Vintage clothes are cool. Vintage policies are not.



Keep your policies up to date with CUPolicy Prv



Creating your Business Continuity Plan can feel like a monstrous task.

Let **Recovery**Pr help.

Choosing Vendor Partners Wisely



CURISK INTELLIGENCE LeagueInfoSight

Agenda

- Why?
- NCUA Guidance
- Planning and Risk Assessment
- Due Diligence
- Contract Considerations
- Risk Measurement, Monitoring and Control of Third-Party Relationships
- Vendor Management Program
- Best Practices
- Resources



WHY???



The Why!

- We need to evolve! Our members are looking for us to provide them with tools and resources that keep pace with technology.
- Managing economies of scale.
- Expertise in areas that we may not have qualified staff or the resources to hire staff.
- Frankly, there are significant risks in choosing our vendor partners and there are significant risks in not choosing vendor partners!
 - Transaction Risk
 - Compliance Risk
 - Strategic Risk
 - Reputation Risk

NCUA Guidance



Find Operational Insight & Model Policies

NCUA Guidance

<u>Supervisory Letter 07-01 – Evaluating Third Party Relationships</u>

- Credit unions must carefully consider the potential risks third party relationships present and how to manage them.
- Risks may be mitigated, transferred, avoided, or accepted; however, they are rarely eliminated.
- When evaluating third party arrangements, the credit union (commensurate with size, complexity and risk profile) should address:
 - Risk Assessment and Planning;
 - Due Diligence; and
 - Risk Measurement, Monitoring and Control

Vintage clothes are cool. Vintage policies are not. Keep your policies up to date with CurolicyPro

- Does the third-party relationship complement the credit union's mission and philosophy?
- Documentation of how the relationship relates to the strategic plan, considering longterm goals, objectives and resource allocation?
- Documentation should contain measurable, achievable goals and clearly defined levels of authority and responsibility.
- Risk assessments need to be conducted initially and ongoing.
 - Initial risk assessment for a third-party relationship should consider all seven risk areas (Credit, Interest Rate, Liquidity, Transaction, Compliance, Strategic and Reputation).

Initial Risk Assessment Components

- Strategic risk Risk arises from making the wrong business decision, including failing to make business decisions that are consistent with the CU's strategic plan.
- **Reputation risk** Risk arises from negative member and public opinion of the credit union, either as a result of poor service or as the result of bad publicity in the media.
- Transaction Risk Risk arising from problems with delivery of products or services.
- Credit Risk Risk that the third-party is financially unable to meet the terms of its contract with the CU.

Initial Risk Assessment Components

- Compliance Risk Risk arising from violations of statues or regulations, or from noncompliance with the credit union's policies, procedures or business standards.
- Interest Rate Risk Risk arises from changes in interest rates, especially short-term versus long-term interest rates.
- **Liquidity risk** Risk arising from holding non-liquid assets when the credit union experiences cash flow difficulties.

Initial Risk Assessment Components (additional)

- Operational Risk Risk of loss stemming from; inadequate or failed internal controls, CU employees, information or other systems.
- Data breach risk/data security risk If the vendor has physical of cyber theft or breach of information or data.
- Other risk price, foreign currency exchange risk, political instability abroad etc.

Initial Risk Assessment Components

- Expectations for Outsourced Functions nature and scope of needs. To what extent will
 the third party be responsible for desired results?
- Staff Expertise Is credit union staff qualified to manage and monitor?
- Criticality How important is outsourcing? Mission critical? Other alternatives?
- Risk-Reward or Cost-Benefit Relationship does the benefit outweigh the risks/costs?
- Insurance additional liabilities created? Sufficient coverage?
- Impact on Membership how will member expectations be managed? Positive/negative impacts of the relationship on the membership?
- **Exit Strategy** reasonable way out of the relationship if necessary? Another party to provide mission critical services?

Financial Projections

- Outline range of expected and possible financial outcomes.
- Project a return on investment (ROI):
 - Expected revenues
 - Direct costs
 - Indirect costs
- Evaluate financial projections in the context of overall strategic plans and asset-liability management framework.

Questions to consider

- How does the business service or product fit into the credit union's strategic plans?
- Are there alternatives, including using internal sources, collaboration with other credit unions, available credit union service organizations (CUSOs), etc.?
- Will this allow the credit union to be more efficient and effective? What is worst case scenario? What would be the impact?
- How much do we really know about this third-party, its business and its reputation in the business community?
- What additional information would my regulator/examiner ask for, especially if my credit union later experiences problems?



- **Business Model** what is the longevity and adaptability of a third-party's business model? Simply the conceptual architecture or business logic employed to provide services to clients. How about income and expenses? Any conflicts of interests (i.e., revenue tied to loan volume rather than loan quality)?
- Cash Flows "one of the most important considerations when analyzing a potential third-party relationship is determining how cash flows move between all parties in a proposed arrangement." Credit unions should be able to independently verify the source of cash flows and have a corresponding review process.
- **Financial and Operational Control Review** carefully review the financial condition of third parties and their closely related affiliates. Does the financial picture demonstrate the ability to fulfill the contractual commitments proposed? Consider the financial statements with regard to outstanding commitments, capital strength, liquidity, and operating results.

- Contract Issues and Legal Review credit unions should seek qualified external and independent legal counsel to review prospective third-party arrangements and contracts.
- Accounting Considerations third party relationships might create accounting complexities. Credit unions should consult with a certified public accountant (CPA) or have adequate accounting infrastructures to appropriately track, identify and classify transactions in accordance with GAAP. Independent reviews of third-party arrangements and associated activities should be conducted.

Additional Due Diligence Activities

- Research vendor reputation
- Qualified staff to monitor the proposed service
- Outsourcing to a 4th party
- Encryption at rest and in transit for sensitive data
- Core integration or implication
- OFAC!

Due Diligence Annual Review/Documentation

- Contract Review
- Insurance Validation/Sufficiency
- Privacy Policy
- Audited Financials or annual report or EDGAR
- SSAE 16 or internal control information (could include PICK reports, IT audit)
- Licenses or certifications (if applicable)
- W-9

Due Diligence Annual Review/Documentation

- Disaster Recovery plans
- Third party vendor management policies
- Referrals and References!
- Lawsuits or legal proceedings involving the third party or its principals.
- Independent reputation check: Better Business Bureau, Federal Trade Commission, Credit Reporting Agencies, State Consumer Affairs Offices, or State Attorney General Offices.



Contracts

- The credit union should have a written contract with every third-party vendor.
- Original contracts should be maintained in a centralized (safe) document storage system for easy reference and disaster recovery.
- Contracts should be entered into a controls system for tracking terms and termination procedures.

Contract Requirements (minimum)

- Scope of arrangement what the third-party vendor is expected to provide, services
 offered and authorized activities.
- Responsibility of all parties (including affiliates & subcontractor oversight).
- Service level agreements addressing performance standards and measures, including monitoring.
- Performance reports and frequency of reporting.
- Penalties for lack of performance.

Contract Requirements (minimum)

- Ownership, control, maintenance and access to financial and operating records
- Ownership of servicing rights and property rights
- Audit rights and requirements (including responsibility of payment)
- Data security and member confidentiality (testing and audit)
- Notification timeframes for security breaches
- Business resumption or contingency planning
- Current insurance coverage
- Member complaints and member service
- Compliance with regulatory requirements

Contract Requirements (minimum)

- Dispute resolution
- Renewals, payment modification, exit out clauses, mergers, reassignments
- Choice of governing law and choice of venue clauses
- Indemnification of the credit union, limited liability
- Term of the contract and contract termination
- Compensation, fees and expenses

Compliance Role

- Where does your involvement begin with credit union contracts?
- Are you involved in contract negotiations?
- Who is responsible for collecting due diligence information prior to contract execution? Who is monitoring that?
- Do contracts hold vendors accountable for being non-compliant? Is this being double and triple checked?
- Is responsibility designated for who will manage the relationship with the vendor once the contract is signed? Is this documented anywhere?
- How does the credit union ensure the vendor is in compliance?

Risk Measurement,
Monitoring and Control
of Third-Party
Relationships



Risk Measurement and Monitoring

Risk Measurement, Monitoring and Control of Third-Party Relationships

Third parties and risk profiles will change – risk mitigation efforts should be specific to the materiality of the risk and the credit union's overall complexity. **Key considerations:**

- Due diligence is ongoing!
- Establish ongoing expectations and limitations.
- Compare program performance to expectations.
- Ensure all parties are fulfilling responsibilities.

Policies and Procedures

Policies and Procedures

- Policy guidance should be sufficient to outline expectations and limit risks from third party arrangements.
- Staff responsibilities and authorities should be outlined for third party processes and program oversight.
- Define the content and frequency of reporting to Management and Board.
- **Program limitations** to control the pace of growth and allow time to develop experience with the program.

Policies and Procedures

Policies and Procedures

- Procedures should include guidance for reviewing, analyzing, selecting and administering third party relationships.
- Procedures should be **standardized** (template) so that consistent reviews can be performed on an annual (or as often as defined) basis and potentially by different employees.

Risk and Monitoring

Controls and Reporting

- Credit unions are responsible for establishing internal controls and audit functions to assure them that third parties are appropriately safeguarding member assets, producing reliable reports, and following the terms of the agreement.
- Ongoing risk management procedures should be established for any material third party relationship.
- Qualified staff should be responsible for continued monitoring and oversight, including familiarity and understanding of reports being provided.

Risk and Monitoring

Controls and Reporting

- Measure performance in relation to policy guidance, contractual commitments, and service levels.
- Implement quality control procedures to review performance.
- Management and Board should receive periodic reports to assist them in evaluating the performance of the overall arrangement and adequacy of reserves.



Components of an effective Vendor Management Program

- Policies and Procedures
 - Definitions
 - Risk criteria for vendors expectations and risks originating from those relationships
 - Identification of type of risk and risk classification (high vs. critical)
 - Timeframes/frequency for third-party vendor reviews (annual, semi-annual, quarterly) based on risk.
 - Credit union staff responsibilities and authorities for third-party vendor relationships and program oversight.
 - Content and frequency of reporting to the management and Board.
 - Limitations/controls to pace the program.
- Use of any third-party assistance with your vendor management program (for example CUVM).

Definitions

- Critical Vendor a service provider that cannot easily be replaced and whose services if
 interrupted would cause significant financial and or operational impact.
- High-risk vendor a 3rd party that has access to sensitive corporate information and/or handles its financial transactions and has a high risk of information loss.
- **Low-risk** vendors that do not need as much mitigation as others. Low risk does not equate to no risk.
- Medium-risk vendors whose access to member information is limited; and or whose loss
 of services would be disruptive to the credit union.

Components of an effective Vendor Management Program

- Requirements for vendors selection:
 - Legal Review
 - Background Review
 - Privacy Review
 - Financial
 - ROI
 - Controls
- Reporting (BOD, Executive Management etc.)
- Responses to deal with control breakdowns or breaches that may negatively impact members or the credit union.





Best Practices

- Establish a Vendor Oversight Committee (provide training)
- Establish a Vendor Management Officer who:
 - Helps to stay on top of important dates regarding the contract.
 - Checks in quarterly with the contract manager for feedback and satisfaction with the vendor.
 - Ensures policies and procedures are being followed.
 - Helps to drive and aggregate risk rating and management process.
 - Continues to build and evolve the overall program when needed.
 - Liaison for the Board/CEO.
 - Facilitates or helps coordinate training.



Resources

Compliance doesn't just happen.





Vendor Management

https://cuvm.org





VENDOR MANAGEMENT THAT SIMPLIFIES YOUR LIFE!

Managing vendors can feel like a juggling act that never stops. At CUVM, we believe in simple – a simple solution that will save you time, help you avoid costly mistakes, and keep you organized.

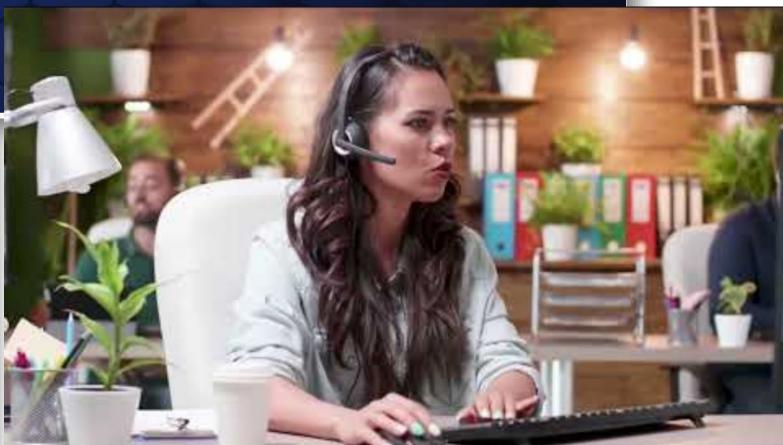
Find out how we can help you!



A simple solution for a complicated task

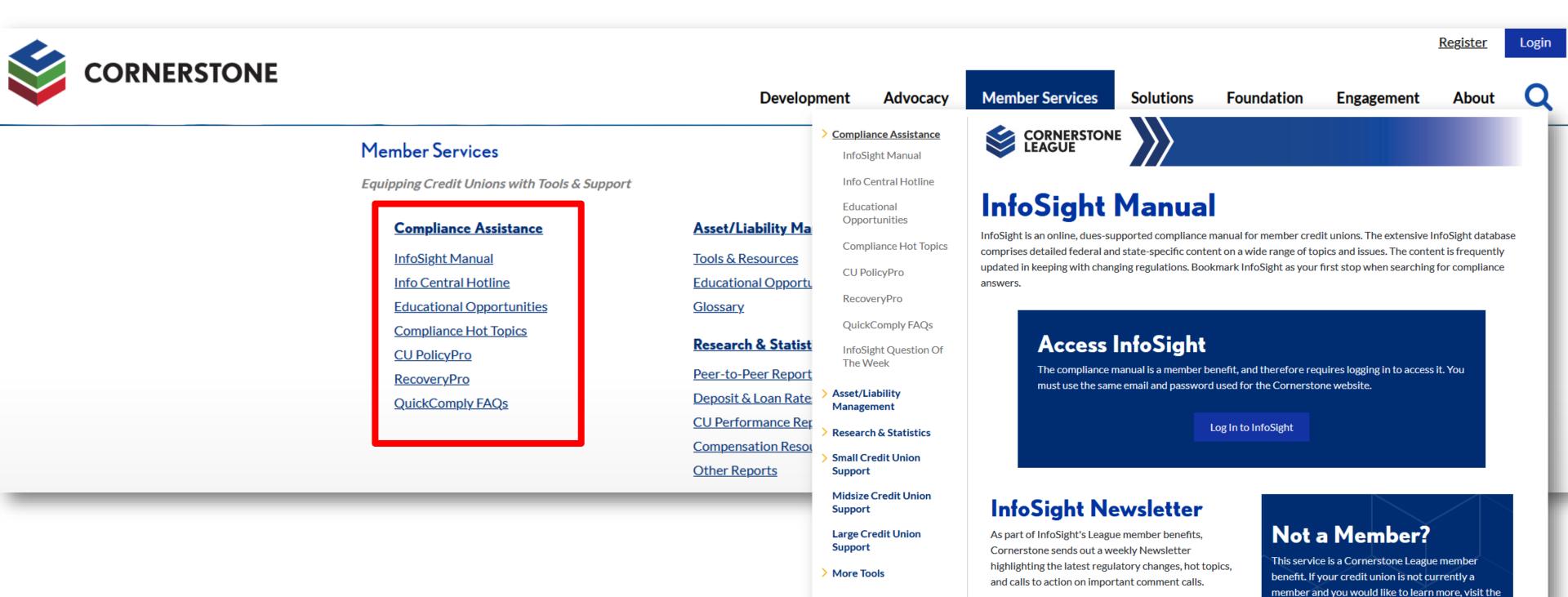
- Streamlines the vendor management process
- Saves you time and money and lowers operational expenses
- Centralizes storage and retrieval of contracts and due diligence
- Offers personalized service with dedicated analyst and support staff
- Ensures all contracts are compliance-friendly
- Meets NCUA requirements
- Cloud-based technology that is available 24/7





RESOURCES

https://www.cornerstoneleague.coop



RESOURCES





In Partnership with



Compliance Videos

Compliance Help

Log Out

Compliance Topics

Checklists

CU PolicyPro

RecoveryPro

Resources

Q

Welcome, Glory

Topics of Interest

- **\$**0
- Bankruptcy and Collections
- Foreclosure (Michigan)
- Garnishment (Michigan)
- Investment
- Loans and Leasing

Recently Visited Pages

- Vendor Due Diligence
- Board Responsibilities
- InfoSight Listing by State
- Home Mortgage Disclosure Act
- Loans and Leasing
- RecoveryPro
- Business Continuity Planning

Credit Union Tools

The 2023 Q4 Compliance Update Video is now available.



Compliance Training

- Required Compliance Training
 - CUNA's free Webinars
 - CUNA training, education and professional development
 - NCUA's Learning Management Service

Cybersecurity Resources

InfoSight has compiled a list of resources to provide general insights on cybersecurity incidents and guidance on preventive measures for the future.

Recently Updated

January 2024 - Bank Secrecy Act

Resources

A - Z Listing

Account Insurance Estimator

Check Deposit Notice Generator

Collaborative Tool

Compliance Calendar

CUNA e-Guide

FAOs

Federal Regulations List

InfoSight Listing by State

2023 Q1 Compli

- Deposit Account Updat
- Lending Updates

Credit U

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perations.

- Credit Union Operation
- · Compliance Calendar

Newsletter

Required Compliance Training

RISK Alerts

May, 2024

Compliance Calendar

May 14th, 2024: CFPB - Credit Card

Penalty Fees

 May 27th, 2024: Memorial Day - Federal Holiday

June, 2024

• June 19th, 2024: Juneteenth National Independence Day - Federal Holiday

Resources



Home Compliance Topics Board Responsibilities Vendor Due Diligence

Vendor Due Diligence

Last Reviewed: July 2021

Though partnering with third parties to provide products and services to members can be cost effective and provide expertise that is not a inadequately managed third-party relationships can result in unanticipated costs, legal disputes and financial loss. Adequate due diligence that the various risks involved (credit, interest rate, liquidity, transaction, compliance, strategic and reputation) are acceptable in relation to profile and safety and soundness requirements.

NCUA has issued several pieces of guidance on managing third party risk and due diligence, including guidance on Evaluating Third Party F

Examples of third-party services include the following:

- · Lending (member business lending, mortgage lending, loan participations);
- Regulatory Compliance (Bank Secrecy Act, Office of Foreign Asset Control); and
- Electronic Services (data processing, internet banking, credit card, bill pay).

Summary

Checklist

FAQs

Additional Resources

Model Policies

⇔ View/Print All

Vendor Due Diligence: Checklist

(To be in substantial compliance, all answers should be "Yes" unless they are not applicable.)

PART I - RISK ASSESSMENT AND INTERNAL PLANNING

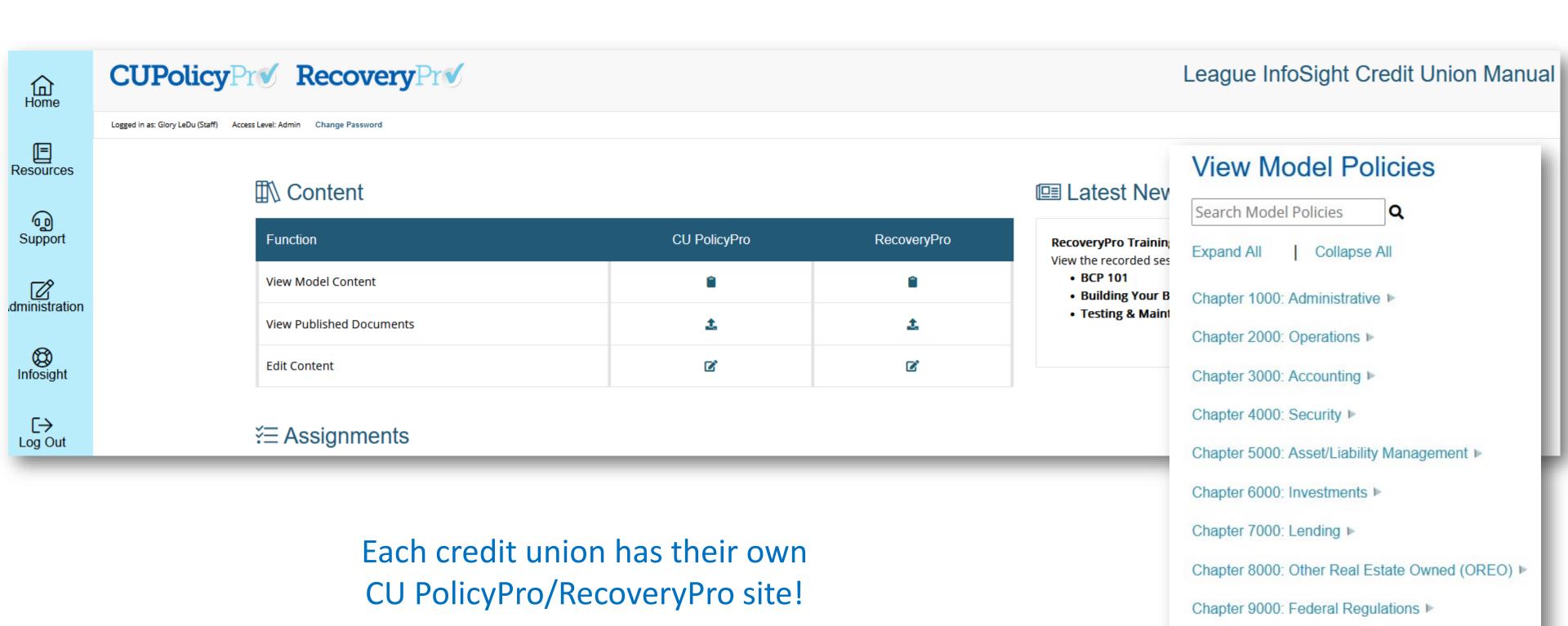
- Internal Risk-Assessment of the Credit Union
 - 1. Does the relationship compliment the credit union's overall mission and philosophy?
 - 2. Are the proposed activities, related costs, product and services standards, and third-party involvement, consistent with the credit union's overall business strategy and risk tolerances?
 - 3. Has it been documented how the relationship corresponds with the credit union's Strategic Plan, considering long-term goals, objectives and resource allocation requirements?
 - 4. Have action plans been developed to achieve: objectives in support of strategic planning for new third-party arrangements, clearly defining the nature and scope of the credit union's needs; which needs will be met by the third party; and to what extent the third party will be responsible for the desired results?
 - 5. Has the credit union completed an appropriate risk assessment to determine the exposure related to each third-party relationship? Categories of risk to be assessed include:
 - A. Credit, interest rate, liquidity, transaction, compliance, strategic and reputation (i.e., loss of capital if the venture fails; loss of member confidence if the program, product or service fails to meet member expectations; costs associated with attracting or training personnel and investing in required infrastructure; and whether the potential benefit of the arrangement outweighs the potential risks or costs).
 - 6. Does the credit union have adequate staff expertise (i.e., is the credit union's staff qualified to manage and monitor the third-party relationship? How much reliance on the third party will be necessary)? Categories of risk to be assessed include: loss of capital if the venture fails; loss of member confidence if the program, product or service fails to meet member expectations; costs associated with attracting or training personnel and investing in required infrastructure; and whether the potential benefit of the arrangement outweighs the potential risks or costs.
- Financial Projections

Resources



Chapter 10000: Records Retention ▶

Chapter 11000: Fair Credit Reporting Act ▶



https://www.leagueinfosight.com/cu-policypro-client-listing

RESOURCES



Annual Non-Affiliated

Credit Union Pricing

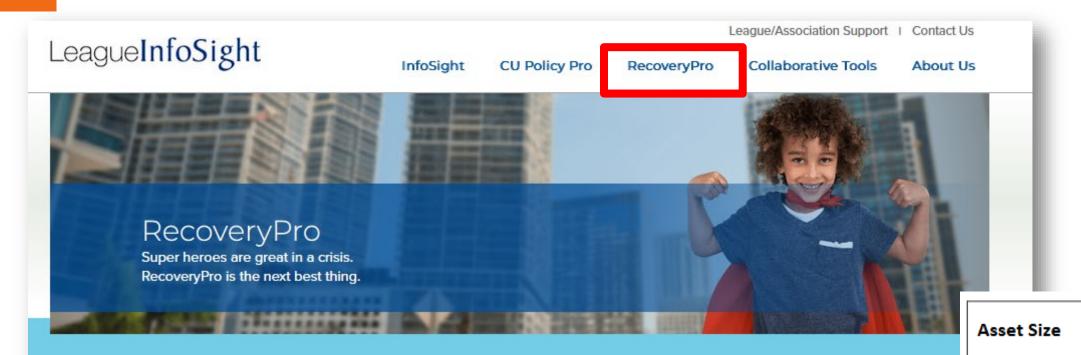
\$599

\$1,399

\$2,599

\$6,199

\$10,999



RecoveryPro Overview

Your credit union may not be able to prevent a disaster from occurring, but you can be ready when it happens. Security, data recovery, and peace of mind are price when faced with a catastrophic loss. RecoveryPro can get your credit union's Business Continuity Plan (BCP) in place!







Under \$50 million

Over \$1 billion

\$50 million - \$150 million

\$150 million - \$350 million

\$350 million - \$1 billion

Analyze & Assess

Plan & Prepare

Validate & Maintain

Identify and prioritize business processes and assess risks and impacts of a variety of event types

recover your business when disaster strikes

Develop plans, prepare to manage incidents, and Ensure your plans are effective and your teams are ready through testing, content reviews, and updates







https://www.leagueinfosight.com/recoverypro

Annual Affiliated

Credit Union Pricing

\$249

\$549

\$1,049

\$2,549

\$4,549

Compliance Management



Policy 1230: Regulatory Compliance

Model Policy Revised Date: 03/14/2022

Revised Date: 3/14/2022

General Policy Statement

[[CUname]] (Credit Union) is committed to understanding and complying with the laws and regulations that govern its operation. The purpose of this policy is to formalize that commitment, assign responsibility, and authorize general compliance activities. In order to assist with this formalized commitment, the Credit Union has a compliance management system in place, inclusive of a compliance program addressing the guidelines within policy, along with processes and procedures to manage consumer compliance risk, support compliance and ultimately prevent any harm to the Credit Union's members, and consumers generally.

Guidelines:

1 RESPONSIBILITY

- A. While the Board of Directors is responsible for the overall performance of the Credit Union, authority to design and administer the compliance program is granted to the CEO/President
- B. The CEO/President is assigned the role of Compliance Officer, unless this role is formally assigned by the CEO/President to another member of the management team.
- C. Effective compliance requires the contribution of each employee at each stage of the product lifecycle, from product creation, implementation and service/administration. All employees are responsible to learn, understand and comply with the laws and regulations that affect their area of responsibility.
- 2. COMPLIANCE EXPERTISE. The CEO/President is responsible to ensure they or the assigned Compliance Officer has knowledge of consumer compliance laws and regulations, including emerging risks that may impact the Credit Union's products and services. The Compliance Officer will continue to build the compliance expertise of the entire Credit Union with authorized activities including internal staff training, attendance at compliance schools and webinars, subscription to compliance update services, etc. Funding for such compliance activities that exceeds management's spending authority must be approved as part of the annual budget or through separate action by the Board.

COMPLYSIGHT

CU Risk Intelligence's compliance management solution, **ComplySight**, provides visibility, tracking, measuring and reporting of compliance activities through a single, simplified application.

The system provides a conduit to strengthen a credit union's overall communication, supporting a state of continual readiness for audits, and providing regulatory updates essential to maintaining compliance.

AFFIRMX

CU Risk Intelligence's industry-leading risk management automation provider, **AffirmX**, delivers mitigation resources for credit unions that reduce the costs, workloads and angst associated with regulatory compliance.

Serving more than 230 credit union clients and scores of association partnerships nationwide, the system prioritizes risk management tasks and remediation by utilizing relevant and timely data that improves performance throughout the enterprise.

https://www.curiskintelligence.com/





What if your building becomes inaccessible? Recovery Production of the control of **RecoveryPrv** can help you plan for that.





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