



Calgary Co-operative Association Limited

DIRECTOR ELECTION HANDBOOK

Approved March 23, 2023
by the
Board of Directors

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2024 Director Election

Nominations Process

The 2024 Calgary Co-op nominations process is designed to provide Calgary Co-op Member-owners with information on the Board's required skills and experience. The Nominations Committee oversees the nomination and election process on behalf of the Board. The 2024 Director Election process consists of the following steps:

1. The Board completes the Calgary Co-op Board Profile and approves the knowledge, experience, attributes and skills desired.
2. The Election Consultant reviews all election applications to ensure the bylaw qualifications are met.
3. The independent Candidate Assessment Consultant uses the Calgary Co-op Board Profile and the Board-approved criteria to evaluate candidates. The evaluation process includes a review of candidate materials, an introductory interview of all candidates as deemed appropriate, and an in-depth interview with the candidates whose qualifications are determined to best match the skills and experience set out in the Calgary Co-op Board Profile. Candidates must participate in the interviews in order to be eligible for recommendation.
4. The Nominations Committee and Board (non-incumbents only) determine which candidates are recommended. This determination will be based on, in part, by the independent evaluation by the Candidate Assessment Consultant.

Timeline

The key dates for the 2024 Director Election are shown below:

Date	Action
September 5, 2023	Interested candidates are requested to submit questions and inquiries to the Calgary Co-op's Director of Communications at governance@calgarycoop.com
October 17, 2023, 4:30 p.m.	<p><i>(Optional)</i> Candidate package is due on or before this date if the candidate wishes to have it reviewed by the Election Consultant for completeness.</p> <p>It is strongly recommended that Candidates have their packages reviewed by the Election Consultant for completeness. Incomplete applications will be disqualified.</p>
October 28, 2023 (Last business day of the previous fiscal year)	Membership Record Date for the 2023 Director Election. Individuals who wish to <u>vote</u> in the upcoming Director Election must have purchased their membership by this date.
October 31st, 2023, 4:30 p.m.	<u>Deadline for candidate's election packages.</u> Submissions must be received by the Election Consultant no later than 4:30 p.m. Calgary time.
November 6, 2023	<p>The Election Consultant advises each nominee of the results of the Director qualification screening by email. Nominees who meet the Director qualifications will become qualified candidates.</p> <p><i>All candidates should plan to be available for telephone interview from November 7 -17, 2023. The Candidate Assessment Consultant will contact each candidate to set up the interview.</i></p>
November 7-14, 2023	The Candidate Assessment Consultant provides pre-interview questions and then interviews all qualified candidates to assess against the Calgary Co-op Board Profile to assist the Nominations Committee to determine which candidates may be considered for a 2 nd interview.
November 21, 2023	The Nominations Committee, in consultation with the Candidate Assessment Consultant selects the "best fit" candidates for a 2 nd interview.
November 22 – 30, 2023	The Candidate Assessment Consultant conducts in-person interviews with selected candidates.
November 22 – 30, 2023	The Candidate Assessment Consultant conducts reference and background checks for selected candidates.

Date	Action
December 1, 2023	Nominations Committee meets to review the Candidate Assessment Consultant recommendations.
December 15, 2023	Nominations Committee and all Directors not seeking re-election determine which Candidates will be recommended.
December 15, 2023	All candidates advised of the outcome of the assessment, including the candidates who are being recommended.
December 18, 2023	Deadline for candidates to provide required changes to statements of fact in platforms.
January 3, 2024	<u>Optional withdrawal date.</u> Any candidate who would like to withdraw his/her name from the Director Election must do so by this date, by filling out the required form and emailing to Director of Communications at governance@calgarycoop.com otherwise his/her name will appear in communication materials and on the ballot.
February 13, 2024	The final list of candidates published, including the recommended candidates.
February 13, 2024	The communication period starts.
February 13 – March 13, 2024	Election period
April 11, 2024	Director Election results announced at the <u>Annual Meeting of Members</u> .
April 11, 2024 Following the AGM	Board reorganization meeting. All Directors are expected to attend.

Calgary Co-op Board Profile

Knowledge, Experience and Skills

Ideally, the Board of Directors of Calgary Co-op is comprised of Member-owners who are leaders in the Co-operative and business community. Directors uphold Calgary Co-op values in both word and action, uphold Co-op's Code of Conduct, exercised with strong interpersonal skills. Directors are continuous learners; always willing to listen and learn.

Directors are effective communicators and independent thinkers. These independent Directors exhibit exceptional ethical integrity as they act in the best interests of Calgary Co-op. Together, they speak with one voice, unified and solidly standing behind their joint decisions. They have strong interpersonal skills and are integrative thinkers that are collaborative in approach, constructive in tone, and respectful to each other, the management team, employees, members and other stakeholders of Calgary Co-op.

Individually and collectively, Directors apply their knowledge to Calgary Co-op as they proactively use sound judgment to make balanced strategic decisions based on observable facts.

Calgary Co-op seeks to maintain a Board comprised of talented and dedicated Directors.

Ideally, Calgary Co-op Directors:

1. possess backgrounds that reflect the diverse nature of the business and societal environment in which Calgary Co-op operates. Therefore, we welcome a diversity of age, business experience, cultural heritage, disability, ethnicity, gender, and LGBTQ2;
2. possess strengths in governance, strategic planning, business acumen and analytical skills;
3. demonstrate leadership by personally supporting and promoting Calgary Co-op to the best of their abilities; be an exemplary 'ambassador' of Calgary Co-op.
4. proven ability to challenge Calgary Co-op senior management and the Calgary Co-op Board in a manner that is constructive and appropriate in their duties and responsibilities as a board member; and
5. must meet and maintain the criterion for independence as outlined in the Calgary Co-op By-Laws and must be free from any real or perceived conflicts of interest with Calgary Co-op, and possess the ability to meet the time commitments of the board.

In addition to the above, in the 2024 election, Calgary Co-op is looking for Member-owners with knowledge, experience, and skills acquired in a co-operative, private company or public corporation of similar size and scope of operations to Calgary Co-operative, in one or more of the following areas:

Industry Knowledge & Experience

1. Senior Executive Experience and Leadership

- CEO/Executive experience
- Strategy, Change Management, Transformation
- Reported to a Board

2. Retail Experience and Leadership

- Executive Experience or Senior Leader of Grocery, Consumer Goods or Other Retail
- Experience in Food, Liquor, Gas, Cannabis, Pharmacy or Home Health Care
- Retail Operations, Customer Service Experience, Marketing, Merchandising, Communications, Branding, and Supply Chain

3. Leadership with Cooperatives

- Calgary Co-op
- Co-operative Organizations
- Membership Organizations

Functional Skills and Experience

4. Board Governance Experience

- Board Experience – Large Organizations
- Strategy/Strategic Planning
- Legal
- Enterprise Risk Management

5. Financial Oversight Experience

- Financial Literacy
- Investment Analysis
- Audit Committee/Internal Controls – CPA
- Corporate Development – Growth Transactions
- Corporate Finance

6. Human Resources Experience

- People, Culture, and Employee Engagement
- Change Management
 - Executive Compensation/Incentives
 - Performance Evaluations and Management

- Executive recruitment, Succession Planning/Talent Development

7. Digital Economy / Technology Experience

- Omni Channel, e-commerce, and related communications
- Cyber Security
- Supply Chain

8. Real Estate Experience

- Real Estate Development –
- Leasing
- Air Rights
- Land Banking
- Large Capital Build

9. Community Leadership, Environment & Social Oversight Experience

- Social Responsibility
- Community Leadership/Engagement
- Environmental / Climate Change
- Sustainability
- Health and Safety

Capture for Governance:

- Curating Investment Policy
- Oversee the Implementation of Investment Strategies
- Monitor Investment Performance
- Make Investment Recommendations

Candidate Election Forms And Materials

Candidates must complete the forms provided in Part Three. The Forms are available on the Calgary Co-op Director Election's website. Hand-written or electronic signatures must be included on all forms. All documents and photos will become the property of Calgary Co-op.

All forms, reports, and photo are required to be received no later than 4:30 p.m. on October 31st, 2023, Calgary time, by the Election Consultant at one of the following addresses:

By email please attach a scanned document to:

Rensche Venter

Email: calgarycoop.BODElection@mnp.ca

Phone: 403-263-3385 Fax: 403-269-8450

Or

By hardcopy via Canada Post, Courier or in person to:

Address: 1500, 640 – 5th Avenue SW, Calgary, AB T2P 3G4

Attention: Rensche Venter

Election Form Processing

After the close of nominations, Calgary Co-op's Chair of the Nominations Committee, a Nominating Committee designate, the Vice President Marketing and Member Experiences, a representative from the Election Consultant, and a Calgary Co-op Membership representative will review each nomination form to ensure it contains signatures from member-owners with valid memberships, that candidate packages are complete, and that Minimum Qualifying Criteria are met. The Election Consultant will advise each nominee of his or her eligibility status following this review process.

All election related information for candidates not elected to the Board will be destroyed when the ballots are destroyed.

All election related information for candidates elected to the Board will be retained in the Director's file with Calgary Co-op.

Communication Guidelines

Communication activities are limited to the time period February 13, 2024, to March 13, 2024, inclusive. To assist candidates with their communication activities, Calgary Co-op has developed a set of principles and guidelines to ensure communication activities are conducted fairly and equally by all candidates. Calgary Co-op is committed to presenting each election candidate in a fair and equal manner, so that members can make an informed choice. Accordingly, Calgary Co-op will assist candidates as follows:

1. Calgary Co-op will print and distribute election materials to promote all candidates to Member-owners. The information in the 2024 Candidate Platform, Education and Experience form and the photograph will be included on the Calgary Co-op website, in a brochure accompanying the voting ballot, electronically on the online voting website and available to Member-owners at all Calgary Co-op food Centres. This will help members in their decision-making about who to vote for in the election.
2. Calgary Co-op will establish a Director Elections web page that will include such things as: the Director Election Handbook; all required forms, the AB Co-operatives Act; Candidate Platforms; Generic email addresses; Frequently Asked Questions; etc. www.calgarycoop.com/about/board-of-directors
3. Calgary Co-op will provide and publish e-mail contact information for all candidates. Personal email addresses and links to personal web pages, twitter accounts, etc. shall not be published in a Candidate platform.
4. Calgary Co-op will post candidate platforms, the election email addresses and Candidate photographs in all Calgary Coop grocery stores, gas bars, liquor stores, cannabis stores, home health care stores, and on all employee notice boards.

5. Calgary Co-op will provide candidates with a group phone number for the election, which Member-owners can call to leave a message for any candidate. The Board Executive Assistant will share messages with candidates for follow up.
6. Calgary Co-op will identify, on the voting ballots, the recommended candidates who meet the particular qualifications sought by the Board in the 2024 Election.
7. Calgary Co-op will monitor candidates' communication activities and will let candidates know of any concerns.

Directors elected to Calgary Co-op's Board are expected to act with maturity, tact and wisdom on behalf of Member-owners. Accordingly, candidates must:

1. Communicate with maturity and decorum:

- use the election materials printed or posted online by Calgary Co-op;
- communicate as an individual; and
- communicate, without assistance from others.

2. Communicate in a number of ways:

- Contacting Member-owners who are not family or friends using email, telephone or text message may not be well received and could negatively affect the Candidate's communication and the reputation of Calgary Co-op. Alberta Personal Information Protection Act (PIPA) creates a comprehensive regime of offences, enforcement mechanisms and potentially severe penalties designed to prohibit unsolicited commercial electronic messages.
- Blanket emails to everyone in your contact list potentially violates PIPA. It is a Candidate's responsibility to understand and comply with PIPA and Canada's Anti-Spam Legislation (CASL). All candidates **must** follow these requirements when sending any emails or other electronic messages. Please note that this information is provided for guidance only and is not legal advice.
- A Candidate may not use any form of paid advertising to promote his or her candidacy in the Director Election. This is to ensure a fair and equitable election, as all candidates may not have access to resources that include paid advertising.

- Earned media or editorial coverage is also generally not available to all candidates and while candidates may participate in earned media, they are requested to notify Calgary Co-op of any proactive or reactive media activities, to follow the guidelines around positive campaigning indicated in this handbook and promote the overall election generally.
 - Robo calls are not permitted.
3. Hyperlinks to web pages, blogs, LinkedIn or social media sites are not allowed in Candidate digital platforms.
4. Share with Calgary Co-op:
- A Candidate using his or her own blog, website or social media account **must** submit the link to the Director of Communications at Calgary Co-op at governance@calgarycoop.com so Calgary Co-op can follow along.
 - Candidates are asked to make their accounts public if they choose to share campaign information so it can be accessed by all.
5. Speak for yourself:
- If a Candidate wants to share specific ideas about Calgary Co-op's future with Member-owners they know, the Candidate must make it clear these are personal ideas alone which have not been endorsed by Calgary Co-op, the Board, or management.
 - It is not appropriate to make promises about how the Board will act in the future.
 - Use of any logos, photos, phrases, or other elements of Calgary Co-op branding in communication materials is not permitted.
6. Be positive:
- Candidates should speak positively about why they would be a good director and how their competencies, skills and experience can enhance the Board's role in overseeing Calgary Co-op on Member-owners' behalf.
 - Negative comments about Calgary Co-op, other candidates, management and staff or the Board are unacceptable.
7. Candidate's endorsement status:
- Recommended Candidates may include the Board's endorsement in personal communications.

8. Avoid Calgary Co-op premises and employees:

- Candidates are not allowed to promote themselves on Calgary Co-op premises, including stores, gas bars, parking lots and offices.
- Candidates may not ask Calgary Co-op employees to assist with any communication; this includes developing materials, writing candidate statements, or taking photographs.

Policy:Non-Adherence To The Communication Policy

A candidate may be disqualified from the election with a consensus vote of the Directors not running for re-election if, in the opinion of those Directors, the candidate breaches or violates the communication policy or guidelines identified.

Privacy Of Information Consent

By completing, signing and submitting the Director Election nomination forms, the nominee is consenting to Calgary Co-op publishing any or all of the information included on the nomination forms. Nominee information including the photograph and election platform will be used for the purpose of communicating to Member-owners, the public and other audiences or election consultants as part of the Director Election process. This consent will remain in effect for the duration of the election period. No further permission will be required or requested by Calgary Co-op from the candidate. Information contained on the insolvency report and criminal record check will remain confidential and will not be shared publicly with the membership.

Further, in compliance with privacy legislation, a candidate elected to the Board, by submitting all of the required documents, agrees to allow Calgary Co-op to retain the nomination forms, declaration, criminal record check and insolvency report in their Director file during their term of office. Following the Director Election, the election firm will provide this information to the Board Executive Assistant for retention in the Director's file with Calgary Co-op.

In the event there is a dispute regarding the results of the election, Calgary Co-op and the election firm will retain and may use such information as it or Calgary Co-op deems necessary or appropriate in connection with the dispute or its resolution.

Point of Contact

For clarification or more information on the Director Election process or general information about Calgary Co-op, please contact the Director of Communications at Calgary Co-op: governance@calgarycoop.com.

Election Results

The ballots cast by members by paper or online in the election will be tabulated by the election firm once the voting period ends. If a Member-owner votes both by paper and online, the paper ballot will be discarded and only the online vote will be counted.

The Board of Directors will share the election results with Member-owners at the Annual Meeting on April 11, 2024, and with Member-owners via the Calgary Co-op website on April 12, 2024.

The 2024 Annual Meeting will be held at:

The Glenmore Inn
1000 Ct. SE
Calgary, AB T2C 2E6

All candidates are encouraged to attend the Annual Meeting.

Candidate Forms

Form Completion Instructions And Helpful Notes

Form 1 - Candidate Platform, Education and Experience

Candidates shall include their email address and phone number for contact purposes by Calgary Co-op.

Content must align to Calgary Co-op's communication policy and guidelines. Candidate Platforms will be cut-off at the prescribed word limits and published as submitted.

Calgary Co-op reserves the right to reject, in whole or part, any statements that, in the opinion of the Nominations Committee, may damage the business or reputation of Calgary Co-op or its representatives.

Form 2 - Director Election Nomination

Five eligible Member-owners must nominate each candidate. Any individual who signs the nomination form must hold a valid Calgary Co-op membership in their own name, or have their name listed on a joint membership held in the name of a spouse or adult interdependent partner as of October 28, 2023, or earlier.

Nominees are encouraged to obtain nominations from more than five Member-owners in the event that one or more of the nominators does not qualify.

Form 3 - Board Candidate Nominee Declaration

In order to ensure eligibility under the Cooperatives Act and Calgary Co-op Bylaw 5.05, every nominee must submit the form, dated between September 1, 2023, and the November 1, 2023, nomination deadline.

Form 4 - Acknowledgement and Agreements

Read the form carefully, sign and date it.

Personal Photograph

This should be a recent digital colour photograph showing head and shoulders, with a resolution suitable for printing, and is required for publication purposes from all candidates. Send it by email to governance@calgarycoop.com

A Personal Resume

The resume should include all board positions (current and prior), full employment history (since leaving high school), Degrees / Diplomas / Certificates, professional designations and community engagement activities including all applicable dates.

Other Considerations

It is strongly recommended that Candidates have their packages reviewed by the Election Consultant for completeness. Incomplete applications will be disqualified.

Candidates will probably be asked to provide references at a later point. The Candidate Assessment Consultant will discuss this with candidates at the time 2nd interviews are being set up. Candidates may wish to give this some advance thought.

Calgary Co-op will complete a background check which will include criminal record, civil actions and bankruptcy checks on behalf of each candidate. Candidates' signatures on Form 4 acknowledge acceptance of this process.

As Calgary Coop is a **cannabis retailer**, a candidate who is elected to the board will be required to complete and submit to Alberta Gaming Liquor and Cannabis (AGLC) personal disclosure Information for themselves, their partner and any dependents. There is also a requirement to provide additional information including investments and personal tax assessments. There are no exceptions. The Candidate Assessment Consultant, on the Board's behalf, will ask candidates to confirm your willingness to complete this Document as part of the Board Member recruitment process.

Candidates are advised to read the ground rules and the disclosure forms found at <https://aglc.ca/cannabis/cannabis-legislation-and-policies/cannabis-handbooks/retail-cannabis-store-handbook/rcsh-background-checks>

Candidates are also advised that should they be elected to the Calgary Co-op Board of Directors they will be required to sign the Association's Code of Conduct that can be viewed at <https://www.calgarycoop.com/assets/Appendix-2-Code-of-Conduct.pdf>

Any Nominee (candidate) who wants to have their forms reviewed for completeness, must submit them to calgarycoop.BODElection@mnp.ca with attached scanned documents or by Canada Post, Courier or in Person on or before October 16, 2023. Nominees will be informed of any omissions and have until October 27, 2023, to resubmit.

The deadline for a candidate to make a statement of fact change in their submitted platform is December 18, 2023. The ONLY changes that will be accepted after the November 1, 2023, filing date are statements of fact. Examples: name change, or additional education completed. Changes are to be submitted to the Director of Communications Calgary Co-op: governance@calgarycoop.com.

Form 1: Candidate Platform, Education And Experience

By completing and signing this form, you agree to allow Calgary Co-op to publish your nomination information and photograph in election communications and documents. Candidates must submit all information in a typed (Word) format. Please also provide your email address and telephone number which Calgary Co-op may use to contact you for any matter relating to the election.

Candidate Email Address (for internal office use only):

Candidate Telephone Number (for internal office use only):

(The following is for publicly published materials)

Candidate Name / Preferred Name:

Degrees, Diplomas, and Professional Designations and dates attained (all will be confirmed by the Interview Consultant):

Please complete the following section in its entirety using no more than the stipulated number of words for each question. (The headings/question/statement are excluded from the word count). Any submission exceeding the designated word count will be cut off by Calgary Co-op exactly at the stipulated number of words for each question.

Vote for me as a Calgary Co-op Director because (maximum 25-word limit for this specific response):

What are the special attributes and experience that make you a strong candidate for Calgary Co-op's Board? (120-word maximum)

Why do you want to serve on the Calgary Co-op Board of Directors? (65-word maximum)

Note: Word count requirements end here. Your answer to the following question will neither be included in the word count nor published.

Which Board committees do you feel you can contribute to the most and why? (Please note this is for consideration by the Governance Committee)

Signature: _____

Date: _____

Form 2: Director Election Nomination

Nominee Full Legal Name and any prior Legal Name, including Maiden Name(s) used:	
Nominee's Signature: (Sign Here):	Nominee's Address:
Nominee's Calgary Co-op Membership Number:	Telephone (Home): Telephone (Business): Email Address:

INSTRUCTIONS FOR NOMINATOR INFORMATION REQUIRED BELOW: For each nominator listed below, the membership number provided must be held in nominator's own name or lists their name on a joint membership held in the name of a spouse or adult interdependent partner. There are no exceptions to this requirement. The director candidate nominee is responsible for ensuring all of the information provided below is accurate. Five nominators are required; however, it is recommended that the nominee obtain more in case any do not meet the criteria. For privacy purposes, the information provided on this form will be reviewed and used only by the election firm hired by Calgary Co-op for this purpose, and by designated representatives of Calgary Co-op.

Having obtained the consent of the director candidate nominee named above, we the undersigned hereby nominate the above-named Member-owner as a candidate for the Calgary Co-op Board of Directors.

1	Nominator's Name (please print):	Address:
	Nominator's Signature:	Postal Code:
	Nominator's Calgary Co-op Membership #: (must be in nominator's own name or listed on a joint membership*)	Telephone (Home): Telephone (Business):

Nominee Full Legal Name:

2	Nominator's Name (please print):	Address:
	Nominator's Signature:	Postal Code:
	Nominator's Calgary Co-op Membership #: (must be in nominator's own name or listed on a joint membership*)	Telephone (Home): Telephone (Business):

3	Nominator's Name (please print):	Address:
	Nominator's Signature:	Postal Code:
	Nominator's Calgary Co-op Membership #: (must be in nominator's own name or listed on a joint membership*)	Telephone (Home): Telephone (Business):

4	Nominator's Name (please print):	Address:
	Nominator's Signature:	Postal Code:
	Nominator's Calgary Co-op Membership #: (must be in nominator's own name or listed on a joint membership*)	Telephone (Home): Telephone (Business):

Nominee Full Legal Name:

5	Nominator's Name (please print):	Address:
	Nominator's Signature:	Postal Code:
	Nominator's Calgary Co-op Membership #: (must be in nominator's name or listed on a joint membership*)	Telephone (Home): Telephone (Business):

6	Nominator's Name (please print):	Address:
	Nominator's Signature:	Postal Code:
	Nominator's Calgary Co-op Membership #: (must be in nominator's own name or listed on a joint membership*)	Telephone (Home): Telephone (Business):

7	Nominator's Name (please print):	Address:
	Nominator's Signature:	Postal Code:
	Nominator's Calgary Co-op Membership #: (must be in nominator's own name or listed on a joint membership*)	Telephone (Home): Telephone (Business):

Nominee Full Legal Name:

8	Nominator's Name (please print):	Address:
	Nominator's Signature:	Postal Code:
	Nominator's Calgary Co-op Membership #: (must be in nominator's name or listed on a joint membership*)	Telephone (Home): Telephone (Business):

9	Nominator's Name (please print):	Address:
	Nominator's Signature:	Postal Code:
	Nominator's Calgary Co-op Membership #: (must be in nominator's own name or listed on a joint membership*)	Telephone (Home): Telephone (Business):

10	Nominator's Name (please print):	Address:
	Nominator's Signature:	Postal Code:
	Nominator's Calgary Co-op Membership #: (must be in nominator's own name or listed on a joint membership*)	Telephone (Home): Telephone (Business):

Nominee Full Legal Name:

11	Nominator's Name (please print):	Address:
	Nominator's Signature:	Postal Code:
	Nominator's Calgary Co-op Membership #: (must be in nominator's name or listed on a joint membership*)	Telephone (Home): Telephone (Business):

12	Nominator's Name (please print):	Address:
	Nominator's Signature:	Postal Code:
	Nominator's Calgary Co-op Membership #: (must be in nominator's own name or listed on a joint membership*)	Telephone (Home): Telephone (Business):

Form 3: Board Candidate Nominee Declaration

Having been duly nominated as a director candidate for Calgary Co-operative Association Limited (Calgary Co-op), I (print name of nominee) _____

I do hereby consent to serve, and I affirm and declare that, in accordance with the Cooperatives Act and Calgary Co-operative Bylaw 5.05, I am qualified to become or to continue as a director and further declare and agree that:

1. When elected, I was not under 18 years of age.
2. I do not have the status of bankrupt.
3. I have been a Member-owner in good standing with Calgary Co-op for at least two years before April 11, 2024
4. As a Member-owner or through a joint membership with my spouse or adult interdependent partner have made purchases from Calgary Co-op in the immediately preceding fiscal year of at least \$3,600.00
5. I reside within the trading area.
6. When elected I will not be employed by or a Director of a retailer or other business which competes with Calgary Co-op, as determined by the Board.
7. When elected I will not be a Spouse or Adult Interdependent Partner, Relative of, or holder of a joint membership with, an individual who is a Director or Employee.
8. The day after I am elected, I will not be an Employee of Calgary Co-op or Federated Co-operatives Limited or the subsidiaries of either.
9. That I have not served three elected terms.
10. I have not been found guilty of a criminal or quasi-criminal offence under a law of Alberta or Canada, including the Criminal Code, or any similar laws, in other jurisdictions in and outside Canada, for which a pardon has not been granted.
11. I agree to complete and submit to Alberta Gaming Liquor and Cannabis (AGLC) the required personal disclosure information for myself, my partner, and my dependents.
12. I do not have any business or other interests or business or personal relationships that could, in the opinion of the Board, materially interfere with the ability of the Member-owner to act objectively with a view to the best interests of the Co-op, and agree to sign Calgary Co-op's Code of Conduct form.
13. I have not had a judgment against me in a civil claim based on fraud, theft, deceit, misrepresentation, civil conspiracy, breach of trust, breach of fiduciary duty, insider trading, failure to disclose material facts, or changes, or similar conduct.
14. I am not involved in any litigation against the Co-op.
15. I have not been prohibited from becoming, nor removed as, a Director of an organization.
16. If a member of a professional body, I have not, during the previous five years, been involuntarily prohibited or restricted from practicing as a member of that profession.

AND I make this solemn declaration conscientiously believing it to be true, knowing it is of the same force and effect as if made under oath and understanding that it is a criminal offence to make a false declaration.

DECLARED before me at the City of Calgary in the _____ Signature of Candidate Nominee for Director
Province of Alberta this ____ day of _____ 20____

Form 4: Acknowledgement And The Agreement

By signing and submitting this form to the Calgary Co-operative Association Limited, the undersigned acknowledges and agrees that he or she has read this Agreement and fully understands its content and that he or she:

1. Gives permission for Calgary Co-op to share his or her contact information, and his or her attached resume, nomination paper, and Candidate Platform, Education and Experience form with the Candidate Assessment Consultant for the purpose of his or her potential candidacy in the Calgary Co-op Board Election and gives permission and consents to the disclosure and publication, except as specifically otherwise noted in the 2024 Director Election Handbook, of all information provided to Calgary Co-op in relation to his or her candidacy for director.
2. Must provide and has provided his or her full legal name together with any prior legal name, including maiden name(s), in the 2024 Director Election Nomination Form.
3. Consents to Calgary Co-op obtaining a civil search, a personal bankruptcy, and insolvency record and a criminal record report in his or her name and understands that the results of the searches will be used by Calgary Co-op for the purpose of evaluating his or her eligibility to be a director.
4. Will promptly disclose to Calgary Co-op Board of Directors any conflict of interest, including any conflict of interest that may arise in the future in connection with his or her candidacy for, or entitlement to serve as, director of Calgary Co-op.
5. Agrees to comply with all rules, guidelines, and policies issued from time to time by the Calgary Co-op Board of Directors regarding all election and communication activities, and, specifically, that his or her participation in the election constitutes his or her agreement to the rules contained in the Director Election Handbook.
6. May be disqualified from the election with a consensus vote of the Directors not running for re-election, if in the opinion of those Directors the undersigned breaches or violates any of the rules, guidelines or policies identified with item 5 immediately above, or if any of the declarations as to facts given to Calgary Co-op by him or her in relation to the election and candidacy are determined by the Calgary Co-op Board of Directors at any time, acting in their sole discretion, not to be true or accurate as of the date this form is signed or any time after such date.

7. To the fullest extent permitted by law, hereby forever releases, waives, covenants not to sue, exonerates, discharges and agrees to hold harmless Calgary Co-op, its directors, officers and employees, nomination committee, successors, assigns, licensees and agents and any party which Calgary Co-op engages as consultant, facilitator or otherwise in association with the Calgary Co-op Board election and communication activities (each of the foregoing shall be considered one of the **Releasees**) from any and all claims, demands, causes of action and liability of any kind, whether in contract, tort or otherwise, arising out of or resulting from, in whole or in part, directly or indirectly, his or her candidacy for director and otherwise his or her participation in the election process. The undersigned specifically understands and agrees that this Agreement forever discharges the Releasees from any liability or claim that he or she may have against the Releasees with respect to any injury, damage or other loss that may result arising from his or her candidacy for director, due to any cause whatsoever, including negligence, breach of contract or breach of any statutory duty of care of the Releasees or otherwise. The undersigned expressly agrees that the foregoing release and waiver is intended to be as broad and inclusive as permitted by the laws of the Province of Alberta, and agrees to, and does hereby, indemnify and agree reimburse each Releasee from any and all costs and expenses (including those incurred on a solicitor and own client basis) incurred by such Releasee in relation to any breach of this provision of this Agreement.
8. Agrees that in the event any clause or provision of this Acknowledgement and Agreement shall be held to be invalid by any court of competent jurisdiction, the invaliding of such clause or provision shall not otherwise affect the remaining provisions of this Agreement which shall continue to be enforceable. The undersigned further agrees that this Agreement shall bind his or her assigns, heirs, administrators, and executors.

Legal Name:(Printed) _____

Signed: _____

Date: _____



2024 Calgary Co-op Board of Directors Election: Candidacy Withdrawal

Declaration

I, having accepted a nomination for election to the Calgary Co-op Board of Directors, do hereby declare that I withdraw my candidacy for this position.

This form must be completed, signed and forwarded to governance@calgarycoop.com by the January 3, 2024, in order to have the candidate's name removed from the ballot and election material.

Name: _____

Member #: _____

Signed: _____

Date: _____

Contact Details

Address:

Cell Phone #: _____

Work Phone #: _____

Email: _____

Appendix 1– Definitions

In this handbook, the following definitions apply:

1. **Adult Interdependent Partner** – means an adult interdependent partner within the meaning of the *Adult Interdependent Relationships Act* 2002 A-4.5 of Alberta, and any statute that may be substituted therefor, including the regulations thereunder, as from time to time amended;
2. **Annual Meeting** – the annual meeting of Member-owners.
3. **Board of Directors**, or **Board** – Collectively, the Directors of Calgary Co-op.
4. **Board Profile** also referred to as a Skills Matrix - The process completed by the Board to identify the optimal knowledge, experience, and skillsets that would be possessed by elected directors.
5. **Communication Period** – The period during which communication activities may be undertaken in accordance with this Direction Election Handbook, being only the time period February 13, 2024, to March 13, 2024, inclusive.
6. **Candidate** – a Member-owner nominated in accordance with these guidelines to run to be a Director on the Board of Directors and who has been confirmed by the Election Consultant that they meet all of the Director qualifications, as outlined in the Act and Calgary Co-op Bylaws.
7. **Consultants** – external third-party firms contracted by the Board to assist with the 2024 Director Election:
 - a. Governance Consultant – to identify skill and knowledge qualifications that, ideally, will be filled by Member-owners elected to the Board. The Governance Consultant for the 2024 Director Election is Leaders International.
 - b. Candidate Assessment Consultant – to assess all candidates and identify candidates that may be endorsed. The Candidate Assessment Consultant for the 2024 Director Election is Leaders International.
 - c. Election Consultant – to confirm nominees meet the qualification criteria and to conduct the annual Director Election. The Election Consultant for the 2024 Director Election is MNP.

8. **Director** – a Member-owner elected by the membership or a Member-owner appointed by the Board to fill a vacancy on the Board of Directors. Directors are elected to serve three-year terms with the option to run for re-election until they have served three, three-year terms. Appointed Directors serve to the end of the term they were appointed for, and they have the option of running for election when their term of appointment expires, unless they have served for nine years.
9. **Election Period** –the designated dates between which Member-owners may vote in the Director Election. This period runs from February 13, 2024, to March 13, 2024, inclusive.
10. **Employee** – A Member-owner who is an employee of Calgary Co-op, whether fulltime or part-time.
11. **Member-owner** – an individual who has purchased a membership in Calgary Co-op.
12. **Nominee** – a Member-owner who is nominated by a minimum of five Member-owners to run for a Director position on the Board of Directors. A nominee becomes a Candidate when the Election Consultant, MNP, confirms that the Director qualifications, as outline in the Act and the bylaws, are met.
13. **Social Media** – Twitter, web pages, Facebook, LinkedIn, Instagram, etc. registered to the candidate.
14. **Record Date** –The record date for each meeting of Member-owners is the final day of the preceding financial year. The record date for this meeting is October 28, 2023.
15. **Trading Area** – Alberta

