StellerVista Credit Union

Director's Package

Introduction

This package provides information on the process and details of becoming a Director on the Board of StellerVista Credit Union.

StellerVista Credit Union is a financial co-operative governed by a Board of Directors and are accountable to the member owners of the credit union. StellerVista Credit Union is committed to meeting the standards of legal and regulatory requirements to maintain member confidence and demonstrate financial success.

StellerVista Credit Union (the Credit Union) is regulated by the British Columbia Financial Services Authority (BCFSA). The credit union must comply with the Credit Union Incorporation Act (CUIA), The Financial Institutions Act (FIA), Stabilization Central's Principles of Good Governance & Sound Business Practices (Appendix A), the Credit Union Rules, policies, and, other applicable provincial and federal laws. The Credit Union provides regular reporting to BCFSA and is subject to periodic risk-based examinations.

The Credit Union employs a modern and effective use of governance and risk frameworks to ensure the credit union is managed and operated in a sound and prudent manner. The Board ensures that the credit union maintains high standards for its governance framework and governance of the credit union.

About StellerVista Credit Union – Mission, Vision, Values

Mission: To provide stellar financial services and solutions that empower our members to keep it here and grow it here.

Vision: Every neighbour has the financial ability to achieve their best life.

Our Values

With vision guiding an inspirational future state, and mission laying out what we must do to get there – these values represent who we are and how we will make that happen. Our values will strongly guide the way we build our strategic roadmap.

Trust.
We build strong relationships and partnerships through honesty and accountability in every aspect of our business.

Expertise.
We are great at what we do, and we care about how we do it. We are responsive to unique needs and meet change with creativity.

Sharing Success.
We operate with a mindset focused on efficiency and sustainability, allowing us to share financial success with our people and communities.

Belonging.
We offer relevant banking solutions for the businesses and people in our communities, including a focus on areas overlooked by larger institutions and ensuring access to quality financial services for everyone.

Courage.
We are confident in our ability to lead through the challenge and risk involved with change and growth.

Board Responsibilities

One of the things that makes credit unions unique is that they are member owned, member driven, and member focused. Through a nominated Board of Directors, our members have a say in how our credit union is governed.

Currently the Board is comprised of 9 members. Each director is elected for three-year, staggered terms.

A Chair, Vice Chair and Secretary will be elected from the 9 members, making up the Executive Committee.

The Board, Directors and Executive Committee responsibilities are outlined in the EToR01 Board of Directors Terms of Reference (Appendix B).

Board Diversity and Regional Representation

StellerVista Credit Union seeks to maintain a Board comprised of talented and dedicated directors with a diverse mix of expertise, cooperative philosophy, experience, skills and backgrounds to be reflective of our membership. The skills and backgrounds collectively represented on the Board should reflect the diverse nature of the business environment in which StellerVista Credit Union operates, while striving to meet the requirements set out in the StellerVista Board of Directors Skills and Competency Matrix (Appendix C).

For the purpose of Board composition, diversity includes both visible and non-visible elements and factors such as: skills, competencies, education, experiences, regional representation, age, gender and ethnicity.

When assessing candidates for nomination, election, re-election or appointment to the Board, the Credit Union will consider candidates on merit against the Board Skills and Competency Matrix. The ideal composition of the Board has been developed taking in account diversity and competency requirements of the Credit Union.

When new potential board members are being nominated by other members, the Board Candidate Nomination Package will capture experience, skills, education and the eligibility qualifications required to be a director. This will help the Nominations Committee to assess whether the candidate would qualify to be endorsed by the Board to the membership. This process is outlined in the Director Candidate Endorsement Process (Appendix D).

Director Professional Development

StellerVista Credit Union supports ongoing training and education of the Board of Directors. This includes full Board development sessions, networking and encouragement of professional development including director designations. This is paramount to the Credit Union that directors have appropriate competencies and skills to effectively fulfil their duties.

Time Commitment

The Board of Directors meets on a regular schedule. It is important for all directors to come prepared and actively participate in the Board and Committee Meetings. Meeting materials are provided at minimum, five days prior to the meetings to provide ample time for directors to review the material in advance of the meeting. Reporting on attendance at meetings is disclosed to the membership annually as part of the Annual Report presented at the Annual General Meeting.

Board Meetings

Regular Board meetings are held once a quarter, generally held in the month after quarter end so ample time for report gathering is available. Special meetings are held as required, approximately 4-6 per year, with potentially 4-6 email meetings (no attendance is required in person or virtually, however a review of the materials and a vote on a motion may occur via email). **There is an understanding that in time of crisis, board meetings are increased to once per month.*

It is the goal of the Board to hold two board meetings in person (May and September), alternating between Castlegar and Cranbrook and hold two virtual board meetings (December/February).

Meeting preparation and reading time is approximately 2-4 hours per Board meeting.

Committee Meetings

All directors are expected to serve on a minimum of three Committees.

It is the goal of the Board to hold all Committee meetings virtually.

Meeting preparation and reading time is approximately 1-2 hours per meeting.

Additional Ad Hoc Meetings

Regional Semi-Annual Peer Group meetings are held in the spring and fall of each year (location moves around the Kootenay-Boundary-Columbia region) which most Directors attend in person. There is generally no virtual component to these meetings at this time. Speakers at these meetings include but are not limited to BCFSA, Central 1, Stabilization Central Credit Union, etc. There is often an opportunity to gain professional development credits through courses that are also often offered.

The StellerVista Credit Union Annual General meeting is held within 135 days of the fiscal year end (December 31). This is normally late April or early May. It is preferred that the directors attend in person if possible.

An annual Strategic Planning session is a two-day event held off site of the credit union branches. The date of these meetings can change from spring to fall. It is preferred that the directors attend in person as no virtual option is provided.

Director Training/Education

Due to the regulatory requirements for new directors to complete certain courses in a desired timeframe, training hours may vary depending on the director's availability. It is anticipated that a minimum of eighty hours would be required to complete Levels A, B and C of the Credit Union Directors Achievement (CUDA) Program (Appendix E). These Levels are generally completed over a 6-12 month timeframe.

Travel Time

Is compensated as per A2 Director Expense Reimbursement Guidelines.

Board Committees

Executive Committee (Chair, Vice Chair and Secretary)

PURPOSE: The role of the Executive Committee is to act on behalf of the Board in situations requiring an urgent response from the Board when the Board cannot be convened quickly enough to deliver the response, and it is imperative that the ongoing operation of the Credit

Union not be imperiled or in contravention of the Credit Union's rules and policies. As well and with less urgency, the Committee may be called upon to send one of its members to the national system conference as the Credit Union's voting delegate when the CEO is unable to attend.

Audit Committee (5 Directors including Committee Chair)

PURPOSE: The Audit Committee oversees the design and implementation of an Internal Control Framework to support the Credit Union's Enterprise Risk Management (ERM) Framework, the integrity of financial reporting, and compliance with regulatory matters. The purpose of the Internal Control Framework is to set in place a system of cost-effective controls for limiting the Credit Union's exposure to the material risks inherent in its business and operations.

The Committee also exercises oversight over the Credit Union's subsidiary operations through delegates appointed to the boards of directors of the subsidiaries. Appointment to these outside directorship positions is the responsibility of the Credit Union's Board of Directors.

By fulfilling its responsibility regarding oversight of the Internal Control Framework, the Committee assists the Board in fulfilling its overarching oversight responsibilities for protection of members deposits and the Credit Union's assets; compliance with laws, regulations and governing policies; integrity of management and financial information; efficiency and effectiveness of operations; and independence of the external and internal audit functions.

The Audit Committee comprises five members, all of whom must be members of the Credit Union's Board of Directors. The Board considers literacy in financial and audit practices highly desirable prerequisites for membership on the Committee. Such literacy can be demonstrated by a member's past experience on an audit committee or through their business experience.

Investment and Loan Committee (4 Directors including Committee Chair and the CEO)

PURPOSE: The Credit Union is mandated to have an Investment and Loan Committee by the FIA. The purpose of the Committee is to establish and review the Credit Union's investment and lending policies, as proposed by management, and to confirm that the Credit Union has procedures in place to implement these policies.

The Investment and Loan Committee comprises a minimum of three and a maximum of five members[1]. All members must belong to the Credit Union's Board of Directors except for the Chief Executive Officer (CEO) who makes up the fifth member in a five-member committee. Officers or employees must not constitute a majority of the committee.

[1] Part 4, paragraph 135 of the Financial Institutions Act (FIA) states that the minimum membership in the Investment and Loan Committee is three Directors.

Governance Committee (4 Directors including Committee Chair)

PURPOSE: To confirm that the Board fulfills its legal, ethical, and functional responsibilities through adequate governance policy development that clearly links the following responsibilities with a healthy governance culture at the Credit Union:

- Oversight of the Credit Union's Governance framework
- Board oversight including evaluation of Board effectiveness
- Management oversight including management of the CEO's performance
- Compensation, benefits, and expense reimbursement oversight

The Governance Committee consists of a minimum of four members, all of whom must be members of the Credit Union's Board of Directors.

Conduct Review Committee (3 Directors including Committee Chair)

PURPOSE: The purpose of the Conduct Review Committee (CRC) is to establish and to confirm adherence to the Credit Union's policies and procedures designed to prevent conflicts of interest. In addition, if a conflict of interest occurs, the CRC will resolve the conflict, and will provide disclosure to members of the Credit Union regarding the parties involved in the conflict, **pursuant to Section 112 and Part 5 of the Financial Institutions Act (FIA).** Section 112 refers to the CRC in the context of Corporate Governance; Part 5 of the FIA refers to Related Parties.

The CRC consists of a minimum of three members, all of whom must be members of the Credit Union's Board of Directors.

Nominations Committee (4 Directors including Committee Chair)

PURPOSE: The Nominations Committee plans the Annual General Meeting and oversees the annual election to fill vacant positions on the Credit Union's Board of Directors and, in so doing, has the authority to make and accept nominations for candidates to fill those positions.

The Nominations Committee comprises four members. No Director whose term of office is expiring at the Annual General Meeting (AGM) following the appointment may serve as a member of the Committee.

Board Risk Committee (5 Directors including the Committee Chair)

PURPOSE: The mandate of the Board Risk Committee ("BRC") is to promote and support a comprehensive enterprise risk management framework that enforces a strong link between impact, strategy, and risk. This link will ensure that the Credit Union will have a deep understanding of risk to allow us to accelerate impact and enhance member value within our Risk Appetite Framework while meeting regulatory requirements.

The BRC is to provide effective oversight and advice to the Board in relation to current and potential future risk exposure and future risk strategy, including determination of risk appetite and tolerance. The BRC promotes a risk awareness culture at the Board level and within the credit union, such that risk is addressed proactively rather than reactively, and ensures risk controls are effective. Accordingly, the BRC ensures that Management has established, and follows an enterprise risk management framework which will include the establishment of risk tolerance for material risks that may change from time to time. For each material risk the BRC will ensure management has implemented risk related policies and the Committee will monitor compliance with those policies.

The Committee will consist of a minimum of four (4) credit union Directors.

There are no Ad Hoc Committees currently.

Candidate Nomination Process

Each year the Board of Directors select the schedule for the window for Candidate Nominations. For 2026, the window for Candidate Nominations will run from January 30-March 1, ending at noon, Mountain Time.

The Board of Directors Candidate Nomination Package (including Application, Member Nominator and Declaration) will be completed and submitted via email to pam.pinch@stellervista.com and must be received by noon on Sunday, March 1, 2026, Mountain Time.

Candidate Nomination Requirements

Candidates nominated to run in the election for the Board will be aware of the eligibility requirements prior to accepting the nomination.

Each Candidate shall meet the following requirements:

- Is 19 years of age or older at the time of nominations closing.
- Has a minimum of five (5) Class A Member Equity shares.

- Is no more than 90 days delinquent in any obligation to the Credit Union or an insurance subsidiary.
- Has not had any obligation written off by the Credit Union or an insurance subsidiary in the last seven (7) years.
- Is a member for a minimum of 12 months prior to the Candidate Nomination Window closing.
- Is not a, nor becomes a paid employee of the Credit Union or an affiliate of the Credit Union.
- Is not the spouse, child, stepchild of a paid employee of the Credit Union of an affiliate of the Credit Union.
- Was not an employee of the Credit Union or an affiliate of the Credit Union during the one-year period prior to the date that nominations close.
- Is not an employee, officer or director of a bank, trust company, savings and loan association, deposit taking institution, lending institution or another credit union or subsidiary of any of them (other than a director of a central credit union).

Each Candidate looking to run for a position on the Board will be required to complete the Board Candidate Nomination Package in its entirety.

Important Dates

- Call for Nominations – January 30-March 1, 2026, at noon, Mountain Time
- Confirm Candidates meet minimum requirements – March 2-6, 2026.
- Election (if required) - April 10-18, 2026.
- Annual General Meeting – April 29, 2026.

Requirements if Successfully Elected

Should a nominee successfully be voted in, they must be prepared to complete a Personal Information Return (PIR) form to be filed with the BCFSA and will also be asked to provide a criminal record check and resume for submission. StellerVista Credit Union management will be responsible for submitting a Bankruptcy Report from the Canadian Office of the Superintendent of Bankruptcy on the applicant's behalf.

Newly elected Directors are bound by legislation to successfully complete special education courses prescribed by the CUIA.

Newly elected Directors will be required to complete a review of the Confidentiality Agreement, review the B1 Credit Union and Director Code of Conduct Policy and sign the Attestation and review and sign the Conflict of Interest Declaration in addition to other governance related policies and sign off with their acknowledgement of such policies.