



# *the* **Police Credit Union**

**Have you got what it takes to be a Director of the Police Credit Union Ltd?**

**Thank you for your interest in becoming a member of the Police Credit Union Board of Directors. Here you'll find everything you need to complete the process, including:**

**The Candidate's Guide.** A quick reference that outlines what you'll need to do and how the process of applying for our Board works.

**Who can be a Director?** What it takes to become a member of our Board.

**Who can nominate a Director?** If you know someone who would be great for this role, find out what criteria you have to meet and then how you can go about nominating them.

**Selection Criteria.** What are the characteristics of a great Director?

**Candidate Background Information.** A fully-detailed explanation of what the role of a Director is and what kind of commitment we'll need from you.

If you're a champion of the Credit Union cause, and an all-round, community-minded individual that's looking for a way to make a difference in your Credit Union, you're just the kind of candidate we're looking for!

Applications for Nomination must be marked Confidential and submitted to:

Chair  
Board of Directors  
The Police Credit Union Ltd.  
3650 Victoria Park Avenue, Suite 303  
Toronto, Ontario  
M2H 3P7

**Thanks again for your interest and good luck!**

\*Please note that applications must be received no later than 90 days prior to the Police Credit Union Annual General Meeting.

Chair - Board of Directors  
The Police Credit Union Ltd.  
3650 Victoria Park Avenue, Suite 303  
Toronto, ON M2H 3P7

Date: \_\_\_\_\_

RE: Disclosure for the purpose of seeking an elected position on  
the Board of Directors of the Police Credit Union Ltd.

Dear Sir:

It is my intent to seek election to the Board of Directors at the Annual General Meeting to be held  
\_\_\_\_\_. In this regard I certify to the Credit Union that I have received, read and  
carefully reviewed the following policies and documents:

1. Statement of Disclosure
2. Ethical Code of Conduct for Board

In addition, I further state that I am not in contravention of the Credit Unions and Caisses Populaires Act  
Section 92(1), 94(1) and Section 146. Specifically these are as follows:

Section 92(1)

1. I have not had my membership in any Credit Union terminated, other than voluntarily.
2. I am not of unsound mind as determined by a court of law.
3. I am not an undischarged bankrupt or who has been discharged as a bankrupt in the five years  
preceding the date on which he or she may be elected as Director.
4. I am able to obtain a bond of an insurer licensed under the *Insurance Act* to write surety and  
fidelity insurance.
5. I am not more than 90 days in arrears in the payment of a debt owed to the Credit Union unless  
the Credit Union has agreed to extend the time for repayment.
6. I am not a listed person within the meaning of the United Nations Suppression of Terrorism  
Regulations under the *United Nations Act* (Canada).
7. I have not been convicted in the five years preceding the date on which he or she may be  
elected as a Director of a criminal offence and who has not received a pardon for the offence.
8. I have not had a membership in a professional association that has been terminated for  
professional misconduct in the five years preceding the date on which he or she may be elected  
as Director.

9. I am not an employee of the Credit Union or a league in which the Credit Union is a member or his or her spouse, parent or child.
10. I am not a professional advisor who provides services to the Credit Union in his or her professional capacity or who has provided such services in the three years preceding the date on which he or she may be elected as a Director.
11. I am not an employee of the Corporation.
12. I am not a public servant employed in regulating Credit Unions.
13. I agree that I must complete the CUDA Achievement Program before the end of my first term (3 years) or I will not run for the Board for the second term.
14. I have no contracts or pending contracts or conflicts of interest that could affect my position of trust with the Credit Union.

By signing the Statement of Disclosure, I hereby acknowledge that the designated officer of the Police Credit Union, or whomever they designate, may review and assess the contents of this affirmation.

Prior to signing this statement, I have had the opportunity to review these issues with officers of the Credit Union and to seek independent counsel and review my business affairs.

Signed:

Dated:

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*the*  
***Police***  
***Credit Union***

## CANDIDATE'S GUIDE

1. Individuals wishing to be Candidates for the Police Credit Union's Board of Directors must be at least 18 years of age, have been a member of the Police Credit Union Limited for a minimum of twelve (12) months and hold 20 shares of \$5 each (\$100) in Membership Shares.
2. Additional eligibility requirements are outlined on Schedule A, Page 8 of this Application.
3. If after reviewing the above and the Background Information for Candidates document, a Candidate wishes to make application, he or she must:
  - a. Without any assistance from employees of the Police Credit Union seek a Nominator who themselves meets the Nominator Eligibility Requirements outlined in Schedule B, Page 9;
  - b. Complete this Application in its entirety; and
  - c. Submit it along with the four documents detailed on Page 3 of this Application. (Statement of Interest, Ballot Statement, Resume and Schedule D [Declaration of Economic Interests by a Restricted Party of the Police Credit Union Limited]).
4. Applications for Nomination must be marked Confidential and submitted:
  - a. To: Chair, Board of Directors  
The Police Credit Union Limited  
303-3650 Victoria Park Avenue  
Toronto, ON  
M2H 3P7
  - b. And received at least 90 days prior to the Police Credit Union's Annual General Meeting.
  - c. Candidates must realize that if they wait immediately prior to the 90 days to submit their application, there may be no time available to validate its acceptability and could therefore be deemed invalid.

### **Once the Nomination period closes:**

5. The Board will validate the Candidate's eligibility, and conduct Candidate interviews if necessary during the 90 day period prior to the Annual General Meeting.
6. The election of Directors by members will be conducted during the Annual General Meeting.

# APPLICATION FOR NOMINATION TO THE BOARD OF DIRECTORS

As a member of the Police Credit Union, I nominate the following person for election to the Board of Directors. I meet all of the qualifications outlined in Schedule B.

Candidate Name: \_\_\_\_\_

Address: \_\_\_\_\_ City: \_\_\_\_\_

Phone: (res) \_\_\_\_\_ (bus) \_\_\_\_\_

Email Address: \_\_\_\_\_

Nominator's Name: \_\_\_\_\_

Address: \_\_\_\_\_

Signature: \_\_\_\_\_ Phone: \_\_\_\_\_

## CANDIDATE'S UNDERTAKING

The undersigned hereby applies to be nominated as a candidate for election to the Board of Directors of the Police Credit Union Limited.

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, as applicable. The Act is accessible at:  
[http://www.e-laws.gov.on.ca/html/statutes/english/elaws\\_statutes\\_94c11\\_e.htm](http://www.e-laws.gov.on.ca/html/statutes/english/elaws_statutes_94c11_e.htm)
- c) comply with the Director's Conflict of Interest Guidelines adopted by the Board from time to time;
- d) provide full, financial disclosure to the Credit Union, as required from the Board from time to time;
- e) observe the 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 the Credit Union's by-laws during my term of office.

In order to be eligible for consideration for nomination, this application must be completed as required, submitted as referenced in the Notice of Nomination, and be accompanied by the following material:

1. A written Statement of Interest, not exceeding 250 words, which outlines the candidate's reasons for seeking election to the Board of Directors of the Police Credit Union, and provides the membership with sufficient information about the candidate from a personal and professional perspective. This Statement will be used by the Credit Union in its election materials.
2. A resume which includes disclosures outlining the following:
  - i) Experience, expertise and qualifications of the candidate
  - ii) Candidate's involvement in the police community
  - iii) Candidate's professional, community or other affiliations or memberships.
3. A completed Schedule D (Declaration of Economic Interests by a Restricted Party of the Police Credit Union Limited) as included with the package.
4. Having signed this Application for Nomination, the candidate consents to the Credit Union reviewing any of the Candidate's financial information on file at the Credit Union for the purpose of determining eligibility of the proposed Candidate for election to the Board.

Names of partnerships in which I am a partner: (Please state percentage interest and percentage interest of other partners) [this is noted as a CP]:

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Names of trusts or estates which are members of the Credit Union in which I have a substantial beneficial interest [this is noted as a CP]:

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Names of non-relative members for whom I have provided financial assistance, including a guarantee or co-signature for loans from the Credit Union [this is noted as CP]:

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I acknowledge that this declaration is given for the purposes of assisting the Credit Union in complying with statutory and regulatory requirements relating to transactions with Restricted Parties [RP] and Connected Persons [CP], and Conflicts of Interest [CONFLICT]. I understand that the questions will not necessarily elicit answers that will disclose all of my relatives who may be "restricted parties" under s.82 of the Regulations under the Credit Unions and Caisses Populaires Act, and undertake to disclose to the Board my connection to any relative who has a material contract or loan with the Credit Union as soon as I become aware of it. I warrant that the information provided herein is complete and accurate in all material respects as of the date it is given, and undertake to bring to the attention of the Credit Union any subsequent information which would necessitate the completion of a new Declaration.

(For directors, and officers only): Any declaration I have made above to the effect that I am a director or officer of an entity or have a material interest in a person, shall be regarded as a general notice to the Board of Directors that I am interested in any contract made with the entity or person by the Credit Union.

DATED AT \_\_\_\_\_, ONTARIO THIS \_\_\_\_\_ DAY OF \_\_\_\_\_, \_\_\_\_\_

\_\_\_\_\_  
Witness Name

\_\_\_\_\_  
Witness Signature

\_\_\_\_\_  
Candidate Signature

## CANDIDATE EVALUATION

In addition, the candidate must be available after the submission of this application and prior to the Annual General Meeting in order to undergo the evaluation process by the Board of Directors. The Board of Directors using the additional selection criteria set out in Schedule C, Page 10 will be conducting candidate interviews.

Candidate's preferred date: \_\_\_\_\_

Dated at \_\_\_\_\_, Ontario this \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_  
Candidate's Signature

## DEFINITIONS

For purposes of this declaration:

A “Restricted Party” of the Credit Union, is a person who is or has been in the preceding 12 months:

- (a) a director, or officer of the Police Credit Union or their spouse;
- (b) a relative of a person described above, if the relative lives in the home of a person described above and is financially dependent on that same person;
- (c) the external auditor, if the auditor is an individual;
- (d) an affiliate, other than a subsidiary, of the Credit Union.

A “Connected Party” of the Credit Union, means a member of the Credit Union or a person who is one of the following in relation to a member:

- (a) a person who has a 50% interest in a partnership in which the member also has a 50% interest;
- (b) a partnership in which the member is a partner;
- (c) a trust or estate in which the member has a substantial beneficial interest;
- (d) a trust or estate in which the member serves as a trustee or in a similar capacity;
- (e) a spouse who is financially dependent on the member;
- (f) a relative of the member or of his/her spouse,
  - a) who lives in the same house as the members; and
  - b) who is financially dependent on the member or spouse
- (g) an individual on whose financial resources the member depends to repay a loan to the Credit Union; or
- (h) a person who provides security to the Credit Union for a loan to the member.

## TIME COMMITMENT

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

Board Meeting - generally held monthly	Usually begins at 4:00 pm on the 4 <sup>th</sup> Monday of every month (allow 3-4 hours/meeting). Location of the meetings may vary, but generally they are at Corporate Office.
Orientation Program	For newly elected officers; usually held following the election and no later than two months after having been elected. Allow minimum of one day.
Audit Committee	Meets approximately 4 times a year (allow 3-4 hours/meeting).
Annual General Meeting	Usually held during the last week in April during the evening (allow 3-4 hours).
Planning Conferences	Planning sessions for Directors generally involve a two-day conference, usually on a Friday and Saturday in mid- to late-September as well as one day planning sessions in the Spring and the Fall. These are usually held on Saturday.

## Education

The Police Credit Union considers training and development programs for our Directors important to assist them in understanding the roles and responsibilities of being a Director of a Credit Union of our size. Attendance in such training sessions would be expected. Each Committee regularly holds educational sessions during its scheduled meetings. The Board allocates funds annually for each Director for training and development purposes and it is incumbent on each Director to consider opportunities for development wherever possible.

## SCHEDULE A

### DIRECTOR ELIGIBILITY REQUIREMENTS

1. 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) has been a member of the Credit Union for at least twelve (12) consecutive months, is at least eighteen (18) years of age, and is a Canadian citizen or a person lawfully admitted to Canada for permanent residency who is ordinarily resident in Canada;
    - (ii) all of the members of the Member Connection associated with the member, have been members “in good standing” continuously for a period of time equal to the lesser of the preceding six (6) months and the period of actual membership;
    - (iii) is not disqualified from becoming or acting as a director pursuant to the Act, including, for greater certainty and without limiting the generality of the foregoing, being disqualified because the member is an employee of the Credit Union;
    - (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 activities or business of the Credit Union;
    - (v) is not a spouse or same-sex partner of a person described in sub-paragraph (iv) above;
    - (vi) if a former employee of the Credit Union, was not an employee of the Credit Union at anytime in the preceding twelve (12) months;
    - (vii) if an incumbent director, has not failed, without being excused by the Chair, to attend three consecutive regular meetings of the directors within the preceding twelve (12) months; or
    - (viii) 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;

- (b) the member, if an incumbent director, will not at the end of the member's current term as a director, have served more than five (5) consecutive three-year terms on the Board of the Credit Union.
- (c) the member has been nominated in accordance with the terms of this bylaw.

## SCHEDULE B

### REQUIREMENTS TO BE MET BY NOMINATOR

Each person signing the nomination papers of a Nominee must:

- (a) have been a member of the Credit Union for at least twelve (12) consecutive months;
- (b) be at least eighteen (18) years of age;
- (c) be a Canadian citizen or person lawfully admitted to Canada for permanent residency who is ordinarily resident in Canada;
- (d) not be disqualified from becoming or acting as a director of the Credit Union pursuant to the Act, including, for greater certainty and without limiting the generality of the foregoing, being disqualified because they are an employee of the Credit Union;
- (e) if a former employee of the Credit Union, not have been an employee of the Credit Union at any time in the preceding twelve (12) months; and
- (f) not be a current member of the Board.

## SCHEDULE C

### SELECTION CRITERIA

#### Director Selection Criteria

In the evaluation of proposed nominees for the purpose of making recommendations, the Board of Directors uses the eligibility requirements that have been set out. The selection criteria to be used is:

#### Mandatory Individual Director Criteria

A Director must:

1. Understand the principals behind and share the vision of the Credit Union and have the ability to reflect the values and commitments of the Credit Union as well as acting in the Credit Union's best interest at all times.
2. Demonstrate the ability to bring a perspective of external business, finance, and social issues to the Board deliberations.
3. Understand corporate governance and the fiduciary duties, role 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 the Credit Union in the police community.
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 the Board level and speak with one voice once full discussion has been undertaken and a decision made by the Board.
8. Demonstrate personal integrity 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.
12. Agree to fulfill the time commitment, including travel time and workload associated with being a Director of the Credit Union.
13. Have the capability to access electronic information via the internet and be able to print associated materials.

#### Optional Individual Director Criteria

1. Have a demonstrated reputation of valuable community involvement outside of their activities at the Credit Union,
2. Have core knowledge of or experience in the co-operative system and an understanding of the co-operative principals.

**SCHEDULE D**

**DECLARATION OF ECONOMIC INTERESTS BY A RESTRICTED PARTY  
OF THE POLICE CREDIT UNION LIMITED**

Definitions of Restricted Party and Connected Party are detailed on Page 4 of this document. In the case of loan applications, if the loan applicant is the core party or one of the persons or entities named below, the loan application must clearly identify the applicant as a "Restricted Party" and be referred to Credit Manager at Corporate Office, whether or not the loan is within branch limits. The application may or may not require Board approval.

In the case of contracts for the purchase of goods or services by the Credit Union, the negotiating employee must consult the Board Restricted Party Policy to determine whether or not the contract is "material", and when in doubt, consult with the Corporate Secretary.

Name: \_\_\_\_\_

Position with the Credit Union: \_\_\_\_\_

Name of Spouse [RP (Restricted Party)]: \_\_\_\_\_

Financially dependent on me? [CP (Connected Party)]: Yes \_\_\_ No \_\_\_

Names of children and other relatives financially dependent on me or my spouse and who live in my home [RP & CP]:

\_\_\_\_\_  
\_\_\_\_\_

Names of corporations or unincorporated associations for which I serve as a Director or Officer [this is noted as a Conflict of Interest]:

\_\_\_\_\_  
\_\_\_\_\_

## SCHEDULE E

### BACKGROUND INFORMATION FOR CANDIDATES

#### Preamble

The Police Credit Union's elected officers are expected to actively participate in Board and Committee meetings and are encouraged to attend other Police Credit Union related organizational and community related activities. The information found below identifies and briefly describes the Police Credit Union committees, some Credit Union related organizations, Director education and a summary of meetings and estimated commitment of time which one might expect when they become an elected officer.

We hope that the information below will assist you in clarifying your obligations should you become an elected officer. However, if you have any questions regarding the information please contact the Police Credit Union's Secretary to the Board at 416-224-6714 or via email at [kferrara@tpcu.on.ca](mailto:kferrara@tpcu.on.ca).

#### Committees

1. **FULL BOARD**

The Board of Directors will consist of seven (7) Directors, each elected by the membership for a term of three (3) years, subject to a term-limit of five (5) consecutive years in office. The Board is responsible for establishing corporate objectives, policies and performance standards and measuring their achievement.

2. **BOARD COMMITTEES**

The Board has established a number of Committees that are assigned responsibilities to assist the Board in carrying out its mandate. One of those committees is:

a) **Audit Committee:**

The Audit Committee provides the Board with reports on matters related to accounting and financial reporting practices, risk management and internal and external control procedures. The Audit Committee is charged with a number of statutory responsibilities as required under the Credit Union Act. It also reviews and recommends the annual financial statements to the Board. It is responsible to ensure effective management of operational risk as well as capital and liquidity management, and internal control systems are at acceptable levels.

#### Meetings/Time Commitment

It is expected that, in addition to the actual time spent at the Police Credit Union Board or Committee meeting, an elected officer 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 the Board secretary in electronic format. 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 1-3 hours preparing for a Board or some Committee meetings. While travel time to and from meetings will vary with each elected officer, it is another factor to be considered. Directors will receive an honorarium and reimbursement of reasonable expenses. Most Directors sit on one Committee; some sit on more than one Committee. Attendance at all Board and Committee meetings is expected in person.

**You have a voice**

As a member, you know you have a voice; you have a say in how the Police Credit Union is run.

**Make it strong.**

As a Member, your voice is strong when you cast your vote. But you can strengthen your voice, and expand your participation in the democratic process, by joining the Board of Directors.

**Do you have what it takes?**

You know you do. Review the eligibility criteria and obtain your application for nomination at your local branch, or online at [www.tpcu.on.ca](http://www.tpcu.on.ca)

**Call for Board Nominations**

Candidate applications will be accepted up until 90 days prior to the Annual General Meeting. Completed applications can be delivered to Police Credit Union branches. Applications must be received at the address below no later than 5pm:

Chair  
Board of Directors  
303 - 3650 Victoria Park Avenue,  
Toronto, ON  
M2H 3P7