

# Your Vote

2021 Co-op AGM and  
Director Election



R0615\_1\_P1





# From our Chair

As a member of our Co-op, you have a say in how we're run. Voting on our AGM and elections is one of the ways you can do this. You can vote on motions and elections for our Member Nominated Directors and Members' Council. It's important to us that you have your say on key matters which make sure your Co-op is run well.

We had hoped to welcome you in person at our 2021 AGM. Unfortunately, we will again be asking members to join us digitally from home. Even though the Government has announced its roadmap for easing COVID-19 restrictions, large scale events will not be permitted until 17 May at the earliest. We will, therefore, be unable to hold our AGM event for members to attend and cast their vote in person. Please take care of yourselves and others and follow Government guidelines.

We do still want to know your views ahead of the AGM. You can do this by appointing the Chair of the Meeting to cast your vote on the AGM motions, voting in the MND Election and electing your Council representatives. You can also join us online and listen to the AGM and ask questions of the Board. Please visit our website - [www.co-operative.coop/agm](http://www.co-operative.coop/agm) for more details on how to get involved.

The formal Notice of the Meeting is enclosed in this booklet. We strongly urge you to vote on the AGM motions and in our MND Election and Members' Council Elections. Read the rest of this booklet for details on how to do this.

## Directors Elections

There are no Executive or Independent Non-Executive Director up for election this year, but there is again a contested election for our Member Nominated Director seat. Hazel Blears has decided she is not standing for re-election this year, so there are no existing directors up for election.

On behalf of the Board, I would like to express my sincere thanks to Hazel for her fantastic contribution to our Co-op during her six years as a Director. She has always championed the interests of our members and we shall miss her.

**Allan Leighton**  
Co-op Chair

# Contents

- 5 Here's what you can vote on
- 6-7 Ways to get involved
- 8-11 Notice
- 12-16 More information on our motions
- 19-21 Electing your Member Nominated Director

# Here's what you can vote on

You can have your say on our AGM motions, Member Nominated Directors and your Members' Council Representatives.

## Vote on AGM motions

These are key decisions that affect the way we do business.

Vote by appointing a Voting Representative (this should be the Chair of the Meeting to ensure your vote counts) at [co-operative.coop/vote](https://co-operative.coop/vote)

Before you vote see pages 8 to 16 of this booklet and the additional information at [co-operative.coop/agm](https://co-operative.coop/agm)

## Vote to elect your Member Nominated Director

Our MNDs are chosen directly by you. Our directors make sure your voice is heard at the highest level within our Co-op.

Vote online at [co-operative.coop/vote](https://co-operative.coop/vote)

Before you vote see pages 19 to 21 of this booklet.

## Vote to elect your Members' Council Representatives

Your Members' Council is made up of 100 members representing 13 areas across the UK and you get to choose who represents you and your community.

Vote online at [co-operative.coop/vote](https://co-operative.coop/vote)

Before you vote read your 2021 Members' Council Elections booklet.

## Nominate the Chair of the Meeting to cast your vote on AGM motions

You can nominate someone to vote on motions for you. This person is called a Voting Representative and is usually the Chair of the Meeting.

We strongly recommend you appoint the

"Chair of the Meeting" to cast your vote. You can do this at [co-operative.coop/vote](https://co-operative.coop/vote).

As the Government guidelines don't allow us to hold an AGM event, we advise against appointing a person by name. Unless both the COVID -19 situation and Government guidelines materially change, they will be unable to attend the meeting in person to cast your vote.



## Ways to get involved

### Vote by midday on 10 May 2021

By voting, you get the chance to have your say on our **motions**, the election of our **Member Nominated Directors** ('MNDs') and the candidates standing for election to our **Members' Council**.

To vote online, all you need are the two voting codes provided in your email or postal pack. Visit [co-operative.coop/vote](https://co-operative.coop/vote) to cast your vote.

If you have received a hard copy voting pack, you can also vote by returning your voting form to be received no later than

midday on 10 May 2021. If you have not received a hard copy voting pack but wish to do so, please call

**0800 197 4618** by 10am on Friday 30 April 2021.



### Go online

On the day of the meeting, you'll be able to join in online and receive key information, business updates and hear our plans for the future. Please keep an eye on our website

**co-operative.coop/agm.** We will post updates on what you can expect and if we have to change our plans.

### Ask a question

If you want to put a question to our Board you can do so by emailing it to the AGM team at **agm@coop.co.uk** by midday on 10 May 2021.

We will do our best to answer as many questions as we can on the day.

### Attending - please do not turn up

In line with Government guidelines, we are currently unable to hold an AGM event this year. We are asking members not to turn up to the meeting.

### Join In

We are planning to hold our Join In Live events later in the year where you'll be able to come and talk to us to find out how you're making a real difference to your Co-op and community.

# Notice of Annual General Meeting

Saturday 15 May 2021, 1 Angel Square, Manchester,  
M60 0AG at 10.00 am.

Below are the motions we are asking you to vote on. The Board is recommending you vote for motions 1 to 8 and asks members to read the 'more information' section before deciding how to vote on motion 9. The Members' Council is recommending you vote for motions 1 to 9.

We have included supporting information at the end of this Notice to help you make up your mind.

## Motions 1-2

These are motions to be passed as Ordinary Resolutions and are advisory. They only need a simple majority to be passed. A simple majority is more than 50% of the total votes cast.

### Annual Report and Accounts

#### 1

To receive the Annual Report and Accounts for the period ended 2 January 2021.

### Directors' Remuneration Report

#### 2

To approve the Directors' Remuneration Report for the period ended 2 January 2021.

**Our Directors' Remuneration Report can be found in our Annual Report and Accounts which is on our website: [co-operative.coop/annual-results](http://co-operative.coop/annual-results)**

**? What is a remuneration report?**  
It's a report that tells you what our Directors and Executive have been paid.

## Motion 3

This motion is also an Ordinary Resolution but it is binding. It needs a simple majority to be passed.

### Re-appointment of Auditors

#### 3

To re-appoint Ernst & Young LLP as our auditors and authorise the Risk and Audit Committee to fix their remuneration.



## Motions 4 - 9

These are motions to be passed as Ordinary Resolutions and are advisory. They only need a simple majority to be passed.

### Joint Board and Council Motion - Political Donations

#### 4

To seek approval to incur political expenditure, including donations and/ or subscriptions to political parties, not exceeding £750,000 in total for the year commencing 1 January 2022.

### Board Motion - Supporting a Modern and Inclusive Co-operative Movement

#### 5

Over the past year, we have seen the power of co-operation in action. People have come together in support of their community and of one another. And our Co-op - and co-operatives - have never felt more relevant and needed. Our Co-op should work with, and support, others so our shared co-operative movement is inclusive, welcoming and modern - supporting existing co-operatives as well as bringing others from all communities and backgrounds towards us and providing services they value. The co-operative movement must build on the strong foundations of the past while adapting and changing to continue to be relevant for the future. Our Co-op should play its part, along with others, in providing resources to seize the opportunity we have today. The Co-op should work with others in the movement, including those represented by Co-operatives UK and the International Co-operative Alliance, to fulfil these ambitions and to help

achieve our vision of *Co-operating for a Fairer World*.

### Motion from Members' Council - Sustainable Production and Consumption

#### 6

The need to take urgent action to avoid the devastating impact of climate change remains a top priority for Co-op Members. What we do now will be judged by future generations and we must all make changes to build a sustainable future and fulfil our Co-op's pioneering ambition of *Co-operating for a Fairer World*.

Food consumption and production are one of the biggest drivers of climate change contributing around 25% to global Green House Gas emissions, and the leading cause of the decline of nature. As a substantial consumer co-operative with extensive global supply chains, our Co-op and Co-op Members must lead the way in making change.

This AGM welcomes the many climate change actions our Co-op has taken to date including our Future of Food 2030 strategy, the introduction of rigorous science-based targets to reduce direct and indirect Green House Gas emissions and the launch of our fantastic 'Gro' plant-based product range.

This AGM calls on our Co-op to:

- Educate, encourage and enable members and customers to choose healthy and affordable, sustainable diets and make collective co-operative impact through their individual consumption, in line with the UN Sustainable Development goal for Responsible Consumption and Production.

- Minimise the carbon impact of Co-op products by reducing meat, dairy and other carbon intensive ingredients and set out a clear strategy and targets to achieve this.
- Recognising that different production methods for meat, dairy and other foods have different climate and environmental footprints, support our suppliers to employ more sustainable methods of production.
- Provide clearer information to members and customers on the carbon impact of products to help them make informed choices by investing in trialling a climate-footprint label for Co-op products, developing digital ways of supporting consumer behaviour changes and providing rewards and offers for sustainable choices through our membership proposition and app.
- Explore visible solutions that demonstrate our commitments, such as: green distribution and delivery methods, electric vehicle charging points and bicycle racks in store car parks, and trialling zero waste packaging solutions and direct refillable self-dispensing methods that support a more circular economy.
- Promote sustainable energy consumption through Co-op Power to our partners, community causes and other businesses and co-operative organisations.
- And, become a leading voice on tackling climate change by campaigning and engaging government, leaders, the wider co-operative movement, other organisations and members to act

collectively and co-operatively to make the systemic changes needed to build a sustainable future.

### Motion from Members' Council - Inequality and Food Poverty

## 7

This AGM recognises the response of our Co-op to the COVID-19 pandemic and the outstanding work of our colleagues, members and Member Pioneers to support communities.

This has demonstrated the power of co-operation with over £500,000 raised by members through Co-op Members Coronavirus Fund, the launch of the Community Partnerships Fund, £1.5m worth of food donated to FareShare, free school meal vouchers provided for Co-op Academy students who need them and our support for Marcus Rashford's End Child Food Poverty campaign and much more.

The pandemic has brought into stark focus the inequalities and injustices across our society with the impact of the pandemic, recession and food poverty being felt most by young people and BAME communities.

176 years ago, our Co-op was founded to address the social inequalities and injustices of the time and provide fair access to food and opportunity for all, establishing our internationally recognised Co-operative Values and Principles.

This AGM calls on our Co-op to build on the work of the last year and our founding values and principles to:

- Empower people through education and employment opportunities, ensuring fair availability and access to food for all and solutions which

enable food equity, self-help and self-responsibility and demonstrate the value of collective co-operative solutions.

- Campaign and advocate for change, to tackle the inequality we see today and challenge Government to address these issues and their root causes to enable social mobility and equal opportunity throughout our society.

### Motion from ISMs - Co-operative Sustainable Solutions

## 8

This Meeting believes that co-operatives and co-operation should lie at the heart of solutions to improve the sustainability of our planet. We are rightly proud of the leadership position The Co-operative Group has taken in this field as we look to achieve lasting change for the benefit of our members, colleagues and customers, and for the communities we support here in the UK and across the world.

To build on this momentum we should harness the wealth of knowledge, passion and talent on sustainability issues that exists across the co-operative movement. Therefore, we call on the Board to work in partnership with our independent society members and the wider movement to create sustainable solutions that deliver change in a way that is demonstrably co-operative and collaborative.

### Motion from ISMs - Funding for Co-op Press and Co-op College

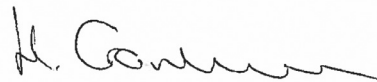
## 9

At last year's AGM almost 98% of votes were cast in support of our Motion calling on The Co-operative Group to support the wider co-operative movement. Six weeks later we were

surprised and disappointed when the Co-op Group announced changes to the funding of the Co-op College and Co-op Press which disregarded the will of their members by reducing that support.

Whilst welcoming the subsequent confirmation of 2021 funding for the Co-op Press, this AGM calls upon the Co-op Group to restore the funding to these organisations and truly play its part in maintaining our co-operative heritage, promoting Co-operative education and supporting a strong, independent and co-operative press, in line with Co-operative Values and Principles. As the largest society this is very important, as is respect for the democratic process.

**On the day, we will also let you know who you voted for to be our Member Nominated Director.**



**Helen Grantham**  
Group Secretary  
10 April 2021

# More information on our motions

## The technical bit

Voting on each of the motions is by poll.

A poll means that:

- Each individual member has one vote on each motion, whether they vote in person or appoint a Voting Representative;
- Each Independent Society Member (ISM) has weighted votes on each motion. The weighting is decided under Part 2 of our Purchases Regulations which are available at **co-operative.coop/agm**

Your Voting Representative must be an Individual Member. Given the coronavirus situation, we strongly advise you appoint the Chair of the Meeting. You must instruct them how to vote on each motion.

## More information on our motions:

The initial motions proposed this year relate to the standard business we consider each year – our annual report and accounts, remuneration report, auditor appointment and political donations.

### Motion 4 – Political Donations

We follow best practice and any decisions on the principles of political donations is put to a vote at the AGM. We are a founding-member and funder of the Co-operative Party, and have member representation on the Party's National Executive Committee. The Co-operative Party was created in 1917 to defend and further the cause of co-operation in the UK, ensuring that co-operators are elected and the co-operative movement's voice is heard in Parliament and at all levels of government.

As a subscribing member of the Co-operative Party, last year we agreed funding of £598,600 for 2020. If this motion is not passed, we will give notice to the Co-operative Party that we will withdraw as a subscribing member; however, we will honour our existing commitment to give them a minimum of 12 months' notice to terminate our membership and will provide funding until the end of 2022 to allow them time to think about the Party's future. If this motion is passed, we will continue to be a subscribing member paying £598,600 in 2021, and will also be able to make additional small donations to other political parties, campaigns and organisations which support Co-operative values and principles, with total expenditure not exceeding £750,000.



## Motion 5 - Support for a Modern and Inclusive Co-operative Movement

As we face into the many challenges of today and the future, your Board believes it is timely to emphasise the central role which co-operation will play in helping us to build back better.

Our vision - *Co-operating for a Fairer World* - makes this explicit for our Co-op. But we also know that we are not alone. We are part of a wider Co-operative Movement. A Movement which is united by a common set of values, operating in all parts of society, in all corners of the globe, which for generations has put the needs of people first.

Our Co-op will be a voice for modern and inclusive co-operation. We need to be relevant, diverse and inclusive to new generations of co-operators addressing the challenges of today and tomorrow. This will mean adapting our ways of organising, engaging, communicating and co-operating to be really relevant and promoting the benefits of co-operation to bring the widest range of members towards us.

In the UK, we can be rightly proud of the part our ancestors played in establishing one of the first successful co-operative models in Rochdale in 1844. The genius of those Pioneers was to create an approach which was adaptable, flexible and durable, which explains why over 1 billion people belong to a co-operative.

This success is because our Movement has always embraced the need to change and develop to remain relevant, as well as embracing new generations of co-operators. The pandemic has accelerated this need - and we can be very proud of the magnificent response from our own members and colleagues, as well as those of other co-ops and social enterprises. Indeed, the power of

co-operation, which fired the thousands of mutual aid groups and other community responses to COVID-19, shows just what can be achieved when people co-operate.

But the relentless pace of change presents both challenges and opportunity. Technological change has been an ever-present factor for co-ops since our birth in the cradle of the Industrial Revolution - but the digital revolution has spawned new forms of co-operation, with digital-tech inspiring a new generation of co-operative innovators. Climate change also represents the type of challenge which can only be truly addressed by people coming together with the shared mutual interest of saving our planet for future generations. Rebuilding our society in a way which enables people from all backgrounds to achieve their potential through greater social mobility is - and always has been - a cornerstone of co-operative values and principles.

We require strong and inclusive co-ops that are prepared to innovate and lead, supported by an infrastructure which can spread the word about the power of co-operation. Our Co-op values greatly organisations such as Co-operatives UK and the Co-operative Party in helping to promote and develop co-operative solutions and we are proud to stand in solidarity with our peers within the global Co-operative Movement, brought together through the International Co-operative Alliance.

We've been actively engaged with our Members' Council on these important areas and how they can perform their key role of monitoring our affiliation with the wider movement. We'll aim to give greater clarity to this role via a mutually agreed policy - this is both a requirement of our Rules but also provides some

important guide-rails on how we all work together.

### **Motion 6 - Sustainable Production and Consumption**

Taking action for a fairer planet is core to our Co-op's vision of co-operating for a fairer world, and we've long recognised the scale of the climate crisis that we're facing. Central to our plans to tackle the climate crisis is the recognition that we will not achieve our targets without co-operating with others: our suppliers, our members and customers.

We will be open and transparent about the challenges we face. We will strive to share what we're learning, and to develop solutions to share constructively with the UK Government in order to lead the way in tackling the climate crisis through 2021 and beyond.

We have a serious commitment to be a Net Zero business by 2040. We recognise that to realise that ambition requires all aspects of society within the UK and beyond to co-operate with a common aim. In pursuit of this we have set ourselves our first five year science based carbon reduction plans for both our operations (50% by 2025) and more significantly for our products (11% by 2025).

For our products we have identified key areas where we can drive down our carbon impacts. This includes reducing the carbon impacts from the meat and dairy products we sell by working with our farming groups to improve their efficiencies. We are also looking at our new product development to identify options to reduce the carbon impacts of our products including the impacts from meat, dairy and soy. Co-op Power will be engaging suppliers, and partners, to move to renewable energy sources. We are converting our home

delivery services to electric vehicles and looking to increase options for charging points. We are committed to get to zero food waste from our stores and are investigating options to support refillable options for consumers (whilst recognising the physical limitations in the convenience store format). Society can't get to Net Zero without informed and mobilised consumers. We are investigating options to provide customers and members with helpful information about the carbon impacts from their choices.

### **Motion 7 - Inequality and Food Poverty**

As we emerge from this pandemic, the UK faces some of the greatest and gravest challenges we have faced in generations - some caused by the pandemic and some existing inequalities made worse by it. The Co-op is strongly placed to lead a campaign on social mobility - a fairer approach that means everyone can prosper and succeed in their lives regardless of their background by moving on from their current situation through personal growth and, ultimately, to greater prosperity .

There is an opportunity for our Co-op, as a purpose-driven business to make a difference for struggling individuals and communities. We can achieve this by:

- promoting employment and learning opportunities for young people through schemes like Kickstart, promoting apprenticeships amongst under-represented groups;
- continuing to grow the Co-op Academies Trust, supporting the development of outstanding schools where communities most need them;
- working in partnership with those like Marcus Rashford MBE to ensure that no child is too hungry to learn in the UK in the 21st century;

- delivering on our [Commitment to Racial Equality and Inclusion](#) published in September 2020; and
- working in partnership with the [Youth Endowment Fund and the #iwillfund](#) to support young people to shape solutions they want to see to make their communities safer, fairer places.

By taking action, sharing our insight and lobbying for change our Co-op can act as a catalyst for change, encouraging Government, businesses and other stakeholders to do better.

### Motion 8 - Co-operative Sustainable Solutions

The sustainability announcements made in Spring by our Co-op are industry leading on a global basis. They include a commitment to work in partnership with all parties including government, suppliers and even competitors to reduce the carbon associated with the manufacture and sale of food. We always want to support and engage with other co-operatives and we have had an active discussion with our largest Independent Society Members to share the ambitious plans we have announced and to see where we can work together to drive this critical agenda forward. Our current focus is on delivering against our comprehensive commitments. We know not all will want to do the same thing, and that we may not all want to move at the same pace, but our commitment to work collaboratively with Independent Societies remains with particular focus on how we reduce our carbon footprint and maximise the social value that can be created through our offset triage programme.

### Motion 9 - Funding for Co-op Press and Co-op College

The Board was disappointed to receive this motion.

Co-op is proud to champion our vision of *Co-operating for a Fairer World* and believes that the wider co-operative movement is central to achieving this ambition. It is important to us that we retain a strong, vibrant and modern movement fit for the challenges of the 21st century and we support the movement in changes that would continue to make its support and services relevant to a wider range of co-operatives for today. We were delighted to support the motion at last year's AGM which also received backing from our members and, as can be seen from the You Said, We Did document, outlining how we have responded to the 2020 AGM motion, believe we have taken forward the sentiment which was expressed through our actions.

Co-op continues to provide over £1.6m to support the work of the wider movement's institutions. Over a number of years, we have sought to encourage those institutions, such as Co-operatives UK, Co-operative College, Co-operative Press and Co-operative Heritage Trust, to explore ways they might collaborate more effectively - for example on the provision of training and education, news and communication and other support services. Last year, we asked that these discussions be given more focus - in particular in respect of the opportunity for greater collaboration between Co-operatives UK and Co-operative Press - and we have been pleased to note that productive discussions are underway with the newly appointed management team at Co-operatives UK. In anticipation that time would be needed to develop new thinking, the Co-op agreed to maintain funding arrangements for 2021, pending the

outcome of new thinking on future collaboration.

Unfortunately, the motion is seeking to disregard this process and, rather than looking forward to a more effective approach to communications and education which unites the wider movement behind an approach fit for the modern age, aims to simply protect the status quo.

In respect of co-operative education, the Co-op continues as a subscribing member of the Co-op College, procures training services and funds joint projects – for example, to provide co-operative education and training to our member pioneers and Co-op Academy students. We share this approach in common with the other co-operative societies who have supported this motion and have no plans to change this.

From 2021, we did decide to cease a discretionary unrestricted charitable donation to the Co-op College, as we were concerned that the College was not operating effectively and sustainably and continued to pursue initiatives which were not aligned to our members' priorities. We are pleased to see that the trustees of the Co-op College have started to address some of the longstanding weaknesses in their operation in the past few months and also that they are engaging with Co-operatives UK, for example on shared approach to co-operative learning and education.

Again, the motion does not acknowledge the extent of our Co-op's on-going support for co-operative education. The motion calls for our Co-op to maintain an unrestricted donation which we do not believe any other co-operative makes – we think that the right approach to supporting the College is to pay for services provided, in line with the approach of other co-operatives.

We are concerned that the motion is backward looking and misrepresents the Co-op's position and as such, we are not supportive of it.

The Board is proposing its own motion which clearly states our ambition for the wider co-operative movement and the role we believe our members wish us to play. We hope that a future-facing, optimistic and ambitious motion will galvanise support around a relevant, vibrant and inclusive sector.



**This page is intentionally blank**



---

# Electing your Member Nominated Director

## What is a Member Nominated Director (MND)?

A Member Nominated Director makes sure your voice is heard at the highest level. Just like the Executive Directors and the Independent Non-Executive Directors, they're part of the Board, but the difference is that they are chosen directly by you.

## How many MNDs are we voting for?

This year you are voting for one MND and you can choose from three new candidates. Hazel Blears was the sitting Member Nominated Director whose term of office expires in 2021 and Hazel has chosen not to stand for election.

## The value of our MNDs

All our Directors need to demonstrate a strong commitment to Co-operative Values and Principles. They must also have a strong commercial background and have proven skills and capabilities.

The Board together determines the strategy of our Co-op and the MNDs play a key part in this, ensuring that the interests of members are at the heart of everything we do.

## Term of office

The term of office for the MND position is three years.

Details of the candidates are listed on the next pages. They have been listed in random order.



## Kate Allum

**Occupation** Non-Executive Director

**Co-op Businesses traded with in last 12 months** Food

I am passionate about co-operation, having been CEO of a successful dairy co-op for 6 years. I understand how members are the lifeblood of any co-op, that their opinions matter and must be heard by the Board.

Commercial success happens if collaboration between members, the community and the business is strong.

I am equally passionate about member engagement, diversity, environmental and social sustainability, particularly waste, plastic usage and animal welfare. I am totally aligned with the values of our movement.



## Sandra Campiano

**Occupation** Non-Executive Director and Vice Chair Kingston University London

**Co-op Businesses traded with in last 12 months** Food

I believe business should be ethical and make a positive difference to the community. I have real affinity with Co-op values and principles and am committed to help the movement flourish. I have worked in big customer centric organisations as the voice of people on boards, so I know what it takes to listen, understand, and represent what is truly important to members. It would be a privilege to do this for you. Please vote for me.





---

## Wendy Barnes

**Occupation** Non-Executive Director and  
Cyber Security Consultant

**Co-op Businesses traded with in last 12  
months** Food

The Co-op has been part of my life as long as I can remember. I would be very proud to be voted on to the Board to represent Co-op Members.

I've worked as an executive and non-executive with great organisations, including the Met Office, Chester Cathedral and large global companies. I'm driven by excellent customer service, listening to stakeholders and caring for colleagues.

I believe in the co-operative movement. It has a powerful future to help society, communities and the environment.





## Access for all

### We can provide publications in large print, audio and other formats

If you require a copy of these documents in any other format or if you have difficulty accessing the additional information online, please email us at [agm@coop.co.uk](mailto:agm@coop.co.uk), call us on 0800 023 4708 or write to us at Co-op Membership, Department 10703, 1 Angel Square, Manchester M60 0AG.

Co-operative Group Limited, Registered Number: 525R, Registered Office:  
1 Angel Square, Manchester, M60 0AG



It's what we do