

Guiding Principles for the Board of Directors

Preamble

The following principles were adopted by the Board of The Midcounties Co-operative Limited by resolutions dated 3 October and 28 November 2005 (minutes 05/282 and 05/334). They were updated by resolutions dated 1 October 2007 (minute 07/148) and 26 November 2012 (minute 12/164.2). They help guide the Board in its decision making and provide the framework and expectations for the way directors should interact with one another and with others with whom they have business.

On 1 October 2007, the Board also agreed that the sections of the governance code produced by Co-operatives UK for consumer co-operative societies which covered the duties and responsibilities of directors and which set out a code of conduct for directors should be appended to these Guiding Principles, to reinforce the expectation that directors should observe the principles and standards set out therein.

Principles

As directors on the Board, we will:

1. Remember that our first responsibility is to represent the members who own and control the Society and that the Society is a co-operative, subscribing to co-operative values and principles which underpin all that we do.
2. Work together as a team, consistently presenting a unified front with respect to Board decisions.
3. Be thoroughly professional in all that we do.
4. Participate actively in the work, continuous performance development and building business awareness of the Board.
5. Give equal standing to all members, respect their views and opinions and protect their right to express them.
6. Be willing to give and accept constructive criticism.

7. Not seek to dominate Board discussions, pursue personal agendas or behave, verbally or non-verbally, in a way that is aggressive, offensive or abusive.
8. When appropriate, constructively challenge one another or others with whom we work as a Board.
9. In relation to decisions that we take, satisfy ourselves of the adequacy of the information before us particularly in relation to our responsibilities for risk assessment and due diligence.
10. Foster a positive relationship between the Board and the management of the Society.
11. Contribute to building a positive perception of the Board among the Society's membership and all colleagues.
12. Support all efforts to increase and engage the Society's membership and ensure that an active dialogue is maintained with members to enable them to participate in a meaningful way in decision taking on important matters which affect their Society.
13. Promote the co-operative advantage and, particularly, the Society in the wider community.
14. Treat all information which we receive as directors of the Society and all discussion within the boardroom in the utmost confidence, and not disclose such information or use it to our own advantage; and we acknowledge that this obligation continues after we have left the Board.
15. Recognise that we may from time to time have conflicts of interest with the Society and where this is the case report these to the Secretary with immediate effect.
16. Recognise that being a director carries legal duties and responsibilities and undertake to exercise these to the best of our abilities.
17. Seek to update our knowledge and skills to allow us to direct the affairs of the Society to best effect.

Edward Parker
Secretary & Head of Governance