



# OUR VALUES

## INTEGRITY

Be accountable and honest

## EXCELLENCE

High quality in everything we do

## TEAMWORK

Together everyone achieves more

## SERVICE

Exceeding the expectations of our community



Pembina West

## BOARD OF DIRECTORS

## 2020 Director Nomination Package

Pembina West Co-op  
Box 4040, 4711 49 Street  
Barrhead, AB T7N 1A1

**2020 Director Nomination Package**

**Pembina West Co-op**

Box 4040 - 4711, 49 Street, Barrhead, AB T7N 1A1  
P: 780-674-2201 F: 780-674-4408  
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## 2020 Director Nomination Package

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# Application Checklist

Please use the checklist below to ensure your application is complete.

## Enclosed Documents for You to Complete

- Board Candidate Nominee Declaration**

## Please Also Submit the Following

- A Brief Biography** - This will be published in local newspapers and/or posted at Pembina West Co-op locations.

All documentation must be completed and delivered to any member of the nominations committee, no later than September 1, 2020.

**Ross Bohnet**  
**780.786.4290**

**Spencer Moon**  
**780.674.5003**

**Faye Branden**  
**780.674.5588**

**Dallas Stevens**  
**780.333.5448**

**Susan White**  
**780.305.3626**

**Larry Jansen**  
**780.674.2423**

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# Pembina West Co-op Guiding Statements

## Mission Statement

We are an engaged retail Co-op that enhances our communities, while providing exceptional standards and shares our profits with our members / owners.

## Our Values

Integrity • Be accountable and honest

Excellence • High quality in everything we do

Teamwork • Together everyone achieves more

Service • Exceeding the expectations of our community

## Our Vision

Be the leader in providing products and services that are vital for present and future generations within our communities.

## Our Aspiration

Commitment to bettering the communities we serve is the foundation our Co-op was built on. We use the trusted relationship we are building with our customers to facilitate the growth and financial stability of our Co-op. We will provide a superior shopping experience worthy of our members' loyalty. We model a culture of leadership, teamwork and respect.

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# 2020 Call for Nominations

Members are owners and have the right to participate in our democratic process at Pembina West Co-op.

This Co-op is a growing local business that employs over 225 team members in Barrhead, Mayerthorpe and Whitecourt to serve 10,709 active members, and many other customers throughout the region. In 2019, the Co-op returned \$2.3 million in profit to member owners, while focusing on sustainable growth, and providing local members with the services they want and need.

If you are a Co-op member, or know a Co-op member, who meets the enclosed requirements and has the interest, experience, and passion to support a growing organization that is locally invested and community minded, this is the time for action.

**We have opened a Call for Nominations to the Pembina West Co-op Board of Directors until September 1, 2020 when all nomination forms must be submitted to a current Director serving on the Nominations Committee.**

There are **three director positions** up for election this year. Each position will be elected to serve a three-year term on the Board of Directors for Pembina West Co-op.

The Directors will be elected at the Annual General Meeting, with a date yet to be announced due to Coronavirus considerations. Nominees will be allotted time to address the membership and speak publicly to their leadership skills, and their vision for serving members and the organization as a Director of the Board for the Co-op.

All members of the Co-op are invited to attend the meeting closest to them to meet the Board, hear the annual reports, learn about the Co-op's investments in the community, and vote in this Director election.

**The members of the 2020 Nominations Committee are available to answer questions and to receive completed nomination forms from interested Co-op members. Please feel free to reach out to:**

**Ross Bohnet**

**780.786.4290**

**Spencer Moon**

**780.674.5003**

**Faye Branden**

**780.674.5588**

**Dallas Stevens**

**780.333.5448**

**Susan White**

**780.305.3626**

**Larry Jansen**

**780.674.2423**

Enclosed in this package is information pertinent to any member considering joining the Board of Directors. Thank you to all members for your interest and support of Pembina West Co-op, we welcome your participation at the membership meetings in June.

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# Financial Statements

## Pembina West Co-op

### Balance Sheet

As at January 31, 2019

	2019	2018
<b>Current assets</b>		
Cash and cash equivalents	\$ 1,213,665	\$ 3,717,771
FCL special deposit (Note 4(a))	696	1,991,384
Accounts receivable	3,246,536	3,574,500
- Customer (Note 5)		
- Other	124,988	1,449,544
Income taxes recoverable	770,397	252,784
Inventories	6,503,586	5,511,195
Prepaid expenses	102,685	83,603
	<u>11,962,553</u>	<u>16,580,781</u>
<b>Investments</b>		
Federated Co-operatives Limited (Note 4(b))	10,409,043	9,122,483
Other organizations	9,000	9,533
	<u>26,773,505</u>	<u>19,513,921</u>
<b>Property, plant and equipment</b> (Note 6)		
	<u>26,773,505</u>	<u>19,513,921</u>
<b>Total assets</b>	<u><b>\$ 49,154,101</b></u>	<u><b>\$ 45,226,718</b></u>
<b>Current liabilities</b>		
Accounts payable and trust liabilities (Note 8)	\$ 4,605,402	\$ 8,905,132
Customer prepaid accounts	109,980	77,183
Current portion of long-term debt (Note 9)	755,441	755,441
	<u>5,470,823</u>	<u>9,737,756</u>
<b>Long-term debt</b> (Note 9)	6,566,093	755,441
<b>Asset retirement obligation</b> (Note 4(c))	30,231	39,684
<b>Total liabilities</b>	<u>12,067,147</u>	<u>10,532,881</u>
<b>Members' equity</b>		
Share capital (Note 10)	18,002,413	17,131,946
Reserves and retained savings (Note 11)	19,084,541	17,561,891
	<u>37,086,954</u>	<u>34,693,837</u>
<b>Total liabilities and members' equity</b>	<u><b>\$ 49,154,101</b></u>	<u><b>\$ 45,226,718</b></u>

Subsequent event (Note 16)

Approved on behalf of the Board of Directors

*signed "Marvin Schatz"*

Director

*signed "Tamara Molzahn"*

Director

The accompanying notes are an integral part of these financial statements



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## 2020 Director Nomination Package

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# Financial Statements, cont'd

**Pembina West Co-op**  
**Statement of Cash Flows**  
**For the Year Ended January 31, 2019**

	2019	2018
<b>Operating activities</b>		
Net savings	\$ 3,906,194	\$ 2,873,003
Adjustments for:		
Depreciation	2,017,863	1,120,956
Accretion (accretion recovery)	(862)	1,166
FCL patronage refund	(6,432,800)	(2,892,006)
Gain on the disposal of property, plant and equipment	-	(98)
Changes in non-cash operating working capital:		
Accounts receivable	1,652,520	(2,152,743)
Income taxes recoverable	(517,613)	(154,009)
Inventories	(992,391)	(296,533)
Prepaid expenses	(19,082)	8,934
Accounts payable and trust liabilities	(4,299,730)	4,955,380
Customer prepaid accounts	32,797	(11,128)
Cash provided by (used for) operating activities	<u>(4,653,104)</u>	<u>3,452,922</u>
<b>Investing activities</b>		
Redemption of FCL shares	5,146,240	2,602,806
Additions to property, plant and equipment	(9,277,447)	(9,358,709)
Proceeds from the disposal of property, plant and equipment	-	200
Increase (decrease) in asset retirement obligation	(8,591)	11,022
Investment in other organization	533	(232)
Cash used for investing activities	<u>(4,139,265)</u>	<u>(6,744,913)</u>
<b>Financing activities</b>		
Increase in long-term debt	6,566,093	2,266,324
Repayment of long-term debt	(755,441)	(755,441)
Share capital issued	6,260	6,190
GST on allocation	64,846	68,890
Redemption of share capital	(1,584,183)	(1,967,728)
Cash provided by (used for) financing activities	<u>4,297,575</u>	<u>(381,765)</u>
<b>Net decrease in cash and cash borrowings</b>	<b>(4,494,794)</b>	<b>(3,673,756)</b>
<b>Cash and cash equivalents, beginning of year</b>	<b><u>5,709,155</u></b>	<b><u>9,382,911</u></b>
<b>Cash and cash equivalents, end of year</b>	<b><u>\$ 1,214,361</u></b>	<b><u>\$ 5,709,155</u></b>
Cash and cash equivalents are comprised of:		
Cash and cash equivalents	\$ 1,213,665	\$ 3,717,771
FCL special deposit	696	1,991,384
	<b><u>\$ 1,214,361</u></b>	<b><u>\$ 5,709,155</u></b>

The accompanying notes are an integral part of these financial statements



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# Financial Statements, cont'd

**Pembina West Co-op**  
**Statement of Net Savings and Statement of Retained Savings**  
**For the Year Ended January 31, 2019**

	2019	%	2018	%
<b>Sales</b> (Note 12)	\$ 86,121,164	100.0	\$ 72,521,430	100.0
<b>Cost of goods sold</b>	<u>74,473,091</u>	<u>86.5</u>	<u>61,507,725</u>	<u>84.8</u>
<b>Gross margin</b>	<u>11,648,073</u>	<u>13.5</u>	<u>11,013,705</u>	<u>15.2</u>
<b>Expenses</b>				
Operating and administration	13,755,189	16.0	11,013,963	15.2
Net interest (Note 13)	<u>38,987</u>	<u>-</u>	<u>(311,503)</u>	<u>(0.4)</u>
	<u>13,794,176</u>	<u>16.0</u>	<u>10,702,460</u>	<u>14.8</u>
<b>Savings (loss) from operations</b>	(2,146,103)	(2.5)	311,245	0.4
Patronage refunds	<u>6,432,800</u>	<u>7.5</u>	<u>2,892,006</u>	<u>4.0</u>
<b>Savings before income taxes</b>	4,286,697	5.0	3,203,251	4.4
Income taxes (Note 15)	<u>380,503</u>	<u>0.4</u>	<u>330,248</u>	<u>0.5</u>
<b>Net savings</b>	<u><u>\$ 3,906,194</u></u>	<u>4.6</u>	<u><u>\$ 2,873,003</u></u>	<u>3.9</u>
<b>Retained savings, beginning of year</b>	\$ -		\$ -	
Net savings	3,906,194		2,873,003	
Transfer to general reserve (Note 11)	(1,522,682)		(1,062,926)	
Patronage allocation to members (Note 10)	<u>(2,383,512)</u>		<u>(1,810,077)</u>	
<b>Retained savings, end of year</b> (Note 11)	<u><u>\$ -</u></u>		<u><u>\$ -</u></u>	

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# Pembina West Co-op Locations

## Barrhead

Barrhead Food Store, 4705 49 Street

Home & Agro Centre, 4903 49 Street

Liquor Store, 4711 49 Street

Gas Bar, 4917 Elevator Road

Barrhead Cardlock, 4917 Elevator Road

Barrhead Petroleum Office, 4907 49 Street

Bulk fuel and propane sales & administration

Administration Office, 4711 49 Street

## Mayerthorpe

Mayerthorpe Food Store, 4902 Crockett Street

Mayerthorpe Cardlock, 5201 52 Street

## Whitecourt

Whitecourt Cardlock, Convenience Store, and Bulk Fuel, 3682 30 Street

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# 2019/2020 Board of Directors of Pembina West Co-op

Walter Preugschas – President

Tamara Molzahn – Vice President

Susan White – Secretary

Larry Jansen – Director

Joan McLenaghan – Director

Faye Branden – Director

Ross Bohnet - Director

Dallas Stevens – Director

Spence Moon – Director

Upon completion of their three year terms, up for re-election this year are Walter Preugschas, Tamara Molzahn and Joan McLenaghan.

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# Board of Directors Criteria

Section 7 in the bylaws govern the criteria and process for electing Pembina West Co-op's Directors

## 7. Directors

### 7.1 Number of Directors

The number of directors constituting a full board is the number stated in the articles.

### 7.2 Qualifications

(a) No person shall become or continue as a director if that person:

- (i) is not an individual;
- (ii) is under 18 years of age;
- (iii) is an individual who:
  - a. is a dependent adult as defined in the *Dependent Adults Act* or is the subject of a certificate of incapacity under that act;
  - b. is a formal patient as defined in the *Mental Health Act*;
  - c. is the subject of an order under the *Mentally Incapacitated Persons Act* (RSA 1970 c232) appointing a committee of the individual's person or estate or both; or
  - d. has been found to be a person of unsound mind by a court elsewhere than in Alberta;
- (iv) has the status of bankrupt;
- (v) is an officer or employee of the Cooperative or a commission operator under contract with the Cooperative;
- (vi) is an individual who is related to an employee of the Cooperative in any of the following ways:
  - a. spouse;
  - b. person living with the employee in an arrangement equivalent to spouse;
  - c. sibling;
  - d. child;
  - e. parent;

(vii) has an account with the Cooperative that is more than 90 days in arrears;

(viii) fails a criminal record check (provided within 60 days if elected or until such time that the RCMP can provide)

(ix) is involved in any litigation against Pembina West Co-op

(b) No person shall be a director unless that person or an entity of which that person is an officer, director, or member:

- (i) was a member of the Cooperative on the date that the individual was nominated as a director; and
- (ii) purchased goods or services, or a combination of both, from the Cooperative during the last financial year of the Cooperative, worth the collective amount of at least \$1,500.00.

(c) A person who is elected or appointed as a director is not a director unless:

- (i) that person was present at the meeting when the election was held or appointment was made and did not refuse to act as a director; or
- (ii) if that person was not present at the meeting when the election was held or appointment was made:
  - a. the person, before the election or appointment or within 10 days after it, consented in writing to act as a director; or
  - b. the person has acted as a director pursuant to the election or appointment.

### 7.3 Nominating Committee

(a) Before director elections are held, the board will appoint a nominating committee, composed of two or more directors whose terms of office do not expire at the next annual meeting, and other members of the Cooperative that the board, in its discretion, chooses to appoint.

(b) Except as set out in these bylaws, the procedures of the nomination committee are those determined from time to time by the board.

### 7.4 Nominating Procedures

At each annual meeting of members when a director's term of office expires:

- (a) The nominating committee will place before the meeting a list of nominations for the position of director; and
- (b) The list of nominations will consist of:
  - (i) Only qualified individuals who have applied in writing, in the form prescribed by the board, by another member(s) of the Cooperative; and,
  - (ii) The nominee has consented in writing, in the form prescribed by the board, to their nomination; and
  - (iii) The written nomination and consent have been received by the nominating committee at least 15 days prior.

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# Regular Board and Committee Meetings

## Regular Board Meetings

Regular board meetings take place once per month. They are currently scheduled for the third Wednesday of each month and are subject to change. Regular board meetings alternate between Barrhead and Mayerthorpe locations. Barrhead meetings are held in the boardroom at the Administration Offices of Pembina West Co-op. Mayerthorpe meetings are held in the Peter Trynchy Room of the Pleasant View Lodge.

## Annual Information Session

Mayerthorpe – Due to Coronavirus considerations, the date is yet to be announced. It is our aim to hold the meeting mid September should public health conditions permit.

## Annual General Meeting

Barrhead – Due to Coronavirus considerations, date is yet to be announced. It is our aim to hold the meeting mid September should public health conditions permit.

## Federated Co-operatives Limited (FCL) AGM

Saskatoon - March 2021

## Committees

Pembina West Co-op also has 4 committees that some board members will participate on.

- The Executive Committee
- The Member Relations Committee
- The Finance Committee
- The Nomination's Committee

Meetings for these committees are held as called by the committee chair.

## FCL Delegates Meetings

Pembina West Co-op has designated delegates that attend bi-annual Federated Co-op meetings in Saskatoon in November and March.

## Other

Additional meetings may be added, or meetings may be removed with advanced notice as required.

*Please ensure your availability to attend all or the majority of the listed meetings.*

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# Duties and Responsibilities of Directors

It is the duty of Directors to participate jointly with the members of the Board of Directors in carrying out the following responsibilities of the Board:

- a) The establishment of overall vision, mission, aspirational statements, corporate values, objectives, and policies for the direction of the Co-operative
- b) Establish the organization of the Board, including appointment of Committees, and clearly define the responsibilities and the authority assigned
- c) Determine the job description, establish the salary range, appoint the General Manager, set the salary, develop annual performance plan and appraise the performance
- d) Approve the organizational structure, salary schedules for management and employees, and personnel policies and programs for the organization
- e) Set direction and guidelines for planning and budgeting, evaluate the development of major plans and programs, and approve capital and operating budgets
- f) Analyze and appraise progress in achieving objectives and goals
- g) Authorize changes in the assets of the organization
- h) Recommend any bylaw amendments to membership
- i) Approve applications for membership
- j) Recommend schedule of patronage refunds in accordance with the bylaws
- k) Authorize payment of member equities
- l) Establish and monitor controls and regulations for the protection of members and creditors (e.g., insurance, bonding)
- m) Provide for effective communications to member and public relations for the organization
- n) 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 General Meetings
- o) Create and avail oneself of opportunities for self development to enhance one's contribution as a member of the Board of Directors and as Co-operative leaders
- p) Provide for effective relations and co-ordination with other Co-operatives serving the area
- q) Demonstrate leadership by personally supporting and promoting the Co-operative to the best of his/her ability
- r) Encourage and ensure the General Manager's attendance at development meetings such as the Annual General Manager's Conference, attendance at seminars and clinics, and meeting needs identified during the performance appraisal

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- s) 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
- t) Must be prepared to attend about 10-12 regular Board meetings each year. Failure to attend three consecutive Board meetings may result in their office being declared vacant
- u) Must be prepared to serve on Committees and attend occasional special meetings and be involved in Member Relation functions
- v) Should the Director become a delegate, he/she must be able to attend meetings on behalf of the Co-op (2-4 days in November in Saskatoon and 4 days in Saskatoon in March)
- w) Must sign the commitment to office
- x) To tour and assess all premises annually

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# Code of Conduct for Directors

Directors are elected by the members of Pembina West Co-op (the "Co-operative") to represent their interests. Legislation and the bylaws of the Co-operative define the manner in which the Co-operative conducts its affairs.

Legally, directors are expected to:

- Comply with all provincial government legislation and regulations, as well as the co-operative's bylaws, policies, procedures, etc.;
- Understand the co-operative model and principles;
- Effectively represent the interests of the members and report back to them; and
- Abide by good governance practices.

This Code of Conduct reflects the Co-operative's expectations and intentions with respect to the behaviour of its directors. All directors are expected to:

- Demonstrate commitment by purchasing the goods and services provided by the Co-operative to the fullest extent possible.
- Make impartial decisions that are in the interests of the Co-operative as a whole, rather than for one's private interests.
- Avoid all conflicts of interest, real or perceived, that could damage the Co-operative.
- Respect and abide by board decisions on all issues.
- Maintain confidentiality with regard to boardroom discussions and privileged information (including verbal information), documents and reports.
- Recognize and respect lines of authority and responsibility delegated to the General Manager (GM).
- Develop and maintain a relationship of trust and respect between the GM and the board.
- Be aware of and understand the Co-operative's mission, vision, values and strategic initiatives.
- Continue to develop their competencies as directors by participating in learning activities.
- Represent the Co-operative and Federated Co-operative Limited (FCL) in their community by demonstrating the core values of integrity, excellence and responsibility.
- Support FCL and the Co-operative Retailing System (CRS) by actively participating and supporting the efforts of the federation.

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# Confidentiality and Privacy

Each Director is under a duty to maintain the confidentiality of information gained through the performance of their duties, except in circumstances where disclosure is authorized or legally mandated. This includes information about Board members, member retails, employees or contractors, as well as general information pertaining to the Co-operative's business, operations, and other organizational or internal matters which are intended to remain confidential. Board members must avoid inadvertent disclosure of confidential information through casual or public discourse which may be overheard or misinterpreted. It is the responsibility of each Director to know what information is confidential and to obtain clarification when in doubt. This duty applies at all times during their appointment as a Director and continues after the end of their appointment.

## Compliance with the Policies of the Co-operative

Directors must comply with the policies and bylaws of the Co-operative, as they relate to their position.

## Compliance with the Law

Directors will conduct the Co-operatives business in accordance with all applicable legislation, including the Canada Cooperatives Act and its Regulations.

# Conflict of Interest Guidelines

In discharging their duties for Pembina West (the "Co-operative"), each Director shall adhere to the following guidelines regarding conflicts of interest:

1. A conflict of interest may be real, potential, or perceived in nature:
  - a) an actual conflict of interest arises where a Director has a private or personal interest, for example, a close family connection or financial interest;
  - b) a potential conflict of interest may arise when a Director may have a private or personal interest such as an identified future commitment;
  - c) a perceived or apparent conflict of interest may exist when a reasonable, well informed person has a reasonable belief that a Director has or may have a conflict of interest, even if there is no actual conflict.
2. Both prior to serving on the Board and during their term of office,  
Directors must openly disclose potential, real or perceived conflicts of interest as soon as the issue arises and before the Board or its Committees deal with the matter at issue.



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3. If the Director is not certain whether he or she is in a conflict of interest position, the matter may be brought before the President of the Board for advice and guidance.
4. It is the responsibility of other Directors who are aware of an actual, potential or perceived conflict of interest on the part of a fellow Director to raise the issue for clarification, first with the Director in question and, if still unresolved, with the President of the Board.
5. The following examples constitute conflicts of interest:
  - a) Corporate Opportunities - Personal interests which conflict with the interests of the Co-operative are otherwise averse to the interests of the Co-operative. This would include working for another organization that competes with the Co-operative or that has a business relationship with the Co-operative.
  - b) Personal Benefits - Seeking, accepting or receiving any personal benefit or discounts from a supplier, customer, vendor or any individual or organization doing or seeking business with the Co-operative that are generally not available to others at the Co-operative.
  - c) Outside Directorships/Employment - Being a member of the board or an employee of another corporation, or having a contractual relationship with another corporation, which might have material interests that conflict with the interests of the Co-operative. Dealing with matters on one board which might materially affect the Co-operatives Board.
  - d) Use of Corporate Property - Using the Co-operatives property, information or relationships, and non-public information about the Co-operative's strategies, business plans, operations, or customers, strategies, or business plans, for direct or indirect personal gain.
  - e) Gifts and Hospitality - Directly or indirectly, offering or accepting cash payments, gifts, gratuities, privileges, or other personal rewards, which are intended to influence the activities or affairs of the Co-operative.
  - f) Political Involvement - A Director may take part in and seek election to public office as a candidate in any provincial or federal election but they must take a leave of absence from the Board once the writ of election is issued and they must resign as Director of the Co-operative immediately should they be elected.

## 2020 Director Nomination Package

### Pembina West Co-op

Box 4040 - 4711, 49 Street, Barrhead, AB T7N 1A1

P: 780-674-2201 F: 780-674-4408

www.pembinawestco-op.crs



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# Board Candidate Nominee Declaration

Date of Nomination:			
Name of Director Nominee: (the member who will stand for election)		Co-op Number:	
Name of Nominating Member: (the member supporting the nomination)		Co-op Number:	

## 1. Declaration of Nomination by a Pembina West Co-op Member

I hereby nominate ( Mr. / Mrs. / Ms. ) \_\_\_\_\_ (please print the nominee's name) Co-op Member Number \_\_\_\_\_, for the position of Director for Pembina West Co-op.

This nominee will represent the co-operative's membership:  
or

<input type="checkbox"/> In Mayerthorpe and surrounding area	or	<input type="checkbox"/> At Large from Barrhead to Whitecourt
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\_\_\_\_\_  
*Signature of nominating Co-op Member*

## 2. Acceptance of Nomination by the Director Nominee

I accept the nomination and agree to let my name stand for election. I also understand the attached criteria which I must meet in order to be eligible to seek election for the position of Director, and which I must meet/maintain in order to hold this position for the duration of my term of office.

\_\_\_\_\_  
*Signature of Co-op Director Nominee*

## 3. Administration and Acknowledgement by Co-op Nominations Committee

As of the above date, the Director Nominee is a member in good standing at Pembina West Co-op.

\_\_\_\_\_  
*Signature of the Nominations Committee Chair*

\_\_\_\_\_  
*Chair of the Nominations Committee  
Office Held*