



Your Community  
Your Credit Union



2022

Director Candidate  
Information Package





## Table of Contents

A Message from the Nominating Committee Chair	1
About KCCU	2
Board of Directors Overview	3
Election Process	5
Nomination and Election Forms	
Application for Nomination	8
Candidate's Undertaking	9
Schedule A – Director Eligibility Requirements	11
Schedule B – Disqualified Individuals	12
Schedule C – Requirements to be Met by Nominators	14
Schedule D – Selection Criteria	15
Schedule E – Expertise/Experience Assessment	17
Schedule F – Declaration of Economic Interests	19
Schedule G – Requirements to Disclose	25
Schedule H – Background Information for Candidates	26



[Back to Top](#)





## A Message from the Chair of the Nominating Committee



### Call for Nominations of Candidates for the 2022 Board of Directors Election

Dear Prospective Board Candidate:

Thank you for your interest in seeking nomination for our Board of Directors. Inside this package you will find information to help you better understand the duties and responsibilities of our Directors and everything to assist you in submitting your application to run as a Board of Director Candidate.

As Chair of the Nominating Committee, along with Directors Brent Bellamy and Robert Trentadue, I am pleased to help oversee the nomination and election of Directors to the 2022 KCCU Board. Elections are held to fill the places of Directors of the Board whose terms of office have expired or for any vacated seats. In 2022, there are three Directors of the Board whose term of office will expire.

Our Annual General meeting will be held virtually on Tuesday, April 5, 2022. Elections (as required) will take place in advance of the meeting with results announced at the meeting. Registration and voting for Directors (as required) will close on Monday, April 4, 2022.

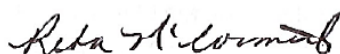
The Board meets, at a minimum, quarterly to provide direction and governance to the operations of KCCU. Following elections, and to allow for more effective spacing of Director term lengths, the two Directors with the most votes will have three-year terms and the Director with the least number of votes will have a two-year term. Directors can expect to spend on average 15- 20 hours per month on various duties including preparation for meetings, attendance at Board and committee meetings, education, orientation activities and community events.

If you would like to apply for nomination, please complete and submit the application package along with all required documents and signatures in the Director Candidate Package. Please note that you require signatures from two Nominators who meet the Nominators Eligibility Requirements as outlined in Schedule C of the package. The package can be found at [kccu.ca](http://kccu.ca) or by contacting Mary Lowdon, our Corporate Assistant at [mldowd@kccu.ca](mailto:mldowd@kccu.ca) or 613-384-5555.

Please note that nominations must be received no later than 4:00pm on Tuesday, February 22, 2022.

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

Sincerely,



**Reta McCormick, Chair**  
2022 Nominating Committee



Back to Top



## About KCCU



### A Different Approach – Financial Co-operatives

Kingston Community Credit Union is a local democratic financial co-operative, which is owned and directed by its' Members. As a Member of KCCU, you are both a customer and a shareholder and have an equal vote in the selection of the credit union's Board of Directors. The Board of Directors are elected from the membership and have a say in the direction of the credit union. Members may attend the Annual Meeting each year to participate and vote on dividends, by-laws, directors and to be updated about the credit union's activities over the past year.

### Be Part of the Co-operative Movement

Belonging to Kingston Community Credit Union, a financial co-operative, means that you will be part of the growing co-operative movement. Co-operatives are based upon the idea of maximizing benefit, rather than profit. Banks generate profit for investors who purchase bank stock. Credit Union members have an institution that works to maximize the things they value in their lives and in their community. Credit unions maximize benefit according to co-operative principles and their mission, vision and values. The assumption is that there is strength in mutual self-help and that the co-operative has a collective responsibility for the well-being of its members and its community.

As a Member, your participation is extremely important to the success of our credit union. Members are encouraged to consider nomination for the board, to attend the Annual General Meeting and to participate in the election process by voting.



#### MISSION

Kingston Community Credit Union's mission is to foster the financial health of members by delivering outstanding and affordable financial services using co-operative principles.

#### VISION

To be the most trusted financial service provider and grow the well-being of our community.

#### VALUES

We value: **Co-operation**: people helping people, **Integrity**: always doing what is best for our members, **Community**: commitment to strengthening our community, **Sharing**: sharing our success with our community and members, **Financial Strength**: building financial strength with co-operative and sustainable ethics, **Education**: sharing our expertise, and **Respect for All**.



[Back to Top](#)



## Board of Directors Overview

### Role of the Board

The Board of Directors sets the overall strategic direction of KCCU. While management is responsible for the day-to-day operations of KCCU, the Board of Directors bears the ultimate fiduciary responsibility to protect members' assets and set KCCU's risk appetite. The Board of Directors also helps represent the credit union in provincial and national organizations. Directors have both legal and ethical responsibilities to the credit union and its members. Together, they bring to the Board a broad range of knowledge, diversity and depth of experience, as well as an understanding of the principles and values of the credit union and co-operation. Directors are obligated to act honestly, in good faith and with the best interest of the credit union in mind.

Being a Director demands a significant investment of time, energy and expertise. It is a tremendous opportunity to contribute to the success of the credit union.

### Responsibilities of the Board

The Board is ultimately responsible for overseeing that management operates the credit union in a safe and prudent manner, ensuring adherence to all applicable regulations, legislation and guidelines and that the credit union is consistently operating in accordance with co-operative principles. The Board of Directors meets, at minimum quarterly to monitor and assess the adequacy of management's activities in achieving the credit union's business objectives and compliance with risk management guidelines.

The Boards' key responsibilities:

- Establishing strategic direction and regularly reviewing that direction to ensure it responds to the changing business environment in which the credit union operates;
- Establishing the credit union's business objective;
- Establishing the credit union's risk appetite and risk tolerance with respect to the management of key financial, operating and strategic risks;
- Hiring, delegating authority to and monitoring the performance of the Chief Executive Officer;
- Reviewing and approving credit union policies, annual business plan, annual internal and external audit plans and monitoring performance; and
- Communicating with Members, overseeing community relations and protecting members' rights.

### Competencies

Collectively, Directors should have a broad range of business knowledge and experience as well as strategic and innovative thinking. In addition, the director's value system should



[Back to Top](#)





align with the cooperative principles and values of the credit union. Board competencies and effectiveness is evaluated annually. This evaluation process identifies improvement opportunities which are supported through ongoing education and development. To support the Directors, extensive training in governance, financial management and risk management is available, along with opportunities to participate in provincial and national co-operative and credit union peer events.

## Diversity

The Board supports a blend of directors to reflect diversity of backgrounds and experience, age, gender, ethnicity, education and local geography. The Board has adopted a goal that its Director composition includes at least 30% representation of each gender.

## Time

As a board member, you must be prepared to commit to a 3-year term and to actively participate in quarterly board and committee meetings, training courses and attend special meetings as required. Directors can expect to spend on average 15-20 hours per month on various duties including preparation for meetings, attendance at Board and committee meetings, education, orientation activities and community events.

## Composition of Board and Term

The number of Directors on the board is determined in the By-Laws of the Credit Union, as amended from time to time. Kingston Community Credit Union's Board of Directors currently consists of seven (7) democratically elected individuals who work closely with the leadership team. Each member is elected for a term of three years.

## Board Committees

Kingston Community Credit Union has three standing committees it delegates tasks to; the Audit Committee, the Nominating Committee and the Governance Committee. The Board determines the authority and responsibilities of each committee and reviews their mandates annually.

## Opportunities Available

Kingston Community Credit Union is seeking interested, ethical members to sit on its' board of directors. Persons wishing to place their name for nomination should submit the completed Director Candidate Package, along with all required documents, to the Chair of the Nominating Committee. The package can be found on our website or by contacting Mary Lowdon, our Corporate Administrative Assistant at [mldowd@kccu.ca](mailto:mldowd@kccu.ca) or 613-384-5555.

Please note that nominations must be received no later than **4:00pm on Tuesday, February 22, 2022.**



[Back to Top](#)





## Election Process



Kingston Community Credit Union Board, as established in the By-laws, currently consists of seven (7) directors and in 2022, there are three (3) positions open for election, each for a 3-year term.

As defined in Kingston Community Credit Union By-Laws, and Board's policy, the Nominating Committee of the Board plays an integral role in the process of reviewing nominated Candidates who meet the eligibility requirements. This Committee is required to interview all applicants and to evaluate the experience, expertise and qualifications of the Candidate in relation to the specific Director selection criteria established by the Board from time to time.

Upon completion of the Candidate interviews and based on the information contained both in the Candidate's application and the results of the interview, the Nominating Committee will make a ranking of the qualified Candidates to fill the vacant position(s), with reference to the above-mentioned selection criteria to director diversity and director expertise.

The Nominating Committee may advise the Candidates of their ranking and may indicate to the membership their ranking in the interest of promoting Board diversity, Board experience, and other selection criteria as established by the Board from time to time.

Kingston Community Credit Union elections will be conducted in advance of the Annual General Meeting. There will not be nominations from the floor. The results will be announced at the Annual General Meeting.

### Candidate's Guide

1. Candidates for Kingston Community Credit Union Board of Directors must be at least 18 years of age and hold at least the minimum membership share requirement as of the Record Date.
2. Additional eligibility requirements are outlined on Schedule A of this Application.
3. If, after reviewing the above Background Information for Candidates – Schedule H, a Candidate wishes to apply, he or she must:
  - a. Without any assistance from employees of Kingston Community Credit Union, seek the signatures of 2 Nominators who themselves meet the Nominators Eligibility Requirements outlined in Schedule C;
  - b. Complete the Application in its entirety; and
  - c. Submit it along with the documents detailed under the Nomination and Election Forms - 'Candidate's Undertaking' section of this Application, and a completed Schedule E and Schedule F.



[Back to Top](#)



4. Completed Applications for Nominations and all required attachments must be marked Confidential and submitted:

a. To: Chair of the Nominating Committee, by one of the following methods:

- i. Electronically, via email to [nominations@kccu.ca](mailto:nominations@kccu.ca);
- ii. Printed on paper, via personal delivery to any branch of the Credit Union;  
or
- iii. Printed on paper, via prepaid ordinary mail or registered mail to the address below:

**Chair, Nominating Committee  
c/o Mary Lowdon  
Kingston Community Credit Union  
795 Gardiners Road  
Kingston, ON K7M 7E6**

b. To be received by the Chair of the Nominating Committee by 4:00pm four weeks prior to the annual meeting.

Once the Nomination period closes:

1. The Nominating Committee of the Board will validate the Candidate's eligibility and conduct Candidate interviews.
2. The election of Directors by Members will be conducted in advance of the Annual General Meeting with the results announced at the Annual General Meeting.



[Back to Top](#)



# Nomination and Election Forms

Completed Nomination Packages are due to KCCU by 4:00pm on Tuesday, March 8, 2022.

The completed Director Candidate Package consists of the following:

- Application for Nomination
- Candidate's Undertaking
- Schedule A – Director Eligibility Requirements
- Schedule B – Disqualified Individuals
- Schedule C – Requirements to be Met by Nominators
- Schedule D – Selection Criteria
- Schedule E – Expertise/Experience Assessment
- Schedule F – Declaration of Economic Interests
- Schedule G – Requirements to Disclose
- Schedule H – Background Information for Candidates



[Back to Top](#)



## Application for Nomination



As Members of the Kingston Community Credit Union, we nominate the following person for election to the Board of Directors. As Nominators we meet all of the qualifications outlined in Schedule C.

<b>Candidate Name:</b>		
<b>Address:</b>		
<b>City/Postal Code:</b>		
<b>Phone:</b>	(Res)	(Bus)
<b>Email:</b>		

Two (2) Nominators:

	Nominator 1	Nominator 2
<b>Legal Name:</b>		
<b>Address:</b>		
<b>Phone:</b>		
<b>Email:</b>		
<b>Signature:</b>		



Back to Top



## Candidate's Undertaking



The undersigned hereby applies to be nominated as a Candidate for election to the Board of Directors of Kingston Community Credit Union.

I do solemnly undertake to:

- a. stand for election, and, if elected, to serve as a Director;
- b. observe the provisions of the Credit Unions and Caisses Populaires Act (the "Act"), as applicable, including the provisions of disqualified individuals as outlined in Section 92(1) of the Act. (The Act is accessible at [www.ontario.ca/laws/statute/94c11](http://www.ontario.ca/laws/statute/94c11));
- c. comply with the Director's Code of Conduct and the Duties and Obligations of Directors including Conflict of Interest Guidelines adopted by the Board from time to time;
- d. provide full, financial disclosure to the Credit Union, as required by the Board from time to time;
- e. consent to the disclosure of credit and/or personal information to, or from any credit-reporting agency;
- f. observe all the Credit Union's By-Laws, and the rules relating to the elections and the conduct thereof; and
- g. resign from the Board in the event the Board has determined that as a Director, I have ceased to meet the eligibility requirements, as set out in the Credit Union's By-Laws or Section 91 of the Act or if I have met the test of any of the disqualifying criteria as set out in Section 92(1) of the Act, during my term of office.

I further understand that in order to be eligible for consideration for Nomination, this Application must be completed as required; submitted as referenced in the Notice of Nomination; and be accompanied by the following documents:

1. A written Statement of Interest, not exceeding one page, which:
  - a. provides the Membership with enough information about the Candidate from a personal and professional perspective to help them understand the skills and expertise the Candidate would bring to the Board;
  - b. outlines the Candidate's reasons for seeking election to the Board of Kingston Community Credit Union;
  - c. explains why Members should vote for this Candidate.
2. A short-written statement, not exceeding 100 words, providing a brief overview of the Candidate which may be distributed at the Annual General Meeting;
3. A resume which includes disclosures outlining the following:
  - a. Experience, expertise and qualifications of the Candidate;



Back to Top



- b. Candidate’s involvement in community activities;
  - c. Candidate’s past and present service as a Director of a Board;
  - d. Any formal Director education/training accreditations; and
  - e. Candidate’s professional, community or other affiliations or Memberships;
4. A completed Applicant Expertise/Experience Assessment as found on Schedule E;
  5. A completed Schedule F (Declaration of Economic Interests by a Restricted Party and/or Related Party of Kingston Community Credit Union; and
  6. Having signed this Application for Nominations the Candidate consents to KCCU reviewing any of the Candidate’s financial information on file at the Credit Union, and consents to KCCU conducting a credit check on his/her behalf for the purpose of determining eligibility of the proposed Candidate for election to the Board.
  7. A photo may be included with the short-written statement that will be distributed to the Membership at the AGM. The Credit Union will contact the Candidate to request the required format for the image showing the Candidate’s head and upper body.

In addition, the Candidate must be available during a two-week period prior to the Annual General Meeting, in order to undergo the evaluation process by the Nominating Committee. The Nominating Committee using the Optional Selection Criteria set out in Schedule D will be conducting Candidate interviews to be scheduled following the closure of the Nomination period and prior to the Annual General Meeting.

Candidates will be required to be available during this time. Candidates are requested to indicate a preferred date during this two-week period. The Nominating Committee will reasonably try to accommodate the requested date.

Candidate’s preferred dates:

<b>1<sup>st</sup> Choice:</b>						
<b>2<sup>nd</sup> Choice:</b>						
Candidates should be aware that campaigning is not permitted by the Board.						
<b>DATED AT:</b>		ONTARIO, THIS		DAY OF		
	<small>(City)</small>		<small>(Day of month)</small>		<small>(Month)</small>	<small>, (Year)</small>
<b>Candidate’s Signature:</b>						





## Schedule A – Director Eligibility Requirements



A member is eligible for election to the position of director if, and only if:

As of the Record Date the Member:

- a) is a member of the Credit Union, and, in particular, but without limiting the generality of the foregoing, in full compliance with the minimum membership Share requirements contained in section 2.03 hereof;
- b) is a Kingston Community Credit Union member in good standing for at least one year;
- c) is at least eighteen years of age;
- d) is a Canadian citizen or a person lawfully admitted to Canada for permanent residency and ordinarily resident in Canada;
- e) will not, at his or her proposed date of appointment or election, have then continuously served as a director of the Credit Union for five (5) consecutive terms;
- f) is not disqualified under the Act;
- g) is not the chief executive officer or an employee (whether full-time or part-time), board member, or committee member of another credit union;
- h) is not a former employee of the Credit Union, or the Spouse, Parent, Child or Sibling of a former employee of the Credit Union, unless that former employee has not been employed by the Credit Union in the sixty (60) months immediately preceding the date of the determination of the individual's eligibility to serve as a director of the Credit Union;
- i) is nominated in accordance with section 7.10 hereof if he or she is seeking election at a meeting of members other than a meeting called for the purpose stated in Section 4.05; and
- j) has disclosed to the Board, in a timely fashion before either the election in which the individual is a candidate is held during a meeting of members, or a Board meeting at which a resolution to appoint him or her to fill a vacancy described in Section 4.07 is presented, everything he or she is required by the Act to disclose as a candidate for director of a credit union;
- j) the Member has been nominated in accordance with the terms of KCCU's By-laws and Credit Union and Caisses Populaires Act.



[Back to Top](#)





## Schedule B – Disqualified Individuals



### INDIVIDUAL DIRECTOR DISQUALIFICATIONS (as extracted from the Act –Section 92)

#### Disqualified Individuals

92. (1) The following individuals are disqualified from being directors of a credit union:

1. One whose Membership in any credit union has been terminated, other than voluntarily;
2. One who a court has decided is of unsound mind;
3. One who is an undischarged bankrupt or who has been discharged as a bankrupt in the five years preceding the date on which he or she may be elected as director;
4. One who is unable to obtain a bond of an insurer licensed under the Insurance Act to write surety and fidelity insurance;
5. One who is more than 90 days in arrears in the payment of a debt owed to the Credit Union unless the Credit Union has agreed to extend the time for repayment;
6. One who is a listed person within the meaning of the United Nations Suppression of Terrorism Regulations under the United Nations Act (Canada);
7. One who has been convicted, in the five years preceding the date which he or she may be elected as a director, of an offence described in subsection (3) and who has not received a pardon for the offence;
8. One whose Membership in a professional association has been terminated, in five years preceding the date on which he or she may be elected as director, for professional misconduct;
9. An employee of the Credit Union or a league in which the credit union is a Member or his or her spouse, parent or child;
10. A professional advisor who provides services to the credit union in his or her professional capacity or who has provided such services in the three years preceding the date on which he or she may be elected as a director;



[Back to Top](#)



11. An employee of the Corporation (Deposit Insurance Corporation of Ontario);
12. A public servant employed under Part III of the Public Service of Ontario Act, 2006 whose employment duties include regulating credit unions;
13. One who has not met the training requirements or qualifications for directors established by the Credit Union;
14. One who has not met any reasonable condition or qualification set out in the By-laws of the Credit Union.

### **Exception**

(2) An individual is not an employee for the purposes of paragraph 9 of subsection (1) solely because he or she provides, without remuneration, services to the Credit Union or league that are ordinarily provided by an employee.

### **Type of Offence**

- (3) An offence referred to in paragraph 7 if subsection (1) is an offence that,
- a. is related to the qualifications, functions or duties of a director of a body corporate;
  - b. involves theft or fraud;
  - c. involves a contravention or failure to comply with this Act, a predecessor of this Act or an Act governing a subsidiary;
  - d. involves a contravention or failure to comply with the Securities Act.



[Back to Top](#)



## Schedule C – Requirements to be Met by Nominators



Each person signing the nomination papers of a Nominee must, as of the Record Date:

- A. be a member of the KCCU with their required Membership Shares;
- B. is a member in good standing;
- C. not be disqualified from becoming or acting as a director of the Credit Union pursuant to the Act.



[Back to Top](#)



## Schedule D – Selection Criteria



### SELECTION CRITERIA

In the evaluation of proposed nominees for the purpose of making recommendations, the Nominating Committee uses the eligibility requirements set out in Schedule A and selection criteria established by the Board from time to time.

The selection criteria to be used by the Nominating Committee are the following:

#### Mandatory Individual Director Criteria

A Director must:

1. Understand the principles behind and share the vision of the Credit Union and have the ability to reflect the values and commitments of the Credit Union as well as acting in the Credit Union's best interest at all times;
2. Understand corporate governance and the fiduciary duties, roles and responsibility of the Board as a whole and an individual Director of a Credit Union, including willingness to ask probing questions and challenge Management within the governance framework;
3. Commit to regular attendance at Board/Committee meetings and to full preparedness and willingness to contribute to meeting content;
4. Understand the importance of credit unions in their communities;
5. Demonstrate the ability to provide leadership and be an effective communicator;
6. Uphold the values of teamwork demonstrating the ability to operate as "a team" at Board level and "speak with one voice" once full discussion has been undertaken and a decision made by the Board;
7. Demonstrate personal integrity, financial stability and high ethical standards;
8. Be willing to commit to continuous learning and undertake appropriate director training and development initiatives as needed;



[Back to Top](#)



9. Have the ability to understand and assess implications of financial statements and auditors reports;
10. Agree to fulfill the time commitments, including travel time and workload associated with being a Director of the Credit Union;
11. Demonstrate the ability to bring a perspective of external business, finance, and social issues to Board deliberations;
12. Have the capability to access electronic information via the Internet.



[Back to Top](#)



## Schedule E – Board of Directors Applicant Expertise/Experience Assessment



Kingston Community Credit Union is committed to the principle of high-quality Board of Directors and expects that each Director brings to the Board a certain level of knowledge and experience, demonstrates certain key attributes and adheres to certain principles. The following self-assessment will assist the Nominating Committee in determining the degree of expertise that you bring as a Candidate.

Please indicate your level of expertise/experience in the following table by indicating:

<b>E</b>	Expert
<b>S</b>	Strong
<b>G</b>	Good
<b>B</b>	Basic
<b>N/A</b>	no relevant experience

To assist you in answering please refer to the following definitions:

<b>Expert:</b>	You possess a degree/certificate in the skill area and/or have significant work experience in that field.
<b>Strong:</b>	You have direct experience, or significant familiarity with the field as part of your employment or volunteer activities.
<b>Good:</b>	You understand the basic fundamentals and concepts that are encountered in this skill area.
<b>Basic:</b>	You have some knowledge of the competency.
<b>N/A:</b>	You have no familiarity with the topic or area

Please Note:

If you are elected to the Board, you will be expected to complete a more comprehensive self-assessment of specific competencies within one month of election. This assessment is used to help determine your training and self-development needs in order to fulfill the director training and qualifications requirements as established by the Credit Union.





Competency/Area	Rating
1. Audit and Compliance - Performance and regulatory standards; examination & auditing procedures	
2. Board & CEO Performance - Setting and evaluating criteria and standards of performance of the Board, directors and the CEO	
3. Credit Union Operations - Cooperative business model; key components of operations (people, physical and technical infrastructure), operational risk	
4. Financial Literacy/Expertise - Reading and interpreting financial statements and financial performance indicators	
5. Governance and Ethics - Board roles and responsibilities; structure; decision making powers; Board policies and process; Committees (mandates; structure; process)	
6. Leadership - Leadership traits; skills and effective professional and personal attributes	
7. Regulatory environment with respect to financial services & credit union sector - Governing legislation and guidance; regulatory bodies/organizations	
8. Risk Management Oversight; Enterprise Risk Management - Financial and operational risks; risk management and monitoring	
9. Strategic Planning - Strategic planning concepts; process; importance of clear strategic direction; monitoring of strategic plan implementation	







## Schedule F – Declaration of Economic Interests



### DECLARATION OF ECONOMIC INTERESTS BY A RESTRICTED PARTY AND/OR A RELATED PARTY OF KINGSTON COMMUNITY CREDIT UNION (KCCU)

<b>Candidate Name:</b>	
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#### Definitions

#### **Restricted Party (RP):**

A person or entity is “restricted” in relation to KCCU if they are or have been within the last 12 months:

- A. a director or officer of KCCU;
- B. a spouse if a director or officer of KCCU;
- C. a relative of a person described in [A] or [B] above, if the relative lives in the home of the above and is financially dependent on the person described in [A] or [B];
- D. a corporation/partnership in which a person described in [A] beneficially owns, directly or indirectly, more than 10% of the voting shares; or
- E. a corporation/partnership controlled by a person described in {[A], [B], [C] or [D]} above.

Relative: means a relative by blood, marriage or adoption.

#### **Connected Persons (CP):**

1. In relation to a Member, another person or entity is a “connected person,” if he or she or it is one of the following:
  - A. a corporation in which the Member holds or beneficially owns, directly or indirectly, at least 35 per cent of the voting securities;
  - B. an affiliate\* of a corporation described in [A];
  - C. a person or entity that has a 50 per cent interest in a partnership in which the Member also has a 50 per cents interest;
  - D. a partnership in which the Member is a partner;
  - E. a trust or estate in which the Member has a substantial beneficial interest;
  - F. a trust or estate in respect of which the Member serves as a trustee or in a similar capacity;
  - G. a person or entity on whose financial resources the Member depends to repay a loan to the KCCU; or
  - H. a person or entity who provides security to KCCU for a loan to the party.





\* “affiliate” means when one body corporate is affiliated with another body corporate if one of them is the subsidiary of the other or both subsidiaries of the same body corporate or each of them is controlled by the same person.

2. In relation to a Member who is an individual, another individual is a connected person of the Member if that other individual is one of the following:
  - A. a spouse of the Member who is financially dependent on the Member; or
  - B. a relative of the Member or of the Member’s spouse who lives in the same home as the Member and who is financially dependent on the Member or the Member’s spouse.

### **Conflict of Interest:**

Applies when a Director or Officer is/has:

- A. a party to a material contract or proposed material contract with KCCU;
- B. a director or officer of an entity that is a party to a material contract or proposed contract with KCCU;
- C. a material interest in a person who is a party to a material contract or proposed material contract or proposed material contract with KCCU; or
- D. a spouse, parent or child of an individual who is a party to a material contract or proposed material contract with KCCU.

### **Related Party (RLT.PTY):**

A person or entity is related to KCCU in connection with the preparation or its financial statements if:

- A. the person or a close member of that person’s family has control or joint control over KCCU;
- B. the person or a close member of that person’s family has significant influence over KCCU;
- C. the person or a close member of that person’s family is a member of the key management personnel of KCCU (Executive leadership team; Board of Directors and Officers of KCCU; or
- D. the entity (a corporation/partnership) is controlled or jointly controlled by a person identified in [A], [B], or [C].

Close members of the family of a person described in [A], [B], or [C] above are those family members who may be expected to influence, or be influenced by, that person in their dealings with KCCU and include:



[Back to Top](#)



- A. that person’s children and spouse or domestic partner;
- B. children of that person’s spouse or domestic partner; and
- C. dependents of that person or that person’s spouse or domestic partner.

Parents and siblings are by virtue expected to have influence or be influenced by the individual unless otherwise proven. Family members outside of the immediate family are normally not expected to influence or be influenced by the individual. Possible examples of where non-immediate family members would be considered under the definition of “close members of the family” include situations where they are dependents of the individual; live in the same household; have strong financial ties.

Control is the power to govern the financial and operating policies of KCCU so as to obtain benefits from its activities.

Joint control is the contractually agreed sharing of control over an economic activity.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of KCCU, directly or indirectly including any director of KCCU.

Significant influence is the power to participate in the financial and operating policy decisions of an entity but is not control over those policies. Significant influence may be gained by share ownership, statute or agreement.

**DECLARATIONS:**

<b>Name of Spouse [RP &amp; RLT.PTY]:</b>	
---	--

1. Is spouse financially dependent on me? [CP] <i>(Please check ✓)</i>	Yes	No
2. Names of Children and other Relatives financially dependent on me or my spouse and who live in my home [RP & CP]:		
3. Other “close family members” who are expected to influence or be influenced by me (whether or not they are financially dependent) [RLT.PTY]:		
A. Names of children of self or spouse/domestic partner:		



B. Names of dependents of self or spouse/domestic partner:
C. Names of other individuals who live in the same household as self:
D. Names of other individuals who have strong financial ties to self or spouse/domestic partner:
4. Names of corporations whether or not they are Members of KCCU in which I beneficially own, directly or indirectly, more than 10 per cent of the voting shares, and the affiliates [CP] of said corporations: (state percentage) [>10=RP; >35=CP]:
5. Names of Corporations, Partnerships or Unincorporated Associations whether or not they are Members of KCCU in which I beneficially own 50 per cent or greater of the voting shares and their subsidiaries: (state percentage [50% = joint control; >50% = control]) [RLT.PTY]:
6. Names of corporations whether or not they are Members of KCCU in which I or any one of my spouse, children and other relatives named above own shares which carry more than 50 percent of the votes for the election of directors [RP]:
7. Names of Corporations, Partnerships or Unincorporated Associations whether or not they are Members of KCCU in which any one of my spouse or close family members (identified above) own shares which carry 50 percent or greater of the voting shares and their subsidiaries: (state percentage [50% = joint control; >50% = control]) [RLT.PTY]:
8. Names of corporations or unincorporated associations whether or not they are Members of KCCU for which I serve as a Director or Officer [CONFLICT]:





9. Names of partnerships whether or not they are Members of KCCU in which I am partner: (state percentage interest and percentage interest of other partners) [CP]:
10. Name of trusts or estates which are Members of KCCU and in which I have a substantial beneficial interest [CP]; [RLT.PTY]:
11. Names of trusts which are Members of KCCU and for which I act as trustee (including accounts on which I act as attorney for property) [CP]:
12. Names of non-relative Members for whom I have provided financial assistance, including a guarantee or co-signature for loans from the Credit Union [CP]:

Acknowledgement

I hereby:

- Acknowledge that this declaration is given for the purposes of assisting KCCU in complying with statutory and regulatory requirements relating to transactions with Restricted Parties [RP]; Connected Persons [CP], Conflicts of Interest [CONFLICT] and Related Parties [RLT. PTY]:
- Understand that the questions will not necessarily elicit answers that will disclose all of my relatives who may be “restricted parties” under s. 75 of the General Regulation under the Credit Unions and Caisses Populaires Act, nor all of my relatives who may be related parties under IFRS – IAS 24 – Related parties; and undertake to disclose to the Board my connection to any relative who has a material contract or loan with the



[Back to Top](#)



Credit Union as soon as I become aware of it. I warrant that the information provided herein is complete and accurate in all materials respects as of the date it is given; and

- I undertake to bring to the attention of KCCU any subsequent information which would necessitate the completion of a new Declaration.

Any declaration I have made above to the effect that I am a director or officer of a corporation/partnership /unincorporated association, or have a material interest in a person, shall be regarded as a general notice to the Board of Directors that I am interested in any contract made with that entity or person by KCCU.

<b>DATED AT:</b>		<b>ONTARIO, THIS</b>		<b>DAY OF</b>		
	<small>(City)</small>		<small>(Day of month)</small>		<small>(Month)</small>	<small>(Year)</small>
<b>Candidate's Signature:</b>				<b>Applicant Name (Print)</b>		
<b>Witness Signature:</b>				<b>Witness Name (Print)</b>		





## Schedule G – Requirements to Disclose



The Credit Union and Caisses Populaires Act requires Board candidates to disclose if they are a party to a material contract or proposed material contract with the Credit Union. You must include the disclosure in your submissions if you:

- Are a party to a material contract or proposed material contract with the Credit Union;
- Are a director or an officer of an entity that is a party to a material contract or proposed material contract with the Credit Union;
- Have a material interest in a person who is a party to a material contract or proposed material contract with the Credit Union; or
- Are a spouse, parent or child of an individual who is a party to material contract or proposed material contract with the Credit Union.

Please provide details here if any of the above applies:	

<b>DATED AT:</b>	(City)	ONTARIO, THIS	(Day of month)	DAY OF	(Month)	,	(Year)	
	<b>Candidate's Signature:</b>				<b>Applicant Name (Print)</b>			
<b>Witness Signature:</b>					<b>Witness Name (Print)</b>			







## Schedule H – Background Information for Candidates



Kingston Community Credit Union was founded on October 28, 1957 as the Kingston Civic Employees Credit Union. KCCU began under its current name as an open community bond credit union in 1974. KCCU had acquired both Northern Electric Employees Credit Union and Kingston General Hospital Employees Credit Union prior to 1980.

KCCU is a full-service financial co-operative offering a full range of competitive banking services to those who reside or work in Kingston and surrounding area. KCCU maintains three full-service local branches in Kingston.

KCCU is very proud of its numerous awards including Business of the Year Award and its community involvement. KCCU has always maintained a commitment of donating at least 1% of after-tax profits. The Credit Union demonstrates that it places a high value on sharing profits with members, having given back over \$2 Million of profits to members in the form of dividends, interest and service charge rebates over the past 5 years. This has been an excellent way to differentiate ourselves from the banks and to strengthen our identity.

### Preamble:

Kingston Community Credit Union Directors are expected to attend all scheduled Board and Committee meetings and be active participant therein. They also may need to attend other credit union related organizational and community related activities. Directors are also required to participate in Director education outlined below.

The information found below identifies and briefly describes KCCU Committees, Director education requirements and a summary of meetings and estimates commitment of time which one might expect when they become a Director of Kingston Community Credit Union. We hope that the information below will assist you in clarifying your obligations should you become a Director. However, if you have any questions regarding the information, or wish to learn more about the Credit Union Governance structure/ practices, please contact the Chair of the Nominating Committee.

### Committees

#### 1. FULL BOARD

The Board of Directors currently consists of seven (7) Directors, each elected by the Membership for a term of 3 years, subject to a term-limit of 5 consecutive terms in office. Note that this year, in order to more effectively balance Director term lengths, the Director with the lowest number of votes will receive a two-year term. The board is responsible for establishing corporate objectives, policies and performance standards and measuring their achievement and hiring and delegating authority to the CEO.





## 2. BOARD COMMITTEES

The Board has established three standing Committees which are assigned responsibilities to assist the Board to carry out its mandate.

The current Committees and their mandates are as follows:

- A. **Audit Committee:** The Audit Committee provides the Board with reports on matters related to accounting and financial reporting practices, risk management, and internal and external procedures. The Audit Committee is charged with a number of statutory responsibilities, as required under the Credit Union Act. It also reviews and recommends the annual financial statements to the Board. It is responsible to ensure effective management of operational risk as well, that capital, liquidity management and internal control systems are at acceptable levels. It is additionally responsible for monitoring compliance with the Credit Union's Restricted Party policy. This Committee also the responsibility to ensure effective corporate governance.
- B. **Nominating Committee:** the Nominating Committee is responsible to oversee the director Nomination, Evaluation, Selection and election processes for Board Candidates, as well as the oversight of activities associated with the Annual General Meeting of Members, including the development of the Annual Report.
- C. **Governance Committee:** the Governance Committee acts as an advisory committee to the Board (per article 5.05 of the By-Laws of the Credit Union). The committee's objective is to make recommendations to the Board with respect to board succession planning, governance practices and board-level policies.

### **Meetings/Time Commitment**

Board meetings are held quarterly. It is expected that, in addition to the actual time spent at a Board or Committee meeting, a Director will fully review all materials (e.g., Board materials, Committee agendas and supporting material) provided prior to attending each meeting. Materials for all Board and Committee meetings are distributed electronically via *Apris* application generally 1 week prior to the scheduled meeting. Directors are provided with a Surface Pro tablet for meeting and training purposes. While the amount of time required to review meeting material will vary for each individual, it is not unusual for a Director to spend approximately 2-6 hours preparing for a Board or for some Committee meetings.

While travel time to and from meetings will vary with each Director, it is another factor to be considered. Currently, Board and Committee meetings are held virtually due to COVID-19 restrictions but will return to in-person meeting when safe to do so.



[Back to Top](#)



Attendance at all Board and Committee meetings is tracked and reported to the Board. Directors are expected to attend meetings in person. The Chair may allow participation in a meeting via telephone conference.

The following meeting summary shows the approximate time commitment for each Director during the course of a year:

<b>BOARD MEETINGS</b>	<p>Board meetings are generally held on the fourth Wednesday of the month starting at 10:00 am.</p> <p>Meetings are currently being held virtually due to COVID-19 distancing requirements.</p> <p>Allow a minimum of 2 – 3 hours/meeting plus preparation time.</p>
<b>ORIENTATION PROGRAM</b>	<p>For newly elected Directors; usually held following the election and no later than two months after having been elected.</p> <p>Allow minimum of one-half day.</p>
<b>BOARD TRAINING</b>	<p>For newly elected Directors; training, orientation and mentorship required.</p> <p>Allow minimum 2 hours per month.</p>
<b>AUDIT COMMITTEE</b>	<p>Meets approximately 4 times a year (allow a minimum of 2 - 3 hours/meeting).</p>
<b>NOMINATING COMMITTEE</b>	<p>Meets at a minimum 2 times per year (allow a minimum of 1 hour/meeting) plus a concentrated period when Candidate interviews are conducted.</p>
<b>GOVERNANCE COMMITTEE</b>	<p>Meets approximately 4 times a year (allow a minimum of 2-3 hours per meeting plus preparation time).</p>
<b>ANNUAL GENERAL MEETING</b>	<p>Usually held during in the months of February or March in the evening (approximately 3 hours).</p>
<b>PLANNING SESSION</b>	<p>Generally, involves a full day session, usually in November.</p>



Back to Top