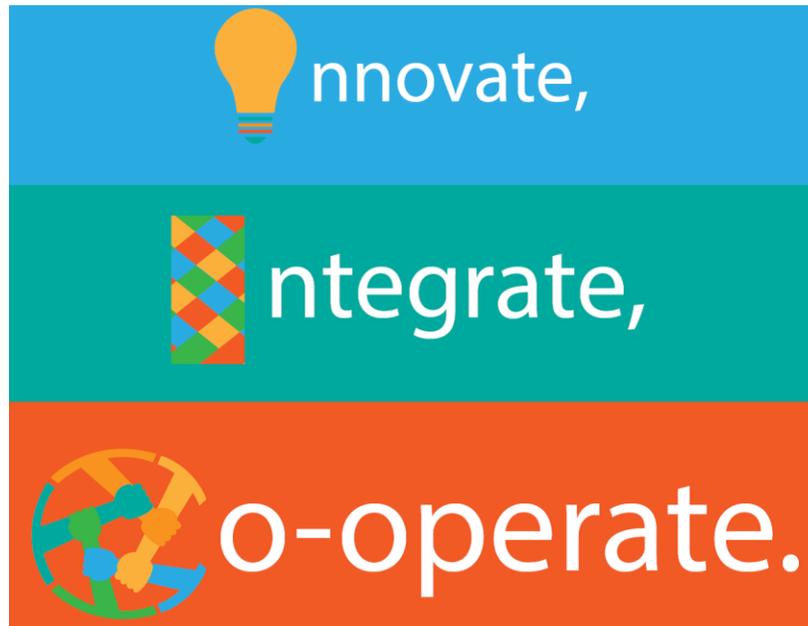


The 34th Annual Directors' Forum



October 12 - 13, 2018
Courtyard by Marriott, Downtown Toronto

Session Outlines and Speaker & Moderator Biographies

Directors'
Forum
For Directors, By Directors

FRIDAY, OCTOBER 12, 2018

Plenary 1: Co-ops & Credit Unions Collaborating for Success

Co-operatives and credit unions have the same values and commitment to create socially, economically and environmentally sustainable communities across the province. But there needs to be greater awareness and collaboration between co-operative businesses and credit unions, in order to meet these objectives. This session will explore:

- 1. Key barriers and roadblocks that co-operative businesses face when attempting to bank with credit unions in their communities;*
- 2. Unique needs that co-operatives have when it comes to banking with a credit union, what can credit unions offer that would make it easier for co-ops to do business with them; what are the benefits to the credit union; and*
- 3. Inspirational stories and examples of successful collaborations - how these organizations have changed their internal culture to be more "co-operative," why this is important to their organization, and the greater impact on the system/movement and community in which they reside.*

The key objective is to build awareness of the need for cultivating a greater co-operative culture, which begins at the boardroom table. By working with co-operatives, credit unions are not only helping them to develop and thrive, but keeping business and prosperity within the credit union system, and in their community.

This is a moderated session that will have both an interactive/roundtable discussion component, as well as panel discussions, and some ideas for board directors to take back to their organizations.



MODERATOR - Donna Bailey

Director, Client Solutions & Research, CCUA/Cusource

Donna is passionate about developing people to achieve their potential. She has a broad business background with deep exposure to both large enterprises and small entrepreneurial organizations. She has focused her career in the cooperative financial services sector. "Success lies in building relationships and the understanding that task only gets done through people." At CCUA Cusource, she works with credit unions Manitoba to the Eastern provinces to understand and support organizational priorities and initiatives, building capacity through learning.

Donna's specialties are earning trust through relationships, business development, change agents, and finding winning ground for all interests.

A lifelong learner, Donna achieved her MBA, Athabasca University in 2003. She continues to be curious and does an activity every day to learn something new.

She has served on several boards including Big Brothers, Big Sisters, Scouts Canada, Ontario Cooperative Association (5 years as Chair) and just recently, the West Willow Neighborhood Cooperative Board, a coop in her local community.



PANELIST – Matthew Adams

Director of Operations & Education, Fourth Pig Worker Co-op

For over thirty years Matt has worked in non-profits in a variety of capacities, including in education, communications, research, and business administration. He has a Master’s Degree in Sociology and Equity Studies and is the co-author of two adult education text books. Matt has been involved with co-operatives for two decades, co-founding two worker co-operatives including the Fourth Pig Green & Natural Construction where his the Operations and Education Director.



PANELIST – Sean Campbell

Founder, Union: Sustainable Development Co-operative

Sean is the Principal of Scaled Purpose, a consultancy which develops the strategy and supports the implementation of new programs for nonprofits, charities, and co-operatives. Sean is a founding member and senior staff person for Ontario’s first Community Investment Co-operative (Union: Sustainable Development Co-operative).

Sean holds a Bachelors of Business Administration from Wilfrid Laurier University, a Master of Environmental Studies at the University of Waterloo, and is currently a PhD Candidate in Sustainability Management at the University of Waterloo with a focus on the governance of community investment co-operatives.



PANELIST – David Cork

Executive Director, Tapestry Community Capital

David is the Executive Director of Tapestry Community Capital, a non-profit organization that supports non-profits and co-operatives in raising community financing.

David has over 35 years of management experience in the solar industry, telecom industry and co-operative sector. He has worked for large multi-nationals as well as an SME management consultant and frequently acted as mentor to local entrepreneurs. He co-founded and led an innovative software company, where he raised \$39 million in angel and venture capital funding.

David is a co-founder and board member of the Ottawa Renewable Energy Co-op, and is the Executive Director of TREC Renewable Energy Co-op. He is an outspoken advocate for the Renewable Energy Caucus and sits on both the co-op development and government relations committees of the Ontario Co-operative Association.



PANELIST – Michael Barrett
President & CEO, Gay Lea Foods Co-operative

Michael is currently the President and CEO at Gay Lea Foods Co-operative – the largest Dairy Co-operative in the province of Ontario. He has been with Gay Lea for almost two decades. Michael has served in many different roles within Gay Lea Foods and also serves his community by being a School Trustee for the Durham District School Board for the city of Oshawa.

Michael, in his spare time, besides helping to parent his now grown family of six children, grand parenting six, he likes to play “with his big boy toys” (his old cars) and spends anytime that he has left enjoying his farm located in the rolling hills of Selwyn Township.



PANELIST – Stephen Bolton
President & CEO, Libro Credit Union

Stephen started his career at Libro in 1988 and became President & CEO and Head Coach in 2012. He spearheaded the combination with United Communities Credit Union in 2013 while focusing on economic development in southwestern Ontario, while enabling and ensuring outstanding customer satisfaction levels.

Stephen holds a Bachelor of Commerce from the University of Windsor, and an Executive MBA from the Ivey School of Business. He is a graduate of the Institute of Corporate Directors Program through the Rotman School of Management, an Associate of the Credit Union Institute of Canada, a graduate of the Queen's Executive Program, and holds certificates from the Canadian Securities Institute.

During his career, Stephen has been on a number of community and financial services boards. He currently serves as a director on the London Economic Development Corporation Board, as well as the Canadian Credit Union Association, of which he was Chair of the Board for 2016 - 2018.

Stephen and his wife Betty live on a farm west of London, and have two children, Kyle and Elise. He enjoys reading, coaching, travelling, running, and biking. He is active on social media.

Plenary 2: Update on Director Liabilities & Pitfalls

Delegates will receive an update at lunch, entitled The Tyranny of the Competency Matrix, describing the unintended consequences of having adopted this “best practice”. The update will include suggestions for boards and executives, including young leaders, in the System today, to mitigate the risks.



Speaker: Annette Dueck
Associate, Stikeman Elliott LLP

Annette Dueck is a lawyer with Stikeman Elliott and has a comprehensive practice in deal structuring, regulatory compliance and board governance in the credit union system and the broader financial services sector. In her advisory roles, she is recognized for delivering innovative and practical solutions that consistently meet boards’ and executives’ strategic goals.

Annette’s extensive experience in governance and regulatory law includes the financial sector’s handling of the recent wave of unregulated entrants into the FI marketplace. She has a keen appreciation of her clients’ technology issues and the regulatory environment in which financial institutions and unregulated entrants use data. Her provincial and federal regulatory expertise is sought by both financial institutions and regulatory agencies and, in particular, by boards that seek to stay ahead of the fast pace of change in the sector.

Annette’s background includes her clerkship at the Supreme Court of BC, her lectures on regulatory and banking law at UBC’s Allard School of Law, and her participation at the UN Commission on International Trade Law. She also holds the Osgoode Certificate in Regulatory Compliance and Legal Risk Management for Financial Institutions from York University and certificates from MIT in Big Data analytics and Fintech.

Plenary 3: Update from Central 1 Credit Union

Delegates will receive an update on the status of the credit union system in Ontario, as well as a brief update on the Member Voice Survey.



Speaker: Bill Kiss
Chair, Central 1 Credit Union

Bill Kiss has worked for G&F Financial Group (Gulf and Fraser Fishermen's Credit Union) in a senior executive capacity since 1996 serving as Co-Chief Executive Officer since 2011.

During his tenure, he has overseen growth from \$200 million to more than \$2 billion which has provided him with a unique perspective and understanding of the needs of both large and small credit unions. Over the past few years G&F has been recognized for modernizing member experience in both physical and digital environments.

Bill has had the privilege of serving on the Central 1 Board of Directors for the past six years assuming the role of Vice Chair for the past two years and is currently serving in the capacity of Chair. Additionally he has served on various Central 1 Committees: Audit Committee for five years with two years as Chair; Risk and Investment and Lending Committee for three years with the last year as Chair; and several other Credit Union System Committees.

Bill was elected to the Co-Operators Insurance Group of Companies Board earlier this year. Bill has also served on the Gulf and Fraser Insurance Services Board for many years.

Bill is a Chartered Professional Accountant (CPA, CGA). He has a Licentiate in Accounting, post-graduate degree and a Bachelor of Science (B. Sc) Mathematics/Statistics from the University of British Columbia. Bill is also a Certified Credit Union Director (CCD) granted through the CUES Governance Leadership Program.

Bill has a lifetime involvement with cooperatives and passionately believes in the role they play in the lives of everyday Canadians.

Plenary 4: Cybersecurity – Not Just an IT Issue

Cyber risk is a growing issue and needs to be a strategic priority for boards and management. No business is immune and the stakes are particularly high for financial institutions. What is your credit union's cybersecurity plan? This session will highlight the key questions you should be asking and suggest best practices for managing cyber risk.

In addition, this session will consider:

- *Using social media as a platform to engage members has risks including abuse and tracking – what are boards doing to prevent this and what should they be doing?*
- *Using third parties and cloud solutions – what are boards doing to ensure proper oversight to cover security?*



SPEAKER - John Heaton
CA, CISA, CISSP – KMPG LLP

John is an experienced IT Risk and Security transformation leader with 28 years of experience. He brings over 20 years of pragmatic experience in helping clients to transform their IT risk and security organizations, solutions and processes to meet the ever changing regulatory and customer requirements.

His specialties include leading large-scale Cyber security and transformation programmes. John has extensive experience in dealing with leading global organizations having worked in North America, South America and Europe. He has extensive experience in leading the security and controls implementation components of ERP projects, including SAP, Oracle and Peoplesoft.

John also has expert knowledge in information security Risk Management, technical security architecture design, Cyber maturity assessments, application security, and security compliance.

Plenary 5: Open Forum

This year's Open Forum discussion will explore the notion of "diversity." For many Directors, "diversity" simply means gender, age or geography. We will expand on this definition to include gaining access to the resources that will support credit unions agenda's going forward. In other words, if you don't have what you need on your board today, you will need to diversify to gain access to it.

The concept of "succession" will also be introduced, from the perspective of "how can we succeed" the current Directors who are retiring? Does succession mean "replace" or does it mean identifying the next generation of talent (i.e., skills and resources) that will leverage where we are now and allow us to progress?

This session is also an opportunity to do some self-reflection and ask ourselves "why it is difficult to recruit directors?"



FACILITATOR - Kim Andres
President, Andres Consulting

Kim Andres is an internationally respected senior business leader with more than 30 years of experience with credit unions, co-operatives, Centrals and affiliated organizations including deposit insurance agencies. For eight years, Kim served on the executive management team and led the consulting group at Credit Union Central of British Columbia (now Central 1 Credit Union) and since 2008 she has owned and operated Andres Consulting, a boutique consulting agency focused specifically on meeting the needs of Canadian credit unions.

Kim has partnered with credit unions from coast-to-coast providing a broad array of strategic, governance and operational services. Known for her ability to effectively facilitate groups and manage complex projects, Kim has a master's degree in business from Queen's University, attended the Harvard School of Business, and has gained certification in several areas including organizational culture, group effectiveness and risk management.

Breakout 1: Board Chairs' Session

With increased focus by regulatory bodies on the governance of Credit Unions, this year's Chairs' Session will focus on "Board Compensation " and "Dealing with Difficult Board Members".

Board Compensation can be a resource for attracting candidates to fill identified gaps on our boards, especially prospective members with identified expertise and/or designations. Attendees will be asked to share ideas on process and philosophy in setting compensation.

What to do when you have a Board member who doesn't prepare for meetings; gets involved in operational issues; not completing required training; puts the reputation of the credit union at risk; etc.? Does you CU have a process and/or policy in this area? Ask questions and share your experience on this topic.

Lastly, Tim will provide a timely update on the Chairs Network that will facilitate ongoing interaction between Ontario CU Chairs.



FACILITATOR - Tim Foster

Chair, Northern Credit Union & DF Executive Chair

A retired OPP Officer of 31 years, Tim enjoyed a diverse career as an In-Service Training, Emergency Response Team leader, Contract Policing Analyst, Business Planning Manager, and Detachment Commander, to name a few.

He has been a member of the credit union system for over 30 years, thirty of those with Northern Credit Union, and over 10 years as a branch delegate. Tim was elected to Northern Credit Union's board in 2012, became Vice-Chair in 2013, and Chair in 2014. He has served on Audit, Financial, Governance, Human Resources, Merger, and Nominating Committees. Through two recent mergers and organic growth Northern has become a billion dollar credit union.

Tim has been a member of the Director's Forum Executive Committee since October 2012 and is in his third year as Chair of the committee. He is a strong believer in continuous education. In

addition to many CUDA courses and Credit Union conferences, Tim is in the process of completing a Bachelor of Commerce program at Nipissing University. He is an Accredited Credit Union Director through CUDA and Dalhousie University.

Over the past ten years, Tim has studied theology, was ordained a Deacon in the Roman Catholic Church in September 2016, and is quite active in his ministry. He has been married to his wife Sue for 40 years, and has four adult children and three grand-children.

Breakout 2: Mentoring Our New & Young Directors

This session is designed for new and young directors, as well as anyone who is interested in mentoring them. Some of the biggest challenges faced by a board director in their first year or two will be shared, and participants will have an opportunity to ask questions and get feedback from Kim, a skilled consultant and facilitator with special expertise and over 30 years of experience in meeting the needs of Canadian credit unions. Kim will also share her thoughts from a perspective on good governance.



Facilitator - Kim Andres

President, Andres Consulting

(See bio on page 11)

SATURDAY, OCTOBER 13, 2018

Plenary 6: Culture...a Game Changer?

This will be an interactive, dynamic course that provides the rationale for credit union boards to consider organizational culture as a priority aspect of their responsibilities, and to help them apply their understanding in the real-world context of their own boards.

It has been demonstrated that the state of an organization's culture is directly linked to its bottom line. So why isn't addressed in the boardroom? Board members may believe that culture is too soft to have any real influence over revenues, but evidence is growing that the opposite is true. Perhaps the most revealing and important fact about culture is that it can, in fact, be measured. It has also been widely shown that boards play a crucial role in identifying the importance of culture to management, and to insisting that their management teams create and nurture healthy behaviours and mindsets in their organizations.

The course will be interactive and provide thought leadership and insights, but also be practical, have a call to action and answer the question: "What should I do with this when I go back to my board table?" To that end, the Barrett Values Survey tool will be administered to involve the attendees in a tangible way in the topic. We will ask each attendee to take the Survey relating to their own organizations, and assess the results as a group—i.e., not attributing overall scores to any particular credit union.



Facilitator - Mary Larson
Consultant, L&C Strategic Advisors

Mary focuses primarily on issues facing CEOs and C-suite executives. With over 30 years of business experience in strategy and organizational development, Mary helps clients become more effective in aligning their teams and – equally importantly – helps them tackle complex interactions with boards, customers and other stakeholders.

She has deep experience in advising senior executives, and in consulting across crown corporations, financial institutions, retailers and companies in the transportation, energy, consumer durables and several other sectors.

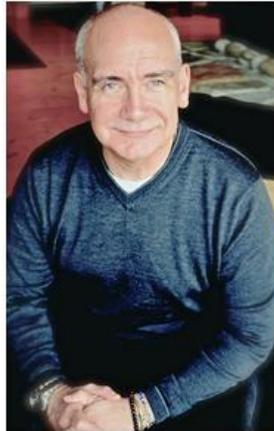
Mary has worked with clients across the globe and has been a senior partner with A.T. Kearney, Monitor Group and Oliver Wyman. She has founded several consulting firms and has held senior executive positions with McDonald's Corporation in the U.S., and with Alcan and Culinar in Canada. She began her career with the Boston Consulting Group and McKinsey & Co. She received her AB with honours from Princeton in 1975 and her MBA from the Stanford Graduate School of Business in 1979.

Mary is a designated ICD.d graduate from the Rotman School and is the chair of the Advisory Board of McGill's School for Continuing Studies; she sits on the Board of Prostate Cancer Canada and the University Club of Montreal, and has served on the Boards of L'Opéra de Montréal and Action Against Hunger, and was co-founder of the international Women's Forum in Canada. She is also a founding member, and served on the Executive Committee, of the Finance and Sustainability Initiative. She co-founded the International Women's Forum in Canada in 1994.

American by birth, Mary works in both English and French, and has lived in Montreal since 1980.

Plenary 7: Highlights & Takeaways

Alisdair will share the insights gathered from all the conference sessions, speakers and discussions, and bundle them into a cohesive package meant to both challenge and stimulate thought and future action from the audience.



Speaker: Alisdair Smith, MA, ACCUD
Facilitator, Dare Communications

Alisdair is a highly sought after leadership coach, speaker, facilitator and thinker. His mission is to support people in the vital work of changing their minds.

He is a nationally known speaker who challenges audiences with real life stories, wit and wisdom. He is a master story teller, providing audiences with deep and profound lessons for work and life in the 21st Century.

Alisdair works with organizations to help individuals who want to move to the next level in their career, and need to focus on particular skills and competency development areas before they can successfully take on the added responsibilities.

He also works with senior leaders and teams in a wide range of arenas; including leadership development, strategic planning, and conflict resolution.

He studies, writes and teaches about human creativity, innovation and development, and most recently exploring the changes in society and workplaces in the midst of changing economies.