## The Midcounties Co-operative Limited

## Minutes of the Special Meeting of Members

## held at Co-operative House, Warwick and online

## 24 May 2025 at 11.30a.m.

**Directors present:**

**Irene Kirkman, President**

**Vivian Woodell, Vice-President**

**Heather Richardson, Vice-President**

**Ellie Boyle**

**Bernadette Connor**

**Amanda Davis**

**Callum Dunne**

**Vicky Green**

**Harvey Griffiths**

**Stephen Hawksworth**

**Paul Mather**

**Nick Milton**

**Barbara Rainford**

**Fiona Ravenscroft**

**Helen Wiseman**

**Janson Woodall**

**Society Officers present:**

**Phil Ponsonby, Group Chief Executive Officer**

**Peter Kelly, Chief Financial Officer**

**Pete Westall, Chief Values Officer**

**Edward Parker, Secretary & Head of Governance**

**The Executive Team**

**63 in person and 169 online members attending (including Directors and Officers)**

**25/01 Meeting purpose**

The meeting had been convened to consider and approve (or otherwise) a proposed change to the Society’s Rules.

**25/02 Proposed Rule changes**

Edward Parker presented the proposed Rule change, which would align the Society with best governance practice in the co-operative sector, by allowing the Board to appoint an independent non-executive director to the Board.

The proposed amendment to the Rules is set out below (additions are underlined):

|  |
| --- |
| **Rule 10.1**  The Board shall consist of sixteen directors elected by the members of the Society in accordance with election procedures set out in these Rules and additional procedures approved from time to time by the Board. |
| The Board shall have the power to determine whether there shall be reserved places for directors on the Board and, if so, the numbers of such reserved places. Any such determination shall take into account the geographic distribution of members and/or sales within the Society. |
| Directors shall be elected for terms of three years, unless stated otherwise in these Rules, and shall take office from the close of the Members’ Meeting at which the election results are announced.  The Board may co-opt an independent external Director to the Board in addition to the number of Directors specified in these rules.  To be eligible to serve as a co-opted Director an individual must be a member of the Society.  A co-opted Director shall serve for a fixed period determined by the Board at the time of co-option, and such period shall be subject to review by the Board at least every twelve months; can serve for no more than nine years in total; may be removed from office at any time by a resolution passed by a majority of the members of the Board; cannot be an employee or former employee of the Society; cannot serve as President or Vice-President of the Society; shall be remunerated in an amount (to be disclosed in the Society’s published accounts) as fixed by the Board.  A co-opted Director’s appointment must be ratified by members at each Annual General Meeting of the Society.  Rules 10.10a and 10.10b shall not apply to co-opted Directors. [i.e. co-opted directors do not have to have been a member for a year before being able to serve on the Board, and do not have to have any qualifying spend with the Society]. |

**25/03 Questions, answers and comments**

The following proposed amendment to the Rule change was put forward:

* It was requested that the words ‘in exceptional circumstances’ be added to the Rule change so that it would read as follows: ‘The Board may, in exceptional circumstances, co-opt an independent external Director to the Board in addition to the number of Directors specified in these rules’. It was agreed that the proposed amendment would be put to member vote.

**25/04 Approval**

The proposed amendment and Rule change were approved:

**.1 Amendment to the Rule Change**

The members approved an amendment to the Rule Change to add the words ‘in exceptional circumstances’.

|  |  |  |
| --- | --- | --- |
| **For** | **Against** | **Abstain** |
| 108 | 45 | 78 |

**.2 Approval of the amended Rule Change**

The members approved the amended Rule Change.

|  |  |  |
| --- | --- | --- |
| **For** | **Against** | **Abstain** |
| 128 | 28 | 11 |

**25/05 Meeting close**

There being no further business, the meeting closed.

## …………………………………… Date:

## President