

A photograph of a dirt path winding through a forest. The path is dark brown and shows tire tracks. On the left, there are evergreen trees with green needles. On the right, there are deciduous trees with bare, greyish-brown trunks and branches. The ground is covered with fallen leaves and ferns. The overall scene is a natural, wooded area.

First Credit Union Governance Report

2023



1	Table of Contents
2	Governance Philosophy
4	Governing Legislature & Regulation
6	Key Governance Processes
8	Role of the Board
10	Our Board of Directors
15	Eligibility
17	First Credit Union's Committee Structure
18	Compensation Philosophy
21	Director Compensation Disclosure
24	CEO Compensation Disclosure

Table of Contents

A person is seen from behind, sitting in a red kayak on a calm body of water. The sun is setting on the horizon, creating a warm, golden glow across the sky and reflecting on the water's surface. The person is wearing a blue life vest and has a white paddle resting in the kayak. The overall mood is peaceful and contemplative.

Governance Philosophy

The Credit Union recognizes the important role that effective governance plays in protecting member rights, maximizing member value over time, and creating a vibrant, dynamic and successful Credit Union for its members.

The Credit Union is committed to achieving high standards of effective governance. It challenges itself to move “beyond compliance” to govern with excellence. It recognizes that the Board is responsible for governance and that what the Board does, and how it does it, is fundamental to achieving good governance. Due to the increasing size and complexity of the Credit Union, and the increasing demands being placed on the Directors, First Credit Union will be conducting a governance review in 2024.

The Governance Review will make recommendations to ensure:

- A clear understanding of the role, responsibilities and accountabilities of the Board and its Directors and the fiduciary duty of Directors to the Credit Union. This understanding is to be shared and respected by members, Directors and Management.
- Fulfillment by the Board of its governance and stewardship duties and responsibilities.
- A commitment to continually improve governance practices and the Board’s governing capabilities through the recruitment, evaluation and selection of Directors and their orientation, assessment, and training and development.
- Clear accountability of the Board to the members.

Governance Philosophy



Governing Legislation & Regulation

The Credit Union is established under legislation of the Province of British Columbia. It is regulated by the British Columbia Financial Services Authority (BCFSA). 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 FSA monthly, quarterly and annual reports and filings, and other such reports as may be requested.



Key Governance Processes

The Board is responsible for establishing governance policies and practices. It fulfills its responsibilities as described further in its governance policies, the Credit Union's by-laws, applicable legislation, or as determined by the Board from time to time.

In particular, it:

- Elects from the Directorship a Chair and a Vice-Chair;
- Ensures that policies are in place and effective processes are established, based on contemporary governance best practices as may be relevant to the Credit Union, for all aspects of Board governance;
- Develops appropriate criteria for the recruitment, evaluation and selection for Director that focus on the governance role of the Board and the needs of the Credit Union's members;
- Establishes processes for the effective orientation, training and development of Directors to ensure that they receive the information and assistance necessary to understand the role of the Board and Directors, the structure of the Credit Union, and the nature of the business;
- Conducts annually an assessment of its own performance and the performance of its Chair, Committee Chairs, and Committees of the Board;
- Conducts annually an assessment of the CEO per the policy on CEO performance assessment;
- Holds the required number of Board meetings as may be determined in order to fulfill its governance responsibilities;
- Ensures that the Credit Union maintains records of all open and in camera meetings and actions of the Board approved during these meetings; and
- Removes from office those elected Directors who cease to qualify as Directors under the Act or under the Credit Union's by-laws.

In carrying out its duties and responsibilities the Board is committed to:

- Demonstrating its commitment to cooperative principles
- Recognizing the important contribution that stakeholders, including members and employees, make to the success of the Credit Union
- Respecting members' needs and interests
- Respecting the dignity and self-worth of all members and employees
- Respecting the communities served
- Demonstrating leadership and integrity in all business practices



Role of the Board

The role of the Board of Directors is to act as a policy board by providing effective governance and stewardship, leaving management to run the day-to-day operations of the Credit Union. There are five key responsibilities of the Board:

- 1. Establishing strategic direction and regularly reviewing that direction to ensure it responds to the changing business environment in which the Credit Union operates.**
- 2. Hiring and delegating authority to the CEO.**
- 3. Monitoring performance.**
- 4. Communicating with members and other stakeholders.**
- 5. Monitoring and ensuring appropriate and effective governance of the Credit Union.**

Role of the Board

Our Board of Directors

The Board of Directors of First Credit Union comprises 7-9 elected or appointed member representatives who serve terms that range from one to three years each. They are a dedicated group of individuals who live in our communities and come together to represent the membership in setting the strategic direction of the organization. All members of the Board have a professional or business background that contributes significant expertise at the Board table.

First Credit Union's Directors participate in the national Credit Union Director Achievement (CUDA) program. This three-level program delivers the most current thinking about credit union corporate governance in Canada. The CUDA program is a road map to the knowledge and skills required to effectively govern co-operative financial businesses. As required under the Credit Union Incorporation Act of British Columbia, First Credit Union ensures that every new Director elected completes, at minimum, level one of the CUDA program within their first year of service on the Board.

In addition to the CUDA offered courses/programs, Directors are also encouraged 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.

In 2023, the Directors held 8 Board meetings including planning sessions, along with a minimum of 4 meetings for each Committee.



Directors Serving as at December 31st 2023



Guy Chartier, Chair May, 2015 - Current

As an executive leader with extensive experience in organizational management and innovation, Guy brings a strong knowledge base in strategy, finance and risk management to First Credit Union's board. He has been the Executive Director for the qathet Division of Family Practice since 2013.

Prior to healthcare management, Guy held various positions in international education in the Middle East and Asia-Pacific. He earned a bachelor's degree in Education at University of Montreal, a master's degree in Business Administration at Royal Roads University and an International Masters for Health Leadership at McGill University.

Guy is an active member of the Institute of Corporate Directors (ICD); he is passionate about community development for a sustainable future and also served on the board of Powell River Community Futures. Guy has completed all three levels of the Credit Union Director Achievement (CUDA®) program and holds the Accredited Canadian Credit Union Director designation.





Sharon Hadden, Vice-Chair

July 2021 - Current

Sharon has been a resident of Buckley Bay since 1976, and joined the Union Bay Credit Union at that time. Sharon co-owned and managed Fanny Bay Oysters for 23 years, during which time the company grew from a small shucking shed with 3 employees to a multi-million dollar business exporting shellfish world-wide. After the company was sold in 2007, she earned her MBA in Executive Management at Royal Roads University in 2010, and her CGA designation in BC in 2012. Sharon is a Chartered Professional Accountant (CPA), now semi-retired.

A credit union member since the late 1970s, Sharon enthusiastically accepted an invitation to join the Union Bay Credit Union Board of Directors in 2013. She currently sits as Vice-Chair of the Board, Chair of the Governance, Ethics & Human Resources Policy committee, and member of the Audit & Operational Risk committee as well as the Credit & Market Risk committee. Sharon has also served as a board member of the Community Justice Centre of the Comox Valley, and currently sits on the boards of the Comox Valley Head Injury Society, the Union Bay Historical Society and the Baynes Sound Senior Citizens' Building Society. She enjoys traveling, fishing and playing slo-pitch and golf, and is the proud mother of three sons. Sharon has completed level one of the Credit Union Director Achievement (CUDA) program.



Tim Wall, Director

September, 2016 - May, 2017

May, 2018 - Current

Tim is an energetic finance professional who provides leadership and management skills with over 18 years of board experience (Signal Hill Community Association, Rotary Club of Powell River, and Powell River Community Foundation). He brings advanced knowledge in budgeting, financial reporting, decision analysis and problem solving to First Credit Union's board.

His experience working with the Alberta Children's Hospital as Controller as well as for the City of Calgary in areas such as accounting and engineering services provided him with a solid background for director responsibilities. Tim has been involved in the Powell River community while working as the Chief Financial Officer for City Transfer/Augusta Recyclers and more recently as the Owner/Operator of Avid Fitness. Tim has completed level one of the Credit Union Director Achievement (CUDA®) program.





Vickey Brown, Director

May, 2018 - Current

Vickey resides in the Legendary Village of Cumberland with her husband and two sons. She has an educational background in Environmental Studies and Political Science, with a post graduate diploma in Community Economic Development and Public Leadership and Policy Development. Her work experience is primarily in non-profit leadership and small business.

Vickey has almost 20 years' experience on non-profit boards. She served a 4 year term as School Trustee representing the Village of Cumberland from 2014-18, chaired the Cumberland Community School Society from 2011 - 2014, and is past President of the BC Association of Farmers' Markets. She was elected as a Councillor for the Village of Cumberland in 2018 and mayor in 2022. Vickey brings a wide skill set to the Board, including: business development, marketing and promotions, strategic planning, policy development, governance, and HR. Vickey has completed all three levels of the Credit Union Director Achievement (CUDA®) program.



Fred Wagner, Director

May, 2021 - Current

Fred Wagner and his wife became members of First Credit Union, Bowen Island Branch in 2012. At that time they relocated from Williams Lake when he joined Central 1 Credit Union (the central financial facility for over 130 credit unions in B.C. and Ontario) as Senior Vice-President, Trade Services. In August 2014 he commenced early retirement. Following time spent in commercial banking, his career with B.C. credit unions spanned over 20 years in executive and senior management roles. This led to a comprehensive understanding of credit unions and the co-operative sector. In 2008 he was elected as Director representative on the Board of Central 1 Credit Union for northern B.C. credit unions. While a Director, he was appointed Chair of the Audit and Systems Operations Committees. Throughout his career he was active in numerous local community initiatives and organizations including Rotary. Fred is currently the Chair of the Bowen Island Municipality Finance Advisory Committee and has retired member status as a CPA, CGA.

Fred believes in cooperative values and supporting the credit unions' commitments with its members and local communities. He is currently Chair of the credit union's Credit & Market Risk Committee and member of the Audit & Operational Risk Committee and Board Development Committee. Since joining the Board in 2021, Fred has undertaken continuing development and is now a Credit Union Director Achievement (CUDA) Graduate.





Catherine Bell, Director

May, 2017 - Current

Catherine's deep-rooted history with credit unions dates back to her Grandfather, a founding member of the Courtenay Credit Union. Her family strongly supported credit unions as a means of investing in local businesses and community; a passion that she inherited. She received her first Credit Union book as a young child and has been a Member in Cumberland ever since.

Catherine brings strong governance and financial acumen to the First Credit Union board. Her diverse professional background includes Vice President for the BC Government and Service Employees Union, MP for Vancouver Island North, and owner of Zocalo Cafe in Courtenay.

In addition to experiencing the fiscal responsibilities of being a small business owner, Catherine's financial experience includes fiduciary responsibility of approving and monitoring her Union's multimillion dollar budget, and as a Member of Parliament, she participated in the federal budget process. Catherine has completed all three levels of the Credit Union Director Achievement (CUDA®) program and holds the Accredited Canadian Credit Union Director designation.



Fabien Gendron, Director

May, 2022 - Current

Fabien is an entrepreneur and Chartered Professional Accountant (CPA) running a Canada-wide cloud-based accounting practice. His firm is a Certified Living Wage Employer, which reflects Fabien's approach and views businesses' social responsibility; views that align with the co-operatives model of credit unions and of the B-Corp Certification movement.

Fabien has been a credit union member for close to 40 years, starting with his local Caisse Populaire Desjardins in Quebec when he was a kid. His involvement in the co-operative model took concrete form when, in 2011, he became a member of the Triple Rock Land Cooperative, a member-owned co-housing project on Denman Island. This was followed by taking on the role of director with the Union Bay Credit Union in 2015 and, now, First Credit Union.

Fabien has called the Comox Valley home since 2003, and he is delighted to be raising four wonderful kids here, with his wife and best friend, Jenn. Fabien has completed levels one and two of the Credit Union Director Achievement (CUDA®) program.





Eligibility

Rule 5.3 - Eligibility to Act as Director

In order to be eligible to stand for election or be appointed as a director, a person must, for at least one year prior to January 1 of the year in which the election will be held or at least one year prior to the appointment being made:

- a. have been a member in good standing of the credit union; or
- b. have been a member of another credit union of which all or substantially all of the assets have been purchased by the credit union.

Rule 5.4 - Disqualification

No person is eligible to become or continue as a director if the person:

- a. is disqualified from becoming or acting as a director pursuant to the Financial Institutions Act or the Credit Union Incorporation Act;
- b. is or becomes an employee of the credit union or any of its subsidiaries or affiliates;
- c. was an employee of a credit union (including, but not limited to, the credit union) or any subsidiary or affiliate of a credit union at any time during the two-year period prior to the date that nominations for the office of director under these Rules closed or, in the case of appointment, during the two-year period prior to the date of appointment;
- d. is a member of the immediate family of any person referred to in Rules 5.4 (b) or (c);
- e. is an employee, officer or director of a bank, trust company, loan company, savings and loan association, deposit-taking institution, lending institution or another credit union (other than a director of a central credit union) or a subsidiary or affiliate of any of them except where that person has been requested or authorized in writing by the directors to serve as a director of a bank, trust company, loan company, savings and loan association, deposit-taking institution, lending institution, other credit union or a subsidiary or affiliate of any of them;
- f. is the spouse of any person referred to in Rule 5.4(e);
- g. is or has been removed at any time within the previous five years from the position of director by the directors in accordance with Rule 5.5; or
- h. is not ordinarily resident in a geographic area in which the credit union maintains a branch or head office.

First Credit Union's Committee Structure

Audit & Operational Risk Committee

The Audit & Operational Risk Committee ensures the quality, integrity, reliability, accuracy and clarity of the financial reporting. It ensures sound internal and external controls are in place, implemented and maintained. The Committee acts as the liaison between the internal auditors and the internal resources, as well as the external auditors, and the Board of Directors.

Governance, Ethics & Human Resources Policy Committee

The Governance, Ethics & Human Resources Policy Committee acts as the Conduct Review Committee as prescribed in the Financial Institutions Act to establish procedures to prevent conflicts of interest and to resolve them if they occur. In addition, the Committee ensures that human resources policies are in place, implemented, and maintained. It reviews and recommends policy and strategy with respect to CEO performance and compensation plan, incentive compensation and succession planning for senior management.

Credit & Market Risk Committee

The Credit & Market Risk Committee ensures policies and related internal controls are in place to manage risks to which the organization is exposed. It fulfills the functions of the Investment & Lending Committee as prescribed by Section 135 of the Financial Institutions Act. It reviews the Credit Union's investment and lending policies to ensure proper controls and limits are established and that the Credit Union has procedures in place to implement its investment and lending policies.

Nominating & Elections Committee

The Nominating & Elections Committee oversees the nomination and election of Directors in accordance with the Rules of First Credit Union.

Board Development Committee

The Board Development Committee facilitates the identification of qualified candidates for election to the Board of Directors and ensures the Board's own development and succession. The Committee assists the Board in holding Directors and Board Committees accountable for fulfilling their duties. It is responsible for ensuring the Board assessment is conducted annually.

First Credit Union Subsidiaries

First Group Of Companies Realty Holdings Ltd. was formed in 2008 as a holding company owned by First Credit Union. The Directors of the company are Linda Bowyer, First Credit Union CEO; Marty Cattermole, Chief Risk Officer; and Guy Chartier, First Credit Union Board Chair.

First Wealth Management Ltd. was formed in 2016 and offers life insurance and financial services. The Directors of the company are Linda Bowyer, First Credit Union CEO; Adam Fraser, First Credit Union Chief Operating Officer; and Guy Chartier, First Credit Union Board Chair.



Compensation Philosophy

First Credit Union is committed to strengthening the communities it serves through the growth of its locally owned financial cooperative. This is reflected in our purpose, to empower through knowledge and our vision, to build financially healthy communities. We deliver on our vision and purpose by focusing on strategic priorities: people, planet, prosperity, and social impact. These priorities form the framework for our organizational scorecard, around which we set goals and measure success. These priorities also form the basis for each employee's development plan for the year, ensuring that each member of our team is focused on the same strategic priorities.

Beyond just sharing in a common purpose and developing smart plans to achieve our goals, First Credit Union recognizes that a fair and equitable compensation program is important in order to attract and retain individuals with the skills and abilities required to carry out its objectives. The First Credit Union compensation program, which reflects internal equity, external competitiveness, and individual contribution, is designed to include an appropriate balance of cash compensation and a wide range of benefits.

It is First Credit Union's compensation philosophy to:

- Attract, motivate and retain highly skilled employees by taking a total rewards approach to all cash compensation and benefits.
- Align employees with the company's objectives by linking employee contribution to organizational achievements.
- Foster fair, equitable, competitive and responsible pay practices through:
 - › *Internal Equity: FCU maintains systems to ensure that the relative value of all jobs, roles, and functions are correctly ranked in relation to one another in an equitable, gender neutral, consistent and effective manner, and properly recognize those aspects of work which are valued by FCU.*
 - › *External Competitiveness: Paying wages that are competitive with other comparable employers (at a median rate within a similar industry, local environment and size), and for jobs of equivalent responsibility. In order to establish and/or verify the competitive position of salary ranges, FCU regularly participates in external compensation surveys and acquires other available market data.*
- To take a standardized approach to salary range progression. Employees will progress through their assigned salary range over a period of time-based on skill, experience, and job performance.
- Be a Living Wage employer, which means we have agreed to pay all employees the income required to meet basic living needs as defined by the BC Living Wage for Families Campaign.

Compensation Philosophy

Salary Administration

Salary Administration Guidelines have been developed to support the application of the organization's compensation philosophy. First Credit Union's salary administration program includes the development of standardized compensation grids, salary ranges, and job evaluations in order to achieve internal equity and external competitiveness.

Profit Sharing

First Credit Union shares profits with all employees because it believes that the success of the organization is based on the engagement and commitment of those who serve the organization, the members and the community. The intent of the profit share plan is to reinforce the achievement of key business objectives in order to enhance First Credit Union's long-term viability.

Non-Cash Benefits (Benefit coverage, employee discount, pension plan, etc.)

As part of the total compensation, these non-cash benefits are provided at a level equal to, and in some cases greater than, those prevailing in the Credit Union system in B.C. These include a comprehensive extended health benefits program, health and wellness benefits, employee discounts on certain financial services, and employer sponsored pension plans.

Compensation Philosophy



Director Compensation Disclosure 2023

First Credit Union Director Remuneration Policy

First Credit Union will provide remuneration to its Directors as outlined in this Policy.

First Credit Union uses an annual flat fee compensation model.

First Credit Union Board Chair, Vice Chair and Committee Chairs receive a differential to recognize the increased responsibility and workload accompanying these roles.

An additional payment of \$300 for each 3 month period will be paid to Directors/Committees who are assigned to special projects or working groups.

The following flat fee annual compensation will be paid:

Level A	Board Chair	\$12,300
Level B	Board Vice Chair	\$9,250
Level C	Director	\$8,100
Chair Premium	Committee Chair	\$500
Project Premium	Special Projects/Working Groups	\$300 for each 3 month period

This policy is reviewed by the Board or sub-committee every three years. In between each triennial review, the flat fees payable to each Level A, B, and C role will receive an annual increase equal to the General Wage Increase established for the First Credit Union employees.

First Credit Union will pay per kilometre for Directors’ travel to and from meetings.

For other meetings and events including Peer Group meetings, Central 1 Credit Union meetings/ conferences, Canadian Credit Union conferences and/or international Credit Union conferences: First Credit Union will pay accommodation, travel, mileage, and applicable expenses for Directors only; spouse/partner/travel companion expenses will not be paid by First Credit Union unless special pre-approval has been granted.

- Adopted: 2023 05 16
- Replacing: 2020 05 19
- Reviewed: 2023 01 24

Director Compensation

Name	Tenure	Compensation Paid	Training, Conferences & Development	Meals	Travel	Board & Strategic Planning Meetings Attended	Committee Meetings Attended
Catherine Bell	May 04, 2017 - Current	\$7,999.20	-	-	\$378.40	7/8	14/14
Vickey Brown	May 08, 2018 - Current	\$8,088.13	\$3,631.45	-	-	8/8	10/13
Petra Chambers	July 01, 2021 - November 24, 2023	\$7,380.98	\$4,157.82	\$20.15	\$765.90	6/7	11/12
Guy Chartier <i>Chair</i>	May 12, 2015 - Current	\$12,251.46	\$995.00	\$361.47	\$4,477.86	7/8	12/13
Fabien Gendron	May 05, 2022 - Current	\$7,999.20	\$4,933.76	\$24.00	\$394.90	7/8	11/14
Sharon Hadden <i>Vice-Chair</i>	July 01, 2021 - Current	\$9,461.46	-	-	-	7/8	15/17
Meriko Kubota	August 15, 2023 - November 15, 2023	\$2,121.45	-	-	\$184.70	3/3	2/2
Michael Matthews	May 12, 2015 - November 22, 2023	\$6,758.35	\$3,709.42	-	-	6/7	9/11
Fred Wagner	May 06, 2021 - Current	\$7,931.99	-	\$10.27	\$1,570.69	8/8	16/16
Tim Wall	September 22, 2016 - May 04, 2017 May 23, 2017 - Current	\$8,307.83	-	-	-	8/8	16/16



CEO Compensation Disclosure

In determining the overall compensation and benefits package that is offered, the Board also takes into consideration the priority of attracting and retaining top-tier leadership talent to the organization, and balancing that with the need to ensure thorough, equitable, and data-driven analysis be performed. With that in mind, the following details outline how the CEO's total compensation package is structured:

The CEO participates in the same comprehensive benefits plan as all other employees which provides for medical, dental, disability and insurance coverage. Additional perquisites provided to all employees and the CEO includes staff accounts and staff rates on loans and mortgages. The total combined retirement benefit under the defined contribution pension plan that the CEO participates in is equal to 8% of base salary. The CEO also received a car allowance for a total of \$8,400 per annum in 2023.

An annual profit sharing bonus is provided to the CEO and credit union employees. Components of the profit share plan are reviewed annually, and are subject to change as appropriate in order to meet corporate goals. For 2023, the short term incentive paid to the CEO equated to 20% of base salary.

The CEO participates in a Long Term Incentive (LTI) plan which is intended to reward and secure retention, and which aligns with the Board of Director's ongoing leadership strategy for First Credit Union. For 2023 the LTI payment to the CEO equated to 25% of base salary.

Total Compensation paid to the CEO for 2023:

Base Salary: \$303,906

Pension, benefits, perquisites: \$33,334

Short Term Incentive (variable compensation): \$61,855

Long Term Incentive: \$75,976.47

Total Compensation (including LTI): \$475,071.47

Powell River
4721 Joyce Avenue
Powell River, BC V8A 3B5
604-485-6206
1-800-393-6733

Cumberland
2717 Dunsmuir Avenue
PO Box 138
Cumberland, BC V0R 1S0
250-336-2272
1-855-336-2205

Courtenay
14 – 1599 Cliffe Avenue
Courtenay, BC V9N 2K6
250-336-0905
1-866-336-0905

Union Bay
313 McLeod Road
PO Box 158
Union Bay, BC V0R 3B0
250-335-2122
1-800-377-2455

Bowser
Suite 101-6996 W Island Hwy
PO Box 83
Bowser, BC V0R 1G0
250-757-8146
1-800-377-2455

Hornby Island
2115 Sollans Road
PO Box 2
Hornby Island, BC V0R 1Z0
250-335-2326
1-800-377-2455

Texada Island
2021 Legion Road
PO Box 268
Van Anda, BC V0N 3K0
604-486-7851
1-800-361-9933

Bowen Island
106-996 Dorman Road
PO Box 190
Bowen Island, BC V0N 1G0
604-947-2022
1-866-947-2022

**Follow us to learn more about
what we do.**



firstcu.ca

