



Nomination to the Board of
Legacy Co-operative Association Limited
Candidate Information Sheet

The following questionnaire is intended to provide the nominating committee of Legacy Co-operative Association Limited with background information on your skills and experience to assist in confirming candidate qualifications. The information you provide will be treated confidentially and will be used to assist in the nominee selection process. We shall only disclose your name and occupation on the official "Notice of Meeting" for nomination purposes. This information is an expression of your interest to be considered for nomination to the Board of Directors of Legacy Co-operative Association Limited.

Name: Last First Middle

Address: Street
City Province Postal Code

I, a member of Legacy Co-operative Association Limited hereby present my name as a candidate for position of DIRECTOR of Legacy Co-operative Association Limited. Dated this day of, 2023.

I hereby agree to and understand the attached conditions and qualifications and state that I am eligible to be nominated.

Telephone: Day: Evening:

Membership Number:

Additional Information

Cell Phone # _____

E-mail _____

Date of Birth _____ (DD/MM/YY)

Background, Skills, Knowledge and Experience

Present Occupation: *(position/organization)*

Other Board Service:

Community Related Service:

Conflicts of Interest Relative to Legacy Co-op:

Areas of Expertise

- | | |
|--|---|
| <input type="checkbox"/> Administration/Management | <input type="checkbox"/> Law |
| <input type="checkbox"/> Agriculture | <input type="checkbox"/> Marketing/Public Relations |
| <input type="checkbox"/> Entrepreneurship | <input type="checkbox"/> Natural Resources |
| <input type="checkbox"/> Education | <input type="checkbox"/> Real Estate |
| <input type="checkbox"/> Financial Management | <input type="checkbox"/> Strategic Planning |
| <input type="checkbox"/> Government | <input type="checkbox"/> Technology |
| <input type="checkbox"/> Health | <input type="checkbox"/> Other: _____ |
| <input type="checkbox"/> Human Resources | |

Professional Background

- | | |
|--|---|
| <input type="checkbox"/> For-Profit Business | <input type="checkbox"/> Non-profit organization |
| <input type="checkbox"/> Government | <input type="checkbox"/> Professional designations: _____ |

Education

- | | |
|---|--|
| <input type="checkbox"/> Some high school | <input type="checkbox"/> Some graduate course work |
| <input type="checkbox"/> High school graduate | <input type="checkbox"/> Graduate Degree or higher |
| <input type="checkbox"/> Some college | <input type="checkbox"/> Degree/discipline/college |
| <input type="checkbox"/> Undergraduate college degree | <input type="checkbox"/> Other: _____ |

Describe your abilities and attributes that you feel would be an asset to the Legacy Co-op Board of Directors:

Describe the reason for your interest in becoming a Director of Legacy Co-op:

Nominator's Information

Name: _____
Last First Middle

Address: _____
Street

City Province Postal Code

Membership Number: _____

Phone Number: _____ (daytime) _____ (evening)

Nominator's Signature: _____

Candidate's Signature: _____

Date: _____

Return completed nomination forms by 5:00pm, April 11, 2023 to:

Legacy Co-operative Association Limited
Nominations Committee
30 Argyle Street
Yorkton, Saskatchewan
S3N 3Z4

Via email to: info@legacycoop.ca RE: Board of Directors Nomination

Or to one of the following committee members:

Wade Karcha
(306) 621-7361

Judy Charney
(306) 621-4338

Dustin Brears
(306) 621-7161

Qualifications of Directors

The Co-operatives Act, 1996

Qualifications of directors

75(1) A person is not eligible to be a director where the person:

- (a) is less than 18 years of age;
- (b) is of unsound mind and has been found so by a court in Saskatchewan or elsewhere;
- (c) is not an individual;
- (d) is not a member of the co-operative or a duly appointed representative of a member that is a partnership, association, firm, body corporate or public body;
- (e) has the status of bankrupt; or
- (f) is a member of a prescribed class of person.

- (2) A co-operative may provide in its bylaws for qualifications of directors that are in addition to those set out in subsection (1)

Legacy Co-operative Association Limited Bylaws Amended and Filed January 16, 2019

6.01

The following individuals, in addition to those specified in the Act and the regulations, shall not be eligible to be elected or entitled to remain directors of the Co-operative:

- (a) One who has not transacted at least \$4,000.00 in business with the Co-operative during the preceding fiscal year of the Co-operative;
- (b) One who does not reside in the trading area of the Co-operative;
- (c) Has not been a member, spouse of a member, or common law spouse of a member for at least 2 years before being elected as a director;
- (d) Is an employee of the Co-operative or the spouse, common-law spouse, child, sister, brother, parent or in-law of a managerial employee of the Co-operative;
- (e) Is a spouse, common-law spouse, child, sister, brother, parent, or in-law of a director of the Co-operative;
- (f) Is an individual having an account with the Co-operative which is over 90 days in arrears.

Position Description – Director

- Accountable to: Members of the retail co-operative
- Core Function: To participate with the other directors in planning and controlling the affairs of the Co-operative, guided by the articles of incorporation or memorandum of agreement of association, bylaws/rules and policies, so that it effectively moves toward achieving the objectives of the organization.
- Relationships:
1. Members – Leadership role, providing an example and interpreting views and needs of members.
 2. Directors – Acts on a team with other directors. Has authority as a director only in board meetings and as delegated by the board, for example, on committees.
 3. General Manager – General Manager is a key resource and part of the overall management team in board meetings. Between board meetings, relationship is the same as for other members.
 4. Staff – No special status beyond that of an informed member.
- Duties and Responsibilities: To participate jointly with other members of the board of directors in carrying out the following responsibilities of the board:
1. The establishment of overall mission, objectives and policies for the direction of the co-operative.
 2. Establish the organization of the board, including appointment of committees, and clearly define the responsibilities and the authority assigned.
 3. Determine the job description, establish the salary range, appoint the General Manager, set the salary, develop annual performance plan and appraise the performance.
 4. Approve the organization structure, salary schedules for the upper levels of the structure, and human resources policies and programs for the co-operative.
 5. Set direction and guidelines for planning and budgeting, evaluate the development of major plans and programs, and approve capital and operating budgets.

Duties and
Responsibilities:
(continued)

6. Analyze and appraise progress in achieving goals and objectives.
7. Authorize changes in assets of the co-operative.
8. Recommend any bylaw/rule amendments.
9. Deal with applications for membership.
10. Recommend schedule of patronage refunds in accordance with the bylaws/rules.
11. Authorize repayment of member's equities.
12. Establish and monitor controls and regulations for the protection of members and creditors (e.g. insurance, bonding)
13. Provide for effective communications and member and public relations for the co-operative.
14. Provide for the appointment of a delegate or delegates for the Co-operative Retailing System, including representing the co-operative at FCL district, region and annual meetings.
15. Create and avail oneself of opportunities for self-development to enhance their contribution as a member of the board of directors and as co-operative leaders.
16. Provide for effective relations and co-ordination with other co-operatives serving the area.
17. Demonstrate leadership by personally supporting and promoting the co-operative to the best of their ability.
18. Encourage and ensure General Manager training through attendance at development meetings such as the annual General Managers Conference, attendance at seminars and clinics, and meeting needs identified during the performance appraisal.
19. Encourage General Manager participation in community activities that enhance the image of the co-operative, providing the financial health of the retail permits this time allocation.

Code of Ethics for Directors

General

Directors are elected by the members of a retail co-operative to represent their interests. Laws of the province of incorporation and bylaws or rules of the co-operative define the manner in which the co-operative will conduct its affairs. Much more is required of a Director as a co-operative leader, a representative of the members, and a member of the Board.

This code of ethics sets the principles and standards which every effective Director should live by in the role of leader in a co-operative business.

A. As a Representative of the Total Membership

1. Project a positive image as a leader of the co-operative through full support of the goods and services it provides.
2. Be totally familiar with co-operative principles and apply them to the operations of the co-operative.
3. Always act in good faith and only in the interest of the co-operative and the membership as a whole.
4. Be aware of and understand the mission and objectives of the co-operative.
5. Seek input from the membership and report on the co-operative's activities.

B. As a Member of the Board of Directors

1. Always act for the co-operative as a whole, rather than for a Director's own private interests or those of small groups they may be most familiar with.
2. Contribute to discussions as part of decision-making, and respect and abide by Board decisions on all issues.
3. Recognize his/her mandate and respect lines of authority and responsibility given to its representatives and staff to avoid conflicts of interest that could damage the co-operative.
4. Maintain relationships with staff that develop trust and respect and avoid personal relationships that may affect objectivity in making decisions that impact the co-operative.
5. Respect the confidentiality of boardroom discussions and privileged information.

6. Provide leadership to ensure that employees are viewed as an integral part of the co-operative, and are treated fairly and equitably within an environment that promotes feelings of motivation and meaningful contribution.
7. Make certain the co-operative has clear long-, medium- and short-term plans that can be developed and measured realistically.

C. As a Member of the Community

Project a positive image of the co-operative as an economic organization actively involved in addressing issues facing the community.

This code of ethics is an essential part of the new Director's orientation program, and ideally should be reviewed with the entire Board of Directors at the first regular Board Meeting following the Annual Meeting.

Director Legal Obligations

Laws of every province impose obligations on Directors of co-operatives. In order for Directors to avoid liability for their actions or inactions, they must keep their legal obligations in mind. In general, Directors have the legal responsibility to be loyal to the co-operative, they have a duty of good management and they must comply with statutory duties.

- **Loyalty** – Is a duty of trust placed in a Director by others, or a fiduciary duty, that requires the Director to act honestly, in good faith and in the best interests of the co-operative. Conflicts of interest must be avoided where possible and disclosed when they do exist. This may mean that the Director excuses himself/herself from the discussion and the decision.
- **Good Management** – Directors must exercise the care, diligence and skill of a reasonably prudent person in comparable circumstances. A Director must bring to the boardroom a level of expertise that the Director would bring to their own affairs. Directors need to be informed, attend meetings, ask probing questions, use their best judgment and vote based on what they truly believe is the best for the co-operative.
- **Statutory Duties** – There are a number of legal requirements in each jurisdiction that the co-operative must adhere to. Directors and Boards must be diligent on matters of public welfare such as the transportation of dangerous goods, chemical storage, environmental hazards, occupational health and safety, harassment and privacy. They should also be aware of the consequences of not complying with tax requirements and laws relating to employees.

A Director's best protection against liability is to diligently carry out their responsibilities.