



# Your Vote

2020 Co-op AGM and  
Director Elections

## From our Chair

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Being a Co-op member gives you a say in how we're run. One of the ways you can do this is by voting on our AGM motions, Member Nominated Director Elections and Members' Council Elections.

Our Rules require us to hold an AGM. Therefore, we've taken the decision to go ahead and hold the meeting on 6 June 2020. However, we are planning to do things very differently this year in light of the coronavirus outbreak. I never thought I would say to you not to attend our AGM but that is what I am doing. Please consider your own safety and that of others and do not turn up.

To attend would be in breach of the government's "stay at home" measures. Your attendance at our AGM is not "essential for work purposes". Unless both the coronavirus situation and the government guidance have materially changed by the date of the meeting, if you try and attend the meeting you will be refused entry.

Taking care of our members and each other is our key priority right now. We believe this is the right thing to do in the current situation and is in line with our values and principles. I've discussed this with Nick Crofts, our Council President, and he is fully supportive of this approach.

We still want to know your views and there are other ways to get involved, hear updates and ask questions. Please keep

an eye on our website **[co-operative.coop/agm](https://co-operative.coop/agm)**. We'll keep this site up to date if circumstances change.

We strongly urge you to vote on the AGM motions and our Director and Members' Council Elections. Read the rest of this booklet for details on how to do this.

Thank you in advance for putting the safety of yourselves and others first and not turning up to the AGM. We will get through this together - see you in 2021!

**Allan Leighton**  
Co-op Chair

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## Here's what you can vote on

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

### Vote on AGM motions

These are key decisions that affect the way we do business, including the election and re-election of our Executive and Independent Non-Executive Directors.

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 18 of this booklet and the additional information at [co-operative.coop/agm](https://co-operative.coop/agm)

### 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.

### Vote to elect your Member Nominated Directors

Our MND's 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.

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). With the uncertainty caused by the coronavirus pandemic we advise against appointing a person by name as they may not be available

### 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 2020 Members' Council Elections booklet.

to attend the meeting and, unless both the coronavirus situation and the government guidance have materially changed by the date of the meeting, will certainly not be able to do so unless they are a colleague member necessary to form the required quorum.





## Ways to get involved

### Vote by midday on 1 June 2020.

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 1 June 2020. If you have not

already received a hard copy voting pack but wish to do so, please call **0800 197 4624** by Friday 22 May 2020.



### AGM App

Download our AGM app and look out for updates on everything you need to know about our AGM, motions and elections. The App is available to both Apple and Android users, just search for 'Co-op Event App'. If you're using another device, just enter [coop.co.uk/eventapp](https://coop.co.uk/eventapp) into your browser.

### Go online

We aim to continue to make key information available to you on the day, including presentations from our directors on our performance. 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 ask a question to our Board you can do so by emailing this to the AGM team at [agm@coop.co.uk](mailto:agm@coop.co.uk) by midday on 1 June 2020.

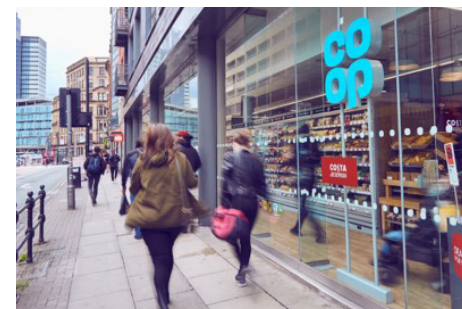
We hope to make answers available online on the day.

### Attending - please do not turn up

We have taken the decision to ask members **not to attend on the day** - this is in line with the government's "stay at home" guidance. Unless both the coronavirus situation and the government guidance have materially changed by the date of the meeting, if you turn up you will not be admitted.

### 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 6 June 2020, 1 Angel Square, Manchester,  
M60 0AG at 10.00 am.

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

We have included supporting notes 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.

### Our performance

**1**

To receive the Annual Report and Accounts for the period ended 4 January 2020.

**2**

To approve the Directors' Remuneration Report for the period ended 4 January 2020.

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

## Motions 3-8

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

### Re-electing and electing our Directors

#### Executive Directors

**3**

To re-elect Steve Murrells as an Executive Director.

**4**

To elect Shirine Khoury-Haq as an Executive Director.

### ? Who are Executive Directors?

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

### Independent Non-Executive Directors (INEDs)

**5**

To re-elect Simon Burke as an Independent Non-Executive Director.

**6**

To re-elect Stevie Spring as an Independent Non-Executive Director.

**7**

To re-elect Lord Victor Adebawale as an Independent Non-Executive Director.

### ? Who are INEDs?

They're Directors who are independent of the Executive Management 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.

### Appointing our Auditors

**8**

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

## Motions 9-12

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

**9**

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 2021.

### Motion from Independent Society Members - Ethical Retailing

**10**

This meeting congratulates the Board and Management on the successful launch of the GRO range of vegan products which positions our Co-op as leaders in this new area of ethical retailing recognising the importance customers and members attach to the positive climate impact of a plant-based diet, animal welfare, and healthy eating. Building, as it does, on the success of the Society's leadership in the area of Fairtrade, the launch of the GRO range consolidates the Group's position at the forefront of ethical retailing.

This meeting believes that this is the right positioning for our Co-op and urges the Board to incorporate this thinking into its long term planning so that appealing to consumers on ethical grounds remains firmly at the core of our strategy.

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### Motion from Independent Society Members – Support for Wider Co-operative Movement

## 11

As the largest co-operative in the UK, this meeting welcomes the positive role that the Co-operative Group has played in the wider co-operative movement over many years and calls upon the Board and the National Members' Council to confirm their ongoing support for the organisational infrastructure necessary for a growing and thriving co-operative economy. This includes the provision of independent news and comment, co-operative education and training, heritage and international development work, as well as policy, finance, legal and governance advice.

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### Motion from Members' Council – Climate Change

## 12

Our planet is facing a climate emergency and we need to accelerate our actions to address the potential catastrophic effects this will cause to our businesses, our supply chains, our communities and future generations. This AGM recognises that our Co-op has been an active leader in the fight to tackle climate change, last year becoming the first UK retailer to pledge to meet the United Nations' climate target and reduce our greenhouse gas emissions to net-zero by 2050. We also recognise that we must do more and this AGM calls on our Co-op to:

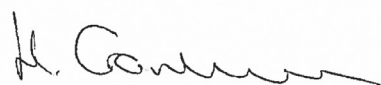
- Determine and report to members on the risk exposure of our businesses and supply chains to the

effects of climate change;

- Establish and take the necessary actions to reduce or eliminate our emissions to achieve end to end net-zero on greenhouse gas emissions and bring forward our 2050 target as soon as practically possible;
- Engage our members, customers and suppliers to tackle the global environmental challenges we face; and
- Campaign and work with the co-operative movement and support emerging Co-ops to drive greater sustainability across the wider sector.

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



**Helen Grantham**  
Group Secretary  
27 April 2020

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### 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.

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### More information on our motions:

The majority of motions proposed this year relate to the standard business we consider each year – our annual report and accounts, remuneration report, director re-election and election, auditor appointment and political donations.

### Motion 9 – 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 £625,600 for 2019 – this level of funding has remained unchanged from the previous year. 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 2021 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 2020, 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 10 - Ethical Retailing

We are committed to providing our customers and members with a wide range of dietary options. In line with this, and in recognition of the consumer move to eating more plant-based foods, in January 2020, we launched 35 lines in the vibrant new GRO brand.

All products in the range are vegan, but are designed to appeal to non-vegans or vegetarians, providing greater choice to those that are reducing or avoiding meat and dairy in their diet. Early feedback is extremely encouraging and initial sales have exceeded expectations.

Our strategy means that we will ensure vegetarian and vegan choices and meat and dairy alternatives are always available and will continue to offer strong promotions on fresh seasonal fruit and vegetables.

We plan to develop the GRO brand to stay at the forefront of this consumer trend and champion plant-based eating in the convenience channel.

Fifteen new lines will be launched in summer 2020 and plans are already being laid for further range extensions for Veganuary 2021.

### Motion 11 - Support for Wider Co-operative Movement

The Co-operative Group is proud to play a leading role in the co-operative movement, locally, nationally and internationally. Throughout our history, we have been at the forefront in bringing co-operatives and co-operators together – being part of a movement remains central to our vision for the future. We remain committed to work in tandem

with many other co-operative bodies who share this ambition through movement-wide initiatives such as Co-operative Fortnight and we are proud to be a founder member of the Co-operative Heritage Trust, which is underpinned by the £3m donation made by the Society to secure our movement's historical assets. Our financial commitment is substantial – over the past 5 years, we have provided over £9m in support for co-operative organisations through our subscriptions and donations.

We also want to make sure that the movement remains relevant for new generations of co-operators, given the pace of change and emerging opportunities for co-operatives in the future, and work in an efficient and effective way, as we also need to do to remain competitive and relevant in the markets in which we operate. This will continue to draw on the support of longstanding co-operative partners, such as Co-operatives UK and the Co-operative Party, especially where they have an appetite to adapt to changing needs.

We are also developing new partnerships with the social enterprise sector on campaigns such as Buy Social and community benefit societies who enjoy the support of the Co-op Foundation, as well as driving our own initiatives, such as the rapidly developing Co-operate platform and encouraging our Member Pioneers to engage with co-operatives in their local community.

Our ambition is to work with others to energise the co-operative movement, in a way which builds on the successes of previous generations of co-operators who

established such firm foundations, whilst also learning from other more recent movements whose impact and relevance, especially amongst the young, provides lessons for us all.

### Motion 12 - Climate Change

The scientific consensus is clear and indisputable, climate change poses an immediate and growing threat to communities across the world. Not least for our co-operative society, a more volatile climate is already threatening the foods we rely on and the people who produce them.

Last year 99% of members voting in our AGM supported a motion to recognise the climate emergency and accelerate Co-op's leadership on this global issue. We have responded to this, setting rigorous short-term targets to reduce both the direct greenhouse gas (GHG) emissions from running our co-operative, and the indirect emissions 'baked in' to the products we sell.

Our targets have been reviewed and approved by the Science-based Targets Initiative (SBTi), a coalition of leading environmental NGOs including WWF, the World Resources Institute and the United Nations Global Compact. This coalition assures that business action to reduce GHG emissions is in line with the scientific guidance to avoid the most dangerous impacts of climate change.

This year we are happy to announce that we are on track to meet these stretching targets, we are publishing (for the first time) our full and transparent end-to-end GHG footprint, and have committed to co-operate with peers, suppliers and

experts to set and publish clear, practical plans to address this emergency.

We welcome this motion to challenge our co-operative to accelerate our efforts

# Electing your Executive and Independent Non-Executive Directors

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Our Rules set out which Directors need to stand for election or re-election each year. This year we're asking you to re-elect Steve Murrells and elect Shirine Khoury-Haq as Executive Directors. We're also asking you to re-elect Simon Burke, Stevie Spring and Lord Victor Adebawale as Independent Non-Executive Directors.

All Directors have met the eligibility criteria under our Rules.



## Steve Murrells

### Executive Director

Appointed as an Executive Director on 1 March 2017 and is our Chief Executive Officer.

### Skills and Experience

Prior to being appointed CEO, Steve led our Co-op's Food business from 2012. Before joining our Co-op, Steve held senior leadership roles in European and UK-based food retail businesses,

including: One Stop, Sainsbury's and Tesco. Steve spent three years as CEO of Danish meat company, Tulip, before joining our Co-op.

### Why I love being a Director of our Co-op

I'm so proud of how far our Co-op's come in the last few years. We've firmly established ourselves as a retailer that our customers can rely on for convenience and quality, whilst working with our members and communities to bring our values to life and make a real difference. We recently celebrated our 175th year of championing a better way of doing things and are now looking to the future. How can we continue to have a positive impact on people's lives? Through 'Co-operating for a fairer world'.

Our new vision puts us in a really strong place to tackle issues that society is facing and that members have told us are important on a local and global level. I'm excited to see what we can achieve through the power of co-operation and would be honoured to be re-elected as an Executive Director.



## Shirine Khoury-Haq

### Executive Director

Appointed as an Executive Director on 5 August 2019 and is our Chief Financial Officer.

### Skills and Experience

Before joining our Co-op, Shirine was Chief Operating Officer for the Lloyd's insurance market, which comprised of more than 50 leading insurance companies operating with over 200 Lloyd's brokers. Her remit included: global operations, business transformation, data, information technology and corporate real estate. She also led the modernisation programme for the wider London insurance industry.

In addition to holding senior positions at IBM, McDonalds and insurer, Catlin Group, Shirine has worked in a number of regulated sectors in the UK and overseas, including: retail, IT, pharmaceuticals and consumer goods. She was also a Non-Executive Director of the Post Office.

Shirine holds an MBA from Ohio State University and is a US Certified Public Accountant.

### Why I love being a Director of our Co-op

Since starting as Chief Financial Officer last year, I've enjoyed getting to grips with what makes Co-op different. When I was looking for a new challenge, I was drawn to the Co-op because it has a soul. Working hard with colleagues from around the business, I've been shaping plans that support our vision for a Co-op that's sustainable and champions co-operation amongst members, colleagues and communities. It would be an honour to be elected as an Executive Director so I can continue getting our Co-op in a strong place to achieve our social and commercial ambitions.





## Simon Burke

### Independent Non-Executive Director

Appointed as an Independent Non-Executive Director on 14 November 2014 and is the Chair of our Risk and Audit Committee and a member of the Nominations Committee.

### Skills and Experience

Simon was previously an Independent Non-Executive Director for the Group's subsidiary, Co-operative Food Holdings Limited. Simon was appointed Chair of the Co-op Risk and Audit Committee on 25 June 2015.

Simon is a Chartered Accountant and is currently Chairman of Bakkavor Group Plc, The Light Cinemas (Holdings) Limited and Blue Diamond Limited. Simon was previously Chair of Majestic Wine, BathStore and Hobbycraft, and CEO for Virgin Retail, Virgin Cinemas and Virgin Entertainment Group.

### Why I love being a Director of our Co-op

Our Co-op has been through some very challenging times, but has come out stronger and with renewed energy. Now is the time for us to focus on delivering real trading and ownership value to members, whilst at the same time improving our financial performance and exploring new ways of connecting with our communities and what matters most to them. I am really keen to see what's next for our Co-op and how we can achieve more through co-operation.



## Stevie Spring

### Independent Non-Executive Director

Appointed as an Independent Non-Executive Director on 25 June 2015 and is Chair of the Remuneration Committee.

### Skills and Experience

Stevie is a respected Board Director with broad Executive and Non-Executive experience across the private, public and not for profit sector. She was previously CEO of Clear Channel, the world's largest out of home company; then of Future PLC, an international media company where she led its digital transformation.

Stevie's portfolio currently includes chairing the British Council, the UK's international cultural relations and English language organisation; technology company, Kino-mo and Mind, the mental health charity. Stevie was named in the Sunday Telegraph/Debretts list of Britain's 500 most influential people.

### Why I love being a Director of our Co-op

I am a natural co-operator and a cheerleader for 'profit with purpose' organisations - whether through the Mind retail network; The British Council's £1bn teaching and exams business which reinvests surplus in cultural programmes; or our Co-op, whose values are my values. It is much more than a business - it is a different way of doing things that directly benefits both our members, our colleagues and the communities where we operate. As Chair of the Remuneration Committee, I am committed to ensuring fair and transparent rewards across the entire business and I'm proud of the progress we've made. But there's lots more to do. So I would be honoured to be re-elected as an Independent Non-Executive Director.



## Lord Victor Adebowale

### Independent Non-Executive Director

Appointed as an Independent Non-Executive Director on 6 April 2016 and is a member of our Risk and Audit Committee.

### Skills and experience

Victor has been involved in a number of independent commissions advising governments on mental health; learning disabilities; the role of the voluntary sector; policing and stop and search; housing policy; the future of public services and employment/skills and race and equalities.

He is currently Founding Chair of Collaborate CIC; Director of Leadership in Mind; Non-Executive Director of NHS England; Director at ICOM; Chair music charity, Urban Development; Chair of Social Enterprise UK; a visiting professor and Chancellor of University of Lincoln; Non-Executive Director of Nuffield Health Group and a court member of the London School of Economics.

Victor has a Masters in Advanced Organisational Consulting from City University and The Tavistock Institute.

### Why I love being a Director of our Co-op

Our Co-op is driven by a set of values and principles, which attracted me to our business. We reflect those values in the way we serve our members and our communities. Our Co-op champions social and commercial difference and we want the things we do to benefit everyone. I'm passionate about using our platform to create a more inclusive society, addressing issues which have a major impact on lives locally and globally through our businesses, ventures and partnerships. The time is now to seize opportunities and invoke change; I'd be honoured to be re-elected to our Board so I can help Co-op rise to this challenge.

# 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 MND's are we voting for?

This year you are voting for one MND and you can choose from three candidates. Margaret Casely-Hayford, who is an existing MND, is standing for re-election. You can also vote for David Jones and Angela Luger.

### 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.



## David Jones

**Occupation** Trustee of the Zoological Society of London

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

I am passionate about the co-operative movement thriving.

I've been an elected director of the John Lewis Partnership's main board, a member of the Waitrose operating board and president of the Partnership's Council – the elected body holding the John Lewis Chair to democratic account.

I represent the views of others and work to bring people together. I can do this in your environment, helping the Board to continue to support the movement's values and principles. Please vote for me.



## Margaret Casely-Hayford

**Occupation** Co-op Member Nominated Director

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

As a current Co-op MND, I continue to value the relationship between ethical growth and commercial success. I'd like more focus on colleague pay and conditions, reduction of plastic waste, measures that improve environmental impact and greater diversity. The Board should be accountable to members. That's achievable through information and transparency. Good boards should listen and collaborate with members. I want to encourage further co-operation within the community, member engagement and business success levels and commercial returns to ensure this.

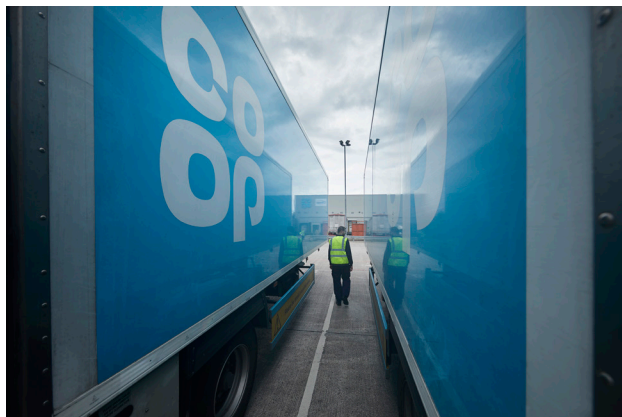


## Angela Luger

**Occupation** Non-Executive Director of New Look Retail Ltd

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

As a Co-op MND, I would share my skills and experience as a Marketeer, Retailer, CEO, and Director of a diverse set of boards. My passion is understanding customers and their priorities in a fast-changing world, ensuring businesses stay relevant and commercially sound. I have a strong track record in developing talent, which is key to the Co-op's continued success. As a leader, I ensure emphasis is placed on sustainability, community and co-operation, which is consistent with the Co-op's values.



**co  
op**  
It's what we do



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