



# Information kit

FOR CANDIDATES INTERESTED  
IN A POSITION ON A DESJARDINS  
CAISSE BOARD





Thank you for your interest in a position on your caisse's board of directors.

This information kit includes eligibility requirements, the expectations and duties of a director, and a summary of the responsibilities of a Desjardins caisse board of directors and its committees.

## Are you eligible?

To be eligible, as of the date of the annual general meeting, you must meet the eligibility requirements (see Appendix) set out in the following documents:

- *Act Respecting Financial Services Cooperatives*
- *Caisse Bylaws*

In addition, one of the provisions in the Desjardins Group *Code of Professional Conduct* states that a candidate who performs activities for or holds a position or job with one of Desjardins Group's competitors may be considered ineligible due to incompatible duties.

The *Code of Professional Conduct* also states that if you are a former Desjardins employee (whether of a caisse, centre, the Federation or other Desjardins component), you cannot sit on the board of directors of a caisse for five years following the end of your employment. This period of ineligibility does not apply if you worked for 420 hours or less per year with a Desjardins component.

## How to apply?

To run for a spot on the board, you must complete the following steps:

1. Fill out each of the sections in the nomination form:
  - Your nomination signed by a person who has been a member of the caisse for at least 90 days
  - A self-assessment of your eligibility and integrity
  - A self-assessment of your skills based on the criteria set by the board and included in the call for nominations
  - An explanation of your motivation for running and how you meet the criteria set by the board
  - Your authorization for a background and credit check as required by the Autorité des marchés financiers and Desjardins's policies
2. Attach your resumé.
3. Send your documents to the secretary of your caisse's board of directors (by email, in person or by mail) by the date and time listed in the call for nominations.

The use of the masculine is to simplify the text.



## What are the duties and expectations of a director?

To contribute fully to governance that serves the best interests of Desjardins Group and its members, caisse directors must fulfill certain duties and meet certain expectations with respect to their fiduciary duty.

Directors must:

- demonstrate integrity, loyalty and the ability to form independent opinions on the information presented to them
- listen to members to better understand their needs and expectations, and convey this information to general management and the board
- ensure the sound and prudent administration of the caisse in accordance with the responsibilities of the caisse board of directors, the responsibilities entrusted to the Federation and governance documents
- understand and promote the caisse's and Desjardins Group's vision, uphold cooperative principles and Desjardins's values, and commit to doing what's best for current and future members of the caisse and Desjardins
- act ethically by fostering harmonious relationships and open, constructive dialogue, and ensuring that discussions, decisions and actions reflect Desjardins's values

Directors must also:

- understand and respect the role and responsibilities of the board of directors and its committees
- prepare for and attend meetings to meaningfully contribute to deliberations and decisions
- demonstrate good judgment and share their opinions during deliberations
- support the board's decisions

Lastly, directors must:

- read the Desjardins Group *Code of Professional Conduct* and *Conflict of Interest Management Standard* and agree to uphold its principles and rules
- actively help establish the enhanced group profile, assess board member skills and evaluate their contribution to the board and to any board committees on which they sit
- complete the mandatory training so they can contribute fully and comply with regulatory guidelines
- participate fully in the democratic and associative life of the caisse
- do a significant amount of business with Desjardins, which means using the products and services provided by the caisse and Desjardins Group components



## What are the responsibilities of the board of directors?

The board of directors assesses, monitors and makes decisions about the caisse's affairs in keeping with Desjardins's values and based on what's best for current and future members, for the caisse and for Desjardins Group. The board takes the necessary steps to understand members' needs and to ensure member satisfaction. The board ensures that the caisse contributes to responsible and sustainable development in the community. The board makes sure that the caisse is managed in a sound and prudent manner according to governance documents to protect the caisse's long-term sustainability.

Specifically, the board:

- ensures that Desjardins's mission, values and distinctive nature are reflected in the caisse's practices and activities, including member education and community development.
- strives to meet the needs of current and future members and ensure member satisfaction. The board consults members and gets them involved in deciding the caisse's priorities. The board bases its decisions on what is best for members, keeping in mind the caisse's long-term sustainability and Desjardins Group's priorities.
- determines the caisse's strategic directions and priorities and approves and monitors the business plan and budget.
- ensures that the caisse is managed in a sound and prudent manner in accordance with risk management and compliance governance documents.
- appoints the general manager, evaluates their performance and ensures that governance documents and HR management programs are strictly followed.
- assesses its performance, ensures that the enhanced group profile is updated and its criteria met, and reports on its activities at the general meeting. The board oversees compliance with Desjardins's *Code of Professional Conduct* and other governance documents and guidelines.

To foster deeper discussions and enhance its effectiveness, the board can entrust mandates to committees. Every caisse must have the following committees:

### **Audit and Professional Conduct Committee**

The mandate of the Audit and Professional Conduct Committee is to review monitoring and financial reports, as well as reports on risk, compliance, and internal controls. It also oversees compliance with professional conduct rules and principles.

### **Governance and Ethics Committee**

The Governance and Ethics Committee is charged with helping the board review and implement governance practices in line with governance documents and Desjardins's values.

### **Cooperation Committee**

The cooperation committee helps the board gather feedback from members and the community. It also helps review cooperation initiatives and develop the board's community involvement and representation plan.



## What kind of time commitment is involved in being a director?

The board of directors generally meets 10 to 12 times per year, but may meet more often if needed. Committees meet roughly four to six times per year.

In addition to attending meetings, directors are expected to read the documents provided before each meeting. While preparation time varies by person, directors should allow on average four to eight hours to prepare for each meeting.

The caisse provides directors with compensation in recognition of the importance of their caisse governance duties and responsibilities. The compensation directors receive is taxable as personal income.



### Excerpt from the *Act Respecting Financial Services Cooperatives*

#### ELIGIBILITY REQUIREMENTS

##### Section 227:

**227.** A natural person who is a member of the credit union may be a member of its board of directors and of its board of supervision, unless that person is disqualified for office as a member of such boards.

In addition to persons disqualified for office as directors under the Civil Code, and persons convicted of an offence or an indictable offence involving fraud or dishonesty who have not obtained a pardon, the following persons are disqualified for office as members of a board:

- 1° a member who has been a member for less than 90 days, unless he or she is a founder;
- 2° an auxiliary member;
- 3° the chief manager of the credit union or another of its employees, or an employee of the federation, where applicable, or of another legal person or partnership belonging to the financial group;
- 4° a member of another board of the credit union;
- 5° an officer or employee of another credit union; and
- 6° a person dismissed in the past five years under section 118, 118.2 or 335.

### Extract from the *Caisse By-laws*

#### BOARD MEMBER QUALIFICATIONS

6.0 In addition to the exceptions provided in the Act, natural persons who are caisse members cannot hold office as members of the board if:

- a) they are not a Canadian resident and also either a Canadian citizen or permanent resident;
- b) they have been expelled from a caisse belonging to the Groupe coopératif Desjardins; or
- c) they are a director who has served a three-year term without completing the mandatory training during their term.

**For questions about director eligibility criteria, please contact the caisse's general manager.**