



# BOARD OF DIRECTOR NOMINATIONS

---

**PACKAGE:** *Duties and Responsibilities, Overview, Timelines, and Campaign Guidelines*

# TABLE OF CONTENTS

Message from the Nominations Sub-Committee ..... 3

Access Credit Union..... 4

Board of Directors ..... 4

Duties & Responsibilities..... 5

    Duty of Care, Diligence, and Skill ..... 5

    Duty of Loyalty ..... 5

    Authority ..... 6

    Time Commitment..... 6

    Training ..... 8

    Director Evaluations ..... 8

    Remuneration ..... 8

Nomination Overview ..... 9

    Director Profile ..... 9

    Key Competencies and Attributes ..... 9

    Desired Competencies and Attributes ..... 9

    Diversity, Equity and Inclusion ..... 9

    Endorsement ..... 10

Nomination Timeline ..... 10

Candidate Campaign Guidelines..... 11

## Message from the Nominations Sub-Committee

The Board is committed to building strong relationships aimed at improving the financial wellness of the Membership and enriching the lives of individuals in its communities. As a Director, 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 Credit Union (“Access”, the “Credit Union”) Board.

In accordance with the Credit Union By-laws, Section 7.02, a Director must have been a Member of the Credit Union for a minimum of one year prior to nomination or election.

Based on expiring Director terms, there are three (3) positions available for a term ending at the close of the AGM held in Spring of 2027.

The election for three positions on the Board of Directors of Access will take place in April 2024.

The Nominations Sub-Committee is actively seeking candidates with expertise with Business Acumen (including mergers and acquisitions) and understanding of Legal & Regulatory Environments.

Please review this Nominations Package to understand the commitment and confirm qualifications, before completing the required forms. Eligibility and submission methods are listed on the forms. Regardless of submission format, forms are due by **January 12, 2024 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 Sub-Committee  
Access Credit Union

## Access Credit Union

Access Credit Union acknowledges that its branch network is located on Treaty 1, Treaty 2 and Treaty 3 Territories, the ancestral lands of the Anishinaabe, Cree, Oji-Cree, Dakota, Lakota, Dene peoples, and the homeland of the Red River Métis.

Access is the largest credit union in Manitoba and the sixth largest in Canada (excluding Quebec). The Credit Union strives to be an Employer of Choice with more than 200,000 Members, 1000+ employees and over \$12 billion in balance sheet assets. Access offers its Members and Clients a full suite of financial, insurance, and real estate products and services.

The Credit Union is committed to strengthening its communities by supporting organizations, charities, and events that share the values of its members, employees, and communities.

The Credit Union's Vision, Priorities, & Values are outlined below.

**Vision:** To cultivate financial well-being in a changing world through innovation and accessibility.

**Priorities:**

- Serve our clients and members with excellence.
- Invest in our communities for a sustainable future.
- Empower our staff to achieve their full potential.

**Values:**

- Do good.
- Be better.
- Own it.
- Move forward.

The Credit Union's Strategic Themes are outlined below.

**Strategic Themes:**

- Member Experience
- Community Investment
- Diversification (Investment Opportunities)
- Organizational Culture

## Board of Directors

The Board of Directors (the "Board") is a group of elected representatives that collectively oversee the activities of the Credit Union on behalf of its' Members. As a governing body with a voting membership, the Board is accountable to the Credit Union, and must conduct its duties in the best interests of the Credit Union as a whole.

Directors meet regularly throughout the year to:

- set governing policies;
- develop and implement strategic plans;
- monitor risks;
- set an internal control structure;
- act as a steward over Credit Union assets; and
- protect the reputation of the Credit Union.

There are five standing Board Committees – Audit, Community Investment Advisory (CIAC), Governance, People & Culture, and Risk. There is a Nominations Sub-Committee as part of the Governance Committee.

## Duties & Responsibilities

Regardless of expertise, perspective, or constituency, a Director is accountable to the Board, and, in turn, the Board is accountable to the Credit Union membership.

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

### Duty of Care, Diligence, and Skill

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 By-laws, and the 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 By-laws. 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 the Code of Conduct and Ethics policy if they apply for employment with another financial institution or business organization selling competitive products and/or services. At this point, the Director will be immediately removed from any strategic discussions. If the position is accepted, the individual must immediately resign from the Board.

Authority

The Board 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 process.

When a motion has carried, each Director is expected to support the decision. If a Director is strongly opposed to the decision of the Board and cannot agree to support the decision, the individual can pursue options through legal means, or resign from the Board.

Time Commitment

Annually, Directors are expected to actively prepare for and participate in scheduled board and committee meetings, the annual general meeting (the “AGM”), planning sessions, training courses, and any ad hoc/special meetings, as outlined in Table 1 below. Board and Committee meetings are held during the day.

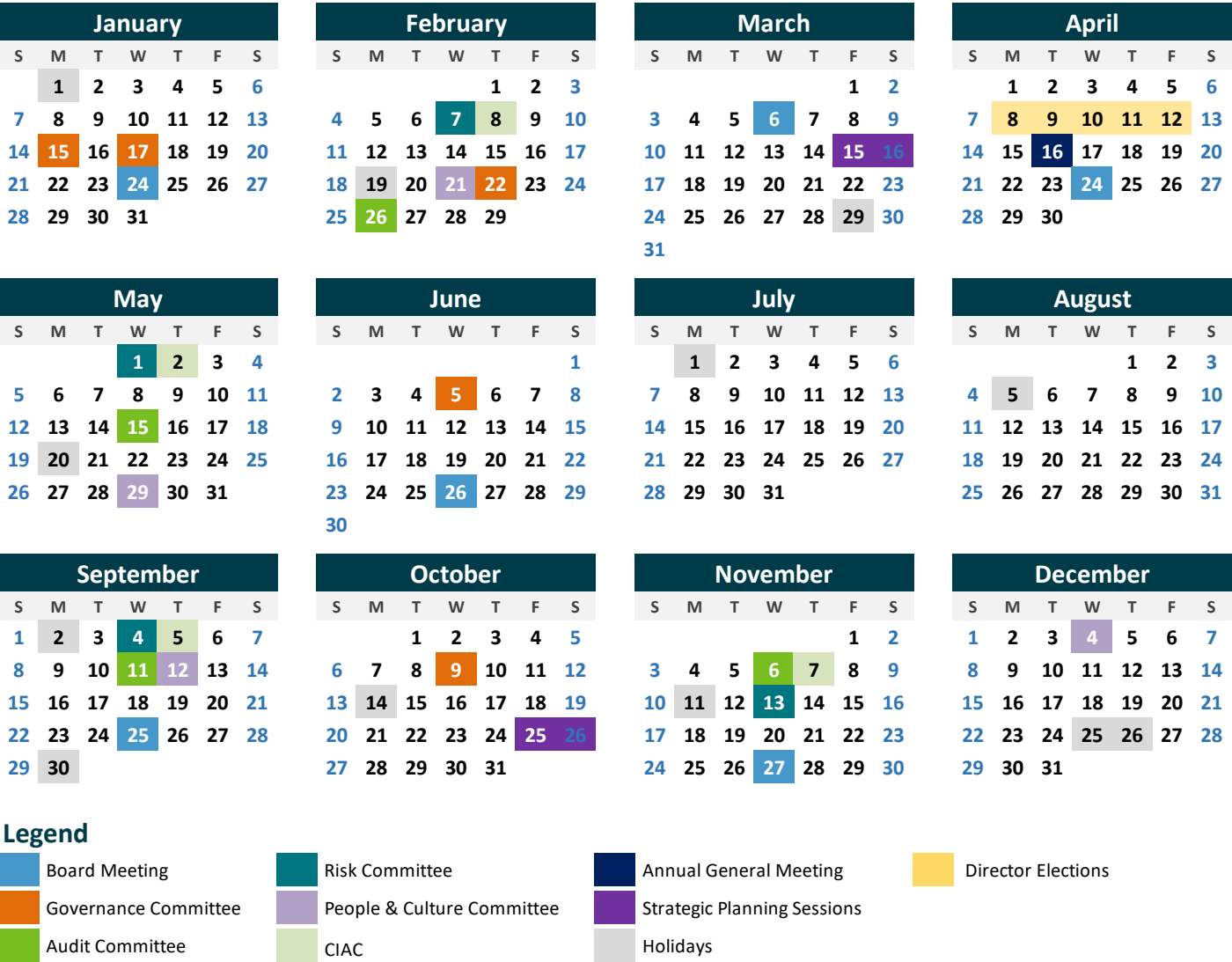
The total time commitment is 10-20 hours per month on average, which includes meeting preparation time.

Commitment	Frequency	Location	Length	Approximate Start Times
Board Meeting	6	In Person	4 hours	1:00 p.m.
Committee Meeting (per Committee)	4	Virtual	3 hours	2:00 p.m.
Annual General Meeting	1	Virtual	1 hour	7:00 p.m.
Planning Sessions	2 weekends (Spring & Fall)	In Person / Off-Site	1.5 days	8:30 a.m.
Training Courses	As Required	Hybrid	24 hours	By March 31st each year
Ad Hoc/Special Meetings	As Required	TBD	TBD	TBD

Table 1: Time Commitment

The 2024 Board and Committee Calendar is outlined below in Figure 1 for reference.

# 2024 Board & Committee Calendar



*Dates are subject to change.*

Figure 1: 2024 Board & Committee Calendar

## Training

Directors are required to complete all modules from the Credit Union Director Achievement (“CUDA”) training program managed by the Canadian Credit Union Association (“CCUA”) within the first three (3) years of Board service.

Directors are also required to complete the annual regulatory courses (as arranged in-house), including, but not limited to, Anti-Money Laundering, Privacy, and Cybersecurity.

## Director Evaluations

Each Director agrees to being evaluated periodically on their Board and Committee performance. If evaluation results identify that the Director is not operating at a satisfactory level, a development program will be initiated.

## Remuneration

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

Directors receive an annual honorarium (paid monthly), a development incentive, and reimbursement for reasonable expenses related to Credit Union responsibilities.



## Nomination Overview

The Credit Union is currently recruiting qualified candidates for three (3) positions on the Board in the upcoming nominations and election process. Each position will be a three-year term.

### 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 Vision, Priorities, and Values.

The key and desired competencies and attributes are outlined below.

### Key Competencies and Attributes

A Director should possess the key competencies and attributes as outlined in Table 2 below.

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

Table 2: Key Competencies and Attributes

### Desired Competencies and Attributes

The Board strongly encourages applicants with experience and expertise in the following areas to supplement and/or complement existing Board competencies.

**Business Acumen** – relevant experience and subject matter expertise in emerging trends, rapid growth, mergers and acquisitions, 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.

### Diversity, Equity and Inclusion

Access aims to have a Board that is representative of its Membership, including, but not limited to, gender inclusivity, ethnic and cultural differences, and diversity of age and life stage.

## Endorsement

Following the completion of the candidate interviews, the Nominations Sub-Committee may, after careful consideration of candidate competency profiles, interview and evaluation results, choose which candidates, if any, it will endorse.

Endorsement acknowledges the candidates that have the expertise, experience and personal qualities needed to oversee the Credit Union. Every year, the Board evaluates its current composition, along with the experience and expertise that would position the Board to steward the Credit Union and its strategic direction forward.

## Nomination Timeline

The nominations and election process spans several months. Table 3 below outlines key dates, actions and events.

Date	Event
December 4, 2023 – January 12, 2024	Call for Nominations
January 15 – 29, 2024	Candidate Evaluation and Interviews
January 15 – February 29, 2024	Submit Candidate Biography and Photograph
February 26 – April 2, 2024	Notice of Director Election and AGM
February 26 – April 15, 2024	Register for AGM Attendance
April 5, 2024	Corporate Resolution* Deadline <b>NEW</b>
April 8 – 12, 2024	Director Election (online)
April 12 – 15, 2024	Vote Verification
April 16, 2024	AGM and Director Election Announcement
<i>Dates subject to change</i>	

**Table 3: Nomination Timeline**

\*Corporate Resolution – Business members of the Credit Union must appoint a representative to cast a vote on behalf of the organization. Corporate voting resolutions submitted for past votes remain in effect until they are cancelled or revoked in writing by the Company/Association.

## Candidate Campaign Guidelines

After candidate interviews are complete and the AGM/Director Election notice is posted (see timeframes in Table 3), candidates may choose to campaign. A campaign is an individual, professional endeavor undertaken by the candidate in an effort to be elected. Campaign management may be outsourced to other parties; however, you (the candidate) are solely responsible for any associated expenses and liability.

Below are a few tips if you choose to campaign:

### ACCEPTABLE:

- Speak or engage with members you personally know, and for whom you already have contact information. Inform them you are running for election to the Board.
- Share the positive impacts your election to office of Director will have on the Credit Union, its Members, and its communities.
- Explain how your qualifications will enhance the Board in setting strategic direction and/or in overseeing the Credit Union's operations.
- Share your perspective on the Credit Union's future, but make it clear these are your ideas alone and that they have not been endorsed by the Credit Union, its Board, or Management.

### NOT ACCEPTABLE:

- Campaign on or at Credit Union premises, including branches, corporate offices, or ATM locations.
- Use Credit Union insider information (i.e. email or member directories) to solicit election engagement or as an election notification method. In other words, you are not permitted to use the Outlook email directory or reference any Board reporting materials, as examples, to create campaign contact lists.
- Place advertisements beside Credit Union notices in regional papers (in online or hardcopy format), or beside Credit Union billboards.
- Ask Credit Union Management or Employees to assist or support you with your campaign. This means, among other campaign tasks, you cannot ask staff to develop materials, write candidate statements, take photographs, or campaign on your behalf.
- Make promises about how the Board will act in the future, or about any current or possible Credit Union products or services.
- Use any logos, phrases, or other elements of the Credit Union branding in your campaign materials; as a candidate you are not a representative of the Credit Union, you are simply asking members to support you in becoming a Director.
- Campaign negatively or use negative comments about Access Credit Union, its communities, other candidates, Management and Staff, or the Board.

The Credit Union will use its corporate website and social media platforms to notify and encourage members to vote during the campaign period. These channels will include information about all candidates and on the online voting site.

The Credit Union will also monitor campaign activities, and at its discretion will enforce these guidelines.