

2022/2023 MEMBER NOMINATED DIRECTOR ELECTIONS

Guidance Notes and Supplementary Information

Introduction

Our Co-op is member owned and our vision is to use the power of co-operation to create a fairer world, speaking out on the issues that matter to our members and society as a whole.

We know that our communities need our support now more than ever. Every time members buy Co-op branded products in our food stores, 2p for every £1 will go to community causes. They also get exclusive deals and personalised offers on the things they buy most – earning 2p for every £1 back for themselves when purchasing Co-op branded products.

Part of the Co-op difference is the way we govern and manage our businesses for members who are our owners. Member Nominated Directors, (**MNDs**) nominated by Council Members and elected by Co-op Members, are a key way that we show our difference. They sit on our Board and are actively involved in shaping our business. They also need to have all the skills and commercial experience expected of all of our directors which are summarised in our [MND person specification](#).

To be considered for this role, candidates need to meet both the Eligibility and Membership criteria set out in the [Co-operative Group's Rules 48 and 49](#).

Nominations will be assessed against the requirements set out in the Board Composition Charter, the Membership Regulations, the Member Nominated Director Regulations and also the MND Person Specification. All candidates are required to formally declare that they are confident that they fully meet the requirements as part of their nomination.

The [Member Nominated Director Election Regulations](#) also set out details of the election process.

All candidates must formally confirm that they have read and understood the [Canvassing Code of Practice](#). Please read this document carefully.

Candidates will need to show that they are a member of the Co-op and that they have traded with the Co-op. In exceptional circumstances, the membership criteria may be waived by the Council Secretary (via MNDelections@coop.co.uk) or our recruitment partner, Warren Partners, can discuss this with you.

If you are unsure as to your membership, please log in to your [membership account](#) or email MNDelections@coop.co.uk.

MNDs are unique, democratically elected positions and candidates are required to demonstrate their commitment to **Co-operative Values and Principles** during the application process.

What does being a Member Nominated Director involve?

MNDs ensure that our members have a voice at the heart of the boardroom. As Group Board Directors, they have the same responsibilities as other Board Directors, including the duty to act in the best interests of the Co-op and its members. The Board responsibilities are set out in Rules 43.3 and include:

- Determining a strategy for the Co-op, consistent with the Purpose and the Values and Principles and meeting the needs of its members;
- Overseeing the business and performance of the Group in accordance with the strategy;
- Motivating and retaining an Executive team to deliver the strategy;
- Holding the Executive to account in the performance of its duties, taking into account the views of the Council; and
- Overseeing a risk and internal audit framework designed to provide adequate assurance as to the protection of the Co-op's assets; the health, safety and welfare of customers, members and colleagues; compliance with all relevant laws and regulations and the maintenance of the reputation of the Society.

The Board is accountable to our members for the performance of the business and adherence to our Co-operative Values and Principles. MNDs and their fellow Directors therefore regularly attend meetings and answer questions from our Members' Council.

Time commitment

Our Member Nominated Directors play an active role as part of our Board and in engaging with our Members' Council and the time commitment for this role is 3-4 days a month. However, to be fully involved with the Co-op's businesses and its Members' Council, the time needed may be greater.

The Board currently meets 10 times a year. Most Board members join the meeting in person in Manchester, but there is an option for Board members to join remotely online from time to time.

The remuneration for this position (including Board Committees) is £60,000 a year.

What happens after I apply?

Once candidates have been assessed by our search partner against the eligibility and membership criteria for this role, their application will be considered by our MND Joint Selection and Approvals Committee (MNDJSC), which is a committee comprising representatives from the Group Board and Members' Council.

Our search partner, Warren Partners, will also speak to you to find out more about your skills, experience and motivations for applying to the role.

Screening

If a candidate is shortlisted, in order to meet regulatory requirements, they will be asked to provide further information to enable background screening checks to be completed prior to being approved as a candidate in the election. We have regulated entities within our Group and your appointment may be subject to any relevant regulatory approvals.

Shortlisted candidates will then be invited to a mutual Due Diligence Day, which provides candidates with an opportunity to meet key members of the Group Board and Council.

The MNDJSC then determines a final list of candidates who are put forward to ballot for Co-op Members to vote on.

MND Election

Candidates' details (including your name, photograph, election address and details of the Co-op businesses used in the past 12 months) will be issued in advance of the 2023 Annual General Meeting (AGM) in May to approximately 2.4 million members who are eligible to vote. You'll also be invited to submit a video clip which will be shared with members during the election process.

The results will be formally declared at the AGM and successful MND candidates will begin their three-year term of office at the end of the AGM.

How long does a Member Nominated Director serve on the Board?

The term of office is three years, commencing on the day of the AGM.

On expiry of each term of office, reappointment will be subject to election. Each MND can serve a maximum of three terms.

How do candidates apply?

Candidates must complete the nomination form online by visiting www.co-operative.coop/mndelection and submit it, together with their current CV. A covering letter is not required. The closing date for receipt of nominations is Midday on Tuesday 20 December.

For further assistance or to ask any questions about the role, candidates can contact us confidentially at the following dedicated email address: MNDelections@coop.co.uk