



NOVA MUTUAL

CANDIDATE
INFORMATION
PACKAGE



Join our Board of Directors

TO OUR VALUED MEMBERS

As per the By-Laws, a minimum of three Nova Mutual Director positions are up for election each year at our Annual General Meeting (AGM).

The Board is structured with a focus on governance and oversight. Annually, the Governance Committee completes a skills gap analysis of the Board and develops a recruitment strategy to ensure that any potential gaps in relation to required Board competencies are addressed. Director terms that expire in March 2024, will be filled at the AGM on March 7, 2024. A description of the Board role and individual Director role is set out in greater detail below, as well as highlighted on our website. A candidate application form is also available on Nova Mutual's website.

It is the mandate of the Nominating Committee to assess and recommend the best-qualified candidates to the Board of Directors to fill the eligible positions, and if ratified, present those candidates at the AGM to the Members for consideration of being elected to the Board.

If you are an eligible individual (eligibility requirements are set out below) who would be interested in submitting your name as a Director candidate for the 2024 election, please submit an application form, current resume, cover letter, and letter of reference through the application form by November 3, 2023. Incumbent Directors seeking

re-election and appropriately qualified new candidates will be interviewed by the Nominating Committee. For further information on the required skills and competencies for the full Board, please refer to Nova Mutual's Board Competency Matrix, which is available on Nova Mutual's website. Any additional information or questions can be addressed by contacting Nova Mutual's [Corporate Secretary](#). Please note that successful candidates will be required to obtain a Criminal Records Check prior to the end of January, 2024

Candidates elected to the Board who are not already a policyholder (Member) will be required to become a policyholder on election to the Board.

Nova Mutual's Corporate Secretary must receive all candidate Application Forms and supporting documentation by November 3, 2023 to be considered.

Nova Mutual is regulated by the Financial Services Regulatory Authority of Ontario (FSRA) and the Board takes its responsibility to govern within that regulatory framework very seriously, and on behalf of Members.

On behalf of the Board and the Governance Committee, thank you for your interest in becoming a Director of Nova Mutual.

Mary Ann Mooney
Chair, Governance Committee

Michelle Spoelstra
Chair, Nominating Committee



Roles and Responsibilities

The Director is one member of a nine-person Board of Directors, elected by the Members to represent their interests as owners of Nova Mutual. Together as a Board, the Directors govern the organization which includes setting the strategic direction for the company, determining corporate policies, hiring the President and CEO, and overseeing the management of Nova Mutual in a manner consistent with prudential and regulatory guidelines.



A Director has two levels of responsibility — as an individual Director, and as a member of the Board of Directors

BOARD RESPONSIBILITIES

The Board's purpose is to ensure the continued success of the organization. The Board fulfills this responsibility through:

- Good governance practices and leadership to direct Nova Mutual strategy in collaboration with management;
- Being good stewards, protect members' interests and uphold the values of Nova Mutual in the community; and
- Working with management to overcome challenges and benefit from opportunities.

SPECIFIC DUTIES INCLUDE:

- Establishing strategic direction and setting performance expectations;
- Hiring, delegating authority to, and assessing the performance of the President & Chief Executive Officer;
- Ensuring that Nova Mutual operates in a manner consistent with prudential business practices and its regulatory framework and guidelines;
- Monitoring Nova Mutual's performance and approving the financial plan;
- Communicating with Members and stakeholders, and providing leadership by supporting and promoting Nova Mutual;
- Monitoring and ensuring that appropriate and effective governance policies and practices are in place to ensure that Member interests are served and protected and that the Board is in a position to fulfill its legal role and responsibilities to Members; and
- Ensuring that Nova Mutual operates in a manner consistent with its vision, mission, and values.



Roles and Responsibilities

ELIGIBILITY REQUIREMENTS

Nova Mutual's by-laws set out the following minimum eligibility requirements to be considered an eligible candidate as a Director:

- No person is eligible to be or shall act as a Director unless the person is a member of the Corporation and insured therein for the time the person holds office and is entitled to vote.
- No person is eligible to be or shall act as a Director unless the person is 18 or more years of age and a resident of Canada.
- No undischarged bankrupt shall be a Director, and if the Director becomes a bankrupt, the person thereupon ceases to be a Director.
- No person who is a plaintiff in any action against the Corporation, other than an action relating to the adjustment or settlement of an insurance claim is eligible to be or shall act as a Director, and if a Director becomes a plaintiff in any such action against the Corporation such person shall thereupon cease to be a Director.
- No person is eligible to be or shall act as a Director unless the person has been nominated in accordance with any applicable policy of Nova Mutual.

DIRECTOR RESPONSIBILITIES

Directors are “fiduciaries” of the organization they serve and are expected to fully participate as a Director and a Board member. They have an obligation to act honestly and in good faith with a view to the best interests of Nova Mutual, and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. In particular, these responsibilities include:

- Stewardship obligations over Member assets;
- Fiduciary responsibilities;
- Acting with care, diligence and skill;
- Exercising sound business judgment;
- Respecting and contributing to the values of Nova Mutual;
- Respecting and abiding by regulatory requirements and guidelines, Nova Mutual's by-laws; policies, and values;
- Acting in the best interests of Nova Mutual as a whole;
- Committing to full attendance and engagement in meetings and other required attendances to fulfill the role and responsibilities of the Board of Directors.



Roles and Responsibilities



TIME COMMITMENTS

- Approximately 6-8 Board meetings annually (Held in-person and/or virtually);
- Approximately 6-8 Committee meetings annually (Most Directors participate on two Board Committees);
- Board Strategic Planning Session(s) – (up to 2 days);
- Preparation and attendance at the Annual General Meeting;
- Ongoing Board Education (approximately 2-3 days annually); and
- Mutual Insurance Sector Annual General Meetings (OMIA Conference [late March] and additional Fall Conferences – Approximately 3-5 days).

REMUNERATION

Directors are paid a meeting fee amount established annually by the Board of Directors. The meeting fee is provided for Board, Committee or other approved meetings (planning retreats, seminars, etc.). All expenses incurred directly pertaining to performing a duty as a Director are also paid pursuant to Nova Mutual's Board approved policies.

Directors are also paid an annual honorarium (paid quarterly). Directors may also be eligible to participate in Nova Mutual's extended health care plan and other benefits, such as an appropriate discount on certain insurance premiums.

Nova Mutual provides Director and Officer Liability insurance coverage for all Directors.



Roles and Responsibilities

NOMINATION PROCESS & TIMELINES

Application Period	September 22, 2023 – November 3, 2023
Initial Candidate Assessment Period	November 6, 2023 – November 17, 2023
	<ul style="list-style-type: none">• Conducted by an Independent Third Party• Eligibility requirements confirmed• Qualifications assessed and qualified candidates will be requested to complete a Self-Assessment against the Board Competency Matrix• Initial qualification assessment will be presented to the Nominating Committee by the Independent Third Party• Nominating Committee will confirm those qualified candidates for interviews and notify candidates
Candidate Interviews (Approximately one hour)	November 20, 2023
Board Approval of Recommended Candidates	November 23, 2023
Notification to Candidates of Results of Board Review	By December 31, 2023
Election of Directors at AGM	March 7, 2024

I WISH TO APPLY. WHAT NEXT?

On Nova Mutual's [website](#), eligible candidates will find an application submission with additional submission instructions.

