



# 2023 Board of Directors Candidate's Guide



These are exciting days for Fusion Credit Union, and we are pleased that you are considering putting your name forth to become a member of our Board of Directors. When members participate in the democratic process, they help ensure that Fusion Credit Union remains an active and energized Manitoba financial institution. Thank you for your contribution.

The following information has been put together to help support your decision on whether to submit a nomination form. We hope you find it helpful.

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## We are Fusion Credit Union.

Fusion Credit Union is a full-service financial institution serving over 30,000 members across 18 branches in Southwestern Manitoba.

With assets under administration exceeding \$1.4 billion, Fusion has the capacity, the commitment and the unique opportunity to support prosperity and growth in our home communities like no one else can.

Collectively, we believe the future of our communities lies in our shared ability to be creative, to aspire to new things, to create and embrace new economic opportunities, while remaining grounded in our values.

Individually, people who are financially confident have more freedom to live their lives on their own terms, so we actively support our members to achieve and increase their financial confidence through financial literacy programs in schools, in branches, and online. We offer fraud prevention and financial safety information, and we provide a full line of consultation and wealth management services to help our members make informed decisions about the best course of action for today and into the future.

At Fusion, we keep the success and wellness of our members and our communities in the forefront of all our decisions, at all levels. We see this as the basis of our success as well.

## Board Member Myths.

Before we proceed, there are some myths about being a board member that we would like to dispel.

**1. ALL BOARD MEMBERS ARE WEALTHY GROWN UPS WHO OWN THEIR OWN BUSINESSES AND YACHTS.**

Incorrect, you do not have to be ‘experienced’ or rich to be a board member (not that there’s anything wrong with that). In fact, we welcome all ages to join us in helping guide our organization in the future. This nomination package will tell you all you need to know about the qualifications you need to be a director.

**2. BOARD MEETINGS ARE ALL DULL SNORE-INDUCING AFFAIRS.**

Wrong! While there is admittedly some official business that can get a little dry (at least we’re honest!), our board meetings are usually highly engaging, informative, and include a lot of laughs. In a nutshell, our Directors assist with planning and setting the direction for Fusion Credit Union. This could involve forming the vision, mission, objectives, and policies, as well as approving policies and budgets. These will be the main areas covered at the meetings, but what may surprise you is the fact that these subjects are actually pretty darn interesting.

**3. BEING ON A BOARD IS LIKE TAKING ON ANOTHER FULL-TIME JOB.**

Wrong again! As a member of the board there are eleven regular meetings held throughout the year, and you are required to attend a minimum of eight, however we encourage attendance of all meetings. Directors are also involved in Strategic Planning and are required to attend a maximum of two annual planning sessions per year. Additional meetings may be called as required. In addition, Directors also participate on various committees that meet as required; however, at a minimum one to two times per year (*and at times that are convenient for the committee members*). Directors are also invited to attend various staff functions throughout the year (they are fun, we promise!) in addition to the occasional credit union system conference or event that has been known to take place in far off destinations (Hawaii anyone?)

***\*Further information regarding time commitments is included in the Time Commitment section of this package\****

**4. BEING A MEMBER OF FUSION’S BOARD MEANS THAT YOU HAVE TO ALREADY KNOW A LOT ABOUT THE FINANCIAL INDUSTRY.**

Nope! All newly elected Directors are required to go through a formal training program that will teach them all they need to know about the credit union business and their particular role.

In conclusion, the purpose of the board is to deal with matters of overall strategy and policy, not the day-to-day operations of Fusion. You are the big picture people who focus solely on the best interests of the organization.

# Who We Are.

## OUR PURPOSE

At Fusion, we help our members live their best lives.

## BRAND PROMISE

We commit to ensuring our members and communities remain at the center of every policy, decision and action we undertake.

## MISSION

To support members with financial guidance, community investment and member-focused innovation.

## VISION

We have changed lives and built stronger communities.

## VALUES

Integrity Empathy Commitment Collaboration Accountability

## GUIDING PRINCIPLES

- ✓ Caring about our members; we know you and we're in your corner.
- ✓ Supporting members in achieving their best life.
- ✓ Continuous innovation to support targeted growth and a transformed experience. Inspired, empowered leaders and employee advocates.
- ✓ Trusted relationships, proactive advice and integrated team delivery.
- ✓ Consistent service and an outstanding experience through members' channels of choice. Holistic business and personal banking, wealth and insurance solutions for members.
- ✓ Community impact to help drive positive change.

## Fusion Credit Union Board of Directors.

The Fusion Board of Directors is responsible for governance of the credit union. It is the legal body vested with the responsibility for establishing policy and the direction of the credit union in accordance with Fusion's by-laws and the provincial Credit Unions and Caisses Populaires Act (the Act).

The Board of Directors oversees the management of Fusion Credit Union and acts to protect and enhance the assets of Fusion in the interest of the members and other stakeholders.

## BEING A DIRECTOR

Our Board is committed to strong, responsible and ethical governance. So, we must ensure that the Board has an effective and well-rounded mix of skills, experience and attributes.

There are mandatory requirements for all Directors, and we have defined the ideal skills, experience, and attributes that the credit union needs in Board members.

## AS A FUSION DIRECTOR:

- You represent Fusion Credit Union, connecting with members from a position of trust.
- You treat all information you are privy to as a Director with discretion, particularly financial information, which must be kept confidential.
- You guide management, you do not manage.
- You focus on the following governance:
  - *Fiduciary* – “Protect the assets of the business, ensure resources are deployed efficiently and effectively and for everyone, both the board and management, to always act in the best interests of the organization”.<sup>[1]</sup>
  - *Strategic* – “the board and management think together to discover strategic priorities and drivers;” “is open to challenge based on strategic data and the focus is the “ends” rather than the “means”.” <sup>[1]</sup>
  - *Generative*- forward-looking organizational leadership issues, for example, an amalgamation opportunity.

[1] [https://www.governancetoday.com/GT/Blogs/The\\_3\\_modes\\_of\\_governance\\_all\\_created\\_equal\\_but\\_one\\_more\\_equal\\_than\\_the\\_others.aspx](https://www.governancetoday.com/GT/Blogs/The_3_modes_of_governance_all_created_equal_but_one_more_equal_than_the_others.aspx)

## Requirements of the Role.

All Directors and candidates for the Board of Directors must meet the requirements for a Director as set out in Fusion Credit Union’s by-laws and The Credit Unions and Caisses Populaires Act.

To be a Director, a person must be 18 years of age or more, a resident of Canada, and a member of Fusion Credit Union for more than one year. **A person may not be a Director if he/she is:**

- a. A member with an undischarged bankruptcy.
- b. a Director or employee of another Credit Union.
- c. an employee of Fusion Credit Union, Credit Union Central of Manitoba or Deposit Guarantee Corporation of Manitoba.
- d. Fusion Credit Union’s auditor, or a professional employee or member of the auditor’s firm.
- e. Fusion Credit Union’s solicitor, or a professional employee or member of the solicitor’s firm.
- f. a civil servant whose official duties are concerned with the affairs of Credit Unions.
- g. a real estate appraiser used by Fusion Credit Union, or a professional employee or member of the appraiser’s firm.
- h. a member who is in arrears for more than 180 days under a debt obligation to Fusion Credit Union.
- i. a member who has a significant interest in a corporation or partnership that is in arrears for more than 180 days under a debt obligation to Fusion Credit Union.
- j. the spouse or dependent child of a member referred to in (h) and (i).
- k. Relative of a member of the Fusion Credit Union Executive Management Team.
- l. Immediate family member of another incumbent Fusion Credit Union Board of Director.
- m. Removed within the last six years from the office of Director of Fusion Credit Union as a result of failure to meet the qualification set out within the Fusion Credit Union By-laws.

### A Candidate:

- a. must not have been an employee of Fusion Credit Union at any time within the last three years.
- b. must sign a written undertaking, in the form approved by the Board, to act in the best interest of the Credit Union and in accordance with Fusion Credit Union's by-laws, the legislation governing the Credit Union and any approved policies of the Board, if elected as a Director.
- c. once elected, must comply fully with all Fusion Credit Union policies as adopted by the Board.
- d. must complete continual training and development as required.

## Ideal Competencies of an Effective Fusion Credit Union Director.

Following are the competencies we seek for the Fusion Credit Union Board. We don't expect every person to have expertise in each area, but we will be seeking directors whose competencies complement the skill set of the existing Board Members, or fill gaps left by vacancies. As part of the recruitment process, we will ask candidates to assess their skills against the following competency areas:

### GOVERNANCE COMPETENCIES

- o director, large organization, 100+ employees
- o financial literacy
- o strategic thinking / planning from a governance perspective
- o CEO performance management
- o governance related to risk management experience
- o compliance focus
- o profile / reputation

### BEHAVIOURAL COMPETENCIES

- o team player / collaborative
- o ability and willingness to challenge and probe
- o common sense and good sound judgment
- o integrity and high ethical standards
- o mentoring abilities
- o interpersonal relations
- o listening skills
- o verbal communication skills
- o understanding of effective decision-making processes
- o willingness and ability to devote time and energy to the role

### INDUSTRY KNOWLEDGE / EXPERIENCE

- o industry experience
- o knowledge of sector
- o knowledge of broad public policy direction
- o understanding of government legislation / legislative process

## **TECHNICAL SKILLS / EXPERIENCE**

- accounting
- finance
- law
- marketing
- information technology
- public relations
- experience in developing and implementing risk management systems
- Human Resource Management
- CEO / senior management experience
- strategy development and implementation

## **Ideal Skills and Experience of an Effective Fusion Credit Union Board.**

To ensure a well-rounded and effective Board with the knowledge base to fulfil its governance responsibilities, a mix of the following skills and experience is desired:

### **INFORMATION TECHNOLOGY**

- ☐ Experience in the field of Information Technology, Data Analytics and/or Artificial Intelligence.

### **FINANCE**

- ☐ An accounting designation or equivalent experience such as a senior financial position.

### **HUMAN RESOURCES**

- ☐ Experience in the field of human resources, labor relations and/or employment equity.

### **MANAGEMENT AND LEADERSHIP**

- ☐ Senior leadership experience in the private, public or non-profit sector and demonstrated sound management acumen.

### **COMMUNITY INVOLVEMENT**

- ☐ Experience in and active involvement in community organizations and activities.

### **CO-OPERATIVES AND CREDIT UNIONS**

- ☐ Experience working and/or volunteering in the co-operative or Credit Union sectors.

### **COMMUNITY DEVELOPMENT AND SOCIAL INCLUSION**

- ☐ Experience in and active involvement in advancing community economic development, social inclusion and/or fostering inclusive communities and neighborhoods.

## IDEAL REPRESENTATION OF THE MEMBERS AND COMMUNITIES WE SERVE

- ❑ As a Credit Union, Fusion aims to have a Board that is representative of the members and communities we serve.

## Time Commitment.

A significant time commitment is required of Fusion Credit Union Directors. This recognizes Fusion's commitment to good governance and the individual director's dedication to Fusion. Preparation, attendance and active participation at regular Board and committee meetings, strategic planning sessions, and other special meetings are evidence of the involvement and commitment of Directors. Accountability to other Board members and to Fusion Credit Union members is taken very seriously and a record of attendance at Board and committee meetings is maintained. A Director's first term requires additional time for training and development. Other Directors, Senior Management and the Credit Union system all play a part in helping newly elected Directors learn and train for their new role.

### BOARD MEETINGS

The Board meets regularly on a monthly basis, which currently takes place on the 4<sup>th</sup> Thursday of every month. Currently, Board meeting times alternate between 1:30-4:00 p.m. or 5:00-7:30 p.m. All board meetings allow for an in person or virtual option. On occasion, the board is required to hold a special board meeting aside from the regular monthly meetings. Meetings typically last from two to three hours. Meeting materials are provided to board members the week prior to the meeting, and generally take one to two hours to review in advance of the meeting. Meeting preparation is expected of all board members to ensure productive meetings and quality governance.

### COMMITTEE MEETINGS

Board members are required to serve on a minimum of two committees. The following is list of the Fusion Board of Director Committees and requirements for members:

- **Audit & Risk Committee**
  - This committee meets four times per year (March, June, September, December).
- **Nominating & Governance Committee**
  - This committee is busiest from November to end of March, due to the Candidate Nomination process and holds approximately four to five meetings during this time.
  - The committee will meet two to three times between June and November.
- **Policy Committee**
  - This committee meets two times per year to review policies (spring and fall).
- **Human Resources Committee**
  - This committee meets ad hoc as required but a minimum of one to two times per year.

Committee meetings vary in duration, depending on the mandate of the committee. Meeting materials are provided to committee members the week prior to the meeting, and generally take one to two hours to review in advance of the meeting. Meeting preparation is expected of all committee members to ensure productive meetings and quality governance. All committee meetings are held virtually.



## PLANNING SESSIONS

The Board and Executive Management attend a maximum of two annual planning sessions that are one to two days in length and require several hours of preparation time. Attendance at the planning session is very important as this is where the vision is solidified and the strategic direction for the Credit Union is set. Virtual accommodation may be entertained, however in-person attendance is strongly recommended. Discussions on strategic issues and topics may also be held throughout the year, either at regular or special Board meetings.

## TRAINING

Following the election to the Fusion Credit Union Board, new Directors will be provided Director orientation and a director onboarding handbook. The orientation program includes topics such as Director roles and responsibilities, board policies and processes, Director liability, and democratic and business structures.

New Directors are also required to review assigned policies in Fusion's learning platform (TLC) and acknowledge that they have been read. The timeline to complete the policy reviews is one to two months depending on the nature of the policy. Thirty-minute meetings are set up with both the Manager of Talent, Learning & Development, and the representative for the board portal software to help new Directors orientate onto the required platforms.

New Directors are expected to successfully complete the Credit Union Director's Achievement (CUDA) within three years (the length of their first term).

CUDA Level A must be completed online within the first six months as an elected board member. CUDA A consists of:

- Six online modules that are each one hour in duration
- Two courses, each comprised of 30-60 minutes of pre-work and one hour of online sessions

CUDA Level B must be completed within the first eighteen months as an elected board member. CUDA B consists of:

- Four courses total, each comprised of pre-work (between one to two hours), and one to two hours of online sessions

CUDA Level C online program must be complete by the end of their first term as Director (three years). CUDA C consists of:

- Three courses total, each comprised of pre-work (between one to two hours), and one to two hours of online sessions

All Directors are expected to actively participate in the training and development provided to the Board as a whole, committee(s) they belong to, and individual Directors as required. In addition, some eligible training and development opportunities include courses, seminars, learning sessions and conferences that are held in the evenings and on weekends and require preparation time. This includes items such as:

- Manitoba CU System meetings
- Director's Forum
- CCUA National Conference

The Executive Assistant also shares various training opportunities with all Directors and enrolls them if they would like to attend. Please note that Board members are paid for training they attend as part of their remuneration.

The Board will not normally endorse Directors for re-election who do not complete all three levels of CUA training and other recommended training within their first full term in office.

## Being a Fusion Credit Union Board of Director.

### **MEMBERSHIP ENGAGEMENT**

Directors are expected to attend the Annual General Meeting held in April and any Special Membership Meetings that may be required to address an issue or topic requiring member approval.

### **CREDIT UNION AND CO-OPERATIVE EVENTS**

During the year, Fusion Credit Union Directors have opportunities to attend a variety of events hosted by the provincial and national credit union system, other credit unions and the broader co-operative sector. Events include annual meetings, conferences and award ceremonies.

### **PUBLICITY OPPORTUNITIES**

As ambassadors of Fusion Credit Union, Board members may be invited to attend public and member events throughout the year. Events may include member appreciation activities at Fusion branches, grand openings, events sponsored by Fusion, award ceremonies, and fundraising events.

### **COMPENSATION**

Within established policies, Directors receive a monthly retainer, as well as a per diem for each eligible meeting attended, and are reimbursed for expenses incurred while on Credit Union business.

### **LIABILITY**

Under the legislation governing Credit Unions, Directors can be held liable for their actions. In the normal course of business, this liability should not affect Directors. However, misconduct as a Director can be damaging not only to Fusion Credit Union but also to the individual Director. Fusion Credit Union does have Directors' and Officers' Liability Insurance in place.

## Annual Reports.

December 31, 2022, marked the end of our fifth fiscal year as Fusion Credit Union and our Annual Report will be due within six months of that date.

The Annual Reports for the last five years are available on our website, for your reference.

The Credit Union's annual report provides reports from the board and management as well as financial statements for the most recently completed fiscal year.

## History.

Fusion Credit Union has grown and evolved out of a desire to meet the financial needs of our communities. We've had many milestones in our brief history.

Today, we come forth as one strong, united team with the ability, skills and capacity to help our neighbors make the most of their financial situation, whatever it may be at the time.

September 20, 2017 – Proposal to amalgamate between Vanguard and Catalyst Credit Unions

November 21, 2017 – Amalgamation agreed

April 1, 2018 – Amalgamation official

August 15, 2018 – Fusion Credit Union name ratification vote

December 19, 2018 – Fusion Credit Union Brand launch.

April 25, 2019 – First AGM as Fusion Credit Union.

## Community.

Fusion Credit Union is owned by its members, governed by a board of directors elected from the membership, and operated by a staff of professionals who have chosen our communities to call home.

We think it's only natural that Fusion Credit Union is one of the most active supporters of community groups and events, from major sponsorships like Credit Union Place and Countryfest to grassroots efforts like bake sales and school groups.

In 2022, Fusion Credit Union returned over \$441,000 to our communities in sponsorships, donations, and bursaries and over \$1.58 million to our member/owners in patronage allocations, including preferred shares and dividends. Employees also spent close to 6000 hours of their own time volunteering in our communities last year!

## Our Democratic Structure.

Fusion is based on the following three democratic principles:

### **1. OPEN AND VOLUNTARY MEMBERSHIP**

People volunteer to become members and membership is open to all who can make use of its services and are willing to accept the corresponding responsibilities.

### **2. DEMOCRATIC CONTROL**

Fusion members enjoy equal rights to vote (one member, one vote) and participate in decisions affecting the credit union, without regard to the amount of savings or deposits or the volume of business.

Voting in credit union support organizations or associations may be proportional or representational, in keeping with democratic principles.

Fusion Credit Union is an autonomous cooperative enterprise served and controlled by its members, within the framework of law and regulation.

### **3. NON-DISCRIMINATION**

At Fusion, we are proudly non-discriminatory on all grounds, including but not limited to race, orientation, nationality, sex, religion and politics.

## **Service to our Members.**

### **DISTRIBUTION OF SURPLUS TO MEMBERS**

We encourage thrift through savings and provide loans and other services at a fair rate of interest paid on savings and deposits, within the capability of Fusion Credit Union.

The surplus arising out of the operations of the credit union after covering the cost of finance, operating costs, provisions for loan losses and ensuring appropriate capital reserve levels, belongs to and benefits all members with no member or group of members benefiting to the detriment of others. This surplus may be distributed among members in proportion to their transactions with the credit union, as dividends on shares or directed to improved or additional services required by the members.

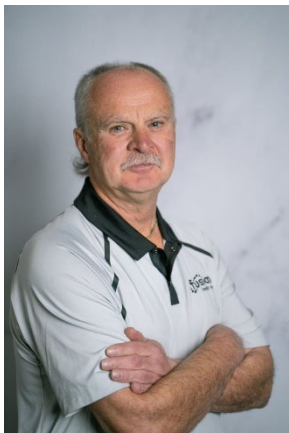
### **BUILDING FINANCIAL STABILITY**

It is our ongoing prime concern to build Fusion's financial strength, including adequate reserves and internal controls so we can ensure our continued service to Fusion members.

### **SERVICE TO MEMBERS**

Our services are designed to improve the economic and social well-being of all Fusion members.

## **Our Board of Directors.**



Richard Dereniwski – Chair  
(Fusion Northwest)



Paul Orsak- 1<sup>st</sup> Vice Chair  
(Fusion Southwest)



Guy Huberdeau – 2<sup>nd</sup> Vice Chair  
(Fusion Southeast)



Garry Smart – Director  
(Fusion At Large)



Albert Paziuk – Director  
(Fusion Northeast)



Carole Shankaruk – Director  
(Fusion At Large)



Logan Pizzey- Director  
(Fusion At Large)

## Nomination and Endorsement Process.

**In 2022, there is one seat available within each of the following districts: Fusion Southeast (*Brandon, Kenton, Oak Lake, Oak River, Hamiota*), one for Fusion Southwest (*Binscarth, Birtle, St. Lazare, Miniota*), and one for Fusion Northwest (*Dauphin, Ethelbert, Gilbert Plains, Winnipegosis, Rorketon*), all three-year terms.**

The Nominating Committee of the Board is made up of a number of Directors whose term does not expire this year. The Nominating Committee assists the Board in identifying qualified candidates for election to the Board and oversees an orderly, open, transparent and democratic Board election process.

## **GAP ANALYSIS**

Each year, the Nominating Committee reviews the composition of the current Board against the ideal skills, experiences and attributes to identify gaps. With the approval of the Board, the committee then proactively recruits potential candidates to fill these gaps.

## **PROACTIVE RECRUITMENT**

To increase diversity on the board, the Nominating Committee may proactively recruit strong potential candidates when a gap is identified.

## **ENDORSEMENT**

The following endorsement process will serve as a guide to identifying strong candidates to fill gaps on the Board:

The Nominating Committee will review and verify each nomination received to ensure that the candidate meets the mandatory requirements and that background checks are conducted. All eligible candidates are then assessed against the identified gaps. The Nominating Committee will interview all eligible candidates using the same prepared questions. As part of the interview process, the duties and time requirements of a Director and Fusion Credit Union's by-laws and relevant legislation will be reviewed with candidates. They will also be advised of the election process and candidate guidelines for the election period. The Nominating Committee will submit the list of all candidates who meet the mandatory eligibility requirements as set out in the Act and Fusion Credit Union's by-laws to the Board. This includes:

- Every candidate nominated in writing by a member in good standing of Fusion Credit Union and received prior to the nomination deadline. A member in good standing who meets all the eligibility requirements can nominate himself or herself.
  - Any incumbent Director who is up for re-election.
  - Any Director appointed by the Board to fill a vacancy where member ratification is required.
  - The candidates recommended by the Nominating Committee for endorsement by the board.
- The Board will approve the list of eligible candidates and will endorse a list of strong candidates.

The Nominating Committee will advise all eligible nominees that their names have been placed into candidacy and whether they have, or have not, been endorsed by the Board of Directors. At this time, all potential candidates are given the opportunity to confirm or withdraw (in writing) their candidacy.

## **Procedure Schedule**

- Nominations due February 15, 2023, 12:00 am
- Review of Candidates by February 18, 2023
- Interviews to be complete by March 3, 2023
- Election Dates March 27-April 7, 2023
- Announcement made at April 2023 AGM

## **Voting Process**

Voting will be held in advance of the AGM through electronic and in branch secret ballot during the weeks of March 27-April 7, 2023.

## Annual General Meeting

If you are elected to serve as a Director your term begins immediately following the close of the AGM in April.

## Application Submission.

Applications for Board of Director can be found on our Fusion Credit Union website at the following link: [Board of Director Nominations](#). **Following the submission of your application, you will be required to provide a complete resume that outlines your education, work experience, and relevant experience to working on a board or committee. You will also be required to submit a biography, which is your opportunity to tell members about yourself, your education, profession and recent work history, your relevant board and committee experience, why you would like to serve on the Fusion Credit Union Board, and what skills and experience you bring to the Fusion Credit Union Director role.** Prepare to be introduced and provide a short biography to the Fusion Credit Union membership at the AGM.

If you are unable to access the nomination form or have any questions about the nomination process or role of Director, please contact:

Katrina Sigurdson,

Executive Assistant

Phone: 204-571-3923 or Email: [katrina.sigurdson@fusioncu.com](mailto:katrina.sigurdson@fusioncu.com)

***\*Please note- Your application for the Board of Fusion Credit Union is complete when all of the above noted documents are submitted to, and received by, Fusion Credit Union. To be eligible, all completed nominations must be received no later than midnight on February 15, 2023.***