



NOTICE OF CALL FOR APPLICATIONS FOR THE POSITION OF BOARD MEMBER OF THE COMPAGNIE MUTUELLE D'ASSURANCE EN ÉGLISE

SETTING THE CONTEXT

As you know, the seven (7) board members of the Mutuelle d'assurance en Église were elected at the Annual General Meeting on May 27, 2021. In order to achieve a rotation with regular three (3) year terms, Article 28 of the By-Laws provides for a transition period with two (2) and three (3) year terms.

28 - Term of office of board members *

The regular term of office for board members shall be three (3) years. They shall remain in office after the expiration of their term until replaced or re-elected.

The terms of office of the board members shall be staggered so that, subject to re-election, each board member shall be replaced on a regular three (3) year cycle in which three (3) positions, two (2) positions and two (2) positions shall be filled.

In the event of a complete vacancy on the Board of Directors, the initial terms of office for each board member shall be, in order to provide two (2) years of stability to the board:

- for the four (4) Member representatives:
 - (R-1); regular mandate from the first term;
 - (R-2); regular mandate from the first term;
 - (R-3); first term of two (2) years, followed by regular terms;
 - (R-4); first term of two (2) years, followed by a second term of two (2) years, then regular terms.
- For the three (3) independent board members:
 - (I-1); regular mandate from the first term;
 - (I-2); first term of two (2) years, followed by regular three (3) year terms;
 - (I-3); first term of two (2) years, followed by a second term of two (2) years, then regular terms.

The independent board member who is appointed chairman has a regular term of office from his first term (I-1).

For board members other than the chairman, when terms of office with different lengths come up for election for the same category of position to be filled, the longest term of office shall be given to the candidate elected by acclamation, if any, followed by the candidate with the most votes and so on until all positions are filled. In the event of a tie, terms shall be awarded by lot.

* This translation is provided for the benefit of English speaking members. It has no official value.

Consequently, four (4) positions will be put to a vote to be filled at the Annual General Meeting to be held on May 18, 2023.



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FOUR BOARD MEMBER POSITIONS TO BE VOTED UPON

By virtue of the 2021 election results, the following seats on the Compagnie mutuelle d'assurance en Église's Board of Directors are up for election this year:

- Two (2) seats for member representatives, allocated as follows:
 - One (1) for the Northern Region (three (3) year term)
 - One (1) for Other Institutions (two (2) year term)

- Two (2) seats for independent board members:
 - One (1) term of two (2) years
 - One (1) term of three (3) years

As a reminder, the two groups of member representatives being voted upon are described in the By-Laws as follows:

1.9 “Northern Region”:

All Members attached to the clergy of the Roman Catholic Church on the territory of the dioceses of Amos, Chicoutimi, Baie-Comeau, Rouyn-Noranda, Mont-Laurier, Joliette, Trois-Rivières, Quebec, Gatineau, Saint-Jérôme and Valleyfield.

1.3 “Other Institutions”:

All Members not attached to the clergy of the Roman Catholic Church, including religious institutions, non-profit organizations and legal entities belonging to other Christian denominations.

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It should also be recalled that the By-Laws prescribe the characteristics of an independent board member:

25. Number and categories of board members

(...)

A board member is independent if they do not have, and have not had within the last three (3) years, any direct or indirect material relationship with the Mutuelle or any of its Members, including being or having been:

- i. an employee of the Mutuelle;
- ii. a board member of the Mutuelle, except in the case of a board member seeking re-election;
- iii. an employee, board member or equivalent, committee member or person otherwise connected with a Member of the Mutuelle;

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- iv. an employee or board member of a corporation who deals with the Mutuelle or who personally deals with the Mutuelle or one of its Members;
- v. the spouse, child or stepchild of the persons described in subparagraphs i, ii, iii and iv.

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Elections

Elections shall be held in advance by mail as well as during the Annual General Meeting, both in person and electronically.

The application period to fill these positions is now open.

Therefore, all persons interested in any of these positions may now submit their application in accordance with the Mutuelle's rules and regulations, which are detailed below and in the supplementary documents.

NOMINATION PROCESS AND FORM

All interested parties must complete a **Nomination Form and the Self-Assessment Grid** attached to this document.

The duly completed and signed **Nomination Form, Self-Assessment Grid**, and **cover letter** must be scanned into a single PDF file and submitted electronically via email to secretaire@cmae.ca **no later than 4:00 p.m. on April 3, 2023.**

The candidates will receive an email confirming the conformity or admissibility of their application, if applicable. The selection committee will determine if applicants meet the required qualification criteria (see below). Incomplete, false or misleading statements or forms not properly completed will result in rejection of the application. Applicants will be notified of their eligibility by telephone, email or fax by **April 13, 2023.**

The Mutuelle is required to validate the eligibility, independence, probity and competence of its board members and officers. Nominations are also evaluated against criteria specific to the expectations of regulatory bodies as well as the Mutuelle's policies and by-laws. The evaluation will be completed by a public records check (docket) and a credit check.

Successful candidates may be called for an interview to be held between April 4 and 12, 2023.

ELIGIBILITY CRITERIA

To be eligible, a candidate must be a natural person who complies with the requirements of the Act Respecting Insurance Companies, the Business Corporations Act, the Civil Code of Québec, the Mutuelle's internal by-laws, and the Mutuelle's Politique cadre à l'égard des administrateurs resulting from the AMF guidelines on corporate governance and on the criteria of probity and competence.

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PROFILES SOUGHT

Here is the list of criteria, qualities, experience and other skills as well as values sought and desired in the ideal candidate in order to meet the needs of the Mutuelle.

The skills profile of board members must be diversified in order for the board to fully assume its responsibilities. It should be composed of individuals with expertise in one or more of the following areas:

- Business management
- Law and regulations
- Finance and accounting
- Investment management
- Actuarial science and risk modeling
- The insurance industry, its issues and challenges
- Risk management

The personal qualification criteria are as follows:

- Understanding of a board member's role
- Leadership and decision making skills
- Ability to act within a decision-making body in a collegial manner
- Ability to analyze and synthesize
- Independence of mind
- Openness to the ideas of others
- Sufficient availability to assume the role of board member
- Adherence to the Mutuelle's values

The probity criteria to **disqualify** a board member are as follows:

- Criteria relating to criminality:
 - criminal offence relating to fraud
 - money laundering
 - offence involving the morality or personality of the individual
- Criteria of a financial nature:
 - bankruptcy
 - personal insolvency
 - insolvency of a company of which you were a director or board member

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- Prudential criteria:
 - declaration of non-competence by a regulatory or disciplinary authority
 - declaration of impropriety by any authority
- Background criteria:
 - dismissal with cause
 - prohibition from acting as a board member
 - career path showing instability
 - adverse judgment that calls into question the probity of the candidate
 - rejection of an application
 - breach of ethics

BOARD MEMBERS' DUTIES AND RESPONSIBILITIES

The Board of Directors has the general authority to administer the affairs of the Mutuelle. The board members collectively direct the affairs of the Mutuelle and oversee its management. They act as quasi-trustees and representatives of the Mutuelle.

The Board of Directors administers the affairs of the Mutuelle in accordance with its mission, risk profile, objectives, strategies and programs. The Insurers Act, the Business Corporations Act and the Civil Code of Quebec specify the board members' obligations. In the performance of their duties, board members have a responsibility to act personally with prudence and diligence, within the limits of their powers and in an honest and loyal manner. They are required to act in good faith, in the best interests of the Mutuelle. They must never act in a way that favours their personal interests, those of their organization or those of third parties and must avoid placing themselves in a situation of conflict of interest or the appearance of a conflict of interest.

In general, board members do not incur any personal liability when they act reasonably, within the normative framework, and when their decisions are the result of an adequate intellectual process oriented towards the sole interest of the Mutuelle and its policyholders.

ELECTORAL CALENDAR

- Notice of opening of call for applications: March 17, 2023
- End of the period for receiving applications: April 3, 2023, at 4:00 p.m.
- Period for review and evaluation of applications by the Selection Committee: April 3 to 13, 2023
- Notice of convocation to the Annual General Meeting: April 17, 2023
- Advance voting period: May 3 to 15, 2023
- Date of Annual General Meeting, on-site voting and election of board members: May 18, 2023



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GENERAL INFORMATION

For more information regarding the call for applications and its modalities, we invite you to contact the secretary of the Mutuelle at secrtaire@cmae.ca.

Published on March 17, 2023
by the secretary of the Mutuelle

Colette St-Martin

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