

**The Midcounties Co-operative Limited
Minutes of the Special Meeting of Members held at
Chateau Impney Hotel & Exhibition Centre, Droitwich Spa
Worcestershire, WR9 0BN**

Saturday, 13 May 2017

Directors present:

**Ruth FitzJohn – President
Patrick Gray – Vice President
Helen Wiseman – Vice President
Steve Allsopp
Olivia Birch
Clive Booker
Bernadette Connor
Judith Feeney
Ellie Freeman
Irene Kirkman
Matthew Lane
Donald Morrison
Jean Nunn-Price
Louise Pevreal
Barbara Rainford
Vivian Woodell**

585 members present (including Directors & Officers)

108 members attending by webcast

Society Officers present:

**Ben Reid, Group Chief Executive
Edward Parker, Secretary & Head of Governance
The Executive Team**

17/01 Proposed Rule change

The meeting had been convened for members to consider and, if saw fit, approve a revision to the Society's Rules.

An explanatory note on the revision had been circulated to members.

It was noted that Rule 10.10. of the Society's Rules provided that a member eligible to be nominated for election as a director or serving as a director would need to have spent a minimum of £400 trading with any of the Society's businesses in the previous 12 months. However, there was no equivalent spend requirement for members nominated or serving on the Society's Membership Strategy Committee ("MSC").

The Board felt this inconsistent treatment between directors and members of the MSC should be rectified, but that a lower level of spend should be set for the MSC to reflect the lower overall level of commitment required of members on the MSC.

To effect this, a new clause 16.3.c was proposed. This new clause followed the wording of the equivalent clause for directors found in Rule 10.10.:

- 16.3.
- a) [...]
 - b) [...]
 - c) A member shall only be eligible for election to any such committee if they, or their partner, or member of their household with whom they are financially interdependent, have spent at least £200 on purchases during the previous 12 months with the Society; the above rate of purchases must be maintained during their service on the committee; "purchases" shall normally be evidenced by the Society's record of purchases. Any member who ceases to meet this level of spend shall immediately cease to be a member of the committee in question.

In response to questions the following was noted:

- the Board believed it was important the proposed level of spend was maintained while serving on the Committee given the long-held view that those elected to serve on the Board should demonstrate a trading relationship with the Society
- the level of spend was set at £200 per year after due consideration; the Board was keen to ensure the level should not be so high as to dissuade members from standing, yet at the same time it should serve to demonstrate a level of commitment to the Society.

The proposed Rule changes were proposed, seconded and approved:

For
261

Against
30

Abstain
12

17/02 Any other business

No matters were raised.

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President

Date:

For approval at May 2018 AGM