



VantageOne
CREDIT UNION

2024

Nomination Package

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Introduction

While management is responsible for the day-to-day operation of VantageOne Credit Union (the credit union), the Board of Directors (Board) of the credit union bears ultimate fiduciary responsibility, protecting its members' rights and financial assets and setting the credit union's risk appetite. Directors perform an important role in the credit union, especially in the shaping of policies and long-term objectives. Directors shape the organization's strategic direction and ensure appropriate processes and controls are in place to identify, manage and monitor applicable risks. Being a director demands a significant investment in time, energy and expertise. It is also a tremendous opportunity to contribute to the success of the credit union.

Composition of VantageOne's Board

VantageOne's Board is currently composed of 7-9 directors who have been elected by the members.

In 2024, we have 2 director positions up for re-election. Two (2) directors will serve 3-year terms, ending in 2027.

Competencies

In conjunction with the expectations of our regulator, VantageOne is looking for a board with diverse skill sets, business knowledge, alignment with cooperative principles and values of the credit union system, and strategic and innovative thinking. We are specifically seeking those with a legal and/or regulatory background to complement our existing board composition.

See Appendix A for a detailed description of our board competency skills.

Diversity

VantageOne's Board encourages expressions of interest from candidates who reflect a diversity of backgrounds, problem solving approaches, gender and cultural heritage.

Process Overview

The Nominating Committee is responsible for recruiting and assessing the candidates for election to the Credit Union’s board. The table below lists the key dates and events that occur during the process, along with the actions prospective candidates should take and references to further information on each step that is included in this document.

Date	VantageOne Event	Candidate Action
December 2023	Nomination period begins with the issuance of the 2024 Nomination Package	Read the 2024 Nomination Package.
January 26, 2024	Nomination period ends – deadline to submit Nomination Form (Appendix B)	<p>Ensure completed Nomination Form is submitted to VantageOne’s Corporate Secretary office by 3:00pm on January 26, 2024.</p> <p>It is suggested that candidates submit forms earlier in order that their completeness can be confirmed prior to the deadline. If completed forms are not received by the deadline, the nomination will not be accepted.</p>
January 27 – February 10, 2024	Candidate interviews with the Nomination Committee	Attend a meeting with the Nominating Committee for an interview.
Voting Period Start: Monday April 22, 2024 End: Friday May 3, 2024	Voting package distributed to membership	
May 22, 2023	Election results will be announced at the AGM	Attend the AGM for the reading of the results.
Date TBD	Board Meeting	Elected Candidates to attend Board meeting.

The Process in Detail

Beginning of the nomination period

Before you can stand for election, you must be a member in good standing at least 12 months prior to the date on which nominations for the election of Directors are closed. In keeping with the credit union's Rules, the period during which the Nomination Committee will accept nominations must begin at least 90 days prior to the credit union's annual general meeting. For 2024, the nominations period will begin in December 2023 and continue until January 26, 2024.

Submission of intention to stand for election

As you have indicated that you are interested in standing for election, we ask that you review this Nomination Package thoroughly to ensure you understand what is required of a VantageOne Director and what competencies, skills and experience the Board is looking for.

Review of nominations and candidate interviews

Now that the nomination period has ended, the Nominating Committee will review all nominations to determine if you are eligible to stand for election as a director.

If your nomination is in order, you will be asked to attend an interview with the Nominating Committee. During the interview, you will be asked to talk about your background, competencies, skills and experience.

Election results

Should an election be required, the ballots cast by members will be counted just prior to our AGM on May 22, 2024. Results will be shared with our membership at our AGM.

The voting period:

Starts April 22 and ends

May 3, 2024

Do we need to hold an election?

At the end of the nomination period, the Nominating Committee will review all of the nominations it has received. If the number of valid nominations is equal to or fewer than the number of board vacancies available, the candidates will be declared elected by acclamation. That means the members will not need to vote on which candidates to select. If the number of valid nominations is greater than the number of board vacancies available, then an election will be called and held from April 22 – May 3, 2024.

BOARD OF DIRECTORS COMPETENCY PROFILE

This document outlines the competency areas needed to lead VantageOne Credit Union as a Director. These competencies assist the board in identifying areas of strength and areas of weakness, so we can continue to have a skilled dynamic Board of Directors.

Board competencies have been established in the following categories:

1. **Behavioural Competencies** – All directors should demonstrate these behavioural competencies to be an effective part of the Board of Directors;
2. **Base Level Business Competencies** – Base Level Business Competencies are a base level of knowledge – so that a director can be conversant in Board discussions and understand key concepts needed to oversee the business. The competencies should be possessed and demonstrated by candidates at the time of election or within one year.
3. **Expert/Technical Competencies** -- Expert/Technical Competencies are for the overall board. It is expected that each board member will be a primary expert in only one or two of these areas.

Annually, the Board will assess themselves against these competencies to identify specific competencies needed on the board. To assess themselves, the board uses the following scale of 0 to 5 (It is helpful to explain these levels in reference to writing a book on the subject, these are noted below):

- 0 – **No** knowledge or competency in this area (i.e. never seen the book)
- 1 – **Familiarity** with competency area (seen the book)
- 2 – **Basic** understanding of competency area (read the book once)
- 4 – **Good** understanding of competency area (read the book a few times)
- 5 – **Strong** understanding of the competency area (could write a chapter or chapters in the book)

The remainder of this document outlines the competencies directors should have to be a director of VantageOne Credit Union in the three areas noted.

Behavioural Competencies

All directors should have the following behavioural competencies to be an effective director:

AREA	COMPETENCE DESCRIPTION
Integrity and Transparency	Board members should have a strong reputation for being trustworthy and demonstrate integrity. Board members should always act ethically, respect confidentiality, support final board decisions, disclose perceived conflicts of interest, and act in the best interest of VantageOne and its members. Board members should value and model transparency, and be able to ensure effective, full and transparent disclosure.
Independence	All board members should think critically, analytically and independently, as demonstrated by his or her willingness to ask questions and challenge assumptions, employ independent professional judgment, and maintain his or her own convictions.
Constructive Communication	All board members should communicate constructively and actively listen to other members. Board members should give and receive information with clarity and understanding and assume positive intent. Board members should constructively challenge management and other board members, and tactfully express their point of view.
Strategic Thinking	All board members should demonstrate strong strategic thinking skills, identify emerging trends and make decisions thinking about the long-term implications on VantageOne, the financial services industry, members and stakeholder expectations. Board members should be able to articulate a clear vision and strategy and translate strategy into organizational goals.
Decision Making	All board members should demonstrate a strong ability to analyze problems, exercise sound business judgment by balancing risk and reward, and make decisions in a timely fashion. Board members should be actively engaged in the decision making of the board. Board members should listen to the ideas of other board members and make trade-offs / risk adjusted decisions against other ideas or proposals.
Relationship Building	All board members should demonstrate the ability to develop trust based relationships, foster openness, maintain good relationships with peers, and work successfully in a member-based, cooperative organization.
Results Oriented and Outcome Focused	All board members should be focused on the organizational outcomes that demonstrate effective stewardship of VantageOne's assets. The board members should demonstrate sound business judgment through a focus on performance-based indicators such as: capital, earnings, liquidity, funding capacity, resiliency to market stress, etc.
Innovative Thinking	All board members should be able to think conceptually, connect disparate ideas in complex situations and generate new ideas. Board members should have an entrepreneurial spirit and be willing to test and learn. Board members should think about evolving societal trends, look for new information and apply/adapt that information in new and different ways than previously tried. Board members value the diverse opinions of others and frequently build on other people's views.
Alignment with the Cooperative Principles and Values of VantageOne.	All board members should be aligned to support a long-term, sustainability of VantageOne and the strategic direction of the organization. All board members should embrace the cooperative principles and values of the organization, and board members should seek mutually beneficial solutions.

Base Level Business Competencies

The competencies below should be possessed and demonstrated by candidates at the time of election or within one year. Training will be offered (in each area below) within the next 12 months to ensure all directors have a threshold level of knowledge.

AREA	COMPETENCE DESCRIPTION
Financial Literacy	All board members should demonstrate an ability to read, interpret and understand basic financial information and financial principles. Board members should be able to understand the overall financial performance of VantageOne Credit Union and its subsidiaries through a review of basic accounting statements, such as the balance sheet and income statement. All board members should be able to contribute to discussions regarding financial performance and objectives.
Risk Management Knowledge	All board members should broadly understand the concepts around enterprise risk management as well as system-wide risk management. The board members should be able to identify and describe the range of risks that VantageOne is exposed to and have a high-level understanding of how those risks are mitigated.
Overall Business Knowledge	All board members should have a broad understanding of how business works and the contributions of operations, human resources, marketing, finance, technology etc. play in running a business.
Legal and Regulatory Knowledge	All board members are able to identify general legal risks related to VantageOne and have a general understanding of the regulatory requirements of VantageOne.
Financial Institution Knowledge	All board members should have a broad understanding of how the Credit Union's business model operates referencing the 9 key areas of our business model canvas.
Wealth Management Knowledge	All board members should have a broad understanding on how VantageOne's Wealth Management business model operates referencing the 9 key areas of our business model canvas.
Equipment Leasing Knowledge	All board members should have a broad understanding on how VantageOne's Wealth Management business model operates referencing the 9 key areas of our business model canvas.

Expert/Technical Competencies

Expert/Technical Competencies are for the overall board. It is expected that each board member will be a primary expert in only one or two of these areas

AREA	COMPETENCE DESCRIPTION
Financial Industry Experience	The board member has held a mid-level or senior position within a financial institution OR has strong experience managing the financial operations, lending and investing for a business.
Senior Level Business Leadership	The board member has held a senior position within a business with responsibilities for a business unit or division or in the case of a small business owning or operating the business.
Financial Acumen	The board member should demonstrate an ability to evaluate and understand the nuances of complex financial information and statements. The board member should comprehend regulatory requirements regarding financial performance and disclosure. The board member has significant experience (e.g., as a senior level auditor / senior accountant or a CFO of a significant organization) in monitoring and implementing emerging accounting standards (e.g. IFRS and financial instruments).
Legal Expertise	The board member has experience identifying legal and regulatory risks and is able to provide a balanced perspective on legal or compliance issues. It would be an asset if the board member has experience practicing law in a relevant, heavily-regulated industry (such as financial services, healthcare, telecommunications or natural resources) or as a public sector lawyer (government or governmental entity). The board member should have a professional designation as an LLB.
Risk Management Expertise	The board member should provide guidance and governance oversight of enterprise risk management and understand how to integrate risk management into the strategic planning and other businesses' processes. The board member should be able to identify the range of risks that VantageOne is exposed to and how they should be mitigated.
Regulatory Experience	The board member has a strong understanding of how to work with regulators and the regulatory requirements (at a provincial or federal level) beneficial if it is for financial institutions. This may be demonstrated by having experience in any highly-regulated industry where they interacted with regulators regularly.
Governance Experience	The board member has governance experience, demonstrated by significant experience on the board of a public, private, non-profit, or credit union organization. The board member should be a strong advocate for effective governance policies and practices. The board member has a solid comprehension of corporate governance principles, understands the responsibilities, accountabilities and liabilities of the board, and is knowledgeable of corporate governance best practice principles.
Technology Business Expertise	The board member has deep knowledge and experience mitigating risks associated with delivering technology services, including planning, integration, operational risk and business continuity. The board member has direct experience processes, transactions and implications related to data security in the financial services context. This maybe demonstrated by having experience as a CEO of a technology company, CTO or Chief Information Officer and having the ability to provide insight with regard to information technology, data processing, payment processing, data analytics, mobility and social media, and other trends that will affect VantageOne.
Human Resource Expertise	The board member has a strong level experience in human resources management including organizational strategy and development, executive compensation, and executive succession planning at the senior level of a significant sized company or cooperative.
Community Engagement	The board member has strong experience leading a non-profit or cooperative organization or leading the community engagement function of a for-profit organization. It is preferred that the board member has direct experience integrating corporate social responsibility (CSR) into a business.
Marketing and Communications	The board member has strong experience leading marketing and communication within a business. This would include such areas as sales, advertising, digital marketing, communications, marketing analysis, segmentation and marketing strategy development in these areas.



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NOMINATION FORM

To be considered for candidacy in the upcoming election, please complete the form below and on the reverse and forward to the Nominating Committee before 3:00 PM **Friday January 26, 2024**. The form below must be signed by three (3) members in good standing of the age of majority to be considered for candidacy. **No member may nominate more than one (1) candidate in respect of an election of a director or directors.**

Notice of Election and Call for Nominations:

TO: Nominating Committee
VANTAGEONE CREDIT UNION
Head Office: 3108 - 33rd Avenue
Vernon B.C. V1T 2N7

FROM: Name: _____
Address: _____

Account Number: _____
Telephone (Home): _____
Telephone (Cell): _____
Email: _____
Occupation: _____
Telephone (Work): _____

I hereby submit my name as a Nominee in the 2024 election. I am a member in good standing since at least January 26, 2023 and I am willing:

- (a) To stand for election, and if elected, to serve as a director;
- (b) To comply the provisions of the Credit Union Incorporation Act, the Financial Institutions Act and other legislation, as applicable;
- (c) To comply with the conflict of interest policy, the code of conduct and the code of performance standards for directors (if any), adopted by the Board of Directors, from time to time; and
- (d) To observe and abide by the Rules of the Credit Union and the Election Guidelines relating to the election and the conduct thereof.

I have also read and signed the declaration on the reverse of this form indicating that I meet the qualifications for the position of Director.

Signature: _____ **Date:** _____

Nominated By: Must have the signatures of Three (3) Members in Good Standing of the Age of Majority to be considered for Candidacy. No Member may nominate more than one (1) candidate in respect of an election of a director or directors.

Member's Signature: _____ **Account Number:** _____

Member's Signature: _____ **Account Number:** _____

Member's Signature: _____ **Account Number:** _____

PLEASE SEE DECLARATION TO BE SIGNED ON REVERSE.

DECLARATION

In accordance with my wish to stand for election to the Board of Directors, VantageOne Credit Union, I declare that:

1. **I have maintained the minimum number of shares required for membership in VantageOne Credit Union;**
2. I meet the eligibility requirements of the Financial Institutions Act or the Credit Union Incorporation Act for becoming or acting as a director;
3. I am not an employee of the Credit Union Deposit Insurance Corporation of British Columbia, an auditor of a credit union or a public servant concerned by his or her duties with the affairs of a credit union;
4. I am not a corporation;
5. I have not been bankrupt in Canada or elsewhere in the last five years;
6. I have not been convicted of an offence in connection with the promotion, formation or management of a corporation or involving fraud unless five years have elapsed since the latest of:
 - (i) the expiration of the period fixed for suspension of the passing of sentence without sentencing;
 - (ii) the imposition of a fine; or
 - (iii) the conclusion of a term of imprisonment and probation, if any;but the disability imposed by this Rule 12.5(g) ceases on a pardon being granted under the Criminal Records Act (Canada);
7. I have not been found to be incapable of managing my own affairs by reason of mental infirmity;
8. I am not an employee of VantageOne Credit Union or any of its subsidiaries or affiliates;
9. I am not the spouse, parent, stepparent, child, step-child, mother-in-law, father-in-law, daughter-in-law or son-in-law of an employee or director of VantageOne Credit Union or any of its subsidiaries or affiliates;
10. I am not the spouse of, a director, officer or employee of another credit union (other than a central credit union), bank, trust company, savings and loan association, loan company, deposit taking institution, insurance company or agency, stock brokerage or investment dealer or any other firm, association, syndicate, company, corporation or other business enterprise engaged in or concerned with or interested in, any business or any part thereof from time to time carried on by the Credit Union or by any of its subsidiaries;
11. **I am a member in good standing of VantageOne Credit Union**, for at least 12 months prior to the date on which nominations for the election of Directors are closed pursuant to these Rules;
 - a. **A “member in good standing” means a member who, at the date on which good standing is determined:**
 - i. **Has purchased, paid for and holds the number of Class A Membership Equity Shares required by these Rules;**
 - ii. **Has maintained at least one account with VantageOne Credit Union that has had activity anytime in the 12 months prior to the date on which good standing is determined; and**
 - iii. **Is not more than 30 days in arrears in any obligation to the Credit Union;**
12. I have not been an employee of the Credit Union or any of its subsidiaries or affiliates during the 12-month period immediately before such election or proposed appointment.

Member's Signature

Date