

# Corporate Governance

**S**askCentral corporate governance is anchored in the co-operative principle of democratic member control. Our governance model and co-operative structure differentiates the credit union system from other financial service organizations. Dedicated to our co-operative values, we work to ensure SaskCentral has effective, ethical and transparent governance practices.



# Corporate Governance

## Board of Directors

SaskCentral has an eight-person board elected by Saskatchewan credit unions. The board is responsible for providing strategic oversight to SaskCentral, overall governance, monitoring progress toward business plan objectives and for representing the interests of our province's credit unions based on size, geography and credit union membership. All are independent directors.



(left to right)  
Kevin Lukey, Gilles Colbert, Wayne Kabatoff, Eric Dillon, Russ Siemens, Tim Goddard, Mark Lane, Mitchell Anderson

# Corporate Governance

## **Mitchell Anderson**

Elected to SaskCentral Board of Directors in 2014. Director, Affinity Credit Union.  
Term expires: 2019

## **Gilles Colbert**

Elected to SaskCentral Board of Directors in 2009. Retired Manager, Unity Credit Union Limited. Director, The Co-operators.  
Term expires: 2020

## **Eric Dillon**

Elected to SaskCentral Board of Directors in 2014. CEO, Conexus Credit Union.  
Term expires: 2019

## **Tim Goddard**

Elected to SaskCentral Board of Directors in 2014. Past CEO, Rockglen-Killdeer Credit Union.  
Term expires: 2018

## **Wayne Kabatoff**

Elected to SaskCentral Board of Directors in 2016. Director, Conexus Credit Union.  
Term expires: 2018

## **Mark Lane**

Elected to SaskCentral Board of Directors in 2013. CEO, Affinity Credit Union.  
Term expires: 2020

## **Kevin Lukey**

Elected to the SaskCentral Board of Directors in 2014. Retired CEO, Cornerstone Credit Union.  
Term expires: 2020

## **Russ Siemens, President**

Elected to SaskCentral Board of Directors in 2014. Director, Innovation Credit Union.  
Director, Concentra Financial.  
Term expires: 2018

# Corporate Governance

## Board Charter and Director Profile

The SaskCentral board maintains written descriptions of the mandate and key responsibility areas for the board as a whole and for the individual director. The descriptions serve as a basis for director orientation, functioning, evaluation and development planning.

## Compensation

Director compensation is paid according to policy which is periodically benchmarked against that of other like organizations. All payments are subject to review by the chair of the board and SaskCentral Internal Audit. Chair compensation is subject to review by the vice-chair and is also subject to review by Internal Audit.

Director	Per Diem <sup>1</sup>	Per Diem Paid to Organization	Honorarium	Honorarium Paid to Organization	Total
Mitchell Anderson	8,019	–	8,100	–	16,119
Gilles Colbert	11,825	–	8,100	–	19,925
Eric Dillon	–	6,500	–	8,100	14,600
Tim Goddard	8,553	–	8,100	–	16,653
Wayne Kabatoff	11,425	–	8,100	–	19,525
Mark Lane	–	–	–	8,100	8,100
Kevin Lukey	9,613	–	8,100	–	17,713
Russell Siemens <sup>2</sup>	35,338	–	33,000	–	68,338
<b>Total:</b>	<b>\$ 84,773</b>	<b>\$ 6,500</b>	<b>\$ 73,500</b>	<b>\$ 16,200</b>	<b>\$ 180,973</b>

<sup>1</sup> As a consequence of being on the SaskCentral board, SaskCentral directors may be nominated to serve as directors for a number of other co-operative organizations. To the extent that those other organizations do not provide compensation for board service, SaskCentral policy provides remuneration to its directors for time spent in these alternate duties.

<sup>2</sup> Chairman of the Board.

# Corporate Governance

Board Attendance	Meetings Attended
Mitchell Anderson	10/11
Gilles Colbert	10/11
Eric Dillon	10/11
Tim Goddard	11/11
Wayne Kabatoff	8/11
Mark Lane	9/11
Kevin Lukey	10/11
Russ Siemens	11/11

## Board Evaluation

Evaluations are periodically conducted to ensure board operations are efficient and adhere to the highest standards of integrity. In late 2016, the board performed a comprehensive peer evaluation. This evaluation was compiled in February 2017 and the results were shared with individual directors and the chair of the board and will be used to inform individual director development plans. The board maintains a director development policy aimed at providing resources to support ongoing personal development.

## Code of Conduct

A written code of ethical business conduct has been adopted by the board to guide director and employee activities and ensure accountability. All directors and employees of SaskCentral are required annually to sign a statement that they have read and will abide by

this code. The code of conduct is reviewed every two years by the board and corporate counsel.

## Whistle Blower Policy

A SaskCentral whistle blower policy states that all SaskCentral employees and directors are responsible for reporting actual or potential unethical conduct. The intent of this policy is to provide individuals with a mechanism or channel by which they can report incidents of actual or potential improper or unethical conduct without fear of reprisal or unwarranted negative consequences. The whistle blower policy is periodically reviewed by the board and corporate counsel every two years.

## CEO Position Description

The SaskCentral board maintains a written description of the position of the CEO, outlining the role, accountabilities and challenges of the position and providing a reference point for the development of the CEO's annual performance plan. The CEO position profile was reviewed and updated in 2017. A CEO performance plan is developed and evaluated based on the position description, business plan and balanced scorecard.

# Corporate Governance

## Committees

### Audit and Risk Committee

**Role:**

- Ensures an independent review of SaskCentral's financial operation in areas deemed necessary to maintain the integrity of financial data, adequacy of internal controls and adherence to sound business practices.
- Oversees the effectiveness of the governance and management control environment within SaskCentral.
- Ensures SaskCentral's enterprise risk management framework is appropriate to optimize liquidity, market, credit, legal and regulatory, operational and strategic risk for the protection and creation of shareholder value.

Meetings Attended	
Mitchell Anderson — Chair	4/4
Gilles Colbert	4/4
Mark Lane	4/4
Kevin Lukey	4/4
Russ Siemens	4/4

### Governance and Conduct Review Committee

**Role:**

- Monitors and oversees governance practices and processes used to support the board in carrying out its governance mandate, which is to direct and control the business affairs of SaskCentral.
- Ensures related party transactions are identified, reviewed and dealt with in accordance with prudent business practices.
- Promotes ethical behaviours through SaskCentral's code of conduct.

Meetings Attended	
Eric Dillon	2/4
Tim Goddard	4/4
Kevin Lukey — Chair	4/4
Russ Siemens	4/4

### Public Policy Committee

**Role:**

- Identifies public policy, ensures credit union input around policy positions and recommends policy decisions to the SaskCentral Board of Directors.

Meetings Attended	
Wayne Kabatoff	4/4
Mark Lane — Chair	3/4
Russ Siemens	3/4