

Meridian Credit Union Limited 2023 Board of Directors Application

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Introduction

Dear Prospective Applicant:

Thank you for your interest in Meridian's Board of Directors. Your participation in our nomination and election process is an integral part of ensuring that we maintain a strong governance framework that serves our Members most effectively.

Each year, the Board of Directors appoints a Nominating Committee that is responsible for ensuring the integrity and quality of the Director nomination and election process. The Committee is also responsible for recommending to the Membership those candidates who are best qualified to serve Meridian as a Director in order to have a high performing Board.

The Board of Directors has approved the following selection criteria for this year's nomination process:

- Experience in a purpose-driven organization of a similar size and complexity as Meridian; or
- Expertise in the development and/or actualization of a new strategy or plan; or
- Expertise in M&A / partnerships in regulated industries; and
- Capacity to meet the demands of a Meridian Director

Taking into consideration the current composition of Meridian's Board, the Nominating Committee will seek to balance the Board's representation of (i) experience, skills & competencies, (ii) diversity, (iii) experience with cooperative organizations, and (iv) ability to add to the culture of Meridian's Board.

Within this package, you will find everything that you need to complete the nomination process, including important information on eligibility and qualification requirements, selection criteria and expectations of Directors. If you have any questions about the enclosed information, please contact our Returning Officer at Returning.Officer@meridianCU.ca.

At Meridian, we value the dedication and commitment of those who choose to participate in our nomination and election process. Once again, we thank you for your interest in our Board of Directors.

Yours truly,



Ian Cunningham
Nominating Committee Chair

Expectations of Directors

ABOUT MERIDIAN CREDIT UNION

With more than 75 years of banking history, Meridian Credit Union (“Meridian” or “MCU”) is Ontario’s largest credit union, helping to grow the lives of its more than 360,000 Members. Meridian has \$28.8 billion in assets under management, as of June 30, 2022, and delivers a full range of financial services online, by phone, by mobile and through a network of 89 branches across Ontario, and business banking services in 15 locations. Meridian Members also have access to over 43,000 surcharge-free ABMs in North America with THE EXCHANGE® Network and the Allpoint Network in the United States. Meridian has two wholly owned subsidiaries, Motus Bank and Meridian OneCap Credit Corp.

Meridian’s Board of Directors and Management are currently developing a new long-term enterprise strategy. As part of that process, Meridian’s ‘Greater Purpose’ was recently updated as follows: *“Helping you achieve your best life.”* Similarly, Meridian’s new Vision Statement is: *“To be recognized as an inclusive, transparent and people-focused financial partner.”*

Meridian’s Board consists of 12 Directors elected for three-year terms. Generally, every year, the term of four Directors expires and Meridian holds Board elections to fill these vacancies and other vacancies that may have occurred.

1. ADDITIONAL INFORMATION

Additional information regarding Meridian Credit Union can be found at: MeridianCU.ca.

2. BACKGROUND

Please refer to Meridian’s Corporate Governance Report in the 2021 Annual Report at: [Meridian Annual Report 2021](#)

WHO CAN APPLY TO MERIDIAN'S BOARD OF DIRECTORS?

- Candidates must be a Member of Meridian by the **last day of the Nomination period** and hold the required Membership Share.
- Candidates must meet the eligibility requirements outlined in Meridian's By-law #1 (pages 15-16), and not be disqualified from being a Director of a Credit Union under applicable legislation.
- The process is highly competitive. All applications will be evaluated; however, only **Qualified Candidates** will be considered beyond the application part of the process. In order to be a Qualified Candidate, a Candidate must meet one or more of the following Selection Criteria:
 - Experience in a purpose-driven organization of a similar size and complexity as Meridian; or
 - Expertise in the development and/or actualization of a new strategy or plan; or
 - Expertise in M&A / partnerships in regulated industries; and
 - Capacity to meet the demands of a Meridian Director

Taking into consideration the current composition of Meridian's Board, the Nominating Committee will seek to balance the Board's representation of (i) experience, skills & competencies, (ii) diversity, (iii) experience with cooperative organizations, and (iv) ability to add to the culture of Meridian's Board.

SUBMITTING AN APPLICATION

If you wish to submit an application, we would ask you to submit the following:

1. Cover letter and resume;
2. Candidate Undertaking (pages 13-14); and
3. Self-Assessment and Voluntary Equal Opportunity Disclosure (pages 18-21).

Send the above to the Returning Officer at Returning.Officer@meridianCU.ca no earlier than November 17, 2022 and no later than 5:00 p.m. on December 20, 2022.

ONCE THE NOMINATION PERIOD CLOSES:

1. The Returning Officer will assist the Committee in evaluating the applications.
2. In the following situations, the Nominating Committee will have the sole discretion to reject an application and the Returning Officer will inform Candidates accordingly:
 - a) the application has not been completed in accordance with the applicable requirements or received within the prescribed timeline; or
 - b) the applicant does not adhere to applicable legal or regulatory requirements; or
 - c) the information provided by the applicant is incomplete, false or misleading; or
 - d) the applicant's intention to stand for election is not pursued in good faith, or is to, or may, cause harm or embarrassment to Meridian; or
 - e) 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
 - f) the applicant is an individual who ought not to be in a position to control or influence a financial institution; or
 - g) 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
 - h) a real, perceived or potential conflict of interest exists that would prevent the applicant, if elected, from properly discharging his or her duties as a Director. The following will be deemed conflicts of interest, unless otherwise determined by the Nominating Committee:
 - i. A conflict of interest as defined under applicable legislation or regulatory guidance;
 - ii. A candidate is an elected member of a municipal, provincial or federal government;
 - iii. A candidate is a director, officer, employee or advisor of a financial services regulatory authority that directly regulates one or more of Meridian's businesses; or
 - iv. 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 one or more products or services that are the same as or similar to, and that directly compete with those offered by Meridian on a consolidated basis.

Please note that a conflict of interest that exists at the time of submitting the application will disqualify the Candidate even if it is anticipated that the conflict will be resolved by the time of the election. It is the responsibility of all Candidates, before submitting an application, to have obtained all approvals from their employer or other stakeholders. Candidates will be asked to attest to this in their Candidate Undertaking (page 13).

The Returning Officer is under no obligation to explain the reasons for the Committee's rejection of an application.

3. From amongst the valid applications, the Nominating Committee, assisted by its advisor, will identify the Qualified Candidates. In order to be a Qualified Candidate, you must:
 - i. meet the Director Qualification and Eligibility Requirements outlined on pages 15-16, and
 - ii. meet the Director Selection Criteria outlined on page 17.

4. The Returning Officer, on behalf of the Committee, will inform those candidates who have been determined not to be Qualified Candidates that they will not be considered in the Nomination process.
5. The Committee's external advisor will conduct preliminary interviews of selected Qualified Candidates on behalf of the Committee. The selected Qualified Candidates will be asked to provide three references in advance of their interview.
6. The Nominating Committee, assisted by the external advisor, will select a short list of Qualified Candidates for interviews with the Committee.
7. The Nominating Committee will conduct Candidate interviews on February 23 and February 24, 2023. If a Qualified Candidate is not available to participate in the interview on the above dates, the Qualified Candidate will have ceased to participate in the nomination process.

UPON COMPLETION OF QUALIFIED CANDIDATE INTERVIEWS:

8. Upon completion of its interviews, the Nominating Committee will make a determination as to the best-Qualified Candidates to fill the available positions on the Board. The Committee will then place their recommendation behind those identified Candidates.
9. The Returning Officer, on behalf of the Nominating Committee, will advise each interviewed Candidate (without an explanation of the reasons) whether they are recommended by the Committee.
10. Recommended Candidates will be subject to background checks and reference checks. They must also provide Candidate statements for the Candidate Brochure and ballot.
11. The election of Directors by Members will be conducted via electronic voting in March and April 2023. The Candidate Brochure and electronic ballot will clearly indicate which Candidates are recommended.
12. Formal campaigning by Candidates is prohibited. Please refer to Section 8.0 of the **Nomination and Election Policy** for details.
13. The results of the election will be announced at the Annual General Meeting on April 20, 2023. There will not be nominations from the floor, nor will any voting for Directors take place at the Annual General Meeting.

Board of Directors

Meridian Credit Union's Directors are expected to attend all scheduled Board and Committee meetings and be active participants therein. They are also encouraged to attend other Meridian related organizational and community related activities. In addition, Directors new to the credit union system must be willing to attend credit union system conferences and participate in Director education as outlined below.

The information found below identifies and briefly describes Meridian's committees, Director education requirements and a summary of meetings and estimated commitment of time that one might expect when they become a Director of Meridian.

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 Meridian's governance structure/ practices, please contact Meridian's Returning Officer via email at Returning.Officer@meridianCU.ca.

1. Board

The Board consists of 12 Directors, each elected by the Membership for a term of three years, subject to a term-limit of 12 consecutive years in office. As part of its oversight responsibilities, the Board is responsible for the overall strategic stewardship of Meridian Credit Union, establishing objectives, policies and performance standards and measuring their achievement; has ultimate accountability for determining the Credit Union's risk appetite; and appointment and delegating authority to the President & CEO.

2. Committees

The Board has established five standing committees, as follows:

- Audit & Finance Committee
- Governance Committee
- Human Resources Committee
- Nominating Committee
- Risk Committee

Each committee is assigned responsibilities to assist the Board to carry out its mandate. Descriptions of each committee may be found on our website here: [Board of Directors | Meridian Credit Union \(meridiancu.ca\)](#)

MEETINGS/TIME COMMITMENT

- Meridian's Board and Committees meet quarterly and at additional times as required. Board and Committee meetings take place clustered over a five-day period in the same week.
- It is expected that, in addition to the actual time spent at a Meridian Board or Committee meeting, a Director will fully review all materials provided prior to attending each meeting.
- Materials for all Board and Committee meetings are distributed by the Corporate Secretary in electronic format generally one week prior to the scheduled meeting. Elected Directors are expected to be able to receive and communicate via electronic means.
- While travel time to and from meetings will vary with each Director, it is another factor to be considered.
- Generally, a time commitment of approximately 200 hours per year is typical for a Director.
- All Directors sit on an average of two Committees. Attendance at all Board and Committee meetings is monitored and reported to the Board.
- While occasional video conference calls are held to deal with special issues between regularly scheduled meetings, for the most part Directors are expected to attend meetings in person when required. Under exceptional circumstances the Chair may allow participation in a meeting via telephone or video conference.

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

Board & Committee Meetings (held quarterly)	<p>Board and Committee meetings generally occur quarterly, and are clustered together over a 5 day period during the same week, although additional meetings may be held in between the quarterly meetings. A Board dinner is also held each quarter.</p> <ul style="list-style-type: none"> • Location of the in-person meetings is at Meridian's Toronto Corporate Office, in Etobicoke. The Board and Committee meetings for the 2023-2024 Board Year have been scheduled as follows • The week of August 21, 2023 • The week of November 20, 2023 • The week of February 12, 2024
Orientation Program	For newly elected Directors; usually held in May following the election and no later than two months after having been elected. Allow one or two full days for orientation.
Audit & Finance Committee	Meets approximately 5 times a year (allow 4–5 hours/meeting).
Governance Committee	Meets approximately 4 times during the year (allow 3–4 hours/meeting).
Human Resources Committee	Meets approximately 5 times per year with greater emphasis during the period October through February (allow 3–4 hours/meeting).
Nominating Committee	Meets approximately 4 times per year (allow 2–3 hours/meeting) plus a concentrated period during February when Candidate interviews are conducted.

Risk Committee	Meets 4 times per year, with the potential for conference call meetings in between (if required). (Allow 4-5 hours/meeting).
Annual General Meeting	Usually held during the 3rd or last week in April during the evening (3-4 hours). In 2023, it will be held on Thursday, April 20.
Strategic Retreats	The Board Strategic Retreat is typically held over two days in the Spring. The 2023 dates are to be confirmed.

EDUCATION

Director training and development programs are extremely important in understanding the roles and responsibilities of being a Director of a Credit Union.

Under Board policy, Directors are required to annually commit to a specific number of hours of continuing education in a year. The Board allocates funds annually for Director training and development purposes. In addition, other in-house training sessions are developed for which attendance is expected.

REMUNERATION

Directors are paid an annual retainer in recognition of the significance of the accountabilities and responsibilities associated with governing Meridian, and in recognition of the time required for Directors to fulfill their responsibilities. Directors who hold a Board Chair or Committee Chair position receive an additional retainer aligned with the responsibilities and time commitment required of the position. These payments are taxable as personal income. Reasonable expenses are reimbursed as per Board policy.

Candidate Undertaking

Please read the following carefully and sign on page 14 below:

The undersigned hereby applies to be a Candidate for nomination and/or election to the Board of Directors of Meridian Credit Union Limited ("Meridian") or (the "Credit Union"). If, as a Candidate; you feel you are unable to attest to a certain issue noted below, please feel free to provide a written explanation of the reasons behind the inability to attest.

I do, or solemnly undertake to:

- a. stand for election, if named a Recommended Candidate, 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 those outlined on pages 17-18.
- c. observe the Credit Union's By-Laws, and the rules relating to the elections and the conduct thereof. Links are included in Reference Documents on page 21;
- d. submit my resignation from the Board in the event the Board has determined that as a Director, I have ceased to meet the eligibility and qualification requirements, as set out in the Act, regulatory guidance and the Credit Union's By-Laws.

For items h) through l), notwithstanding the requirements under the Act, I hereby attest that:

- e. I have not been held liable in a civil proceeding in connection with financial or business misconduct, fraud or mismanagement of an entity;
- f. I have no conflicts of interests that could create a material risk that I will be unable to discharge the duties of a Director with integrity and in the best interests of the Credit Union;
- g. I have obtained approval from my employer or other stakeholders before submitting this application, to ensure that no conflict would exist from their perspective should I be elected;
- h. I have never been convicted of, or am currently charged with an offence, under the Criminal Code of Canada, provincial/territorial legislation or any other jurisdiction outside of Canada (including impaired driving but not minor traffic offenses);
- i. I have never had a civil judgment or disciplinary action taken against me by any professional or self-regulated body; and
- j. I have never (under the laws of any province, territory or country) been petitioned into bankruptcy or made a voluntary assignment into bankruptcy.

Furthermore, I hereby consent to:

- a.** the collection, use and disclosure of credit and/or personal information to, or from Meridian;
- b.** the collection, use and disclosure of credit and/or personal information to or from any background check firm and/or credit-reporting agency;
- c.** the completion of a background check which may include a credit check, education, credential and employment verification, criminal/police check and social media review to be administered by an external firm for the purpose of determining eligibility of the proposed Candidate for election to the Board; and
- d.** Meridian, the Nominating Committee, and/or an external advisor retained by either Meridian or the Nominating Committee, searching all available and relevant public records including sources on social media such as Facebook, Google and LinkedIn, and thereby obtaining personal and business information about me, and to the Committee using any such information so obtained, but only for the purpose of evaluating my suitability as a Director and the likelihood that I would, if elected, perform my duties as a Director to the level expected of such a Director;

In addition, I acknowledge that I must be available during January and February 2023, in order to undergo the evaluation process by the Nominating Committee and/ or its advisor. The advisor may conduct preliminary interviews in January and the Nominating Committee will conduct interviews with the finalists on February 23 and 24, 2023.

DATED AT _____

THIS _____ DAY OF _____ 2022

Candidate's Signature

Candidate's Email Address

Please tell us how you learned about this Board opportunity:

- ☐ **meridianCU.ca**
- ☐ **Meridian online banking site**
- ☐ **Meridian branch**
- ☐ **other**

Director Qualification & Eligibility Requirements

Director Qualification Requirements

(as extracted from the *Credit Union and Caisses Populaires Act* – Section 83)

83. Only a natural person who meets the following criteria is eligible to be a director of a credit union

- 1.** The person is a member of the credit union.
- 2.** The person is at least eighteen years of age.
- 3.** The person is a Canadian citizen or a person lawfully admitted to Canada for permanent residency who is ordinarily resident in Canada.

Director Eligibility Requirements

(as extracted from Meridian By-Law #1)

A person is eligible for election to the position of director if the person meets the following director eligibility requirements:

a. as of the last day of the Nomination Period, the person:

- i.** is a Member (as defined in By-law No. 1) of the Credit Union;
- ii.** all of the persons or entities of the Member Connection associated with the member, have been members In Good Standing continuously or a period of time equal to the lesser of the preceding 6 months and the period of actual membership;
- iii.** is not disqualified from becoming or acting as a director pursuant to the Act;
- iv.** 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 then existing or proposed business activities of the Credit Union;
- v.** is not a spouse of a person described in sub-paragraph (iv) above;
- vi.** if an incumbent director, has not failed, without in the opinion of the Board reasonable cause, to attend 3 consecutive regular meetings of the directors within the preceding 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 interest of the Credit Union as a whole, and independently of any particular interest arising as a result of any previous, existing, or future relationship with the Credit Union, its members, customers, competitors, or suppliers.
- viii.** was not an employee of Meridian Credit Union for at least twenty- four (24) months.
(From Board Governance Policy #10 Director Nomination and Election)

b. the person is eligible and has been nominated in accordance with the Director Nomination and Election Policy, if applicable.

Additional Requirements

Each Director should have:

1. A high standard of personal values and ethics, including integrity, accountability, commitment and courage;
2. Excellent business and professional judgment;
3. The ability to think strategically and problem solve;
4. Demonstrated mature and cooperative leadership;
5. A strong understanding of fiduciary duty;
6. Strong communication skills, including the ability to listen and speak his/ her mind independently and respectfully;
7. Willingness and ability to commit the required time to the role and actively participate in meetings;
8. Commitment to ongoing training and education for Board skills and duties;
9. Share Meridian's purpose and values, and demonstrate a willingness to act in Meridian's best interest at all times;
10. Demonstrate the ability to 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 7 to 10 years of senior executive or governance experience with organizations that operate in a competitive environment, or 7 to 10 years of 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.

Director Selection Criteria

In its determination of Qualified Candidates, the Committee will seek to add one or more of the following skills and expertise that would best complement the current Board:

- Experience in a purpose-driven organization of a similar size and complexity as Meridian; or
- Expertise in the development and/or actualization of a new strategy or plan; or
- Expertise in M&A / partnerships in regulated industries; and
- Capacity to meet the demands of a Meridian Director

Taking into consideration the current composition of Meridian's Board, the Nominating Committee will seek to balance the Board's representation of (i) experience, skills & competencies, (ii) diversity, (iii) experience with cooperative organizations, and (iv) ability to add to the culture of Meridian's Board.

Candidate Self-Assessment & Voluntary Disclosure

About your Candidacy

Why are you interested in serving on Meridian Credit Union's Board of Directors at this time?

Response:

What does good board governance mean to you?

Response:

As you reflect on your governance experience, where do you feel you have grown most in your effectiveness as a director?

Response:

The Board of Directors has approved the following selection criteria for this year’s nomination process:

- Experience in a purpose-driven organization of a similar size and complexity as Meridian; or
- Expertise in the development and/or actualization of a new strategy or plan; or
- Expertise in M&A / partnerships in regulated industries; and
- Capacity to meet the demands of a Meridian Director

Taking into consideration the current composition of Meridian’s Board, the Nominating Committee will seek to balance the Board’s representation of (i) experience, skills & competencies, (ii) diversity, (iii) experience with cooperative organizations, and (iv) ability to add to the culture of Meridian’s Board.

In reference to the above selection criteria, and any additional areas of specialization, please outline any specialized qualifications, experience, expertise or knowledge to support your selection as a recommended Candidate.

Response:

Please indicate whether you would rate yourself as **Basic (B)**, **Good (G)**, **Strong (S)**, or **Expert (E)** on each of the following:

- Expert:** You possess a degree/certificate/diploma in the skill area and/or have significant work experience in that field. **“You Can Teach It”**
- Strong:** You have direct experience, or significant familiarity with the field as part of your employment or volunteer activities. **“You Can Do It”**
- Good:** You understand the basic fundamentals and concepts that are encountered in this skill area. **“You Can Explain It”**
- Basic:** You have some knowledge of the competency. **“You Know About It”**

Audit & Compliance Oversight	
Board & CEO Performance	
Credit Union Operations	
Financial Literacy	
Governance & Ethics	
Leadership	
Regulatory Environment	
Risk Management Oversight	
Strategic Planning	

It is Meridian’s goal that the Board reflects the diversity of skills, regional and industry experience, background, race, gender and other attributes. Candidates who are recommended for election will be based on those best qualified while taking into account broad diversity required to represent our Membership of today and tomorrow. We welcome applications from equity deserving candidates and welcome you to voluntarily self-identify in the Voluntary Equal Opportunity Disclosure.

The below form provides applicants with an opportunity to self-identify regarding diversity. Please note that should you choose not to provide the below information, it will not, in any way, impact your application.

Gender: How do you identify?

- ☐ Woman
 - ☐ Man
 - ☐ Gender Fluid, Two Spirit, Non-Binary or analogous term
 - ☐ Prefer not to answer
 - ☐ Please specify if not captured in the options above:
-

Race/ethnicity: How do you identify (select all that apply)?

- ☐ Black
 - ☐ East Asian
 - ☐ Indigenous (First Nations, Inuit, Métis)
 - ☐ Latin/Latina/Hispanic
 - ☐ West Asian/North African, Middle Eastern
 - ☐ South Asian
 - ☐ Southeast Asian
 - ☐ White
 - ☐ Prefer not to answer
 - ☐ Please specify if not captured in the options above:
-

Sexual Orientation: How do you identify?

- ☐ LGBTQIA+, Two Spirit, Fluid or analogous term
 - ☐ Heterosexual
 - ☐ Prefer not to answer
 - ☐ Please specify if not captured in the options above:
-

Do you identify as a person with a disability?

- ☐ Yes
 - ☐ No
 - ☐ Prefer not to answer
 - ☐ If you would like to provide specifics, please do so here:
-

I understand that Meridian is collecting this information to help the Credit Union realize their equity, diversity, and inclusion goals. I further understand that my equity self-identification data will not be released without my explicit knowledge and consent and that I may withdraw this consent, via email, at any time.

All information will be treated as strictly confidential and in accordance with any applicable data protection legislation as amended, re-enacted, or consolidated from time to time.

DATED AT _____, THIS _____ DAY OF _____ 2022

Signature

Reference Documents

- [Credit Unions and Caisses Populaires Act](#)
- [Meridian Credit Union By-law #1](#)
- [Meridian Policy: Duties and Obligations of Directors](#)
- [Meridian Policy: Director Nomination and Election](#)
- [Cooperative Principles](#)