



# 2023 Board Candidate Guide

Strategizing. Monitoring. Leading for Impact.



## 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

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## About Libro

Libro Credit Union is a purpose driven credit union based in southwestern Ontario that is focused on helping its Owners achieve their goals, supporting businesses to create a thriving local economy, and contributing to strong and prosperous communities. Libro is based in the traditional territory of the Neutral, Attawandaron, Haudenosaunee, Anishinaabek, Lunaapeewak, Algonquin, Leni-Lunaape, and the Ojibwe/Chippewa peoples.

Libro offers a broad range of financial services, including chequing and savings accounts, loans, mortgages, investments, financial coaching and advice for consumers and farm and business Owners. Deposits are insured by the Financial Services Regulatory Authority of Ontario (FSRA).

Libro was founded more than 75 years ago. In that time, a total of 43 different credit unions, all with rich histories, have combined to make today's Libro Credit Union. As of 2021, Libro has over 110,000 Owners including over 10,000 businesses, \$6.8 billion in assets under administration. There are over 750 employees at 36 locations across southwestern Ontario and at the administrative office in London, Ontario.

Being purpose driven is not a program that Libro runs, but rather its commitment to building communities is built into the business every day. Libro invests 100% of its profits into the people, businesses and communities it serves. Libro is a Certified B-Corp that meets the highest standards of social and environmental performance, accountability, and transparency, including undertaking work to strengthen the diversity, equity and inclusion of all employees. Libro was the first Canadian credit union to exclusively offer responsible investing options for all new mutual fund accounts utilizing NEO Investments through Credential Asset Management Inc. Libro has identified four key pillars to focus on growing prosperity: financial resilience, employment, local food accessibility, and housing.

Libro seeks to identify a diverse group of candidates for positions on the Board of Directors, and fosters a safe, healthy and inclusive work environment that inspires respect. Libro is committed to equal opportunity regardless of race, ethnicity, social background, religion, age, sexual orientation, ability and national origin.

## 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, 2023

**Elections at Annual General Meeting**

Saturday, April 15, 2023

The Annual General Meeting (AGM) will be hosted in London on Saturday, April 15, 2023 (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.

## 2023 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
<b>Audit and Compliance</b>	Directors understand internal and external audit practices. Directors understand the compliance requirements and frameworks in place at Libro.
<b>Board and CEO Performance</b>	Directors have knowledge of the tools and methodologies used in assessing Board and CEO performance and development.
<b>Credit Union Operations</b>	Directors understand the cooperative business model and the credit union industry. They understand the business context in which Libro operates and how Libro is structured to deliver services in this context.
<b>Financial Literacy</b>	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.
<b>Governance and Ethics</b>	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 practices.
<b>Leadership</b>	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.
<b>Regulatory Environment</b>	Directors understand the regulatory framework under which the credit union operates, including the Act and Regulations, Rules, Articles and Bylaws.
<b>Risk Management Oversight</b>	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.
<b>Strategic Planning</b>	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?

In addition to increasing the diversity of the Board, the Board of Directors is seeking candidates who:

- are values aligned, committed to Libro Owners and the community,
- bring entrepreneurial leadership and resilience to the Board, and
- have experience in agriculture, data governance, strategic planning, and audit and compliance.

## 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 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 September. 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:
  - a. Date, region, candidate name, address and signature
  - b. Written declaration: accepting nomination, declarations and acknowledgements of completion for all sections in the Act



- c. Signatures by persons that include the following:
    - i. Six (6) Owners , three (3) of which are currently Owner Representatives
    - ii. No employee of the Credit Union may be a nominator, nor solicit or gather signatures
  - d. Candidate's profile
  - e. Candidate's position statement (no more than 250 words)
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, 2023. Send forms to: Janet Taylor, Corporate Secretary & Board Elections Chair

- Email to [janet.taylor@libro.ca](mailto:janet.taylor@libro.ca)
- Mail to 217 York Street, 4<sup>th</sup> floor, London, ON N6A 5P9
- Fax to 519-672-7831

## Candidate Meetings with Director Recruitment Sub-Committee

Candidates are required to meet with members of the Director Recruitment Sub-Committee. When necessary, the Director Recruitment Sub-Committee will schedule meetings 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 in advance of the Annual General Meeting (may be virtual);
- 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 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 or less than the number of vacancies with no more than one vote per candidate (as per the Act).
  - c. 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	
Position	Amount
Director	\$15,300
Board Chair	\$32,480
Board Vice Chair	\$19,480
Board Committee Chair	\$3,000 in addition to Stipends above
Task Force/Panel/Ad Hoc or Sub-Committee Committee Chair	\$1200 in addition to Stipends above
PER DIEM	
Type of Meeting	Amount Per Diem
Board Meeting	\$400
Board Standing Committee Meeting	\$400
Board Sub-Committee Meeting	\$300
Full Day Training Session or Conference	\$500
Half Day Training Session or Conference	\$250
Regional Council meetings as Liaison Director	\$120
Regional Council Committee Meeting as Liaison Director	\$50
Board Strategic Planning Session	\$400
Annual General Meeting, Special General Meeting and Fall Forum	\$120

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
<b>Required Training</b>		
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
<b>Voluntary Training</b>		
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
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