

# CHELMSFORD STAR CO-OPERATIVE SOCIETY LTD

## MINUTES OF THE SPECIAL GENERAL MEETING OF MEMBERS

held on Wednesday, 16 July 2025  
held at the Records Office, Wharf Road, Chelmsford CM2 6YT,  
commencing at 6.30 pm.

**Directors Present:** Mr A Price – President (Chair)  
Mrs P Dodd (PD) and Mrs J Saunders (JS)  
Messrs S Birmingham (SB), A Gunn (AG), R Hyland (RH), J Shand  
(JS), B Stops (BS) and D Van Sertima (DVS), O Young (OY)

**Officials Present:**

Mr B Wood	Chief Executive Officer
Mr B Smith	Chief Operating Officer
Ms L Waghorn	Chief Financial Officer
Ms E Laycock	Society Secretary Services

**Members Present:** 321

### **1. Taking of attendance & confirmation of quorum**

The Society Secretary confirmed that the meeting was quorate.

### **2. Welcome**

The President welcomed the Members to the Special General Meeting and introduced the Society CEO Barry Wood, the Society Secretary Emma Laycock and from Central Co-op their CEO, Debbie Robinson, and President, Elaine Dean.

The notice was taken as read. Any Members without a copy of the Agenda or the Standing Orders were given the opportunity to receive copies.

The Society Secretary confirmed that the meeting was being recorded for the purposes of the minutes, that the meeting was being streamed to two other rooms in the venue, the voting process and the role of the tellers. It was confirmed that a ballot box in the reception area was open for those who felt they had sufficient information to cast an informed vote at any point during the meeting. She confirmed that the vote count would be independently scrutinised by Ryan Dewar and Rebecca Gent, from Aquabridge Law Solicitors.

### **3. Meeting of Minds**

The Presidents of Chelmsford Star Co-operative Society and Central Co-op provided an overview of the history, values and objectives of both societies. Mr A Price provided details of the reasoning for the Board proposing a transfer of engagements and why Central Co-op was deemed to be the best fit geographically, culturally and outlined their shared vision.

### **4. Presentation from the CEO, Barry Wood**

The President invited the CEO, Barry Wood, to the stage. The CEO gave a presentation that provided the rationale for the proposed transfer of engagements.

The CEO provided detail on the rationale for the proposal in order to

- 1) Protect £7.6m of Members Funds,
- 2) Protect the highest number of colleagues jobs as possible,
- 3) Protect past and current colleagues' pensions and
- 4) Secure future investment in the trading estate.

The CEO also provided some detail on the rationale for the Board's decision to close the department stores and confirmed that this was a decision taken by the Board prior to the Board decision to propose a transfer of engagements.

The CEO set out the current financial picture of the Society and provided details of a potential deferred tax asset write down/off; the impact of the closure of department stores; the increase in employer NI payments and the increase to the Living Wage. The CEO set out the risks if the transfer does not go ahead.

The President thanked the CEO for his presentation and introduced Debbie Robinson, CEO of Central Co-op. Debbie gave a presentation that started with an overview of the trading businesses of Central Co-op, including an investments overview; retail and funeral locations; their membership offer; colleague engagements and conditions; member and community work plus their policy, environmental and sustainability work. Debbie also provided details of how the share capital of existing Chelmsford Star Members would be treated if a transfer of engagements went ahead.

The President apologised for some tech issues and thanked Debbie for her presentation.

## **5. Discussion and Question & Answer**

Emma Laycock confirmed the process for asking questions in all rooms and reminded members of the Standing Orders of the Meeting, she welcomed questions from the floor.

Questions were asked directly by those in the main room and written then read aloud by Zena King, Co-operatives UK when submitted by attendees in the other rooms.

Malcolm Wallace asked a number of questions: When did the process to consider a transfer of engagements begin? How will the pension scheme be handled in a transfer? Is Central Co-op's pension scheme in surplus or deficit? The information presented today seems at odds with the financial reports at the AGM, what changed between the AGM and today? If the departments stores had been disposed of sooner would the Society be in a better position?

Barry Wood, CEO, responded: He clarified that following the 2025 audit of financial statements the auditors advised a number of deferred tax assets should be written off. The Executive team worked on a strategy for department stores in the weeks following completion of drafting the annual report culminating in a calculation of the cost of exiting department stores which was completed in early May. The Board discussed this at its meeting in late May alongside stark financial projections to the end.

Barry outlined the detailed planning being undertaken with regards to the Chelmsford Star pension scheme should the transfer of engagements proceed. The scheme is in surplus and is likely to remain a standalone scheme rather than being

merged with Central's scheme. The teams are working to ensure there is no gap in statutory employer for the Chelmsford Star pension scheme to ensure that members of the pension scheme do not lose out. It was stressed that should the Society become insolvent the pension scheme would no longer have a sponsoring employer. The team and pension trustee board are committed to avoiding this. Barry outlined the actions taken since 2021 to consider the strategic future of the department stores.

Helen Howlett asked why Quadrant stores were not closed sooner

Barry Wood, CEO, responded: The Executive and Board had explored closing Braintree Quadrant in 2021 but were restricted by the terms of the lease, the Society was not in a position to take risks associated with breaching the terms of the lease and noted the associated costs that would continue if the store closed during the term of the lease. Efforts were made to ensure cost savings in department stores and reduce losses as far as possible.

Gill Parker: Will Central Co-op improve the image of Chelmsford Star as an ethical store?

Debbie Robinson, CEO of Central, responded: Debbie outlined Central's Malawi project; the international co-operative development fund working to guarantee ethical standards of food sourced; support with local communities and schools on healthy food workshops and money management. Central hopes to work together with Chelmsford to maintain local suppliers and to build on that from an ethical perspective.

Michael McRedmond: Are contracts, hours and holidays for colleagues going to stay the same?

Debbie Robinson, CEO of Central, responded: Work is being completed to compare the terms and conditions, pay and reward of colleagues at Chelmsford Star and Central. We will harmonise where possible and are committed to making work pay and to ensure that financial successes are shared with our colleagues.

Louisa Blacknell-Beech: Expressed her views on the closure of department stores including that the announcement of closure came as a shock and asked why was there no investment in the Moulsham Street department store asking whether this was because the closure was always planned?

Barry Wood, CEO, responded: The legislative and trading environment is almost impossible for department stores. He clarified that financial data has been shared regularly with colleagues and reflected that perhaps more should have been done to ensure colleagues were equipped to interpret this information accurately. Barry acknowledged how difficult this must be for colleagues.

Barry's response was interrupted by an attendee at which point the decision was taken to only take questions relevant to the motion on today's agenda.

Cat Elliot: If the transfer goes ahead, will possible regional roles be open for store colleagues and managers to apply?

Debbie Robinson, CEO of Central, responded: Absolutely, the talented team here will be given the opportunity for regional support to come from within this team with learnings shared across current Central team.

Paula Alexander asked: Are all food stores safe from closure?

Barry Wood, CEO, responded: He clarified that no guarantees can be provided in such a difficult trading environment and that trading performance is constantly reviewed.

Debbie Robinson, CEO of Central, reiterated that Central closely monitors store performance and that a suite of new systems and processes will bring improved ways to enable better ranges to be available for customers, more effective labour scheduling and wastage and leakage monitoring. Efforts will be made to support stores in improving performance with some Central stores recently seeing significant improvements in trading as a result of changes to their site operating model.

Stuart Blair asked: Co-op Group and East of England already have stores in this area; have you explored a transfer to an organisation already operating in this area?

Barry Wood, CEO, responded: The potential for those Societies to receive our engagements was explored. We explored the geography, mission alignment and colleague conditions. The Board was concerned that the Society's 158 year legacy may be lost within an organisation as large as The Co-op Group. The Board was not comfortable with the financial robustness of East of England Co-operative but believes that Central can absorb integration costs without a significant impact on its financial performance and will maintain high standards and conditions for colleagues.

Suzanne Curry asked: Will there be shift restrictions and will current holidays and hours be honoured in contracts with Central?

Debbie Robinson, CEO of Central, responded: Outlining the focus of building careers through apprenticeships and debt-free degrees with some limited hour contracts for individuals where that meets their personal needs. Colleagues will have a contract with Central Co-op and the Unions will be involved in the details of those.

Danny Douglas asked: Does Central have a future pipeline for opening new stores? Are their opportunities to develop member groups and grow a local culture creating positive memories?

Debbie Robinson, CEO of Central, responded: Central has a vibrant pipeline of potential new stores and its team works hard to communicate the co-operative difference in local communities in advance of opening with impressive results.

Pauline Pentalic asked: If the vote is against the proposal, what is the back-up plan and can everyone's jobs be saved?

Barry Wood, CEO, responded: The Board will discuss options if that is the case but we are very clear that this is the most feasible option right now and forthcoming legislation may have a further negative impact on our trading performance.

David Rice asked: How the asset calculations have been made on Quadrant and whether the figures include stock. Will the meeting in a few weeks' time be the same as this?

Barry Wood, CEO, responded: The current value in the financial statements is £3m with the significant risk that this value cannot be realised on sale due to lack of interest.

Emma Laycock, Society Secretary, responded: The second meeting is required by law to give members the opportunity to ratify a decision to approve a proposed

transfer of engagements. That meeting will only go ahead if the motion is carried in this meeting and will be a shorter and more procedural meeting requiring more than half of attendees to vote in favour.

Judith Forsgate asked: What access to share capital do Central offer if investors wish to withdraw in future?

Debbie Robinson, CEO of Central, responded: If approved, member share capital is transferred to Central and will receive the same interest and benefits as other Central members. The terms for withdrawal are one month's notice with a 10% withdrawal limit per year, subject to the Board's approval.

Maurice Howard asked: What is the position for travel branches?

Debbie Robinson, CEO of Central, responded: As Central does not operate a travel business, there is the likelihood of a transfer of these to the travel consortium operated by Midcounties Co-operative, subject to the necessary due diligence.

Helen Van Damme asked: Does Central have department stores?

Debbie Robinson, CEO of Central, responded: Central disposed of its department stores some time ago and it was challenging to sell those properties after taking the difficult decision to close them.

Julie Forsgate asked: Is there an option to withdraw share capital if someone does not want to become a member of Central Co-op?

Debbie Robinson, CEO of Central, responded: She clarified that, if approved, membership will initially transfer to Central Co-op as part of the transfer of engagements, following which individuals who wish to terminate their membership will be able to do so and the full value of their share capital will be returned to them.

With no further questions the Q&A session was closed.

## **6. Vote on Motion 1, Transfer of Engagements**

The President thanked Members for their questions. They confirmed that we would now be moving to the vote. Emma Laycock confirmed that the vote would be by a ballot and outlined the voting process.

The President proposed Motion 1 "To resolve to transfer the whole of the stock, property and other assets and all engagements of Chelmsford Star Co-operative Limited to Central England Co-operative Limited, in consideration of Central England Co-operative Limited issuing to each member of Chelmsford Star Co-operative Limited paid up shares equal to the amount standing to the credit of each member in the share accounts of Chelmsford Star Co-operative Limited on the date when the transfer of engagements becomes effective."

The motion was seconded by Malcolm Wallace.

Emma asked members to mark their vote, 'for' or 'against', on the voting card marked 'Motion 1'. Members were reminded that an abstention would not be counted as a vote, if they wished to abstain then they should spoil their voting card or not pass it to a teller. Emma informed Members that a small number of Members have two voting cards because they are individual members and also the appointed voting representative of one of our Corporate Members.

The tellers brought around the ballot boxes for members to cast their vote. Members were permitted to leave the meeting rooms and were advised to be back in fifteen minutes to receive the results.

**7. Declaration of Result of the Vote & Confirmation of Next Steps**

The President called the meeting to order and confirmed that the results had been independently verified and were as follows:

Votes for – 303  
Votes against – 13

The President confirmed that the vote had reached the 2/3 majority required by the Rules and that the vote had passed.

The President confirmed that a second meeting would be held at this venue on Tuesday, 5 August at 6:30 pm, to consider the following resolution “That the special resolution passed on the 16 July 2025 transferring the engagements and assets of the Society to Central England Co-operative Limited is hereby confirmed.”

The President thanked the Members for their attendance and closed the meeting at 8:55 pm.

..... *Chair*