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CORPORATE GOVERNANCE REPORT FROM THE BOARD OF DIRECTORS

Coastal Community Credit Union's (CCCU) Board of Directors continues to be committed to the highest standards of Corporate Governance in order to demonstrate our stewardship to Members, employees and the communities we serve. Good governance is essential to the effective operation of CCCU and its ongoing success.

Corporate Governance Framework

Directors have a responsibility to our membership, our employees and our communities to maintain the balance between economic and social goals and between individual and collective goals. The corporate governance framework mandates the efficient use of limited resources and accountability for the stewardship of those resources by the Board of Directors.

The term "corporate governance" has come to mean many things. In our Credit Union, it describes:

- the processes by which the Board of Directors direct and control the Credit Union,
 - the processes and procedures by which the Credit Union complies with legislative and regulatory requirements, and
 - the processes by which fiduciary responsibilities are carried out on behalf of the Credit Union's membership.
- For greater clarity, board fiduciary duties are described as including:
- **Duty of Care:**
Discharge of duties in good faith, in a manner that is in the best interest of the credit union. Devoting the resources to understand and oversee the affairs of the credit union.
 - **Duty of Loyalty:**
Requires the director to set aside personal or conflicting interest and act solely in the best interest of the credit union when making a decision or acting on behalf of the credit union.
 - **Duty of Obedience:**
Requires the director to obey all laws and regulations pertaining to the credit union and act in furtherance of the credit union purpose.

The corporate governance framework details the processes and procedures for making decisions on Credit Union affairs. It also provides the structure through which the Board of Directors set objectives, as well as the means of attaining and monitoring the achievement of those objectives. The corporate governance framework encompasses the principles of fiduciary duty and accountability.



Principles of Corporate Governance

The Board of Directors has established a number of principles to guide corporate governance policies and procedures. These principles will provide direction as corporate governance policies and procedures are refined and developed, and as the Credit Union and the Board of Directors evolves and develops. These principles are as follows:

1. **Accountability** – we are accountable to our members for our actions, decisions and behaviour.
2. **Communications** – we are committed to timely, open and respectful communication as it is paramount to the effective operation of our team.
3. **Contribution** – we are each committed to making a constructive contribution to the Board of Directors and the Credit Union, and are recognized for our contribution through our remuneration.
4. **Diligence** – we are conscientious in carrying out our responsibilities and exercise a high standard of care and attention in recognition of the important role that our members have entrusted in us.
5. **Equality** – we will have equal access to the information, tools, and training necessary for each of us to excel as a Director.
6. **One Voice** – we believe the strength of a Board of Directors and the quality of decisions come from the sharing and expression of diverse views and opinions; however, once the Board of Directors makes a decision, the Board of Directors speaks with one voice outside the boardroom.
7. **Partnership** – we work together with our President & Chief Executive Officer, Corporate Secretary and management team in governing and leading the Credit Union each with our own distinct, but complementary roles.
8. **Prudence** – we exercise prudence in all that we do and always act in the best interests of the Credit Union and our members.
9. **Representation** – we represent the collective interests of our members, not any individual or group of members.
10. **Responsibility and Initiative** – we take personal responsibility and initiative as individuals for our learning and development and for acquiring and sharing information with the Board of Directors.

Board Mandate

The Board of Directors is expected to act in a fiduciary manner that protects and enhances the value of the Credit Union in the interest of all its Members and stakeholders by overseeing the management of the organization. The Board carries out its stewardship and oversight responsibilities by:

- Succession Planning - selecting the President and Chief Executive Officer to lead the organization,
- Strategic Planning - approving the organization's strategic direction including performance measures,
- Annual Planning - ensures adequate resources are in place (financial and human),



- On-Going Monitoring - overseeing how management operates the organization as it seeks to fulfill its strategies, goals and objectives,
- Internal Controls & Policy – establish standards of business conduct and ethical behavior and ensure policies, controls and compliance are in place to ensure that regulatory and statutory requirements are being met,
- Risk Management - ongoing monitoring of enterprise-wide risk management standards of both governance and management, and
- Communications – ensure the Credit Union communicates effectively to members, employees, regulators and other stakeholders.

The Board of Directors undertakes their collective responsibilities through the creation of vision, purpose, values, principles and policies to guide the development and execution of corporate strategy. The Board of Directors derives authority as a group, not as individual Directors. An individual Director has no legal authority to act on behalf of the Credit Union except when the authority and responsibility for a specific task has been delegated by the Board of Directors.

Corporate governance practices, policies and standards are regularly reviewed in light of recent industry developments for continuous improvements, which strengthen the ability of the Board to fulfill its mandate.

Board Composition

In accordance with our Rules, the 2016-2017 Board was comprised of 10 Directors, with each Director elected for a three-year term. Directors are elected by democratic process where members vote in accordance to our Rules to elect each Director by mail or electronic ballot, with the results being announced at the Annual General Meeting. The Nominations Committee has oversight responsibility for Director nominations and election of Directors in accordance with the Credit Union Rules.

Responsibilities of the Board of Directors

The functions and responsibilities of the Board of Directors pertain to the Board as a whole, not to the functions and responsibilities of individual Directors. The voice of the Board of Directors will be through the Board Chair, not individual Directors, unless specifically delegated such authority by the Board of Directors.

The Board of Directors trusteeship function includes responsibility to:

- act on behalf of the members to safeguard their funds deposited in the Credit Union. This includes monitoring the President and Chief Executive Officer's stewardship over Credit Union operations, and arranging for the audit and appraisal of the financial affairs of the Credit Union;
- ensure that the Credit Union operates within the law, including the *Credit Union Incorporation Act*, the *Financial Institutions Act and Regulations*, and applicable sections of the *Business Corporation Act (B.C.)*, and in accordance with the Credit Union's own Rules; and
- ensure that the Board of Directors observes and upholds the policies by which it determines it will conduct itself.



The Board of Directors perpetuation function includes responsibility to:

- ensure that a capable and qualified Board of Directors is perpetuated by the recruitment of suitable members for positions as Directors of the Board, and ensuring training is provided for new Directors; and
- select and evaluate the performance of the President and Chief Executive Officer.

The Board of Directors decision-making function includes responsibility to:

- define the purpose of the Credit Union, establish strategic objectives, and to formulate, approve and monitor the execution of policies.

The Board of Directors review and monitoring function includes responsibility to:

- review, in conjunction with the President and Chief Executive Officer, strategic plans which will achieve the objectives;
- monitor, review, and evaluate adherence to annual budgets;
- monitor, review, and evaluate changes in capital structure and contingent liabilities;
- monitor, review, and appraise major individual projects and programs, significant changes in policy, changes in organization and structure, and lawsuits of a material nature; and
- monitor, review, and appraise adherence to policies and objectives.

The Board of Directors advisory function includes responsibility:

- to report to the membership, through the Board Chair, on the condition and progress of the Credit Union and to make recommendations on matters such as those related to changes in the Credit Union's Rules, structure of the organization, name changes, mergers and acquisitions; and
- to actively participate in the democratic structure of the Credit Union and co-operative industry and bring forward issues and concerns for the betterment of all Credit Unions and cooperatives.

The Board of Directors external/public leadership function includes the responsibility to:

- promote and defend, through the Board Chair, the Credit Union, the Board of Directors and the management of the Credit Union;
- enhance the image of the Credit Union by participating in and supporting worthwhile social and economic endeavours; and
- represent the Credit Union, in a manner consistent with the Credit Union's values.

Other duties of the Board of Directors include the following to:

- require management to present strategic plans, business cases, business plans, budgets and policies to the Board of Directors for approval;
- seek out the professional opinion and advice of management;
- select legal counsel and other professionals;
- select the auditors;
- identify the Board of Directors needs and assure timely flow of requested information;
- direct Committees and review and approve the Terms of Reference of Committees;
- annually review Enterprise-Wide Risk Management (ERM)
- provide direction to the President and Chief Executive Officer on Credit Union objectives and philosophy;



- establish Board Committees and review Committee structure as required;
- receive reports and minutes of Committees;
- review and approve recommendations from Committees and management;
- approve the annual report, the annual audited financial statement and year-end capital adequacy return;
- delegate, subject to legislative restrictions, any or all of the foregoing duties; and
- establish and maintain Board and Director performance evaluations.

There are also written roles and responsibilities defined for the Board Chair, Vice Chair, Individual Directors, and Committee Chairs. The Board of Directors elects the Board Chair and Vice Chair annually after the Annual General Meeting. Committees elect the Committee Chairs annually at their first meeting after the Annual General Meeting.

Board Internal Operations

The Board is also responsible for its own operations and effectiveness.

Meetings – In 2016 there were 9 monthly board meetings as well as a two day strategic planning session, an Enterprise-Wide Risk Management review meeting and Annual General Meeting. In-camera meetings are scheduled with every Board or Committee meeting.

Ethical Conduct – In its oversight, the Board strives to ensure that the Credit Union maintains a high standard of ethical, moral and legal conduct in all business practices. The Board has approved a Code of Conduct and Conflict of Interest policy for directors and officers outlining the expected behaviours. Annually, each director and officer must sign a code of conduct and conflict of interest declaration.

On-going development – Each new director is provided an orientation for familiarization to the Credit Union and its operations. There are also a number of mandatory courses that all directors must complete when elected to the Board. Directors are encouraged to continue with professional development and education opportunities throughout their time on the board, given the governance, technical and financial industry changes that regularly occur. Funding is provided for continuous learning and development during their three-year term.

Assessments – The Board of Directors completes two assessment surveys on a biennial basis: a General Board Assessment and a Self-Evaluation, Peer Evaluation and Skills Evaluation Assessment. These assessments assist in determining and improving the effectiveness of the board's performance. The Board also completes an assessment of its governance practices on an annual basis.

Independent Advisors – The Board and each Committee have the authority to hire independent legal, financial or other advisors as they deem necessary.



Board Committees

The Board has regulatory and standing committees that are responsible for carrying out both legislated and delegated functions as described in each committee's Terms of Reference. All board committees are comprised of directors only and all directors are independent.

As per the FIA, the board elects the *Audit & Risk Committee*, the *Conduct Review & Corporate Governance Committee* and the *Investment & Lending Committee*. All other committees are appointed by the Board Chair following consultation with the Board of Directors. The committees meet regularly throughout the year and are required to provide regular and timely reports and recommendations to the Board of Directors. Each committee also follows an Annual Work Plan to confirm that all their duties and responsibilities have been met during the year. An overview of the Committee mandates is as follows:

Audit & Risk Committee

Assists the Board of Directors in fulfilling its financial reporting, internal controls, management information systems, capital requirements, enterprise-wide risk management, and compliance responsibilities, including responsibility for the internal and external audit engagements. The Audit and Risk Committee meets regularly with both the internal and external auditors without management present as well as with the management Risk Officer.

Conduct Review & Corporate Governance Committee

This is a combined committee that has two mandates:

Conduct Review – oversees the establishment of standards of business conduct and compliance with legislation and regulatory requirements regarding related party disclosure, conflict of interest, confidentiality, ethical reporting and privacy of personal information.

Corporate Governance – the primary role is to ensure that the Board of Directors provides for effective governance with respect to board composition, competency and oversight, as well as monitoring current, evolving governance best practices and, as necessary, oversee a review of the Credit Union Rules.

Investment & Lending Committee

Provides oversight of risk management activities related to investment risk, credit risk, liquidity risk, structural risk and capital management. This includes review of the policies, limits and reporting with respect to each of those risk areas. The Committee also includes one appointed member of management, as per the Financial Institution Act requirement.

Human Resources & Compensation Committee

Reviews and makes recommendations on human resource matters including the compensation of the CEO and remuneration of the Board of Directors, and manages the process of evaluating the performance of the CEO. The Committee also reviews the CEO and executive succession plan and Human Resources policy.



Nominating Committee

Ensures that the Credit Union fulfills the process of electing persons to the Board of Directors consistent with legislative requirements and the Credit Union Rules. This includes monitoring communications and timelines as well as overseeing the voting process to ensure a high level of integrity is maintained.

IT Risk Committee

To assist the Board of Directors in fulfilling its Information Technology risk oversight responsibilities as per the effective use of technology and the organization's risk appetite statement and enterprise-wide risk management (ERM) reporting.

Subsidiary Companies of Coastal Community Credit Union

Coastal Community Insurance Services (2007) Ltd. ("CCIS") is a wholly owned subsidiary company of Coastal Community Credit Union and as such operates with its own Board of Directors and Officers (these individuals are listed on the last page of this report). CCIS is a general insurance provider. It has 16 offices across Vancouver Island and the Gulf Islands that offer a variety of insurance products such as: home, condo, tenant, auto, business, recreational vehicle, marine, and travel medical.

Coastal Community Financial Management Inc. ("CCFMI") is a wholly owned subsidiary company of Coastal Community Credit Union and as such operates with its own Board of Directors and Officers (these individuals are listed on the last page of this report). Through Coastal Community Private Wealth Group™, a division of CCFMI, Financial Consultants provide financial planning and advice, and offer a variety of products such as: mutual funds, stocks and bonds (through Credential Securities Inc.) as well as life and health insurance.

For more information on CCIS please visit cccu.ca. For more information on CCFMI please visit coastalwealth.ca.

Governing Legislation and Regulation

The Credit Union is established under legislation of the Province of British Columbia. It is regulated by the Financial Institutions Commission [FICOM] of British Columbia. Key legislation that regulates the operations of the Credit Union includes the *Financial Institutions Act* [FIA], the *Credit Union Incorporation Act* [CUIA] and applicable sections of the *Business Corporation Act (B.C.)*. It is a requirement of the legislation that the Credit Union provides to FICOM monthly, quarterly and annual reports and filings, and other such reports as may be requested.

Annual Disclosures


Susanne Jakobsen

Board Chair (Independent)

Nanaimo

Director Since: 2001 | Term: 2014 – 2017

Susanne has been a member of Nanaimo's business community for 30 years, experience that has served her well in matters that pertain to enterprise risk management, responsible fiscal practices and corporate management.

As Board Chair she works closely with the Board to provide oversight and strategic direction, in addition to looking out for our members' best interests. Susanne is dedicated to improving governance practices and found it gratifying when the Board received national recognition for their leadership in co-operative governance by the Canadian Co-operative Association.

Susanne also maintains a strong community mindedness that has led her to serve as a Director with Crimestoppers, Executive Director and Treasurer of Moonshine Cove Yacht Club, and as a member of the Woodgrove Centre Advisory Committee. She also volunteers for the Canadian Cancer Society.

Susanne believes whole heartedly in loyalty to members, continuing to live our vision of strengthening our member, client and employee relationships, and making a difference in the communities we're so fortunate to call home.

Areas of Expertise/Experience

- Community Leadership
- Governance
- Risk Management
- Strategic Leadership

Education/Designations

- ICD.D designation
- Credit Union Director
Achievement Graduate

Other Board Appointments (Current)

- Director, Crimestoppers
- Director, Woodgrove Centre Advisory Committee
- Director & Treasurer, Moonshine Cove Yacht Club

2016

Committees

- Ex-officio on all Board Committees

Coastal Community Subsidiaries

- Guest at all Subsidiary Board Meetings

Attendance

- Board Meetings = 11/12
- Committees = 27/28
- Subsidiary Board Meetings = 10/10

Educational Activities

Internal Education:

- 1 Governance lunch & learn sessions

Credit Union System Education:

- 1 CUDA Governance webinar

External Education:

- Institute of Corporate Directors – ICD Designation (graduate)
- 5 ICD Governance webinars



Evelyn Clark

Vice-Chair (Independent)

Courtenay

Director Since: 1990 | Term: 2016 – 2019

Evelyn has been a credit union member and supporter all her life. Since 1991 in Sointula, she's been a Director because it allows her to live by her principles and assist with keeping rural communities strong by having local, democratic financial institutions.

Evelyn currently serves as the Board Vice-Chair and Chair of the Human Resources Committee, and she is proud of their many accomplishments. The Credit Union has been celebrated as one of Canada's Top Employers, and has been recognized for exceptional innovation by its peers. Coastal Community continues to find ways to be efficient in today's new banking reality.

Evelyn has been married for 30 years and has two grown sons. Since 1999 she's worked in community economic development and understands the challenges that face Vancouver Island.

With changing economic realities, a more focused regulatory environment and increased competition, it's important that Coastal Community maintains a forward-looking, innovative board and staff to lead the organization to continued success. Evelyn is proud to be a member of that team.

Areas of Expertise/Experience

- Human Resources / Compensation
- Governance
- Community Leadership
- Strategic Leadership

- **Education/Designations**
Master of Arts, Leadership and Training
- CFDA, Community Economic Development Certification
- Social Economy, Cluster Development Certification

2016

Committees

- Human Resources & Compensation Committee (Chair)
- Investment & Lending Committee
- Nominating Committee (Chair, May-Dec)

Attendance

- Board Meetings = 12/12
- Committees = 20/21

Educational Activities

Credit Union System Education:

- 6 Courses at World CU Conference

External Education:

- *Institute of Corporate Directors – ICD Designation (currently completing)*



Lynne Fraser

Director (Independent)

Nanaimo

Director Since: 2009 | Term: 2015 - 2018

As a strong believer in the credit union and co-operative systems, Lynne has seen the wonderful synergies that happen in communities when a strong and well supported credit union takes a leadership role. She believes our credit union has a dynamic and caring employee team, a branch network that promotes strategic economic development, and is committed to making a difference in the lives of our members, employees and communities.

Lynne is grateful to serve on the Coastal Community Board of Directors, and to be a part of a great team and a great membership organization.

Areas of Expertise/Experience

- Audit / Accounting
- Governance
- Risk Management
- Community Leadership

Education/Designations

- ICD.D designation
- Accredited Canadian Credit Union Director (ACCUD designation)
- Credit Union Director Achievement Graduate

Other Board Appointments (Current)

- Treasurer, Harbour City Toastmasters (Distinguished Toastmaster)
- Treasurer, Vancouver Island Mental Health Society

2016

Committees

- Audit & Risk Committee (Chair)
- Investment & Lending Committee (Chair)
- Nominating Committee
- IT Risk Committee

Coastal Community Subsidiaries

- Coastal Community Insurance Services (2007) Ltd.

Attendance

- Board Meetings = 12/12
- Committees = 21/21
- Subsidiary Board Meetings = 5/5

Educational Activities

Credit Union System Education

Internal Education:

- 1 Governance lunch & learn sessions

Credit Union System Education:

- 3 CUDA Classroom courses

External Education:

- Institute of Corporate Directors – ICD Designation (graduate)



John Newall

Director (Independent)

Nanoose Bay

Director Since: 1996 | Term: 2015 - 2018

John was first elected to the board of Parksville and District Credit Union in 1996. At that time they were one of many small, community-based Credit Unions in the province. Since then John has helped to steer our Credit Union through several mergers so that today, Coastal Community has become the largest community-based credit union on Vancouver Island.

As a Director, John has served on every committee of the Board throughout the years. He has also served as Chair of the Board for ten of his 18 years. Through ongoing education and seminars he continues to build on his experience in order to stay informed of the relevant issues facing credit unions today.

John believes that Coastal Community can play an important role in our communities by continuing to provide relevant services to both our new and potential existing members and clients.

Areas of Expertise/Experience

- Governance
- Risk Management
- Community Leadership
- Strategic Leadership

Education/Designations

- Credit Union Director Achievement Graduate

2016

Committees

- Conduct Review & Corporate Governance Committee (Chair)
- Audit & Risk Committee

Coastal Community Subsidiaries

- Coastal Community Financial Management Inc.

Attendance

- Board Meetings = 12/12
- Committees = 10/10
- Subsidiary Board Meetings = 5/5

Educational Activities

Internal Education:

- 1 Governance lunch & learn session



Cheryl Tellier

Director (Independent)

Nanaimo

Director Since: 2004 | Term: 2014 – 2017

Cheryl's involvement with Coastal Community began through a school savings program, and she's been a dedicated member ever since. Cheryl finds it an honour to be part of a progressive Board and Credit Union. She has graduated from the Credit Union Director Achievement program and regularly participates in annual training courses.

Cheryl has extensive experience in human resources, governance and financial accounting from service on community, local government and provincial boards. She also has a solid understanding of a board's role in regulatory and legal responsibilities, evaluation of CEO performance, succession planning, corporate financial statements, the relationship between financial performance and strategic plans, competitive forces, organizational risks and controls, policies and procedures, and monitoring performance.

In addition to her Director duties, Cheryl is involved in numerous community organizations. She has a long history working with her community and on Boards. Cheryl continues to enjoy working hard on members' behalf and always keeps in mind the financial well-being of our Credit Union, along with the needs of our members, employees and communities.

Areas of Expertise/Experience

- Human Resources & Compensation
- Governance
- Community Leadership
- Government / Public Affairs

Education/Designations

- Credit Union Director Achievement Graduate

Other Board Appointments (Current)

- Director, Extension Volunteer Fire Department
- Director, Jonanco Hobby Workshop

2016

Committees

- Human Resources & Compensation Committee
- Conduct Review & Corporate Governance Committee
- Investment and Lending Committee

Coastal Community Subsidiaries

- Coastal Community Financial Management Inc. (Chair)

Attendance

- Board Meetings = 12/12
- Committees = 15/15
- Subsidiary Board Meetings = 5/5

Educational Activities

Internal Education:

Credit Union System Education:

- 4 CUDA Governance webinars



Terry Law

Director (Independent)

Nanaimo

Director Since: 2011 | Term: 2014 – 2017

A Coastal Community member for the past 20 years, Terry has a keen interest in promoting the island region, thanks in part to his extensive travel industry experience and the 37 years spent as a local business man. Terry has owned both Pathfinder Travel and Associated Travel, and was involved with the Comox Valley Airport Commission.

Along with his Board duties, Terry now works in seniors care. He enjoys being the weekend, holiday and relief Manager with Nova Pacific Care in Comox. He has also lent his efforts to the Comox Valley Chamber of Commerce, Tourism Comox Valley, Beaufort Association for the Mentally Handicapped, and as a Foster Parent. For Terry, it's an honour to be a part of the local credit union movement, which he views as the cornerstone of his community.

Areas of Expertise/Experience

- Human Resources / Compensation
- Risk Management
- Community Leadership
- Strategic Leadership

Education/Designations

- Credit Union Director Achievement Graduate

2016

Committees

- IT Risk Committee (Chair)
- Nominating Committee (Jan-Apr)
- Human Resources & Compensation Committee
- Conduct Review & Corporate Governance Committee

Coastal Community Subsidiaries

- Coastal Community Insurance Services (2007) Ltd. (Chair)

Attendance

- Board Meetings = 12/12
- Committees = 13/13
- Subsidiary Board Meetings = 5/5

Educational Activities

Internal Education:

- 1 Governance lunch & learn session

Credit Union System Education:

- 2 Central 1 conference webinars



Michael Mascall

Director (Independent)

Quadra Island

Director Since: 2015 | Term: 2015 – 2018

As an economist, Michael worked for 40 years with PriceWaterHouse Coopers, the World Bank and various government agencies. He served as team leader and consultant—employing financial statements, budgets, strategic planning, to define, communicate and achieve results.

Michael has volunteered in leadership roles for the environment, social change and land-use processes with: BC Land Trust Alliance, Sierra Club of BC, local conservancies and with the Campbell River Hospice.

Michael has lived on Quadra Island for 27 years and during that time been a member with Coastal Community Credit Union. He first got involved with co-ops in 1976, when he served as vice-chair of the Guelph Campus Co-op. Michael is also a member of Peninsula co-op and has been involved with several food co-ops.

Michael is interested in the use of Corporate Social Responsibility and more community engagement - making members feel more connected to co-op banking, and to make the credit union a leader in principled management of our financial needs (loans, investments, insurance and guidance) especially in these tumultuous times. As a board member he is on the Audit and Risk committee.

Areas of Expertise/Experience

- Audit / Accounting
- Community Leadership
- Risk Management
- Strategic Leadership

Education/Designations

- M.Sc. Economics
- B.SC. Agricultural Economics

2016

Committees

- Audit & Risk Committee
- Nominating Committee (May-Dec)
- IT Risk Committee

Attendance

- Board Meetings = 12/12
- Committees = 14/14

Educational Activities

Internal Education:

- 1 Governance lunch & learn session

Credit Union System Education:

- 2 CUDA Classroom courses



Doug Lang

Director (Independent)

Campbell River

Director Since: 2014 | Previous Director 1983 – 2013

Term: 2014 – 2017

Doug Lang is a Chartered professional accountant with executive management experience in local governments. Prior to retirement he was the Corporate Services Director and Chief Financial Officer for the City of Campbell River.

As a member of the executive management team, Doug was responsible for five municipal departments: Financial Services, Legislative Services, By-law Enforcement & Property Services, Materials Management, and Information Services. In his capacity at the City of Campbell River, Doug was involved in human resources and developing compensation plans for the union and executive management. He was also responsible for developing the risk management plan for the city and setting the direction on information technology.

Doug brings a wealth of experience in corporate governance, having served on credit union boards and committees as well as publicly traded companies. He has also volunteered his extensive skills in his community through being a part of the Board of the Campbell River Community Foundation.

Areas of Expertise/Experience

- Audit / Accounting
- Governance
- Government / Public Relations
- Strategic Leadership

Education/Designations

- CPA CGA
- Credit Union Director Achievement Graduate

Other Board Appointments (Current)

- Treasurer, Chartered Professional Accountants of British Columbia
- Director, Campbell River Community Foundation

2016

Committees

- Nominating Committee (Chair, Jan-Apr)
- Conduct Review & Corporate Governance Committee
- Human Resources & Compensation Committee
- Audit & Risk Committee

Attendance

- Board Meetings = 11/12
- Committees = 16/17

Educational Activities

Internal Education:

- 1 Governance lunch & learn session

Credit Union System Education:

- 8 Other Credit Union system courses

External Education:

- 2 CPA webinars



Dominique Roelants

Director (Independent)

Victoria

Director Since: 2016 | Term: 2016 – 2019

Dominique is ready to put the skills he's acquired through his extensive professional experience towards ensuring that Coastal Community remains a strong, Islands-based credit union. The former university professor currently serves as the Executive Officer of the BC College, Public Services and Teachers' Pension boards, which manages pensions for over 200,000 British Columbians.

Dominique is also a lawyer, having obtained his law degree in 2004. Dominique, who has a B.Sc, M.Sc. and Ph.D in Computer Science, was a computer science professor at Vancouver Island University for over 30 years.

In addition, Dominique has found a natural fit in assisting Boards. He's a past Board member of Vancouver Island University, the Cowichan Valley Branch of the Canadian Mental Health Association, and the University of Victoria. Dominique also generously volunteers his skills and expertise by providing pro bono legal services for various Island community organizations.

Areas of Expertise/Experience

- Human Resources/Compensation
- Capital Markets/Treasury
- Information Technology
- Legal/Regulatory

Education/Designations

- ICD.D designation
- LL.B
- Ph.D – Computer Science
- M.A. – Sociology
- B.Sc. – Psychology
- B.Sc. – Mathematics

Other Board Appointments (Current)

- Director of the Canadian Public Pension Leadership Council

2016

Committees

- Investment and Lending Committee
- Nominating Committee (May-Dec)

Attendance

- Board Meetings = 9/9
- Committees = 8/9

Educational Activities

Internal Education:

- 1 Governance lunch & learn session

Credit Union System Education:

- Foundations of Governance – 7 modules
- 1 CUDA Classroom course

External Education:

- Institute of Corporate Directors – ICD Designation (graduate)
- Program on international & emerging markets investing



Melissa Anderson

Director (Independent)

Comox Valley

Director Since: 2016 | Term: 2016 – 2019

With over 20 years' experience in information technology, business/process analysis, payroll and change management, Melissa has a wide range of transferrable skills and knowledge to help round out the Board's existing competencies. Her professional experience spans numerous industries including health, education, government, environmental services, food services, retail, oil and gas, and telecommunications.

Melissa puts a priority on giving back to her community in a variety of ways. Over the past 30 years, she has volunteered her tutoring services and has coached both collegiate and community sports teams. She is also an active volunteer at her children's schools and community organizations such as BC Adaptive SnowSports (past Co-Chair, Cerebral Palsy program), Comox Valley Skating Club (past Registrar), and the Comox Bay Sailing Club.

Areas of Expertise/Experience

- Information Technology
- Risk Management
- Governance
- Human Resources/Compensation

Education/Designations

- B.Sc., Management & Systems Science (Computer Science major, Business minor, Math minor)
- Prosci Certified (Organizational Change Management)
- RUP (Rational Unified Process) certified
- Grid (Organizational Culture Development)
- Coaching Certification – Level 1

2016

Committees

- Conduct Review Committee
- IT Risk Committee

Attendance

- Board Meetings = 9/9
- Committees = 4/4

Educational Activities

Internal Education:

- 1 Governance lunch & learn session

Credit Union System Education:

- Foundations of Governance – 7 modules
- 1 CUDA Classroom course

External Education:

- 1 ICD webinar

Director Compensation

Director Compensation Philosophy

Coastal Community follows the philosophy that Directors receive financial compensation and remuneration for expertise and contribution toward the successful performance of the Credit Union. Director compensation and remuneration is reviewed annually by the Human Resources and Compensation Committee; the committee refers its recommendations to the Board of Directors for discussion and consideration for approval.

Director Compensation Policy and Practice

Director remuneration is formally reviewed every two (2) years or when peer comparison data is made available. It is the intent of the Board of Directors to analyze and maintain their remuneration using two guiding principles:

- o Compare to British Columbia credit unions of like asset size
- o Every attempt is made to set Director remuneration at the 50th percentile or to come as close as possible.

	Board Chair/ Vice Chair	Individual Directors	Committee Chair	Committee Member
Annual Stipend	\$ 27,000 (Chair) \$ 13,500 (Vice Chair)	\$ 12,500	\$ 2,500	N/A
Board, Committee or Subsidiary Meeting Attendance (per meeting)	\$ 400	\$ 400	\$ 400	\$ 400

Director Benefits and Perquisites

Coastal Community values the contributions provided by the Board of Directors and provides them with a range of benefits inclusive of health care, insurance and additional advantages. Dependent upon the benefit provided the Director may be responsible for a portion of the cost, or premium; whereas some benefits are compensated by the organization.

Director Education and Development

To ensure that Directors keep pace with the ongoing change and complexity of business and industry, the Board of Directors embraces the concept of continuous learning and Director development. The Board of Directors is committed to development activities to ensure that the highest standards of performance are met.

As required by the Credit Union Incorporation Act of British Columbia, new Directors complete the required courses within the first 12 months of becoming a Director. Additionally, the Credit Union Director Achievement Program (CUDA) offers elective courses for Directors if they choose to pursue further educational opportunities. CUDA contains three levels of programs. Once directors complete all three levels they receive their CUDA Program Certificate and may choose whether they want to write a comprehensive accreditation exam to receive the Accredited Canadian Credit Union Director (ACCUD) credential designation.

In addition to the CUDA offered courses/programs, Directors are required to seek out and participate in continuous development and learning opportunities relevant to their role, which can include internal education and external webinars and education courses. A maximum of two Directors each year may be selected to attend the external Director Education Program (DEP) offered through the Institute of Corporate Directors (ICD).



Directors are also required to complete mandatory courses annually that are offered through an internal training centre, The Learning Centre (TLC) and Board 360. These courses include anti-money laundering and privacy training and require a passing grade of 90% or higher. There are also additional TLC and Board 360 courses available to Directors.

Directors do not receive remuneration for attending internal or external education courses, webinars or community events. The following chart lists individual Director remuneration for 2016:

Director Name	Role(s)	Annual Stipend	Meeting Fees				Benefits Cost	Total Remuneration
			Board ¹	Committee	Subsidiary ²	Other ³		
Susanne Jakobsen	<ul style="list-style-type: none"> Board Chair 	\$27,000	\$4,400	\$10,800	\$4,000	\$400	\$1768	\$48,368
Evelyn Clark	<ul style="list-style-type: none"> Vice Chair Chair, Human Resources & Compensation Committee 	\$16,000	\$4,800	\$8,000	N/A	\$2,800	\$1768	\$33,368
Lynne Fraser	<ul style="list-style-type: none"> Chair, Audit & Risk Committee Chair, Investment & Lending Committee (Apr – Dec) Chair, IT Risk Committee (Jan - Apr) 	\$16,250	\$4,800	\$8,400	\$2,000	\$2,400	\$1768	\$35,618
Cheryl Tellier	<ul style="list-style-type: none"> Chair, Coastal Community Financial Management Inc. Board of Directors (Apr – Dec) 	\$12,500	\$4,800	\$6,000	\$2,000	\$2,400	\$1036	\$28,736
John Newall	<ul style="list-style-type: none"> Chair, Conduct Review & Corporate Governance Committee Chair, Coastal Community Financial Management Inc. Board of Directors (Jan – Apr) 	\$15,000	\$4,800	\$4,000	\$2,000	\$2,400	\$136	\$28,336
Doug Lang	<ul style="list-style-type: none"> Chair, Nominating Committee (Jan – Apr) 	\$15,000	\$4,400	\$6,400	N/A	\$2,400	\$136	\$28,336



Terry Law	<ul style="list-style-type: none"> • Chair, Coastal Community Insurance Services (2007) Ltd Board of Directors • Chair, IT Risk Committee (Apr - Dec) 	\$12,500	\$4,800	\$5,200	\$2,000	\$2,800	\$136	\$27,436
Michael Mascall	<ul style="list-style-type: none"> • Director 	\$12,500	\$4,800	\$5,600	N/A	\$0	\$136	\$23,036
Dominique Roelants ⁴	<ul style="list-style-type: none"> • Director 	\$8,173	\$3,600	\$3,200	N/A	\$0	\$0	\$14,973
Melissa Anderson ⁴	<ul style="list-style-type: none"> • Director 	\$8,173	\$3,600	\$1,600	N/A	\$0	\$0	\$13,373
Lorne Purchase ⁵	<ul style="list-style-type: none"> • Chair, Investment & Lending Committee 	\$6,827	\$1,200	\$2,400	N/A	\$0	\$589	\$11,016
Laurie Jackson ⁵	<ul style="list-style-type: none"> • Director 	\$4,327	\$1,200	\$1,600	N/A	\$0	\$544	\$7,671

¹ Attendance at credit union board meetings, strategic planning session(s), enterprise-wide risk management session, AGM

² Attendance at subsidiary board meetings

³ Attendance at Credit Union system conferences and other meetings

⁴ Director since April 21st, 2016

⁵ Director from January 1st, 2016 to April 21st, 2016

Director Expense Reimbursement

For 2016 the total Director's non-remuneration expenses totaled \$84,727, which includes expenses for training, conferences, travel, accommodation, meals, meeting expenses, insurance, and other miscellaneous items. The following chart lists the individual Director expenses for 2016:

Director	General ¹	Training ²	Conference ³	Total
Susanne Jakobsen	806	343	650	1,800
Evelyn Clark ⁴	5,224	18,669	2,508	26,401
Lynne Fraser	930	1,486	6,362	8,778
Cheryl Tellier	448	1,331	2,058	3,837
John Newall	806	-	8,269	9,074
Doug Lang	4,534	-	5,483	10,017
Terry Law	5,899	-	3,599	9,498
Michael Mascall	5,563	2,911	-	8,475
Dominique Roelants ⁵	914	1,809	-	2,723
Melissa Anderson ⁵	1,842	1,630	403	3,875
Lorne Purchase ⁶	-	-	-	0
Laurie Jackson ⁶	250	-	-	250
Totals:	27,216	28,179	29,332	84,727

¹ Travel, meals & accommodation

² Course cost, travel, meals, accommodation

³ Conference cost, travel, meals, accommodation

⁴ Evelyn Clark is currently enrolled in the Director Education Training Program offered through the Institute of Corporate Directors. This course occurs in both 2016 and 2017

⁵ Director since April 21, 2016

⁶ Director from January 1, 2016 to April 21, 2016

CEO Profile



Adrian Legin, MBA, ICD.D

President and Chief Executive Officer (CEO)
Coastal Community Credit Union

Adrian is a dynamic senior executive with 30 years of progressively responsible and diverse positions in the co-operative, private and public sectors within the financial, mining, government and telecommunication industries.

As the President and CEO of Coastal Community, Adrian Legin leads the largest financial services organization based on Vancouver Island and the Gulf Islands—a position the company has held since 2005. With approximately \$2.7 billion in on and off book assets, Coastal Community Credit Union offers complete financial services and solutions through an extensive network of personal banking, insurance, investments, and business services centres across the islands. Coastal Community is one of the top 25 largest Credit Unions in Canada. Coastal Community has the 3rd largest credit union-owned insurance company in Canada, and one of the top 10 wealth management offices in Canada measured by Assets under Management. Coastal Community's family of companies—Coastal Community Credit Union, Coastal Community Insurance Services (2007) Ltd. and Coastal Community Financial Management Inc.—serves a combined total of over 110,000 members and clients and employs almost 600 Islanders. Additionally, Adrian serves on the Board of Credential Financial Inc.

Since joining Coastal Community in March of 2009, Adrian's strategic leadership has contributed to the following key accomplishments:

- The creation of Coastal Community's new Vision and Purpose, founded on its long-standing core Values. This framework has since supported additional accomplishments including implementing innovative ways to deliver service across a variety of channels; a new branch delivery model; service expansion plans for South Vancouver Island; as well as financial innovations that have won national recognition
- *Best Employer in Canada* recognition (2010, 2011 & 2012) as well as a *Top Employer in British Columbia* award for 2015 and 2016
- The 2013 *Corporate Responsibility Award* for the Vancouver Island region
- The introduction of innovative service delivery channels for members and clients, including new branching models, the Relationship Centre (call centre), and Interactive Teller Machine technology—the first of its kind on Vancouver Island

Passionate about economic and community development, Adrian has served strategic leadership positions with various community and industry groups, including the Nanaimo Economic Development Corporation, Greater Nanaimo Chamber of Commerce, Regina Palliative Care, the Saskatchewan Advanced Technology Association, the Regina Regional Economic Development Authority's IT Cluster, the University of Regina's Building Dreams and Futures campaign, and the Canadian Information Productivity Awards (CIPA).

Prior to his role at Coastal Community, Adrian served as Executive Vice-President of Retail Operations at Conexus Credit Union in Regina, and was past Executive Vice-President, Operations and E-business. He has also held a range of senior level positions with Information Services Corporation, IMC Kalium, IMC Agrico, and SaskTel. Adrian has senior management experience in the private, public, and cooperative sectors on a provincial, national, and international level. His past responsibilities include consultative roles in strategic alliances within the financial, mining, government, and telecommunications industry sectors. Adrian received his MBA from Queens University in 2000 and his Institute of Corporate Director education program designation in 2016.

Board Appointments and Associations

*** Positions and Appointments**

Credential Financial Inc.	Director and Risk Committee Member
Credential Asset Management Inc.	Director
Credential Securities Inc.	Director
Coastal Community Insurance Services (2007) Ltd.	Director
Coastal Community Financial Management Inc.	Director

Nanaimo Economic Development Corp.	Director
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Previous Positions and Appointment

Conexus Holding Corporation Board	Director
Conexus Insurance Board	Director
Century 21 Conexus Real Estate Board	Director
Centum Canada Mortgage Direct Board	Director
Protexus Inc. Board	Director
Regina Palliative Care Inc.	Director and President
Canadian Information Productivity Awards (CIPA)	National Judge
Regina Regional Economic Development Authority	Co-chair of the "IT Cluster"
University of Regina Building Dreams and Futures Campaign	Chair, Small to Medium Size Enterprises Working Committee (SME)

* Any compensation related to Board positions is directed to the Credit Union and not to the employee

Compensation Philosophy

Coastal Community utilizes a strategic compensation policy to facilitate its sound financial position, as well as to motivate employees to perform to the best of their abilities. Coastal Community utilizes the labour market to determine salary rates and total rewards; with the understanding that salary is only a portion of the total rewards an employee receives (all compensation, benefits and perquisites).

CEO Compensation Policy and Practice

Coastal Community's Compensation Philosophy guidelines are developed to ensure that Coastal Community attracts and retains a skilled and competent Chief Executive Officer. This is achieved by compensating competitively at market rate.

Coastal Community has established a "lag" or "at market" principle in establishing compensation, therefore the compensation philosophy will follow market rather than lead in the establishment of compensation rates where job rate is set at the 50th percentile of the market to ensure a competitive and fair value. The range is reviewed along with total compensation and rewards every two years by an outside consultant and movement in the range is based on the Canadian Credit Union Executive and Senior Management Compensation Survey.

For the fiscal year ending December 31, 2016 the CEO earned the following compensation:

Description	Amount
Base Salary ¹	\$377,875
Short Term Incentive Plan ²	\$151,150
Total	\$529,025

CEO Incentive Plan Process and Payment

The purpose of Coastal Community's compensation program is to ensure that exempt employees are provided incentives and compensation in a way that supports both the organization's short and long term goals while also creating a framework for the company to attract and retain talent.

An annual performance-based incentive bonus is provided to the CEO (paid in cash or to a Retirement Savings Plan, or a combination of the two). Components of the incentive plan are reviewed annually, and are subject to change as appropriate in order to meet the corporate goals.

Payment is based on the achievement of the Key Metric targets for the Balanced Performance Scorecard split between annual objectives making up 60% of overall payment and project and programs completion which make up the remaining 40%.

For the fiscal year 2016, the CEO's incentive equates to 40%³ of overall salary for all measures achieved.

CEO Benefits, RRSP and Perquisites

Health care, insurance and other benefits provided to the CEO are consistent with those received by all other employee groups within Coastal Community. Coastal Community employees receive a comprehensive benefits plan that offers several options.

The Executives and CEO receive the additional benefit of the Health Care Spending Account benefits with a maximum value of \$2500 per annum and an accumulated maximum of two (2) years value at \$5000 for any unused funds.

Employees, including the CEO receive employer paid RRSP contributions of 11% of base salary to a Group RRSP or a Defined Contribution Plan. The funds and accumulated interest and/or profits are "locked in" until discontinuance of employment or retirement from Coastal Community.

The CEO also receives a car allowance with a value up to \$900 per month.

Termination Benefits

The CEO's employment contract stipulates that if employment is terminated for cause, then no notice, salary, bonuses or benefits are owed to him. If his employment is terminated without cause, then a severance package up to 24 months (including salary and benefits) would be owed to him.

¹ Base Salary is for 2016

² Annual incentive – Value paid in 2017 is for the 2016 annual period

³ Total incentive is capped at 40% of base salary

Coastal Community Credit Union Officers

- Adrian Legin, President & Chief Executive Officer
- Rob Grundison, Chief Relationship & Sales Officer
- Barbara Coe, Chief Financial & Risk Officer
- Bruno Dragani, Chief People & Administration Officer
- Joe Cristiano, Chief Community & Marketing Officer
- Paul Johnson, Associate Vice President Project Management Office & Corporate Secretary

Credit Union Industry Directorships Held by Directors and Officers

- CMC - Co-operatives and Mutuals Canada – Doug Lang, Director
- Credential Financial Inc. – Adrian Legin, Director
- Stabilization Central Credit Union of British Columbia – Paul Johnson, Director
- Solutions Centre – Bruno Dragani, Director

Directors & Officers of Subsidiary Companies

 Coastal Community Insurance Services (2007) Ltd.

Terry Law, Chair	Joe Cristiano
Lynne Fraser	Lesley Maddison, General Manager
Adrian Legin	Paul Johnson, Corporate Secretary
Rob Grundison, President	Connie Mander, Financial Officer
Bruno Dragani	

 Coastal Community Financial Management Inc.

Cheryl Tellier, Chair	Bruno Dragani
John Newall	Joe Cristiano
Adrian Legin	Don Tamelin, General Manager
Rob Grundison, President	Paul Johnson, Corporate Secretary
Barbara Coe	Connie Mander, Financial Officer