

BOARD GOVERNANCE POLICY #10: "DIRECTOR NOMINATION AND ELECTION PROCESS POLICY"

Contents

1. General
 2. Overview and Guiding Principles
 3. Role of the Nominating Committee
 4. Role of the Returning Officer
 5. Candidate Recruitment
 6. Nomination Process
 7. Qualified Candidates
 8. Campaigning Rules
 9. Director Election Process
 10. Director Acclamation Process
 11. Reporting to the Board
 12. Review of this Policy
 13. Schedule "A"
-

1.0 General

The Board of Directors (the "**Board**") of Meridian Credit Union ("**Meridian**") has adopted this Director Nomination and Election Policy that outlines (a) the nomination process, by which Qualified Candidates (as defined in s. 7.0 below) will be selected as Recommended Candidates, and (b) the election process, by which Qualified Candidates may be elected to the Board. The Nominating Committee is responsible for this Policy, in accordance with the Nominating Committee Mandate and Terms of Reference.

2.0 Overview and Guiding Principles

- 2.1 The Board of Directors (the "Board") acknowledges the importance of its role in ensuring effective succession planning and in having policies to enable the recruitment, nomination, evaluation, selection and election processes to occur in a consistent and fair manner.
- 2.2 The Board is responsible for establishing a Nominating Committee to act independently in its oversight of these processes. For greater clarity, from the commencement of the Nomination Period, the Nominating Committee shall work independently from the Board.
- 2.3 Meridian aims to have a Board composition of qualified candidates reflective of the communities served by Meridian and aligned with Board Policy with regards to Diversity, Equity and Inclusiveness (as defined in Board Governance Policy #1 s. 9.4).

3.0 Role of the Nominating Committee

- 3.1 The Nominating Committee is a standing committee of the Board composed of members not eligible for re-election at the next annual general meeting ("AGM").
- 3.2 The Nominating Committee may engage external advisors, as needed or deemed appropriate, to assist the Committee, at its request, with the recruitment, review of applications, interview and/or background checks of the candidates.
- 3.3 If a member of the Nominating Committee finds her/himself in a real or perceived conflict of interest situation with respect to one of the candidates, the member shall disclose, in writing, to the Committee Chair the nature and extent of his/her interest. The Committee Chair will ask to

have the conflict recorded in the minutes of Committee meeting. In addition, the member will not attend the interview of the candidate. The member shall not participate in any deliberations or discussion nor vote on the candidate and the Committee Chair will ask that this process be recorded in the minutes of the Committee meeting.

4.0 Role of the Returning Officer

- 4.1 The Returning Officer is appointed by the Board and provides ongoing administrative and functional assistance to the Nominating Committee and to candidates in order to ensure the integrity and effectiveness of the nomination and election processes, including by:
 - a) Maintaining a Candidate Pool who have been identified by Directors and Management as potentially Qualified Candidates for future elections, as required;
 - b) Providing information to interested parties, and assisting candidates in understanding the nomination and election processes, as required; and
 - c) Supporting and assisting the Nominating Committee throughout its processes, including communicating with candidates on behalf of the Committee or its Chair.
- 4.2 The Returning Officer receives applications and conducts an initial review. The Returning Officer makes recommendations and provides advice to the Nominating Committee regarding the validity of the applications, including any basis for rejecting them, and Candidate eligibility.

5.0 Candidate Recruitment

- 5.1 The Board acknowledges that it is accountable for its own succession and, as a result, commits to the recruitment of potential candidates on an ongoing basis with a view to maintaining a Candidate Pool for future elections. A key principle in consideration of the creation of this Candidate Pool is the quality, rather than the quantity, of prospective candidates.
- 5.2 Candidate recruitment may be undertaken through such processes as:
 - a) Ongoing identification of potential qualified candidates by Directors and Management;
 - b) Placement of appropriate signage in Meridian’s branches and offices;
 - c) Publication on Meridian’s website and social media; –
 - d) Advertisement in professional associations (e.g. Women on Board); Governance educational institutions (e.g. ICD.D); and
 - e) Committee Advisor search.

6.0 Nomination Process

The Nominating Committee shall oversee the director nomination process outlined in the Policy, including the following:

- 6.1 *Notice of Nomination Period* – The Returning Officer shall give notice of the Nomination Period to all of Meridian’s members of record. The Nomination Period should be established to allow a minimum of fifteen (15) calendar days for the receipt of applications. The notice shall be posted on Meridian’s website and shall include:
 - a) an announcement that an election of directors is to take place, specifying the number of positions which are to be filled, and instructions relating to the submission of an application; and
 - b) the beginning and end dates of the Nomination Period.

6.2 *Validity of Applications* – Applications received from the membership, to be valid, must be in the form, and received by the deadline, prescribed by the Nominating Committee and must contain the information and accompanying documents outlined in the application package, which shall be posted on Meridian’s website. The Nominating Committee has full and unfettered discretion to reject an application, based on the recommendation of the Returning Officer pursuant to his/her duties under s. 4.0 above, including on the following basis:

- a) the information provided by the applicant is incomplete, false, or misleading, or the application has not been received within the prescribed timeline; or
- b) the applicant’s intention to stand for election is primarily for the purpose of enforcing a personal claim or redressing a personal grievance against the credit union or its directors, officers or members; or
- c) a real or perceived conflict of interest (collectively, a “Conflict of Interest”) exists, in accordance with s. 6.8 below, that would prevent the applicant, if elected, from properly discharging their duties as a Director; or
- d) the applicant is an individual who ought not to be in a position to influence a financial institution; or
- e) the applicant is an individual that, if elected, may not act honestly, in good faith, and in the best interests of the financial institution; or
- f) the application does not adhere to applicable legal or regulatory requirements.

The Committee Chair and/or the Returning Officer will notify the applicant of the rejection of the application within 48 hours of the Committee’s decision.

6.3 *Identification of Qualified Candidates* – The Committee will identify Qualified Candidates as defined in section 7.0 of this Policy and inform those candidates who have been determined not to be Qualified Candidates that they will not be considered in the Nomination process. For greater certainty, only Qualified Candidates, as confirmed by the Nominating Committee, may have their name placed on a ballot for election.

6.4 *Interview of Qualified Candidates* – The Nominating Committee will interview only Qualified Candidates (as defined in Section 7.0). The Committee may be assisted in interviewing Qualified Candidates by external advisors.

6.5 *Candidate Travel* – All reasonable travel and accommodation costs, which have been pre-approved by the Returning Officer, will be reimbursed for any Qualified Candidate who is required to travel more than 300 kms to be interviewed.

6.6 *Recommended Candidates*

- a) After completing the interviews, the Committee collectively discusses their assessment of all Qualified Candidates. The Committee then identifies the best Qualified Candidates to be recommended to the Members for election to the Board (“Recommended Candidates”) and may recommend one additional back-up candidate to become a Recommended Candidate in the event that one of the selected Recommended Candidates should withdraw from the nomination and election process.

- b) The Committee, or their delegate, informs each of the Qualified Candidates, individually, whether or not the Nominating Committee has selected them as a Recommended Candidate (subject to the results of a background check).

6.7 *Qualified Candidates who are not Recommended Candidates*

- a) Those Qualified Candidates that have not been identified as Recommended Candidates may choose to place their name on the ballot for election. To do so, Qualified Candidates must advise the Returning Officer within 48 hours of the Committee’s communication regarding its final recommendation (to be sent by email to the candidate). For greater clarity, the notification from the Qualified Candidate must be received within 48 hours from when the communication was sent from the Committee. Any Qualified Candidate who requests to have their name placed on the ballot will undergo a background check.
- b) Subject to the results of the background checks, any Qualified Candidate, who informs the Returning Officer within the 48-hour period that they wish their name to be placed on the ballot, will have their name placed on the ballot for election.

6.8 *Actions by the Returning Officer* – Upon receiving the list of Recommended Candidates from the Nominating Committee, the Returning Officer shall proceed to distribute voting information to the Members pursuant to the By-law #1.

6.9 *Conflicts of Interest* – In considering the validity of an application pursuant to s. 6.2 above, the Returning Officer will assess whether a Conflict of Interest exists, taking into consideration the criteria set out below. If the Returning Officer determines that a Conflict of Interest does exist, he/she will report such finding to the Committee, who, in turn, will factor such finding into its determination of validity pursuant to s. 6.2 above. A Conflict of Interest includes, but is not limited to, the following circumstances:

- a) A conflict of interest as defined under applicable legislation or regulatory guidance;
- b) A scenario in which a candidate is an elected member of a Municipal, Provincial or Federal Government;
- c) A scenario in which a candidate is an employee, officer, advisor or Member of the Board of a financial services regulatory authority that directly regulates one or more of Meridian’s businesses on a consolidated basis; or
- d) A scenario in which a candidate is a director, officer, employee or agent of an entity that is engaged in, or has the potential to be engaged in, offering products or services that are the same as or similar to, and that directly compete with those offered by the Meridian’s businesses on a consolidated basis; or
- e) A real, perceived or potential conflict of interest that exists at the time of submitting the application, unless such conflict will be resolved, with a high degree of certainty in the opinion of the Returning Officer, by the time of the election.

For greater certainty, it is the responsibility of all candidates, before submitting an application, to have obtained all approvals from their employer or other stakeholders in order to address any Conflict of Interest.

7.0 Qualified Candidates

Qualified Candidates are defined by the Nominating Committee as individuals that i) meet the Director eligibility requirements outlined in By-law #1, and ii) meet the Director attributes and knowledge outlined in section 7.1 below, and iii) would best complement the current Board based on the skills and expertise gap analysis approved by the Board and outlined in the application package as “Board Selection Criteria”

7.1 Director Attributes and Knowledge

A. Each Director is expected to:

1. Demonstrate a high standard of personal values and ethics, including integrity, accountability, commitment and courage;
2. Demonstrate excellent business and professional judgment;
3. Think strategically and problem solve;
4. Demonstrate mature and cooperative leadership;
5. Have a strong understanding of fiduciary duty;
6. Have strong communication skills, including the ability to listen and speak their mind independently and respectfully;
7. Demonstrate a willingness and ability to commit the required time to the role and actively participate in meetings;
8. Commit to ongoing training and education for Board skills and duties;
9. Align with Meridian’s purpose and values, and demonstrate a willingness to act in Meridian’s best interest at all times;
10. Bring a perspective of external business, finance, and social issues to Board deliberations;
11. 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;
12. Generally have senior executive or governance experience with organizations that operate in a competitive environment, senior executive or governance experience with public, non-profit or cooperative organizations of a scale and complexity similar to the Credit Union; and
13. Have a demonstrated reputation of valuable community involvement.

B. Directors should demonstrate an understanding of the following areas of knowledge:

1. Audit and Compliance
2. Credit Union and/or Financial Services Expertise
3. Environmental, Governance and Social
4. Financial Acumen
5. Information Technology/Cybersecurity/Digital
6. Marketing, Brand Development and Customer Insights & Experience
7. Mergers & Acquisitions/Capital Markets
8. Regulatory/Legal
9. Risk Management
10. Talent Management
11. Strategy

For descriptions of each area, please refer to Schedule “A” of this Policy.

8.0 Campaigning Rules

8.1 Campaigning by candidates is prohibited. The only written communication that may be used regarding a director candidate’s candidacy in connection with the election is the information provided to Meridian by the candidate for the purpose of a Candidate Statement of Interest. Such written communication may only be distributed by Meridian.

8.2 The following further defines Meridian’s guidelines:

- a) Candidates may not use social media to announce or promote their candidacy;
- b) Director candidates are not permitted to use traditional media (brochures, newsletters, flyers); or disseminate campaign materials including messaging via mass electronic distribution; advertising; rallies etc., to promote their candidacy in the election;
- c) Director candidates may not organize public meetings to promote their candidacy;
- d) Director candidates must not solicit or participate in interviews with the media in connection with the election or place any advertisements or statements regarding their candidacy in the election in any newspaper, website, or other publication or media, or permit anyone to do so, on the director candidate’s behalf;
- e) Director candidates are not permitted to campaign on Meridian property, including ATM vestibules or inside branches. This includes physically positioning ones-self on Meridian premises to speak to those entering or attending at Branches. If third parties, beyond the control of the director candidate or Meridian choose to ignore this restriction, the director candidate may be asked to show evidence they have not encouraged the support and have made a strong attempt to discourage it; and
- f) Director candidates are not permitted to partake in activities that would reflect negatively on the professionalism of the credit union.

8.3 No director candidate shall interfere with or permit any person on their behalf to interfere with the duties of Meridian employees. To minimize any potential conflict of interest, direct contact during the election between director candidates and employees including existing directors who are candidates is limited to Meridian’s Returning Officer. For further clarity, existing directors who are qualified candidates may make contact with employees during an election period, for the purposes of their required director duties (e.g. attend a Board meeting). Direct contact means in person, by telephone, or by email/text or similar. Assistance provided during the election will be limited to administrative or informational details.

8.5 All director candidates are expected to abide by these guidelines. The contravention by any director candidate of these guidelines may be grounds for the Nominating Committee to disqualify the candidate, as it determines under the circumstances.

9.0 Director Election Process

9.1 The required timelines for the election notice and the voting period are set forth in By-law No. 1 as confirmed by the Membership from time to time.

9.2 The Returning Officer shall put in place a process to make available information for all Members eligible to vote in the election, in a reasonable time prior to the voting period.

- 9.3. The Returning Officer will put in place a process to ensure electronic in-branch and on-line voting is effective and ensures one vote per Member.
The electronic/online ballot will clearly highlight which candidates have been recommended by the Nominating Committee.
- 9.4 The counting of the electronic/online ballots at the end of the election period will be overseen by the Returning Officer.
- 9.5 Should the positions being filled have unequal terms associated with them, the following will apply in the event of an election: the candidate with the least number of votes will be awarded the shortest term; and where there is a tie vote, the tie shall be broken by the drawing of lots whereby the tied candidates will participate in a draw at the commencement of the AGM in order to determine which candidate will be awarded the shortest term.
- 9.6 Unless there is a determination by the Board that there may be a dispute over the election results, the Board will require that a resolution be placed before the Membership at the AGM, requesting the destruction of the election ballots.
- 9.7 The results of the election will be (1) communicated, in writing, on a strictly confidential basis, to the candidates and to the Board, by the Returning Officer, as soon as practicable prior to the AGM, (2) at announced to the Members at the AGM by the Returning Officer.
- 9.8 All Director candidates shall sign a form after their interview, agreeing to keep confidential the results of the election until after the results have been announced at the AGM.

10.0 Director Acclamation Process

When the list of Recommended Candidates has been determined and after it is determined by the Returning Officer that the election has resulted in an acclamation and that no vote is required, the following process will be put in place:

- 10.1 The Returning Officer advises the Chair of the Nominating Committee that no vote is required.
- 10.2 The Chair of the Nominating Committee advises the Nominating Committee of this outcome.
- 10.3 The Board is advised by the Nominating Committee Chair of the names of those elected by acclamation.
- 10.4 A news release is produced that congratulates the candidates and announces those featured as elected by acclamation.
- 10.5 Concurrent with the public announcement of the AGM, the brochure is released publicly to the Membership.
- 10.6 As required by section 4.03(e) of By-law No. 1, in the case of an acclamation of all candidates where there are terms of office of varying length, the Nominating Committee will determine and assign terms to the candidates in its sole and unfettered discretion. In accordance with section 4.04(b) of By-law No. 1, if the number of candidates is equal to the number of vacancies to be filled, the candidates shall be declared by the Returning Officer at the next AGM to be elected by acclamation for a three (3) year term, unless a shorter term is otherwise specified.
- 10.7 The results of the election by acclamation will be announced by the Returning Officer at the AGM.

11.0 Reporting to the Board

At the conclusion of the Nomination Process, the Chair (or the Returning Officer on behalf of the Chair) will submit a report by email to the Board Directors, with a copy to the Chief Executive Officer, as to

whether or not there is an election, with the names of the Recommended Candidates and those Qualified Candidates who are standing for election, if any.

12.0 Review of this Policy

Annually, the Nominating Committee will review this Policy and recommend changes to the Board of Directors.

Schedule “A”

| Area of Knowledge | Definition |
|---|---|
| Audit and Compliance | Knowledge of the role of an independent audit function including the control environment. Knowledge of monitoring and auditing processes required to ensure compliance with the credit union’s policies, standards of sound business practices and regulatory requirements. |
| Credit Union and Financial Services Expertise | Knowledge of credit union and/or cooperative operations; banking, mortgages, lending, and investing; and key customers/stakeholders, Cooperative Principles and subsidiary oversight. |
| Environmental, Social and Governance | Knowledge and understanding of ESG principles, risks and disclosures and how they integrate across broader board responsibilities. Knowledge of community impact, labour practices, consumer protection, and financial inclusion Knowledge of sustainability and environmental management within the financial services industry. |
| Financial Acumen | Expertise and knowledge in financial literacy, accounting, treasury, understanding financial statements, forecasting, budgeting, strategic planning, financial risk assessment, and resource allocation. |
| Information Technology/Cybersecurity /Digital | Knowledge of system information technology and systems development; use and leveraging of current and emerging technology including artificial intelligence to further MCU’s business goals and digital transformation. Knowledge of information technology risks, including cyber risks. Knowledge of developing, implementing and overseeing data strategy; leveraging and analyzing data to increase the performance of MCU. |
| Marketing, Brand Development and Customer Insights & Experience | Knowledge of delivering value to Members, engagement, brand positioning, innovation and marketing technology. Experience in marketing, brand development and customer insights. |
| Mergers & Acquisitions/Capital Markets | Knowledge and experience in mergers and acquisitions; understanding of capital markets |
| Regulatory/Compliance/Legal | Knowledge and understanding of the regulatory environment, fiduciary responsibility, policy development and policies to meet legal, regulatory and legislative requirements specific to MCU. Experience in government relations or public relations. |
| Risk Management (including financial risks and non-financial risks) | Knowledge and understanding of an independent risk management function, including risk management models and methods. Understanding of scenarios and modeling Advanced knowledge of financial risks including credit risk, capital risk, liquidity risk, funding risk, capital risk; Anti-money laundering (AML), anti-terrorism funding (ATF), Understanding of securitization principles and how it contributes to the funding objectives of MCU. Knowledge of operational risk, third party risk, business continuity risk and risks related to the credit union business model. |
| Talent Management | Knowledge and understanding of remuneration and rewards design; leadership development and workforce planning and strategy and experience in regulatory requirements related to MCU’s people function. |
| Strategy | Demonstrate strategic acumen, business insights, evaluating business strategy; knowledge in transformation; implementing strategic direction core values and strategic goals and objectives in the credit union or financial services industry. |