linkages that strengthen the credit union's ability to provide services and enhance its image.

Listening, Understanding and Responding

Able to accurately listen, understand, analyze, think clearly and creatively and then respond appropriately when interacting with individuals and groups.

Regulatory

Able to exercise director responsibilities in compliance with federal and provincial regulatory requirements.

Strategic Orientation

Able to understand the business implications of strategies on the organization, the system, the marketplace and the financial services industry.

Possess:

Honesty; sensitivity to and tolerance of differing views; a friendly, responsive and patient approach; personal integrity; a developed sense of values; concern for the credit union and community and a sense of humor.

Willing to:

Prepare for and attend board and committee meetings, ask questions, take responsibility for and follow through on a given assignment, strengthen member and community relations, continue to develop skills, and evaluate oneself.



NOMINATION FOR DIRECTOR

Name _____

Address _____

Telephone _____

Email _____

Candidate's Acceptance

I, the said _____ named in
the foregoing nomination hereby state THAT:

1. I qualify as a director in accordance with conditions outlined in the Credit Union Act, Regulations and Bylaws per page 3 of the Nomination package.

Name

Date

