

BOARD OF DIRECTORS ELECTION: NOMINEE CRITERIA FOR 2013

Directors should have the highest standards of ethical behaviour and integrity and the commitment to act in the best interest of MEC and its diverse membership. They should also have a personal commitment to outdoor activity and recreation and to MEC's purpose of inspiring and enabling active outdoor lifestyles.

For the 2013 MEC Board of Directors Election we are seeking candidates who also have the characteristics described below.

Candidate Priorities for 2013

Each year the Board completes an evaluation of skills and abilities on the board and identifies gap areas, as well as areas that will soon become gaps, as Directors complete their terms and leave their positions. In light of MEC's strategic plan and organizational performance, the Board prioritizes the skills and abilities most important to fulfilling the governance function over the following three years.

For the 2013 election, the Board has identified the following skills and experience to be most desirable to add to the overall composition of the Board:

- **Executive Level Experience** with an organization of MEC's size and complexity.
- **Retail Sector:** Senior-level retail experience and understanding of key trends and developments in Canada's consumer retail industry, including demographic, technology and competitive factors. Specific experience with experimental retail concepts, mobile and online retail, and/or consumer psychology and business intelligence (BI) usage would be an additional asset.
- **Supply Chain:** Senior-level experience and understanding of key trends and developments in global supply chain management (ideally consumer goods).
- **Human Resources:** Senior-level experience and understanding of strategic human resource management as well as an understanding of key trends and developments in Canada's labour market. Specific experience with organizational leadership and/or organizational transformation would be an additional asset.
- **Information Technology:** Senior-level experience with IT, especially related to enterprise systems management in a retail environment. Knowledge and experience with IT governance, IT strategy, and business intelligence.

Values

We seek candidates who connect strongly with the values and culture of MEC. [MEC's Charter](#) describes the organization's purpose and vision, and outlines our culture and values as follows:

- **Quality:** We offer high-quality, high-performance products at very competitive prices.
- **Integrity:** We listen carefully to one another. We deal in good faith. We are honest, fair, and ethical.
- **Co-operation:** We understand the power of community and co-operative principles. We draw on the strength of people working together.
- **Creativity:** We embrace original ideas and fresh ways of looking at the world. We draw on these to build and evolve our heritage.

- **Leadership:** We lead by example. We seek to motivate other individuals and organizations to act for people and the planet.
- **Sustainability:** We work to make and market our products sustainably. We strive to build and operate our facilities with minimum ecological impact.
- **Stewardship:** We act to preserve and restore wild places. We do so actively, consistently, and generously.
- **Humanity:** We work actively to ensure those who make our products are treated with respect.
- **Adventure:** We believe in living life to the fullest, with a spirit of adventure, a thirst for challenge, and a desire to learn.

Diversity

We seek diversity on MEC's Board through the nomination of qualified candidates who are representative of MEC's membership and the active outdoor community, including diversity of ethnicity, culture, gender, region, and official languages.

Attributes

We seek candidates who have:

- Recent governance-level experience (board) or senior-level management experience in large and/or complex organizations and the ability to perform effectively at this level
- The experience and ability to understand and analyze financial statements and management reports
- The ability to appropriately and impartially serve in the best interest of MEC and its diverse membership
- A personal commitment to outdoor activity and recreation and MEC's purpose of inspiring and enabling active outdoor lifestyles
- An understanding of the co-operative business model
- A belief in, and support for, sustainable business practices
- The ability to effectively and constructively communicate information and ideas to others while working in a team environment, in person, by email, and in teleconference
- Exceptional leadership, judgment, and decision-making skills and experience
- The propensity for strategic, analytical, independent, objective, open-minded, and curious thought
- The highest standards of ethical behaviour and integrity.

Candidates must also:

- Be able to fulfill the time and travel commitment required of a Director on the Board of MEC
- Be functional in spoken and written English (English is the working language of the Board)
- Be IT literate, including the use of computers, email, internet, web conferencing and shared networks

Experience

MEC is a large co-operative retail organization of \$270 million in annual revenues, a global supply chain, 1500 employees, 15 stores across Canada, and a web store.

In seeking candidates with a significant career focus in one or more of the following business areas, executive-level experience, with an organization of this size and complexity, is highly desirable.

- **Governance Experience (complex organizations):** Recent board experience with one or more complex organizations (whether for-profit or sophisticated non-profit).

- **Organizational Leadership:** Senior executive managerial experience with direct responsibility for a large number of employees. Senior leadership experience with a change management initiative.
- **Financial Acumen:** Senior-level experience and responsibility for reading and assessing financial statements, reviewing and interpreting financial data and assessing the financial health of an organization using standard financial indicators and ratios.
- **Retail Sector:** Senior-level retail experience and understanding of key trends and developments in Canada's consumer retail industry, including demographic, technology, and competitive factors.
- **Supply Chain:** Senior-level experience and understanding of key trends and developments in global supply chain management (ideally consumer goods).
- **Human Resources:** Senior-level experience and understanding of strategic human resource management as well as an understanding of key trends and developments in Canada's labour market.
- **Enterprise-Wide Risk Management:** Executive-level knowledge and experience in risk management oversight, including an understanding of key trends and developments in this area.
- **Enterprise-Wide Strategic Planning:** Executive-level knowledge and experience in long-term and strategic planning, including development, execution, and monitoring of strategic plans.
- **Brand Management, Marketing and/or Communications:** Recent knowledge and experience in brand management, marketing and communications, including an understanding of key trends and developments in this area. Experience in public relations and from the co-operative perspective, member relations.
- **Information Technology:** Senior-level experience with IT, especially related to enterprise systems management in a retail environment. Knowledge and experience with IT governance, IT strategy and business intelligence.
- **Sustainability/Corporate Social Responsibility:** Senior-level knowledge and experience with sustainable business practices and corporate social responsibility, especially in a retail setting, including an understanding of key trends and developments in this area.
- **Co-operative Leadership:** Board or executive-level experience in one or more complex co-operatives.

Legal Requirements of the *BC Co-operative Association Act* and MEC Rules

In addition to the above criteria, candidates must fulfill the requirements as set out by **MEC Rules 13.01 - 13.04** as follows:

13.01 To qualify for election as a director, a member must, at the close of nominations:

- a) be a resident of Canada,
- b) not be disqualified by the Act from becoming or acting as a director,
- c) have been a member for at least three years,
- d) have purchased or rented from the Co-operative within the previous two years, and
- e) have voted in at least one of the two most recent elections.

13.02 A member is not permitted to be a candidate if

- a) that member, or a member of that member's immediate family, is employed or has in the past three years been employed in any capacity by the Co-operative, or
- b) that member, or a member of that member's immediate family, is employed in any capacity by any business which is in competition with the Co-operative, or
- c) a member of that member's immediate family is also a candidate or is an incumbent director who would be on the board at the same time as that member if that member was elected.

13.03 For the purposes of these Rules:

- a) "immediate family" means spouse, sibling, parent, child, or any relative of the person or the person's spouse who lives with the member.
- b) a member does not become employed in any capacity by the Co-operative by serving as a director, or by being appointed to serve as an advisory member of a board committee.

13.04 A member is not permitted to be candidate if, on election to the longest term to be filled, the member would be a director for more than seven consecutive years without a period of at least 48 weeks in which the member was not a director.

By law, candidates must also fulfill the requirements as set out by the ***BC Cooperative Association Act Section 79 (4)*** as follows:

An individual is not qualified to become or act as a director of an association if that individual is

- a) under the age of 18 years,
- b) found by a court, in Canada or elsewhere, to be incapable of managing the individual's own affairs,
- c) an undischarged bankrupt, or
- d) convicted in or out of British Columbia of an offence in connection with the promotion, formation or management of a corporation or of an offence involving fraud, unless
 - i. the court orders that the individual continues to be qualified to become or act as a director of an association,
 - ii. 5 years have elapsed since the last to occur of
 - a. the expiration of the period set for suspension of the passing of sentence without a sentence having been passed or without a fine having been imposed,
 - b. the conclusion of the term of any imprisonment, and
 - c. the conclusion of the term of any probation imposed, or
 - iii. a pardon was granted or issued under the *Criminal Records Act* (Canada).

If you have any questions regarding the nominee criteria or the process for 2013 nominations, please contact our Chief Governance Officer, Shona McGlashan on 604.707.2340 or at governance@mec.ca