



THE ENERGY CREDIT UNION

The Energy Credit Union Board of Directors
2018 Application for Nomination Kit

The Energy Credit Union

Board of Directors

2018 Application for Nomination

2018 ELECTIONS for Board of Directors

Dear Prospective Board Candidate:

At The Energy Credit Union Limited we value the loyalty and commitment of our Members who choose to participate in our nomination and election process as a Board Candidate. We thank you for your interest in seeking nomination for our Board of Directors. Inside this package you will obtain information that will clarify the qualification criteria for Candidates and expectations of Board Members in their role of governing the Credit Union as well as everything that you need to complete the nomination process.

The Energy Credit Union supports the Accessibility for Ontarians with Disabilities Act, 2005 (AODA). As such, should you require an alternate format for application to the Board of Directors please advise us by either telephone at 416-238-5606, email mail@theenergycu.com, in person or in writing addressed to The Nominating Committee c/o The Energy Credit Union Limited, 500 Commissioners Street, Toronto, Ontario M4N 3N7

To assist those Members who are interested in considering candidacy, the Board appoints a Nominating Committee each year. The Committee's primary role is to ensure, through a fair, open and transparent process, that Members are fully informed of the nomination and the election process. Presenting members with a slate of nominees who all have appropriate skills and competencies helps ensure governance and oversight that is in the best interests of The Energy Credit Union, its member shareholders and its other stakeholders. Submissions will be subject to an examination by the Nominating Committee and approval by The Energy Credit Union Board.

All candidates should ensure that they will be able to dedicate sufficient time and attention to The Energy Credit Union. In addition to having the appropriate skills, expertise and competencies, the ideal candidate will be one who understands and supports co-operative values and beliefs, has high ethical and moral standards, has achieved prominence in his/her vocation or professional activities, has the ability to perform in a collaborative environment and is able to voice individual opinions and logical reasoning to support well-tested board decisions.

An ideal candidate is one who has demonstrated superior proficiency/expertise in one or more of the key competencies listed below. Superior proficiency/expertise is defined as:

- Advanced to expert-level understanding of the competency with relevant post-secondary education and/or a professional designation;
- Extensive practical experience as a specialist in the area;
- Up-to-date knowledge of trends and best practices within the specified field with the ability to meaningfully engage with sound contributions and practical questions;
- Ability to interpret/analyze data presented by management, lead or contribute significantly to Board discussion and development of strategy in this area.

This year the Nominating Committee has been tasked with recommending candidates who not only are the best qualified and meet the required criteria but who also possess specific skills and experience in the following areas:

Key Competencies

1. Corporate Governance-Experience in developing and managing corporate governance systems, including regulatory reporting for a financial institution. Exercise authority, direction and control to ensure that The Credit Union's strategic purpose is achieved. Understand the necessity to safeguard the mission of the organization, establish a values framework, ensure sound management and risk practices are in place, hold those under oversight to account and ensure accountability to the broader interest of the members of The Credit Union.

2. Robust Financial Acumen-Specific experience and expertise, at a level expected for provincially regulated financial institutions, in relation to one or more of the following:

- Audit- working experience to enhance confidence in the integrity of the organization's processes and procedures relating to internal control and corporate reporting including financial reporting. Ability to provide 'independent' reassurance to the Board through robust oversight and monitoring skill-set. Ensure transparency and accuracy of financial reporting and disclosures, effectiveness of external and internal audit functions, robustness of the systems of internal audit and internal controls, effectiveness of anti-fraud, ethics and compliance systems, review of the functioning of the whistleblower mechanism and play a significant role in the oversight of The Credit Union's risk management policies and programs.
- Treasury-Experience with oversight of capital, liquidity, and other financial adequacy requirements specifically for Financial Institutions;
- Financial Expertise-Experience with derivatives, securitization, and other financial instruments;

3. Marketing and Communications-Extensive experience in marketing of which there are multiple facets along with the specific elements of the marketing function that deal directly with communication in the form of effective public speaking and relationship building with members and potential clients.

4. Robust Information Technology (IT) Acumen -Specific experience and/or extensive knowledge at a level expected for a credit union with an employee compliment and asset size currently in existence at The Credit Union.

In addition, candidates will be expected to have robust business administration skillsets and leadership ability.

For 2018, The Energy Credit Union seeks candidates in the following employer/professional groups:

- **T.T.C. CUPE Local 2 or T.T.C Management**
- **Hydro One**
- **Education Sector**
- **Member experienced with Joint Health and Safety**

The Nominating Committee is required to interview all applicants and to evaluate the experience, expertise and qualifications of candidates in relation to the specific Director selection criteria established by the Board 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.

Recommendation from the Nominating Committee will be based on the information received from the candidates via assessment interviews, written materials and the gap analysis of the Board's skills, knowledge and experience. The recommendations from the Committee will be in accordance with the following categories: "Recommended", or "Not Recommended". The Committee will also indicate which candidates possess a skill or expertise that is a priority, based on the gap analysis of Board skills and expertise. Note: No director who has served as a director of the Credit Union for ten (10) consecutive three-year terms shall be recommended for re-election to the board pursuant to the Credit Union's Director Qualification by-laws.

Relevant professional designations and/or Director's designation or enrollment or completion of the CUDA program (Credit Union's Directors Achievement) would be a definite asset along with Information Technology (IT) acumen. Further details on the process undertaken by the Nominating Committee are outlined within this application package.

If you decide to proceed with submitting an application for nomination as a Candidate, please complete and submit this application package along with all the required documents, as outlined in the Candidate's Guide section. If you have any questions about the enclosed information, you may contact any one of our nominating committee members:

Joseph Bonello

email: mail@theenergycu.com

Tommaso (Tom) Maccarone

email: mail@theenergycu.com

Lina Gurdonyi

email: mail@theenergycu.com

Please note that applications must be received no later than **February 28th, 2018** to allow for sufficient time for the successful completion of the nomination process. For 2018, applications will not be accepted until **February 2nd, 2018**.

Yours truly,

Joseph Bonello
Nominating Committee Chair

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The Energy Credit Union Limited Election Process

2018 Nomination Overview

The Energy Credit Union Board, as established in the By-Laws, consists of 8 directors and in 2018, three (3) vacancies need to be filled.

As defined in The Energy Credit Union By-Laws, and the Board's Governance policies, the Nominating Committee of the Board plays an integral role in the process of reviewing nominated Candidates who meet the eligibility requirements.

Upon completion of the Candidate interviews and based on the information contained both in the Candidate's application and the results of the interview, the Nominating Committee will make a determination as to the best qualified Candidates to fill the vacant positions. The Committee will then place their recommendation behind those identified Candidates in number equal to the number of vacancies.

The Nominating Committee will advise each Candidate whether they are receiving the Committee's recommendation. During the AGM, the Nominating Committee will indicate to Credit Union members the names of those Candidates who have received its recommendation.

A candidate who is not recommended for election by the Nominating Committee is provided with the opportunity to withdraw his/her candidacy or to pursue the process and run for election. The ultimate decision about whether to run for election rests with the individual. The ultimate determination of who will be elected as a director rests with the members.

The Energy Credit Union elections will be conducted in person during The Credit Union's Annual General Meeting (AGM). There will not be nominations from the floor. Voting for Directors will take place at the Annual General Meeting. The results of the election will be announced at the **Annual General Meeting, on Friday April 6th, 2018.**

Candidate's Guide

2018 Director Eligibility Information Overview

1. Individuals wishing to be Candidates for The Energy Credit Union Board of Directors must be at least 18 years of age, have been a Member of The Energy Credit Union Limited for a minimum of three (3) months as at the last day of the Nomination period, and hold the minimum membership share requirement in accordance with the Credit Union's By-Laws as such:

a) Effective April 4, 2015, no person shall become a member of the Credit Union until that person has fully paid for a total of at least ten (10) five-dollar (\$5) Membership Shares and any Member failing to maintain ownership of at least this minimum number of shares shall thereupon become disentitled to exercise any of the rights of membership and shall be subject to expulsion in accordance with procedures set out in this By-law and the Act.

b) Effective April 4, 2016, no person shall become a member of the Credit Union until that person has fully paid for a total of at twenty (20) five-dollar (\$5) Membership Shares and any Member failing to maintain ownership of at least this minimum number of shares shall thereupon become disentitled to exercise any of the rights of membership and shall be subject to expulsion in accordance with procedures set out in the By-law and the Act.

2. Additional eligibility requirements are outlined on Schedule A of this Application.
3. If after reviewing the above and the Background Information for Candidates – Schedule H, a Candidate wishes to make application, he or she must:
 - A. Without any assistance from employees of The Energy Credit Union, seek the signatures of 2 (two) Nominators who themselves meet the Nominator Eligibility Requirements outlined in Schedule C;
 - B. Complete this Application in its entirety; and
 - C. Submit it along with the documents detailed within this package.
4. Applications for Nomination must be marked Confidential and submitted to:
The Nominating Committee c/o The Energy Credit Union Limited, 500
Commissioners Street, Toronto, Ontario M4N 3N7

All applications must be received by the Nominating Committee between 8:30 a.m. February 2nd -3:00 p.m. February 28th, 2018.

Once the Nomination period closes:

- The Nominating Committee of the Board will validate the Candidate's eligibility and conduct Candidate interviews during the period February 26th – March 9th, 2018.
- Unless elected by acclamation, the election of Directors by Members will be conducted during The Credit Union's Annual General Meeting held on Friday April 6th, 2018.
- The successful Candidates will be announced at The Energy Credit Union's Annual General Meeting to be held on Friday April 6th, 2018.

Application for Nomination

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As Members of The Energy Credit Union Limited we nominate the following person for election to the Board of Directors.

Candidate Name	_____
Address	_____
City/Postal Code	_____
Phone	_____
Email/Other Contact Info.	_____

2 (Two) Nominators (One of which must be a member of The Energy Credit Union's Nominating Committee):

1. Legal Name: _____

Address: _____

email: _____ Phone: _____

Signature: _____

2. Legal Name: _____

Address: _____

email: _____ Phone: _____

Signature: _____

Candidate's Undertaking

2018 Application for Nomination

The undersigned hereby applies to be nominated as a Candidate for election to the Board of Directors of The Energy Credit Union Limited.

I do solemnly undertake to:

- a. stand for election, and, if elected, to serve as a Director;**
- b. observe the provisions of the Credit Unions and Caisses Populaires Act (the "Act"), as applicable, including the provisions of disqualified individuals as outlined in Section 92(1) of the Act.**
- c. comply with the Director's Code of Conduct and the Duties and Obligations of Directors including Conflict of Interest Guidelines adopted by the Board from time to time;**
- d. provide full, financial disclosure to the Credit Union, as required by the Board from time to time;**
- e. observe all the Credit Union's By-Laws, and the rules relating to the elections and the conduct thereof; and**
- f. resign from the Board in the event the Board has determined that as a Director, I have ceased to meet the eligibility requirements, as set out in the Credit Union's By-Laws or Section 91 of the Act or if I have met the test of any of the disqualifying criteria as set out in Section 92(1) of the Act, during my term of office**

I further understand that in order to be eligible for consideration for Nomination, this Application must be completed as required; submitted as referenced in the Notice of Nomination; and be accompanied by the following documents,

- 1. A written Statement of Interest, not exceeding 300 words, which:**
 - i. provides the Nominating Committee with enough information about the Candidate from a personal and professional perspective to help them understand the skills and expertise the Candidate would bring to the Board;*
 - ii. outlines the Candidate's reasons for seeking election to the Board of The Energy Credit Union Limited;*
 - iii. explains how the Candidate would best serve the Members and why Members should vote for this Candidate.*

This Statement may be published by The Energy Credit Union Limited as received, and may be used to inform the Membership about the Candidate in its election process;

Candidate's Undertaking (Continued)

2018 Application for Nomination

2. A resume which includes disclosures outlining the following:

Experience, expertise and qualifications of the Candidate; Candidate's involvement in community outreach activities; Candidate's past and present service as a Director of a Board; Any formal Director education/training accreditations; and Candidate's professional, community or other affiliations or Memberships;

3. A completed Applicant Expertise/Experience Assessment as found on Schedule E; and

4. A completed Schedule F (Declaration of Economic Interests by a Restricted Party and/or Related Party of The Energy Credit Union Limited);

5. Having signed this Application for Nomination the Candidate consents to The Energy Credit Union's Nominating Committee ('The Committee') to reviewing any of the Candidate's financial information on file at the Credit Union, and if further necessary, consents to The Energy Credit Union to conduct a credit check on his/her behalf for the purpose of determining eligibility of the proposed Candidate for election to the Board.

In addition, the Candidate must be available during a two-week period in March/February 2018, in order to undergo the evaluation process by the *Nominating Committee* as set out in the Credit Union's By-Laws. The *Nominating Committee* using the Optional Selection Criteria set out in Schedule D will be conducting candidate interviews presently scheduled as follows:

- **A mutually convenient time between February 26th -March 9th, 2018**

Candidates will be required to be available during this time period as determined by the *Nominating Committee*. Candidates are requested to indicate their first and second choice and time preferences out of the dates noted above. The *Nominating Committee* will reasonably try to accommodate the requested date.

Candidate's preferred dates:

1st Choice: _____

2nd Choice: _____

Candidate's Undertaking (Continued)

2018 Application for Nomination

Candidates should be aware that campaigning is not permitted by the Board.

DATED AT _____, ONTARIO, THIS _____ DAY OF _____ 2017 _____.

Candidate's Signature: _____

Schedule A

2018 Application for Nomination

DIRECTOR ELIGIBILITY REQUIREMENTS (as extracted from The Energy Credit Union By-Laws)

1. A member is eligible for election to the position of director if, and only if the candidate:
 - a) is a member of the Credit Union in full compliance with the minimum membership share requirements contained in The Energy Credit Union By-Laws (section 2.03)
 - b) is at least eighteen years of age;
 - c) is a Canadian citizen or a person lawfully admitted to Canada for permanent residency and ordinarily resident in Canada;
 - d) will have served as a director of The Energy Credit Union for not more than TEN (10) consecutive three-year terms;
 - e) is not disqualified under the Act;
 - f) has disclosed to the Board, in a timely fashion before the election in which the natural person is a candidate is held, everything he or she is required by the Act to disclose as a candidate for election as a director of a credit union; and
 - g) has duly completed and delivered to the Nominating Committee a written application for nomination in the form prescribed by the Nominating Committee from time to time, within the time period prescribed by the Nominating Committee.
 - h) is eligible to be elected or re-elected or appointed as a director of the Credit Union.

Schedule B

2018 Application for Nomination

INDIVIDUAL DIRECTOR DISQUALIFICATIONS (as extracted from the Act – Section 92)

Disqualified Individuals

92. (1) The following individuals are disqualified from being directors of a credit union:

1. One whose Membership in any credit union has been terminated, other than voluntarily.
2. One who a court has decided is of unsound mind.
3. One who has declared personal or business bankruptcy;
4. One who is unable to obtain a bond of an insurer licensed under the Insurance Act to write surety and fidelity insurance.
5. One who is more than 90 days in arrears in the payment of a debt owed to the credit union unless the credit union has agreed to extend the time for repayment.
6. One who is a listed person within the meaning of the United Nations Suppression of Terrorism Regulations under the United Nations Act (Canada).
7. One who has been convicted, in the five years preceding the date on which he or she may be elected as a director, of an offence described in subsection (3) and who has not received a pardon for the offence.
8. One whose Membership in a professional association has been terminated, in the five years preceding the date on which he or she may be elected as director, for professional misconduct.
9. An employee of the credit union or a league in which the credit union is a Member or his or her spouse, parent or child.
10. A professional advisor who provides services to the credit union in his or her professional capacity or who has provided such services in the three years preceding the date on which he or she may be elected as a director.
11. An employee of the Corporation (Deposit Insurance Corporation of Ontario).
12. A public servant employed under Part III of the Public Service of Ontario Act, 2006 whose employment duties include regulating credit unions.
13. One who has not met the training requirements or qualifications for directors established by the credit union.
14. One who has not met any reasonable condition or qualification set out in the By-laws of the credit union.

Schedule B (Continued)

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Exception

- (2) An individual is not an employee for the purposes of paragraph 9 of subsection (1) solely because he or she provides, without remuneration, services to the credit union or league that are ordinarily provided by an employee.

Type of offence

- (3) An offence referred to in paragraph 7 of subsection (1) is an offence that,
- a. is related to the qualifications, functions or duties of a director of a body corporate;
 - b. involves theft or fraud;
 - c. involves a contravention or failure to comply with this Act, a predecessor of this Act or an Act governing a subsidiary of the credit union; or
 - d. involves a contravention or failure to comply with the Securities Act.

Schedule C

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SELECTION CRITERIA (As extracted from The Energy Credit Union Board Policies) In the evaluation of proposed nominees for the purpose of making recommendations, the Nominating Committee uses the eligibility requirements set out in Schedule A in accordance with The Credit Union's By-laws and selection criteria established by the Board from time to time. The selection criteria to be used by the Nominating Committee are the following:

Mandatory Individual 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 auditor's reports;
12. Agree to fulfill the time commitment, including travel time and work load associated with being a Director of the Credit Union;

Schedule C (Continued)

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Additional Individual Director Criteria

It is desirable that Directors:

1. Have experience as a Director on a Board or Member of a Committee;
2. Have a demonstrated reputation of valuable community involvement outside of their activities at the Credit Union;
3. Have core knowledge of or experience in the cooperative system and an understanding of the cooperative principles;
4. Have experience or familiarity with accounting and reporting standards;
5. Have experience or familiarity with enterprise risk management (ERM);
6. Have experience or familiarity with strategic planning;
7. Have experience or familiarity with human resources;
8. Have experience or familiarity with lending;
9. Have experience or familiarity with technology;
10. Have extensive experience in a leadership role;
11. Have experience/expertise in the field of economics, finance, treasury or investment services.
12. Have experience/expertise in the field of corporate governance.

Schedule D

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BOARD OF DIRECTORS APPLICANT EXPERTISE/EXPERIENCE ASSESSMENT

The Energy Credit Union is committed to the principle of a high-quality Board of Directors and expects that each Director brings to the Board a certain level of knowledge and experience, demonstrates certain key attributes and adheres to certain principles. The following self-assessment will assist the Nominating Committee in determining the degree of expertise that you bring as a Candidate.

Please indicate your level of expertise/experience in the following table by indicating:

- E - Expert
- S - Strong
- G - Good
- B - Basic
- N/A - No relevant experience

To assist you in answering please refer to the following definitions:

Expert: You possess a degree/certificate/diploma in the skill area and/or have significant work experience in that field.

Strong: You have direct experience, or significant familiarity with the field as part of your employment or volunteer activities.

Good: You understand the fundamentals and concepts that are encountered in this skill area.

Basic: You have some knowledge of the competency

NA: You have no familiarity with the topic or area

Please Note: If you are elected to the Board, you will be expected to complete a more comprehensive self-assessment of specific competencies within 18 months of election (or less depending upon committee involvement). This assessment is used to help determine your training and self-development needs to fulfill the director training and qualifications requirements as established by The Credit Union.

Schedule D (Continued)

Competency/Area	Rating
1. Audit and Compliance - performance and regulatory standards; examination & auditing procedures	
2. Board & CEO Performance - setting and evaluating criteria and standards of performance of the Board, directors and the CEO, Corporate Governance	
3. Credit Union Operations - Cooperative business model; key components of operations (people, physical and technical infrastructure), operational risks	
4. Financial Literacy / expertise - Reading and interpreting financial statements and financial performance indicators	
5. Governance and Ethics - Board roles and responsibilities; structure; decision making powers; Board policies and process; Committees (mandates; structure; process)	
6. Leadership - Leadership traits; skills and effective professional and personal attributes	
7. Regulatory environment with respect to financial services & credit union sector - Governing legislation and guidance; regulatory bodies/organizations	
8. Risk Management Oversight; Enterprise Risk Management - Financial and operational risks; risk management and monitoring	
9. Strategic Planning - Strategic planning concepts; process; importance of clear strategic direction; monitoring of strategic plan implementation	
<i>Other (optional) competencies (added as per credit union's discretion and needs):</i>	
10. Information Technology - Hardware; software; networking; banking systems; databases; web-enabled services	
11. Partnering / Mergers and Acquisitions - Merger strategies; issues, benefits and challenges	
12. Executive Recruiting & Human Resource Management - Recruitment; hiring criteria and practices; performance evaluation	
13. Other competencies; areas of expertise	

Schedule E

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DECLARATION OF ECONOMIC INTERESTS BY A RESTRICTED PARTY AND/OR A RELATED PARTY OF THE ENERGY CREDIT UNION LIMITED

Name: _____

Position with The Energy Credit Union: _____

Definitions

Restricted Party (RP):

A person or entity is “restricted” in relation to The Energy Credit Union Limited if they are or have been within the last 12 months:

- A. a director or officer of The Energy Credit Union Limited;
- B. a spouse of a director or officer of The Energy Credit Union Limited;
- C. a relative of a person described in [A] or [B] above, if the relative lives in the home of the above and is financially dependent on the person described in [A] or [B];
- D. a corporation/partnership in which a person described in [A] beneficially owns, directly or indirectly, more than 10% of the voting shares; or
- E. a corporation/partnership controlled by a person described in {[A] [B] [C] or [D] above

Relative: Means a relative by blood, marriage or adoption.

Connected Persons (CP):

1. In relation to a Member, another person or entity is a “connected person”, if he or she or it is one of the following:
 - A. a corporation in which the Member holds or beneficially owns, directly or indirectly, at least 35 per cent of the voting securities,
 - B. an affiliate* of a corporation described in [A],
 - C. a person or entity that has a 50 per cent interest in a partnership in which the Member also has a 50 per cent interest,
 - D. a partnership in which the Member is a partner,
 - E. a trust or estate in which the Member has a substantial beneficial interest,
 - F. a trust or estate in respect of which the Member serves as a trustee or in a similar capacity,
 - G. a person or entity on whose financial resources the Member depends to repay a loan to the Energy Credit Union,

Schedule E (Continued)

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H. a person or entity who provides security to The Energy Credit Union for a loan to the party.

* “affiliate” means when one body corporate is affiliated with another body corporate if one of them is the subsidiary of the other or both are subsidiaries of the same body corporate or each of them is controlled by the same person.

2. In relation to a Member who is an individual, another individual is a connected person of the Member if that other individual is one of the following:
 - A. a spouse of the Member who is financially dependent on the Member,
 - B. a relative of the Member or of the Member’s spouse who lives in the same home as the Member and who is financially dependent on the Member or the Member’s spouse.

Conflict of Interest:

Applies when a Director or Officer is/has:

- A. a party to a material contract or proposed material contract with the Energy Credit Union;
- B. a director or officer of an entity that is a party to a material contract or proposed contract with The Energy Credit Union;
- C. a material interest in a person who is a party to a material contract or proposed material contract with The Energy Credit Union; or
- D. a spouse, parent or child of an individual who is a party to a material contract or proposed material contract with The Energy Credit Union.

Related Party (RLT.PTY):

A person or entity is related to The Energy Credit Union Limited in connection with the preparation of its financial statements if:

- A. the person or a close member of that person’s family has control or joint control over The Energy Credit Union Limited;
- B. the person or a close member of that person’s family has significant influence over The Energy Credit Union Limited;

Schedule E (Continued)

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- C. the person or a close member of that person's family is a member of the key management personnel of The Energy Credit Union Limited (Executive leadership team; Board of Directors and Officers of the Energy Credit Union Limited; or
- D. the entity (a corporation/partnership) is controlled or jointly controlled by a person identified in [A], [B], or [C].

Close members of the family of a person described in {A} [B] or [C] above are those family members who may be expected to influence, or be influenced by, that person in their dealings with The Energy Credit Union Limited and include:

- A. that person's children and spouse or domestic partner;
- B. children of that person's spouse or domestic partner; and
- C. dependents of that person or that person's spouse or domestic partner

Parents and siblings are by virtue expected to have influence or be influenced by the individual unless otherwise proven. Family members outside of the immediate family are normally not expected to influence or be influenced by the individual. Possible examples of where non-immediate family members would be considered under the definition of "close members of the family" include situations where they are dependents of the individual; live in the same household; have strong financial ties.

Control is the power to govern the financial and operating policies of The Energy Credit Union Limited to obtain benefits from its activities.

Joint control is the contractually agreed sharing of control over an economic activity.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of The Energy Credit Union Limited, directly or indirectly, including any director of The Energy Credit Union Limited.

Significant influence is the power to participate in the financial and operating policy decisions of an entity but is not control over those policies. Significant influence may be gained by share ownership, statute or agreement.

Schedule E (Continued)

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DECLARATIONS:

Name of Spouse [RP & RLT.PTY]:

1 Is Spouse financially dependent on me? [CP] Yes___ No___

2 Names of Children and other Relatives financially dependent on me or my spouse and

who live in my home [RP & CP]: Other “close family members” who are expected to influence or be influenced by me (whether or not they are financially dependent) [RLT.PTY]:

A. Names of children of self or spouse/domestic partner:

B. Names of dependents of self or spouse/domestic partner:

C. Names of other individuals who live in the same household as self:

D. Names of other individuals who have strong financial ties to self or spouse/domestic partner:

4. Names of corporations whether or not they are Members of The Energy Credit Union Limited in which I beneficially own, directly or indirectly, more than 10 per cent of the voting shares, and the affiliates [CP] of said corporations: (state percentage) [$>10=RP$; $>35=CP$]:

5. Names of Corporations, Partnerships or Unincorporated Associations whether or not they are Members of The Energy Credit Union Limited in which I beneficially own 50 per cent or greater of the voting shares and their subsidiaries: (state percentage [50% = joint control; $>50\%$ = control]) [RLT. PTY]

Schedule E (Continued)

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6. Names of corporations whether or not they are Members of The Energy Credit Union Limited in which I or any one of my spouse, children and other relatives named above own shares which carry more than 50 percent of the votes for the election of directors: [RP]

7. Names of Corporations, Partnerships or Unincorporated Associations whether or not they are Members of The Energy Credit Union Limited in which any one of my spouse or close family members (identified above) own shares which carry 50 percent or greater of the voting shares and their subsidiaries: (state percentage [50% = joint control; >50 = control]) [RLT. PTY]

8. Names of corporations or unincorporated associations whether or not they are Members of The Energy Credit Union Limited for which I serve as a Director or Officer [CONFLICT]:

9. Names of partnerships whether or not they are Members of The Energy Credit Union Limited in which I am a partner: (state percentage interest and percentage interest of other partners) [CP]:

10. Names of trusts or estates which are Members of The Energy Credit Union Limited and in which I have a substantial beneficial interest [CP]; [RLT PTY]:

11. Names of trusts which are Members of The Energy Credit Union Limited and for which I act as trustee (including accounts on which I act as attorney for property) [CP]:

12. Names of non-relative Members for whom I have provided financial assistance, including a guarantee or co-signature for loans from the credit union [CP]:

Schedule E (Continued)

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Acknowledgment:

I hereby:

- acknowledge that this declaration is given for the purposes of assisting The Energy Credit Union Limited in complying with statutory and regulatory requirements relating to transactions with Restricted Parties [RP]; Connected Persons [CP], Conflicts of Interest [CONFLICT] and Related Parties (RLT PTY).
- understand that the questions will not necessarily elicit answers that will disclose all of my relatives who may be “restricted parties” under s. 75 of the General Regulation under the Credit Unions and Caisses Populaires Act, nor all of my relatives who may be related parties under IFRS – IAS 24 – Related parties; and undertake to disclose to the Board my connection to any relative who has a material contract or loan with The Credit Union as soon as I become aware of it.

I warrant that the information provided herein is complete and accurate in all material respects as of the date it is given, and

- I undertake to bring to the attention of The Energy Credit Union Limited any subsequent information which would necessitate the completion of a new Declaration.

Any declaration I have made above to the effect that I am a director or officer of a corporation/partnership/unincorporated association, or have a material interest in a person, shall be regarded as a general notice to the Board of Directors that I am interested in any contract made with that entity or person by The Energy Credit Union Limited.

DATED AT _____, ONTARIO, THIS _____ DAY OF _____, _____

----- Signature of Party

Schedule F

2018 Application for Nomination

REQUIREMENTS TO DISCLOSE

The Credit Unions and Caisses Populaires Act also requires Board candidates to disclose if they are a party to a material contract or proposed material contract with the credit union. You must include the disclosure in your submission if you:

- **Are a party to a material contract or proposed material contract with the credit union;**
- **Are a director or an officer of an entity that is a party to a material contract or proposed material contract with the credit union;**
- **Have a material interest in a person who is a party to a material contract or proposed material contract with the credit union; or**
- **Are a spouse, parent or child of an individual who is a party to a material contract or proposed material contract with the credit union.**

Please provide details here if any of the above applies.

DATED AT _____ ONTARIO, THIS ____ DAY OF _____, _____.

Signature

Name

Witness Signature

Name

Schedule G

2018 Application for Nomination

BACKGROUND INFORMATION FOR CANDIDATES

In 1939, a group from Local One of the Canadian Union of Public Employees determined that the dignity of the worker was undermined by the banks, which at that time would not lend money to a worker without a letter of recommendation from the employer. As such The Toronto Electrical Utilities Credit Union Limited was formed and became incorporated on March 18, 1941. On December 3rd, 2010 the Credit Union received official news that its application for a new corporate name change to **The Energy Credit Union Limited** was approved. The Board felt that the new name would encompass all groups that currently make up the membership of the Credit Union. The Credit Union was founded on democratic principles, to provide savings and loan facilities for the members and their immediate families, and includes employees from all areas of our bond, management as well as union as well as the loyal members who retain their connection in retirement. The Credit Union continues to prosper and grow, and now boasts a membership of over 4,400 with assets of approximately \$65 million with an additional \$35 million of off-balance sheet assets under administration.

The Energy Credit Union serves active and retired employees of Toronto Hydro Corporation, Signals, Electrical, Communications (SEC) of the Toronto Transit Commission, Gerda, Southlake Regional Health Centre, Canadian Transportation Employees as well as individuals employed by any municipality as defined in the Municipal Act, 2001, individuals employed in any health care facility operating in the Province of Ontario and related persons or affiliated entities of the aforementioned.

Each member must hold the minimum membership share requirement in accordance with the Credit Union's By-Laws as such:

a) Effective April 4, 2015, no person shall become a member of the Credit Union until that person has fully paid for a total of at least ten (10) five-dollar (\$5) Membership Shares and any Member failing to maintain ownership of at least this minimum number of shares shall thereupon become disentitled to exercise any of the rights of membership and shall be subject to expulsion in accordance with procedures set out in this By-law and the Act.

b) Effective April 4, 2016, no person shall become a member of the Credit Union until that person has fully paid for a total of at twenty (20) five-dollar (\$5) Membership Shares and any Member failing to maintain ownership of at least this minimum number of shares shall thereupon become disentitled to exercise any of the rights of membership and shall be subject to expulsion in accordance with procedures set out in the By-law and the Act.

This entitles each member to one vote at membership meetings held at least annually, and a vote in the selection of the Board of Directors. Any member of the Credit Union may also hold, additional membership Shares, provided that the total number of membership Shares does not exceed two hundred and five (205) such shares for an additional share total of \$1,000.00.

The surplus arising out of the operations of the Credit Union after ensuring appropriate reserve levels and after payment of any dividends 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, put towards additional free products or services, distributed to the Credit Union's financial reserve to increase our financial stability or given back to the member in the form of loan interest rebates and bonus interest.

Schedule G (Continued)

2018 Application for Nomination

Credit Union Philosophy and Structure:

Credit unions are based on a philosophy of co-operation, equality, equity and mutual self-help. A credit union is a co-operative organization, which means each member has an equal vote in electing directors to the Board. This democratic structure ensures that the business is run for the benefit of the member-owners and not for the profit of outside investors.

In addition:

Membership in a credit union is voluntary and open to all within the accepted common bond of association that can make use of its services and are willing to accept the responsibilities of membership.

Credit union members can enjoy one vote (one member, one vote) and participate in decisions affecting the credit union, without regard to the amount of their savings or deposits at the credit union.

Credit unions are non-discriminatory in relation to race, nationality, gender, sexual orientation, religion or politics.

Preamble:

The Energy Credit Union Directors are expected to attend all scheduled Board and Committee meetings as well as the Annual General Meeting and are to be active participants therein. They are also encouraged to attend other Energy Credit Union related organizational and community related activities, as well as for Directors new to the credit union system, be willing to attend credit union system conferences. Directors are also required to participate in Director education and training requirements as outlined.

The information found below identifies and briefly describes The Energy Credit Union Committees, Director education requirements and a summary of meetings and estimated commitment of time which one might expect when they become a Director of The Energy Credit Union. We trust that the information below will assist you in clarifying your obligations should you become a Director. However, if you have any questions regarding the information, or wish to learn more about The Energy Credit Union's Governance structure/practices, please contact any one of the members of our Nominating Committee.

Schedule G (Continued)

2018 Application for Nomination

Board Structure and Process:

The Board currently has 7 standing committees in addition to the Board of Directors: An Audit Committee, a Governance Committee, a Strategic Opportunities Committee (SOC), a Nominating Committee, Staff Engagement Committee, a Grant Committee and a Health and Safety Committee.

The Board of Directors consists of 8 Directors, each elected by the Membership for a term of 3 years, subject to a term-limit of not more than ten (10) consecutive three-year terms in office. Some terms may be less than the standard three-year terms due to Board resignations that may occur from time to time within that Board member's 3-year term. The Board is responsible for establishing corporate objectives, policies and performance standards and measuring their achievement and hiring and delegating authority to the CEO.

The Board established standing Committees are assigned responsibilities to assist the Board to carry out its mandate. The current Committees and their mandates are as follows:

1. **Audit Committee:** The Audit Committee provides the Board with reports on matters related to accounting and financial reporting practices, risk management, and internal and external control procedures. The Audit Committee is charged with a number of statutory responsibilities, as required under the Credit Union Act. It also reviews and recommends the annual financial statements to the Board. It is responsible to ensure effective management of operational risk as well as ensure that capital, liquidity management and internal control systems are at acceptable levels.
2. **Governance Committee:** The Governance Committee has the responsibility to ensure effective corporate governance, including its structure, and the establishment of Committee mandates so that the Board's responsibility to the Membership is fulfilled. It is responsible to assess the performance of the Board and its Committees.
3. **Strategic Opportunities Committee (SOC):** The Strategic Opportunities Committee will be responsible for providing guidance on overall strategic direction for special projects such as mergers/acquisitions and will identify opportunities and coordinate efforts where necessary to meet the overall goals and objectives of the Credit Union's business plan.
4. **Nominating Committee:** The Nominating Committee is responsible to oversee the director Nomination, Evaluation, Selection and Election processes for Board Candidates, as well as the oversight of activities associated with the Annual General Meeting of Members, including the development of the Annual Report.

Schedule G (Continued)

2018 Application for Nomination

5. Staff Engagement Committee: The Staff Engagement Committee will be responsible for facilitating a harmonious relationship between staff, management and board and offer additional communication opportunities for risk management purposes such as conflict of interest issues or ‘whistle-blower’ allegations.

6. Grant Committee: The Grant Committee will be responsible for reviewing all applications received from members for the various grants and sponsorships that the Credit Union may offer to the members. The Grant Committee is also responsible for awarding the chosen recipient with the Grant in accordance with the annual business plan.

7. Joint Health and Safety Committee: The Health and Safety Committee is responsible to ensure compliance with the Ontario Health and Safety (OHS) legislation and to ensure general health as safety standards are maintained.

Time Commitment

Below is an estimate of the time necessary to fulfill your role as Director at The Energy Credit Union. Each Director is expected to prepare for and attend Board meetings and sit on at least one of the Board Committees. In addition, Board members are expected to attend the Credit Union’s annual general meeting (AGM) and annual strategic planning meetings (Oct-Nov)

Item	Estimated Time Requirement
Board Meeting	There are approximately 12 Board meetings per year. Board meetings normally take place 4:30 p.m. on every third Wednesday of every month. There are times when the dates may be altered to accommodate special requests from auditors, regulators or other extenuating factors. Duration of Board meetings is normally 3 hours. Some exceptions apply.
Reading of Board Package	15-25 hours per meeting
Committee	1-2 meetings per quarter per Committee-from 1 to 3 hours per meeting
Electronic Meetings	Digital Meetings: Number varies from 10-15 per month It is essential that Directors monitor their digital correspondence daily

Schedule G (Continued)

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Training and Development Directors are expected to attend education/training sessions be actively involved in their respective communities and participate in Credit Union related activities. Training is on-going through-out the year.

Board Planning Sessions Spring/Fall-One Full Day starting approx. 8 a.m. and completing approx. 5 p.m. the same day. Additional planning meetings are scheduled throughout the year which last approx. 3-5 hours each. On occasion the Board opts for a weekend planning meeting approx 8 a.m. through 5 p.m., begins 8 a.m. the following day and concludes approx. noon on the same day.

While travel time to and from meetings will vary with each Director, it is another factor to be considered. Attendance at all Board and Committee meetings is tracked and reported to the Board. While occasional conference calls are held to deal with special issues between regularly scheduled meetings, for the most part Directors are expected to attend meetings in person. Under exceptional circumstances the majority of the Board may allow participation in a meeting via telephone and/or digital conference.

Remuneration

Directors are volunteers and in recognition of the time, significance of the accountabilities and responsibilities associated with governing the Credit Union, will receive a per diem for each meeting attended. In addition, reasonable Credit Union related expenses are reimbursed as per Board policy. All Board members are expected to have their own personal computer/laptop in order to access Board packages electronically.

Education

The Energy Credit Union considers training and development programs for our Directors extremely important to assist them in understanding the roles and responsibilities of being a Director of a Credit Union. In 2012 the Credit Union's regulator, Deposit Insurance Corporation of Ontario (DICO) set out minimum expectations for individual Director Competencies which will require various programs be completed within certain time frames.

Each Director must achieve a strong level for each of the following nine core competencies within 18 months of election:

Schedule G (Continued)

2018 Application for Nomination

1. Audit and Compliance Oversight
2. Board and CEO Performance
3. Credit Union Operation
4. Financial Literacy
5. Governance and Ethics
6. Leadership
7. Regulatory Environment
8. Risk Management Oversight
9. Strategic Planning

DICO considers that a competency can be acquired through education, working experience, experience on Boards and/or training. Faster requirements apply to the members of the Audit Committee and for the Chair of the Audit Committee and the Chair of the Board. Each Director is expected to self-assess annually on the level attained for each competency and agree to a development plan as required.

The Energy Credit Union has a policy for Director Training and Qualifications which endorses DICO's requirements and encourages Director Development.

We trust that the foregoing addresses any questions that you may have regarding the expectations for candidacy to the Board of The Energy Credit Union.

For more information, contact any one of the members of the Nominating Committee.