



Becoming a Tradition Mutual Director



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Introduction

Thank you for your interest in joining Tradition Mutual's Board of Directors. Please review the following information carefully.

MISSION STATEMENT

Tradition is a community-based insurance provider creating a positive insurance experience to our policyholders.

Role of the Board

The following identify the main roles of the board of directors:

1. To ensure that all necessary policies are in place to effectively govern the organization, approve the policies and make sure they are reviewed regularly
2. To establish and maintain a planning process where, on an annual basis, where short and long term goals are developed (strategic plan) for the improvement of the company.
3. To have an annual detailed budget process and a three year surplus target which support the planning process and results in the financial stability of the company
4. To recruit, evaluate and if required terminate the President/CEO of the company
5. To monitor key performance indicators to ensure the future success of the organization
6. To ensure the company's compliance with all relevant regulatory and statutory requirements
7. Provide feedback to the President/CEO when requested to do so on operational activities through the chair or vice chair
8. All board authority delegated to staff is delegated through the President/CEO so that all authority and accountability of staff and operations is considered to be the authority and accountability of the President/CEO. This means the board will not direct, manage, hire, or fire any staff other than the President/CEO. The board will refrain from evaluating, either formally or informally, any staff other than the President/CEO.

Responsibilities of a Director

The following identify the main responsibilities of the individuals which comprise the board:

1. To attend the board meetings prepared to discuss any issues on the agenda
2. To participate on committees established by the board
3. To stay current with trends in industry and technology relevant to your performance as a director
4. To actively participate with the board, committees and with the President/CEO to carry out all the roles required for the board
5. To provide active input and participation in the development of policies, assessment of managements reports and recommendations and establishment of goal and objects
6. To adhere to any policies set up to regulate directors' duties and responsibilities such as our privacy policy or conflict of interest section of this manual
7. To participate in the performance assessment of the board, board members and the President/CEO
8. To represent the company in various forms as assigned by the chair
9. To attend education and conventions when appropriate. A director should attend a minimum of one educational session and one of the two main conferences/conventions.
10. To represent the company in the community

Qualifications of a Director

The following identify the qualifications of the individuals which comprise the board, as quoted directly from Tradition Mutuals By-Laws:

No person shall be eligible to become a director unless such person:

- a) is a resident of the Province of Ontario;
- b) is not of unsound mind;
- c) is not bankrupt;
- d) is a member of the Corporation and insured therein for the time they hold office.
(Amended 2021)

Notwithstanding any other provision of the By-laws of the Corporation, the following persons are not eligible to be elected as a Director of the Corporation and shall not interfere in the election of Directors:

- a) An Insurance Broker or Insurance Agent associated with the Corporation, or anyone having a financial interest in an insurance brokerage or insurance agency associated with the Corporation.
- b) A Director, Officer, shareholder, employee or agent of an Insurance Brokerage or Insurance Agency business associated with the Corporation;
- c) An agent or paid Officer of the Corporation;
- d) An officer of the Bankers of the Corporation;
- e) An employee of the Corporation, including the President of the Corporation;
- f) A Director or Officer of another Insurance Company other than an insurance company which is a subsidiary or affiliate of the Corporation or the Farm Mutual Reinsurance Plan Inc.;
- g) A spouse, child, parent, parent-in-law or sibling of any person referred to herein. For the purposes hereof, "spouse" shall be as defined in Part III of the Family Law Act of Ontario and "child" shall include step-children.
- h) In the event that an existing director no longer qualifies, such director shall thereupon cease to be a director. *(Amended 2021)*

Steps to become a Director

File an intention to stand for election with the Secretary of the Corporation at least 30 days prior to the Annual Meeting

*Earlier applications encouraged & preferred

January

Interview with the Nominating Committee

Nominating Committee assessment of candidate qualifications

March 1 (or sooner)

Candidates will be notified of their status

Mid March

Election held at the Annual General Meeting
Candidates must hold a Tradition Mutual policy by this date

Credit & Criminal Record checks to be submitted prior to official start



Time Commitment

The time obligation may vary, but as an outline, here is a list of Director commitments over the course of the year:

There are thirteen Board Meetings per year. Nine meetings are in-person, and the remaining four are email meetings. You can anticipate about two to three hours of preparation for each meeting. Board Meeting material is provided four to five days in advance of the meeting via a secure website.

Directors sit on one to three Board Committees. Committees meet in-person, by email, or by video call depending on committee needs. The amount of time required by each Committee may vary, but the general expectation is four to eight days per year.

You will be expected to attend the OMIA Annual General Meeting in March of every year, as well as other insurance industry meetings/conferences (one or two additional events). Depending on the event, this may require an overnight stay and up to a two-to-three-day commitment.

Directors may also take part in various additional events throughout the year such as social events (ex. Christmas party) and volunteer events, but this will vary year to year.

For Board Meetings and official Board events, Directors will be eligible for a per diem. Your travel and accommodation costs will also be covered by Tradition Mutual.



Forms and contact information

Intention to stand for election [form](#)

If you are interested in joining Tradition Mutual's Board of Directors, please provide a written expression of interest (the above form and a copy of your resume) to our Corporate Secretary, Don Evans.

Main office: 519-393-6402

Address: 264 Huron Road, Sebringville

Email: devans@traditionmutual.com

* If providing your expression of interest via email, please use the subject line:
Board of Directors – Application.