

**The Midcounties Co-operative Limited  
Minutes of the Special Meeting of Members  
held at Cheltenham Race Course, Evesham Road, Cheltenham GL50 4SH and online**

**13 May 2023 at 11.30a.m.**

**Directors present:**

**Helen Wiseman, President  
Vivian Woodell, Vice-President  
Heather Richardson, Vice-President  
Olivia Birch  
Ellie Boyle  
Bernadette Connor  
Vicky Green  
Evelyne Godfrey  
Paul Mather  
Nick Milton  
Barbara Rainford  
Fiona Ravenscroft  
Matt Lane  
Stephen Hawksworth  
Harvey Griffiths**

**Apologies from Directors:**

**Irene Kirkman**

**491 members attending (including Directors and Officers) and 14 guests**

**Society Officers present:**

**Phil Ponsonby, Group Chief Executive  
Edward Parker, Secretary & Head of Governance  
The Executive Team**

**23/01 Meeting purpose**

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

## **23/02 Proposed Rule changes**

Edward Parker presented the proposed changes. These related to:

1. the spend threshold for members of the Society's Member Engagement Committee (MEC), and
2. restrictions on senior management serving on the Board.

The details of the proposed rule changes were explained to members. In summary, it was explained that the first rule change proposed a reduced spend threshold from £250 to £100 for members who wished to stand for and continue to serve on the MEC. The second rule change proposed introducing restrictions on current or former members of senior management of the Society from serving on the Board given it was felt that some tasks the Board undertook were likely harder to action in a suitably balanced way if a Board member was, or had recently been, involved closely in the day-to-day operations of the Society at senior level. The restriction would apply to former employees of the Society who had been in a senior management position within the 18 months prior to the elections.

The proposed amendments to the rules were as follows (deletions are scored through, additions are underlined):

### **Changes to Rule 16.3(c)**

"A member shall only be eligible for election to any such committee<sup>1</sup> if they, or their partner, or member of their household with whom they are financially interdependent, have spent at least ~~£250~~ £100 on purchases in the 12 month period finishing one month prior to their nomination; 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".

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<sup>1</sup> the MEC in this instance

**Change to Rule 10.10:**

“A person shall only be eligible to be nominated for election as a director and to remain a director once elected if they meet the criteria set out in this Rule. Any director who ceases to meet any of these criteria shall immediately cease to be a director:

- a. they are a member of the Society and have been so for at least one year prior to their nomination;
- b. . . . .
- c. . . . .

Notwithstanding Rule 10.2, senior management in the Society, as defined by the Board from time to time, cannot stand for election to the Board (i) while they are employed by the Society, and (ii) once they have left the employment of the Society, where their date of leaving falls within the period of 18 months prior to the close of nominations.”

**23/03 Approval**

The proposed rule changes were approved:

- Rule 16.3c – Spend threshold to stand for election to the MEC

<b>For</b>	<b>Against</b>	<b>Abstain</b>
296	25	10

- Rule 10.10 – Restrictions on senior management standing for election to the Board

<b>For</b>	<b>Against</b>	<b>Abstain</b>
281	26	19

**23/04 Meeting close**

There being no further business, the meeting closed.

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**President**

Date:

For Approval