



# candidate guide

2022  
AMBA  
Board of  
Directors  
Elections

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# MESSAGE FROM THE CHAIR

## I HEAR TWO COMMON QUESTIONS WHEN I INVITE PEOPLE TO BECOME INVOLVED IN AMBA.

One of the common questions you likely ask yourself before joining any organization is: 'What's the reward for me?' This is natural as I'm asking you to commit some part of yourself to a goal, and you want to be able to judge that success. That answer often only becomes apparent after you are involved, and you begin to weigh the new knowledge, new experience, and new friendships acquired over time.

The second question usually comes up when people realize I've been involved with AMBA for many years. That is: 'why do you keep doing work for AMBA?' which I think is just asking that first question differently. To answer that question, I answer with a bit of history.

I've been in the mortgage industry for a long time – I've seen a generation of mortgage professionals – thousands of people joining and leaving. When I started, the young children of mortgage brokers are now brokers themselves, working at lenders or starting technology companies. The full scale of knowledge required and demonstrated expertise continues to grow.

When I first became involved with AMBA, I was fairly junior in my career, working in the mortgage industry for a few years. At the time, I would attend various events and slowly got to know who was who. I came to realize that a smaller number of people were in constant demand, their opinion was sought out, their advice was valuable, and they were the people who people would ask: 'if you are new to the industry you should talk to...'. They were willing to give advice because they had vast experience, providing knowledge on all subjects. They seemed to always know the right person to help. Their network of connections seemed endless. They recognized their legacy – the number of people who sought their help – was more important than past remembrance of the number of transactions they did years ago. And they would often mention: 'I'll talk to so-and-so at the next AMBA meeting.' I thought that if I could be the one people constantly ask for advice, that would be a pretty good career boost.

So, I decided to seek out involvement with AMBA because I realized that I could learn a lot there – and they could learn about me. As I spent more time working on various committees, it became clear those same people in demand weren't thinking: 'what's in it for me,' but instead, they reframed the question to: 'what can I contribute to the person coming after me?'

Over the years I have been in the industry, one of the most significant contributors to my long-term success has been the people I know, whom I often met through the work we did collectively for AMBA. Other new industry members were there, and many of us grew up together. Often, we'd see a challenge before us and, with little more than the idea: 'we can make this better,' we'd continually expand the original goals and influence of AMBA in its infancy to what it is today. This still helps me today. I have an established career built on relationships that started as common goals on an AMBA committee.

I like to use an analogy of my kids and a tradition we had when they were younger. Saturday night, we would watch the hockey game, or possibly Cinderella for the umpteenth time, and they would make chocolate chip cookies. They would go into the pantry, get the ingredients, mix up the batter, put it in the oven, wait for a bit, and then eat tasty cookies. They don't even consider the effort it takes to make sure the house is there, the pantry is stocked with ingredients, and the kitchen has all the stuff they need so they can bake. Their focus is still narrow, thinking: 'what I can make with what I have' – but the kitchen limits them – by the framework someone else has created for them. At some point, we were that kid looking to make the cookies, but now you can be that person who designs the kitchen and has the potential to change the framework.

Realize much of the success of the industry you grew up in came from those who dedicated their effort in the past. Aspire to be the industry leader of tomorrow - help ensure a strong foundation for both yourself and the next generation of mortgage professionals.

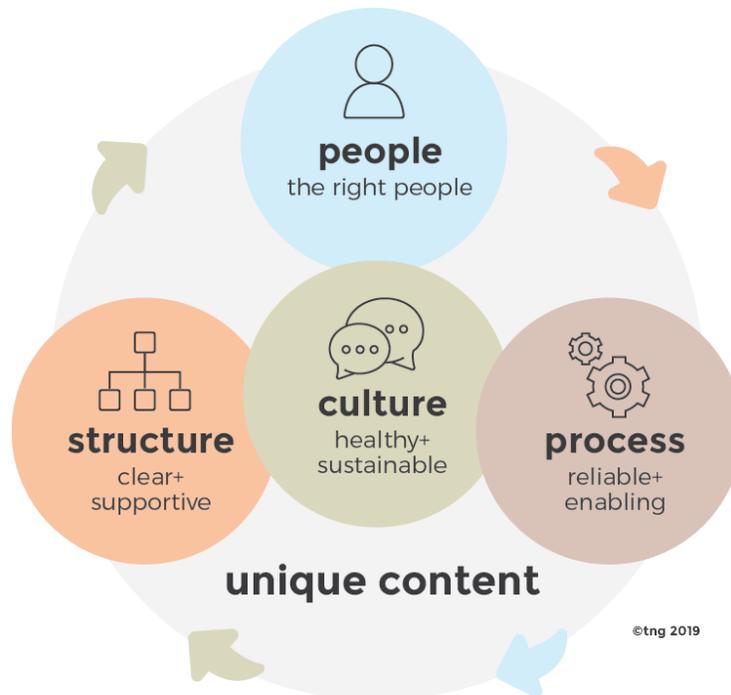
*Ryan Spence*

Chair, AMBA Board of Directors

# the “system”



# the “ingredients”



Good Governance

# our mission

The main reason we exist as an Association; our driving purpose; our highest-level decision criteria.

**Providing the services, information, education, and industry leadership that Mortgage Brokers need to succeed.**

# our vision

The shared commitments that unite us as a community of professionals.

**Mortgage Brokers are the trusted professionals that the public turns to for their mortgage and financing needs.**

# our values

The shared commitments that unite us as a community of professionals.

**In order to earn your TRUST you can expect us to act:**

- 1. Ethically**
- 2. Respectfully**
- 3. Professionally**
- 4. Transparently**
- 5. Inclusively**

# AMBA Board of Directors

## **terms**

AMBA would like to attract professionals in the mortgage industry who have the best skills, experience, and diversity available to apply to be elected as a Board of Directors. The Board of Directors ensures the effective decision-making, monitoring, and sustainability of the association.

This year we are holding the first Board of Directors election since 2019. This election is unique, as it is a transition year. The entire existing board will step down. The new board will consist of:

- 3 one-year term Directors
- 3 two-year term Directors
- 3 three-year term Directors

As of 2023, this should ensure that one-third rolls off of the Board, allowing for new Directors to join each year. Once elected, Directors can serve up to two consecutive three-year terms.

## **board job description**

The job of the board is to lead the association toward high performance for its Members. The board's contributions are unique to its trusteeship role. This role is necessary for proper governance and management. To perform its job, the Board shall:

1. Determine the mission, values, strategies, and major goals/outcomes, as well as holding the CEO accountable for developing a staff operations plan based on these policies;
2. Determine the boundaries within which the CEO is expected to achieve goals/outcomes;
3. Monitor the performance of the organization relative to the achievement of the goals/outcomes within the CEO boundaries;
4. Maintain and constantly improve all ongoing policies of the Board in this Board Governance Manual;
5. Select, fairly compensate, nurture, evaluate annually, and, if necessary, terminate a CEO, who functions as the Board's sole agent;
6. Ensure financial solvency, integrity, and transparency through policies and practices;
7. Require regular financial and other external audits to ensure compliance with the law and with good practices; and,
8. Evaluate and constantly improve the Board's performance.

## **board responsibilities**

In becoming an AMBA Director, you are responsible and accountable for the association. You oversee making decisions, monitoring the association's performance, and assuring financial sustainability on behalf of the members and key stakeholders of the association.

- The board exists for AMBA Members and key stakeholders
- To support the association
- Direct and oversee operations through the CEO



## fiduciary duties

All Directors stand in a ‘fiduciary relationship’ with the association. As fiduciaries, every Director in exercising their duties shall “act honestly and in good faith with a view to the best interest of the association and exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.”

Directors must abide by the following governance duties:

- **Duty of Care:** Act reasonably; Act prudently; Act in good faith; Act honestly; Act with a view to the best interests of the corporation; Exercise reasonable care; Be well informed about finances and activities; Act cautiously; Anticipate consequences of decisions and actions before they are undertaken.
- **Duty of Loyalty:** Put the interests of the corporation first; Avoid conflicts of interest; Disclose conflicts if they occur; Respect confidentiality; Act as one entity; Support the decisions of the Board even if you disagree personally / voted differently. Speak with one united voice.
- **Duty of Obedience:** Act within the contractual relationship that is held with members; Obey external laws and rules imposed on the organization; Act within the scope of the governing documents; Ensure others act within the scope of the governing documents; Ensure governing documents remain current and accurate.



## director expectations

- **Attend meetings:** make every attempt to attend all regularly scheduled Board meetings **as well as** committee meetings you are a part of. If you cannot attend a particular meeting, please inform the Chair.
- **Be prepared:** review any pre-meeting materials before each Board meeting. Reflect on any key issues and form your thoughts and questions prior to the meeting. Come to the meetings ready to address the items on the agenda.
- **Be attentive:** listen carefully to all viewpoints of your fellow Directors and committee members. Avoid distractions from your electronic devices or fellow members.
- **Participate appropriately:** think and act independently. Actively participate by drawing on your experience and expertise to bring relevant and constructive insights to the discussion. Avoid dominating the dialogue and respect the role of the Chair in managing the agenda and facilitating the discussion.
- **Say it in the meeting:** express your views in the meeting, not before or after the meeting is over.
- **Avoid micro-management:** focus your questions and comments at a governance/ oversight/strategic level. Do not get into the “weeds” of operational issues and management responsibilities.
- **Build mutual respect:** engage with fellow Directors, committee members, and management in a respectful manner even when offering a different point of view. Make an effort to build a constructive working relationship with fellow Board Directors, committee members, and the management team.
- **Maintain integrity:** always act ethically, with integrity, and within the code of conduct and the law. Focus your perspectives, discussions, and decision-making on the best interests of the organization and its members, not on your own interests.
- **Make well-informed decisions:** seek out and use sound evidence when forming and communicating your position on an issue. Do not let your own opinions or the opinions of others interfere with making well-informed decisions that can better withstand challenges from members and stakeholders.
- **Support Board process and decisions:** respect the Board’s decision-making authority process. Once a formal decision has been made by the Board, support the Board’s process and its decision. Respect that the Board speaks with one voice and only through formal mechanisms (Minutes/Chair/CEO).
- **Respect confidentiality:** respect the confidentiality of all Board and committee discussions and organizational business issues. Do not share documents, details of meetings or discussions outside of the boardroom.
- **Donation of time and expertise:** attend AMBA functions and special events. Promote and encourage the support of AMBA in social and public settings.



## time commitment

Total: About 160 hours/year

- Stays in hotels ~ 5 nights
- Travel time ~ 12 hours
- AMBA events ~ 24 hours
- Ad hoc requests ~ 2 hours
- Board of Director Meetings ~ 4/year



## election rules

- Each member will vote once per open Director seat. In 2022, there are 9 open seats, meaning that each member will have the opportunity to cast 9 votes.
- Director nominees must have been a member of AMBA for at least one year prior to being nominated.
- Director elections will be conducted through the electronic equivalent of a secret mail ballot.
- Directors cannot serve more than two consecutive three-year terms.
- A Director who is elected Chair in their sixth year will have the term of their Directorship extended for one additional year.
- A Director who has left the Board for at least two years may run again as if they were sitting for the first time.
- Directors must be elected by AMBA members at or prior to the AGM at which the election of the Directors is required.
- Each member who is elected to be a Director must sign the Director's Code of Conduct and any other document requirements in order to be sworn in as a Director at the AGM.

# Annual General Meeting

The 2022 AMBA Annual General Meeting (AGM), will be held in-person and online on **Thursday, April 28th.**

### QUORUM

No less than 100 members must be present or submit a proxy at AMBA's AGM. Members can attend in-person or virtually through a live video call. All Directors in attendance will be counted towards quorum, and there must be at least 5 Directors present at the AGM.

### VOTES TO GOVERN

1. Every resolution shall, unless otherwise required by the Act or these Bylaws, be passed by a majority of the votes cast on the resolution by members eligible to vote;
2. Any matter requiring a Special Resolution, pursuant to the Act, shall be passed by a vote of not less than 75% of the votes cast;
3. At the discretion of the Chair, any question at a meeting of members shall be decided by a show of hands or electronic vote or secret ballot;

4. Every member eligible to vote who is present, in person or electronically, shall have one vote.

### PROXY VOTES

A member entitled to vote may, by written proxy, appoint a proxy holder to attend and act at a specific meeting of the members, in the manner and to the extent authorized by the proxy, subject to the following:

1. The proxy holder must be a member entitled to vote at the meeting;
2. A member may hold no more than fifteen (15) proxies.
3. The proxy must be executed by the member on the form provided by AMBA and delivered in the manner established in the Policies.
4. A member may revoke a proxy prior to the meeting in the manner established in the Policies.

## EXPECTATIONS OF NEWLY ELECTED DIRECTORS

If you are successfully elected to AMBA's Board of Directors, you will be contacted via email prior to the AGM. At the AGM, elected Directors will be sworn in.

At the completion of the AGM, the Board of Directors will hold a brief Board Meeting to elect the Chair, Vice Chair, and Treasurer, followed by a Board Dinner with outgoing and incoming Directors. The purpose of the dinner is to "hand over the torch" - outgoing Directors will share their experiences and provide advice to new, incoming Directors. The following day, all Directors are expected to attend a full-day Board Orientation session. This session will further develop your knowledge of the association, clarify your role as a Director, and prepare you with a solid understanding of AMBA's governance model.

# Quick Reference Guide

## Nominee Webinar - Thursday, February 17th

In this virtual session, candidates will hear from AMBA's current Chair and Board members about their experience and the benefits of being on AMBA's Board of Directors. Candidates will also be given a step by step overview of the election process and what to expect if they are elected onto the AMBA Board of Directors.

## Nomination Phase: Thursday, February 17th - Thursday, March 17th

During this period, candidates will be encouraged to submit their nominations through an online application and will complete a skills assessment. Once your nomination has been received and reviewed, nominees will be asked to provide the following:

- A **written statement** about your experience, your vision for the future of AMBA, and what you would like to bring to the association if you become a Director.
- A **video** of you explaining your intent and encouraging members to vote for you.
- A **headshot** for election related communication and voting phase.

## Voting Phase: Thursday, March 31st - Thursday, April 14th

During this period, candidates are encouraged to promote themselves to members. The voting phase is an opportunity for nominees to reach out to their networks for support and share their vision for the association with members.

AMBA believes in a fair and transparent election. As such, each candidate's written statement will be included in an email to all eligible voters. Additionally, AMBA will share one video from each nominee in AMBA's members-only Facebook group. Please note that AMBA does not edit written statements or videos - they are posted as they are received.

Eligible voters will be provided with an individual link and can vote for their top 9 candidates.

## Results & Swearing In Phase: Friday, April 15th - Friday, April 29th

- After the voting phase, results will be compiled and all candidates will be **notified by Tuesday, April 19th;**
- Successful candidates will be sworn in at the **AGM in Calgary on Thursday, April 28th;**
- After the AGM, there will be an **outgoing/incoming Director dinner on Thursday, April 28th;**
- The following day, **Friday, April 29th, Directors will participate in a mandatory orientation session.**

## Running for the Board Tips & Tricks

- Share good news! Be sure to let your company/brokerage know that you're running and ask for their support.
- Be clear on why you want to be on the Board and share that message widely.
- Get Social! Share your message on your social channels frequently. Hint: Make sure people know that only AMBA members can vote and remind them to use their unique link to do so.
- Connect with your network. Past elections have shown that candidates who spend time reaching out to their network have a greater chance of success.
- Don't forget to vote! You get a vote, too! Be sure to use your link and vote for the candidates you support as well – including yourself!

## Testimonials



**HEATHER CERMAK**

The Alberta mortgage space is thriving, and I can certainly say I am grateful for the amazing career and experiences it has afforded myself and my family. As a young girl raised in the Mortgage Industry, I saw my father take on the leadership role of President of the Alberta Mortgage Brokers Association in its formative years. He was an extremely hardworking businessman who was always available for his family, so I wondered why he was taking on the “unnecessary” extra task of representing the Association. This was one of my first exposures to “stepping up”. His passion and commitment to keeping our provincial organization whole and strong, to provide a community for networking and connection, and an opportunity to learn from one another had an impact on me at an early age. These are the very same reasons I chose to step up and have enjoyed two terms as an AMBA board director. It is easy to say you are too busy or someone else can do it, however, **the pride and fulfillment you feel when you are the one to step up and help preserve and shape the direction of the Association representing our industry will follow you through the rest of your life and career.**



**JASON PROVENCHER**

My time on the Board has been great for my personal development. I have a deeper understanding of AMBA and its members. I have improved my networking, board skills, and understanding of governance. It's a hard-working team with the aim of improving the association and broker business.

**I would recommend for anyone to serve on the Board.**