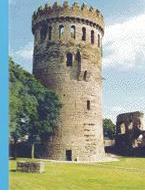




***Nenagh Credit Union Ltd.***  
*Not for Profit, Not for Charity, But for Service*



# Nomination Information Pack For Board of Directors. 2023

Contents

Introduction.....3

Notice of Nomination Period.....4

Nomination Period.....4

Submission Instructions.....4

Time Commitment.....5

Time Commitment.....6

Election.....6

Eligibility of a Director.....6

Eligibility Criteria.....6/7

Non Eligibility.....8

Registered Rules of the Credit Union.....8

Candidate’s Responsibilities.....9

2022 Nomination Application form.....10/17

2022 Nomination Form.....18

Nominee’s Acceptance.....19

Declaration of Conflict of Interest.....20

Fitness and Probity Standards form.....21

Due Diligence Sign off.....22

Fitness and Probity Check List.....23/24

## **Introduction**

### ***Dear Prospective Board Candidate:***

Thank you for expressing your interest in becoming a Non-Executive Director member of Nenagh Credit Union Limited. The credit union movement is built upon the efforts of thousands of volunteers who give freely of their time and skills to their credit unions in the spirit of cooperation.

Nenagh Credit Union Limited has an existing team of volunteers who are seeking to expand their skills and knowledge base in leading and managing the credit union.

Elections of Board Members will take place at the Annual General Meeting (AGM) usually held in December each year. The names of candidates seeking election are set out in the AGM Booklet

To assist those who are interested in considering volunteering and or candidacy, the Board appoints a Nomination Committee each year. The Committee's role is to ensure the members are fully informed of the elections, to recruit qualified candidates and to bring forward a sufficient number of candidates to ensure that an election takes place.

This pack contains the Official Nomination Form, provides information about the nomination process, candidate eligibility, qualification criteria and Fitness & Probity requirements.

Yours sincerely

Noreen Kennedy

Chair, Nominations Committee.

**Notice of Nomination Period:**

Pursuant to the rules of Nenagh Credit Union Limited (the Credit Union), notice is hereby given that submissions for nominations for the position of Non-Executive Director of the Credit Union are being accepted, subject to the following.

That there are vacancies on the Board of Directors to be filled. Successful candidates will be elected for a three (3) year term, (subject to Rotation Plan).

**Nomination Period:**

Commencing each year in September submissions for nominations for vacancies to be filled on the Board of Directors will be accepted by the Chair of the Nomination Committee. Nominations close on 31<sup>st</sup> October 2022.

**Submission Instructions:**

Nomination Forms and all required attachments must be submitted to the Chair of Nomination Committee of the Credit Union and addressed to:

Chair of Nomination Committee

Nenagh Credit Union Limited

Kickham Street

Nenagh

Co. Tipperary

## Time Commitment:

Below is an estimate of the amount of time necessary to fulfil your role as a Director. Each Director is expected to prepare for and attend board meetings and to sit on at least one committee.

Item	Minimum Estimated Time
Board Meeting	Board meetings can last approximately 2 Hours per meeting. They take place on the last Thursday of each month @7.30pm. There are 12 regular board meetings per year as well as special board meetings to include meeting with external auditors, and the risk and compliance officer.
Read Board package	All documentation, policies and Correspondence is uploaded to secured shared platform in advance of Board Meeting and can take up to 3 hours minimum.
Committee Meetings	Committee meeting can be held in the day or evenings and they typically last no longer than 1 hour.
Training & Development	Directors are required by legislation and regulation to attend education/training sessions: this may involve evening and/or weekends. Directors are required to undertake induction training within 6 months of joining the Board. All directors and training expenses are compensated by the credit union.

### **Training & Development *continued*,**

As a matter of Best Practice, Directors and should acquire a minimum of 15 Hours CPD, each year. Training in AML, Ethics, Fitness & Probity, Data Protection and Risk are an annual requirement.

### **Election:**

Voting in elections to fill vacancies of Members of the Board, whose term of Office has expired, will be conducted by secret ballot at the Annual General Meeting of the Credit Union.

### **Eligibility of a Director:**

Nenagh Credit Union Limited is governed by the Credit Union Act, 1997 (as Amended) and by regulation and guidance issued by the Central Bank of Ireland, which defines a series of eligibility criteria that all Non-Executive Directors must meet.

### **Eligibility Criteria**

Only persons of 18 years of age and over may be a director of the Credit Union.

Candidates must satisfy the requirements of Fitness & Probity, S50 of the Central Bank Reform Act, 2010, under the headings.

- 1 Competence and Capability
- 2 Honest, Ethical and Acting with Integrity: and
- 3 Financial Soundness.

## **Non- Eligibility**

The following persons are not eligible to become a director of the Credit Union:

- A) an employee or voluntary assistant of the credit union or an employee of any other credit union;
- B) a member of the Board Oversight Committee of the Credit Union;
- C) a director of any other credit union;
- D) an employee of a representative body of which the Credit Union is a member, where that employee's role could expose them to a potential conflict of interest;
- E) a public servant (within the meaning of the Financial Emergency Measures in the Public Interest Act 2009) assigned to the Department of Finance and involved in advising the Minister on credit union issues or in the examination of Credit Union issues;
- F) a member of the Commission of the Bank;
- G) an officer (within the meaning of section 2 of the Central Bank Act 1942) or other employee of the Bank and who is involved in the regulation of Credit Unions;
- H) the Financial Services Ombudsman (within the meaning of section 2 of the Central Bank Act 1942) or a bureau staff member (within the meaning of section 57BA of that Act);
- I) a member of the Irish Financial Services Appeals Tribunal or a member of its staff (including the Registrar of the Appeals Tribunal appointed under section 57J of the Central Bank Act 1942);
- J) the chief executive of the National Consumer Agency, an authorized officer of that Agency (within the meaning of section 2 of the Consumer Protection Act 2007) or any other member of its staff;
- K) the auditor of the Credit Union or a person employed or engaged by that auditor;
- L) a solicitor or other professional adviser who has been engaged by or on behalf of the Credit Union within the previous 3 years;
- M) a person who is a spouse or civil partner, parent, sibling or child of a director, board oversight committee member or employee of that credit union.

## **Role of Non-Executive Director**

### **Job Description**

The Board of Directors is accountable to the membership of the Credit Union for the general control, direction and management of the Credit Union.

Objectives and policies that provide for the needs of members and safeguard the assets of the Credit Union are established.

The Board of Directors is responsible for the strategic direction of the Credit Union and in doing so the specific duties and responsibilities for the Board and Board Committees as set out in:

- 1) the Credit Union Acts, 1997 (as amended);
- 2) regulations to the Act;
- 3) directives of the Department of Finance;
- 4) the credit union's registered rules;
- 5) the policies and procedures of the Credit Union.

### **Registered Rules of the Credit Union:**

A copy of the Credit Union's registered rules are available on our website or can be obtained by email from [Info@nenaghcu.ie](mailto:Info@nenaghcu.ie)

### **Candidate's Responsibilities:**

- 1) Read the Nomination Information Package and complete the Nomination Form.
- 2) Complete the declaration of conflict of interest.
- 3) Return the completed Nomination Form in a sealed envelope addressed to the  
Chair of Nomination Committee  
Nenagh Credit Union Limited  
Kickham Street  
Nenagh  
Co Tipperary.



after that person has ceased to perform the CF or PCF role (Regarding PCFs, CUCF-1 and CUCF-2).

**Appendix 5-Sample Due Diligence Questionnaire for Fitness & Probity**

<b>Section 1 – Applicant Personal Details</b>		
Title		
Surname		
First Name		
Middle Name/s		
Address Line 1		
Address Line 2		
Address Line 3		
Address Line 4		
Telephone No.	(Home)	(Mobile)
E mail address		
Date of Birth		
Place of Birth		
<b>Section 2 – Professional/Educational Qualifications</b>		
<b>Previous Experience</b>		
<b>Relevant Training/Professional Memberships</b>		
<b>2.A Professional or other Relevant Qualifications</b>		
Add details of any educational qualifications which are directly relevant to the Credit Union and this Credit Union’s role, starting with the most recent qualification obtained.		



### Section 3 – Applicant Reputation and Character

1. A person is required to be honest, ethical, act with integrity and be financially sound. In this regard, have you any information to disclose regarding a material issue or do you have any concerns about your ability to perform the relevant function?	YES/NO
2. Have you ever, in any jurisdiction, been refused, prohibited, restricted or suspended from the right to carry on any trade, business or profession for which a specific licence, registration or other authorisation is required in that jurisdiction?	YES/NO
3. Have you been the subject of any complaint to the Central Bank of Ireland, Financial Services Ombudsman or any equivalent body (made reasonably and in good faith) relating to activities regulated by the Central Bank of Ireland or regulated by an equivalent authority in any jurisdiction?	YES/NO
4. Are you or have you been, in any jurisdiction, subject to any disciplinary proceedings, issued with a warning, reprimand or other administrative sanction or its equivalent by the Central Bank of Ireland; OR an equivalent measure by any other regulatory authority, any clearing house and exchanges, any professional body or agency?	YES/NO
5. Have you ever, in any jurisdiction, been dismissed or asked to resign and did resign from any profession, vocation, office or employment, or from any position of trust or fiduciary appointment, whether or not remunerated?	YES/NO
6. Have you ever, in any jurisdiction, been a director of a company that was struck off the Register of Companies by the Companies Registration Office (or equivalent elsewhere) otherwise than on a voluntary basis?	YES/NO
7. Have you ever, in any jurisdiction, been disqualified or restricted from acting as a director or from acting in any managerial capacity?	YES/NO
8. Have you ever, in any jurisdiction, been convicted of an offence, involving money laundering, terrorist financing, fraud, misrepresentation, dishonesty, breach of trust, or an offence which would be relevant to your ability to perform the relevant function?	YES/NO
9. Have you ever, in any jurisdiction, had a civil finding, judgement or order made against you in relation to proceedings involving money laundering, terrorist financing, fraud, misrepresentation, dishonesty, breach of trust, or other matter which could affect your ability to perform the relevant function?	YES/NO
10. Have you ever, in any jurisdiction, been the subject of any civil penalty enforcement action taken by a regulatory authority under any law?	YES/NO

**NOMINATION COMMITTEE, SUCCESSION & BOARD ROTATION POLICY  
NENAGH CREDIT UNION LTD APRIL 2022**

11. Have you ever been untruthful or provided false or misleading information to the Central Bank or been uncooperative in any dealings with the Central Bank?	YES/NO
12. Have you ever, as a sole trader or a director, or a partner of a legal entity, in any jurisdiction, been refused registration, authorisation, membership or has your licence been revoked, otherwise than on a voluntary basis?	YES/NO
13. Have you been or are you being investigated, disciplined, censured, suspended or criticised by a regulatory or professional body, a court or tribunal or any similar body, whether publicly or privately, in any jurisdiction?	YES/NO
14. Has any business (or legal entity) where you held a position of responsibility or influence been or is being investigated, disciplined, censured, suspended or criticised by a regulatory or professional body, a court or tribunal or any similar body, whether publicly or privately, in any jurisdiction?	YES/NO
15. Have you ever, in any jurisdiction, been found by the Central Bank of Ireland or any other regulatory authority to have perpetrated or participated in any negligent, deceitful or otherwise discreditable business or professional practice?	YES/NO
Note: Nenagh Credit Union Limited may check public records such as the CRO in support of the above.	
<b>Section 4 – Applicant Financial Soundness</b>	
16. Have you ever defaulted upon any payments due arising from a compromise or scheme of arrangement with your creditors or made an assignment for the benefit of your creditors?	YES/NO
17. Have you ever, in any jurisdiction, been subject to a judgement debt which is unsatisfied, either in whole or in part?	YES/NO
18. Were you ever, or are you currently the subject of a bankruptcy petition in any jurisdiction?	YES/NO
19. Have you ever, in any jurisdiction, been adjudicated a bankrupt and the bankruptcy is undischarged?	YES/NO
20. Have you ever, in any jurisdiction, been the director of an entity which has been the subject of insolvency (i.e. non voluntary liquidation, receivership, examinership or administration)?	YES/NO
21. Have you ever performed a function in an entity which has been subject to an action under the Central Bank and Credit Institutions (Resolution) Act 2011?	YES/NO
22. Have you ever, in any jurisdiction, performed a function in an entity which has been	



<b>Section 6 – Applicants Savings &amp; Loans with Nenagh Credit Union Ltd</b>
<b>6.A Savings</b>
Do you currently have savings with Nenagh Credit Union Limited      YES <input type="checkbox"/> <input type="checkbox"/> NO
Please state current total savings
<b>6.B Loans</b>
Do you currently have any loan with Nenagh Credit Union Limited      YES <input type="checkbox"/> NO <input type="checkbox"/>
Please state current balance outstanding on loan
Are you currently acting as Guarantor on any loan with Nenagh Credit Union Limited      YES <input type="checkbox"/> <input type="checkbox"/> NO
If you have answered YES to the question above, please give details
Do you currently have, or had in the past year, any loans with Nenagh Credit Union Limited which have been in arrears for a period of greater than 90 days      YES <input type="checkbox"/> <input type="checkbox"/> NO
If you have answered YES to the question above, please give details
<b>6.C Current Shareholding in Financial and/or Other Entities</b>
Do you currently hold ownership or beneficial ownership of shares in any Financial or other Entities where Shareholdings are 10% or above      YES <input type="checkbox"/> NO <input type="checkbox"/>
If you have answered YES to the question above, please complete Appendix 3 – Section 1 at the back of this document

**NOMINATION COMMITTEE, SUCCESSION & BOARD ROTATION POLICY  
NENAGH CREDIT UNION LTD APRIL 2022**

<b>6.D Previously held Shareholding in Financial and/or Other Entities</b>
Have you previously held (within the last 10 years) shares in any Financial or other Entities where Shareholdings are 10% or above      YES <input type="checkbox"/> NO <input type="checkbox"/>
If you have answered YES to the question above, please complete Appendix 3 – Section 2 at the back of this document
<b>6.E Business Interests in Financial and/or Other Entities involving a Personal Liability</b>
Do you now or have you previously had, (within the last 10 years) in any jurisdiction, any other business interest involving a personal liability      YES <input type="checkbox"/> NO <input type="checkbox"/>
If you have answered YES to the question above, please complete Appendix 3 – Section 3 at the back of this document
<b>6.F Guarantees in Respect of Liabilities</b>
Have you personally given any guarantees in respect of any entity or individuals' liabilities      YES <input type="checkbox"/> NO <input type="checkbox"/>
If you have answered YES to the question above, please complete Appendix 3 – Section 5 at the back of this document
<b>6.G Relationship of Business Interests or Shareholdings with Nenagh Credit Union Limited</b>
Does an entity in which you have a business interest or shareholdings of 10% or over currently hold, or within the last 3 years held any savings or loans with Nenagh Credit Union Limited      YES <input type="checkbox"/> <input type="checkbox"/> NO
If you have answered YES to the question above, please complete Appendix 3 – Section 6 at the back of this document, then continue to SECTION 7 BELOW. If you answered NO to the above question then continue to Section 7.

<b>Section 7</b>	
<b>7. Executive/Non-Executive</b>	<b>Director/ Chair/CEO or Financial Services Regulator</b>
Do you hold any current or have you held any previous position(s) within the last 10 years as an Executive Director/Non-Executive Director/Chair /CEO or Financial Services Provider in a Financial or any other entity	
YES	<input type="checkbox"/> NO <input type="checkbox"/>
<b>Section 8 – Applicants Declaration</b>	
I, _____ hereby declare to the best of my knowledge, information and belief, that I have truthfully and fully answered each question in this questionnaire and have disclosed any and all other information which might reasonably be considered relevant to this application and I confirm my understanding and acceptance of all statements in this declaration.	
<b>8.A Applicants Signature and Date of Signature</b>	
SIGNATURE	
DATE	
<b>8.B Witness Signature and Date of Signature</b>	
SIGNATURE	
DATE	

**2020 Nomination Form:**

We the undersigned, being voting members\* of Nenagh Credit Union Limited hereby nominate, \_\_\_\_\_ a voting Member, in good standing of Nenagh Credit Union Limited for the position of Director.

*\*Note: Nominations must be 18 years of age and Voting Members of the Credit Union.*

Nominator Name	Nominator's Address	Nominator's Signature

## **Nominee's Acceptance**

I hereby accept the nomination for the position of Director of Nenagh Credit Union Limited, agree to the terms and conditions of the nomination process, acknowledge the receipt of the nominations package, understand and agree with the terms and conditions and know of no reason that I am not eligible to stand for the position of Director.

I confirm I have read the Nominations Package, the eligibility requirements for election to the Board of Directors, as set out in the Credit Union Act, 1997 (as amended), Regulations and the Registered Rules of the Credit Union, and hereby confirm that I know of no fact or circumstances that would render me ineligible to serve as a Director of the Credit Union.

I accept that, should I be elected to the Board of Directors of Nenagh Credit Union Limited, I will carry out the duties of the said office to the best of my abilities for the term I am elected.

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Address: \_\_\_\_\_

**Declaration of Conflict of Interest:**

Pursuant to my responsibilities outlined in the Credit Union Act, 1997 (as amended), Regulations to the Act and the Registered Rules of the Credit Union.

I, \_\_\_\_\_ declare a conflict of interest in regards to the following:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_ (if none, please indicate 'None')

Signature: \_\_\_\_\_ Date: \_\_\_\_\_



NENAGH CREDIT UNION LTD

**Agreement pursuant to Section 21(b) of the Central Bank Reform Act 2010 (“the Act”)**

Section 21 of the Act provides as follows:

- (1) A regulated financial service provider shall not permit a person to perform a controlled function unless-*
- a. The regulated financial service provider is satisfied on reasonable grounds that the person complies with any standard of fitness and probity in a code issued under section 50, and*
  - b. The person has agreed to abide by any such standard.*

I confirm that I have read the code setting out the Standards of Fitness and Probity for credit unions and the Guidance for credit unions issued by the Central Bank of Ireland pursuant to Section 50 of the Act (the “Standards”) and I confirm that I comply with those Standards.

I agree to abide by the Standards.

I agree to notify Nenagh Credit Union without delay if for any reason I no longer comply with the Standards.

---

Signature

---

Date

**Appendix 5- Due Diligence sign off**

Nenagh Credit Union Declaration

I confirm that Nenagh Credit Union Ltd has performed the necessary due diligence in respect of persons performing PCF CFs on \_\_\_\_\_

and I am satisfied on reasonable grounds that the above named person is compliant with the Fitness and Probity Standards for Credit Unions (issued under section 50 of the Central Bank Reform Act 2010).

I also confirm that \_\_\_\_\_ written agreement to abide by the Fitness and Probity Standards for Credit Unions has been obtained.

Signature: \_\_\_\_\_

Role Held: \_\_\_\_\_

Date: \_\_\_\_\_

Due Diligence Carried Out By :
PRINT NAME
SIGNATURE
JOB TITLE
DATE
PRINT NAME
SIGNATURE
JOB TITLE
DATE
PRINT NAME
SIGNATURE
JOB TITLE
DATE

**Appendix 13 - Checklist**



# ***Nenagh Credit Union Ltd***

## ***Fitness & Probity Checklist***

**Candidate Name:**

<b>Item</b>	<b>Y/N</b>	<b>Comments</b>
Individual Questionnaire – fully completed.		
Copy of applicants CV		
Copy of application for the Control Function.		
Copy of applicant’s qualifications and training records.		
Copy of documentary evidence on files of the financial soundness of the applicant in relation to judgements searches bankruptcy.		
Copy of CBI approval for positions of chair and CEO (and a note of the commencement date in the case of the PCF roles).		
Documented decision on Fitness and Probity Assessment undertaken.		

**FITNESS AND PROBITY POLICY**  
**NENAGH CREDIT UNION LIMITED AUG 2020**

Record of the results of an annual audit, of those undertaking controlled functions in the Credit Union, (i.e. in addition to copy of the annual 'Standards' declaration)		
Section 50/Declaration' relating to Fitness and Probity standards (on an annual basis)		
Copy of Interview record		
Copy of documentary evidence on files of any searches completed –e.g. Garda Checks/ Convictions, CRO/Courts Service/Vision net/Stubbs Gazette		

**Completed by:**

**Signature:**

**Date:**