



2022 DIRECTOR NOMINATIONS PACKAGE

TERMS ENDING JUNE 30, 2022

MARCH 3, 2022

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Message from the Nominations Committee

Dear Member:

Our Board is committed to building strong relationships aimed at improving the financial wellness of our membership and enriching the lives of individuals in our communities. As a Director with us, you will have the opportunity to help lead and direct the future of our organization!

We are pleased to place a call for nominations for elections to the Access Board. In accordance with the Credit Union's Bylaws, the Board is comprised of equal representation from two (2) districts – a North District and a South District.

- The **North District** is defined as the area within the City of Winnipeg perimeter highway, any area in Manitoba north of the trans-Canada Highway #1, and any areas outside of the Province of Manitoba; and
- The **South District** is the area south of the City of Winnipeg perimeter highway, as well as south of the trans-Canada Highway # 1.

Director representation is determined by primary address postal code at the time of the election.

Based on expiring Director terms, there are three positions available for a term ending June 30, 2022. Based on term staggering, available positions by District are as follows:

- **North District** – 1 position
- **South District** – 2 positions

The election for three positions on the Board of Directors of Access will take place in April 2022.

Please read this Nominations Package before completing the required forms. Optional submission methods are listed in this guide. Regardless of submission format, forms are due by March 10, 2022 at **5:00 p.m. Central Standard Time (CST)**.

Thank you for your interest in serving as a member of the Board, and for your continued loyalty to Access.

Sincerely,

Nominations Committee
Access Credit Union

Board Governance and Director Requirements

Access Credit Union is governed by a Board of Directors comprised of ten (10) individuals from two (2) districts elected by the membership. The Board shapes the organization's strategic direction, ensures appropriate controls are in place to identify, monitor, and mitigate risks, and acts as a steward over the assets and reputation of the Credit Union.

The Board fulfills its roles and responsibilities through decision making and oversight. The decision making function involves providing guidance on strategic objectives, establishing governance practices, and approving significant actions. The oversight function includes the duty to gain assurances of the adequacy of controls and information, and of adherence to governing policies.

Directors are bound by a **duty of care, diligence, and skill**, and a **duty of loyalty**.

Duty of Care

As a fiduciary, Directors are recognized as holding a position of trust and/or confidence over the actions of the Credit Union. In exercising powers and discharging their responsibilities, every Director has a duty to act with honesty and in good faith, in every circumstance, in the best interests of the Credit Union.

Each Director must exercise the care, diligence, and skill that a reasonably prudent individual would apply in comparable circumstances. Directors must carry out their responsibilities in a diligent manner. In this regard, Directors are expected to comply with applicable legislation and regulations, the Credit Union's Bylaws, and approved governing policies.

Directors must respect the confidentiality of information learned in the performance of their duties as a Director. This confidentiality remains in place after the person is no longer a Director of the Credit Union.

Duty of Loyalty

The duty of loyalty requires Directors to act in good faith and in the best interests of the Credit Union, and not in their own interests or the interests of persons or organizations with which they are associated. As a fiduciary, the Board is expected to avoid not only actual conflicts of interests, but also potential or perceived conflicts of interest. Therefore, Directors must be sensitive to any interest they may have that might conflict with the interests of the Credit Union.

Directors must comply with qualifications as listed in the Bylaws. Anytime while serving as a member of the Board and for two years thereafter, a Director is hereby and shall be prohibited from applying for or accepting employment of any nature with the Credit Union.

A Director must declare a conflict of interest in accordance with established policy if they apply with another financial institution or business organization selling competitive products and/or services. If the position is accepted, the individual must immediately resign from the Board.

Authority

The Board of Directors acts collectively and exercises its powers and responsibilities as a group. Individual Directors have no power to act on their own. A Director cannot unilaterally operate, give direction to Management, or authorize transactions unless specific authority has been delegated by the Board through proper processes.

When a motion has been decided by proper decision-making protocol of the Board, every Director is expected to support the decision no matter if they were in support of the motion or not.

Director Evaluations

Each Director agrees to being annually evaluated on their performance as a Director. Where the evaluation results identify that the Director is not operating at a satisfactory level, a development program will be initiated.

Expected Time Commitment

Directors are expected to actively participate in scheduled board and committee meetings, planning sessions, training courses, and any ad hoc/special meetings.

Given the short term (April 29 – June 30, 2022), it is expected that Directors will prepare for and attend 2 Board meetings.

Remuneration

Access offers compensation and benefits to its Directors to allow it to attract and retain strong candidates to serve on the Board.

Directors receive a monthly honorarium, meeting honorariums, a development incentive and reimbursement for reasonable expenses related to their board responsibilities.

Director Profile

The Board and Management team recognize that there are key competencies and attributes that a Director should possess in order to effectively support the Credit Union's purpose, priorities, and values.

With this recognition in mind, the Board strongly encourages expressions of interest from eligible and qualified members who feel they possess or would be willing to obtain these competencies and attributes.

Key Competencies and Attributes

Competencies	Attributes
<ul style="list-style-type: none">• Governance• Business Acumen/Entrepreneurship/Innovation• Organizational Control and Compliance• Enterprise Risk Management• Financial Expertise• Regulatory Environment• Sector Knowledge	<ul style="list-style-type: none">• Action-Oriented• Communication• Continuous Learning• Forward-Looking• Decision Making• Interpersonal Skills• Integrity, Ethics & Values• Leadership• Member Focus• Strategic Perspective

Desired Competencies and Attributes

The Nominations Committee is encouraging applicants with experience and expertise in the following areas to supplement and/or complement existing Board competencies:

Information Technology – relevant experience and subject matter expertise in emerging trends and technologies, and those applications relevant to the financial services industry;

Legal and/or Regulatory Environment – relevant experience and subject matter expertise in contract law, regulations, and those standards/laws relevant to the financial services industry; or

Eligibility

As outlined in the *Credit Unions and Caisses Populaires* Act and the Credit Union's Bylaws, any person may apply to be a Director provided that the individual:

- is a citizen of Canada;
- is an active member in good standing of the Credit Union for at least one year;
- is 18 years of age or older;
- is bondable;
- is a Canadian citizen or a person who has been lawfully admitted into Canada for permanent residency;
- permits the completion of a credit check; and
- signs the declaration to act in the best interests of the Credit Union.

You may not be a Director if you:

- have an undischarged bankruptcy; or
- are an employee of a credit union, a central, or a guarantee corporation; or
- are the credit union's auditor or a professional employee or member of the auditor's firm; or
- are the credit union's solicitor or a professional employee or member of the solicitor's firm; or
- are a civil servant whose official duties are concerned with the affairs of credit unions; or
- are a real estate appraiser used by the credit union or a professional employee or member of the appraiser's firm; or
- are a member who is in arrears for more than 180 days under a debt obligation to the credit union; or
- are a member who has significant interest in a corporation or partnership that is in arrears for 180 days under debt obligation to the credit union; or
- are the spouse or dependent child of a delinquent member named above; or
- are an immediate relative of a current officer, employee or director of the credit union. Immediate relative is defined as spouse, father, mother, sister, brother, daughter, son, grandfather, grandmother, daughter-in-law, son-in-law, mother-in-law and father-in-law; or
- are a director or employee of a business organization selling competitive products and/or services.

Application Deadline and Submission Process

Interested candidates must complete and submit the Nominations Application Forms by March 10, 2022 at **5:00 p.m. Central Standard Time (CST)**.

Forms may be submitted in any of the following ways:

- Submitted online (automatically directed to the Corporate Secretary/Returning Officer upon completion);
- Printed from the website, and emailed to myrna.wiebe@accesscu.ca;
- Printed from the website, and handed in at any Access Credit Union branch or corporate office;
- Printed from the website, and mailed to:
Access Credit Union Limited
Unit #2 - 23111 PTH #14 Stanley, MB R6P 0B1
Attention: Myrna Wiebe, Corporate Secretary/Returning Officer

No matter which method of delivery is used, nomination documents are requested by the deadline set above.

Inquiries about the nominations and elections process may be directed to Myrna Wiebe, Corporate Secretary/Returning Officer by email at myrna.wiebe@accesscu.ca or by phone at 204.331.2107.