

OSHAWA COMMUNITY CREDIT UNION LIMITED
1 BOARD RESPONSIBILITIES
3 DIRECTOR'S PROFESSIONAL DEVELOPMENT AND QUALIFICATIONS

Appendix B

Director Candidate Information Guide

Oshawa Community Credit Union Ltd.

(hereinafter "OCCU" or "credit union")

2026 Election to Board of

Directors Dear Prospective Board

Candidate:

At OCCU we value the dedication 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. Inside this package you will find information that will clarify the qualification criteria for Candidates and expectations of Board Members in their role of governing the credit union. You will also find everything that you need to complete the nomination process.

To assist Members who are interested in considering candidacy, the Board selects a Nominating Committee each year. The Committee's primary role is to ensure Members are fully informed of the nomination process and the election process, as well as to consider the qualifications of Candidates to ensure the highest quality board composition, and to attempt to meet any gaps as identified by the Board in their analysis of the Board's skills, knowledge, and experience.

The Nominating Committee is tasked with selecting Candidates who are the best qualified and meet the required criteria and possess specific skills and experience in the competencies set out in Schedule C:

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

This year, experience in Technology, Legal and Environmental, Social and Governance (ESG) could all provide a valuable addition to the existing complement on the Board. A Director's designation is a definite asset.

The Board believes in embracing diversity and inclusion and strives to represent and reflect the broad Membership, its employees, and the people in our community.

The process is highly competitive. While all applications will be evaluated, only Candidates that best complement the skills and experience of the current Board will be considered beyond the application part of the process for an interview.

If you decide to proceed with submitting a Director application, please complete and submit this application package along with all the required documents, as outlined in the Candidate's Guide section.

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If you have any questions about the enclosed information, you may contact Linda Treen, CEO Assistant, by email at lindat@oshawacu.com. Please note that the Nominating Period is from January 12, 2026 to February 27, 2026. Applications must be received by 5 p.m. on February 27, 2026

Yours truly,

Jackie Moore, Chair of Nominating Committee

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Vision & Values

Our Vision

Your member owned financial partner providing a safe, trusted and innovative environment offering financial security to current and future generations.

Our Values

To create a partnership between members and their Credit Union for mutual financial success.

Who We Are

Oshawa Community Credit Union (OCCU) is a single branch financial cooperative managing approximately \$140 million in assets and provides a full range of financial services for an estimated 3,000 members. Centrally located on the fringe of downtown Oshawa, we are a niche player existing to meet the financial needs of our member's while still LIVING the cooperative values.

While not claiming to be the best rate in town, we continue to strive for a **superior service** experience while building **deeper relationships** and offering **competitive pricing**. We will continue to provide, in a transparent manner, full disclosure of all potential financial options available so members have assurance the decisions they make are based on objective financial information presented with their best interests in mind.

If we do these well, it will result in **member loyalty** and **strong performance** financially, this is reflected in our annual **growth** rate of 10% from '17-'22. From a capital perspective, **strength**, we have historically been in the top five of the strongest credit unions in Ontario, **proving** a credit union can remain financially viable while remaining true to cooperative values. We will seek to continue, or to become, the financial institution of choice for both our members', their family, friends, and co-workers.

Profit and asset growth, while acknowledged as required to remain sustainable, are not our governing principles. Rather, in reflection of our cooperative values, maximizing Membership value and Member success, as opposed to the corporate "maximizing shareholder wealth" principle, is what guides our decision making from the governance level to the operational level.

Putting your money where your mouth is

Practically, this is done with the complete absence of corporate or individual sales targets. Unethical sales tactics are absent as no-one is evaluated on, or receives a bonus based on sales, growth, or profit targets. No performance bonuses are paid at any level of the organization. We will only guide you to what works best for YOU as we believe "If you are successful, we will be successful".

Further, as a cooperative, unless extenuating circumstances exist and preservation of capital levels is a concern, when we have a strong surplus at year-end, you can expect to be rewarded by our strong PROFIT-SHARING history reflective of the extent you use our products and services. We

strive to share with all members the profits of the Credit Union. So, you can classify your Membership Shares as an investment not as an expense or fee. Some current members have even increased their Membership Share investment to the maximum \$1,000 as opposed to the minimum \$100.

We also collaborate at all levels regarding the direction of the Credit Union, providing a focused plan on strategic themes ensuring the Credit Union's ongoing meeting of our member's needs and continued long-term viability.

In addition to the cooperative principles, there are four additional themes we have identified that drive our decision making, influence our culture and shape our business model.

STRATEGIC THEMES

SAFETY (Safe)

Our state of being a financially prudent, strong and profitable financial cooperative.

Perform work processes in a timely fashion, always seeking to identify and implement efficiencies. We will handle our members' investments in the Credit Union with the utmost respect making prudent decisions with regards to how the funds are utilized to generate profits for the ultimate benefit of our members.

Make financial decisions in accordance with regulatory compliance and that support the long-term continuation and viability of the Credit Union, so we are here for our members well into the future.

TRUST (Trusted)

Our value of being first and foremost a financial cooperative, prioritizing our members' best interests.

Earn trust by being a conduit of knowledge and information in a transparent way. We will reinforce trust by doing our utmost to follow through on commitments that we make. We will do our best to assist and guide members to make the optimal financial decision when inquiring about financial products and services and will, without sales quotas or commissions, serve our members.

Maintain our existing culture of mutual trust between the board of directors, management, and staff.

INNOVATION (Technologically Innovative)

Our commitment to the on-going development of technological products and services.

Find affordable value-added technologies that provide remote convenient access to Credit Union products and services for our members.

Work collaboratively both with credit unions and with credit union system partnerships to ensure the most cost-effective price is secured for products, services and technologies purchased.

Utilize technology in capturing efficiencies at all levels of the operation, from the Board of

Directors to the teller level. We will encourage staff creativity; we will explore new innovative ideas and approaches to delivering financial services.

Vision & Values

SUSTAINABILITY (Current & Future Generations)

Our goal to ensuring and maintaining the long-term viability of the Credit Union.
Operating in, supporting of, and Governed at the local level.

Be sensitive to member feedback regarding financial service/product needs, and responding accordingly to meet those needs, so the Credit Union remains or becomes, front-of-mind for their financial institution of choice.

Develop and implement strategies that will maximize the long-term viability of the Credit Union, ensuring all proper infrastructure is in place (IT, HR etc.) to support that goal. We will be proactive versus reactive. We will be prudent with surpluses ensuring appropriate resources are in place for larger future capital expenditures (banking system etc.).

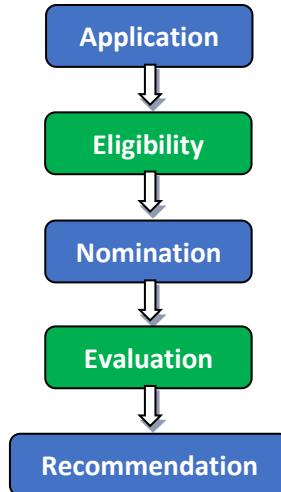
**Being a Financial Cooperative... not just a marketing term...
but the driver of our Governance and Business Model.**

OCCU Election

The Board, as established in the By-Laws, consists of not fewer than the minimum number and not more than the maximum number of Directors provided for in the Credit Union's Articles of Incorporation. Directors are each elected by the Membership for a term of three years and must not exceed seven (7) consecutive full terms, or 21 years of service.

As defined in OCCU's By-Laws, and the Board's Governance policies, the Nominating Committee and the Board all play an integral role in the process of reviewing applications, selecting nominees who meet the eligibility requirements and recommending nominees who, in its opinion, best meet the needs of the Board. This Committee is required to evaluate all applicants and to evaluate the experience, expertise, and qualifications of the candidates in relation to the specific Director selection criteria established by the Board annually.

SELECTION PROCESS



All potential candidates, including new candidates, elected incumbents and appointed incumbents, are required to be equally vetted by the Nominating Committee.

- 1) The Nominating Committee receives all applications submitted according to the application process. Only correctly and fully completed applications will be considered. The Nominating Committee will then determine if applicants qualify to be nominated.
- 2) Applicants found to meet the Director criteria are then nominated being subject to further selection processes including but not limited to, testing, interviews, performance review, course completion, providing references etc.
- 3) Upon completion of the Nominees' evaluations, when more nominees exist than vacancies, the Nominating Committee will determine the best qualified Nominees to fill the vacant positions. The Nominating Committee will prioritize recommendations based on the 2026 Board gaps identified by the Board.

The Nominating Committee will then place their recommendation behind those identified Nominees in a number equal to the number of vacancies.

The Nominating Committee will advise each Nominee whether they are receiving the Committee's recommendation, and any Nominee not being recommended will have the choice of staying on the ballot and

OCCU Election



participating in the election or withdrawing their name. Candidate information will be provided online and in-office prior to the AGM and to attendees of the AGM, indicating to credit union Members the names of those Nominees who have received the recommendation of the Nominating Committee.

OCCU Elections will be conducted via electronic voting during the Annual General Meeting held online on April 14, 2026. Eligible voters have one vote per OCCU individual share requirement. Eligible members shall cast a number of votes less than or equal to the number of directors to be elected but the member may not cast more than one vote for one candidate. There will not be nominations from the floor. The Nominees who garner the most votes will join the Board according to the number of votes received as follows:

The results of the Election will be announced at the Annual General Meeting on April 14, 2026.

Nomination and Election Timeline

Nominating Committee Meeting – meet to review nominating process	● November 2025
Advise Committee of the director terms expiring A. Director(s) to advise the Board of their intention to run for re-election Nomination application forms are provided to the directors intending to run for re-election	● November 2025
Call for nominations sent out by email and mail to Members	<ul style="list-style-type: none"> ● January 13th by Mass Email ● January 2nd Winter Newsletters ● January 12th Website/TV and In Office notices
Nomination period opens	January 12, 2026
Deadline to submit the official Application forms and other required material. Official Application Forms include: A. Application; Bonding Application Process B. Candidate's Undertaking; Statement of Interest, Resume & Digital Photo C. Candidates Experience Self-Assessment D. Declaration of Economic Interest E. Requirements to Disclose, if applicable	February 27, 2026
Interviews of selected Candidates by the Nominating Committee	TBD, within the first two weeks in March
The following is posted on the credit union's website and is available in the branches: Each candidate's printed Statement of interest	January 12, 2026
Results are tallied	April 14, 2026
Candidates are informed of the Election results	April 14, 2026
Annual General Meeting ● The results of the Election are publicly announced	April 14, 2026
The Nominating Committee calls each unsuccessful Candidate for a debriefing.	After the AGM

Candidates Guide



Eligibility Requirements

1. Individuals wishing to be a Candidate for OCCU's Board of Directors must qualify, on or before the last day of the nomination period as of February 27, 2026, to the following:
 - Must be at least 18 years of age and is a Canadian citizen or a person lawfully admitted to Canada for permanent residency who is ordinarily a resident in Canada.
 - Must have been a member of the Credit Union for at least six (6) continuous months.
 - Member In-Good-Standing of OCCU as defined in the Credit Union's By-laws.
 - Has not failed, without being excused, to attend regular meetings of the directors for three (3) consecutive months within the preceding twelve (12) months.
 - Is not an employee or director, officer or a member of any Board or Committee of another credit union or financial institution.
 - Must not currently be employed by any credit union or has not been employed by a credit union in the past two (2) years.
 - Must not be under contract or has not been under contract for financial services provided to OCCU in the past two (2) years.
 - Must not be employed by, receive no remuneration from, or is not engaged in any type of purposeful activity for a certified union that represents or has represented the employees of OCCU during the past two (2) years.
 - Must not be related by blood, marriage, cohabitation, or adoption, to an employee or director of the Credit Union to the following degrees: spouse, child, grandchild, mother, mother-in-law, father, father-in-law, stepmother, stepfather, sister, sister-in-law, brother, brother-in-law, stepsister, stepbrother, grandmother, grandfather, step-grandmother, step-grandfather, aunt, uncle, niece, nephew or first cousin.

And as per any other criteria or conditions as outlined in OCCU's Bylaw.

2. After reviewing the above and Schedule F 'Background Information for Candidates', a Candidate wishing to make an application must:
 - Complete and submit the Application and required documents as listed on the Nomination and Election Timeline; and
 - The Bonding Application Form will be sent to the candidate via email once the Application Documents are received by the Nominating Committee. As per the bonding requirements, the candidate consents for the Committee to complete a credit check, criminal check and a comprehensive personal background check. These checks will be conducted on all Candidates who are interviewed and/or choose to stand for election as necessary. Note: Eligibility for election to the Board of Directors is conditional upon receiving bonding approval from OCCU's insurer.
3. Director Applications must be marked Confidential and submitted to Linda Treen, CEO Assistant, either by email at lindat@oshawacu.com or in office or by mail addressed to Linda Treen, 214 King Street East Oshawa, ON L1H 1C7 by 5 p.m. of the last day of the Nomination Period February 27, 2026.

Candidates Guide



Once the Director Application submission period closes:

The Nominating Committee will validate the Candidate's eligibility and complete the Bonding Application Process.

Candidates must:

- ✓ have a satisfactory credit report with a beacon score not lower than 610.
- ✓ have a "clear" criminal check report
- ✓ have an approved Bonding Application through our bonding company

Note: exceptions approved by the Board

- Conduct any Candidate interviews during the interview period.
- The election of Directors by Members will be conducted from April 14, 2026
- Successful Candidates will be announced at the Annual General Meeting to be held on April 14, 2026.

Candidates Guide



Directors Disqualification, (as extracted from O Reg. 29(1))

Disqualified individuals:

(1) For the purposes of [section 84](#) of the [Act](#), 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 has been found under the [Substitute Decisions Act, 1992](#) or under the [Mental Health Act](#) to be incapable of managing property or who has been found to be incapable by a court in Canada or elsewhere.
3. One who is an undischarged bankrupt or who has been discharged as a bankrupt in the five years preceding the date on which the individual may be elected as director.
4. One who is unable to obtain proof of bonding insurance that is satisfactory to the Chief Executive Officer.
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 the individual 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 the individual may be elected as director, for professional misconduct.
9. An employee of the credit union or a central in which the credit union is a member or the employee's spouse, parent or child.
10. A professional advisor who provides services to the credit union in the individual's professional capacity or who has provided such services in the three years preceding the date on which the individual may be elected as a director.
11. An employee, director or officer of the Authority.
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.
15. Any material misrepresentation of any sort, at any time, including during the interview process or your tenure as a director. Misrepresentation could include but is not limited to:
 - ✓ Personal financial activity
 - ✓ Work history
 - ✓ Education and academic performance
 - ✓ Designations/Accreditation

Candidates Guide

Director Disqualifications continued...

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

(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 of or failure to comply with the Act, a predecessor of the Act or an Act governing a subsidiary of the credit union; or
- (d) involves a contravention of or failure to comply with the Securities Act.

The Financial Services Regulatory Authority of Ontario, Rule 2021-001 Sound Business and Financial Practices

Section 4 states that:

Directors must have the “appropriate skills, education, experience and commitment to enable them to discharge their duties and responsibilities effectively, having regard to the nature, size, complexity, operations and risk profile of the credit union”.

Further, Section 4 provides that an individual who is **not** independent from the senior management of the credit union (other than the CEO) may not serve as a member of the board, and an employee or related person of an employee of the credit union are disqualified from serving as a member of the board.

Candidates

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Candidate Selection Criteria



The selection criteria to be used by the Nominating Committee are the following:

Mandatory Individual Director Criteria

A Director must have the following skills/capabilities:

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 interests 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, be an effective communicator, and bring a diverse and knowledgeable perspective to Board discussions and decisions;
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, discretion, discernment, 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 auditors' reports;
12. Agree to fulfill the time commitment, including travel time and workload associated with being a Director of the Credit Union;
13. Able to make significant contributions to long-range planning and strategy.

Candidates Guide



Candidate Selection Criteria continued...

Additional Areas of Board Expertise

Beyond the identified core competencies, we are looking to strengthen our board with expertise in the following competencies:

1. Legal Expertise
2. Human Resource Expertise
3. Professional Designation
4. Finance Acumen (knowledge/experience)
5. Technology Expertise
6. Liquidity Management Acumen
7. Lending and Credit Acumen
8. General Management Experience
9. Environmental, Social and Governance ("ESG") Acumen
10. Wealth Management Expertise

Supplemental Individual Director Qualifications Criteria

It is desirable that Directors:

1. Have considerable experience as a Director on a Board;
2. Have a demonstrated reputation of valuable community and professional involvement;
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 including financial instruments and International Financial Reporting Standards (IFRS);
5. Have experience or familiarity with enterprise risk management;
6. Have experience or familiarity with strategic planning;
7. Have experience or familiarity with capital markets financing instruments (e.g. interest rates, hedging, etc.); and
8. Have experience/expertise in the fields of economics, finance, treasury or investment services.

Candidates Guide



Background Information for Candidates

Preamble

OCCU Directors are expected to attend all scheduled Board and Committee meetings and be active participants therein. They are also encouraged to attend other OCCU-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 as outlined below.

The information that follows identifies and briefly describes OCCU Committees, Director education requirements and a summary of meetings and estimated commitment of time which one might expect when they become a Director of OCCU. We hope 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 OCCU Governance structure/practices, please contact the Chair of the Nominating Committee.

Committees

1 Full Board

The Board of Directors consists of not fewer than the minimum number and not more than the maximum number of Directors provided for in the Credit Union's Articles of Incorporation. Directors are each elected by the Membership for a term of three years and must not exceed seven (7) consecutive full terms, or 21 years of service. The Board is responsible for establishing corporate objectives, policies and performance standards and measuring their achievement and hiring and delegating authority to the CEO.

2 Board Committees

The Board has established six standing Committees that are assigned responsibilities to assist the Board to carry out its mandate.

The current Committees and their mandates are as follows:

- A. **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 Unions and Caisses Populaires Act, 2020. It also reviews and recommends the annual financial statements to the Board. It is responsible for ensuring effective management of operational risk and that capital, liquidity management and internal control systems are at acceptable levels. It is also responsible for monitoring compliance with the Credit Union's Restricted Party policy.
- B. **Executive Committee:** This Committee provides advice and acts as a resource to management as well as ensures 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 for assessing the performance of the Board and its Committees as well as an annual appraisal of the CEO.
- C. **Policy and Bylaw Committee:** The Policy and Bylaw Committee is responsible for overseeing OCCU's policies and bylaw to ensure they meet the evolving changes of the industry.
- D. **Nominating Committee:** The Nominating Committee is responsible for overseeing the director Nomination, Evaluation, Selection and Election processes for Board Candidates. The Chair of the Nominating Committee will be selected by the Board of Directors annually.

Candidates Guide



Background Information for Candidates continued...

- E. **Planning and Budget Committee:** The Planning and Budget Committee purpose is to assist the Board in fulfilling its responsibilities to the shareholders, potential shareholders and investment community by ensuring that constant planning, continuing communication and financial well-being of the Credit Union is being carried out.
- F. **IT Committee:** The IT Committee's purpose is to provide oversight, guidance and strategic direction for the Credit Union's Information Technology (IT), and ensuring IT investments, infrastructure and operations are aligned with the Credit Union's overall business strategy.

Meetings/Time Commitment

Board meetings are held monthly. It is expected that, in addition to the actual time spent at a Board or Committee meeting, a Director will fully review all materials (e.g., Board materials, Committee agendas and supporting material) provided prior to attending each meeting. Materials for all Board and Committee meetings are distributed electronically, generally on the Friday of the week prior to the scheduled meeting. Directors are expected to be able to communicate via electronic means. While the amount of time required for this task will vary for each individual it is not unusual for a Director to spend approximately 2–5 hours preparing for Board or Committee meetings.

Directors are expected to attend monthly meetings in person or online, as the Board agrees, subject to necessary exceptions. Monthly meetings not held online, are normally held virtually via Google Meets, but may on occasion be held in the corporate boardroom at 214 King Street East, Oshawa.

Directors also attend additional meetings annually such as Board strategy and training seminars, with commensurate additional time commitments.

While travel time to and from meetings will vary with each Director, it is another factor to be considered.

Education

OCCU 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 and enhancing the level of discussions and decisions. Directors are required to complete various programs within certain time frames in order to achieve the minimum regulatory standards set by the Financial Services Regulatory Authority of Ontario (FSRA).

In addition, new Directors will be provided an orientation program no later than two months after being elected.

Remuneration

Directors receive a monthly honorarium plus additional compensation for attending committee meetings. These payments are taxable as personal income. Directors will be paid mileage to attend mandatory meetings, special meetings or training or for other credit union business. Mileage is paid as per the CRA's Automobile Allowance Rate.

Candidates Guide



Election Campaigning Rules

Campaigning is not permitted. Non-compliance with the following rules may result in a candidate's disqualification, if the Nominating Committee so determines.

1.0 Effective Date of the Rules

These rules take effect as of the date that the Candidate submits his/her Candidate Application.

2.0 Candidate Information Provided to Members

The Nominating Committee ensures that the following information about each Candidate is made available to Members in branches and on its website:

- 2.1 Statement of Interest** – As submitted by the candidate to the Chair of Nominating Committee according to the requirements outlined in the Board Candidate Information Kit. Maximum length to be 250 words and must be written in third person.

3.0 Campaigning Rules

The Board of Directors believes that the Statement of Interest provides Members with the information they need in a manner that is fair, open and transparent for all Candidates. Campaigning activities beyond the Statement of Interest is strictly prohibited. For more clarity, this includes but is not limited to:

- 3.1** No Candidate shall interfere with the duties or seek assistance from any employee of OCCU or any member of the Nominating Committee in connection with the election.
- 3.2** Candidates shall not campaign on OCCU premises or interfere with nor impede any Members of OCCU.

4.0 Non-Adherence to the Rules

Non-adherence to the Campaigning Rules may result in a Candidate's disqualification. If disqualified, within 24 hours, the Nominating Committee shall give written notice of such disqualification to the Candidate and the notice shall specify the reason(s) for the disqualification.

- 4.1 Impact of Candidate Disqualification** – Once a Candidate has been disqualified, no vote cast in favour of this Candidate shall be counted in the tally of ballots, but the ballots shall not otherwise be deemed to be void.

Candidates Guide

Election Campaigning Rules continued...

5.0 Clarification

Candidates who are unsure of the intent of any part of these rules shall contact the Chair of the Nominating Committee for clarification.

6.0 Dispute

Any dispute regarding interpretation, application or alleged violation of these rules shall be dealt with by the Nominating Committee. The decision of the Nominating Committee shall be final, non-appealable and binding.

7.0 Roles and Responsibilities

The Board of Directors of OCCU is responsible, through the Nominating Committee, to review the Director Candidate Information Guide annually.

Schedule A:

Application of Candidate

The OCCU Member below is applying as a Candidate for election to the Board of Directors.

Print Candidate's Name

Signature of Candidate ¹	Member Number	Date

Candidate Information:

Email address: _____

Telephone (day): _____

Telephone (evening): _____

The following two Oshawa Community Credit Union members have nominated me:

Signature of Members	Member Number	Date

- ¹ By signing this form, you declare that you meet the Director Eligibility Requirements and consents to a credit and criminal check as well as a comprehensive personal background check which is part of the Bonding Application Process. All candidates must be bondable.

You also agree to respect the requirements of the Election Campaigning Rules outlined in Schedule G.

Schedule B:

Candidate Undertaking

The undersigned hereby applies to be a Candidate for election to the Board of Directors of OCCU.

I do solemnly undertake to:

- a. stand for election if I qualify and, if elected, to serve as a Director;
- b. observe the provisions of the Credit Unions and Caisses Populaires Act, 2020 (the "Act"), as applicable, including the provisions of disqualified individuals as outlined in Section 84 of the Act and Section 29(1) of O Reg 105/22; or any such documentation published by the regulator governing Director conduct.
- 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. be a role model and advocate for OCCU to both internal and external stakeholders;
- e. provide full, financial disclosure to the Credit Union, as required by the Board from time to time;
- f. consent to the disclosure of credit and/or personal information to, or from any credit-reporting agency;
- g. acknowledge and observe all the Credit Union's By-Laws, and the OCCU's policies, Financial Services Regulatory Authority of Ontario (FSRA) Directors Handbook.

I further declare that:

- h. I am aware of the duties and responsibilities, legal obligations and liability of a credit union director/committee member;
- i. I am willing to commit the necessary time in order to discharge my duties faithfully, and in the sole best interest of Oshawa Community Credit Union;
- j. I will participate in such training programs as prescribed from time to time by the Board of Directors, Financial Services Regulatory Authority of Ontario (FSRA), Central 1 or as may be required by the regulation;
- k. 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 above during my term of office.

I further understand that in order to be eligible for consideration, 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, written in 3rd person**, not exceeding 250 words, and submitted in a digital format which:
 - i. provides the Membership with enough information about the Candidate to help them understand the skills, expertise and attributes the Candidate would bring to the Board;
 - ii. outlines the Candidate's reasons for seeking election to the Board of OCCU; and
 - iii. explains why Members should vote for this Candidate.

This Statement will be published by OCCU as received and will be used to inform the Membership about the Candidate in its election materials.

2. A **resume** that includes disclosures outlining the following: Experience, expertise and qualifications of the Candidate such as:
 - i. Candidate's skills and experiences that match the financial, operational and risk oversight needs of a credit union;
 - ii. Candidate's past and present service as a Director of a Board;
 - iii. Any formal Director education/training accreditations;
 - iv. Candidate's professional, community or other affiliations or Memberships; and
 - v. Contact information for two references, not required of elected incumbent candidates.
 - Reference:
 - Professional reference: individuals with a verifiable designation/accreditation; or
 - Character reference: from a member of at least five years of OCCU
3. A current high-resolution colour digital photograph of the Candidate. Please note that no photo will be used as part of the election materials or ballots.
4. Having signed this Application, the Candidate consents to OCCU reviewing any of the Candidate's financial information on file at the Credit Union, contacting references, and conducting a credit check, criminal check, and comprehensive personal background checks for the purpose of determining eligibility for election to the Board.
5. As an elected Director, will ensure computer equipment and internet access is sufficient for the purposes of attend meetings electronically of the Board and/or for accessing various training platforms at their place of residence.

In addition, the Candidate must be available the first two weeks in March to undergo an interview process by the Nominating Committee if deemed applicable by the Nominations Committee. The Nominating Committee will be using the Candidate Selection Criteria set out in this policy when conducting Candidate interviews.

Candidate's Signature: _____

Date: _____

Schedule C:

Candidate Experience Self-Assessment

OCCU is committed to a high-quality Board of Directors and expects that each Director brings to the Board knowledge, experience and engagement, demonstrates valuable key attributes and adheres to core principles.

In addition, Directors must meet the minimum requirements for Director's core competencies within specified periods, at a STRONG Competency Level as prescribed in the Guidance Note: Director Training and Qualifications for Complex Credit Unions found at the Financial Services Regulatory Authority of Ontario website (fsrao.ca – search for "Director Competencies"). More information on a Director's core competency requirements can be found at fsrao.ca/industry under "Credit Unions and Caisses Populaires".

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

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

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

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

Basic (B): 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 12 months of election. This assessment is used to help determine your level of expertise and training and self-development needs to fulfill the director training and qualifications requirements as established by the credit union.*

Competency/Area	Rating
1. Audit and Regulatory Compliance <ul style="list-style-type: none"> - Performance and regulatory standards; examination & auditing procedures 	
2. Board & CEO Performance <ul style="list-style-type: none"> - Setting and evaluating criteria and standards of performance of the Board, Directors and the CEO 	
3. Credit Union Operations <ul style="list-style-type: none"> - Cooperative business model; key components of operations (people, physical and technical infrastructure), operational risks 	
4. Financial literacy/expertise <ul style="list-style-type: none"> - Reading and interpreting financial statements and financial performance indicators 	
5. Governance and Ethics <ul style="list-style-type: none"> - Board roles and responsibilities; structure; decision-making authority; Board policies and process; Committees (mandates; structure; process) 	
6. Leadership <ul style="list-style-type: none"> - Leadership traits; skills and effective professional and personal attributes - Emotional and Social Intelligence 	
7. Regulatory environment with respect to financial services & credit union sector <ul style="list-style-type: none"> - Governing legislation and guidance; regulatory bodies/organizations 	
8. Risk Management Oversight <ul style="list-style-type: none"> - Enterprise risk management, financial and operational risks; risk management and monitoring 	
9. Strategic Planning <ul style="list-style-type: none"> - Strategic planning concepts; process; importance of clear strategic direction; monitoring of strategic plan implementation 	
10. Legal Expertise	
11. Human Resource Expertise	
12. Professional Designation	
13. Investments Acumen	
14. Technology Expertise	
15. Liquidity Management Acumen	
16. Lending and Credit Acumen	
17. General Management Experience	
18. Environmental, Social and Governance ("ESG") Acumen	
19. Wealth Management Expertise	

Schedule D:



Declaration Of Economic Interests By A Restricted Party And/Or A Related Party Of Oshawa Community Credit Union Ltd. ("OCCU")

Name: _____

Position with OCCU: _____

Definitions

Restricted Party (RP):

A person or entity is “restricted” in relation to OCCU if they are or have been within the last 24 months:

- A. a director or officer of OCCU;
- B. a spouse of a director or officer of OCCU;
- 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):

The following conditions are prescribed as conditions that, if satisfied in relation to a member or a customer of a league, result in persons being connected for the purposes of section 79-105 of the Act:

- A. Another person or entity is one of the following:
 - a. a body corporate in which the member or customer holds or beneficially owns, directly or indirectly, at least 20 per cent of the voting securities,
 - b. ii. an affiliate of a body corporate described in subparagraph i,
 - c. a person or entity that has a 50 per cent interest in a partnership in which the member or customer also has a 50 per cent interest,
 - d. a partnership in which the member or customer is a partner,
 - e. a trust or estate in which the member or customer has a substantial beneficial interest,
 - f. a trust or estate in respect of which the member or customer serves as trustee or in a similar capacity,
 - g. a person or entity on whose financial resources the member or customer depends to repay a loan to a league,
 - h. a person who provides security to a league for a loan to the member or customer.
- B. Another individual is one of the following:
 - a. a spouse who is financially dependent on the member or customer,
 - b. ii. a relative of the member or customer or of the member's or customer's spouse who lives in the same home as the member or customer, who is financially dependent on the member, customer or spouse. O. Reg. 105/22, S. 73

Schedule D:



Conflict of Interest:

Applies when a Director or Officer is/has:

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

Related Party (RLT.PTY):

A person or entity is related to OCCU 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 OCCU;
- B. the person or a close member of that person's family has significant influence over OCCU;
- C. the person or a close member of that person's family is a member of the key management personnel of OCCU (Executive leadership team; Board of Directors and Officers of OCCU;) 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 OCCU 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

Schedule D:



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 OCCU so as 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 OCCU, directly or indirectly, including any director of OCCU.

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.

DECLARATIONS:

Restricted Parties: [RP] Connected Persons [CP] Conflicts of Interest [CONFLICT] Related Parties (RLT.PTY)

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:

Schedule D:



3. Names of corporations whether or not they are Members of OCCU in which I beneficially own, directly or indirectly, more than 20 per cent of the voting shares, and the affiliates [CP] of said corporations: (state percentage) [>20=RP; >35=CP]:
4. Names of Corporations, Partnerships or Unincorporated Associations whether or not they are Members of OCCU 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]
5. Names of corporations whether or not they are Members of OCCU 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]
6. Names of Corporations, Partnerships or Unincorporated Associations whether or not they are Members of OCCU 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]
7. Names of corporations or unincorporated associations whether or not they are Members of OCCU for which I serve as a Director or Officer [CONFLICT]:
8. Names of partnerships whether or not they are Members of OCCU in which I am a partner: (state percentage interest and percentage interest of other partners)[CP]:
9. Names of trusts or estates which are Members of OCCU and in which I have a substantial beneficial interest [CP]; [RLT PTY]:
10. Names of trusts which are Members of OCCU and for which I act as trustee (including accounts on which I act as attorney for property) [CP]:
11. 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 D:



Acknowledgment:

I hereby:

- acknowledge that this declaration is given for the purposes of assisting OCCU 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. 92-97n of the General Regulation under the Credit Unions and Caisses Populaires Act, 2020 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 OCCU Board 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 OCCU.

Dated At _____, Ontario, This _____ Day Of _____, _____

Signature of Party

Schedule E:



The Credit Unions and Caisses Populaires Act, 2020 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 F:



All times must be completed in full and submitted by 5 p.m. of the last day of the Nomination Period February 27, 2026.

- Schedule A: Application Form – completed and signed (page 19)
- Schedule B: Candidate's Undertaking – completed and signed (page 20-21)
- Statement of Interest (max. 250 words) for inclusion in Election Materials for OCCU Members. (page 20)
- Resume with two references, either professional or character references. (page 20)
- Digital colour photograph (page 21)
- Schedule C: Candidate Expertise/Experience Self-Assessment – completed and signed (pages 22-23)
- Schedule D: Declaration of Economic Interests – completed and signed (pages 24—28)
- Schedule E: If applicable, Requirements to Disclose Form – completed and signed (page 29)

Bond Application Form will be sent by email from OCCU once the Application is received by the Nominating Committee.
