

AGM & Members' Convention 2017



Motion: Do you agree to receive the Directors' Report and Financial Statements and approve the Remuneration Report for the period ending 28th January 2017?

Responses		
	Percent	Count
Yes	96.39%	347
No	0.83%	3
Abstain	2.78%	10
Totals	100%	360



Motion: Do you approve Share of the Profits payments for Customer Members of 2p per £1 of eligible purchases?

Responses		
	Percent	Count
Yes	98.61%	355
No	1.11%	4
Abstain	0.28%	1
Totals	100%	360

Motion: Do you approve Share of the Profits payments for eligible Colleague Members equivalent to an average two week's pay?

Responses		
	Percent	Count
Yes	97.48%	348
No	2.24%	8
Abstain	0.28%	1
Totals	100%	357



Motion: Do you approve Community Distributions of up to £800,000?

Responses		
	Percent	Count
Yes	95.26%	342
No	3.34%	12
Abstain	1.40%	5
Totals	100%	359



Co-option of Chair Designate



During 2017 the Board undertook a search for an independent non-executive to join our Board, in accordance with the powers that the Members have given in our Rules. This decision arose following the Board's consideration of succession planning for the Board as part of its Governance Roadmap project. The Board have considered the future needs of the Society and are looking to put the Board in the best possible position to be able to provide stable long term strategic planning and oversight. They are also seeking to ensure stability in key roles. Our Board consists of 9 elected member directors and up to 2 Board appointed Directors.

At our AGM the Board proposed to members that Mark Ralf join the Board as a Director for one year and thereafter take the role of Chairperson for the subsequent 3 year period, when our current Chair retires in 2018. This approach would ensure that the Board could proactively plan the handover of the role of Chairperson and ensure that a member of the Board is available for the role with both the skills and the time to fully commit to it.

The process of co-opting a director to the Board remains democratic as not only have the Members given the authority to the elected Board to do so, but the Members were also asked to approve the appointment at the AGM. The elected Board controlled the search process for the new Board appointment.

Motion: Do you ratify the Board's appointment of Mark Ralf as Chair Designate?

During his career Mr Ralf held executive director roles in British Airways, Smithkline Beecham Pharmaceuticals and Bupa in the fields of Purchasing, IT and Property. Since retiring he has held non-executive director roles, within organisations such as the Radian Housing Association Group and the West Wittering Estate and is very much aligned with our co-operative values and principles. He has been an member and customer for a number of years.

Responses		
	Percent	Count
Yes	81.44%	294
No	8.59%	31
Abstain	9.97%	36
Totals	100%	361



Election for the Board of Directors

Make it your business by...

Voting for the Board of Directors
for The Southern Co-operative



c. 10,000

Members voted in this
year's Election

Candidates



John Harrington



Jason Crouch



Janet McKenzie



Amber Vincent-
Prior



Bev Wyatt



Election Results

Make it your business by...
Voting for the Board of Directors
for The Southern Co-operative



Elected

John Harrington

Beverly Wyatt

Amber Vincent-Prior

Votes

6,030

5,792 *

3,930

3 seats available on the Board,
however only one may be filled by
a member who is also a colleague

Not Elected

Janet Mckenzie

Jason Crouch

Votes

4,341 *

3,539

* Southern Co-op Colleague



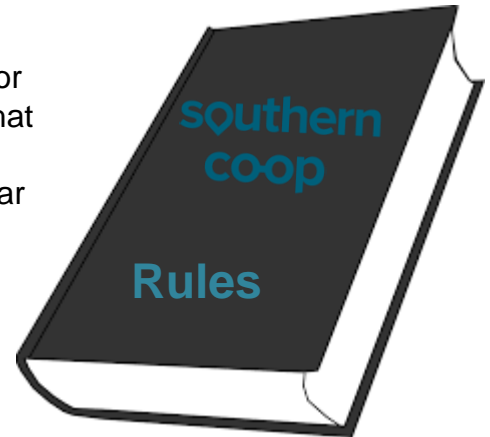
Special General Meeting

Proposed Rule Changes

Two Rule amendments were proposed at a Special General Meeting which serve to deliver the same purpose. The Board proposed that those Members who are entitled to make decisions in relation to the Society, such as those made at the AGM and in Board elections should be members who are contributing to the success of the Society by trading with it.

There are already provisions in place such as a requirement to have held membership for at least 6 months and to be at least 16 years of age. The Board are proposing adding that members must have spent at least £1 in the year prior to such a meeting at which they wish to vote being called and in the case of Board elections this must be spent in the year preceding the close of nominations in the election in which they wish to vote.

The amount to be spent has purposefully be kept at a token level as this Rule change is not seeking to exclude low spending members it is merely setting a principle that there should be some transactional interaction between the Member and the Society.



The proposed amendment to Rule wording is shown in red text

Rule 52 - **Votes of Members**

Every member shall be entitled to cast one vote, provided they have been in membership of the Society for at least six months, **have spent a minimum of £1 with the Society in the 12 month period ending on the date of the notice calling the meeting** and are at least 16 years of age. Members holding shares jointly shall have one vote between them which may be exercised by such one of their number as they may determine by appointment in writing to be delivered at the registered office of the Society not less than 24 hours before the meeting at which the vote is to be exercised, or in default thereof by such one of their number as appears first by name in the register of members.



The proposed amendment to Rule wording is shown in red text

Rule 56(e) - **Votes of Members**

Every member who has at least one fully-paid share, is at least 16 years of age, **has spent a minimum of £1 with the Society in the 12 month period ending on the last date upon which nominations for the election can be received** and has been in membership of the Society for at least 6 months shall be entitled to vote. Voting by proxy shall not be permitted.



Motion: Do you approve the amendments to the Society’s Rules, as set out in Document “A”?

Responses		
	Percent	Count
Yes	93.11%	338
No	4.96%	18
Abstain	1.93%	7
Totals	100%	363

