

GESA ASSOCIATE BOARD MEMBER – Volunteer – POSTING ON GESA WEBSITE June 2022

It is the intent of the Gesa Board to grow future qualified Board Director (BD) candidates through the Associate Board Member (ABM) Program.

Following is the process to become a Gesa Associate Board Member (ABM):

1. **Eligibility:** To be eligible, a member must:
 - a. Be a natural person;
 - b. Must be bondable (able to pass a background check);
 - c. Be a current member of Gesa in good standing;
 - d. Have been a member of Gesa for a minimum of two (2) consecutive years before declaring candidacy for election to office;
 - e. Not be an employee of Gesa Credit Union or its subsidiaries presently or for the past five (5) years.
2. **Application Process:** Eligible members wanting to be considered for nomination may apply online through Gesa's web site, or **contact Gesa's Board Development Committee (BDC)**, submitting a letter of interest and resume containing career background, education, relevant activities (e.g., participation on other Boards) and community service.

Term Limits:

- a. ABMs serve a one (1) year term, and may be reappointed to serve additional consecutive one (1) year terms with the aim of no more than four (4) years served.
 - b. After one (1) satisfactory year as an ABM, the member may be nominated for a position as a **Board Director (BD)** provided a recommendation is put forth by the BDC.
 - c. BDs are elected for three (3) year terms.
3. **Approval:** The **Board approves** the appointment of ABMs, and the Board presents selected BD nominees to the membership for election.
 4. **Qualifications and Characteristics:** Candidates for ABM and BD positions shall be recruited with the intent of satisfying the following **characteristics**:
 - Willingness to learn and apply the policy governance model used by the Board.
 - Possesses adequate financial skills and knowledge.
 - Commitment to credit union philosophy and movement.
 - Acceptance of the demands and responsibilities of Board membership and/or the Associate Board Member program, whatever is relevant.
 - Has relevant professional background and experience.
 - Ability and willingness to think and decide strategically and with a long-term vision, rather than day-to-day operational details.
 - Ability and willingness to think in terms of the big picture.
 - Interest in and capability to discuss the values underlying the actions taken in the organization, and to govern through the broader formulations of these values.
 - Commitment on the part of new Directors and a willingness to take on additional Board functions, such as off-site Board sessions, special committee assignments, and attending off-site training conferences.
 - Excellent interpersonal skills.
 - Willingness to work as a team.
 - Commitment to linking with the membership. Understanding that the Board acts on behalf of a diverse membership; willing to actively seek out and understand the wants and financial needs of the membership.
 - Willingness and commitment to honor Board decisions, regardless of the Director's personal position on the issues, (i.e., one voice concept).
 - Ability and willingness to participate assertively in deliberation, while respecting the opinions of others.

- Meet the mandatory criteria for becoming a Director as outlined in the Bylaws.
- Commitment not to make judgments in the absence of previously stated criteria.

Duties & Responsibilities of the Gesa Board of Directors:

5. Duties of the Board:

- Establish loan policies under which loans may be approved;
- Establish the conditions under which a member may be expelled for cause;
- Set the minimum number of shares, if any, required for active member status;
- Fill vacancies on all committees except the Supervisory Committee; e. Review the Supervisory Committee’s annual report;
- Set the par value of shares, if any, of the Credit Union;
- Approve an annual operating budget for the Credit Union;
- Designate those persons or positions authorized to execute or certify documents or records on behalf of the Credit Union;
- To employ, fix the compensation, and prescribe the duties of the President; and
- Perform such other acts as are required by law.

6. Key Board responsibilities:

a. Advise and Coach (CEO)

- Primarily in areas related to strategic planning, emerging risks/opportunities, governance practices, current management/good business practices, ownership linkage, local economic environment/community activities, CEO performance and leadership/management of the CU. The Board does not advise and coach in the technical areas of operating the credit union, but may provide input and feedback for consideration.

b. Oversight (risk based, high level and strategic)

- The oversight the Board provides should primarily be risk based, high level and strategic in nature (i.e. the Board does not normally get involved in oversight of minor issues/events/risks or detailed CU operations).
- Ensure the Ends are being met.
- Maintain a future focused approach.

c. Focus on Critical Risks

- The primary use of the Board’s time will be focused on the highest and most critical risks and issues.
- The seven risks identified by the NCUA are:

1. Credit
2. interest rates
3. liquidity
4. transaction
5. compliance
6. strategic
7. reputation

- Implications of Organizational Issues on the “Big Picture”

- The Board should generally be aware of turnover ratios, key management openings, adequacy of staff morale/culture, adequacy of the employee concerns program, human resource philosophies and practices, significant changes in compensation and benefits, organizational structure, and key position responsibilities, etc. The Board should assess the impact of these organizational issues on the “big picture”.

- Focus on the Future and Ownership Linkage

- The Board should spend considerable time on strategic planning, identifying emerging risks and opportunities, ownership linkage meetings with members, staying abreast of current events in the CU industry/economy/volunteer practices, and periodically reviewing the Ends and Board Policies for their continued relevance.
- Ensure input from Ownership Linkage meetings is documented and discussed. Check ownership input against current Ends to ensure Ends reflect member’s wants and needs.

Gesa Credit Union is an Affirmative Action/Equal Opportunity Employer, encouraging women, minorities, individuals with disabilities, and veterans to apply.

Gesa Credit Union is an equal opportunity employer and, as such, affirms in policy and practice to recruit, hire, train, and promote, in all job classifications, without regard to race, religion, color, national origin, citizenship, sex, age, veteran status, disability, genetic information, or any other protected characteristic. Gesa Credit Union will not discriminate against persons because of their disability, including disabled veterans, and will make reasonable accommodations for known physical or mental limitations of qualified employees and applicants with disabilities.

https://www.gesa.com/pdfs/careers/eo_policy_statement.pdf