

Central England Co-operative Limited

# **Board Elections 2020**

## **Information for Candidates**

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## **INTRODUCTION**

This document aims to provide information and guidance for members wishing to seek election to the Board of Central England Co-operative Limited.

Each year members of Central England Co-operative have the opportunity to vote in the elections to the Society's Board of Directors and, just as importantly, stand for election to those positions.

The Society is committed to encouraging members to participate either as candidates or by voting in our annual elections.

Central England Co-operative is a successful independent community-based co-operative business with annual gross sales of £900 million. We employ 8,000 people and operate more than 400 trading outlets across 16 counties in Central England. Our main business activities are food stores, petrol filling stations, funeral services, travel shops and investment property management.

The Society's Board of Directors consists of 12 Directors (nine Member Directors and three Employee Member Directors) who are elected by the Society's members. In addition, the Board may appoint up to two Independent Non-Executive Directors, as outlined below:

Board	Central Constituency	Eastern Constituency	Western Constituency	Total Board
9 Member Directors	3 Member Director positions from each constituency			9 seats
3 Employee Member Directors	1 Employee Member Director position from each constituency			3 seats
↑ DIRECTLY ELECTED BY MEMBERS ↑				12 seats
Co-opted Independent Non-Executive Directors - up to 2 seats (appointed by the Board, as and when necessary)				2 seats
				14 seats

For the elections in April 2020, nominations are invited for **THREE Member Directors**, one from each constituency, and **TWO Employee Member Directors**: one from the Eastern Constituency (to serve for a period of three years) and one from the Western Constituency, to serve for a period of two years (to fill a casual vacancy).

## **WHAT DOES BEING A DIRECTOR OF CENTRAL ENGLAND CO-OPERATIVE INVOLVE?**

As a Director of Central England Co-operative you are accountable to the members for safeguarding the interests of the Society. Directors have important legal duties, including the duty to act in the best interests of Central England Co-operative and its members. In carrying out your responsibilities as a Board Director, you will oversee the commercial and financial performance of the business, as well as the Society's risk and assurance framework.

The Society's Rules confirm that the Board is accountable to the Members and is responsible for the long-term success of the business of the Society.

The responsibilities of the Board are set in the Society's Rules as follows:

- To ensure that the Society's affairs are conducted in accordance with the Rules, the best interests of the Society and its Members and in accordance with the Co-operative Values and Principles;
- To determine the strategy and policy of the Society in consultation with the Chief Executive and the Management Executive;
- To determine the risk strategy of the Society and ensure that risk management is addressed;
- To oversee the work of the Chief Executive and the Management Executive in the day-to-day management of the business of the Society.

A key aspect of the Board's role is to work closely with the Executive Team in monitoring the performance of the Society in order to deliver the strategy. This involves holding the Chief Executive to account for the day-to-day performance and management of the Society, whilst also supporting the Executive Team to achieve the Society's strategic objectives and priorities.

Further details outlining the eligibility criteria, role, duties and personal specification of Directors, together with the time commitment involved, are covered later in this document.

## **ELECTORAL CONSTITUENCIES**

The Society's three electoral constituencies are defined by post codes and **the post code of the place of residence of candidates shall determine the constituency in which they are eligible to stand for election.** In the case of candidates who live outside the Society's trading area the constituency in which they can stand for election shall be determined by reference to the Society's nearest trading outlet to their place of residence, subject to the advance approval of the Returning Officer.

In the case of Employee Member Director candidates, they may stand for election in the constituency in which they work should this be different to the constituency in which they reside, subject to the advance approval of the Returning Officer.

In general terms the three constituencies encompass the following towns and cities:

<b>CENTRAL CONSTITUENCY:</b>	
<b>Derbyshire</b> DE other than exceptions in the Western Constituency:	Ashbourne, Bakewell, Chesterfield, Derby, Ilkeston, Ripley
<b>Leicestershire</b> (part) LE other than exceptions in Eastern Constituency, CV13:	Coalville, Leicester, Loughborough, Oadby, Wigston
<b>Nottinghamshire</b> NG:	Eastwood, Jacksdale, Kirkby-in-Ashfield, Nottingham
<b>South/West Yorkshire</b> HD, S:	Barnsley, Sheffield, Shepley, Wooldale

<b>EASTERN CONSTITUENCY:</b>	
<b>Cambridgeshire</b> CB, PE:	Cambridge, Huntingdon, March, Peterborough
<b>Bedfordshire</b> MK:	Bedford
<b>East Anglia</b> (part) IP, NR:	Beccles, Cromer, Kings Lynn, Lowestoft
<b>Leicestershire</b> (part) LE13, 14, 15, 16, 17:	Lutterworth, Market Harborough, Melton Mowbray, Oakham
<b>Lincolnshire</b> (part) LN6, DN15:	Lincoln, Scunthorpe
<b>Northamptonshire</b> NN:	Corby, Desborough, Kettering, Moulton, Raunds, Rothwell, Oundle
<b>Warwickshire</b> (part) – CV21, 22, 23:	Rugby
<b>WESTERN CONSTITUENCY:</b>	
<b>Staffordshire</b> ST, DE11, 12, 13, 14, 15, WS:	Burton-on-Trent, Eccleshall, Lichfield, Rugeley, Stafford, Stone, Tamworth, Uttoxeter
<b>North Warwickshire</b> – CV other than exceptions in Eastern and Central Constituencies:	Atherstone
<b>West Midlands</b> – B, DY:	Birmingham, Dudley, Sutton Coldfield

**All eligible\* members from across the Society can vote in the Board elections.**

In April 2020, eligible members may vote for up to three Member Directors (one in each constituency) and two Employee Member Directors (one in the Eastern Constituency and one in the and Western Constituency).

**\*Eligible members** – Members may vote in Society elections provided that they have held at least £1 in their Society share account for six months or more prior to the date on which the results of voting in that election are to be declared. This means that members must have held at least £1 in their Society share account since **01 November 2019** (being six months prior the date the results of the election are to be declared on 01 May 2020).

**NUMBER OF VACANCIES & TERMS OF OFFICE**

Unless otherwise stated, elected Directors shall serve for a period of three years until midnight on the day of the final annual members' meeting at the end of their three year term. Directors shall serve no more than nine consecutive years without a break of service of at least one year.

For the election in April 2020, there are **FIVE** vacancies on the Board, comprising **THREE** Member Directors and **TWO** Employee Member Directors. All positions to serve for a period of three years ending at midnight on the day of the final Annual Members' Meeting in 2023 with the exception of the Employee Member Director position for the Western Constituency which is for a period of two years ending at midnight on the day of the final Annual Members' Meeting in 2022.

The Member Director candidate receiving the highest number of votes in each electoral constituency shall be elected to serve for 3 years and the Employee Member Director candidate in the Eastern\* / Western\*\* constituency receiving the highest number of votes shall be elected to serve for 3\* years / two\*\* years #.

# In the event of an electoral constituency having an unfilled Member Director position following an election, that position shall be allocated to the Member Candidate from any other constituency who is willing to serve and who received the highest number of votes but was not elected to any of the Member Director positions in their constituency. Any Director so elected shall only serve for a 12-month term expiring at the conclusion of the Society's next Annual Members' Meeting.

In the event of an electoral constituency having an unfilled Employee Member Director position following an election, that position shall be allocated to the Member Candidate in that constituency who is willing to serve and who received the highest number of votes but was not elected to the Member Director position in that constituency. Any Director so elected shall only serve for a 12-month term expiring at the conclusion of the Society's next Annual Members' Meeting.

### **STANDING FOR ELECTION AS BOTH A BOARD DIRECTOR AND AS A MEMBERSHIP & COMMUNITY COUNCIL MEMBER**

Board Directors cannot be both a Board member and an elected Membership & Community Council ('MCC') member at the same time. However, provided that the Board and MCC election processes are conducted in parallel, Society Members may stand for election as a Board Director and as a MCC member concurrently. In these circumstances, following the deadline for returning ballot forms, votes cast in Board elections will be counted first, after which any person elected as a Board Director who also stood in the MCC election will be deemed to have withdrawn from the MCC election.

### **ELECTION TIMETABLE**

The timetable for the 2020 Society Board elections is as follows:

Action	Date
Closing date for receipt of Nominations	No later than 5.00 pm on Friday 21 February
Voting opens	Friday 10 April
Voting closes – 12 noon	Monday 27 April
Date of first Annual Meeting	Monday 27 April
Results announced	Friday 1 May
First Board meeting	Thursday 21 May

## **NOMINATION PROCESS**

Individuals wishing to seek election to the Board must fulfil the eligibility requirements set out in the Society's Rules – reference to which are incorporated within this document on page 8 and included on the Nomination form.

Nomination forms must be completed in full with the details of the proposed candidate, together with the details of the Proposer and Second of each candidate, including member share numbers or membership card numbers.

Candidates are asked to provide information on the Nomination form for the purposes of monitoring the Society's progress in respect of its diversity and inclusion objectives.

Candidates seeking clarification on the information required to complete their Nomination may email (**secretarial.office@centralengland.coop**) prior to submitting their Nomination.

Nominations must be submitted online no later than **5.00 p.m. on Friday 21 February 2020**. Nominations received after this deadline will not be accepted. Nominations can be provided on paper by exception, subject to the advance approval of the Returning Officer – the same submission deadline applies.

Details of the Nominations received will be displayed on posters in stores and on the Society's website on 13 March 2020.

## **PROPOSER & SECONDER**

Any member may nominate or second a candidate, provided they have been a member of Central England Co-operative Society (or a Society which has transferred its engagements to this Society) for at least 12 months immediately prior to nomination, and held at least a £1 share during that time. The Chief Executive, members of the Executive Team and the Society Secretary may not nominate or second a candidate.

## **INFORMATION TO BE PUBLISHED AS PART OF THE ELECTION PROCESS**

All candidates are asked to supply an Election Statement in support of their nomination. This is required to be no more than **400 words in length** and will include relevant information in the following four sections:

1. Personal Statement to support your Nomination (maximum of 250 words)
2. Details of Academic & Professional Qualifications (maximum of 50 words)
3. Skills, Knowledge and Useful Experience (see pages 10-11 for further information (maximum of 100 words))

Candidates must submit a **good quality colour 'head & shoulders' passport style photograph** (5cm x 4cm) with their Nomination, which is not more than 12 months old. Photographs can be uploaded to the online voting website (or submitted by email to secretarial.office@centralengland.coop).

Photographs accompanying Nomination forms submitted by hand or by post should have the candidate's name on the reverse. The Society does not accept any responsibility for the quality of any photograph submitted by a candidate.

The Election Statement, together with a photograph of the candidate, will be published by the Society in election documentation. Each candidate will receive a supply of the election documentation and copies will be included in the election pack circulated to eligible members online or by post.

**Please note:**

- Candidates submitting their Nomination by hand or by post (subject to prior advance approval by the Returning Officer) should either write their Election Statement in the relevant section of the Nomination form (in clear, printed capitals), attach a typed appendix to the form, or submit their Election Statement by email to the Secretary (**secretarial.office@centralengland.coop**) to be received no later than **5.00 p.m. on Friday 21 February 2020**.
- If an Election Statement exceeds the maximum word count, the sentence that ends prior to the word limit will be treated as the final sentence.
- In the interests of fairness, the Society makes every effort to ensure candidates' statements are reproduced exactly as they have been submitted. It is the responsibility of the candidate to check their election statement for any grammatical or spelling errors before it is submitted.
- All Election Statements will be allocated the same amount of space in the election documentation. The Society reserves the right to amend the formatting of the text submitted, if required, in the preparation of the election documentation. In addition, candidates should refrain from the use of bold, italics or underlining in their statements.
- Election Statements should not include contact details of candidates.
- The Society reserves the right to contact candidates if their Election Statement is deemed by the Returning Officer as defamatory or damaging to the Society's reputation.
- The Society reserves the right to publicise candidates' details in whole or in part on the Society's website and in election documentation.
- When preparing their Election Statement, candidates should be aware that, if elected, this information may also be used when considering appointments to the Society's Board Sub-Committees.

**BIOGRAPHICAL DETAILS**

In addition to appearing in election documentation for circulation with voting papers, candidates' biographical details will be featured on the Society's website.

**CANVASSING**

Guidance Notes on canvassing relating to Society elections will be circulated to candidates.



## **ELIGIBILITY CRITERIA FOR CANDIDATES**

A member shall only be eligible to be nominated for election as a Director if they fulfil the following criteria (Rule 90 of the Society's Rules):

- They have been a Member of the Society or a society which has transferred engagements to the Society for at least the two previous years;
- They have not served nine consecutive years without a break in service of at least one year;
- They have purchased to the extent of £500 from the Society during the previous accounting period, and continue to purchase to that extent in each succeeding year of their term of office. The amount of purchases shall be appropriately evidenced;
- They have not been dismissed (save for redundancy) from the employment of the Society or a society which has transferred its engagements to the Society;
- They have not resigned from their employment of the Society whilst being subject to disciplinary action or investigation which might result in dismissal;
- Neither they nor their Connected Person \* is engaged in a managerial capacity in the conduct of any business trade or undertaking which in the opinion of the Board competes in a material way with any business, trade or undertaking carried on by the Society;
- Neither they nor their Connected Person \* is engaged in a material capacity with a supplier to the Society, other than in a Co-operative or social enterprise organisation, and where the employment or remuneration of the Member or Connected Person is dependent to a material extent on the Society's patronage of the supplier.
- They are not subject to a bankruptcy order which is not discharged;
- They have not ceased to be a Director by virtue of any provision in the current Companies Act or become prohibited by law from being a Director;
- They are not disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);
- They are not deemed physically or mentally incapable of acting as a Director on a continuing basis;
- They have not previously been removed from office as a Director under the Society's Rules.

\* **Connected Person** means in relation to a person connected with a director if they are a member of the director's family (that is, the director's spouse, civil partner, any person with whom the director lives as a partner in an enduring family relationship, a child or stepchild of the director, a child or step-child of a director's partner (if living with the director and under the age of 18), or the director's parents).

Candidates are asked to note that the relevant period for purchases relates to the full 12 month period from **27 January 2019 to 25 January 2020** inclusive and the Society's membership card database will be used to verify the purchase declaration of nominees, and if successfully elected during the tenure of directorship. Other evidence may be required by the Secretary if necessary. At the discretion of the Returning Officer, the purchases of a candidate's spouse, civil partner or any person with whom the candidate lives as a partner in an enduring family relationship, living at the same address and using a Society members' card, will be taken into account.

Candidates must comply with all eligibility requirements and if in any doubt, should contact the Returning Officer.

The Society reserves the right to carry out appropriate screening checks of candidates, including a DBS Criminal Record check, eligibility in accordance with the Immigration & Asylum Act 1996 (as amended), credit reference and electoral roll searches, and appropriate media checks.

Candidates are asked to note the following information covering the role and duties of Directors, together with personal characteristics, skills, knowledge and experience required to fulfil the role. This information is in line with best practice followed by other co-operative societies and other organisations and aims to ensure that all persons interested in standing for election to the Board are fully aware of the duties, responsibilities and commitment involved.

## **LEGAL DUTIES, ROLE & PERSONAL SPECIFICATION**

### **1. LEGAL DUTIES**

Central England Co-operative is a registered society under the Co-operative and Community Benefit Societies Act 2014 ('CCBSA'). Unlike the Companies Act 2006, the CCBSA does not codify directors' duties. As a matter of good governance practice, directors of consumer co-operative societies should follow the codified directors' duties as set out in the Companies Act:

- The duty to act within the powers of the Society as set out in the Rules.
- The duty to promote the success of the Society – i.e. directors must act in a way they consider, in good faith, would be most likely to promote the success of the Society for the benefit of its members as a whole.
- The duty to exercise independent judgement.
- The duty to exercise reasonable care, skill and diligence.
- The duty to avoid conflicts of interest.
- The duty to not accept benefits from third parties.
- The duty to declare an interest in a proposed transaction or arrangement.

## **2. ROLE SPECIFICATION**

- Contribute to the formulation and approval of the strategy for the Society.
- Ensure that appropriate levels of resource are available to enable management to meet strategic objectives.
- Contribute to the setting of values and standards for the Society and ensure that its obligations to members and stakeholders are met in accordance with Co-operative Values and Principles.
- In conjunction with other Board members, appoint and appraise the Chief Executive and Society Secretary and ensure succession planning is in place.
- Scrutinise the performance of management in meeting agreed goals and objectives and constructively challenge management to ensure continued improvement.
- Contribute to effective decision making, through the careful analysis of information, to ensure the future improvement of performance of the Society.
- In conjunction with other Board members, ensure that:
  - financial controls and systems of risk management are robust and defensible;
  - the Society is managed efficiently, effectively and in line with the requirements of the law, regulatory bodies, the Society's Rules and best practice.
- To prepare for and regularly attend Board and Sub-committee meetings.
- Attend and participate in training and personal development activity required to fulfil the role.
- Represent the Board and/or the Society on Sub-committees, subsidiary boards and other bodies as required.
- Represent the Society and the work of the Board to the wider membership.
- Represent the Society and the work of the Board at internal and external events and to stakeholders including Members' Meetings of the Society.

### 3. PERSONAL SPECIFICATION

<b>Skills &amp; Knowledge</b>	<b>Essential/Desirable</b>
Strategic thinking	Essential
Business knowledge and experience	Desirable
Sound independent judgement and skilled in collaborative working	Essential
Understanding and acceptance of the legal duties and responsibilities of non-executive co-operative directors	Essential
Analytical and statistical knowledge and experience	Desirable
Willingness to attend training and member events	Essential
Ability to analyse and interpret and apply financial data and information	Essential
Board level experience in a large/complex organisation.	Desirable
Working in a retail or service based organisation	Desirable
Finance, risk management or pensions experience	Desirable
Committed to co-operation and co-operative principles	Essential
Specialist skills, knowledge and experience in: Finance and accountancy, Law, HR, Strategic Planning, Pensions, Property, IT, Marketing, Retail, Funerals and other areas of the wider co-operative movement	Desirable

### **CODE OF CONDUCT FOR DIRECTORS**

Directors are required to adhere to a Code of Conduct, as outlined in Appendix 1 on pages 15 -18 Appendix 2 on page 20 'Confidential Information' outlines the responsibility of Directors to maintain confidentiality of all information received by them in their role.

### **DIRECTORS' CONFLICTS OF INTEREST**

The Society's Rules (100-103) include a clearly defined section on conflicts of interest that is intended to be helpful to Directors in fulfilling their responsibilities. This is in line with modern standards of corporate governance and consistent with Co-operatives UK Corporate Governance Code of Best Practice. The Secretary is required to maintain a register of Directors' interests, recording any "material interests" disclosed by Directors.

The declaration procedure is carried out annually as follows:

- (i) All Directors to declare that they have read and understand the relevant rule.

- (ii) All Directors to complete the disclosure form with details of any interests they consider relevant or declare that they have no such interests.
- (iii) In the interim, Directors should inform the Secretary of any relevant change in their interests, as soon as possible, in order to keep the register up to date.
- (v) The register will be available for any Director to examine.

## **BOARD MEETINGS**

Board meetings are held monthly at the Society's Registered Office, Central House, Hermes Road, Lichfield, Staffordshire, WS13 6RH, usually commencing at 2.15 pm.

All Directors have a responsibility to attend Board meetings and when this is not possible they should submit an apology to the President and Secretary.

Directors are expected to read and give proper consideration to the Board papers, which are despatched one week prior to the meeting.

<b>The Board meeting dates in 2020 have been confirmed as follows:</b>		
Thursday 21 May	Thursday 10 September	Thursday 19 November
Thursday 18 June	Tuesday 13 October	Tuesday 15 December
Wednesday 22* & Thursday 23 July	* All day with overnight stay	

## **TIME COMMITMENT**

Directors are required to attend meetings of the Board and any relevant Sub-Committee to which they have been appointed. Sub-Committee meetings are held on weekdays during normal business hours. In each case, Directors are expected to devote appropriate preparation time ahead of each meeting.

Directors will also be required to undertake and attend training and development sessions as appropriate. The time involved for this would be dependent upon the responsibilities of the individual and would vary from Director to Director.

Outlined below is an approximate indication of the time commitment required (excluding meeting preparation):

- **Board Meetings** – 11 scheduled meetings per annum (no August meeting), which currently commence at 2.15 pm for a typical duration of 3½ hours. Board meetings take place at the Society's registered office in Lichfield other than those meetings that take place following the Board Strategy event, 4 Year Plan and Budget review meetings.
- **Board Strategy, 4 Year Plan and Annual Budget Review Meetings** – normally comprising up to two days, twice a year for (i) the annual Board Strategy event and (ii) the 4 Year Plan and Annual Budget review meeting; typically held off-site with an overnight stay.

- **Annual and Interim Members' Meetings** – evening meetings held in April/May and October each year, chaired by Directors.
- **Representation at co-operative events** – for example Co-operative Congress and conferences, both on weekdays and at weekends.
- **Board training and development sessions** – normally on weekdays.

By submitting a Nomination, candidates confirm that they have sufficient time to undertake their duties as a Director and should advise the Secretary of any existing significant commitments they have during 2020.

## **REMUNERATION**

The annual fees payable in respect of Board Directors are currently as follows:

<b>Role</b>	<b>Annual Fee</b>
Board Director	£8,483
Audit & Risk Committee	£600
Remuneration Committee	£600
Rules & Practices Committee	£600
Search Committee	£600
Conduct Committee	£200
Community Dividend	£400
Membership & Community Strategy	£400

Additional fees are payable in respect of the positions of President and Vice-President and for attendance at other Board working groups.

Delegation fees are payable per day where Directors are formally appointed to represent the Society. Fees and expenses (travelling, car parking etc.) are paid four-weekly through the Society payroll system and are subject to applicable UK statutory deductions, including deductions for income tax, national insurance and similar liabilities.

As indicated in Rule 106, the level of remuneration for Directors shall be determined by the members at a Members' Meeting. The basis for Directors' remuneration was last approved by members in October 2020.

Details of expenses and delegation fees relating to Board Directors are available from the Secretary on request.

## **INDUCTION AND FUTURE TRAINING & DEVELOPMENT**

The Society's Rules (82.6) include a provision for a Director to be removed from office if they have failed without good reason to undertake any training which the Board requires all Directors to undertake.

In addition, at the time of nomination, candidates are required to confirm that they will fulfil any requirements necessary to undertake personal development during their term of office on the Society's Board. This includes an induction session with the Secretary prior to attendance at the first Board meeting following the elections and attendance at business related training sessions.

Candidates will also be asked to confirm at the point of nomination that they believe they are able to fulfil the requirements of the Role Specification and the Person Specification relating to the role of Board Director.

## **INTERNAL SCREENING PROCESS**

The Board has agreed that each candidate be asked to provide additional information upon Nomination which would enable the Society to undertake checks in line with those which are undertaken for senior management. In this respect, candidates are asked to provide additional information on the Nomination form as follows:

### **Eligibility to Work in the United Kingdom (UK)**

In order to satisfy current UK immigration requirements, the Society is required under Section 8 of the Immigration & Asylum Act 1996 (as amended) to check that you have eligibility to work in the UK. This is necessary because if you are elected as a Director, you will be set up on the Society's payroll to receive payment of your Board fees and expenses. Candidates will be required to provide original documentary evidence of eligibility, i.e. passport, full birth certificate or necessary immigration visas. For full details, please refer to Appendix 3 on pages 20-23. attached.

### **Credit Reference Search**

The Society reserves the right to carry out credit reference and electoral roll searches via credit reference agencies on all of your addresses over the last three years, to review information relating to bankruptcies, delinquencies, defaults and fraudulent activity. A footprint will not be left on your credit history. We may use scoring methods to assess your application and to verify your identity. You have the right of access to your personal records held by the credit reference agencies. We are able to supply their names and address details on request.

### **Disclosure & Barring Service Check (DBS formerly known as CRB)**

If you are successfully elected, you will be required to consent to a DBS Criminal Record check prior to the date of your appointment.

### **Media Check**

What candidates do or say on the internet or other media may result in reputational or security risks to the Society. Therefore, the Society may carry out media searches to ensure the Society's reputation is not compromised. Any matters requiring further clarification as a result of such searches will be referred to the relevant candidate by the Secretary.

# Central England Co-operative Limited

## CODE OF CONDUCT FOR DIRECTORS

### 1 Introduction

The Code sets out the appropriate standard of conduct, personal behaviour, probity and business ethics required of Directors of the Society.

### 2 Code of Conduct for the purposes of the Society's rules

This is the Code of Conduct for Directors referred to in the Society's rules and has been approved by the Board of Directors. Candidates seeking election as Director will be asked to confirm that they have read it, and if elected, will comply with it.

### 3 Qualification for office

The Society's rules (Rule 90) set out the criteria by which an individual is eligible to be a Director. A Director shall notify the Secretary immediately on becoming aware that they are or may no longer be eligible.

### 4 Duties of Directors

4.1 Directors are bound by legal duties, and failure to carry out those duties can result in personal liability. Broadly there are three categories of duty as follows, and a brief summary of these duties is set out below:

4.1.1 the duty to obey relevant laws and regulations;

4.1.2 the duty of good faith; and

4.1.3 the duty to take care.

Obeying the law

4.2 Various Acts of Parliament and statutory provisions impose direct obligations upon Directors and upon the Society itself. These include legislation concerning the environment, occupational health and safety, employee relations, equal opportunity for employees, competition and consumer protection.

4.3 Although Directors do not carry executive responsibility for ensuring that statutory requirements are met, they are responsible for ensuring that others take executive responsibility and discharge it. Where they fail to do so, Directors can become subject to statutory penalties and personal liability.



## Duty of good faith

- 4.4 A Director is in a position like that of a trustee – namely being responsible for somebody else's property. As a result the law imposes on Directors a duty of good faith, which can broadly be summarised as follows:
- 4.4.1 truthfulness and honesty – this involves acting truthfully and honestly in any dealings with or on behalf of the Society;
  - 4.4.2 acting in the best interests of the Society – this means ensuring that the Society's interests always come first, and that a Director never uses their position to obtain personal benefit;
  - 4.4.3 avoiding conflicts of interest – a Director should avoid putting themselves in a position where their duties and responsibilities as a Director conflicts with other personal interests. Where a conflict arises, they must comply with the Society's rules, (Rule 100 to 103).

## Duty to take care

- 4.5 In carrying out their responsibilities, Directors must take proper care. They are expected to show such skill and care in carrying out their responsibilities as a person having their background and experience would reasonably be expected to show (the subjective test), and also to show the levels of skill and care that a person carrying out that role would reasonably be expected to show (the objective test).
- 4.6 In other words, they are not expected to be experts, but they are expected to use such expertise as they have. Furthermore, Directors must recognise that an objective standard is applied, which means that where they do not have the knowledge and expertise needed, they should either undergo training, or should ensure that the Board is professionally advised in specific circumstances.
- 4.7 The duty to take proper care includes the following:
- 4.7.1 reading Board papers before meetings, and coming to meetings properly prepared;
  - 4.7.2 asking questions and challenging the executives when not satisfied with the answers given;
  - 4.7.3 taking advice both from the executives and from independent advisors when that is needed for the best interests of the Society;
  - 4.7.4 doing their best – Directors should aim for the highest standards they can achieve. It is not acceptable to leave things to other people, to fail to attend meetings, or to treat other matters as more important than those of the Society. A Director who does not give their full commitment to the Society's affairs is failing in their duty;

- 4.7.5 undergoing appropriate training and development. It is not sufficient to rely on current knowledge and experience. In order to keep pace with changing needs, and changing legal and financial obligations, Directors need to ensure that they are properly equipped to carry out their responsibilities.
- 4.8 The above is only a summary, and if Directors are in any doubt about any aspect of performance of their duties, they should consult the Secretary.

## **5 Standards of behaviour**

- 5.1 In addition to fulfilling their three broad categories of duty, Directors are expected to show appropriate standards of behaviour in carrying out their responsibilities. This is necessary in order that the Board can function properly as a Board, that it can play its appropriate part in the Society's overall governance, and that the Society's good name and reputation in the community is maintained.
- 5.2 In particular, Directors will observe the following standards:
  - 5.2.1 in their dealings with each other, with the Society's officers, and with its employees and members, treating people politely, fairly, and with respect;
  - 5.2.2 on public occasions and on all Society business, behaving in a way which is appropriate for a Director of such an organisation, including not bringing the Society into disrepute; Directors generally must not engage in conduct, or make any public statement likely to prejudice the Society's business or likely to harm, defame or otherwise bring discredit upon or denigrate the Society, fellow directors or staff;
  - 5.2.3 treating all information which they receive in their capacity as Directors as confidential, unless specifically authorised to release it, and not using any such information for personal advantage;
  - 5.2.4 attending all Board and other Society meetings which they are expected to attend, unless submitting timely and reasonable apologies;
  - 5.2.5 in accordance with the existing provisions of the Code of Conduct, Directors shall not make any statement to the media on any matter relating to the Society, either past, present or future. Any media enquires received by Directors shall be forwarded to the Society's Head of Customer and Marketing and/or Public Relations Team for attention, other than as provided below:

In the event that a Director wishes to respond to historical matters in the media relating to the Society or any of its predecessors, the Director concerned shall seek the prior approval of the President and the Secretary in order to determine the nature of the matter, the details of the Director's intended response and whether such a response is considered appropriate.

### 5.3 At meetings, Directors will observe the following standards:

- 5.3.1 Society meetings are formal and members must recognise the role of the Chair through meetings. All questions, comments and points of view should be expressed through the Chair. Directors should respect other viewpoints and the Chair should encourage all members of the Board to express themselves.
- 5.3.2 Directors must bring an open and independent mind to Board meetings, consider the arguments for and against each motion and reach a decision that they believe, in good faith and on reasonable grounds, to be in the best interests of the Society as a whole.
- 5.3.3 All Directors must have the opportunity to put their views on issues before the Board.

### 5.4 Gifts and Hospitality

Directors should ensure that they are meticulous over receiving hospitality or gifts when engaged on Society business to ensure that:

- 5.4.1 Personal gifts with a significant monetary value are not accepted.
- 5.4.2 Hospitality is not accepted if it could be seen as a means of exerting improper influence over the Society's decisions.
- 5.4.3 Any gifts or hospitality accepted, other than inexpensive or incidental items, should be recorded in a register.

## 6 **Commitment to Co-operative Principles**

- 6.1 The Society's rules state that its purpose is to provide goods and services to its members as a co-operative. In conducting its affairs, the Society is committed by its rules to following the Co-operative Principles.
- 6.2 Each of the Directors will discharge their responsibilities in a way which seeks to ensure that the Society will remain committed to the Co-operative Principles.

## 7 **Breaches of the Code of Conduct**

- 7.1 Breaches of the Code should be considered by the Board, under the provisions of Rules 82 to 86, as to whether they are sufficiently serious enough to initiate a proposal to remove the Director from office.
- 7.2 If a member of the Society believes that the Board has breached this Code they should follow the Society's Disputes Procedure under Rule 149.

[Approved by the Board – March 2005 and amended in May 2013 to include clause 5.2.5. Clause 5.2.5 further amended by the Board in December 2016]

### CONFIDENTIAL INFORMATION

#### 1. Confidentiality

By signing that a Director has received and read the Code of Conduct for Directors, a Director will acknowledge that in the course of their appointment they will have access to and be entrusted with, information about businesses, finances, dealings, transactions and proposals of Central England Co-operative Limited ('the Society') and its subsidiaries, which is or may be secret, confidential, commercially sensitive or the subject of legal privilege. The information includes, without limitation, confidential or secret information relating to the Society business ideas, business methods, finances, prices, marketing initiatives, development plans, customer lists or details, legal rights and liabilities, litigation prospects, computer systems and software, know-how or other matters connected with the goods and services provided by the Society and confidential or secret information concerning the relationships with actual or potential clients or customers or suppliers (together the Society).

Other than in the proper performance of their duties (and the presumption shall be that proper performance does not usually require the disclosure of Confidential Information other than to those already bound to treat that information in confidence), Directors will not either during the term of their appointment or at any time after its termination, (i) disclose to any other person, firm, company or society, or (ii) use for their own purposes, or (iii) cause or permit any unauthorised disclosure of, any Confidential Information. These restrictions will not apply to information which (otherwise than through the default of a Director) becomes available to the public generally or where it is required to be disclosed by a court of competent jurisdiction or by any regulatory body to which the Director is subject. All Board papers, once finished with, should be securely disposed of as confidential waste.

It is in the interests of the Society that appropriate confidentiality is maintained and that the communication of change is carefully controlled to protect the business interest and the interests of members, manage external public relations and, as a responsible employer, to take into account the value of employee and trade union consultation (which, in certain circumstances will be required by law). Directors should err on the side of caution when considering the disclosure of Confidential Information, and should seek the advice of the Secretary where there is any doubt.

#### 2. Return of Property and Papers

Directors will promptly whenever requested by the Society and in any event immediately upon ceasing to be a Director of the Society, deliver up to the Society all lists of contacts, suppliers or customers, correspondence and all other documents, papers and records which may have been prepared by the Director or have come into their possession as a Director of the Society (whether they exist in hard or soft copy), and will surrender to the Society whatever machines and devices the Secretary deems necessary to effect this. Directors will not retain copies of Society information in any form whatsoever, such information being returnable to the Society on the written demand of the Secretary at any time. Title and copyright therein shall vest in the Society to the exclusion of the Director.

Central England Co-operative HR  
Eligibility to Work in the United Kingdom

What do I need to provide?

CONTENTS

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## 1. Why do I need to provide evidence to demonstrate my eligibility to work in the United Kingdom?

All employers within the United Kingdom have to be able to demonstrate that checks have been performed in terms of proving that their employees have the required eligibility to work in the UK.

## 2. When do I need to provide the evidence and what is it?

You must provide **one or one combination** from the following forms of identification if you are successfully elected. The documents that are acceptable for proving someone has the right to work in the UK are split into two lists.

- List A documents show that the holder **has no restrictions on their ability to work in the UK.**

Or

- List B documents show that the holder **has restrictions on their ability to work in the UK.**

If you are unable to provide any of the items shown in List A, you must supply the appropriate documents shown in List B.

You must produce the **original document**. A photocopy is not acceptable.

The documents must be the originals and failure to produce such documents will delay payment of your Director fees or expenses.

**Should your documents i.e. Birth Certificate and NI proof have different names on them, then you will be asked for further evidence to support the reason for this. The further document could, for example, be a marriage certificate, divorce decree absolute, deed poll or statutory declaration.**

Please note that a driving licence is not an acceptable form of proof of your eligibility to work in the UK.

**NOTE: THE SOCIETY IS NOT ABLE TO PAY YOU IF YOU DO NOT PROVIDE THE CORRECT DOCUMENTS**

Continued ...

### 3. The Evidence

#### LIST A – One or one combination of the below

Either:

\* A Passport showing you are a British Citizen, Citizen of the United Kingdom or colonies or a national of a European Economic Area (EEA) country or Switzerland.



Or

\* Long UK Birth Certificate (includes the name(s) of at least one parent) or UK Adoption Certificate (includes the name(s) of at least one adoptive parent) **plus** National Insurance Number Proof (i.e. P60, P45, NI Card).



Or

\* A passport or travel document endorsed to show you are exempt from immigration control, are allowed to stay indefinitely in the UK, or have no time limit on your stay in the UK.



## LIST B

Should you not be able to provide one or one combination from List A you will then need to provide the following documents from List B which shows a right to work in the UK for up to 12 months:

\* Passport or travel document endorsed to show that you are allowed to stay in the UK and are allowed to do that type of work **plus** a copy of the relevant visa issued by the Home Office or Border & Immigration Agency such as Student Visa Stamp **or** Limited Leave to Remain stamp.

Passport (Showing that you are a non EU resident)



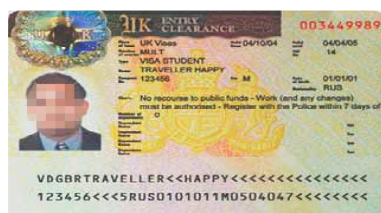
**PLUS either:**

Limited Leave to Remain Visa stamp



**OR**

Student Visa



In some cases you may have been issued with a letter from the Home Office or the Border & Immigration Agency indicating that you can stay in the UK and do the work in question. You will need to provide a copy of this plus a document containing your Name and National Insurance Number (i.e. P45, P60 or National Insurance Card.)

**Should your documents i.e. Birth Certificate and NI proof have different names on them, you will be asked for further evidence to support the reason for this, such as a marriage certificate, divorce decree absolute, deed poll or statutory declaration.**