

Corporate Governance

SaskCentral's corporate governance is anchored in the co-operative principle of democratic member control. Our governance model and co-operative structure differentiates Saskatchewan credit unions 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



(left to right) Kevin Lukey, Annette Revet, Mitchell Anderson, Mark Lane, Russ Siemens, Tim Goddard, Gilles Colbert, Neil Cooper

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

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

Neil Cooper

Elected to SaskCentral Board of Directors in 2018
Chief Financial Officer, Conexus Credit Union
Term expires: 2021

Tim Goddard

Elected to SaskCentral Board of Directors in 2014
Past CEO, Rockglen-Killdeer Credit Union
Term expires: 2021

Mark Lane

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

Kevin Lukey

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

Annette Revet

Elected to SaskCentral Board of Directors in 2018
Chief Transformation Officer, Conexus Credit Union
Term expires: 2019

Russ Siemens, President

Elected to SaskCentral Board of Directors in 2014
Director, Innovation Credit Union
Director, Concentra Bank
Term expires: 2021

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 as well as Internal Audit.

Corporate Governance

| Director | Per Diem ¹ | Per Diem Paid to Organization | Honorarium | Honorarium Paid to Organization | Total |
|------------------------------|-----------------------|-------------------------------|------------------|---------------------------------|-------------------|
| Mitchell Anderson | 9,700 | – | 8,100 | – | 17,800 |
| Gilles Colbert | 10,063 | – | 8,100 | – | 18,163 |
| Neil Cooper | – | 4,750 | – | 5,400 | 10,150 |
| Eric Dillon | – | 250 | – | 2,700 | 2,950 |
| Tim Goddard | 10,656 | – | 8,100 | – | 18,756 |
| Wayne Kabatoff | 4,500 | – | 2,636 | – | 7,136 |
| Mark Lane | – | – | – | 8,100 | 8,100 |
| Kevin Lukey | 10,250 | – | 8,100 | – | 18,350 |
| Annette Revet | – | 5,375 | – | 5,400 | 10,775 |
| Russell Siemens ² | 26,063 | – | 33,000 | – | 59,063 |
| Total: | \$ 71,232 | \$ 10,375 | \$ 68,036 | \$ 21,600 | \$ 171,243 |

¹ 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.

² Chairman of the Board.

| Board Attendance | Meetings Attended |
|-------------------|-------------------|
| Mitchell Anderson | 5/7 |
| Gilles Colbert | 6/7 |
| Neil Cooper | 5/5 |
| Eric Dillon | 1/2 |
| Tim Goddard | 7/7 |
| Wayne Kabatoff | 2/2 |
| Mark Lane | 5/7 |
| Kevin Lukey | 7/7 |
| Annette Revet | 5/5 |
| Russ Siemens | 7/7 |

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 used to inform individual director development plans. This process was refreshed in 2018. 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, delegates 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 reviewed by the board and corporate counsel every two years.

Corporate Governance

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 2018. A CEO performance plan is developed and evaluated based on the position description, business plan and balanced scorecard.

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 | 5/5 |
| Gilles Colbert | 5/5 |
| Neil Cooper | 2/3 |
| Mark Lane | 2/3 |
| Kevin Lukey | 5/5 |
| Russ Siemens | 4/5 |

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 | 2/2 |
| Tim Goddard | 6/6 |
| Kevin Lukey — Chair | 6/6 |
| Annette Revet | 4/4 |
| Russ Siemens | 6/6 |

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 |
|-------------------|-------------------|
| Mark Lane — Chair | 4/4 |
| Wayne Kabatoff | 2/2 |
| Russ Siemens | 2/4 |