



BOARD OF DIRECTORS CANDIDATE INFORMATION PACKAGE

JANUARY 2025

All required information to be submitted by 5:00 p.m., March 21, 2025.

Dear Member:

As a credit union, TCU Financial Group believes in the power of community, and we are committed to supporting the people and businesses where we live and work. To help lead us into the future, we are looking for energetic, progressive members with a passion for making a difference, who want to make an impact on our communities. On behalf of the Board of Directors and our members, thank you in advance for expressing your interest in potentially serving as a director with TCU Financial Group.

In 2025, four director positions are open for election, each for a three-year term. Our Board is committed to building a diverse and inclusive board that represents a well-rounded mix of competencies and experience. The Board of Directors is particularly interested in candidates who have one or more of the following competencies and experiences:

- Previous board experience
- Business experience
- Senior leadership experience
- Human resources experience
- Decision making skills
- Diversity (gender, age, ethnicity)
- Information Technology
- Teacher
- City employee workers
- Marketing (social-media background)

The TCU Financial Group Board of Directors is composed of 10 directors, elected to serve the interests of our membership in all its diversity. We believe a Board that is inclusive and reflective of the diversity of our membership helps provide better oversight of TCU Financial Group, while also expressing the needs of our members. The Board believes that additional representation from various members would be welcome to provide perspectives that are important to shape the future of TCU Financial Group, such as:

- Indigenous members
- Visible minority members
- Members with disabilities
- Members who are newcomers to Canada
- Members who identify as LGBTQIA2S+

If you feel that your competencies and experience will meet our needs, please complete the required information to submit your nomination to governance@tcu.sk.ca. Your nomination information will be accepted until 5:00 p.m., Friday, March 21, 2025. Please submit your applications as early as possible, to give us a chance to get back to you if there is anything missing and ensure you have every opportunity to file a full application by the deadline. Qualified candidates may be contacted to determine suitability when assessed against the call for nominations competencies and diversity commitment.

Please contact our Returning Officer, Paula Kelly, at 306.651.6571, or at governance@tcu.sk.ca, if questions arise as you prepare your application.

We look forward to your expression of interest as a candidate for election to serve on the TCU Financial Group Board of Directors.

Sincerely,



Angela Prokop
Chair, Governance & Human Resources Committee

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ABOUT TCU

TCU Financial Group is a member-owned financial co-operative serving over 15,000 members in the province of Saskatchewan. As a full-service financial institution, TCU Financial Group offers members a comprehensive line of consumer, business and wealth management products and services. We are proud to have been serving our members since 1952.

VISION, MISSION, VALUES

Our Vision:

Building strong financial futures for our members and actively fostering growth and well-being of our communities.

Our Mission:

We provide the best member-focused advice through tailored solutions for every step of your financial journey.

Our Values:

Collaborative + Adaptable + Inclusive + Community-Minded

Collaborative: We leverage our collective knowledge to find innovative and unique ways to create solutions that serve our members' needs. Our trusted team of experts are here to listen, understand and work collaboratively with our members, ensuring that we provide the right financial services and support when they need them the most.

Adaptable: We continuously seek better ways to advance and serve our members; through lifelong learning, improved technology, innovative financial products or streamlined processes, we aim to make our members' financial journey as seamless as possible. We embrace the opportunities that innovation brings.

Inclusive: We foster a culture where diverse perspectives converge to fuel new solutions, share knowledge, and seek better ways to serve our members. We are dedicated to creating a trusting atmosphere where every member feels comfortable discussing their financial history and goals. We believe that open and honest conversations form the bedrock of a successful banking relationship, and we are committed to assisting members in making well-informed financial decisions that align with their unique ambitions.

Community-Minded: We are committed to giving back, supporting local initiatives, and fostering growth within our communities. Our dedication goes beyond financial services – we actively engage in community development, sustainable practices, and social responsibility. Our goal is not just financial success, but also to leave a lasting, positive legacy in the communities we serve. Our cooperative principles guide us, and we believe in being a champion for positive change, working alongside our community partners to create a brighter and more prosperous future for all.

INTRODUCTION

Thank you for your interest in joining the TCU Financial Group Board of Directors. This package is designed to help you gain a better understanding of the role, expectations, and support provided to a

director along with information on the process and guidelines to successfully becoming a candidate in the next election.

These guidelines are reviewed annually by the Governance & Human Resources Committee. If upon review of this package you still have questions, please contact the Returning Officer:

Paula Kelly
306-651-6571 (W)
306-230-0137 (C)
governance@tcu.sk.ca

NOMINATION AND ELECTION PROCESS

Board Candidate Nomination Package & Other Required Items

If you, or someone you know, are interested in becoming a director for TCU Financial Group, please ensure that you meet the requirements outlined on page 6, and then prepare the following information:

- Completed Board Candidate Nomination Package (available online at www.tcufinancialgroup.com)
- Biography (maximum 200 words), typed and submitted electronically to Paula Kelly, Returning Officer/Governance Specialist at governance@tcu.sk.ca. A recent head and shoulders photo of yourself for publishing (high resolution – minimum 300 dpi)
- Criminal Record Check
- Authorization for TCU to complete a Credit Check

The Board Candidate Nomination Package and all other required items must be completed and returned to the Returning Officer of TCU Financial Group located at 307 Ludlow Street, Saskatoon or emailed to governance@tcu.sk.ca by **5:00 p.m., Friday, March 21, 2025**.

Additional tips/information

- Consider the responsibilities of the director role and time commitment involved before submitting your application.
- Wear professional dress attire and have your photo taken against a white background.
- Suggestions of content for your biography are: particular focus on what skills and abilities you could bring to the Board table; your expertise and applicable background; length of time you have been a TCU Financial Group member; how long you have resided in the area (Saskatoon, Regina or surrounding area); and your reason for running.

Election

At this time, the Board is seeking to fill four 3-year terms. The election will take place **online, April 4-15, 2025**.

Mail-in ballots will be available, upon request. Mail-in ballots must be received prior to April 17, 2025. (Post-marked not later than 4:30 p.m. April 15, 2025.)

ELECTION RULES

Campaigning is not allowed on credit union property, as part of the annual election process. Campaigning is defined as activities used directly by nominees, or on behalf of nominees, to solicit votes outside of the credit union's elections processes. The ban is to ensure that all candidates have an equal opportunity to be profiled to the membership. This does not, however, preclude individual candidates from communicating with their friends, family and networks using personal email and social media (e.g. Facebook, Twitter, LinkedIn, etc.) to raise awareness of their candidacy.

The biography and photos of all candidates will be published on our website and printed in-branch. This is the formal announcement of the upcoming elections and candidates.

The e-votes and mail-in ballots are validated by the Returning Officer Committee. The results are officially announced at the Annual General Meeting (AGM) that will be held at 4:00 p.m., April 23, 2025. The Returning Officer will contact you prior to the AGM with the results. All successful candidates are expected to attend the AGM and Re-org Meeting scheduled for Wednesday, April 23, 2025.

DIRECTOR POSITION

Eligibility Qualifications:

To qualify as a director for the TCU Financial Group Board of Directors, each candidate must confirm through their application that they are able to meet the following requirements for a director as set out in *The Credit Union Act, 1998* and the TCU Financial Group bylaws:

- is an individual;
- is at least 18 years of age and has capacity;
- is not an undischarged bankrupt;
- has not been convicted of a criminal offence relating to theft, fraud or breach of trust (unless pardoned);
- has not been convicted of indictable offences, other than those mentioned above, pursuant to the *Criminal Code* within the last 5 years;
- has not been convicted of an offence pursuant to *The Credit Union Act, 1998* within the past 5 years or, if imprisoned for the offence, it has been 5 years since the completion of any term of imprisonment for the offence;
- is a member of the credit union, and has been a member for at least one year;
- uses TCU Financial Group as their primary financial institution;
- is not an employee of TCU Financial Group, has not been employed by TCU Financial Group in the twenty-four month period prior to the Closing Date for Nominations of the election in which they are a candidate;
- is not an employee of the Credit Union Deposit Guarantee Corporation;
- is not a professional advisor to the credit union;
- is not involved, and has not been involved in the previous year, in legal proceedings against TCU Financial Group;
- is not a spouse of a person involved in legal proceedings against TCU Financial Group;

- does not have any loans or credit in arrears (in excess of 90 days) with TCU Financial Group or any other financial institutions in the previous year, and does not have any judgements registered against them;
- is not a director or employee of a business selling competitive products or services except as a representative of TCU Financial Group;
- is not the spouse, parent, sibling, or child of, or does not share a residence with, an employee of TCU Financial Group, or a former employee of TCU Financial Group who has been employed by TCU Financial Group during the three-year period prior to the date of the election in which they are a candidate.

General Role Expectations:

As a member of the board, a director acts to establish meaningful strategic direction for the credit union that promotes long-term growth and financial stability while effectively serving the interests of the membership. Directors have a fiduciary duty to carry out their responsibilities honestly and in good faith, in the best interests of TCU Financial Group Credit Union, and with the care, diligence and skill of a reasonably prudent person.

TCU provides directors' and officers' liability insurance for liabilities incurred by the directors when acting in their capacity as a director or officer. TCU also indemnifies directors and officers provided they have met their fiduciary responsibility.

Meeting Attendance and Preparation:

Members of the board are expected to attend board and committee meetings and review related meeting materials in advance, in accordance with guidelines established by the board.

There are generally 6 Board meetings per year. These meetings are held virtually and/or in person on Tuesday evenings starting at 4:30 p.m. and last for 3-4 hours. A schedule is set for a year in advance to allow for planning.

In addition to the regular board meetings, the credit union holds a Board/management planning meeting once a year. This is an all-day meeting, held on a Saturday.

Board members sit on one or two board committees. Committee meetings are generally held on a quarterly basis, conducted on week days, late afternoon and usually last approximately 1 ½ to 2 hours. Meetings are normally held virtually so that travel is not required. The schedule is set for a year in advance to allow for planning.

Meeting materials are normally provided to directors a week prior to any board or committee meeting, and directors are required to devote time to review materials in advance of the meeting. Directors are expected to be able to engage in productive discussions to make informed decisions and ensure a high standard of board governance.

Key Effectiveness Skills:

The Board of TCU has determined that the following key effectiveness skills are desirable for the various roles on the Board.

Decision-Making and Communication

- Actively participate in board discussions and decision-making, and keep information confidential until all matters have been publicly disclosed.
- Ask relevant questions and obtain satisfactory answers before making decisions. Be willing to raise tough questions in a manner that encourages open discussion and a full exploration of alternatives.
- Be open to other's opinions and willing to listen. Approach others assertively and supportively, within an atmosphere of collaboration.
- Value team and board performance over individual performance, possess respect for others, and have a desire and willingness to reach consensus.
- Support a strong, unified and respectful board that speaks with one voice. Every director must publicly support the actions decided by a majority vote of the board unless the actions are unethical or illegal.

Preparedness

- Faithfully attend board and committee meetings, and demonstrate willingness to spend time preparing for those meetings by carefully reviewing the agenda and all available information before the meeting. It is important to follow up on any questions that the material may raise.
- Proactively seek additional relevant information from other sources when necessary to enhance understanding or to assess the accuracy and validity of the information provided.
- Follow through on any assigned responsibilities.
- Participate in opportunities for self-development that will enhance one's contributions as a director of the credit union.
- Regularly assess one's performance as a director and that of the board, and take appropriate action to ensure effective personal and team performance.

Judgement

- Understand that directors are legally and morally responsible for activities of the credit union and exercise due care, diligence and skill in accordance to that of a reasonably prudent person in comparable circumstances.
- Make sound, well informed and independent decisions, taking into account the credit union's business objectives and risk appetite.

Leadership

- Establish and build effective working relationships and networks with a variety of key stakeholders that strengthen the credit union and enhance its image.
- Work toward a standard of excellence and exercise the responsibilities in a proactive manner with a readiness to probe when it is appropriate to oversight.
- Periodically review the adequacy and frequency of information to fulfill the key responsibility areas.

Strategic Orientation & Agility

- Understand the business implications of the credit union's strategies, the system, the marketplace and the financial services industry. Be able to adjust and adapt to new ideas and processes.

Competencies:

The Board of TCU has determined that the following industry and technical competencies are desirable for the various roles on the Board.

Governance & Ethics

- Understands responsibilities, accountabilities and liabilities of a director, including the appropriate role of management and board.
- Has demonstrated experience with boards and/or committees and modern governance practices.

Cooperatives & Credit Unions

- Understands the history and background of cooperatives and credit unions and the characteristics which distinguish credit unions from other financial services institutions.

Financial Industry Knowledge

- Understands the credit union's core business and the financial services industry.
- Knowledge and understanding of legislation and regulations that apply to the operations of the credit union to ensure compliance with federal and provincial requirements.

Strategic Planning

- Understands and keeps up-to-date on the emerging trends in the financial services industry and with economic and credit union issues in order to provide informed and thoughtful input on strategic and business plans, and form an independent judgment on those plans.
- Understands the principles, structure and business affairs of the credit union and its relation with strategic and regulatory partners.

Human Resources

- Understands human resource requirements in relation to the Board's employee (the CEO) including (but not limited to): recruitment, performance management, and succession planning.
- Understands organizational culture and employee engagement within the credit union.

Financial Literacy/Acumen

- Possesses enough knowledge of accounting and finance to be able to understand, evaluate and contribute to discussions about financial results, internal controls and reporting issues.
- Can read, interpret and assess the implications of financial reports.

Risk Management

- Possesses enough knowledge of enterprise risk management to be able to understand and assess the credit union's framework, and regularly revise acceptable levels for major risks as required to support strategic objectives.

TRAINING

There is a steep learning curve for new directors but help is provided. Orientation training will be provided by TCU, seasoned directors act as mentors, a multitude of background information is available

on a dedicated Board portal, and numerous training programs are available both on-line and through in-person classes.

In the first year of office, in addition to the orientation training provided by TCU, new directors are expected to complete Credit Union Director Achievement Program (CUDA) Level A: Foundations of Governance. Directors are required to complete the entire CUDA program within their first 3 year term.

Board Members are provided with a training allowance to cover the costs of required education.

REMUNERATION

Board members are paid volunteers and provided with a per-diem per meeting plus reimbursement for expenses. As an example, reimbursable expenses are hotel stays, parking, meals and mileage.

KEY DATES

EVENT	DATE
Nomination Period	January 31, 2025 to March 21, 2025
Deadline for biographies, photo, criminal record check	March 21, 2025
Election Period (online or mail-in ballot)	April 4, 2025 to April 15, 2025
Annual General Meeting	April 23, 2025
Re-org Meeting	April 23, 2025