

Policy:	Board Governance Policy
Area of Responsibility:	Board of Directors
Last Board Review:	April 2015
Last Revision:	April 2015

POLICY

The Board strongly believes that excellence in governance is essential for achieving the Credit Union's long-term competitive success. To that end, it must ensure its renewal and continued relevance through the careful selection of Volunteers to serve in various capacities on Board committees. The Board is therefore strongly committed to Board succession planning processes, which will ensure a continuing governance team of Directors and Volunteers who, collectively, direct the operations and affairs of the Credit Union with prudence, integrity and professionalism; and in accordance with provisions of the Board Governance Policy.

The Board has established an on-going succession planning process that is intended to engage and leverage the knowledge and talent of the Credit Union's diverse membership to develop new Volunteers for service in leadership positions on the Board and its Committees. Diversity areas that may be considered are geographic; functional expertise; workplace, target market representation; and age.

The Board encourages Credit Union members who meet the following Volunteer Profile to become potential candidates for Volunteer roles at the Credit Union:

- 18 years of age and older
- A member for at least 12 months
- Member in good standing and never caused the credit union a loss
- Good credit history
- No felony convictions
- Fully bondable
- Ability and willingness to serve as an unpaid Volunteer
- Ability to represent the diverse interests of the Credit Union's membership
- Experience and willingness to participate in the areas of leadership, strategic planning, financial management and audit
- Sufficient experience, stature and reputation in their professional lives
- Involvement in community and other volunteer organizations
- Intellectual strength, sound business acumen and the ability to consider and discuss issues laterally and strategically
- Sound interpersonal skills and judgment and the ability to work as a team member
- High standards of personal and business integrity. Candidates must be free of any conflicts of interest and are required to disclose their business interests (including other directorships) to the Board and its Committees as appropriate from time to time
- Willingness and ability to attend industry functions and events on behalf of the Credit Union
- Willingness to act as an advocate and champion of the Credit Union and the industry

April 2015

- Support for the Credit Union's mission, as demonstrated by actively using the Credit Union's products and services
- Volunteers are expected to maintain, during their service for the Credit Union, sufficient contact with Credit Union members to understand their issues and concerns and to keep in touch with member opinions in whatever ways are appropriate, practical and efficient
- Sufficient time to devote to Volunteer duties and attendance at regularly scheduled Board and/or Committee meetings, member meetings, planning sessions and industry events
- Attendance is defined as actual presence in person, by phone, and/or through web conferencing, as applicable, during the entire meeting and/or planning session. Candidates are expected to meet high standards of attendance, punctuality, and active participation, including attendance at no less than 75% of all applicable Board and/or Committee meetings (without missing three consecutive meetings) and completion of expected Volunteer training programs
- Candidates are also expected to attend all strategic planning meetings, annual and special meetings of members, and other meetings deemed critical. Exception requests related to meeting and/or planning session attendance should be presented to the Board Chair for approval

RESPONSIBILITIES OF THE BOARD

The Board has overall responsibility for ensuring the effectiveness of its Board succession planning processes to achieve the purposes set forth in this Policy. The Board from time to time evaluates and establishes Board composition objectives and a Volunteer Profile for use in considering candidates for Volunteer positions on the Board and its Committees.

The Board, through its Nominating Committee, evaluates potential candidates who meet the Board approved Volunteer Profile through the succession planning process established from time to time.

When Volunteer vacancies occur, the Nominating Committee considers the composition of the Board and its Committees and any experience, background or other needs that may exist to achieve Board composition objectives in presenting nominations for presentation to the Board.

When a Board vacancy occurs, the Nominating Committee considers the available qualified Volunteers based on criteria established in the Volunteer Profile and makes a recommendation to the Board of Directors. The Nominating – Volunteer Selection Committee provides the Board with candidate biographies and/or resumes.

The Board appoints Volunteers for committee positions from a list of qualified candidates recommended by the Nominating Committee.

AUTHORITIES DELEGATED TO THE CHIEF EXECUTIVE OFFICER

The CEO is accountable for providing such information and associate support to the Board, its Officers and Committees as they reasonably require for Board succession planning purposes.

April 2015