



Terms of Reference for the Nominations and Election Committee

Purpose The purpose of the Nominations and Election Committee (“the Committee”) is to oversee the Board of Directors’ Election in accordance with the applicable legislation, the Vancouver City Savings Credit Union Rules (the “Rules”), and the Election Guidelines.

Objectives The objectives of the Committee are to:

- establish the Election Guidelines and ensure they are available to members;
- ensure members are notified of the upcoming election, the number of positions to be filled, and the date for the close of nominations;
- ensure nominees meet the requirements set out in legislation, the Rules, and the Election Guidelines to serve as directors;
- assess nominees in accordance with the Desired Director Attributes and Experience as established by the Board, and those areas the Board wants to strengthen, and decide which candidates to recommend to the Board for recommendation to the membership; and
- ensure members are encouraged to participate in the election process and are provided with relevant information.

Membership Under Rule 4.4, by October 31 each year, the Board will appoint the Committee with not less than three individuals who are Vancity members and who may be directors not standing for office in the upcoming election (Credit Union Directors Election Regulation s.1(3)).

Non-director members of this Committee must:

- be age 19 years or over;
- have had a Vancity membership for at least the one year prior to applying to be appointed to the Committee; be a member in good standing for a period of at least one year;
- have no unresolved credit issues or criminal charges
- demonstrate high integrity and ethical conduct and standards; and
- not be currently employed, or have been employed within the past two years, by Vancouver City Savings Credit Union, any of its subsidiaries, or the Vancity Community Foundation.

NEC Terms of Reference

Prior to serving on the Committee, non-director members are required to sign:

- a Code of Conduct declaration for NEC non-director members; and
- a non-disclosure agreement.

The term of office of a Committee member will commence immediately after appointment. Members of the Committee remain members of the Committee until completion of the work for the current election year, unless specifically removed or replaced by a Board resolution. The Board may appoint members to the Committee for the subsequent election cycle prior to the completion of the previous Committee's work. In such instances, the authority of the new Committee is for the upcoming election cycle and not to complete the work of the previous Committee.

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Chair and Vice Chair

The Chair of the Committee will be elected by the Board and remains Chair as long as they are a member of the Board and until the work of the Committee for the current election is completed, unless specifically removed or replaced by a Board resolution.

The Vice Chair of the Committee will be elected by the members of the Committee at the first constituted meeting of the Committee following the Annual General Meeting. The Vice Chair remains Vice Chair until the work of the Committee for the current election is completed, unless removed or replaced by the Committee.

NEC Terms of Reference

Authority The Committee fulfills its responsibilities as set out in the Rules and is accountable to the Board of Directors. The Committee makes decisions as permitted under the Rules and the Election Guidelines.

Roles and responsibilities Subject to the powers and duties of the Board, the Committee shall:

With respect to nominations:

1. Be familiar and work within the Rules and the requirements of the Financial Institutions Act, the Credit Union Incorporation Act and the Business Corporations Act (collectively, the "Rules and Legal Requirements").
2. Seek direction or guidance from the Governance Committee (GC) of the Board, specific to Desired Director Attributes and Experience and the specific focus areas approved by the Board for the upcoming election.
3. Approve the Call for Nominations.
4. Receive and verify each nomination to ensure each nominee meets the criteria under the Rules, the relevant Acts, and Regulations, as well as ensuring background checks are conducted including criminal and credit checks.

With respect to guidance and oversight of the candidates:

5. Review the Election Guidelines annually to ensure they are current and complete.
6. Ensure an information package is made available to interested individuals that contains:
 - (a) instructions on completing the nominations form and submitting the form together with a resume, a candidate's statement and a completed candidate's declaration;
 - (b) Nomination forms; and
 - (c) Candidate's declaration.
7. For all members interested in standing for election as a director, ensure an information session is held and covers the duties of a director and the requirements of the Financial Institutions Act, other relevant legislation, and the Election Guidelines.
8. Hold an interview with each nominee, or waive the requirement for an interview, as outlined in Rule 4.9.
9. Receive and review a report from the GC regarding incumbent, and former, directors whose names have been placed in candidacy regarding compliance with the Rules and Legal Requirements, the Board of Directors' Code of Conduct, any performance review information, and any conduct issues over the course of the director's term(s) (the "GC Report"). Upon review of the GC Report, the Committee may request, with reasons, additional information from the GC to clarify points noted in the report. The GC will consider such requests and determine if further information should be provided to the Committee.
10. Advise individuals who have submitted nomination packages if their names have or have not been placed in candidacy.
11. Consider and recommend, having regard for the Rules, legal

requirements, the Desired Director Attributes and Experience, and any GC Reports, certain candidates for the Board's recommendation to the members.

With respect to the conduct of the election:

12. Be informed of the annual marketing and communication plan to ensure members are encouraged to participate in the election process and are provided relevant information about: each candidate, available voting methods, and instructions for voting.
13. Be advised of any candidates' campaign materials which may contain any defamatory or libellous statements, or do not meet the requirements of the Election Guidelines as identified by the Governance department.
14. Deal effectively with issues occurring during the election and with election campaign contraventions.
15. Receive, and oversee the announcement of, the election results, and report the results to the members at the Annual General Meeting.
16. Solicit feedback from the candidates following the election to help inform the preparations for the election the following year, and ensure the GC receives a copy of the feedback.
17. At the conclusion of the election, develop recommendations, if any, and provide them to the GC or the following year's NEC, as applicable to the accountabilities of each respective committee.

Members of the Committee must not endorse individual candidates nor are they permitted to engage in any forms of election campaigning, other than promoting the Vancity election in general.

For greater clarity, the Committee does not have accountability for overseeing Board Recruitment or the Member Engagement Strategy in regard to the election – these are accountabilities of the Board and the Governance Committee respectively.

Confidentiality

All information relating to Vancity, its members, its personnel, and to other businesses or individuals the Committee receives or has access to in the course of its work is to be treated as confidential. Such information shall not be used for any purpose other than for which it was obtained.

The Committee may only disclose confidential information to external third parties when use or disclosure is expressly authorized by Vancity or required by an enactment or in court proceedings.

Members-at-large serving on this Committee are required to sign a non-disclosure agreement before participating on the Committee.

External consultants retained to advise and assist the Committee are also required to sign a non-disclosure agreement before the retainer can commence.

Meetings There is no requirement for a set number of meetings; however, the Committee will meet as required, and not less frequently than three times in a year.

Reporting When making its recommendation to the Board in regard to recommended candidates, the Committee will report on the exercise of its duties. The Chair may be requested to provide an oral report to the Board on matters not yet minuted. Upon request to the Corporate Secretary, supporting information reviewed by the Committee will be available for examination by any Director, other than incumbent directors in the board year they are seeking re-election.

Resources The Committee is supported by:

- management including the CEO, Vice President Governance, and Governance Department
- external advisers as required

References

- Financial Institutions Act
- Credit Union Incorporation Act
- Business Corporations Act
- BCFSa Governance Guideline
- Vancity Rules
- Election Guidelines
- Desired Director Attributes and Experience