

**The Midcounties Co-operative Limited
Minutes of the Special Meeting of Members
held online**

13 May 2021 at 7.30p.m.

Present at Co-operative House, Warwick:

**Helen Wiseman – President
Matt Lane – Chair, Remuneration Committee
Phil Ponsonby, Group Chief Executive
Edward Parker, Secretary & Head of Governance
Peter Dubois, Group Chief Financial Officer
James Eales, Young Co-operators Network**

513 members attending (including the above)

21/01 Meeting purpose

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

21/02 Proposed Rule changes

Edward Parker presented the proposed changes. These related to:

1. arrangements to ensure well contested Board elections, and
2. the number of years a director could serve as President.

The details of the proposed rule changes were explained to members. In summary, it was explained that the first proposed rule change aimed to ensure that elections to the Board remained well contested by requiring the Board to take action where the number of members putting themselves forward for election was less than 1.5 times the number of vacancies over two consecutive elections. The second proposed rule change clarified that a director could serve as President for a maximum of six years in any rolling 12-year period.

The proposed amendments to the rules were as follows (deletions are scored

through, additions are underlined):

Changes to 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 Secretary shall be the returning officer for all elections and shall have the power to determine all questions arising in the course of elections in their sole and absolute discretion.

Elections to the Board shall be by the members using a postal ballot system or such other means as the Board shall determine based on the Society's Members' Mailing List.

If over two successive elections the average number of candidates is less than one and a half times the number of vacancies (rounded down if relevant), then the following measures shall be taken prior to the next election:

The Board shall:

- i) encourage members attending the next Annual General Meeting to stand for election
- ii) contact other active members by letter/email to encourage them to stand for election
- iii) ensure that members who express an interest in standing for election are offered information, support and encouragement to stand.

If, at the next election, the measures set out in i) - iii) above do not take the number of candidates to more than one and a half times the number of vacancies (rounded down if relevant), then prior to the subsequent election the Board shall repeat the above measures and, in addition, shall take active steps to encourage nominations from individuals within the co-operative movement who have a demonstrable co-

operative commitment and experience.

Should insufficient candidates put themselves forward for election following the actions set out above, the Board will conduct surveys to understand what barriers there might be to becoming a director and take action accordingly in time for the next election.

Changes to Rule 10.7

At the first meeting of the Board following the announcement of the results of the annual election of directors, the directors shall elect:

- a. one of their number to be the President of the Society; a director can serve as President for a maximum of 6 years in any rolling 12 year period no director shall be president for any continuous period exceeding six years;
- b. two of their number to be Vice-Presidents of the Society.

21/03 Approval

The proposed rule changes were approved:

- Rule 10.1 – Arrangements for contested elections

For	Against	Abstain
270	15	13

- Rule 10.7 – Number of years a director can serve as President

For	Against	Abstain
269	19	13

21/04 Meeting close

There being no further business, the meeting closed.

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President

Date: