



# Member-owners, make your vote count

Co-op Annual General Meeting  
and Director Elections 2024

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# From our Chair

Dear members,

I'm delighted to invite you to join us at my first AGM as your Chair.

Our 2024 AGM will be held on Saturday, 18 May 2024 at Co-op Live in Manchester. This is your chance to have your say in how we run our Co-op, and it's our opportunity to share with you how the business you own has been performing during the last year.

At the meeting, we will consider motions that have been submitted by the Board and our Council. This year we're also asking you, our member-owners to elect our Chief Financial Officer, Rachel Izzard as an Executive Director and elect myself, Adrian Marsh, Moni Mannings and Luke Jensen as Independent Non-Executive Directors.

If you are joining us in person, you can vote on the Motions on the day of the AGM. If you are joining us online, you need to vote in advance by **12 noon on Monday, 13 May 2024**.

Through active engagement, our member-owners help us to deliver value through our work in communities, campaigning and sustainability. We want to make sure we continue to understand the issues our member-owners care about and where they would like their Co-op to take action in future.

Therefore, this year at the AGM we will be holding a discussion to delve further into the issues that our member-owners tell us are most important for Co-op to focus on. To ensure we get the most out of this session, we've been asking our member-owners to share their views with us in advance. If you want to help us shape the session, it's not too late, you can do so by following the link to a survey here [coop.co.uk/membersurvey](https://coop.co.uk/membersurvey) or complete the survey at the end of your voting journey.

You can join the discussion on the day in person, or if you are unable to join us in person, you can register to attend online at [coop.co.uk/agm](https://coop.co.uk/agm) and we'll send you everything you need to do to join nearer the time.

Once again, this year for every member who votes, we will be donating £1 to our partner charity, Barnardo's.

I look forward to welcoming you to our AGM, whichever way you choose to join us.

**Debbie White**  
Co-op Chair



# Contents

5-7	Things you need to know
8	What you can vote on
11-13	Notice of our 2024 Annual General Meeting
14-17	More information on our Motions
18-20	Electing your Executive and Independent Non-Executive Directors
22-25	Electing your Member Nominated Directors
26-27	Co-op Live and how to get to our AGM



# Things you need to know

**Our AGM is being held on Saturday 18 May 2024, starting at 10.00am.**

**Join Us: in The Street, Co-op Live, Gibbon St & Alan Turing Way, Manchester, M11 3DU, Entrance F - Level 1 Canalside.**

**Details on how to get to Co-op Live are at the back of this booklet.**

## Go online

On the day of the meeting, you'll be able to join in online, receive key information, business updates and hear our plans for the future. You'll also be able to ask questions in real time. The excitement will start from 8.30am so log on early to catch the pre-meeting activity.

Please keep an eye on our website **co-operative.coop/agm** for up to date

information on what you can get involved in. If you are joining us online, you cannot vote on the day so you will need to vote online ahead of the meeting no later than **12 noon on Monday 13 May 2024.**

If you're joining us online you can register your attendance at **co-operative.coop/agm**

## Plan for the Day:

### 🕒 8.30am

#### Doors open for registration and networking

See what our businesses have been up to in the Co-op Showcase or speak to our Directors and Leaders before the meeting begins.

### 🕒 10.00am

#### The AGM

Hear a review of the year from our new Chair, our CEO, Council President, and others. This is your chance to ask a question of the Board and have your say by voting on our Motions.

### 🕒 12 noon

#### Members' Discussion

Join us to share your views on what matters most to you, our member-owners

### 🕒 1.00pm (approx)

#### Meeting closes

Please also keep an eye on our website **co-operative.coop/agm** to keep up to date on what you can get involved in.

We are asking all members who are joining us in person on the day at Co-op Live to pre-register. You can do this by telling us via your AGM email invitation or completing and returning the form in this pack.

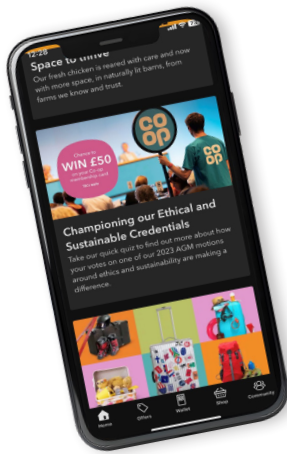
## Vote Online by noon on 13 May 2024

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

All you need are the two voting codes provided in your email or postal pack.

You can vote online at [coop.co.uk/vote](https://coop.co.uk/vote) or by scanning the **QR code** on the front of the accompanying letter.

You can also vote via the Co-op App.



The results of the AGM voting will be published on our website: [co-operative.coop/agm](https://co-operative.coop/agm) as soon as we can after the AGM.

If you are joining our AGM virtually, you cannot vote on any Motions on the day of the AGM, so if you are not attending in person or are unsure on whether you will attend, please vote in advance of the meeting by 12 noon on 13 May, 2024..

## Have a Question?

You can ask a question at our AGM by:

- Joining online on the day
- Attending the meeting in person
- Emailing the AGM Team at [agm@coop.co.uk](mailto:agm@coop.co.uk) by noon on 13 May 2024.

## Don't Forget

If you are coming to our AGM, you'll need your Co-op Membership card and another form of ID like a credit card or your driving licence to show you're eligible to attend.



## Filming

The event will be broadcast live and will be available on YouTube the week following the meeting. By attending the event you consent to being filmed and/or photographed for this purpose.

## Contact us

For any queries on the AGM, contact the AGM Team by email at: [agm@coop.co.uk](mailto:agm@coop.co.uk)

For membership or any other general queries, contact our support team on 0800 0686 727.

You can also write to us at:  
Co-op Secretary, Co-operative Group,  
1 Angel Square, Manchester, M60 0AG.



### Venue Access

**Details on how to get to the venue on the day are on page 27.**

The venue is equipped to welcome members with any particular access needs. There will be an induction loop and BSL interpreters in the main meeting room. Please contact the AGM Team in advance of you attending if you have any particular requirements or speak to a member of the AGM Team on the day.

### Venue Restrictions

When attending our AGM at Co-op Live it's important to be aware of the safety and restricted items policy to ensure a smooth and safe experience for all members. For security reasons, the venue operates a one bag per person policy. Attendees can bring one small handbag provided it's not larger than A4 in size. Large bags are not permitted within the venue.

### Security and bag searches

As part of the venue's security measures, bag searches will be carried out on entry.

### Prohibited items

Any dangerous or prohibited items that are not allowed in the venue will be removed.

Restricted items include:

- Food, glass, bottles, cans, plastic bottle tops, alcohol, large umbrellas, lighters, e-cigarettes or other types of vapes, professional cameras, recording equipment, and items that could disrupt the event or cause harm to others.
- Laptops, iPads or Go Pro's (or any similar device) are also not permitted.

For a full list of restricted items please check the website Terms and Conditions on: **[cooplive.com](https://www.cooplive.com)**

# Here's what you can vote on

As a member, you own our Co-op. This means you have a say on how we are run and the Co-op Members you want to represent you on our Board and National Members' Council.

Voting is really easy and it takes just a few minutes to make your voice heard.

## Vote on our AGM Motions

Motions give you the opportunity to vote on important issues for our Co-op. They are proposals from our Board, National Members' Council or members themselves. They include decisions such as whether to approve our annual accounts or telling us what you'd like Co-op to take action on next. With your steer, we know that we're tackling what you care about and can better understand what matters to you most.

Read your 2024 motions and the Board responses in the 'More Information on our Motions' section in this booklet.

### Can't Decide How to Vote?

Once again we are holding two online Join In events so our member-owners have the chance to discuss our AGM Motions with each other and the Motion proposers. These are being held on **Tuesday 30 April, 2024 at 6pm** and **Thursday 2 May, 2024 at 1pm**. Save the dates and keep an eye out on our website for details on how to register for these and get involved.

## Vote for your Member Nominated Directors

Our Board is responsible for the big decisions our Co-op makes. Member Nominated Directors make sure your voice is heard at the highest level.

This year, Co-op Members get to choose two Members to be on our Board. Find out more about the candidates on pages 22 to 25 in this booklet or visit our website [co-operative.coop/agm](https://co-operative.coop/agm)

You must vote in these elections by **12 noon on Monday 13 May 2024**.

## Vote for your local representative on Co-op's National Members' Council

Our National Members' Council is made up of 100 Co-op Members who represent and champion the interests of Co-op's 5m members. Elections take place in 11 regions of the UK this year. There are no Council elections in Northern Ireland or the Isle of Man.

You must vote in these elections by **12 noon on Monday 13 May 2024**. Before you vote, read your 2024 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 can be any eligible individual member or Council member, although it 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 [coop.co.uk/vote](https://coop.co.uk/vote).

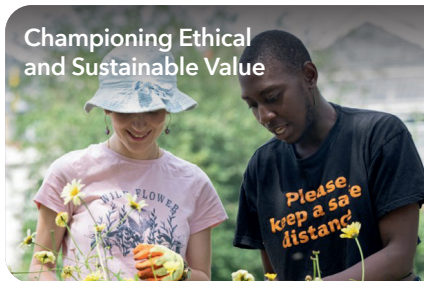
Vote online or  
on the Co-op App  
by 12 noon on  
Monday 13th May, 2024





# Members' votes made a difference in 2023

## Championing Ethical and Sustainable Value



### You said...

Support member-owners to take action themselves to live sustainably.

### We did...

Worked with the UK's largest nature charities to launch Nature Neighbourhoods and support 18 community organisations with bringing member-owners together to tackle the climate and nature crises locally.

## Creating Opportunities for Young People



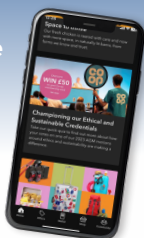
### You said...

Empower, support and educate young people to develop their own co-operative solutions.

### We did...

We launched the £4.5m Young Gamechangers Fund with the Co-op Foundation and #iwill Fund to help young people improve youth-led activism, social change and movement building in the UK.

## People Power & Co-op Difference



### You said...

Develop digital democratic participation tools and strategies.

### We did...

We've made it possible for member-owners to vote via the Co-op App for the first time as part of our 2024 AGM and Elections.

## Animal Welfare



### You said...

Improve welfare standards for chickens, consider adopting the Better Chicken Commitment and report on chicken welfare improvements.

### We did...

Reduced stocking density for our live chickens earlier this year, giving them 20% more space and improving natural activity and health.

## Join our members' discussion

We want to hear your views on what matters most to you, and will be holding our first members' discussion at this year's AGM to do just that.

You can join in person if you are attending on the day, or by registering to watch online at [co-operative.coop/agm](https://co-operative.coop/agm)



Help shape the discussion, answer our short survey: [coop.co.uk/membersurvey](https://coop.co.uk/membersurvey)

# Notice of Annual General Meeting

**Saturday 18 May 2024 at 10.00am**  
**in The Street, Co-op Live, Gibbon Street & Alan**  
**Turing Way, Manchester M11 3DU.**

Below are the motions we are asking you to vote on. The Board and Council are recommending you vote **for** all motions.

We have included supporting notes at the end of this Notice to help you decide how to vote.

## Motions 1-3

### Our performance

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.

#### 1

To receive the Annual Report and Accounts for the period ended 6 January 2024.

Our Annual Report can be found on our website: **co-operative.coop/investors/reports**

#### 2

To approve the Directors' Remuneration Report for the period ended 6 January 2024.

Our Remuneration report can be found in our Annual Report and Accounts which is on our website:

**co-operative.coop/investors/reports**

#### What is a remuneration report?

It's a report that tells you what our Directors and Executives have been paid.

#### 3

To receive our Sustainability Report for the period ended 6 January 2024.

Our Sustainability Report can be found on our website:

**co-operative.coop/investors/reports**

## Motions 4-8

### Electing our Directors

These are also motions to be passed as Ordinary Resolutions but are binding.

These motions relate to electing our Executive and Independent Non-Executive Directors.

#### Executive Director

#### Who are Executive Directors?

They're full time Directors who make decisions on the day-to-day running of the business.

## 4

To elect Rachel Izzard as an Executive Director.

### Independent Non-Executive Directors (INEDs)

#### Who are INEDs?

They're Directors who are independent of the Executive team, appointed by the Board and elected by members. They're not involved in the day-to-day running of the business, but they have a key role in ensuring our Co-op is well run.

## 5

To elect Debbie White as an Independent Non-Executive Director.

## 6

To elect Adrian Marsh as an Independent Non-Executive Director.

## 7

To elect Moni Mannings as an Independent Non-Executive Director.

## 8

To elect Luke Jensen as an Independent Non-Executive Director.

## Motions 9-10

### Statutory Motions

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

## 9

#### Re-appointment of Auditors

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

## 10

#### Joint Board and Council Motion - Political Donations

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 2025.

## Motions 11-13

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

### 11

#### Motion from Council - Economic Value

##### Member Prices on Healthy Products:

**We ask the Board to ensure that our Co-op invests in Member Prices on more healthy products and ingredients.**

At a time when household budgets are stretched and we all have busy lives, it can sometimes be hard to make healthy meal choices. It can also be difficult to find good value household basics and personal care items in local shops.

We would like our Co-op to invest in Member Prices on more healthy foods and provide inspiration and education around healthier products and ingredients so we can make quick, fresh, tasty meals at home. We would also like to see Member Prices on more everyday essential personal care items and household basics in our local Co-op stores.

### 12

#### Motion from Council - Social Value

##### Retail Crime and Re-offending:

**We ask the Board to increase the focus of our Safer Colleagues, Safer Communities Campaign on tackling the cycle of reoffending to keep our colleagues and communities safer.**

Co-op members have successfully campaigned together over several years to make sure that retail crime and shop worker violence is taken seriously by Parliament, the police and the courts.

However, retail crime is just the tip of the iceberg of crime which blights our communities and will, unless reoffending is tackled, continue to do so.

We know that there is no single intervention that reduces re-offending but rather a range of actions which includes education and training, substance abuse rehabilitation and permanent employment.

We ask the Board to lobby Government to stress the importance of tackling reoffending to protect our colleagues and communities.

### 13

#### Motion from Council - Ownership Value

##### Our Co-op DNA:

**We want the Board to do much more to shout about what it means to be a member owned business which puts people before profit.**

Our members own our Co-op and we exist to create value for them, not to make money for shareholders.

Being a member-owner means we are rewarded when we buy products and services from our Co-op and together with other Co-op members, we make a real difference on the big social issues we care about. Because we are member-owned, we can focus on doing the right thing and make decisions based on our values which are for the long-term benefit of our members, our communities and the environment.

We want the Board to do more to celebrate what it means to belong to our Co-op and why being a member-owner is special.



**Dominic Kendal-Ward**  
Group Secretary, 15 April 2024

# More Information on our Motions

Motions give our member-owners the opportunity to vote on important issues for our Co-op. Some motions are formal standard business – our annual report, re-electing our directors, appointing auditors and political donations. These motions are agreed if the majority of our member-owners vote in favour. Other motions relate to some of the big issues our member-owners care about and want to ask our Board to consider taking action on. Motions are proposed to members either by our National Members Council, by 100 Co-op Members themselves or by our Board. Find out more about those you are being asked to vote on below.

## **Motion 3 - Our Sustainability Report**

For eighteen years we have led the way in open and honest sustainability reporting. At our 2022 AGM, we took the lead again and for the first time we put our Sustainability Report to our members at our AGM. The process of accounting, assurance and reporting helps to drive performance and provides crucial information to our members and other stakeholders.

Our Sustainability Report (known as our Co-operate Report) provides an open and honest report on our sustainability, ethics and community performance and impact to help you understand how we're doing on the issues that matter to you, our member-owners.

## **Motion 4 - To elect Rachel Izzard as an Executive Director**

A copy of Rachel's biography can be found in the following section. If Rachel is successfully elected, she will be next due to stand for re-election at the 2027 AGM.

## **Motion 5 - To elect Debbie White as an Independent Non-Executive Director**

A copy of Debbie's biography can be found in the following section. If Debbie is successfully elected, she will be next due to stand for re-election at the 2027 AGM.

## **Motion 6 - To elect Adrian Marsh as an Independent Non-Executive Director**

A copy of Adrian's biography can be found in the following section. If Adrian is successfully elected, he will be next due to stand for re-election at the 2027 AGM.

## **Motion 7 - To elect Moni Mannings as an Independent Non-Executive Director**

A copy of Moni's biography can be found in the following section. If Moni is successfully elected, she will be next due to stand for re-election at the 2027 AGM.

## **Motion 8 - To elect Luke Jensen as an Independent Non-Executive Director**

A copy of Luke's biography can be found in the following section. If Luke is successfully elected, he will be next due to stand for re-election at the 2027 AGM.



## **Motion 10 – Joint Board and Council Motion – 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 £598,500 for 2024. 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 2025 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 £598,500 for 2024 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 11 Council Motion – Economic Value**

### **Member Prices on Healthy Products: Board Response**

Our Co-op recognises that while we wouldn't want to tell our member-owners what to do or how to live, we can play an important role to help make healthy food sustainable, more easily available and accessible to our members through the

products we sell, our campaigns and by inspiring healthy, sustainable behaviours in communities.

Whilst most of us aspire to eat a healthy diet, we recognise that sometimes many may need a little support in making healthier choices the norm. So, last year we made sure we included a wider choice of vegetable sides in our meal deals, giving inspiration on how to complete their meals with vegetables through front of pack photography and through social media activities.

At different stages throughout 2023 we promoted the Healthy Start and Best Start schemes including in our in-store radio channel and on till and TV screen in store and supported the Veg Power 'Eat Them To Defeat Them' campaign encouraging children and their parents to eat more vegetables. We are an official partner of Parkrun, using the partnership to promote health and wellbeing.

We firmly believe that price should not be a barrier to healthy choices and we are committed to ensuring that our Reduced and Light alternatives are no more expensive than standard equivalents. It is also why we work hard to ensure that fruit and vegetables remain keenly priced every day and are strongly promoted to offer even greater value to our customers and member-owners. Our Lunch Time Meal Deal now includes a choice of Apples, Satsumas and Bananas with their main and drink.

We know our Co-op Member-Owners are concerned to support their communities have access to food and other household essentials. Our ongoing support for the Hubbub Community Fridge Network has seen 8.1 million meals redistributed in over 650 community organisations over the last year. Our partnership with Your Local Pantry, working in communities most challenged by cost-of-living increases, has so far seen the

pantry network double in size. We have added additional value through our commercial partners, such as Kimberley Clarke, who donated 270,000 toilet rolls through Your Local Pantry and community organisations supported by our independent co-op partners.

We have achieved much but recognise that there is still much more we can do and welcome the opportunity to work closely with our member-owners to make healthier choices and household and personal care basics even more accessible.

The Board recommends supporting this motion.

## **Motion 12 Council Motion - Social Value**

### **Retail Crime and Re-offending: Board Response**

During 2023, the Co-op's Safer Colleagues Safer Communities campaign has led on debate on retail crime including violence and abuse towards shopworkers and played an important role in the development and publication of the UK's first Retail Crime Action Plan in October 2023 by the National Police Chiefs Council.

In addition, we have campaigned for the introduction of a standalone offence and were delighted when this was put on the statute book by the Scottish Parliament in 2021. We gave evidence to the Public Bill Committee for the Criminal Justice Bill to see the same offence apply in the rest of UK in December 2023 and we played an important role in supporting 13,000 members of co-operative societies to write to their MP in early 2024 to support the need for a standalone offence. In April 2024, the Government confirmed its intention to create a standalone offence to mirror Scotland in England and in the rest of the UK.

However, since its inception our Safer Colleague Safer Communities campaign has always sought to tackle the root causes of crime because we understand that keeping colleagues sustainably safe means not just tackling the threat in the moment but also about preventing crime from happening.

The positive social action we have supported through the Peer Action Collective with young people impacted by violence, our work with those who have substance abuse problems through Offender to Rehab or with offenders through the HMPPS' Employment Advisory Boards in prisons, as well as the support we have given to hundreds of local causes who are providing positive interventions in local communities, are all testament to our determination to tackle root causes of crime and so prevent re-offending.

It is vital that the police have a full range of interventions available so that they can both stop the crime happening at that moment but also prevent re-offending; without action to prevent re-offending crime is simply pushing the problem along the high street to other retailers.

During 2024, the Co-op will continue to work with partners including other co-operative societies and retailers to develop the evidence base which can underpin a comprehensive and holistic approach to tackling retail crime which protects colleagues, shops and the communities they both serve.

The Board recommends supporting this motion.

## **Motion 13 Motion from Council - Ownership Value**

### **Our Co-op DNA: Board Response**

We celebrate our Vision, which is that by co-operating we can create more value for those member-owners everyday.

Our Co-op is a different kind of business because we are owned and run by our members, not a small group of shareholders. The more our members choose us, the more value we can create for them and for their communities.

During 2023, we began to re-vitalise what being a member-owner of our Co-op means with a view to making membership irresistible and indispensable. Specifically, we defined 3 areas of member-owner value:

- Economic;
- Social; and
- Ownership.

We started to shout about our work in terms of Economic Value with the introduction of member pricing in August 2023 and again in January 2024 and in the first quarter of 2024, we invested 60% more in media to tell the story of Member-Owner Economic Value.

In addition to this, we have begun to communicate more effectively to members about the social value action that creates value for people in our member-owners' communities. Our fundraising partnerships with major charities like Barnardo's help action on issues our members told us that they care about as does our support of the Co-op Foundation and the work we do with the Royal Foundation.

We are stronger when we work together co-operatively, so we have encouraged and supported our member-owners to be campaigners for change in terms of social mobility, climate justice and retail crime because being part of a movement for change is a unique feature of all co-operatives and more than 13,000 members of co-operative societies wrote to their MP in recent months about retail crime.

Later this year, we will launch one of our largest ever marketing campaigns to explain better our Co-op Difference and the commitment we make with our vision to 'co-operate to build more value for our member-owners every day'. We will boost our missions for member-owners focused on rewarding them for shopping with us and using missions to demonstrate the social value we can create.

We have made it easier than ever to participate in our Co-op through our App and member-owners can, for the first time, vote through our Co-op App at the 2024 AGM. We will reward member-owners for all types of participation including choosing a local cause, engaging with a Join In event or by adding your voice to our campaigns.

The Board recommends supporting this motion.

## 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](https://co-operative.coop/agm).

Your Voting Representative can be the Chair of the Meeting or an Individual Member or Council Member, who will attend the Meeting in person. You must instruct them how to vote on each motion.

You will be able to appoint your Voting Representative to cast your vote at [coop.co.uk/vote](https://coop.co.uk/vote).

# Electing your Executive and Independent Non-Executive Directors

Our Rules set out which Directors need to stand for election or re-election each year. This year we're asking you to elect Rachel Izzard as an Executive Director.

We're also asking you to elect Debbie White, Adrian Marsh, Moni Mannings, and Luke Jensen as Independent Non-Executive Directors.

All Directors have met the eligibility criteria under our Rules.



## Rachel Izzard

### Executive Director

Chief Financial Officer  
(appointed June 2023)

### Skills and Experience

Rachel joined the Co-op in June 2023, as Group CFO for Finance and Procurement. Rachel has extensive experience at Board level, holding a variety of senior executive and Non-Executive leadership roles in the commercial sector, across a wide variety of countries.

Prior to this role Rachel was CFO at N Brown PLC, the UK fashion digital retailer. Rachel also has 25 years' experience in Airlines and logistics including CFO and CIO of Aer Lingus, during which time the company achieved a turnaround in both customer proposition and financial results.

Rachel was also CFO at IAG Cargo, co-founding the business from the divisions of British Airways and Iberia, and has also held a range of roles overseas in Sydney, Hong Kong and New York.



## Debbie White

### Co-op Chair

Independent Non-Executive Director (appointed Chair Designate in August 2023, appointed Chair in January 2024)

#### Committee Membership

- Nominations Committee

#### Skills and Experience

Debbie is an experienced Non-Executive Director. She is the Senior Independent Director of Spire Healthcare Group plc. and was previously, until December 2023, a Non-Executive Director of Howdens Joinery Group plc. Debbie is also Audit Committee Chair and Non-Executive Director of PAVmed, Inc., a US medical technology company (listed on the NASDAQ). Debbie is a special advisor to Angeles Equity Partners and sits on the Board of Xanitos, Inc., a portfolio company.

Debbie's executive career most recently included roles as Group Chief Executive of Interserve Group and Global CEO for healthcare and government at Sodexo. Debbie started her career as a Chartered Accountant with Arthur Andersen (UK), before joining AstraZeneca where she held a range of financial roles. She later joined PwC Consulting where she worked across a number of sectors in a global capacity.

Debbie is Honorary Treasurer and a trustee of Wellbeing of Women, a UK charity which funds research into women's reproductive and gynaecological health.



## Adrian Marsh

Independent Non-Executive Director (appointed May 2023)

#### Committee membership

- Risk and Audit Committee (Chair)
- Remuneration Committee

#### Skills and experience

Adrian is an accomplished Group Finance Director and experienced Non-Executive Director with multi-sector expertise. Most recently, Adrian was Group Finance Director of DS Smith plc where he held the position for 10 years. Prior to this, Adrian held senior finance positions at Tesco plc, AstraZeneca plc and Pilkington plc.

Adrian is currently a Non-Executive Director and Audit Chair of John Wood Group. Adrian's previous directorships include Greenergy International and WeConnectStudents.com.





## Moni Mannings

Independent Non-Executive Director and is also our Senior Independent Director (appointed January 2024).

### Committee membership

- Nominations Committee
- Remuneration Committee

### Skills and experience

Moni is a qualified Solicitor. Until March 2016 Moni was a senior partner in international law firm Olswang LLP having enjoyed a career spanning over three decades in legal practice as a Banking and Finance lawyer. Moni founded and led Olswang's International Banking and Finance Division and served on Olswang's Board for 13 years.

Moni is currently Senior Independent Director Designate at Land Securities Group plc, Non-Executive Director and Chair of the Remuneration Committee of Hargreaves Lansdown plc and easyJet plc and a Member of The Takeover Panel.

Moni has previously served as a Non-Executive Director of Investec Bank plc, Polypipe Group plc, Dairy Crest Group plc, Breedon Group plc and Cazoo Group Ltd. She was also previously the Deputy Chair of Barnardo's.

Moni founded EPoC (Empowering People of Colour), a not-for-profit network that seeks to increase the number of people of colour on boards. She is a member of the Parker Review Committee and a trustee on the Board of the St Marks Hospital Foundation charity.



## Luke Jensen

Independent Non-Executive Director (appointed February 2024)

### Committee membership

- Risk and Audit Committee

### Skills and Experience

Luke is an established retail leader with a wealth of experience in the global food retail industry. Luke is currently Executive Chair at Hana Group SAS, a world leading provider of fresh 'on the go' sushi and pan-Asian Cuisine.

Luke previously served as CEO of Ocado Solutions where he led the transformation of Ocado from a UK retail company to a recognised global technology business. He was also Group Development Director of J Sainsbury's plc where he was responsible for online and all customer facing digital activities. Luke was also previously a Non-Executive Director of Asos plc.



# Electing your Member Nominated Directors

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

Member Nominated Directors make 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.

This year you are voting for **TWO** MND's and you can choose from **SIX** candidates. Both positions are for a term of three years.

## 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.

Details of the candidates are listed on the following pages. They have been listed in random order. Further details on our MND Candidates can be found on our website **[co-operative.coop/agm](http://co-operative.coop/agm)**



## John Dalley

### Occupation

Non-exec Director

### Businesses traded within last 12 months

Co-op Food

### Skills and Experience

With many years of leadership experience in a significant retail co-operative and on our Co-op's National Members' Council, I am standing for election to help "keep *The Co-op co-operative*". Vote for me to be a Member Nominated Director to ensure membership is at the forefront of Board decision making. A true co-operator with a deep understanding of how co-ops work well, I will promote members' agenda on sustainability, ethical inclusive business, membership development, colleague welfare and community support.



## Kate Allum

### Occupation

Board Director

### Businesses traded within last 12 months

Co-op Food

### Skills and Experience

As a current MND and having previously been CEO of a co-op, I understand the members are the lifeblood of any co-operative. Their opinions matter and must be heard and considered by the Board. Commercial success and ethical growth only develop if collaboration between members, the community and the business is strong. I am passionate about member engagement, diversity, environmental and social sustainability, particularly food security, waste and animal welfare. I am totally aligned with the values of our Movement.



## Christine Tacon

### Occupation

Chair/Charity Trustee & Independent Farming & Food Chain Expert

### Businesses traded within last 12 months

Co-op Food

### Skills and Experience

I led the Co-op's farming business for 11 years. More recently as Groceries Code Adjudicator, I regulated the Co-op. I've been an insider and an outsider. I know first-hand that balancing commercial and co-operative isn't always easy, but I care about Co-op Values. As your director, I will ensure members' voices are at the heart of decisions - that means really listening to Co-op Members, be they young or old, new or life-long, and whether in village, town or city communities.



## Mitch Oliver

### Occupation

Chair, Executive Director, Non-Executive Director and Trustee - Commercial & Not-For-Profit

### Businesses traded within last 12 months

Co-op Food and Midcounties Co-Op Food

### Skills and Experience

I believe our Co-op's future lies in increasing our impact for a fairer world, supporting colleagues and growing owner-membership. I'll champion the issues you care about: cost-of-living crisis, tackling the climate emergency and animal welfare. I'll advocate for colleague well-being and communicating our ethical credentials to attract new members. As your MND I'll listen, be honest and bring difficult issues to the boardroom, leveraging my extensive board experience of delivering ethical growth and recruiting the next generation. Questions welcome

[MitchCoopMND@gmail.com](mailto:MitchCoopMND@gmail.com)





## John Steel

### Occupation

Chief Executive Officer of Café Direct

### Businesses traded within last 12 months

Co-op Food

### Skills and Experience

I am a business leader and social entrepreneur with a passion for making business a force for good. The Co-op is unique and leads the way as an ethical and successful business. I am totally energised and excited to listen, engage and work on the behalf of Co-op members. My Board level experience puts me in a great position to contribute to the leadership of the organisation and my values and business beliefs are totally in line with the Co-op.



## John Clarke

### Occupation

Non-executive director, and former retail and consumer industry executive

### Businesses traded within last 12 months

Co-op Food

### Skills and Experience

Throughout my life, I've been a loyal Co-operative customer. As a renowned executive in retail and consumer companies, I've spearheaded operations, innovation, and comprehensive transformations, improving customer experiences, and ensuring colleague safety and engagement. In my non-executive roles, I champion owner engagement, accountability, and creating purpose-driven business models. Representing members, I merge our interests with sustainable growth, while championing the Co-operative's mission for a fairer world. Upholding our values, I prioritise supporting colleagues and communities, by recognising the pivotal role the Co-operative and its members play.



## Co-op Live is a venue that helps everyone to do good, and the good we do benefits everyone.

Co-op Live is a brand-new music arena launching in Manchester, April 2024. It will be the UK's largest indoor arena, one of the most sustainable and socially responsible in Europe and the first in a next generation of smart music venues. Gigs at Co-op Live are gigs that give back - to our member-owners and to our communities.

Co-op is the naming rights partner which means it's our name above the door and our Co-op brand taking centre stage. We'll have five Co-op concessions showcasing our food like never before. Not only that, the venue will also live and breathe our values and showcase the best of our Co-op in a different light.

Discover how Co-op Live is a music venue built on our Co-op values - a gig venue that gives back to our members, and communities by watching the video on [coop.co.uk/coop-live](https://coop.co.uk/coop-live)

Co-op Live will bring to life our co-operative difference and is an exemplar of our aim to deliver social value and the things our member-owners care about, from its sustainable construction, support for communities, zero waste direct to landfill and member only exclusive benefits. Ethics are at the heart of our Co-op and we're proud that one of the most sustainable and socially responsible entertainment venues in Europe will carry our name. As well as donating at least £1m a year to the Co-op Foundation to deliver on its new youth-led strategy to support future change makers locally and nationally, it will also be a connection with our member-owners to the things they care about through exclusive offers and pre-sale access.

For more information on Co-op Live, visit the Co-op Live website: [cooplive.com](https://cooplive.com)

## How to get to our AGM

The meeting is being held in 'The Street',  
Co-op Live  
Gibbon Street & Alan Turing Way  
Manchester M11 3DU  
Entrance F- Level 1 Canalside

As a Co-op, we are supportive of Manchester City Council's goal of becoming net zero carbon. We therefore ask members to avoid travelling by car if possible.

You can plan your journey by going on to the Co-op Live website:  
[cooplive.com](https://cooplive.com)

### By Foot

Co-op Live is a 25-minute walk from the heart of Manchester City Centre.

From Piccadilly Train Station, a step-free walking route is clearly signposted through Manchester's Ancoats and New Islington areas. You can also visit the Bee Active Website to take a look at the area around the Arena. Just type the postcode 'M11 3DU' and follow signs for Entrance F - Level 1 Canalside.

### By Metrolink

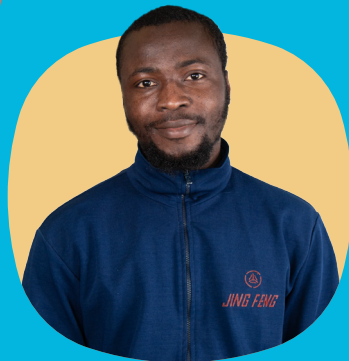
The venue is served by trams on the Ashton-Eccles line, with the Etihad Campus stop directly next to the venue. Trams go from Piccadilly Train Station and Piccadilly Gardens. If you are arriving via Victoria Train Station, you will need to catch the Metro to Piccadilly and change there.

### By Car

If you are travelling on the road, Co-op Live is located on the Etihad Campus – follow the postcode as a reference. Note that there will not be designated parking for Co-op members and there is a strictly enforced resident parking scheme in place on the streets around the Etihad Campus, which is made clear through on-street signage. There are 24 Park and Ride stations around Manchester, where you can park for free and jump on the Metrolink to the Arena.

### By Bus

If you are planning on arriving by bus, the main bus services go from Piccadilly Gardens. Please check the numbers and times on the Co-op Live website.



## 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.**

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**[www.co-operative.coop](http://www.co-operative.coop)**