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# A SUSTAINABLE TOMORROW

# Governance Report

# Governing Legislation and Regulation

The credit union is established under the legislation of the Province of British Columbia. It is regulated by the BC Financial Services Authority (BCFSA).

Key legislation regulating the operations of the credit union includes: the Financial Institutions Act, the Credit Union Incorporation Act, and the applicable sections of the British Columbia Business Corporations Act. It is a requirement of the legislation that the credit union provides BCFSA with monthly, quarterly and annual reports and filings, and other such reports as may be requested. The Credit Union's Rules may be found online at <u>sunshineccu.com/Rules</u>.

# The Role of the Board of Directors

The Sunshine Coast Credit Union Board of Directors represent and are accountable to membership. Sitting independently from management, the Board sets and supports the strategic direction of the organization. Made up of nine directors serving a three-year term, directors are stewards dedicated to safeguarding the credit union. Their commitment in doing so means adhering to the highest standards of governance, financial management, professionalism, and continuing education. Directors may spend ten to fifteen hours each month preparing for and attending meetings, completing professional development, as well as attending events and planning sessions. Learning and development is a commitment of each Director and this is achieved through specific professional development, attending conferences, and inviting subject matter experts and guest speakers to share their knowledge at the board table.

An effective board is one that is diverse in qualities, expertise, perspective and demographic. Potential director candidates are assessed against a list of desired attributes the Board feels it requires to be most effective in representing the voice of the member.

# Sunshine Coast Credit Union Board of Directors

#### JOHN WISEMAN

Chairperson SunCu Board of Directors Representative Director since 2010





John is in his tenth term as Chair of the Board and also serves as Chair of the Governance-Executive Committee and as a Director on SunCu Financial Services Board. John retired after 34 years with TELUS, providing him with senior leadership experience in operations management, financial management, strategic planning, customer service and high performance leadership. He has served on the British Columbia Institute of Technology (BCIT) Advisory Boards for the Operations Management and Electronics Programs, and as a sponsor and mentor for students enrolled in the MBA program at the UBC Sauder School of Business. John is known for his dedication to marine safety, having served as a Coxswain, Station Leader and on the Board of Governors for the Royal Canadian Marine Search and Rescue.

# **RICHARD WILSON\***

1<sup>st</sup> Vice Chairperson Director since 2010

The organization's knowledge of the culture and economy of the Coast is a valuable asset to depositors, as well as those with financing needs."



Richard serves as Chair of the Audit Committee, and 1<sup>st</sup> Vice Chair of the Governance-Executive Committee. A managing partner at Crowe Mackay LLP in Sechelt, Richard believes it is critically important for the community to have a local financial institution serving the Sunshine Coast.Richard also serves on the Investment and Finance Committee of the Sunshine Coast Community Foundation. To the SCCU Board, Richard brings expertise and experience in financial literacy, accounting, strategic thinking and auditing.

# SUE ANNE LINDE, MBA

2<sup>nd</sup> Vice Chairperson Director since 2015

**Dur credit union keeps pace** with the changing financial services landscape, ensuring members can access sound financial advice and manage their finances seamlessly from home."



Sue Anne serves as 2<sup>nd</sup> Vice-Chair, while also sitting on the Governance Executive Committee and Audit and Risk Committee. Before moving to the Coast in 2010, Sue Anne's career included eighteen years in advertising and marketing at Vancouver's largest advertising agency, followed by a decade as the marketing director for SFU (Beedie) School of Business. Sue Anne also served as Past President of the Sunshine Coast Community Services Society Board of Directors. Sue Anne is a published author working on her second book and an active member of the Gibsons Yacht Club.

#### **MANJIT KANG\***

Member at Large Director since 2014

**77** Credit unions are not just financial institutions; they're active members of the community."

A credit union member for over

40 years, Manjit joined Sunshine Coast Credit Union when he moved to the Coast in 2008. He currently serves on the Audit Committee, Governance-Executive Committee, and Investment and Loan Committee. His 35-year career with TELUS spanned numerous functional areas including senior roles in operations and marketing, where he delivered highly complex network solutions to some of TELUS' largest business and government clients. Manjit currently serves as Chair, of the Sunshine Coast Foundation Board and as President of the Sunshine Coast TELUS Community Ambassadors.

# **BETTY BAXTER**

Director Since 2017

**27** It is an honour to work on the Board of Directors of such a well-respected organization as the Sunshine Coast Credit Union."



An SCCU member for 20 years, Betty serves on the Conduct Review Committee, Investment and Loan Committee, as well as the Nominations Committee. She brings governance experience from working with many non-profit organizations for over 30 years, and most recently, from her work as a school trustee for School District 46 and as Chair of the Board of Education. Betty successfully managed a contract training department for distance learning at the post-secondary level, has been the equity officer for a large health care union, and taught a program on civic leadership on the Sunshine Coast. As a consultant, she has provided strategic planning, training in problem solving and leadership, and respectful workplace training.

# **ALAYA BOISVERT\***

Director since 2021

**272** Credit unions deliver a member-centric banking model that helps build communities, a unique and important opportunity for Sunshine Coasters as we (re)learn how to live sustainably on the planets."



Alaya Boisvert was born on the Sunshine Coast, the traditional ancestral territories of the Squamish and Sechelt Nations. She joined her first Credit Union in the early 2000s, and currently serves on the Conduct Review Committee and Investment and Loan Committee. Alaya brings two decades of leadership experience in private, non-profit, and postsecondary settings. Along with a background in strategic sustainable development, she draws on tools from diverse disciplines to empower her teams to achieve ambitious goals that incorporate care for people and the planet. She is currently the Operations & Marketing Manager for a Secheltbased family business called Tree World Plant Care Products. Alaya and her partner Brendan can be found swimming in the ocean, scaling mountains and serving up delicious meals to friends in her hood. Alaya is also a mum to an energetic 9 year old who inspires her daily to be loving, present and adventurous.

# **GEOFF GORNALL\***

Director since 2021

**27** I am passionate about co-operatives and the intention they bring to the lives of their members and the communties they serve."



Geoff has a strong credit union background with over 10 years of experience in a wide array of roles, including Change Management and Business Analysis for IT Programs. Now a founder of Tapworks Brewing Company, Geoff brings both community-oriented leadership and an entrepreneurial lense to his role on the board. He is passionate about co-operatives and their place in enriching the lives of their members and community at large. Geoff earned a Bachelor of Commerce from the University of Victoria and also sits on the Sunshine Coast Tourism Board.

#### **ALISON JAMES\***

Director since 2021

**27** I am grateful to serve the SCCU community, and proud of the active role this credit union is taking in helping to make our community a better place for all."

Allison has over 18 years of



experience in the accounting industry, with a background that includes both tax and business advisory services. She loves to help others succeed, and is keen to support the SCCU's vision for the future of the Sunshine Coast. As managing partner of James & McIntyre Chartered Professional Accountants in Sechelt, her work these days centers on leading a growing team in a fast-paced environment, and focusing on helping small businesses with expertise, empathy, and the efficiency of new technology.

# **CHERYL MCNICOL**

Director since 2018

What impresses me about Sunshine Coast Credit Union is the dedication to community building and improving the lives of their members."



Cheryl joined her first credit union in the late 1980s in Ontario, and has continued to be a supporter of the cooperative credit union movement as her career eventually brought her to BC. Cheryl serves on the Conduct Review and Investment and Loan Committees. Cheryl has over 35 years of leadership experience in the corporate, nonprofit and small business sectors with expertise in business development, operations management, risk management, financial management, training and facilitation. Today, her consulting work focuses on business start-up and development as well as project management. Cheryl has assisted hundreds of aspiring entrepreneurs to create a viable and sustainable business. She is a co-founder and enthusiastic supporter of the Self-Employed Women's Network and is an active member of the Gibsons and District Chamber of Commerce.

\* Terms expire at the 2022 Annual General Meeting

# SCCU Board of Directors—Participation

The table below represents each director's scope of participation on committees, related attendance and compensation in 2021. Expenses include reimbursement for travel, food and lodging related to credit union meetings, conferences and education.

	TOTAL Remuneration	BOARD Meeting Attendance	COMMITTEE Meeting Attendance
John Wiseman	\$14,225	6 of 6	5 of 5
Richard Wilson	\$8,170	6 of 6	8 of 9
Sue Anne Linde	\$6,740	5 of 6	7 of 8
Manjit Kang	\$11,279	6 of 6	13 of 13
Betty Baxter	\$9,490	6 of 6	6 of 6
Alaya Boisvert	\$8,280	5 of 6	3 of 4
Geoff Gornall	\$8,670	6 of 6	6 of 6
Allison James	\$8,340	5 of 6	4 of 5
Cheryl McNicol	\$10,150	6 of 6	8 of 8

# Role of the Individual Directors

Board effectiveness depends on all directors understanding their responsibilities and adhering to a high standard of performance. Directors have a fiduciary duty, as well as a responsibility of care and accountability to the organization that requires loyalty, honesty, integrity and a commitment that their actions are in good faith. The duty of care requires that directors perform their responsibilities at the highest level of professionalism and due diligence. This means fulfilling their duties with the care, attention and skill that a reasonably prudent person would exercise in comparable circumstances.

Director decisions that are made honestly, prudently, in good faith, and on reasonable grounds are protected by the business judgement rule. It is important that directors take time to deliberate decisions, ask questions, request information, and assess and analyze the information provided to them.

# Policy and Regulatory Requirements

The Board of Directors:

- Are bound by the provisions of the Financial Institutions Act (FIA) and the Credit Union Incorporation Act (CUIA)
- Must adhere to and annually sign SCCU's Code of Conduct and Confidentiality Agreements
- Must comply with the policies of SCCU
- Must make timely disclosure of any conflicts of interest
- Must maintain confidentiality
- Must complete the education required by regulation and the education set out by the Board within the required time frames
- Must complete a Personal Information Return as required by BCFSA
- Must complete the annual Board/Self/Peer Assessment process

# Meetings

To facilitate effective and efficient Board meetings, directors will:

- Be well prepared for all Board meetings, Committee meetings and planning sessions
- Strive for excellent attendance at required meetings
- Respect diversity of opinions and perspectives

#### General

The Board of Directors will:

- Be respectful to all stakeholders
- Respect the agenda and time prescribed for activities
- Contribute to the advancement of SCCU
- Strive to be constructive, resourceful and solution-oriented
- Ask penetrating questions that ensure a full understanding of the issues in question and the consequences of the actions proposed
- Encourage debate among directors while remaining committed to the goal of reaching consensus
- Commit to ongoing education
- Commit to disclose director biography, attendance, Committee assignments and compensation to members
- Represent the interests of SCCU as a whole

# Role of the Chair of the Board

The Chair of the Board provides leadership to the Board and the CEO of SCCU. The position of Board Chair requires excellence in leadership skills, having the capacity to control discussion appropriately, manage dissent, work toward consensus and communicate persuasively with colleagues, members and stakeholders. Most importantly, the Chair must establish a culture of active and constructive Board engagement.

#### Duties:

- Set Board agenda for meetings and strategic sessions
- Chair meetings
- Encourage participation of all Board members in discussions and questions
- Manage Board affairs and sign documents on behalf of the Board
- Lead and implement Board assessment and performance review processes
- Build and maintain a sound working relationship with the CEO and senior team
- Coordinate CEO performance management process
- Serve as the Board's spokesperson, and if required, the organization's spokesperson
- Appoint Committee members for the Investment and Lending and Nominations Committees
- Build succession for the position of Chair
- Act as a resource to all Committee Chairs
- Is ex-officio on all Committees

# Role of Committee Chairs

The Committee Chairs provide leadership to the Board in the area of expertise covered by the Committee. These positions require excellence in leadership skills, having the capacity to complete the day-to-day work and oversight of the Board while making quality suggestions and recommendations that support the progress of the organization.

#### Duties:

- Set Committee meetings and agendas
- Understand the purpose, role and deliverables of the Committee
- Ensure all Committee members have the necessary information and education to perform their role
- Ensure Committee work is germane to the stated goals
- Provide the Board and or membership with updates as required
- Ensure the Committee Work Plans are completed
- Work effectively with management resources

# Committees of the Board

#### **Governance-Executive Committee**

The four seats of this Committee: Chairperson, Vice Chair, 2<sup>nd</sup> Vice Chair and Member at Large are elected by the Board at the first Board meeting following the Annual General Meeting.

This Committee is responsible for:

- Governance—roles and responsibilities of the Board, size and scope of the Board, required competencies of the Board
- Board orientation and education
- Board performance management
- Succession
- CEO compensation
- CEO performance management
- Material changes to the Human Resource Policy

#### Audit and Risk Committee

The three members and an alternate of the Audit and Risk Committee are elected at the Board meeting following the Annual General Meeting. This Committee is required by regulation. While not mandatory, it is considered best practice to ensure one of the Committee members has an accounting designation (CPA).

This Committee is responsible to:

- Review all audit plans, timing, scope and deliverables
- Approve all proposed services to be performed by external and internal auditors
- Review audit reports and audited financial statements and provide the Board with recommendations
- Review and recommend to the Board all financial information issued by SCCU
- Review and assess the adequacy of internal control policies and practices
- Recommend the external audit firm to the Board for presentation to the members at the AGM
- Oversee enterprise risk management and the development of insights and recommendations
- Review, with management, all major risks and controls and approve stress testing plans
- Review internal and external IT audits and provide the Board with recommendations
- Initiate special internal audits if required

#### **Conduct Review Committee**

The three members and an alternate of the Conduct Review Committee are elected at the Board meeting following the Annual General Meeting. This Committee is required by regulation.

This Committee will:

- Review, approve or refuse specific transactions or classes of transactions and related party transactions
- Ensure the adherence to procedures designed to prevent conflicts of interest, and resolve them if they occur
- Ensure members understand with whom they are dealing when conducting transactions (i.e. creditor insurance is provided by a third party SCCU must ensure all the appropriate disclosures are provided to the member so they understand who is providing the insurance).
- Keep clear concise records of all related parties

#### **Investment and Lending Committee**

The two directors and an alternate are appointed, and an officer of the company is also appointed as per the regulatory requirements.

This Committee will:

- Review and recommend changes to the Investment and Lending Policy (ILP) annually
- Ensure that SCCU has the appropriate procedures to implement the ILP effectively
- Review credit approval processes, credit limits and credit skills within the organization annually
- Review asset, liability matching reports to determine risk and mitigation processes
- Review capital adequacy
- Approve loans outside of management's limits

#### **Nominations Committee**

The three directors and an alternate are appointed as is required by SCCU rules. This Committee is not required by legislation.

This Committee:

- Sets the dates for the open and close of nominations
- Develops a candidate assessment process
- Using the recommendations of the Governance-Executive Committee, actively recruits potential directors with the appropriate skills and characteristics
- Recommends candidates to the Board and for election
- Provides the members with a formal report at the Annual General Meeting
- Receives, reviews, interviews and assesses potential candidates

# Populating Committees

#### **Board Elections**

Board elections are held for those Committees where members are elected. These committees are the Audit Committee and Conduct Review Committee, which are required by the Financial Institutions Act to be standing committees of the Board which are elected annually from the Board of Directors. Board members are given an opportunity to nominate members for positions on these committees based on their expertise and knowledge in applicable areas. Nominees can choose to accept or decline a nomination. Elections are then held for those members who wish to stand, and the elected candidates are announced and the ballots are destroyed. At the first meeting of the Committee the Committee elects a Chair and appoints the alternate. Alternates are not required to attend meetings unless they are required to fulfill the quorum of three.

#### **Board Appointments**

Annually, the Chair of the Board will ask members of the Board to advise if they have any particular interest in Committee roles that are appointed. Using this information the Chair of the Board then populates the Committees that are not elected, balancing the skills required for each Committee with the workload for each director.

#### Senior Management

The Executive Leadership team is made up of eleven professionals committed to building members' financial health, strengthening our communities and inspiring others to contribute to this shared vision. As a locally owned and operated Credit Union, the leadership team makes decisions with first-hand insight into the local market and the needs of our unique communities.

#### SHELLEY MCDADE, MBA

Chief Executive Officer

**577** Enriching lives on the Sunshine Coast is the cornerstone of our leadership, and drives every decision we make."

Shelley has served in the Credit



Unions system in a variety of senior roles for close to 38 years. Her passion for the co-operative business model drives her to lead and seek a variety of collaborative initiatives that create value for members and communities locally, provincially and nationally. Shelley is an Accredited Director through the Institute of Corporate Directors, and serves on boards that support and enhance the Credit Union system. These include, Central 1 Credit Union, Cooperators Insurance Services and CUSO Wealth Services Inc.

#### **RICK COONEY**

Chief Risk Officer

When members, community and Sunshine Coast Credit Union all work together it's a triple win. Members' financial health improves, your credit union becomes co-operatively stronger, and our communities thrive. Together, we can achieve more."



Rick holds over 45 years of experience in financial services. He serves on the SCCU Investment and Lending Committee, the Audit and Risk Committee, and on the Steering Operators committee of the Risk Management Alliance. Rick feels a strong personal need to help others achieve a better life and can think of no better way than by mentoring employees and providing sound advice to members. An advocate of paying it forward, Rick also sits on the BC Canadian Credit Union Association Small to Medium sized Credit Union Committee and the Workforce Housing Association. His previous volunteer positions in the community include the Festival of the Written Arts, Rotary, Community Futures Development Corporation, local Chambers of Commerce and Economic Development Committees.

# DAWN BEZAIRE, CPA, CGA

Chief Financial Officer

While supporting its employees in achieving their career aspirations, Sunshine Coast Credit Union also supports its members and our community in ways that make me proud to work here."



Dawn is an integral part of the organization's leadership team. Alongside her role as CFO, she serves as the management resource to the SCCU Audit and Risk Committee. Aligned with the organization's approach to community support, Dawn has served on the Board of the Sunshine Coast Minor Hockey and as a member of the advisory committee for the Progress Plan; a three-year initiative aimed at enhancing women's financial well-being on the coast. She fervently believes that the Sunshine Coast offers an incredible community to raise a family, and that the Sunshine Coast Credit Union is an integral part of that community.

#### ANA VU

Chief Operations Officer

My goal is to strengthen Sunshine Coast Credit Union's operational efficiency by investing in our employees to power human potential and enrich lives."



Ana is a business transformation leader with extensive experience across various areas of the financial services industry including Retail, Commercial Banking, Wealth Management, Insurance, Technology, and Operations. She has a demonstrated track record for improving strategy, operations, and financial performance in large and mid-size financial services institutions. Ana has led the implementation of strategic initiatives and business transformation projects that contributed significantly to the success of the organizations. A believer of democratic banking values, Ana is passionate about delivering financial services products and services that enrich the lives of employees and members.

# **SEPTEMBER DIXON**

Chief Member Experience Officer

My passion lies in supporting the growth of leadership and collaboration, ultimately leading to a rewarding experience for our members."



September is passionate about keeping the credit union system relevant in today's ever-changing landscape. She believes that creating a sustainable credit union model is key to enriching the member experience and the communities where they live and work. September is responsible for the execution of the credit union's strategic goals, translating targets into actionable steps that will move the organization and the member experience forward. She also provides leadership to the 3 branches, the Member Service Center, and the Wealth Management team. In addition, September is determined to help build leaders as evident in her past volunteer positions on various committees both internal and external of the credit union system.

# LAURIE WILSON

Chief Information Officer

I'm excited to work with this amazing group of employees who are dedicated to providing our members with knowledgeable advice and rich experiences, in a way that will allow them to complete their financial transactions where and when they want."



Laurie has worked within the credit union organization for over 30 years. She has demonstrated success in aligning technology solutions and leveraging key strategic partnerships in support of the member and employee experience. She has led the implementation and delivery of significant IT initiatives, contributing to the accomplishments of the credit unions strategic goals. Laurie is a change leader who believes and promotes collaboration within the credit union system. Laurie seeks out and embraces new adventures and challenges, enjoying valuable time spent with family and friends on the coast.

#### **JODI FICHTNER, BBA**

Chief Impact and Marketing Officer

We're here to empower others to make great money decisions every day, and to be a key partner in our community's health. We're here for the people."



Jodi has a strong connection to the Sunshine Coast; her local family heritage dating back multiple generations. With over twenty years of experience in marketing, Jodi is passionate about elevating the credit union's brand presence in the community to reinforce how SCCU enriches lives. A proponent of financial well-being and community health, Jodi has played a key role in launching the organization's financial literacy initiatives and currently serves as Chair of the SCCU Community Enrichment Committee.

# JAMES RICHMOND

Vice President, Service Delivery

**272** Leadership means constant learning so that I can have stronger financial wellness conversations to support our membership and be a better coach for our employees."



James has been in the financial industry for 15 years, serving as leader for the past 11. He has supported both personal and small business lending while working on the Sunshine Coast as well as multiple locations on the Lower Mainland. James joined SCCU in 2017 and has made member experience and achiving goals his focus. Building relationships has always been a passion of his and he aims to enhance employees learning and development through consistent coaching, ensuring that they have the confidence to help the membership. Since moving to the Coast, James has fully integrated into the community and formed a strong network through his sport endeavors, including playing for a slo-pitch league and several different hockey teams.

# **TELSE FONTAINE**

Vice President, Enterprise Project Management

My goal is to connect everything we do back to our strategy and select activities that move us forward both organizationally and socially. Working for Sunshine Coast Credit Union allows me to match my personal values to those of our Credit Union."



Telse has worked in the BC credit union industry for 13 years. During that time, she has brought her business acumen to almost every facet of credit union operations. An advocate for financial literacy in youth, Telse enjoys going into the classroom and teaching kids about credit unions, entrepreneurship and new product development. Telse is passionate about delivering on the strategies that enrich members' lives and allow Sunshine Coast Credit Union to remain at the leading edge of financial services.

#### **BARBARA LAMBERT**

Vice President, Human Resources

My passion for Human Resources lies in the ability of an organization to drive strategy and vision through the skills and expertise of a strong, dedicated



employee base. Without great employees we can't deliver on our promises to our Membership to provide the very best in advisory services and tools."

Barbara has worked in various leadership roles in Human Resources within a variety of sectors including banking, education, insurance, engineering and defence. Barbara has enjoyed over 11 years in the CU industry in both Ontario and BC and is very pleased to be a part of the ongoing success of SCCU. Barbara believes SCCU is committed to the value of learning and development for all of our employees. SCCU encourages and celebrates an environment that believes in and supports continuous learning. This sets us up for success and ensures our place in the BC credit union network.

Learn more: sunshineccu.com/Leadership

# Compensation Disclosure

Sunshine Coast Credit Union has adopted a balanced approach to strategy and performance, measuring success in four main areas through the organization's scorecard: Members, Employees, Community and Financial. Employee and team scorecards include similar performance metrics, providing a direct line of sight as to how each individual's role contributes to the credit union's vision of enriching the lives of our members and community.

To ensure we deliver on our members' expectations to provide a full service, value-add experience, we strive to attract and retain strong talent across the entire organization. Our compensation philosophy is aligned with this goal, supporting us to compete for talent in an ultra-competitive environment. Compensation is made up of a base salary targeted at mid-market, variable compensation and benefits. Variable compensation is paid to all employees annually contingent on achieving goals set out in our balanced scorecards. Compensation for all positions is reviewed annually to ensure competitiveness to market and executive leadership level positions are assessed in greater depth every two years. The combined compensation of key management personnel totalled \$1,683,622 in 2021.

The Board is responsible to set and monitor the CEO's compensation at a mid-market range compared to credit unions of similar size and scope. The CEO's compensation is determined using a similar approach to that above, but with additional rigor and in consultation with the Board of Directors. Annual monitoring using external comparison data and a customized in-depth analysis is performed every two years. The Board assesses the CEO's performance annually based on the results of the individual's scorecard as well as the results of the entire organization.

\*Includes salaries and other short-term employee benefits, total pension and other post-employment benefits.

# Subsidiaries & Ownership

SunCu Financial Services Inc. is a wholly owned subsidiary of the Sunshine Coast Credit Union, providing wealth management and investment services to members and clients.

Sunshine Coast Insurance Services Inc. is an insurance agency jointly owned by Sunshine Coast Credit Union and Co-operators Insurance Agencies Limited. The Co-operators® used by Co-operators General Insurance Company under license from The Co-operators Group Limited.

# Auditors

#### **GRANT THORNTON LLP Chartered Professional Accountants**

Auditor's responsibility is to express an opinion on the summary consolidated financial statements based on their procedures, which are conducted in accordance with Canadian Auditing Standard (CAS) 810 Engagements to Report on Summary Financial Statements.

#### Legal

#### Edwards, Kenny & Bray LLP

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