



## 2026 Modo Co-operative Director Nomination Package

### Important Dates & Application Form

January 7	<b>Notice of election and nominations open.</b>
February 9, 7:00pm	<b>Prospective director candidate workshop</b> - General information session as well as opportunity for questions by members interested in running for the board. Details on nomination write-up as well as video guidelines will be provided. Attendance by prospective candidates is voluntary but strongly encouraged. RSVP to <a href="https://us06web.zoom.us/meeting/register/9Ea2xvmJT76FUje2oZSiQ#/registration">https://us06web.zoom.us/meeting/register/9Ea2xvmJT76FUje2oZSiQ#/registration</a>
<b>March 9, 5:00pm</b>	<b>Close of nominations.</b> All completed forms must be submitted <a href="#">here</a> . <ul style="list-style-type: none"><li>• Directors Nomination Form and Consent to Act</li><li>• Standards of Conduct and Confidentiality</li></ul>
<i>Note: This is also the final date to become a Modo Member by in order to vote.</i>	
<b>March 25, 5:00pm</b>	<b>Deadline for filing candidate's write-up and video.</b> Candidate statements and videos will be published on the Modo election web pages.
April 6	<b>Official notice of AGM</b> and list of candidates. <b>Start of online voting.</b> Members will be able to view candidate statements and videos online. Once a member has voted, they cannot change their ballot.
April 23, 4:00 pm	<b>End of voting.</b>
April 23, 6:00 pm	<b>Annual General Meeting.</b> Results of the director elections will be announced before the end of the meeting. There may be a short opportunity for newly elected directors to give a speech.

*For more information, or to speak to a current director about what is involved, please send an email to [nominations@modo.coop](mailto:nominations@modo.coop).*



## Director Nomination Form and Consent to Act

To: Modo Co-operative

I hereby consent to being nominated as a candidate for director of Modo Co-operative. If elected, I hereby consent to act as a director, such consent to continue in effect until revoked by notice in writing to Modo Co-operative at its registered office.

I certify that I am eligible to serve as a director, and specifically that:

- I am a member in good standing of Modo Co-operative;
- I am not an employee of Modo Co-operative;
- I am not under the age of eighteen years;
- I have not been found by a court to be incapable of managing my own affairs;
- I am not an undischarged bankrupt;
- I have not been convicted within or without British Columbia of an offence;
  - in connection with the promotion, formation or management of a corporation; or
  - involving fraud.

Name: \_\_\_\_\_

Name you wish listed on ballot if different from above: \_\_\_\_\_

Member Number: \_\_\_\_\_

Residential Address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_



A key pillar of the co-op is diversity and inclusion. Equally important is the diverse composition of our board; as such, the board strives to maintain members with diverse ethnicity, gender and sexual orientation. These questions are optional to complete. The information will allow the board to assess progress on diversity and equity targets to ensure we have a diverse group of applicants to the Board.\*

1. Do you identify as Indigenous (in North America), Black, or a Person of Colour?

- Yes
- No

If you answered yes, and are comfortable sharing, please provide some information about how you identify.

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2. What pronouns do you use? (optional)

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3. Do you identify as a member of the LGBTQAI2S+ Community:

- Yes
- No

If you answered yes, and are comfortable sharing, please provide some information about how you identify.

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4. Would you like to share any other important identities with us?

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5. To help you participate in the Director Nomination process, do you have any access needs?

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Dated as of: \_\_\_\_\_

Signature: \_\_\_\_\_

*\*Modo abides by the British Columbia Personal Information Protection Act. Details on Modo's Privacy Policy can be found [here](#).*

#### BC Cooperative Association Act — PERSONS DISQUALIFIED AS DIRECTORS

##### **Persons disqualified as directors**

**79** (1) A person must not become or act as a director of an association unless that person is an individual who is qualified to do so.

(2) An association may provide in its rules for qualifications or disqualifications of directors in addition to those in this section.

(3) An individual who is not a member of an association or an individual authorized under section 32 is not qualified to become or act as a director of an association other than as a non-member director of the association, if the association's rules allow non-member directors in accordance with section 72.

(4) 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).



## STANDARDS OF CONDUCT AND CONFIDENTIALITY

### CONFLICTS OF INTEREST

#### **Definition:**

A situation in which the personal or business interests of an employee, director, volunteer, supplier or contractor of Modo Co-operative conflict directly or indirectly with their responsibilities to Modo or a Member of Modo.

#### **General Principles:**

Employees, directors, volunteers, suppliers and contractors must not:

- attempt to influence Modo policies or decisions so as to gain personal or business advantage;
- use confidential information for any personal or business advantage;
- use their office or position with Modo to gain personal benefits or to confer benefits upon other persons or businesses with whom or which they have common personal or business interests.
- If a director or employee should leave his or her position with Modo, these Standards of Conduct and Confidentiality shall remain in effect for the two-year period following the last day of employment or directorship.

#### **Outside Financial Interests:**

Modo employees, directors, volunteers, suppliers and contractors should avoid having financial interest in or with a Member or a supplier to Modo. If such financial interest exists (eg: with family members), there must be no concealment of that fact. Where outside financial interests involve Modo, they must be disclosed to the Board of Directors.

#### **Financial or Other Considerations:**

Where acceptance, directly or through a third party, of gifts, entertainment, or favours from Members or suppliers, potential Members or suppliers, or any other person with whom Modo has dealings, can place an employee, director, volunteer, suppliers, or contractor in a compromising position, employees, directors, volunteers, suppliers and contractors must not seek or accept such gifts.

Employees, directors, volunteers, suppliers, and contractors are to use discretion in deciding whether acceptance is the business "norm". Where refusal could jeopardize Modo's relationship with the Member, supplier, or other person, and something (eg. payment for a luncheon) is accepted, there is



to be no concealment of that fact. In situations where personnel are uncertain as to the appropriateness of accepting a gift or entertainment, the CEO or Board of Directors must be consulted.

Unethical business solicitation and/or acceptance activity is forbidden. No employee or director is to accept cash gifts of any sort at any time.

All employees, directors, volunteers, suppliers, and contractors are entitled, as Members of Modo, to the same benefits and rewards of membership as any other non-employee/non-director member.

### **Directors' and Employees' Membership Transactions:**

Employees of Modo performing everyday Member transactions on behalf of other employees, directors or volunteers will do so with the discretion and degree of professionalism that they display in handling all Member transactions. Should any transaction appear abnormal, it must be authorized before the transaction is completed.

### **Confidentiality of Modo Member and Other Information:**

All information relating to Modo, its Members, its personnel, and to other businesses or individuals that Modo personnel receive or have access to in the course of their work or responsibility is to be treated as confidential. Confidential information must not be disclosed to personnel whose duties do not require that they be given or have knowledge of the information.

### **External Disclosure of Confidential Information:**

Modo employees, directors, volunteers, suppliers, and contractors may only disclose confidential information to external third parties when use or disclosure is authorized or required by an enactment or in court proceedings. Any other external disclosure of confidential information requires the prior approval of the CEO and one member of the Board of Directors.

### **Directors' Duties and Standards of Conduct:**

The directors of Modo have ultimate responsibility for management of the business and affairs of the co-operative. In exercising their powers, and discharging their duties, directors must comply with Modo's rules and all applicable legislation. Directors are required to act honestly and in good faith, with a view to the best interest of the co-operative. Directors' performance is expected to reflect care, diligence, and skill equal to or surpassing the standard of sound business management.

### **Disclosure of Conflicts of Interest:**

Directors, employees, volunteers, suppliers, and contractors must provide Modo with complete information of all personal and business interests of any potential conflict. This is especially important where a director (i) is party to (ii) is a director or officer of any person who is a party to, or (iii) has a material interest in any person or business which is a party to a material contract or proposed material contract with Modo. Directors and officers must disclose in writing to Modo, or request to have entered in the minutes of a board meeting, the nature and extent of such interest. Disclosure will be accurate and complete in every instance.



### **Sanctions:**

When a director or employee is in default of these guidelines, a Conduct Review Committee may be formed, consisting of board members and employees. The committee may request the director or employee in question to resign from his or her responsibility which he or she serves as an appointee of Modo. The office of Director shall be vacated if the Director fails to disclose an interest in a contract or transaction or a conflict of office or property as required by the Cooperative Association Act.

### **Compliance Procedures:**

Each director or employee of Modo is required to report to the Board of Directors and CEO any action, deed, or transaction, past, present or proposed, that appears to violate the terms of this statement.

### **Annual Confirmation:**

Each director, employee, volunteer, supplier, and contractor of Modo is required to confirm, in writing, that he or she has received a copy of this statement and has read and understood it. Directors and employees will be asked to confirm annually their adherence to this Statement.

I, \_\_\_\_\_, the undersigned, do hereby certify that I have read,  
(Print Name)  
understood, and will abide by Modo's Standards of Conduct and Confidentiality.

Signature	Date (dd/mmm/yyyy)
Position	Witness



## modo Board of Directors 2026 Call for Nominations

*Serving on Modo's Board of Directors supports the co-op and represents the needs of members. It's also a rewarding way to contribute one's expertise while ensuring Modo's social purpose is met.*

### Open Positions

In 2026, there are six (6) board positions available – three (3) three-year terms, one (1) two-year term and two (2) one-year terms. All Modo Plus shareholding members are eligible to run for election.

### Director Duties and Responsibilities

The ability of directors to contribute to Modo's success is significant, as is the commitment. Board meetings are quarterly and last approximately three hours, with full attendance expected. Additionally, it is expected that directors volunteer to sit on at least one committee. Committees meet monthly for approximately one hour. Currently there are four standing committees: Finance and Audit, Governance, Nominations and HR. Reasonable travel costs to attend Board meetings will be covered by Modo.

### What our directors do

The Board of Directors provides direction and oversight to the organization. Tasks include:

- Reviewing the Strategic Plan and setting goals for the organization (including financial, operational, social and environmental goals)
- Reviewing the Enterprise Risk Management Plan
- Reviewing the performance of Modo's CEO
- Monitoring the financial performance of the organization
- Reviewing and setting policy as required
- Participating in outreach and publicity events as requested by staff
- Liaising with the wider co-operative community and ensuring adherence of co-op principles through Modo operations

### What our directors don't do

Directors are not involved in the day-to-day operations of the co-operative, and do not deal with issues such as:

- Vehicle buying, maintenance issues, or vehicle placement
- Customer service issues
- External contracts or partnerships with developers, transit authorities, or any other partners
- Staffing issues, except as related to the CEO



- Business development, marketing, or advertising of services
- Public and/or media relations (except as requested by staff)

## Board Composition

Modo's Board consists of nine directors. Each position generally serves a three-year term of office.

A key pillar of the co-op is diversity and inclusion. Equally important is the diverse composition of our board and we encourage persons from diverse geographies, and traditionally underserved communities to put their name forward. The board strives to achieve and maintain ethnic and gender diversity on the board.

To do so, the board has set the following targets:

- Ethnicity target: Have at least 40% representation of self-identified Black, Indigenous and/or People of Colour (BIPOC) – at least 4 of the 9 elected Directors.
- Gender Identity & Sexual Orientation Target: Do not exceed more than 60% representation for a single self-identified gender on the Board of Directors –no more than 5 of the 9 elected Directors. Have representation from 2SLGBTQAI+ community – at least 1 of the 9 elected Directors.

It is essential the Board be composed of directors with a mix of skills and backgrounds, both professional and personal. The Board seeks individuals with diverse experience and backgrounds, particularly in the following experience areas:

- Legal
- Senior Leadership
- Shared Mobility
- Policy and Government Relations
- Management Oversight
- Co-operative Experience
- Accounting

As indicated above, we are encouraging nominations from those who identify as Black, Indigenous, People of Colour, 2SLGBTQAI+, women, and non-gender conforming.

Modo encourages and welcomes all qualified candidates. We pride ourselves on being an equal opportunity organization and encourage nominations from all individuals, including those identifying with traditionally underrepresented groups. We are dedicated to



maintaining a healthy, productive, and respectful work environment, free from bullying, harassment, and discrimination, and in which all are treated with dignity.

Our directors are volunteers. They are not paid or given preferential treatment for their time spent on board business.

### **Interested in Getting Involved?**

If you are a **Modo Plus shareholding member** interested in serving on the Board and can fulfill the requirements listed above, we'd like to hear from you. Here's what you'll need to do:

**1. Submit your nomination document by 5:00pm March 9<sup>th</sup>.**

- Directors Nominations Form and Consent to Act
- Standards of Conduct and Confidentiality

[Submit these forms online](#) or by mail at Modo's office at 200–470 Granville Street, Vancouver, BC (to be received before the Close of Nominations). Please note that you must be a Modo Plus shareholding member by the close of nominations to run and vote in the board election.

**2. Submit a written nomination statement and take part in a video. *Guidelines for the written submission and video questions/format will be announced at the Prospective Director candidate workshop on February 11<sup>th</sup>. Submission deadline for these materials will be 5pm on March 25th, 2025.***

### **Prospective Director candidate workshop**

Modo will hold a virtual workshop for prospective director candidates on February 11th, 2025, at 7PM. Prospective candidates are strongly encouraged to attend this meeting to learn more about the opportunity to serve on Modo's Board of Directors and to have your questions answered.

If you'd like to attend the Prospective Director candidate workshop, please RSVP to <https://www.surveymonkey.com/r/B2NW2ZY> by noon on February 10th, 2025.

*Modo's Board of Directors thanks you in advance for your interest and consideration. To get more information, or speak to a current director about what's involved, please email [nominations@modo.coop](mailto:nominations@modo.coop) or contact Modo at 604.685.1393 and ask to have a director contact you.*