



L.I.U.N.A. LOCAL 183
CREDIT UNION

2025 Director Candidate Information Guide

L.I.U.N.A. Local 183 Credit Union Board of Directors

Application for Nomination

ELECTIONS TO THE BOARD OF DIRECTORS

Dear Prospective Board Candidate:

At L.I.U.N.A. Local 183 Credit Union, we value the dedication and commitment of our Members who choose to participate in our nomination and election process as a Board Candidate. We thank you for your interest in seeking nomination for our Board of Directors. Inside this package, you will find information that will clarify the qualification criteria for Candidates and expectations of Board Members in their role of governing L.I.U.N.A. You will also find everything that you need to complete the nomination process.

To assist those Members who are interested in considering candidacy, the Board appoints a Nominating Committee each year. The Committee's primary role is to ensure Members are fully informed of the nomination process and the election process, as well as to consider the qualifications of Candidates in order to ensure the highest quality board composition, and to meet any gaps as identified by the Board in their analysis of the Board's skills, knowledge and experience.

This year the Nominating Committee has been tasked with selecting nominees who not only are the best qualified and meet the required criteria but who also possess specific skills and experience in the following areas:

Strategic Planning, Leadership, Risk Management, Governance and Ethics, Financial Literacy, Credit Union Operations, Board and CEO Performance, Audit and Compliance and the Regulatory Environment for financial services and credit union sector. Prior board experience would be beneficial.

As well, the Committee is motivated to having Board members from all groups within our communities, from many backgrounds and with varied experiences - to help us to better serve our members. Further details on the process undertaken by the Nominating Committee are outlined on Page 1 of this application package.

After completing the Director Application Form, we ask that you review the Director Candidate Information Guide and submit the completed application with all the required documents, as outlined in the Candidate's Guide section. If you have any questions about the enclosed information, you may contact the CEO beapinto@local183cu.ca and the questions will be forwarded to the nominating Committee.

Please note that applications must be received no later than April 1, 2024.

Yours truly,



Leo Campione
Nominating Committee
L.I.U.N.A. Local 183 Credit Union Board of Directors
Application for Nomination 2025

Table of Contents

Application for Nomination

Page	1	L.I.U.N.A. Local 183 Credit Union Election Process
	2	Candidate's Guide
	3	Candidate Nomination Form
	4	Candidate's Undertaking
	6	Schedule A – Director Eligibility Requirements
	7	Schedule B – Director Disqualification
	9	Schedule C – Selection Criteria
	11	Schedule D– Requirement to Disclose
	12	Schedule E– Background Information for Candidates

Election Process

Application for Nomination

L.I.U.N.A. Local 183 Credit Union's Board, as established in the By-Laws, consists of 9 directors and 3 vacancies need to be filled.

As defined in L.I.U.N.A. Local 183 Credit Union's By-Laws, and the Board's Governance policies, 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 determination as to the best qualified Candidates to fill the vacant positions, either through election or through acclamation.

L.I.U.N.A. Local 183 Credit Union's elections may be conducted via electronic voting and/or in-branch paper balloting, prior to the Annual General Meeting.

Candidate's Guide

Application for Nomination

1. Individuals wishing to be Candidates for L.I.U.N.A. Local 183 Credit Union's Board of Directors must be at least 18 years of age, are a Member in good standing of L.I.U.N.A. Local 183 Credit Union and hold \$125.00 in Membership Shares.
2. Additional eligibility requirements are outlined on Schedule A (*Page 6*) of this Application.
3. After reviewing the above and the Background Information for Candidates – Candidate must:
 - A. Complete this Application in its entirety; and
 - B. Submit it along with the documents detailed on Page 4 of this Application and a Resume

Applications for Nomination must be marked Confidential and submitted to beapinto@local183cu.ca or mailed to L.I.U.N.A. Local 183 Credit Union Nominating Committee, 1263 Wilson Ave. Suite 108, Toronto, Ontario M3M 3G2

- The Nominating Committee of the Board will validate the Candidate's eligibility, and conduct Candidate interviews after April 1, 2025.
- The Nominating Committee of the Board will then put forward a slate of candidates recommended for election.
- The election of Directors by Members voting will be conducted in advance of the Annual General Meeting.
- The successful Candidates will be announced at L.I.U.N.A. Local 183 Credit Union Annual General Meeting to be held on April 15, 2025.

Candidate Nomination Form

2025 Application for Nomination

As Members of L.I.U.N.A. Local 183 Credit Union, we nominate the following person for election to the Board of Directors.

Candidate Name	_____
Address	_____
City/Postal Code	_____
Phone	(Res) _____ (Bus) _____
Email	_____

Two Nominators:

1. Legal Name: _____

Address: _____

Email: _____ Phone: _____

Signature: _____

2. Legal Name: _____

Address: _____

Email: _____ Phone: _____

Signature: _____

Candidate's Undertaking

Application for Nomination

The undersigned hereby applies to be nominated as a Candidate for election to the Board of Directors of L.I.U.N.A. Local 183 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 84
- 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. consent to the disclosure of credit and/or personal information to, or from any credit-reporting agency;
- e. observe all L.I.U.N.A. Local 183 Credit Union's By-Laws, and the rules relating to the elections and the conduct thereof; and
- f. 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 L.I.U.N.A. Local 183 Credit Union By-Laws or Section 29 of the Ontario Regulation 105/22
<https://www.ontario.ca/laws/regulation/220105#BK35>
- g. I fully understand in order to be eligible or considered 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 which:
 - i. 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;
 - ii. outlines the Candidate's reasons for seeking election to the Board of L.I.U.N.A. Local 183 Credit Union;
 - iii. explains why Members should vote for this Candidate.

This Statement will be published by L.I.U.N.A. Local 183 Credit Union as received, and will be used to inform the Membership about the Candidate in its election materials;

- 2. A short written statement, providing a brief overview of the Candidate to be posted on the electronic ballot;
- 3. A resume which includes disclosures outlining the following:
 - i. Experience, expertise and qualifications of the Candidate;
 - ii. Candidate's involvement in community activities;

- iii. Candidate's past and present service as a Director of a Board;
- iv. Any formal Director education/training accreditations; and
- v. Candidate's professional, community or other affiliations or Memberships;

Having signed this Application for Nomination, the Candidate consents to L.I.U.N.A. Local 183 Credit Union reviewing any of the Candidate's financial information on file at Local 183 Credit Union, and consents to L.I.U.N.A. Local 183 Credit Union conducting a credit check on his/her behalf for the purpose of determining eligibility of the proposed Candidate for election to the Board.

Candidates should be aware that campaigning is not permitted by the Board.

DATED AT _____, ONTARIO, THIS _____ DAY OF _____, 202__.

Candidate's Signature: _____

Schedule A

Application for Nomination

DIRECTOR ELIGIBILITY REQUIREMENTS

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

- A. as of the last day of the Nomination Period, the Member:
 - i. *is a Member in good standing of L.I.U.N.A. Local 183 Credit Union;*
 - ii. *is not disqualified from becoming or acting as a director pursuant to the Act,*
 - iii. *is not a director, officer, employee, or agent of an entity (other than any other entity for which an exception has been made by the Board from time to time) that is engaged in, or has the reasonable potential to be engaged in, business activity materially and directly competing with the existing or proposed activities or business of L.I.U.N.A. Local 183 Credit Union*
 - iv. *is not a spouse of a person described in sub-paragraph (iii) above;*
 - v. *if a former employee of L.I.U.N.A. Local 183 Credit Union, was not an employee of L.I.U.N.A. Local 183 Credit Union at any time in the preceding 24 months;*
 - vi. *if an incumbent director has not failed, without, in the opinion of the Board, reasonable cause, to attend three (3) consecutive regular meetings of the directors within the preceding twelve (12) months; or*
 - vii. *is free of any real or perceived conflict of interest that might reasonably be expected (based on a legal opinion), to prevent him or her from acting in the best interests of L.I.U.N.A. Local 183 Credit Union as a whole, and independently of any particular interest arising as a result of any previous, existing, or future relationship with L.I.U.N.A. Local 183 Credit Union, its Members, customers, competitors, or suppliers;*

Schedule B

Application for Nomination

INDIVIDUAL DIRECTOR DISQUALIFICATIONS

(as extracted from the Act – Section 84 Regulation 105/22)

29. (1) For the purposes of section 84 of the Act, 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 has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property or who has been found to be incapable by a court in Canada or elsewhere.
3. One who is an undischarged bankrupt or who has been discharged as a bankrupt in the five years preceding the date on which the individual may be elected as director.
4. One who is unable to obtain proof of bonding insurance that is satisfactory to the Chief Executive Officer.
5. One who is more than 90 days in arrears in the payment of a debt owed to the L.I.U.N.A. Local 183 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 on which the individual 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 the five years preceding the date on which the individual may be elected as director, for professional misconduct.

Schedule B (Continued)

Application for Nomination

9. An employee of the credit union or a central in which the credit union is a member or the employee's spouse, parent or child.

10. A professional advisor who provides services to the credit union in the individual's professional capacity or who has provided such services in the three years preceding the date on which the individual may be elected as a director.

11. An employee, director or officer of the Authority.

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 L.I.U.N.A. Local 183 Credit Union.

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

(3) An offence referred to in paragraph 7 of 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 of or failure to comply with the Act, a predecessor of the Act or an Act governing a subsidiary of the credit union; or

(d) involves a contravention of or failure to comply with the Securities Act.

Schedule C

Application for Nomination

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 L.I.U.N.A. Local 183 Credit Union and have the ability to reflect the values and commitments of L.I.U.N.A. Local 183 Credit Union as well as acting in L.I.U.N.A. Local 183 Credit Union's best interest at all times;*
2. *Demonstrate the ability to bring a perspective of external business, finance, and social issues to Board deliberations;*
3. *Understand corporate governance and the fiduciary duties, roles and responsibilities 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;*
4. *Commit to regular attendance at Board/Committee meetings and to full preparedness and willingness to contribute to meeting content;*
5. *Understand the importance of credit unions in their communities;*
6. *Demonstrate the ability to provide leadership and be an effective communicator;*
7. *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;*
8. *Demonstrate personal integrity, financial stability and high ethical standards;*
9. *Have never declared personal or business bankruptcy;*
10. *Be willing to commit to continuous learning and undertake appropriate director training and development initiatives;*
11. *Have the ability to understand and assess implications of financial statements and auditors reports;*

Schedule C (Continued)

Application for Nomination

- 12. Agree to fulfill the time commitment, including travel time and work load associated with being a Director of L.I.U.N.A. Local 183 Credit Union;*
- 13. Have the capability to access electronic information via the Internet, and be able to print associated materials if required.*

Schedule D

Application for Nomination

REQUIREMENTS TO DISCLOSE

The Credit Unions and Caisses Populaires Act also requires Board candidates to disclose if they are a party to a material contract or proposed material contract with L.I.U.N.A. Local 183 Credit Union.

You must include the disclosure in your submission if you:

- Are a party to a material contract or proposed material contract with L.I.U.N.A. Local 183 Credit Union;
- Are a director or an officer of an entity that is a party to a material contract or proposed material contract with L.I.U.N.A. Local 183 Credit Union;
- Have a material interest in a person who is a party to a material contract or proposed material contract with L.I.U.N.A. Local 183 Credit Union; or
- Are a spouse, parent or child of an individual who is a party to a material contract or proposed material contract with L.I.U.N.A. Local 183 Credit Union.

Please provide details here if any of the above applies.

DATED AT _____ ONTARIO, THIS ____ DAY OF _____, 20__

Signature

Name

Witness Signature

Name

Schedule E

Application for Nomination

BACKGROUND INFORMATION FOR CANDIDATES

Preamble: L.I.U.N.A. Local 183 Credit Union Directors are expected to attend all scheduled Board and Committee meetings and be active participants therein. They are also encouraged to attend other L.I.U.N.A. Local 183 Credit Union related organizational and community related activities, as well as for Directors new to the credit union system, be willing to attend credit union system conferences. Directors are also required to participate in Director Education as outlined below.

The information found below identifies and briefly describes L.I.U.N.A. Local 183 Credit Union Committees, Director Education requirements and a summary of meetings and estimated commitment of time that one might expect when they become a Director of L.I.U.N.A. Local 183 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 L.I.U.N.A. Local 183 Credit Union Governance structure/practices, please contact the CEO beapinto@local183cu.ca

Committees

1 FULL BOARD

The Board of Directors consists of 9 Directors, each elected by the Membership for a term of 3 years, subject to a term-limit of 10 years in office. 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 Committees that are assigned responsibilities to assist the Board to carry out its mandate.

Meetings / Time Commitment

Board meetings are held monthly. 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 by (*e.g. electronic format*) generally 3 days prior to the scheduled meeting. Elected Directors are expected to be able to receive, print and communicate via electronic means. While the amount of time required for this task will vary for each individual, it is not unusual for a Director to spend approximately 1–2 hours preparing for a Board or for some Committee meetings.

The majority of board meetings are held at In person at 1263 Wilson Ave. Toronto. Strategic planning, board training sessions, the Annual General Meeting and specific board meetings are in person. While travel time to and from meetings will vary with each Director, it is another factor to be considered.

Attendance at all Board and Committee meetings is tracked and reported to the

Schedule E (Continued)

Application for Nomination

Education

L.I.U.N.A. Local 183 Credit Union considers training and development programs for our Directors extremely important to assist them in understanding the roles and responsibilities of being a Director of a Credit Union. The Financial Services Regulatory Authority of Ontario (FSRA) set out minimum expectations for individual Director competencies which will require various programs be completed within certain time frames. In addition, other in-house training sessions are developed for which attendance is expected. Each Committee regularly holds educational sessions during its scheduled meetings. The Board allocates funds annually for training and development purposes, and it is on each Director to consider additional opportunities for development wherever possible.