

FIRST WEST CREDIT UNION 2018 ANNUAL REPORT

Compensation Practice

Management's Discussion & Analysis



Compensation Practice

Employees of the credit union, including the executive group, receive a comprehensive and competitive compensation package. Compensation at First West follows a 'total rewards' approach and includes base salaries, short- and long-term incentives, perquisites, recognition and reward programs, career development opportunities and a competitive flexible benefits package. Base and variable pay programs are based on a review of a number of regional, national and financial market surveys, including Central 1, Korn Ferry, Mercer and The Wynford Group, with a specific focus on the B.C. Lower Mainland, Island and Interior regions.

In addition to market comparisons, we obtain trends and projection surveys to determine an annual merit award budget and every two years consider salary structure adjustments, as appropriate. Employees participate in the First West short-term incentive plan (STIP) with payouts based on a combination of business results and individual performance. The credit union contributes a percentage of base salary to a group RRSP, matches employee contributions to a maximum of 10% every year for exempt employees and provides a comprehensive, flexible benefits package, including, but not limited to, extended health, dental, life insurance, accidental death and dismemberment, short-term disability and long-term disability benefits.

Employee perquisites include preferred pricing on various financial products, as well as on products through partners.

COMPENSATION PHILOSOPHY

At First West we recognize that attracting and retaining exceptional leadership and talent is critical to our success. Our overall compensation philosophy is based on the simple premise of "pay-for-performance." We believe rewards should be tied to achieving the business strategy and structured to motivate desired performance while retaining talent. We are a culture where people continuously strive to do better, foster creativity and are rewarded accordingly.

First West's Total Rewards compensation approach adheres to the following key guiding principles:

- Attractive and competitive to the marketplace
- Aligned with First West business strategy
- Attracts, retains and motivates employees
- Promotes internal equity/fairness
- Simple to communicate, flexible to administer and govern
- Links to objective and meaningful measures of performance



COMPETITIVE POSITIONING

We target the 50th percentile of the marketplace as our desired competitive position on base salary. First West draws talent from a variety of industries and we compare ourselves to other credit unions and financial institutions on a size-adjusted basis as well as general industry.

We recognize that our industry is competitive and skilled employees who deliver desired results are highly valued. Therefore, we take a total compensation approach that sees the integration of the following elements:

- **Base pay** recognizes the role responsibilities and individual's expertise, experience and performance.
- **Variable incentives** provide an opportunity for individuals to earn more than base salary if pre-determined personal goals are achieved and behaviours are consistent with our organizational values. The incentives are variable in that they do not payout if the corporate and/or individual performance achievements are not met. This serves to reduce fixed cost risk.
- **Benefits** provide protection in life events pertaining to health, wellbeing and retirement. We provide a flexible benefits program that employees can customize to fit their individual and family needs.

BASE PAY DESIGN

Base pay is the fixed salary cost that is paid bi-weekly. Roles are grouped into families of similar levels of work and each role is managed within a salary range. The salary structure is designed to have a progressing range, a market range and a premium range. The market range provides for individuals who should be compensated for the value of the role, based on market data, and be a fully competent employee in that position. The opportunity to move from the market to premium range can vary based on individual performance and/or specialized skill set.

Base pay growth is dependent upon growth in market rates, individual performance and affordability within the annual budget.

INCENTIVE PLANS

The short-term incentive plan (STIP) is the variable incentive plan for employees and executives. Executive positions that report directly to the CEO are also eligible for a long-term incentive program. Short-term variable pay programs are focused on the achievement of annual corporate performance targets and its payout will vary depending on the level of achievement and affordability. Payouts are on an annual basis if targets are met. The typical target categories include:

- Net operating income
- Operating efficiency
- Financial needs served
- Net membership growth



Depending on the employee's pay grade, a percentage of base salary is paid out depending on the level of achievement of the corporate objectives for that fiscal year. Payouts within that percentage vary based on the level of individual performance and include a performance multiplier up to 150% for exceptional individual performance. There are no incentive payments if the company does not reach at least 80% of its annual net operating income target and in that case, reduced target payouts are possible. There is no maximum achievement on net operating income; there is a 200% maximum achievement on all other measures.

OTHER VARIABLE INCENTIVE PLANS

Some positions have a custom incentive plan designed to be market competitive and to attract, motivate and retain these special skill sets. As with the First West STIP program, the target incentive is paid when pre-determined goals, which are driven by the strategic plan, are attained. These incentive awards are calculated and may be paid out on a more frequent basis than annually.

FLEX-BENEFIT DESIGN

Employees participate in a competitive flexible benefits program, which includes extended health, dental, life insurance, short-term disability, long-term disability, accidental death and dismemberment insurance, and optional insurances including critical illness. The company also provides Best Doctors, employee and family assistance, and the ability to purchase additional vacation days. Enhanced features include a health care spending account, wellbeing account and the ability to make charitable donations. First West also provides a group RRSP for retirement purposes. Some employees continue to participate in a legacy defined benefit (DB) pension plan. As part of our total rewards package, employees also have access to an unassigned number of paid personal days that can be used to take care of themselves or family members in the event of illness, unplanned situations or a study day for exam preparation. These are just a few examples of this highly valued employee benefit.

We use a similar comparator group to determine competitive positioning for all other elements of our total reward compensation.

The plan design is based on the following criteria:

- Provides a minimum level of core "catastrophic coverage" for each employee
- Employees have key responsibility for their own health and wellbeing and share a portion of some costs
- Provides flexible health coverage and wellness choices that suit individuals and families
- Is cost-shared by both the employee and the company



CHIEF EXECUTIVE OFFICER COMPENSATION STRUCTURE

We believe our CEO compensation should be:

- Aligned with First West business strategy
- Structured to attract, retain and motivate
- Effective in driving business results and managing risks
- Formulaic regarding incentives and tied to meaningful performance measures
- Reasonable in the eyes of members and other stakeholders

The board of directors has approved the compensation philosophy and competitive market positioning for CEO compensation, as outlined below:

- Competitive market for CEO role is other similar-sized credit unions
- Target base salary at the 50th percentile of organizations that are similar in size, scope, and complexity and reflect the market for executive talent
- Total cash and total direct compensation between the 50th and 75th percentiles with flexibility to earn actual compensation in the range of the 75th percentile for exceptional performance and contributions. The total rewards package is comprised of base salary, variable incentives and benefits programs.



CEO COMPENSATION PACKAGE

Base Salary	The CEO compensation design was established in 2011. The base salary is reviewed on an annual basis through the annual merit process along with that of other eligible employees at First West. Any increases applied are based on the CEO’s performance rating and the approved annual budget for merit awards. The most recent merit award was 2.50%, effective April 1, 2018.
Short-Term Incentive Plan (STIP)	<p>The CEO participates in the corporate short-term incentive plan (STIP), available to eligible employees at First West. The STIP is designed to provide annual rewards if defined targets are achieved. These targets are performance-based and use both company and individual objectives.</p> <p>Company performance measures are established by executive management and the board. In fiscal 2018, the core performance areas and weightings were financial (50%), process improvement (25%) and member experience (25%).</p> <p>The achievement of pre-defined metrics produces a target payout of 50% of base salary, with no maximum potential payout, for <i>significant overachievement of pre-defined metrics</i> for corporate performance. The STIP specifies that payouts under the plan are contingent on corporate performance and sufficient financial stability in a given year, with board oversight and approval of any payments under the plan.</p>
Long-Term Incentive Plan (LTIP)	<p>The CEO participates in a long-term incentive plan (LTIP) intended to align performance to the long-term goals or objectives of the credit union. A new plan starts a rolling three-year cycle each year and performance is tracked over the three-year period with any payments under the LTIP contingent on achievement of the three-year goals established. No payment is committed or made until the end of the three-year cycle. Future payments depend on continued organizational and individual performance, and continued employment in the CEO role.</p> <p>Performance measures and metrics for the LTIP are approved by the human resources committee (HRC) on behalf of the board of directors and may change from time to time. The board of directors or the HRC have the discretion to amend the term, vesting, final payout or any provision of a payment under the plan. The plan is reviewed each year or as deemed necessary by the board of directors.</p> <p>Payouts under the plan are calculated on the CEO’s base salary in place at year 1 of each plan and on both company and individual performance achievement. Payout for company achievement at target and an individual performance level of <i>“proficient and demonstrates full competence with all goals being met at a level of professionalism and service that is expected for the role”</i> is set at 50% of base salary. The maximum potential is set at 90% for <i>“significant overachievement of pre-defined metrics.”</i></p>
RRSP and SERP	The CEO participates in the First West Employee Group RRSP Program with a matching contribution made by the employee. The employer’s contribution is vested immediately. This approach is an alternative to providing a defined benefits (DB) plan, which would have similar order of magnitude investment for the organization, but would also add risk and administration for the organization. In addition, the CEO participates in a supplemental executive retirement plan (SERP) that restores pension benefits capped by the income tax maximum limits.
Group Benefits & Perquisite Plan	The CEO participates in the First West Flexible Benefits Program with the same terms offered to all employees. Additional benefits and a flexible perquisite account are also provided.
Severance	The CEO employment contract provides a severance package of 12 months’ salary in the event of termination of employment.



Details of target compensation and compensation paid to First West's chief executive officer for fiscal 2018 are outlined in Table A and Table B, below.

Table A

2018 Target Total Cash Compensation ¹			
Base Salary	STIP Target	LTIP Target ²	Target Total Cash
\$510,000	50%	50%	\$1,020,000

Notes to Table A:

1. Target Total Cash Compensation reflects the annual base salary for the CEO (as at April 1, 2018) and the target STIP and current LTIP, based on both First West and the individual achieving 100% of short-term and/or long-term goals.
2. LTIP target is 50% for plan years 2018-2020; target increased effective January 1, 2017.

Table B¹

2018 Actual Total Cash Compensation ¹				
Annual Earnings	STIP Payout ²	LTIP Payout ³	Other ⁴	Total Cash
\$502,846	\$417,487	\$231,713	\$95,000	\$1,247,046

Notes to Table B:

1. Actual Total Cash Compensation reflects the CEO's actual annual earnings in 2018 and actual incentive amounts paid out based on annual achievements for fiscal 2018 (paid in early 2019).
2. STIP payment made in the first quarter of 2019 for fiscal 2018. Company achievement at 110.7% of annual goals and an individual performance level of *"significant overachievement of pre-defined metrics"*.
3. LTIP payment made first quarter of 2019 for company achievement ending fiscal 2018 at 120% of the three-year goals (related to fiscal 2016-2018) and an individual three-year average performance rating set at *"significant overachievement of pre-defined metrics"*.
4. Other includes \$45,000 in the executive perquisites plan (inclusive of car allowance) and \$50,000 retention payment.

¹ To align with other credit union CEO disclosures, fiscal 2017 performance (2018 payout) was not included in the above. The CEO 2017 compensation was: Earnings \$481,572, STIP \$405,499, LTIP \$226,062, executive perquisites plan \$45,000, for a total cash of \$1,198,133.



DESCRIPTION OF COMPENSATION ELEMENTS

Target The target amount for any compensation element is the goal or objective amount (in contrast with the “actual” amount as discussed below). For example, target STIP or target bonus typically describes the amount that would be payable should payout criteria (which might, for example, include individual and organizational performance measures) are fully met. Where base salary is concerned, the term policy or market rate is often used as an alternative to target.

Actual The actual amount for any compensation element is the specific amount paid in practice. It may be higher or lower than the target amount.

Base Salary Base salary is the guaranteed portion of an employee’s compensation, the fixed amount paid on a regular basis by the employer in return for work performed.

Short-Term Incentive Plan (STIP) Short-term incentives may be called by other names, such as bonuses, profit sharing or annual incentives. These are non-guaranteed cash payments that are linked to specified measures. “Short-term” typically indicates that they are earned over a year or less, in contrast with long-term incentives.

Long-Term Incentive Plan (LTIP) Long-term incentives are non-guaranteed payments (cash or, in some sectors, equity instruments) that are linked to specified measures, just as short-term incentives are, but are earned over multi-year periods.

Pension Contribution This is the amount that a given party contributed to a pension for an employee. Typically, in disclosure, the focus would be on the employer’s contribution. For defined contribution (DC) plans, this is the primary focus.

Supplemental Executive Retirement Plan (SERP) A SERP is a retirement or pension plan that provides for retirement income payments in excess of those provided under “registered pension plans” (which are qualified or tax-assisted plans). Registered pension plans are subject to “defined benefit” or “defined contribution” limits designed to limit the benefits that may be funded through such plans on a tax-assisted basis. Because of those limits, registered pension plans often do not provide adequate income replacement for higher income employees and SERPs are commonly used to supplement or “top up” the benefits provided under registered pension plans.

Benefits Benefits are types of non-wage compensation provided to employees. Typically this includes group insurance plans (health, dental, life, etc.), disability income protection, leaves and vacation, statutory benefits and other similar elements. The definition may be broadened to include perquisites, allowances, pension and other components, depending on usage.

Perquisites Typically the term perquisite is used to refer to a benefit that is difficult to quantify or may be more discretionary.

Severance A severance package consists of the compensation (pay, benefits and other key terms) that an employee receives when their employment ends.

