

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

### SETTING THE CONTEXT

By virtue of Article 25 of the Mutuelle's By-Laws, the Board of Directors is composed of seven (7) directors, including:

- a) four (4) who are appointed by the Members, respecting the representativeness of each group, namely one Director for the Centre Region, one Director for the North Region, one Director for the South Region and one Director for the Other Institutions; and
- b) three (3) independent Directors of the Mutuelle.

On May 29, the terms of office of two (2) directors of the Mutuelle will expire.

Consequently, two (2) positions will be put to the vote to be filled at the Annual General Meeting to be held on May 29, 2025. The terms of office for each position are three (3) years.

### BOARD MEMBER POSITIONS TO BE VOTED UPON

The following seats on the Compagnie mutuelle d'assurance en Église's Board of Directors are up for election this year:

- One (1) seat for member representatives, allocated as follows:
  - One (1) for Other institutions

As a reminder, the group of member representatives being voted upon is described in the By-Laws as follows:

#### 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.

### Skills required

We prefer candidates in this category to have a good knowledge of the insurance industry, particularly property and casualty insurance, as well as relevant board experience. However, these criteria are not mandatory, as directors elected in this category may acquire knowledge and skills as required, through internal or external training.

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;
- 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.

*\*The English version of the By-Laws is nonbinding and provided only for informative purposes.*

## Skills required

Candidates for the position of independent director must have a very good knowledge of the insurance industry, and more specifically property and casualty insurance, as well as relevant experience on a board of directors.

## ELECTIONS

Elections shall be held in advance 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](mailto:secretaire@cmae.ca) **no later than 4:00 p.m. on February 19, 2025.**

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 as soon as possible.

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 March 10 and 14, 2025.**

### **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.

### **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 **disqualifying** 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
- 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: January 29, 2025
- End of the period for receiving applications: February 28, 2025, at 4:00 p.m.
- Period for review and evaluation of applications by the Selection Committee: March 3 to 7, 2025
- Notice of convocation to the Annual General Meeting: April 17, 2025
- Advance voting period: May 12 to 26, 2025
- Date of Annual General Meeting, on-site voting and election of board members: May 29, 2025

## GENERAL INFORMATION

For more information regarding the call for applications and its modalities, we invite you to contact the secretary of the Mutuelle at [secretaire@cmae.ca](mailto:secretaire@cmae.ca).

Published on January 29, 2025  
by the secretary of the Mutuelle

Me Jean Aubuchon