



mainstreet CREDIT UNION

**Director Candidate
Information Package**

2024/2025

Dear Mainstreet member:

Thank you for your interest in becoming a member of the Board. We thank you for your interest in seeking nomination for our Board of Directors. Inside this package you will find:

- information that will clarify the qualification criteria for candidates,
- an outline of the nomination, endorsement and election process,
- and expectations of Board members in their role of governing the Credit Union.

To assist those members who are interested in considering candidacy, the Board appoints a Nomination Committee each year. Their role is to ensure members are fully informed of the nomination process and the election process, as well as to consider the qualifications of candidates in order to ensure the highest quality Board composition, and to meet any gaps as identified by the Board in their analysis of the Board's skills, knowledge and experience. The Nomination Committee will advise nominees that their names have or have not been placed into candidacy. If not placed into candidacy, the Committee will provide the reason why.

If you decide to proceed with submitting an application for nomination as a candidate, please complete and submit the appropriate information as directed by this information package.

If you have questions about the enclosed information you may contact:

Kelcey Kucharski (Corporate Secretary) corporatesecretary@mainstreetcu.ca	Pat O'Malley (Board Member) pomalley@mainstreetcu.ca
Andrei Belik (Board Member) abelik@mainstreetcu.ca	Paul Dhaen (Board Member) pdhaen@mainstreetcu.ca
Darrin Canniff (Board Member) dcanniff@mainstreetcu.ca	Chris Cowell (Board Member) ccowell@mainstreetcu.ca

Please note that applications must be received no later than **Friday February 14, 2025 by 5:00pm.**

Candidates are asked to refrain from paper, in-branch and electronic (i.e., email, social media) campaigning.

Key Dates in the Nomination & Election Process

Key Activity	Dates
Nomination period opens	Monday December 16, 2024
Deadline to submit nomination candidate packages	Friday February 14, 2025 at 5pm
Electronic voting period opens	Monday March 24, 2025 at 9am
Electronic voting period closes	Friday April 4, 2025 at midnight
Notice of successful candidates elected to the board	Thursday April 10, 2025
Annual General Meeting Notice of Meeting will be issued on March 1 st , 2025. Details will be posted in branch, on our website, and on all social media channels.	Tuesday April 22, 2025

*Elections are conducted electronically; therefore, all results will be final.

Important Information for Board Candidates

Positions Available

This year, members will be electing candidates to fill 3 positions for 3-year terms. Seats are allocated based on the number of votes in favour of each candidate during the election period.

Remuneration

Listed below is the remuneration for the Directors of the Board for Mainstreet Credit Union:

Payment Type	Position	Amount
Retainer	Board Chair	\$9,360 / year
	Audit & Risk Committee Chair	\$7,800 / year
	Governance & Human Resources Committee Chair	\$7,800 / year
	Directors	\$6,240 / year
Per Meeting	All Board and Committee Meeting Attendees	**\$175 / meeting
** A minimum of 75% of the meeting must be attended in order to receive the 'Per Meeting' fee.		

These amounts will be reviewed annually.

Time Commitment

Item	Minimum Estimated Time (not including travel)
Quarterly Committee Meetings 1 Per Quarter	Regularly scheduled meetings are normally held on Wednesdays at 5:30pm via Teams. Possible additional meetings may occur depending on business needs, including: Nominating Committee Meetings
Quarterly Board Meetings 1 Per Quarter	Regularly scheduled meetings are normally held on Wednesdays at 5:30pm in person in Sarnia. Possible additional meetings may occur depending on business needs may include but are not limited to: <ul style="list-style-type: none"> • Strategic Planning Sessions (Typically first weekend in June) • Board Training
Committee/Board Packages	Preparation before meetings will take approximately 2-4 hours per meeting.
Training and Development	There is a comprehensive set of training modules that a Board member is required to complete within their first year (a schedule will be provided). All Board members are also expected to attend the Director's Forum conference (usually held in the GTA) at a minimum of once per term (3 years).

The Board Nomination Process

Let us now take the opportunity to guide you through the Board nomination process.

Phase One: Expression of Interest by a Candidate

Candidates are invited to review resource material to better understand the role and responsibilities of a Board Director and to ensure that they meet the candidacy requirements.

Candidates who meet all eligibility requirements are requested to compile and submit their nomination package, which includes the following:

1. A current resumé
2. The Declaration of Nominee Form
(this can be found via online banking or by emailing corporatesecretary@mainstreetcu.ca)

Note: Every new Director on the Mainstreet Credit Union Board is subject to applicable background checks.

Items 1-2 must be completed and submitted on **February 14, 2025 by 5:00pm.**

Phase Two: Assessment of Candidates by the Nominating Committee

The Nominating Committee is comprised of members of the Board of Directors and external resources. The committee reviews all applications and is responsible for:

- assessing the experience and skills of candidates for election and taking into account the background and expertise of existing directors
- identifying any gaps that may exist and the specific ongoing needs of the credit union
- identifying, recruiting, and, if considered appropriate by the Nominating Committee, endorsing a diversity of candidates for election who meet the criteria established.

The Nominating Committee will review each candidate application received and if it is determined that a candidate meets all eligibility criteria, they will be invited to an interview.

Interviews will be scheduled in February or March, and the Corporate Secretary will contact eligible candidates to set up a specific date and time. All interested candidates, whether accepted or rejected, will be notified accordingly.

Phase Three: Endorsement of Candidates and Election

Following the completion of the candidate interviews, the Nominating Committee will recommend a slate of candidates that are best aligned to the needs of Mainstreet to the current Board of Directors for endorsement. Endorsement is a way to let members know which candidates have the expertise, experience and personal qualities needed to oversee the Credit Union on behalf of the membership.

The Nominating Committee uses materials gathered from candidate submissions and candidate interviews in the assessment. The Nominating Committee will endorse at least as many candidates as the number of positions available; additional endorsements may occur if it is in the best interest of the Credit Union. Candidates who are not endorsed may still choose to continue in the election.

Endorsement is not a popularity contest; the Nominating Committee works hard to remain impartial and objective. Incumbent candidates, for example, are not automatically endorsed; they are evaluated using the same criteria applied to new candidates. No matter who is endorsed, during an election, the membership ultimately decides who to vote for and who is elected.

Appendix A: Board, Director and Committee Responsibilities

The Board of Directors is accountable to the general membership of the Credit Union for directing the affairs of the Credit Union; it is responsible for:

- a) Independent oversight of the credit union and provides effective oversight of the decisions, plans, processes, and policies proposed by senior management and implemented by management of the credit union.
- b) Setting, communicating, and monitoring the Credit Union's overall business philosophy, strategic direction, the values of the organization and business plans and objectives, ensuring they are consistent with cooperative principles.
- c) Setting, communicating, and monitoring the financial soundness and financial performance of the Credit Union.
- d) Responding or causing responses, as appropriate, in a timely manner, to inquiries, requests or demands from Regulatory agencies, auditors, members, or other stakeholders.
- e) Ensuring efficient and regular communication with members including but not limited to annual reports, notices of meetings and proxy solicitations. Ensure that the democratic rights of members are clearly stated such as the right to be notified, participate in and vote at meetings of the members.
- f) Providing oversight, supervision and direction to management and shall oversee and approve
 - a. The credit union's:
 - i. Short-term and long-term business plans and strategy,
 - ii. material decisions made outside of the normal course of the credit union's operations,
 - iii. significant strategic initiatives,
 - iv. code of market conduct,
 - v. plans related to capital and liquidity management,
 - vi. mandates and budgets for the oversight functions, and
 - vii. risk Management.
 - b. Appointment of a qualified and competent CEO and defining the duties and responsibilities of the CEO including information about decision-making powers and limitations; evaluating the CEO's performance at least annually against the strategic direction and long term objectives of the Credit Union and sound business practices; ensuring the management style of the CEO and other senior management reflect the Credit Union's corporate values and support the open flow of information; ensuring that the total compensation package for the CEO is appropriate and recommending the CEO's salary and benefits and bonus structure (including both short and long term incentives) to the Board for approval, ensuring the remuneration package encourages the sound and prudent operations of the Credit Union. The appointment, setting of performance objectives, compensation, incentives, succession plans and reviews of the credit union's chief executive officer in accordance with FSRA's Sound Business and Financial Practices Rule, s.9 and,
 - c. Establishment and use of committees to assist the board in discharging its responsibilities. Establishing the responsibilities, accountability and authority of the Audit Committee and other Board committees, as considered appropriate, and receive reports from those committees; ensuring the level of information and materials needed to make well informed decisions is provided (board reports are comprehensive, timely and accurately address all material risk areas – at a minimum the report from the Audit Committee will include the minutes of the meetings as well as deficiencies noted in audit reports and the monitoring of the associated action plans.)

- g) Setting, communicating and monitoring adherence to the ERM policy, setting the risk appetite and risk tolerance with respect to the management of key inherent financial and operational risks, as well as strategic and emerging risks, identifying material risks, ensuring accountability management of risks and a strong internal control environment for the size and complexity of the Credit Union and that the Credit Union is operating in a safe and prudent manner, adhering to the Sound Business and Financial Practices Rule; ensuring organizational objectives and risk exposure are aligned with the Board's defined risk appetite and risk tolerances and that risks are mitigated to within its overall risk appetite level; ensuring management is conducting extensive deliberations of significant and emerging risks and documenting within Board/Committee meeting minutes.
- h) Providing meaningful policy direction and oversight by working autonomously from the CEO and Senior Management, ensuring there are clear lines of responsibility and accountability for managing and reporting on specific strategic, business and process level risks.
- i) Ensuring senior management is appropriately skilled and experienced to implement the Board's objectives; ensuring senior management performance is being reviewed at least annually against the performance management, employee development, change management, employee satisfaction), objectives of the Credit Union and sound business practices, and that training and development initiatives are in place and skill gaps are being addressed; reviewing the management succession plan. The Board is responsible for overseeing the delegations of authority by credit union's senior management.
- j) Approving the delegation of authority and a policy that defines the thresholds for what constitutes a material decision made outside the normal credit union operations and having regard for the nature, size, complexity, operations, and risk profile of the credit union.
- k) Reviewing human resources policies, practices, and reports on the general quality and competence of staff, to ensure the recruitment, retention, and development of qualified and competent individuals; ensuring employee compensation policy and programs are well documented and provide appropriate incentives to support the achievement of the Credit Union's business objectives, and are appropriate for the credit union's nature, size, complexity, operations, and risk profile.
- l) Reviewing the design of compensation plans for Directors, senior management, and other personnel to attract and retain qualified and competent individuals. Senior Management shall create, develop, and implement and the Board shall approve and oversee the remuneration programs, policies, and practices at the credit union. The credit union will disclose to its membership the policies and practices with respect to remuneration of directors and senior management and demonstrate that remuneration is consistent with the oversight roles that they are engaged in.
- m) Encouraging an effective Board/management planning process which will promote the long-term viability of the Credit Union.
- n) The selection of an appropriate Chair of the Board.
- o) Directing the democratic process within the Credit Union, including an effective candidate evaluation and nomination process, the election and orientation of Directors and the matter of Board succession. The nomination of new Directors should be completed with the goal that the new Directors have the capacity to add strength to the Board no nominations should be made unless they have appropriate skills, education, experience and commitment to their duties and responsibilities effectively, having regard to the nature, size, complexity operations, and risk profile of the credit union.
- p) Establish key performance indicators for the Board and committees and criteria to measure and evaluate its own effectiveness, ensuring the Board's governance practices are well established and documented, remain appropriate and address all responsibilities, identifying action plans to address any identified weaknesses; ensuring Directors participate fully in Board deliberations in their oversight responsibilities.
- q) Ensure the institution's business strategy and business plans are prudent and within the Board's risk appetite with full Board review, consideration, and discussion before approval, review internal and external factors that may require changes in the business strategy and plans and establish criteria to evaluate performance in achieving business objectives, strategy, and plans, monitoring the implementation of business plans to ensure material variances are proactively and effectively resolved.

- r) Develop statement of responsibilities for the Board, the Chair of the Board, Committees and Committee Chairs including information about decision-making powers and limitations.
- s) Establish an appropriate workplan and meeting agendas which outline the frequency of various discussion topics and reports that it expects to receive and review in the course of fulfilling its responsibilities; ensuring the level of information and materials needed to make well informed decisions is received and that all Directors fully participate in deliberations in their oversight responsibilities.
- t) Ensuring Board meeting minutes provide a comprehensive overview of the items discussed and the decisions made for all resolutions and that minutes are kept for each meeting of the Board as well as each committee meeting.
- u) Ensuring appropriate qualifications and competencies for individual Directors and the Board collectively based on the size, complexity and risk profile of the Credit Union, and all Directors are aware of their responsibilities and accountability; developing adequate Director orientation and training programs and ensuring they are completed by all Directors.
- v) Setting standards of business conduct and ethical behavior to clarify expectations and provide guidance in making decisions that are consistent with those expectations. Ensuring that policies are consistent with Mainstreet's Code of Market Conduct. Members, employees, and other stakeholders are encouraged to address concerns to the relevant credit union staff member.
- w) The credit union shall establish and maintain oversight functions that are independent of operational and business activities. The Board must approve of the appointment of the head of risk oversight however, it is not managed by the Board. The internal audit function shall not be combined with other oversight functions. The credit union may contract third parties to outsource the work of the oversight however, a member of senior management must oversee the performance of the contractor. The Board must approve of the contract with the third party. The credit union may combine the Risk, Compliance and Finance functions if it is deemed appropriate for the nature, size, and complexity. The heads of oversight function must have the appropriate competencies to manage their function taking regard for the nature, size, complexity, operations, and risk profile. They must have unfettered access to activities and operations and the Board and engage in regular reporting to the relevant Board Committee.

Individual Board Director Criteria

A Director must:

1. Understand the principles 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 Board deliberations.
3. Understand corporate governance and the fiduciary duties, roles 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 credit unions in their communities.
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 Board level and "speak with one voice" once full discussion has been undertaken and a decision made by the Board.
8. Demonstrate personal integrity, financial stability 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 abide by the additional time commitment, including travel time and workload associated with being a Director of the Credit Union.
13. It is desirable that Directors have:
 - a. Considerable experience as a Director of a Board.
 - b. A demonstrated reputation of valuable community involvement outside of their activities at the Credit Union.
 - c. Core knowledge of, or experience in the cooperative system and an understanding of the cooperative principles.

Individual Board Director Responsibilities

General Expectations

1. Know the Credit Union's mission, purposes, goals, policies, programs, services, strengths/needs.
2. Suggest nominees for the Board.
3. Serve in leadership positions or undertake special assignments willingly when asked.
4. Follow trends in the credit union's field of interest.
5. Participate in any Director education, training and mentorship as prescribed by the Board.

Meetings

1. Prepare for and fully participate in Board and committee meetings, and other organizational activities (Elections to Board positions and appointments to committees will take place at the first meeting of the new Board. *If elected, please be acquainted with all positions prior to your first meeting in order to submit your name for the positions/committees you would like to stand for.* (Board and committee packages are sent to directors approximately 1 week in advance of the meeting with the expectation that they are reviewed prior to the meeting, so directors can come to the meeting fully prepared to discuss the contents. Packages will vary depending on the number of reports, policies, etc., that are being reviewed, but can range from 50 to a few hundred pages in length. When large policies are included, the "track changes" feature is used to direct attention to changes being recommended.)
2. Ask timely and substantive questions while supporting the majority decision.
3. Maintain confidentiality of the Board's sessions.
4. Speak on behalf of the Board when asked to do so by authorized persons.
5. Suggest agenda items for Board and committee meetings, to ensure that significant policy related matters are addressed.
6. Physically attend a minimum of 75% of regularly scheduled meetings per calendar year.

Relationship with Staff

1. Counsel the CEO as appropriate and offer support.
2. Avoid asking for exceptions of the staff, without prior consultation with the CEO, Board Chair or Committee Chairperson.
3. Avoid prejudiced judgments on the basis of information received from individuals and urge those with grievances to follow established policies and procedures through their supervisors.

Avoiding Conflict

1. Serve the Credit Union as a whole, rather than special interest groups.
2. Avoid even the appearance of a conflict of interest and disclose any possible conflicts to the Board Chair in a timely fashion.
3. Maintain independence and objectivity, and do what a sense of fairness, ethics and personal integrity dictate.
4. Never accept or offer favours or gifts from or to anyone who does business with the Credit Union.

Fiduciary Responsibility

1. Exercise prudence with the Board in the control and transfer of funds.
2. Faithfully read and understand the organization's financial statements and otherwise help the Board fulfill its fiduciary responsibility.

Reasons for Disqualification

1. He or she has not been a member in good standing of the Credit Union for a minimum of 1 year as of the date on which nominations close for the election.
2. He or she is not 18 years of age.
3. He or she is not a Canadian citizen or a person lawfully admitted to Canada for permanent residency.
4. He or she does not agree, if elected, to comply with the By-laws.
5. He or she does not agree, if elected, to participate in training programs as may be required by the Board from time to time.
6. He or she has served 4 consecutive terms (12 years).
7. He or she is an employee, director, officer or agent of another Ontario credit union, or of a business which, in the reasonable opinion of the Board, competes with the Credit Union, or the Spouse, Child or Sibling of such employee, director, officer or agent.
8. He or she has been, in the five-year period prior to the date on which the election will be held, an employee of the Credit Union, or the Spouse, Parent, Child or Sibling of such an employee or former employee.
9. He or she is the Spouse, Parent, Child or Sibling of an incumbent director, or another candidate for election as a director in the same election in which the person is seeking to be a candidate for election.
10. He or she has asserted a claim against the Credit Union, in the five-year period prior to the date on which the election will be held, which has not been finally resolved.
11. He or she is disqualified under the Act.
12. He or she has not disclosed to the Board, in a timely fashion before the election is held, everything he or she is required by the Act to disclose as a candidate for director of a credit union.

Code of Conduct

Purpose

The purpose of this Code of Conduct is to establish the rules governing the business and ethical conduct of the Directors, officers, employees and volunteers of the Credit Union. It is important that ethical and lawful conduct be evidenced in all business practices, in order to protect the reputation of the organization and preserve community trust. The Board has adopted this policy and the Board shall review this policy annually.

The Code of Conduct will be communicated within the organization. Every Director, officer, employee and volunteer, part time or full time, will be provided with a copy of the Code of Conduct. They will be required annually to report in writing that they have read it, have understood it and will endeavour to comply with it.

General Duties of Care

Each Director, officer, employee or volunteer of the Credit Union shall exercise the power and discharge the duties of his/her office honestly, in good faith, and in the best interests of the Credit Union, and shall comply with the applicable by-laws, guidelines, policies and procedures of the Credit Union.

Directors, committee members and officers shall also comply with the Credit Unions and Caisses Populaires Act, 2020 (the Act), Regulation 76/95 prescribed therein and the by-laws of the Deposit Insurance Corporation of Ontario.

Confidentiality

Each Director, officer, employee or volunteer must use utmost care and discretion in the handling of confidential information and other information not normally available to the public generally coming to them by reason of their Directorship, office or employment, and such information shall, subject to certain limited circumstances, not be disclosed to third parties and shall not be used for personal benefit or for the benefit of family, friends, or associates. . Examples of confidential information include, but are not limited to:

- Company private, corporate strategies
- Competitor sensitive information
- Member lists and personal information
- Employee lists and personal information

Maintaining confidentiality includes, but is not limited to, not revealing/disclosing the information by way of:

- Discussions between staff/Board members (unless business requires it)
- Discussing with any outside party (unless required, as outlined below), including blogging/social networking

In respect of information respecting members' transactions with the Credit Union, a Director, officer, employee or volunteer may disclose such information in the following circumstances, pursuant to Section 108 of the Act:

- (a) to a person acting in a confidential or professional relationship to the credit union, including an employee of a central in which the credit union is a member;
- (b) to a financial institution with which the credit union has transactions that may involve confidential matters;
- (c) to another credit union with which the credit union of the director, officer, committee member or employee proposes to amalgamate, for the purposes of the amalgamation, if the credit unions have signed letters of intent to enter into an agreement for the amalgamation;
- (d) to a person to whom the credit union proposes to sell assets, for the purposes of the sale, if the credit union and the person have signed letters of intent to enter into an agreement of purchase and sale for the sale;
- (e) to a credit grantor or to a reporting agency, if the disclosure is for the purpose of determining the creditworthiness of the member;
- (f) to the Chief Executive Officer and the Authority; and
- (g) to any other person entitled to the information by law.

Conflicts of Interest

Each and every Director, officer, employee or volunteer has an obligation of loyalty to the Credit Union and should subordinate his/her personal interest when they conflict with or threaten to conflict with the best interests of the Credit Union.

Each and every Director, officer, employee or volunteer of the Credit Union shall declare all actual or potential material conflicts that may arise between their duty to (i) the Credit Union and (ii) their personal obligations, other fiduciary duties or financial interests (direct or indirect). In the case of Directors and officers, these conflicts shall be reported to the Board of Directors, and in the case of employees and volunteers, to the person to whom they directly report and this should be communicated to the CEO.

Any Director or member of the management team that is involved with a charitable organization in a management role or as a member of the Board of Directors is required to disclose their involvement yearly in the ethical code of conduct agreement and is obligated to remove themselves when discussions related to business ventures, sponsorships or charitable donations for the organization occur at the Board level.

A Director, officer, employee or volunteer should not engage directly or indirectly, as a Director, officer, employee, consultant, partner, agent or major shareholder in any business or undertaking that competes with, does business with or seeks to do business with the Credit Union except with the express written approval of the CEO, in the case of an employee, or with the express written approval of the Chair of the Board of Directors or the Chair of an appropriate committee of the Board of Directors, in the case of an officer or Director. A major shareholder is defined as a person who owns (directly or indirectly) more than ten percent of the issued and outstanding equity of a company.

With respect to restricted party transactions, full disclosure of material transactions shall be recorded in the Board's minutes and will be transacted in accordance with legislated restrictions.

So as not to give the appearance of impropriety, and undue influence, no sitting Director may apply for any paid position as an employee of the Credit Union, and former Directors must be off the Board, and have severed all relations to the Board, for a minimum of 90 days, before they may apply for a position in the Credit Union.

To avoid conflicts of interest, Directors, officers, employees and volunteers must do more than merely act within the law. They must conduct their affairs in such a manner that their performance will at all time bear public scrutiny. The appearance of conflict of interest as well as the conflict itself must be avoided.

Accepting Gifts

No Director, officer, employee or volunteer shall accept any gift, hospitality or favour offered or tendered by virtue of the official's position with the Credit Union, where the gift, hospitality or favour possesses any one of the following characteristics:

- is in the substance or form such that an impartial observer would construe it to be an improper incentive
- places the official under an actual or implied obligation
- has a value equivalent to or greater than \$100
- is in the form of cash or cash equivalent

The accepting of small tokens, or playing golf with services suppliers, is not a conflict, since these are usually reciprocal acts that benefit both parties.

When dealing with public officials whose responsibilities include the business of credit unions, acts of hospitality should be of such a scale and nature so as to avoid compromising the integrity or reputation of either the public official or the Credit Union. Such acts of hospitality should be undertaken in the expectation that they could well become a matter of general knowledge and public record.

Committee Information

The information found below identifies and briefly describes the Credit Union committees and a summary of meetings and estimated commitment of time which one might expect when they become a Director. We hope that the information below will assist you in clarifying your obligations should you become a Director.

Full Board

The Board of Directors consists of 9 Directors, each elected by the membership for a term of three years, subject to a term-limit of 4 terms in office. The Board is responsible for establishing corporate objectives, policies and performance standards in adherence with regulatory requirements. They are also responsible for measuring their achievements and hiring and delegating authority to the CEO. The Board meets once per quarter.

Committees

- In accordance with the Credit Union's by-laws, the Board of Directors will ensure the establishment of an audit committee (in accordance with section 104 of the Act). Other committees, as appropriate, may be formed as either standing committees or ad hoc committees. Standing committees are perpetual. The CEO has the authority to appoint and remove any staff required to participate as part of a committee.
- For each committee so established a Terms of Reference will be developed for approval by the Board of Directors.
- Standing committee members will be established at a Board meeting as soon as practical after the Annual General Meeting and election of Directors. Membership of committees may be a minimum of three Directors. Employees may be required to assist the committee and will be added as advisors that have no voting privileges.
- All committees must meet at least every three months. A timely report to the Board of Directors will be made after each committee meeting concerning the committee's deliberations, decisions and/or actions.

The Board has established 2 standing Committees which are assigned responsibilities to assist the Board to carry out its mandate. The current Committees are:

The Audit & Risk Committee

This committee consists of a minimum of 4 Directors. The Chair of the Audit Committee will be elected by the Board of Directors.

The responsibilities of this Committee are to assist the Board in monitoring the integrity of:

- the financial statements of the Credit Union;
- the auditors qualifications and performance;
- the credit union's compliance with legal and regulatory requirements;
- compliance with the Credit Union's and asset liability management.
- ensure compliance with the Credit Union's internal controls.

The Governance & Human Resources Committee

This committee consists of a minimum of 4 Directors. The Vice Chair of the Board will be the Chair of the Governance Committee.

The responsibilities of this Committee are to ensure effective corporate governance of the Credit Union with specific attention to the following areas of responsibility:

- Ensure that the Credit Union has the appropriate governance structure, committee mandates, committee membership and Chairs and to ensure that governance practices evolve with the needs of the Credit Union.
- Assist in protecting the reputation of the Credit Union. The Committee oversees the development and monitoring of corporate governance policies which provides for the desired ethical conduct by Directors and employees and to prevent the exercise of undue influence by related parties.
- Director's recruitment, selection, orientation and compensation.
- The Committee will also assume responsibility of the Board to approve all loans granted to restricted parties prior to the release of the funds (restricted parties are defined as all directors and officers of the Credit Union, as well as their related parties, corporations, business and other entities; related parties meaning the board members' immediate family members/anyone who is financially dependent on them, or with whom they share a joint account).
- Oversee CEO performance management and remuneration as well as to assist the Board in fulfilling responsibilities to the employee stakeholder group as a whole.

Director Training & Competencies

The knowledge, experience and skill of each Director and the Board as a whole are important elements in the success and viability of the Credit Union. It is important that Directors have appropriate competencies to effectively fulfill their responsibilities to the Credit Union and its members and shareholders and, thereby, contribute to the safety and soundness of the credit union system. To meet these responsibilities, Mainstreet Credit Union shall establish and maintain effective guidelines and processes to ensure that Directors understand, meet and maintain appropriate competency requirements. Each Director shall complete the training/examination requirements, prepare a development plan, and complete any training/development that may be required to achieve these competencies within the timeframes established in the policy.

If you are elected to the Board, you will be expected to complete a comprehensive assessment of specific competencies. This assessment is used to help determine your training and self-development needs in order to fulfill the Director training and qualifications requirements as established by the Credit Union. The Credit Union also has a mentorship program structured to assist new Directors in attaining the skills and competencies required to fulfil their responsibilities.

All Directors are also expected to attend the Director's Forum conference at a minimum of once per term (3 years).

Branch Locations

Ailsa Craig	135 Ailsa Craig Main Street Ailsa Craig ON, N0M 1A0	519 293-3947 AilsaCraig@mainstreetcu.ca
Brigden	2394 Jane Street Brigden ON, N0N 1B0	519 864-1026 Brigden@mainstreetcu.ca
Chatham	40 Keil Drive South Chatham ON, N7M 3G8	519-436-4590 KeilDr@mainstreetcu.ca
Corunna	4-201 Hill Street Corunna ON, N0N 1G0	519 862-5225 Corunna@mainstreetcu.ca
Goderich	39 St. David Street Goderich ON, N7A 1L4	519 524-8366 877 524-4740 (toll free) Goderich@mainstreetcu.ca
Mount Brydges	22478 Adelaide Road Mount Brydges ON, N0L 1W0	519 264-9708 MountBrydges@mainstreetcu.ca
Parkhill	B-260 Main Street Parkhill ON, N0M 2K0	519 294-6277 Parkhill@mainstreetcu.ca
Port Lambton	4348 St. Clair Parkway Port Lambton ON, N0P 2B0	519 677-5652 PortLambton@mainstreetcu.ca
Sarnia (Exmouth) <i>Business & Investment Advice Centre</i>	412 Exmouth Street Sarnia ON, N7T 5N9	519 464-5460 ExmouthSt@mainstreetcu.ca
Sarnia (London Rd.)	1295 London Road Sarnia ON, N7S 1P6	519 542-9059 LondonRd@mainstreetcu.ca
Strathroy	214 Caradoc Street South Strathroy ON, N7G 2P1	519 245-2530 Strathroy@mainstreetcu.ca