

The 35th Annual Directors' Forum



October 3 - 5, 2019
Hilton Mississauga/Meadowvale

Session Outlines and Speaker & Moderator Biographies

**Directors'
Forum**
For Directors, By Directors

FRIDAY, OCTOBER 4, 2019

Plenary 1: FSRA: Ontario's New Principles Based Regulator

Mark White will welcome the delegation and share some highlights on how things have changed with the transition from DICO to FSRA – and what this means for credit unions. He will address what the relationship goals are for FSRA, as well as the current regulatory landscape.



PRESENTER – Mark White

CEO, Financial Services Regulatory Authority

As CEO of the Financial Services Regulatory Authority (FSRA), Mark White is an accomplished and experienced leader and executive in the regulatory and financial sectors, with a passion for excellence and focused execution, and a keen interest in understanding and meeting the needs of multiple stakeholders. With a strong background in regulation, risk management, governance, law, finance, change management and process improvement, Mr. White is uniquely positioned to drive the modernization and transformation of financial services regulation in Ontario, and to help ensure people in Ontario receive financial services which meet their needs, while balancing private and public sector objectives.

Before joining FSRA in May 2018, Mr. White held a number of senior executive positions at the Bank of Montreal. Most recently, as BMO's Senior Vice President & Head Enterprise Risk, he had overall enterprise accountability for the design and implementation of the bank's risk management tools, methodologies and frameworks. He also served as BMO's Senior Vice President responsible for strategic and technical leadership on capital adequacy, balance sheet efficiency, regulatory rules and capital issuances, frequently liaising with regulators and rating agencies. Prior to BMO, Mark served as the Assistant Superintendent, Head of Regulation Sector at Canada's bank and insurance regulator, the Office of the Superintendent of Financial Institutions (OSFI).

Plenary 2: Leadership Continuity Risk in Credit Unions

A number of elements suggest a leadership continuity risk for credit unions. In this session, Cindy Dopson will outline and discuss contributing factors, such as the demographics of current leaders and continuing requirements, changing skills and competencies needed for the GM/CEO role, and the pipeline and readiness for the next generation of GM/CEO candidates, as well as the importance of the CEO/Board relationship to the success of the credit union. Finally, she will introduce mitigation strategies – both as a system and individual credit unions – including what the board can do to assess and increase their own readiness for leadership transition, GM/CEO candidate identification and executive development planning, alternate leadership models, and things boards can do to set new CEOs up for success through effective onboarding, network support and performance expectations.



FACILITATOR – Cindy Dopson
Consultant, Central 1 People Solutions

Cindy Dopson is a Consultant with the People Solutions team. She has over eighteen years of experience in Human Resources, and has been working closely with executive teams, CEOs and Boards of Directors for the last 10+ years. She is passionate about change, and about supporting organizations to put the governance, structures, systems and programs in place to drive organizational results against strategy.

Prior to joining Central 1, Cindy led human resource teams in community healthcare, fundraising, and telecommunications organizations in BC. She has held responsibility for all aspects of strategic and operational HR, and has worked with Boards on optimizing the Board-CEO relationship and Board evaluation and effectiveness. Since 2017, Cindy has been the People Solutions lead for the Canadian Credit Union Board Governance and Directors' Remuneration Survey. Cindy has an MBA with a specialization in human resources leadership, and both the Chartered Professional in Human Resources (CPHR) and SHRM Senior Certified Professional (SHRM-SCP) designations.

Plenary 3: Board Membership Engagement

This session will explore how we as Board Directors are engaging with our members, and the importance of really knowing our members and what they want and need from their credit union/caisse populaire. The panel will include an explanation of the theory behind the board's role in engagement and practical discussions of how to ensure credit unions are being responsive to the membership.



MODERATOR – Anthony Piscitelli

Vice-Chair, Your Neighbourhood Credit Union & Vice-Chair, DF Executive

Anthony Piscitelli is a Director and a Vice-Chair with Your Neighbourhood Credit Union. He currently chairs the Governance Committee and during his decade on the Board of Directors, has chaired the Audit Committee and Nominating Committee. He is also a graduate of the Credit Union Director Achievement (CUDA) Program and an Accredited Canadian Credit Union Director (ACCUD). Anthony was elected to the Directors' Forum Executive at the September 29, 2017

Annual General meeting and has been contributing his experience and passion ever since.

Dr. Piscitelli is a Professor in the Public Service program at Conestoga College. In the past, he has served on several non-profit boards, including the Wilfrid Laurier University Board of Governors and the Waterloo Catholic District School Board. Before being hired as a professor, Anthony spent 15 years working in the non-profit and municipal sectors. While in these roles, he earned a Certified Municipal Manager Level III designation.

Anthony's enjoys spending his free time with his wife, Crystal, six-year-old son Franklin, and two-year-old daughter Grace.



PANELIST – Patricia McLeod

Chair, Calgary Co-op

Patricia McLeod is an experienced corporate board director, senior legal executive, and privacy and compliance officer. Patricia was recognized by WXN as one of Canada's Top 100 Most Powerful Women for 2018 in the Accenture Corporate Director category. Patricia has held vice president and general counsel legal leadership

and management roles in energy utilities and deregulated retail electricity, property development, mortgage brokerage, insurance and financial services companies.

In addition to business and law degrees from the University of Alberta, Patricia also has an MBA from Queen's University, and became a Certified Compliance & Ethics Professional in 2011 and a certified corporate director in the Institute of Corporate Directors program in 2012. She was appointed as Queen's Counsel in Alberta in January 2014.

She is currently the Chair of the board of directors of Calgary Co-op and is also a board member of Alberta Innovates, First Air, Air Inuit and the Beverage Container Management Board. She is also passionate about serving in the community and is currently the Chair of the Board of the Calgary Film Centre and past Chair of the Boards of the YWCA of Calgary and cSPACE Projects and past Vice Chair of the Board of Calgary Economic Development.



PANELIST: Sean Geobey
Assistant Professor, University of Waterloo

Sean Geobey is the Assistant Professor in Social Innovation and Social Entrepreneurship in the University of Waterloo's School of Environment, Enterprise and Development (SEED) and the Director of Academic Programs for the Waterloo Institute for Social Innovation and Resilience. He has worked with a number of research-intensive or policy-oriented organizations inside and outside academia including the City of Kitchener, Filene Research Institute, Canadian Credit Union Association, Waterloo Institute for Social Innovation and Resilience (WISIR), and the Canadian Index of Wellbeing.



PANELIST: Tim Foster
Director, Northern Credit Union & DF Executive

A retired 30-year OPP Officer, Tim Foster enjoyed a diverse career as an In-Service Trainer, 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 thirty years, 32 of those with Northern Credit Union and was as a branch delegate for over 10 years. Tim was elected to Northern Credit Union's board in 2012, became Vice-Chair in 2013, and Chair in 2014. Although he stepped down as Board Chair after five years in the position, Tim is still an engaged Board member and active in the Credit Union system. He has served on Audit, Financial, Governance, Human Resources, Merger, and Nominating Committees. Through two recent mergers and organic growth Northern has become a 1.4-billion-dollar credit union.

Tim has been a member of the Director's Forum Executive Committee since October 2012 and served for four years as Chair of the committee. He is a strong believer in continuous education. In addition to many CUDA courses and Credit Union conferences, he is an Accredited Credit Union Director through CUDA and Dalhousie University. Over the past two years Tim has attended Board Chair and Governance workshops, and completed the CUES Governance Leadership Institute earning the Certified Credit Union Director (CCD) designation in June 2019. Tim is also in the process of completing a Bachelor of Commerce program at Nipissing University.

Over the past ten years, Tim has studied theology, was ordained a Deacon in the Roman Catholic Church in September 2014, and is quite active in his ministry. He has been married to his wife Sue for 41 years, and has four adult children and three grand-children.

Plenary 4: Risk Management: Director Liability and Audits

Hindsight, oversight, foresight. These are pillars to the roles of directors and boards, and critical to fulfilling these roles is the use and practice of risk management. This session will expand on last year's "Update on Directors' Liability and Pitfalls" with Annette Dueck, and explore the practices and methods key for boards to understand, mitigate and embrace risk, and where various risk conversations take place between the audit or risk committee, the board and management.



MODERATOR – Tanya Gracie

Senior Advisor, Central 1 Credit Union & Chair, DF Executive

Tanya Gracie supports strategic decision making with public and private enterprise with expertise in risk management, change management, innovation agility and governance. She is Senior Advisor Member Relations at Central 1 where she works with member credit union executives and directors in Ontario, purposefully engaging them in Central 1 strategy and providing insights into the disruption facing credit unions.

Tanya is no stranger to credit unions, having served for nine years on the Board of Your Credit Union (YCU) in Ottawa, including five years as Board Chair, and serving on the Directors' Forum Executive for much of this time. In 2019, Tanya became Chair of the Executive. Tanya's leadership with co-operative businesses includes the responsibility with the Canadian Co-operative Association of leading the 2012 UN International Year of Co-operatives and the delegate structure and strategic plan for the formation of Co-operatives and Mutuals Canada. She has also worked at a public policy think tank on diverse significant projects and with the Public Health Agency of Canada on risk management and the organizations experimentation and innovation culture.

Tanya has a bachelor's degree from Wilfrid Laurier University, a Master's degree in Community Economic Development and an Executive MBA from the University of Ottawa. She is currently completing the Institute of Corporate Director's Director Education Program.



PANELIST – Annette Dueck

Associate, Stikeman Elliott

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.



PANELIST – Carey Smith

Board Chair, FirstOntario Credit Union

Carey Smith is the CEO of the Bereavement Authority of Ontario, which is a relatively new corporation created by the Ontario Government to regulate the death-care industry, including all funeral homes, cemeteries and crematoriums in the province.

In selecting Carey as the inaugural CEO, the government recognized that the role required both extensive experience in law enforcement and strong business acumen. To that end, Carey has served on the Board of First Ontario Credit Union for 11 years, for the past seven years as the Board Chair. During his tenure, he has helped guide First Ontario's tremendous growth from 17 branches to the present 35 branches, tripling its asset size, and leading the Board through sweeping governance reforms.

Earlier in his career, Carey was a police detective assigned to a wide range of duties culminating in heading-up one of the largest joint forces operations in the country. This operation was to become one of Canada's largest international fraud cases, involving the use of international treaties to conduct investigations within foreign countries, ultimately leading to the arrest of 20 individuals, and in 2005 was heard in the Supreme Court of Canada.

Until the end of 2015, Carey was a member of the Criminal Intelligence Service, specializing in money laundering and organized crime. He has worked extensively with the US Secret Service, FBI and RCMP. Carey is a frequent guest lecturer across Canada and the USA to law enforcement organizations, regulators, and government agencies, and is a guest lecturer at the Canadian Police College in Ottawa. He was awarded the Police Exemplary Service Medal from the Governor General of Canada, Romeo Leblanc.

He has studied at The John F. Kennedy School of Government at Harvard University, and the Schulich School of Business at York University. Carey obtained the Chartered Director (C.Dir.) designation from The Directors College (a joint venture between The Conference Board of Canada and McMaster University) and is an Accredited Director (ACCUD) from Dalhousie University.



PANELIST – Joe Bates

Partner, MNP LLP

Working one-on-one with clients, Joe Bates leverages his professional and industry knowledge to deliver advice and solutions designed to help them meet organizational and personal goals. Taking a practical, collaborative approach, Joe assists with audit, review and compilation services and identifies and implements strategies for effective tax management. He has experience serving a variety of industries including financial services, amateur athletics, education, health care, and real estate. He provides ongoing external audit services to fifteen Ontario credit unions.

Joe is a trusted advisor, offering valuable insight and assistance on a range of issues including advising on best practices in governance. Joe has been invited to speak and present on numerous industry matters, client related topics and accounting developments and trends. Recent presentations include sessions on mergers and acquisition; tax for financial planners; governance trends and best practices; and accounting and financial reporting standards. Joe is a guest presenter to CPA Ontario.

Joe was designated a Chartered Accountant (CPA, CA) in 1999 after receiving his Bachelor of Arts degree in economics from the University of Western Ontario. He has been a long-time member of the Deposit Insurance Corporation of Ontario's Auditor Advisory Committee. Over the years he has volunteered in various professional and community organizations, including in the roles of director and treasurer.

Plenary 5: The Future of Ontario's Credit Unions

The landscape for Ontario's credit unions is shifting and we need to evolve along with it if we are to succeed. This session will explore some of the strategic governance questions that Boards should be asking themselves (e.g., size, capacity, etc.) in order to face and survive these inevitable changes – in other words, we need to reimagine our credit unions in this new era. Marc-André will explore the impacts on the system with some credit unions going federal and others merging, and the importance of remembering our co-operative roots in this evolving landscape. Stéphane from Desjardins will share some of the different ways that the caisses populaires have evolved to improve their efficiency, and Julie will share some membership trends in the credit union system.



MODERATOR – Donna Bailey

Director, Client Solutions & Research, Canadian Credit Union Association

Donna Bailey 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 CUA 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 agent, 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 Co-operative Association (5 years as Chair) and just recently, the West Willow Neighborhood Co-operative Board, a co-op in her local community.



PANELIST – Julie Breuer

Vice Present Member Relations, Central 1 Credit Union

Julie Breuer joined Central 1 in February 2016, bringing more than a decade of experience in the credit union system. She is responsible for all member/owner-related aspects of relationships with Class A members of Central 1 to maximize value between member credit unions and Central 1.

Prior to joining Central 1, Julie was the Director of Engagement with the Co-operative Development Foundation of Canada building relationships with credit union leaders from across Canada to engage them in the building and strengthening credit unions and other co-operatives around the world.

Julie is a graduate of the University of Guelph and holds a post-graduate certificate in Management Skills from the Sprott School of Business at Carleton University. She has travelled the globe, having lived, worked, or played in more than 65 countries worldwide.



PANELIST – Marc-André Pigeon

Director and Strategic Research Fellow in Co-operatives Centre for the Study of Co-operatives, University of Saskatchewan

Marc-André Pigeon is an assistant professor in the Johnson Shoyama Graduate School of Public Policy and director of the Canadian Centre for the Study of Co-operatives. His research interests center around the study of co-operatives, banking, fiscal and monetary policy and behavioural psychology. Prior to joining Johnson Shoyama, Marc-André worked as assistant vice president of financial sector policy at the Canadian Credit Union Association, where he was responsible for monitoring, researching and advocating on behalf of credit unions. He has also served as an advisor at the Department of Finance, a lead analyst for the Senate Banking and House of Commons Finance Committees, an economist at the Levy Economics Institute, and a business reporter for Bloomberg Business News. Marc-André holds a PhD from Carleton University in Mass Communications, a Master's Degree in economics from the University of Ottawa, and a journalism degree from Carleton University.



PANELIST – Stéphane Trottier

Board Director, Desjardins; President, Fédération des caisses populaires de l'Ontario

Stéphane Trottier's key areas of expertise include occupational ergonomics, business administration and the Ontario financial services sector.

He holds a master's degree in ergonomics from the Advanced Ergonomics Institute, a collaboration between Michigan State University and Texas Tech University. He also has degrees in business administration and psychology and is a member of the Guild of Industrial, Commercial and Institutional Accountants. He has owned and operated his own health and safety business for 20 years. He has also served as a Desjardins caisse director for 23 years.

Stéphane's other roles at Desjardins include: Director, Caisse populaire Trillium; Chair, Fédération des caisses populaires de l'Ontario; Director, Desjardins Technology Group, Desjardins Trust and Desjardins Capital Inc.; Desjardins Group board committees and commission. He is also a member of the U.S. Risk Management Committee.

Breakout 1: Board and CEO Recruitment

Succession planning is a key issue for credit unions. This session will consider what we are looking for on our boards, as well as nominations and Director recruitment strategies. Culture is an important element that will also be explored. Time will be set aside for an "Open Forum" discussion.



PRESENTER: Tim Foster

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Financial, Governance, Human Resources, Merger, and Nominating Committees. Through two recent mergers and organic growth Northern has become a 1.4-billion-dollar credit union. Tim has been a member of the Director's Forum Executive Committee since October 2012 and served for four years as Chair of the committee. He is a strong believer in continuous education. In addition to many CUDA courses and Credit Union conferences, he is an Accredited Credit Union Director through CUDA and Dalhousie University. Over the past two years Tim has attended Board Chair and Governance workshops, and completed the CUES Governance Leadership Institute earning the Certified Credit Union Director (CCD) designation in June 2019. Tim is also in the process of completing a Bachelor of Commerce program at Nipissing University.

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Breakout 2: Director Development & Competencies

There is a desire to support credit unions with clarity about how expectations have shifted in examining good governance capability at the board. Several credit unions have indicated that there is a much more prescriptive response by the examiner and little to no tolerance for directors not meeting the competency framework. There are several questions to be answered including:

- *What does FSRA expect in terms of documentation to demonstrate they are meeting the competencies?*
- *Exploration and definition of best practices for evaluation of the board competencies*
- *How might the DNA research provide indicators to the board of its collective make up and to be positioned as a balanced board?*



PRESENTER – Korinne Collins

Vice President, Professional Development & Education, Canadian Credit Union Association

Korinne Collins is a seasoned executive with over 20 years of learning, business consulting and leadership experience, ranging from an entrepreneurial training start up that she built and subsequently sold, to leading learning teams at CIBC, IBM and PwC and currently at the Canadian Credit Union Association (CCUA).

Korinne’s current role as Vice President of Professional Development & Events is focused on the delivery of educational services and design of conferences for the credit union system’s 28,000 employees and 2500 directors across Canada.

Korinne served on the Board of the Institute for Performance and Learning for 5 years, and for 2 years held the role of Chair. She currently sits on the board as Vice Chair of the Public Services Health & Safety Association (PSHSA) for the Ontario Government and sits on an advisory panel for the Canadian Securities Institute (CSI). Korinne was a member of the Steering Committee of the 30% Club Canada, focused on bringing more women onto Canadian Corporate Boards. Korinne has recently been appointed to the board of the Cooperative Development Foundation (CDF) and elected to the board of ABC Life Literacy.



PRESENTER – Guy Hubert

Executive Vice President, Credit Union & Prudential, Financial Services Regulatory Authority of Ontario

Guy Hubert is a dynamic and highly regarded senior executive with extensive expertise and experience in prudential and credit union regulation and management. When FSRA becomes fully operational later this year, he will be responsible for FSRA’s credit union and prudential functions, with a focus on protecting the public interest in regulated sectors. Guy is currently President and CEO of the Deposit Insurance Corporation of Ontario (DICO) where he is accountable for prudential oversight, protecting depositors and maintaining confidence in Ontario’s credit unions.

Guy has a wealth of expertise and experience from more than 20 years in increasingly senior leadership roles in the Canadian banking industry, in the areas of cash management services, investment products sales, small business lending, special loans management, commercial lending and loan syndications. Earlier in his career at DICO, he was responsible for credit union regulation, including risk assessment, examinations, regulation, risk management, policy, and research. Highly regarded for his engaging and visionary leadership style, Guy is a frequent speaker at provincial and national conferences on issues related to credit union regulation, depositor protection and corporate governance.

Guy holds a Bachelor of Arts from Concordia University, Montreal, a Masters in Business Administration (MBA) from Dalhousie University, Halifax, and is a Fellow of the Institute of Canadian Bankers. Guy also holds the ICD.D designation from the Institute of Corporate Directors.

SATURDAY, OCTOBER 5, 2019

Plenary 6: CCUA and the National Credit Union Landscape

Martha Durdin will share a brief update on what is happening at CCUA and an overview of the national credit union landscape.



SPEAKER – Martha Durdin

President & CEO, Canadian Credit Union Association

Martha Durdin is a seasoned executive with extensive experience in management, public affairs and advocacy. Previously, she was the Managing Principal of a leading national strategic public affairs firm and spent thirteen years as an executive at a large Canadian bank. Early in her career, Martha worked on Parliament Hill.

Martha volunteers her time for a number of community organizations. Among them, she served three terms as the Chair of the Ontario Arts Council and is currently Chair of the Royal Ontario Museum Board of Trustees. She is also a Director of The Canadian Club of Toronto. Martha represents CCUA on the boards of The World Council of Credit Unions (WOCCU) and Co-operatives & Mutuals Canada (CMC). Martha is a recipient of the Queen's Diamond Jubilee Medal.

Ms. Durdin is bilingual; holds a BA (Hon) from Western University, an MSc from the London School of Economics, and an ICD.D from the Institute of Corporate Directors at the Rotman School of Management.

Plenary 7: High Performing Board Barometers

Proactively shaping a culture based on the best of all possible cultural norms should be the aspiration of any boardroom. So how does your credit union fare? Despite best efforts in time, money and relationship building to get just the “right” people to serve on the board, that “perfect” high performing board remains elusive. Through research, both anecdotal and academic, the puzzle can be solved by adopting and embedding 10 cultural norms. Learn what they are and score yourself to know where your opportunities are to improve.



FACILITATOR – Debra Brown

President & CEO, Governance Solutions Inc.

Debra Brown is the founder, President and CEO of Governance Solutions Inc. Since founding GSI in 1991, Debra has developed it into a full-service firm providing governance consulting, research, training and tools on both a customized (organizational) and public basis (including on-line.)

Under Debra’s leadership, GSI has developed and tested a comprehensive, principles-based governance system that has been adopted and adapted by award-winning, leading governance organizations including The Conference Board and BMO Financial Group (Bank of Montreal) in Canada’s private sector, federal and provincial governments in the public sector, and numerous not-for-profit organizations and associations. It is also the foundation on which GSI created the program and curriculum for The Directors College, and The Professional Director Certification Program™ and other governance education and university accredited certification programs for the Health, Colleges and Universities, School Board, Cooperative and Indigenous sectors.

Comfortable and confident with both boards and executives, Debra’s mix of experiential and conceptual insights uniquely qualify her to advise organizations on their governance. She has served twice as a CEO, reporting to boards, and as a board member of several organizations, including as Board Chair and Governance Committee Chair, and so she is able to see governance issues from both sides of the boardroom table. Debra’s doctoral thesis topic “Using Governance as a Tool to Transform Organizational Culture,” enabled her to develop a proprietary, leading edge diagnostic tool by which boards and executive teams can identify their dominant culture, and work on steps to capitalize on cultural enablers and mitigate cultural challenges.

Currently, Debra serves on major international non-profit corporation boards, and has worked in corporate governance as far afield as Malaysia, Bahrain, Indonesia, Cuba and Guatemala. Author of *Governance Solutions: The Ultimate Guide to Competence and Confidence in the Boardroom*, she is an acknowledged and sought-after thought leader in corporate governance, also authoring over two dozen major research articles published in Canada and internationally. Prior to forming Governance Solutions, Debra spent several years in the Canadian financial sector, working most recently as CEO. Debra holds a Doctor of Ministry and a Master of Divinity from Gordon-Conwell Theological Seminary where she graduated magna cum laude.