



Libro Board of Directors Candidate Guide 2022

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About Libro

Libro Credit Union has been around for more than 75 years. In that time, a total of 43 different organizations, all with rich histories, have combined to make Libro. As a member-owned and purpose based cooperative, we value strong governance. Libro is a democracy where your voice matters and makes a difference, so we are proud to have a unique and award-winning governance structure that ensures our Owners' voices are heard.

Be Libro is why we exist. At Libro we have a purpose beyond profit, helping our Owners achieve their goals, supporting businesses to create a thriving local economy, and contributing to strong and prosperous communities. As a certified *B Corporation*, we use all our resources to grow prosperity in southwestern Ontario. To deliver on our promise to grow prosperity we focus on four key areas we have identified as significant priorities in southwestern Ontario. Employment, financial resilience, local food accessibility and housing.



Be Libro

WHY

To **grow prosperity** in southwestern Ontario by transforming banking.

HOW

Be epic humans
Be passionately accountable
Be bold explorers
Be mutually inclusive

WHAT

Inspiring financial happiness
Joyful in our work

Libro Board of Directors

Libro is governed by an elected eleven member Board of Directors, each serving three-year staggered terms.

The Board of Directors at Libro ensures our Owners continue to be placed first in all that we do by creating a long-term sustainable plan, maintaining effective risk oversight, supporting world-class governance and engaging leadership to lead dedicated staff teams. The Board's mandate includes the overall responsibility and authority for the strategic direction of the credit union including leadership, stewardship, corporate governance, and monitoring performance.

Important Dates

Advance Nomination Period

January 1 – February 28, 2022

Elections at Annual General Meeting

Saturday, April 2, 2022

The Annual General Meeting (AGM) will be hosted in London on Saturday, April 2, 2022 (location and format to be determined). Owner Representatives, elected by the Owners of each governance region, carry the voting rights of the ownership to the AGM. Director elections will be conducted and results announced at the AGM.

2022 Director Positions

There are four positions open for election, each for a three-year term of office.

Eligibility Criteria

To qualify to serve as a Libro director you must meet the requirements of the *Ontario Credit Unions and Caisses Populaires Act*, Libro Bylaws and policies including:

- be at least 18 years of age;
- be a Canadian citizen or have permanent residency in Canada;
- have been an owner in good standing for at least one year
- maintain a significant share of wallet, by using Libro products and services;
- not be an employee of the credit union within 24 months of the opening of the advance nomination period (January 1);
- not be a member of the immediate family of an individual employed with or an Owner Representative or Director serving the credit union;
- not be an employee, director or agent of an organization in competitive business to the credit union or another credit union;
- not be involved in a legal proceeding against the credit union.

Director Experience and Competencies

The Board of Directors has a responsibility to protect, enhance and monitor the operations and assets of Libro. Directors act in good faith and with the care, diligence, and skill of a prudent person in the best interests of Libro. The Board of Directors is a key leadership team at Libro. It is important that the board has the right people, with the appropriate skills, knowledge, experience, and attributes, for the success of Libro.

Diversity, Equity and Inclusion

Libro is committed to building an environment where everyone feels engaged, welcome and supported regardless of background, religion, race, gender, physical ability or sexual orientation.

Libro seeks individuals to serve on the Board of Directors who may have:

- knowledge, living or lived experience with diversity, equity and inclusion matters.
- a commitment as a change-agent in diversity, equity and inclusion matters at Libro and in the community.
- experience working in teams, community groups, boards or organizations, with experience in diversity, equity & inclusion working groups.
- a commitment to continuous learning and mutual inclusivity.

Skills and Competencies

The Board of Directors has established a base of desired skills and attributes. The Board uses individual, peer, and team assessments to identify its existing skills but also those skills it wishes to build or strengthen. Libro's desired skills and attributes reflect the applicable legal and regulatory requirements and are consistent with the Financial Services Regulatory Authority of Ontario Guidelines.

Libro seeks to build and maintain a diverse Board comprised of leaders with a variety of skills and attributes. We recognize that not all directors will have the skills and attributes set out below at the beginning of their tenure on the Board. Libro invests in Learning and Development opportunities for Board member growth and success.

Libro seeks candidates with a commitment and aptitude to acquire the skills and competencies needed to effectively govern the credit union.

Competency Area	Description
Audit and Compliance	Directors understand internal and external audit practices. Directors understand the compliance requirements and frameworks in place at Libro.
Board and CEO Performance	Directors have knowledge of the tools and methodologies used in assessing Board and CEO performance and development.
Credit Union Operations	Directors understand the cooperative business model and the credit union industry. They understand the environment in which Libro operates and how Libro is structured to deliver services in this environment.
Financial Literacy	Directors can read, interpret, understand and analyze financial information. Directors understand financial reports prepared by management and can identify variances between actual performance and objectives.
Governance and Ethics	Directors demonstrate their fiduciary duty and promote transparent disclosure. Directors understand Libro's unique governance structure and support good governance processes. They seek to do what is right and to behave in a manner that reflects sound business conduct.
Leadership	Directors commit the time and flexibility to participate in board, committee, and other leadership duties. They influence decisions through interest-based discussion and consensus building. Directors are effective communicators who skillfully challenge as part of deliberations and discussions.
Regulatory Environment	Directors understand the regulatory framework under which the credit union operates, including the Act and Regulations, Articles and Bylaws.
Risk Management Oversight	The board sets the risk appetite of the credit union. Directors understand the Enterprise Risk Management (ERM) Framework to ensure that strategic risks align with the risk appetite.
Strategic Planning	Directors contribute to the development of Libro's strategic direction, core values, and strategic goals and objectives. Directors possess strategic vision and a commitment to work at a strategic level.

What Skills, Competencies and Experience are being sought in this election?

The Board of Directors is seeking candidates who connect strongly with the values and culture of Libro and who will enhance diversity of the board. Successful candidates will demonstrate their:

- entrepreneurial spirit,
- curious mind, and
- commitment and willingness to learn.

Through the director assessment process, the skills and experience highlighted below have been identified as important in the 2022 election.

- Audit and compliance, and
- Regulatory environment.

Learning and Development

Libro believes in continuous learning and development. It is a journey that inspires personal growth by transforming potential into accomplishments. Following election, new directors are provided with an orientation program and are partnered with an experienced director who mentors them through their first year.

Directors annually participate in an assessment process that helps to identify personal strengths and areas of improvement. Using the assessment results, directors complete individual director development plans which inform training, webinar and conference selection.

Libro maintains a director development policy outlining a development path for directors that includes both required and elective opportunities. See also appendix B.

Commitments and Expectations

Time Commitment

A significant time commitment is required of directors. This reflects Libro's commitment to a strong and unique governance structure.

The Board meets six times per year including a strategic planning session usually held over a weekend in June. Board meetings normally are scheduled to last four to five hours and committee meetings (three standing committees and one sub-committee) are scheduled to last two to three hours. Committees typically meet four times per year to meet their requirements and work plan activities. Directors also act as Liaison to regional councils of Owner Representatives, which meet 5 times per year with meetings lasting 2 to 3 hours. Directors typically serve on two Committees and as Liaison to one regional council.

Directors attend the Annual General Meeting held in April and the Fall Forum held in October. Training and development opportunities held in conjunction with these events can create a full day program for participants.

Meeting Preparation

Directors are expected to prepare for, attend and actively participate in meetings to which they are invited.

Meeting materials are provided a week before the meeting. Directors need to devote sufficient time to review materials in advance to ensure productive discussions and informed decisions.

Credit Union and Community Events

Directors are offered the opportunity to attend a variety of community, credit union industry and co-operative events including provincial and national conferences.

Remuneration and Expenses

Directors receive compensation for their service to Libro. The director remuneration policy (see appendix A) is reviewed every two years and any changes to the policy are approved by the Owner Representatives voting at an Annual or Special General Meeting. Libro's director remuneration policy includes:

- an annual stipend for board service as a board member, chair and vice chair;
- an annual stipend for service as committee chair;
- a per diem for each board, committee, and regional council meeting attended;
- a per diem for training and education sessions;
- travel costs, where applicable, to cover mileage and travel time to attend Libro meetings;
- reasonable travel and other out-of-pocket expenses relating to board service.

Nomination and Election Process

Nomination Forms

After considering the responsibilities, role and time commitment of a Libro director, you decide to proceed with submitting a nomination form, please include the following in your submission:

1. Completed Nomination Form including required supporting signatures of which three (3) must be currently serving Owner Representatives.
2. Professional quality head and shoulders photo with the following qualities:
 - a. JPG file format
 - b. 300 dpi (dot per inch) resolution

- c. Portrait layout
- d. Full, natural colour with no effects

The Board Elections Chair will review candidate information to ensure the material is considered appropriate and, if necessary may require candidates to edit the information.

The Board of Directors has appointed the Corporate Secretary as Board Elections Chair. Completed nomination forms and supporting documents must be submitted between January 1 and February 28, 2022. Send forms to: Janet Taylor, Corporate Secretary & Board Elections Chair

- Email to janet.taylor@libro.ca
- Mail to 217 York Street, 4th floor, London, ON N6A 5P9
- Fax to 519-672-7831

Candidate Information Sessions

Candidates are required to participate in an information session with the Director Recruitment Sub-Committee. When necessary, the Director Recruitment Sub-Committee will hold an information session within five (5) business days of the closing of the Advance Nomination Period.

Campaign Guidelines

Libro campaign guidelines have been developed to ensure that candidates have a fair and equal opportunity for exposure to the Owner Representatives to communicate their desire to become a director.

Information provided by the candidate is used to create candidate profiles for publication in the AGM Workbook which is shared with invited guests and publicly on Libro's website. Libro provides additional opportunities for candidates to share their message with Owner Representatives including:

- A candidate video (maximum 90 seconds) in a format determined by Libro;
- Contact with individual Owner Representatives using own time, resources and contact data;
- Use of personal social media accounts;
- Meet and Greet session at the Annual General Meeting venue;
- Speech at the Annual General Meeting, if vote by ballot (maximum 3 minutes).

No other campaign literature or materials may be produced by the candidate.

Elections

Director elections are conducted during the Annual General Meeting. Owner Representatives holding office on the date of the AGM may vote in person in director elections.

The Board Elections Chair will conduct elections as follows:

1. Present a resolution to confirm election by acclamation where the number of nominations received is equal to the number of vacant positions to be filled.
2. Open the floor to nominations where the number of nominations received is less than the number of vacant positions to be filled.
 - a. Conduct a vote to confirm election of directors by acclamation where the number of candidates nominated in advance and from the floor equals the number of vacant positions to be filled.
3. Conduct a vote by ballot where the number of nominations received exceeds the number of vacant positions to be filled.
 - a. Candidates are given up to three (3) minutes to speak to the Owner Representatives.
 - b. Owner Representatives, present at the meeting, mark ballots for a number of candidates equal to the number of vacancies (as per the Act).
 - c. The Scrutinizing Committee or the Elections Chair reports the election results to the meeting:
 - i. Naming those elected and not elected in order of votes received;
 - ii. The number of valid, spoiled and total ballots submitted.
 - d. The number of votes received by each candidate is not announced unless requested by one of the candidates or by a motion carried by a majority of Owner Representatives at the meeting.
 - e. Candidates have the option to request a recount by the Scrutinizing Committee prior to the motion to destroy ballots, if the margin of defeat is 10% or less.
 - f. A resolution is presented to confirm the elections, destroy the ballots and discharge the Scrutinizing Committee.

Appendix A: Director Remuneration & Expenses

Remuneration

ANNUAL STIPEND	
Director	\$15,000
Board Chair	\$31,800
Board Vice Chair	\$19,100
Committee Chair	\$3,000 in addition to Stipends above
Task Force/Panel/Ad Hoc Committee Chair	\$1,200 in addition to Stipends above

PER DIEM	
Board Meeting	\$400
Board Standing Committee Meeting	\$400
Board Sub-Committee Meeting	\$300
Full Day Training or Education Sessions and Courses (if part of an approved development plan)	\$500
Half Day Training or Education Sessions and Courses (if part of an approved development plan)	\$250
Regional Council meetings as Liaison Director	\$100
Task Force/Panel/Ad Hoc Committee Meetings	\$100
Board Strategic Planning Session	\$400
Libro Owner Representative Training Program	\$100 interactive sessions (in person or virtual) \$50 on demand or web-based sessions

Stipends are prorated and paid monthly, and per diem fees are paid quarterly (January, April, July, October).

Expenses

Directors are reimbursed for out of pocket expenses incurred during their duties. Directors are entitled to a travel fee when travel is carried out in connection with his/her Libro duties. Directors are expected to exercise discretion and good judgement in determining reasonable expenses. Mileage, for use of personal vehicle while on Libro business, is reimbursed at the Canada Revenue Agency prescribed rate per kilometer.

Additional Benefits

- Group life insurance coverage
- Directors' liability insurance coverage

Appendix B: Director Development

Expectations

Libro Directors are required to:

- i. Understand, meet and maintain appropriate competency requirements
- ii. Perform an annual assessment of required competencies
- iii. Maintain personal development plans and undertake required training
- iv. At minimum, achieve competency levels defined by the [Financial Services Regulatory Authority \(FSRA\)](#) and Libro within established timeframes

Director Training

Training Program	Expectation/Requirement	Description
Required Training		
Libro Owner Representative Training Program	-Complete within 2 years of election as a Director	-Specific training courses to develop skills for service to Libro
Libro Director Orientation	-Ideally completed within 1 month of election	-Overview of role, duties and requirements of a Libro director
Credit Union Specific Training (ex: Cusource, Level Five)	-Complete within 2 years of election as a Director	-Workshops and webinars for new and experienced directors
Continuing Director Education and education sessions prior to Board meetings	-One full day of training per year	-Presentations, workshops, conferences and webinars
Voluntary Training		
Institute of Corporate Directors (ICD)	-Take part in sessions and courses to achieve goals set in development plan	-Libro maintains membership with ICD for external opportunities -webinars, courses and chapter events
Institute of Corporate Directors Education Program or De Groot School of Business Director Program	-Build into individual development plan	-Designation program designed to build director competencies for experienced directors
Accredited Canadian Credit Union Director Designation and Annual Requirements	-Optional designation for graduates of the CUDA program -2 years of service as a Credit Union Director	-Examination through CCUA-Cusource