## The Midcounties Co-operative Limited

## Minutes of the Special Meeting of Members

## held online

## 15 July 2025 at 6.00pm

**Directors present:**

**Irene Kirkman, President**

**Vivian Woodell, Vice-President**

**Heather Richardson, Vice-President**

**Ellie Boyle**

**Amanda Davis**

**Callum Dunne**

**Harvey Griffiths**

**Helen Wiseman**

**Paul Mather**

**Barbara Rainford**

**Stephen Hawksworth**

**Janson Woodall**

**Apologies from Directors:**

 **Bernadette Connor**

**Vicky Green**

**Fiona Ravenscroft**

**Nick Milton**

**163 members attending (including Directors and Officers)**

**25/13 Meeting purpose and background**

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

The meeting followed on from the Special General Meeting held on 24 May 2025 at which a Rule change was proposed allowing for the appointment of an independent non-executive director (INED) to the Board. At that meeting, an amendment to the Rule change was suggested by a member. The amendment was passed and then the Rule change voted on as amended.

Following the meeting, a detailed review of the Society’s Rules showed that it was not possible to accept amendments to proposals put forward during a Special Meeting (Rule 9.7: “A Special Members’ Meeting shall not transact any business not specified in the notice convening it”). Thus, and unfortunately, the Rule change could not be accepted.

The Board was keen to address this procedural error, so had taken the decision to hold a further Special Meeting to propose the Rule change as amended during the Special Meeting on 24 May 2025.

**25/14 Proposed Rule changes**

Edward Parker presented the proposed rule change as set out below. This allowed for the appointment of an INED by the Board in exceptional circumstances with safeguards to uphold democratic member control.

The proposed amendments to the rules were as follows (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, in exceptional circumstances, 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]. |

**25/15 Questions, answers and comments**

The following was raised:

* Rules 10.10a and 10.10b – an explanation was provided
* Consequence of rule change – the rule change was an enabling change to allow for the possibility of appointing an INED – it was not proposed to make such an appointment immediately; if an appointment was made, it would not be proposed to reduce the size of the Board
* Exceptional circumstances – an explanation of what the Board believed might constitute exceptional circumstances was provided, in particular, if the Board believed it needed a certain skillset to help it meet particular challenges or achieve its objectives; the skillset needed would depend on the circumstances at the time; examples could include digital transformation skills, strategic thinking, change management expertise
* Process for appointment – should the Board feel it wished to appoint an INED at a point in the future it would look to best practice from among other retail societies to develop a process that felt fair and transparent; this could include seeking an appointment from among the existing membership
* Fee level – the level of fee for an INED, if appointed, had not been determined; it would depend on a number of factors – for example, the skillset required and the candidates available at the time
* INED v. professional advisor – an INED had different responsibilities and accountabilities compared to a professional advisor to the Board; for example, as a director of the Society, an INED would be accountable to and have to answer to members, whereas a professional advisor only had to answer to the Board; in certain circumstances the Board might believe this different, more complete set of accountabilities could mean it was valuable to appoint an INED rather than simply rely on professional advice
* Retail skills – retail skills were key on the Board given the Society was a retail organisation
* Conflict – the Board’s policy did not allow an individual to serve on the Board who was also a director of another retail consumer society
* Spend requirements – while an INED would not have to meet the spend requirements of other directors on the Board, it was reasonable to assume that they would do so
* Annual ratification – the process was clarified; an INED’s appointed would need to be ratified by members each year
* Cost benefit – the Board would expect to see demonstrable value should it appoint an INED; the key to a successful appointment was that the Board was stronger as result
* The Rule change only allowed for the appointment of one INED
* Retail societies – the comment was made that costs could be reduced if there was a single co-operative retail society.

**25/16 Approval**

A practice vote was taken.

The proposed rule change was approved:

|  |  |  |
| --- | --- | --- |
| **For** | **Against** | **Abstain** |
| 122 | 18 | 4 |

**25/17 Meeting close**

There being no further business, the meeting closed.

## …………………………………… Date:

## President

## Dates of next meetings

## Half Year Meeting - 7 October 2025