

MEETING RULES OF ORDER

1. Pursuant to Nelson & District Credit Union Rules (“the Rules”), Rule 5.3, the rules contained in the current edition of Robert’s Rules of Order Newly Revised – 11th Edition shall govern this meeting in all cases to which they are applicable and in which they are not inconsistent with the Rules and any special rules of order the Meeting may adopt.
2. A member wishing to introduce a motion or to speak shall rise, approach the microphone, address the Chair and await recognition before speaking. The member must announce their name each time they rise to speak.
3. Members shall have the right to speak a maximum of twice to any debateable motion for a maximum of two minutes each time, but shall only have the right to speak a second time so long as no member who has not yet spoken is seeking the floor. Amendments of speaking times shall be at the discretion of the Meeting upon adoption of a motion to limit or extend the limits of debate with a 2/3 vote.
4. Voting on motions shall be by show of hands and the Chair’s decision as to whether a motion is won or lost is final, unless immediately upon the decision of the Chair being declared, ten or more voting members then present by standing, demand a standing vote, whereupon the Chair shall again put the same question to the meeting to be decided by a count of those standing in favour of and against the motion. In the same event that the result of the standing vote is questioned by fifty or more voting members then present, or at the time in the discretion of the Chair, the Chair shall order that the matter before the meeting be determined by ballot, and the result of such ballot shall be final.
5. No vote by proxy shall be recognized or allowed.
6. The Chair shall appoint a committee of three to approve the minutes.
7. The Chair shall appoint all committees for the functioning of the meeting.
8. Mobile phones and pagers shall be silenced during the meetings. Video cameras and recording equipment, other than that approved by the Chair, shall not be permitted in the assembly hall.

NELSON & DISTRICT CREDIT UNION
ANNUAL GENERAL MEETING
APRIL 24, 2018
AGENDA

7:00 pm

Call to Order
Credentials Report
Adoption of Rules of Order
Appointment of Recording Secretary and Parliamentarian
Adoption of Agenda
Approval of May 2, 2017 Annual General Meeting Minutes
Business Arising Out of Minutes

7:15 pm

Report of the Chair, Board of Directors
Report of the Management
Presentation of Financial Statements
Report of the Auditor
Question Period on Report of the Board of Directors, Management & Auditor
Approval of the Auditor's Report
Report on the Board Committees
Report on Labour \ Management Relations
Announce Board Election Results
Appointment of the Auditor
Unfinished Business

7:45 pm

New Business
Announcement of Long Term Service
Good and Welfare

8:15 pm

Adjournment

**NELSON & DISTRICT CREDIT UNION
66th ANNUAL GENERAL MEETING
MAY 2, 2017
MINUTES**

The 66th Annual General Meeting of Nelson & District Credit Union (NDCU) was held at The Adventure Hotel, Nelson, on May 2, 2017.

CALL TO ORDER

Andy Chute, Chair, Board of Directors called the meeting to order at 7:09 pm.

CREDENTIALS REPORT

John Yowek, Controller declared a quorum was present with forty-two (42) members and one (1) guest in attendance.

ADOPTION OF RULES OF ORDER

MOVED \ SECONDED \ CARRIED

MOTION: That the Meeting Standing Rules of Order be adopted as circulated.

APPOINTMENT OF RECORDING SECRETARY

Virginia Makaroff was appointed Recording Secretary.

APPOINTMENT OF PARLIAMENTARIAN

Ron Bogusz was appointed Parliamentarian.

ADOPTION OF AGENDA

MOVED \ SECONDED \ CARRIED

MOTION: That the Agenda be adopted as circulated.

APPOINTMENT OF SCRUTINEER

John Yowek, Controller was appointed to act as Scrutineer of the meeting.

INTRODUCTIONS

Andy Chute introduced guests in attendance:

Brian von Berg	CUMIS Insurance
Am Naqvi	Director, Kootenay Savings Credit Union
Donna Wingenbach	Kootenay Insurance Services Ltd.

APPROVAL OF APRIL 19, 2016 ANNUAL GENERAL MEETING MINUTES

Hearing no corrections to the Minutes, Andy Chute, Chair declared the April 19, 2016 Annual General Meeting Minutes hereby approved.

BUSINESS ARISING FROM THE MINUTES

There was no business arising from the Minutes.

REPORT OF THE CHAIR, BOARD OF DIRECTORS

Andy Chute, Chair advised the Report of the Chair, Board of Directors is presented in the 2016 Annual Report.

MOVED \ SECONDED \ CARRIED

MOTION: That the Report of the Chair be adopted as presented.

REPORT OF THE MANAGEMENT

Tom Murray, CEO welcomed members and guests to the 2016 AGM.

Tom Murray reported that he has been the CEO for the past year, and has been employed at NDCU in other capacities for 12 years. He acknowledged the 24 years of service of Doug Stoddart as NDCU CEO.

Tom Murray advised that NDCU is reporting a loss in 2016 due to the write-down of investments of \$135,000. NDCU largest expense is Salaries and Employee Benefits. He explained that as employees have left NDCU or moved to other positions, Management examined wage costs carefully, and chose not to replace the Reception position in Nelson and a Teller position in Rossland. The CEO asked for members' patience as Management works through balancing fiscal responsibility with service.

Tom Murray reported that NDCU achieved loan growth of 15.% and delinquency is at an all-time low of 0.06%. He extended his compliments to the NDCU Lending Staff. Assets grew by 8.%. He reported that NDCU's subsidiary - Kootenay Insurance Services Ltd. had a very strong year. MoneyWorks subsidiary experienced low markets in early 2016, but rebounded to finish 2016 strong.

Tom Murray reported on the notable milestones and achievements in 2016:

- new Foundation Statements were developed with the entire organization participating
- successful Collective Agreement negotiations
- an Employee Engagement survey was completed in the Fall, with an engagement score of 64%, there are improvements to be made to increase the score
- a successful Strategic Planning Session was held in the Fall, which resulted in 3 Strategic Priorities:
 1. Operate More Efficiently
 2. Improve Employee Engagement
 3. Increase Member Engagement
- new technology included the launch of contactless technology called Interac Flash and an on-line tool to open an account
- over 250 courses were completed in 2016 by NDCU Employees and Board of Directors
- NDCU's Community Investment Program returned \$80,000. to the communities

PRESENTATION OF FINANCIAL STATEMENTS

Tom Murray, CEO advised that the Condensed Consolidated Financial Statements are included in the 2016 Annual Report. The 2016 Consolidated Financial Statements were available at Registration, and each table has 2 copies of the 2016 Consolidated Financial Statements.

Tom Murray, CEO presented the 2016 Financial Statements:

- Assets increased to \$212.M
- Members' Deposits increased to \$195.M
- Members' Loans increased to \$154.M
- Interest Revenue decreased by approximately \$100.k due to lower margins
- Total Comprehensive Loss was \$33,730.

REPORT OF THE AUDITOR

John Yowek, Controller read the Report of the Auditor as provided in the 2016 Consolidated Financial Statements.

Berg Lehmann has audited the consolidated financial statements of NDCU which comprise the consolidated statements of financial position as at December 31, 2016, and the consolidated statements of comprehensive income, changes in members' equity and cash flows for the year then ended and a summary of significant accounting policies and other explanatory information.

Management is responsible for the preparation of these financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error. The consolidated financial statements of NDCU are the responsibility of Management and have been approved by the Board of Directors.

Berg Lehmann, the external, independent auditors appointed by the membership, examined the financial statements of the Credit Union in accordance with Canadian generally accepted auditing standards. They have had full access to the Audit Committee of the Board. They report, in their opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of Nelson & District Credit Union as at December 31, 2016, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards.

QUESTION PERIOD ON REPORT OF THE BOARD OF DIRECTORS, MANAGEMENT & AUDITOR

Bonnie Baker commented that she is charged a \$5.00 service fee to deposit a US cheque to her account. She requested that the Board consider eliminating the \$5.00 service fee for Heritage Accounts.

The CEO responded that Management will review the request to eliminate the \$5.00 service fee for Heritage Accounts.

APPROVAL OF THE AUDITORS' REPORT

MOVED \ SECONDED \ CARRIED

MOTION: That the Auditors' Report and the Financial Statements for 2016 as presented be accepted.

REPORT ON THE BOARD COMMITTEES

Andy Chute, Chair advised the written Report on the Board Committees is included with the member's AGM packages.

REPORT ON LABOUR \ MANAGEMENT RELATIONS

Candace Wolbaum, Senior Manager, Human Resources delivered the report on Labour \ Management Relations.

She reported that the goal of Labour \ Management Committee is to foster a relationship that is respectful and collaborative between NDCU and the United Steelworkers Local 1-405. The relationship continues to be positive, and any issues or concerns that arise are dealt with in a considerate manner.

The Collective Agreement expired on May 31, 2016. Negotiation meetings commenced on May 9, 2016, and the parties met for a total of ten days. Thanks to the collective efforts of both Negotiating Committees, a Memorandum of Agreement was reached on August 24, 2016, without a strike vote being taken, and without going to mediation.

Candace Wolbaum thanked the members of the Committee for their continued commitment to this process.

ANNOUNCE BOARD ELECTION RESULTS

Michael Bancroft, Chair, Nominations Committee advised that in December 2016, the Nominations Committee provided a Call for Nominations Notice for 3 available positions to the Board of Directors. The Nominations Committee did not receive any member nominations by the January 27, 2017 closing date to warrant elections for the available positions.

Michael Bancroft congratulated the following Directors:

John Kortram	re-elected by acclamation as Nelson Area Representative	3 year term
Lorne Westnedge	re-elected by acclamation as Director At Large	3 year term
Vacant	Rossland Area Representative	2 year term

Michael Bancroft advised that the Board of Directors will discuss next steps to fill the vacant Rossland Area Representative position.

APPOINTMENT OF THE AUDITOR

Director John Edwards reported that as per the Terms of Reference of the NDCU Audit Committee, there must be a Request for Proposal (RFP) for audit services every 5 years. In following the Terms of Reference, NDCU went through a RFP process in fall 2016, which resulted in Grant Thornton being the successful bidder to provide audit services for the next 5 years.

MOVED \ SECONDED \ CARRIED

MOTION: That the firm Grant Thornton be appointed auditor for the 2017 financial year, and that the Board of Directors are authorized to approve the remuneration of the auditor for the 2017 financial year.

UNFINISHED BUSINESS

There was no Unfinished Business.

NEW BUSINESS

There was no New Business.

ANNOUNCEMENT OF LONG TERM SERVICE

Director Michael Bancroft acknowledged the long term service of the following employees:

Paul Schellenberg	Relationship Officer	Nelson Branch	5 years
Alan Danks	Manager, Technology	Nelson Branch	10 years
Angie Spearman	Teller	Nelson Branch	10 years
John Yowek	Controller	Nelson Branch	10 years
Christine Jones	Teller Supervisor	Nelson Branch	15 years

Tom Atkins	Marketing & Relationship Development	Nelson Branch	15 years
Janice Parsons	Lead Teller (Retired)	Rossland Branch	20 years
Raquel Rushton	Member Service Representative	Nelson Branch	20 years
Brenda Jones	Commercial Services Administrator	Nelson Branch	25 years
Rick Loewen	Administration & Marketing Representative	Nelson Branch	25 years
Dominique Huchet	Compliance Officer	Nelson Branch	30 years

GOOD AND WELFARE

Tom Murray, CEO acknowledged the passing of Mr. Danny Rickaby, the Managing Partner of The Adventure Hotel, a Nelson business community leader and a strong supporter of NDCU.

Director Lorne Westnedge acknowledged the passing of Mr. Allen (Al) Wittke, previous NDCU General Manager from 1972 to 1980.

Tom Murray, CEO conducted draws for doorprizes.

ADJOURNMENT

Andy Chute, Chair adjourned the meeting at 8:00 pm.

A. Chute, Chair
Board of Directors

2017 NDCU Board Committees Report

by Andy Chute, Chair Board of Directors

Nelson & District Credit Union's board consisted of eight directors with one director on a leave of absence from January to August. Directors are responsible for representing the members in the areas of Nelson, Rossland, the East Shore and “at large”.

Directors attended 12 board meetings throughout the year, wherein they received reports from our Management team and contributed their thoughts on the direction our credit union should be steered.

Each board member also served on an average of five board committees, which met a total of 38 times, plus 28 times via email.

These committees were:

Audit Committee: Responsible for oversight of the financial statements, internal and external audits, and regulatory compliance. Chaired by **Colin McClure**, our Audit Committee met 7 times.

Conduct Review Committee: Responsible for reviewing all “related party” transactions (transactions involving employees, board members, and related family members), and ensuring that no special terms or considerations were awarded them because of their related status. From January to March of 2017, the Conduct Review committee was chaired by **Michael Bancroft**, and then by **John Edwards** from April onwards and met 2 times over the past year.

Executive Committee: Responsible for managing the board of directors and acting as liaison between board and CEO, this committee consists of the Board Chair, the Vice-Chair, and the 2nd Vice-Chair. From January to March of 2017, the Executive Committee was composed of Andy Chute (Chair), John Edwards (Vice-Chair), and John Kortram (2nd Vice-Chair). At the first meeting following the AGM, a new Executive Committee was elected, composed of Andy Chute (Chair), Lorne Westnedge (Vice-Chair), and Laureen Barker (2nd Vice-Chair). The Executive Committee met 10 times in 2017.

Governance Committee: Responsible for ensuring NDCU's compliance with the many levels of government regulators that oversee credit unions in Canada, and ensuring that NDCU's rules are kept up-to-date and reflective of changing times and our member's values. Chaired by **Laureen Barker**, the committee met 6 times in the past year.

Investment & Lending Committee: Responsible for ensuring that NDCU's lending is in agreement with our Investment & Lending Policy, which is duly approved by FICOM, our provincial regulators. Chaired by **Lorne Westnedge** from January to March, and then by **Michael Bancroft** from April onwards, I&L met 5 times in person and 28 times via email in the past year.

Nominations Committee: Responsible for identifying upcoming vacancies in the Board of Directors, advertising locally for suitable candidates to join the board and arranging for elections when necessary, they also organize our Annual General Meeting. Chaired by **Karina Farr** from January to March, and then by **Lorne Westnedge** from April onwards, the Nominations Committee met 10 times in 2017.

Several board members also sit on the boards of NDCU's subsidiary companies and partnerships. Lorne Westnedge was our representative on the MoneyWorks board of directors in the past year, and Lauren Barker was our rep on Kootenay Insurance Services board.

As part of the Exploring Strength and Unity project, the board of NDCU is responsible for appointing two director representatives to the Exploring Strength and Unity collaboration group. During 2017, our two director representatives to the group were John Kortram and Michael Bancroft.