

Board of Directors

Candidate Nomination Package 2010

Nomination Period

Opens: Monday, July 5, 2010 at 9:30 a.m. EST.

Closes: Monday, August 23, 2010 at 5:00 p.m. EST.

Questions?

Please Contact:

Chair of Elections or Cindy Robertson, Executive Assistant at 1-800-616-8878, Ext 223
Or Email chair-elections@firstontariocu.com

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Notice of Nomination Period

Pursuant to paragraph 4.1.03 (b) of the By-Laws of FirstOntario Credit Union Limited (the Credit Union), notice is hereby given that submissions for nominations for the position of Director of the Credit Union are being accepted, subject to the following:

There are four (4) vacancies on the Board of Directors to be filled. The candidates with the four highest vote totals will be elected for a three (3) year term.

In the event no election is necessary because the number of candidates is equal to or less than the number of vacancies, and the vacancies are in relation to positions having a variety of terms, the Chair of Elections shall assign the candidates the positions by a simple draw, with the first name drawn being awarded the longest term available, as so on, in like manner until all the candidates have been assigned a term. If an appointment is required because the number of candidates is less than the number of vacancies, the appointed candidate shall be assigned a term to the next election.

Nomination Period

Commencing at 9:30 a.m. on Monday, July 5, 2010, submissions for nominations for the four (4) positions to be filled on the Board of Directors will be accepted by the Chair of Elections. Nominations close at 5:00 p.m. on Monday, August 23, 2010.

Nomination Packages

Nomination packages may be obtained at the Corporate Office, Regional Office, or any Branch of the Credit Union on or after Monday, July 5, 2010. In order to be valid, Nomination Forms must be received no later than 5:00 p.m. on Monday, August 23, 2010.

Submission Instructions

Nomination Forms and all required attachments should be submitted by personal delivery to any Branch of the Credit Union, or sent by either prepaid ordinary mail or registered mail and addressed to:

Chair of Elections
c/o FirstOntario Credit Union Limited
Corporate Office
688 Queensdale Avenue East
Hamilton, ON L8V 1M1

Chair of Elections
c/o FirstOntario Credit Union Limited
Regional Office
P.O. Box 982, Niagara Street
St. Catharines, ON L2R 6Z4

In the event of an interruption of mail service, Nomination Forms and all required attachments must be submitted by personal delivery only.

Balloting Period

Ballots for the Election of Directors will be mailed to Members eligible to vote on or about Monday, October 4, 2010. Mail-in balloting will end at 11:59 p.m. on Friday, November 12, 2010.

Announcement of Election Results

The results of the Election of Directors, conducted by mail-in ballot will be announced at the Annual General Meeting of FirstOntario Credit Union Limited, to be held at Quality Hotel Parkway Convention Centre, 325 Ontario Street, St. Catharines, ON L2R 5L3 on December 1, 2010.

Job Description – Credit Union Director**Accountable To – Credit Union Membership**

FirstOntario Credit Union is governed by the Credit Union and Caisse Populaire Act of Ontario. The Act sets out a series of qualifying and disqualifying criteria that all Directors must meet.

Qualifications:

Directors of a credit union must meet the following minimum qualifications:

- Be a Member in good standing of the Credit Union; and
- Have the required number of shares as specified in By-Law No. 2.03; and
- Be eighteen (18) years of age or older; and
- Be a Canadian citizen or a person lawfully admitted to Canada for permanent residency who is ordinarily a resident in Canada; and
- Have been a Member of the Credit Union for a period of one year prior to the date of election to the Board; and
- Be a natural person; and
- Not be disqualified under the Credit Unions and Caisses Populaires Act, 1994; and
- Have duly completed and submitted a 2010 Nomination Form, together with all required attachments.

Disqualifications:

The following individuals are disqualified from being Directors of a Credit Union:

- One who's Membership in any credit union has been terminated, other than voluntarily.
- One who a court has decided is of unsound mind.
- One who is not discharged as a bankrupt or who has been discharged as a bankrupt in the (5) five years preceding the date on which he/she may be elected as Director.
- One who is more than (90) ninety 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.
- One who has been convicted, in the (5) five years preceding the date on which he/she may be elected as a Director, of an offence described in subsection 4 and who has not received a pardon for the offence.
- One who's Membership in a professional association has been terminated in the (5) five years preceding the date on which he/she may be elected as Director, for professional misconduct.
- An employee of the Credit Union or a league in which the Credit Union is a Member, or an employee's spouse [or spousal equivalent], parent, or child.
- A professional adviser to the Credit Union.
- An employee of the deposit insurer or stabilization authority of the Credit Union.
- A public servant employed in regulating credit unions.
- One who does not complete a prescribed training program required by the regulations.

Primary Function

To participate with the other Credit Union Directors in directing the affairs of the Credit Union, pursuant to governing legislation, By-Laws and policy, to effectively achieve the aims and purpose of the Credit Union on behalf of the entire Membership.

Duties & Responsibilities

To participate with other Directors in carrying out the following responsibilities of the Board:

1. Establish the overall aims and objectives of the Credit Union and analyze the progress towards the achievement of these goals.
2. Establish policy guidelines by which the objectives of the Credit Union may be achieved.
3. Attend all meetings of the Board and of committees to which they have been appointed.
4. Plan for the long-term development of the Credit Union.
5. Establish the organization of the Board, including the appointment of the committees, and to define responsibility and authority assigned.
6. Establish policies and programs for the maintenance of an effective and well informed Board of Directors.
7. Determine the job description and compensation of the President/Chief Executive Officer.
8. Approve interest rates, approve expenditures, declare dividends and establish reserves.
9. Review and ensure that appropriate action is taken on the reports of the supervisory authorities and auditor.
10. Recommend By-Law amendments to the Credit Union Members.
11. Report to the Membership and provide effective communication between the Credit Union and its Members.
12. Act honestly and in the best interest of the Credit Union and to exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
13. To take the Credit Union Director Achievement (CUDA) course starting in the first year of the term office.

Commitment

Board Meetings:

The Board meets bi-monthly (and on the call of the Board Chair). Meetings are of a 1 or 2 day duration.

Board Committees:

A Director must sit on at least one Committee. Meetings of Committees are generally bi-monthly (and on the call of the Chair). Meetings are of a ½ day or evening duration.

Annual Strategic Planning:

Planning Session is of a 1 or 2 day duration (at the call of the Chair).

Special Meetings:

At the call of the Chair (as required).

Guidance:

If a candidate would like a one on one discussion with the Board Chair in regards to further conversation on Board Commitment they can do so by contacting Cindy Robertson, Executive Assistant at 1-800-616-8878 ext. 233 or email at cindy.robertson@firstontariocu.com

Related FirstOntario Credit Union By-Laws

- 2.03** (a) No person shall become a member of the Credit Union until he/she has fully paid for one (1) five-dollar (\$5.00) membership share of the Credit Union.
- (b) Every member which is an entity, or who is an individual over the age of twenty-one (21) years, shall acquire thirty (30) five-dollar (\$5.00) membership Shares in accordance with the following schedule:
- (i) within one month of the later of acceptance into membership or, if an individual, attaining the age of twenty-one (21) years, five (5) membership shares; and
 - (ii) within each of the twenty-five (25) subsequent years after the later of acceptance into membership or, if an individual, attaining the age of twenty-one (21) years, one (1) membership share.
- (c) The Board shall, at its discretion, debit a member's deposit account any sums necessary to purchase membership shares so that said member continues to comply with the membership share ownership requirements in the time periods specified by this section 2.03.
- (d) Any member of the Credit Union may also hold, in his, her or its discretion, additional membership Shares, provided that the total number of such additional membership Shares does not exceed two hundred (200) such shares.

4.02 Only a natural person who:

- (a) is a member of the Credit Union in full compliance with the minimum membership share requirements contained in section 2.03 hereof for a continuous period of at least one year as of the date of his or her election to the Board;
- (b) is at least eighteen years of age;
- (a) is a Canadian citizen or a person lawfully admitted to Canada for permanent residency and ordinarily resident in Canada;
- (b) has then served as a director of the Credit Union for not more than four (4) consecutive terms, to a maximum of twelve (12) consecutive years, since the person's earliest election to the Board in any elections being, or occurring later than, the elections prior to the Credit Union's annual general meeting held in December, 2009;
- (c) is not disqualified under the Act; and
- (d) 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 director of a credit union,

is eligible to be a director of the Credit Union.

4.02.1 Notwithstanding section 4.01, a director shall cease to be qualified to serve on the board of directors of the Credit Union and shall be deemed to cease to hold office if:

- (a) the Board has determined that the director has failed to fulfil, without lawful excuse, the educational, training, and orientation requirements set out in a policy on the said subject established by the Board from time to time;
- (b) the director refuses, upon election to the Board, to sign and deliver to the Credit Union a written undertaking, in the form prescribed by the Board from time to time, to:
 - (i) observe the provisions of the Act, as applicable;
 - (ii) comply with the Board's Conflict of Interest Policy and Code of Conduct, as adopted by the Board from time to time;
 - (iii) observe all the By-laws; and
 - (iv) vacate his or her office in the event the Board has determined that he or she has either ceased to meet the eligibility requirements in section 4.02 hereof during his or her term of office, or breached, without lawful excuse, the terms of this undertaking; or
- (c) the director refuses to fulfill the undertaking to vacate his or her office where the Board has determined that he or she has ceased to meet the eligibility requirements in this section 4.02 hereof during his or her term of office, or breached, without lawful excuse, the terms of the undertaking described in clause (b) above.

4.1.03 (d) Qualifications for Nomination: A member is eligible for nomination if the member:

- (i) has complied fully with the minimum shareholding requirements of paragraph 2.03;
- (ii) meets the qualification requirements outlined in paragraph 4.02; and
- (iii) has been a member of the Credit Union and complied fully with the minimum shareholding requirements of paragraph 2.03 hereof for one year prior to the date on which his/her nomination is made.

(e) Validity of Nominations: Nominations, to be valid, must:

- (i) be in the form prescribed by the Chair of the Elections Committee, which form may be obtained at any office of the Credit Union during the Nomination Period;
- (i) be received by the Chair of the Elections Committee prior to the end of the Nomination Period. A nomination shall either be delivered personally to the Chair of the Elections Committee at any office of the Credit Union, or be mailed by prepaid ordinary mail or registered mail addressed to the Chair of the Elections Committee at any office of the Credit Union
- (iii) be signed by five members of the Credit Union who are eligible to vote at such election, and by the person nominated to signify his/her acceptance of the nomination, provided that the signatures of the five members are the original signatures of the members whose signatures they purport to be, and shall be verified against the Credit Union's records; and
- (iv) include an up-to-date passport-sized photo together with a current resume outlining qualifications, a personal history, and an affidavit, in the form prescribed by the Board

from time to time, swearing that the proposed nominee is not disqualified for election to the Board under the Act.

The Elections Committee shall, by simple majority vote, render a decision on any questionable nominations. The Chair of the Elections Committee shall place the names of the persons so nominated for the vacancies on the ballot.

Candidate's Responsibilities

1. Read the Nomination Package, in particular the job description, for the position of Director.
2. Complete the Nomination Form.
3. You must submit a photograph with your completed Nomination Form (the photo must be the size of a passport photograph but does not have to be passport compliant).
4. Provide a resume of up to 400 words. You must submit a resume that will be used, as part of the Election package shared with Members during the Voting period.
 - a. Resume must not exceed 400 words
 - b. Can be submitted in point form
 - c. Submitting an extra copy of your resume by email is preferred to: chair-elections@firstontariocu.com

To assist in the preparation of the resume, a Resume Template has been included in this package as a guide. **Use of this template is not required.** The resume may not include any election promises or information except as outlined in the next paragraph.

Candidates may include qualifications, education, related experience, employer, position held, and all or any pertinent information that may be of interest to the Members.

Note: The Chair of Elections reserves the right to edit any resume that does not conform to the guidelines above. Furthermore, the Chair of Elections may contact the applicant to alter or resubmit the resume.

5. Return the completed Nomination Form and required attachments in a sealed envelope addressed to the Chair of Elections, at the Corporate Office, Regional Office, or any Branch of the Credit Union, before 5:00 p.m. on Monday, August 23, 2010.

Note: It is the candidate's responsibility to make sure that the Nomination Form and the required attachments are complete and all information is legible. An incomplete or illegible Nomination Form could result in disqualification.

Return completed nomination form, resume, and photograph to:

Chair of Elections
c/o FirstOntario Credit Union Limited
Corporate Office
688 Queensdale Avenue East
Hamilton, ON L8V 1M1

Or

Chair of Elections
c/o FirstOntario Credit Union Limited
Regional Office
P.O. Box 982, 148 Niagara Street
St. Catharines, ON L2R 6Z4

Or

Any Branch of the Credit Union

Exception to the Disqualification

Subsection (2)

Despite paragraph 7 of subsection (1) an individual is not disqualified from becoming a Director solely because:

- a) He/she provides without remuneration, services to the Credit Union that are ordinarily provided by an employee; or
- b) He/she is the parent or child of an employee of the Credit Union and the employee is not an officer of the Credit Union.

Transition:

Subsection (3)

Paragraph 7 of subsection (1) comes into force on a day that is one year after the day subsection (1) comes into force.

Type of Offence:

Subsection (4)

The offence must be one that:

- a) Is related to the qualifications, functions or duties of a Director of a body corporate;
- b) Involves theft or fraud punishable by a term of imprisonment for (5) five years or more;
- c) Involves a contravention or failure to comply with this Act, a predecessor of this Act governing a subsidiary of the Credit Union; or
- d) Involves a contravention or failure to comply with the Securities Act 1994, c.11, s. 92.

2010 Nomination Form

We, the undersigned, being voting Members* of FirstOntario Credit Union Limited hereby nominate, _____ a voting Member, in good standing of FirstOntario Credit Union Limited for the position of Director.

***Note:** Nominators must be 14 years of age and Voting Members of the Credit Union

Date	Nominator Name (Please print)	Nominator's Address & Phone Number	Nominator's Signature
1.			
2.			
3.			
4.			
5.			

Nominee's Acceptance

I hereby accept the nomination for the position of Director of FirstOntario Credit Union Limited. I agree to the terms and conditions of the nomination process, acknowledge the receipt of the nomination package, understand and agree with the terms and conditions and know of no reason that I am not eligible to stand for the position of Director.

I acknowledge having received from the Credit Union and read the Nomination Package outlining all of the eligibility requirements for election to the Board of Directors, as well as the disqualifications, as set out in the Credit Unions and Caisses Populaires Act of Ontario and the By-laws of the Credit Union, and hereby confirm that I know of no fact or circumstance that would render me ineligible to serve as a director of the Credit Union.

I acknowledge that everything that has been represented in my Nomination Package and resume is true and factual and understand that my resume will be published.

I accept that, should I be elected to the Board of Directors of FirstOntario Credit Union Limited, I will be present at the Annual General Meeting of Wednesday, December 1, 2010 to be sworn in.

Signature

Date

Address

You Must Include:

City, Province

Photograph

Postal Code

Resume and Personal History

2010 Nomination Form – Resume Template

Name of Nominee (Mr./Mrs./Miss/Ms/Dr): _____

Address: _____

City: _____ Postal Code: _____

Day Phone: _____ Home Phone: _____

Email Address: _____

Please indicate those areas noted below in which you have some experience. For those areas noted, please describe your related experience.

Note: It is not expected that all candidates or Directors will possess knowledge or experience in all areas. It is hoped that, at a full Board composite level, the Board as a whole, will possess knowledge or experience in all of these areas.

Educational/Professional Designations:

Work Experience:

Board and/or Committee Experience:

Financial Literacy:

Governance:

Audit:

Risk Management:

Human Resources:

Legal:

Community Involvement/Other Interests:

Personal Statement of Interest:

Why do you wish to become a Director on FirstOntario Credit Union's Board of Directors?

What can you specifically contribute to the Board?