

COMPOSITION, QUALIFICATONS, RESPONSIBIITIES & COMMITMENTS

Board Composition

Number: Director candidates for the following seven positions:

- One director at-large from each of the states of Arkansas, Oklahoma, and Texas (3 directors) – three-year term
and
- One director at-large from each of the four asset categories (four directors) as follows:
 - Asset Category 1: Less than \$57 million – two-year term
 - Asset Category 2: \$57 million to less than \$268 million – one-year term
 - Asset Category 3: \$268 million to less than \$970 million – one-year term
 - Asset Category 4: \$970 million or larger – two-year term

Assets are defined as total assets reported as of June 30, 2019, by each credit union to its regulator.

Terms: After the 2020 elections, all terms are three years and staggered.

Eligibility & Qualifications

Qualification: Each director elected must be:

1. Either senior-level management staff or an elected or appointed official of the member credit union which he/she is representing, and
2. A member of a member credit union.

Director Responsibilities, Experience & Commitment

It is the responsibility of the Board of Directors to strive to support and uphold the mission of Resources. The following outlines expectations for a director elected to the board.

Experience: In addition to a candidate's credit union responsibilities, it would be highly desirable for a director candidate to have had experience working for a for-profit entity or serving as a director of a credit union or other credit union organization board (such as a CUSO). A director candidate should be willing and able to devote the necessary time and effort to support the mission, vision, products and services of Resources.

Time Commitment: The Resources board meets face-to-face throughout the year on a quarterly basis: generally during the months of March, June, September and December.

With regard to meeting attendance: directors are to have no more than two (2) consecutive unexcused absences or a total of four (4) unexcused absences from the above meetings during a 3-year term. Unexcused absences exceeding these parameters are referred to the board and the board could declare the position vacant.

Excused absences relate to death of a family member, a personal health matter or that of an immediate family member, jury duty or under subpoena to appear in court or is on active military duty. The Chairman of the Board may excuse absences for other valid reasons. The minutes will record absences that are "excused."

The **TIMELINE** for regular board meetings in a calendar year is determined approximately 6 months prior to the first regular meeting of the upcoming year.

Additionally, from time to time special board meetings are called; these may be held in-person or via teleconference.

Total Time Commitment, including travel to and from board meetings, for a board member during a year is estimated between 8 to 10 days.

Duties – Responsibilities: Directors have two basic duties.

The first duty of directors is to exercise due care in holding their office on the board. In general, this means *directors must give adequately of their time and pay attention to the affairs of Resources*. Specifically, directors are required to attend as many board meetings as possible (NOTE: Time Commitment in the foregoing section); to stay informed about the business of Resources by reading the materials provided by staff in advance of meetings; by coming prepared to ask good questions and ask for more information if necessary; by staying generally abreast of credit union development, such as reading other materials and publications from Resources, the League and other sources; and by exercising independent judgment on matters that come before the board. This approach of due care must be applied to all the board's responsibilities, such as approving Resources' strategic plan, annual budget, the annual evaluation of the President/CEO, the adoption of positions on key issues and other general policies on how Resources conducts its operation.

The second duty of a director is to be loyal to Resources. Basically, this means disclosing any conflict of interest a director may have in accordance with the Resources' conflict of interest policy. When necessary, directors have a duty to refrain from participating in any board decision that may involve divided loyalties on the part of that director. Being loyal also means that, if an opportunity comes along that would help Resources, the director will do his/her best to make that opportunity available to the Resources ahead of himself or herself or anyone else. Finally, it means that when acting in capacity as a director, the person will always do what is in Resources' best interest—even if that means doing something different than a director would do as a representative of his/her credit union.

The board is entrusted with powers, which include areas such as supporting the corporation's mission and goals, overseeing the financial well-being of the corporation, and advancing the future of the organization on behalf of credit unions and their members.

Included with Call for Nominations for 2020 Term.