



**Calgary Co-operative Association Limited**

# **DIRECTOR INFORMATION PACKAGE**

Approved March 23, 2023  
by the  
Board of Directors

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# Director Election

## Preface

Calgary Co-operative Association Limited (Calgary Co-op) is a locally operated co-operative owned by its Member-owners. The share you purchase when you join Calgary Co-op makes you a member and an owner and provides you with all of the value and benefits of membership in this highly successful co-operative.

As a Member-owner, you can participate in the “one member = one vote” democratic process that is unique to co-operatives. This means you have the ability to nominate eligible Member-owners as a candidate for the Board, vote in Director Elections and actively participate in meetings of Member-owners.

This handbook is comprised of three parts. Part One provides basic information about Calgary Co-op and the Director Election process. Part Two details the nomination process, election guidelines and candidacy skills and requirements. Part Three details the forms that must be completed by a Member-owner who desires to be a candidate in the Director Elections. Relevant definitions can be found in Appendix 1.

## Introduction

The day you purchased your Calgary Co-op membership, you became part of a large community and a Member-owner with a vested interest in the social, economic and environmental performance of Calgary Co-op.

Owned by members, Calgary Co-op is one of the largest retail co-operatives in North America. Our locations in Calgary, Airdrie, Cochrane, High River, Okotoks, and Strathmore include food centres, pharmacies, gas stations, car washes, home health care centres, wine, spirits, beer locations, and cannabis. In addition, Calgary Co-op operates and is the beneficial owner of Community Natural Foods, Beacon Pharmacies, The Organic Box and Willow Park Wines & Spirits. With over 400,000 members, 3,850 employees, assets of \$700 million and annual sales of \$1.3 billion, Calgary Co-op was recognized as one of Alberta's Top 75 Employers of 2023 and is committed to delivering an exceptional customer experience through inspired team members. For more information, please visit [www.calgarycoop.com](http://www.calgarycoop.com).

## Vision, Mission And Values

Calgary Co-op is built on honesty, loyalty and trust – the kinds of values and qualities found in the communities it serves. Calgary Co-op relies on the traditional values that have made it so successful.

**Vision:** To touch the lives of our community by being respected as the best, most trusted place to shop – every day.

**Mission:** Through inspired team members, we deliver exceptional customer experiences, products and services that sustain and grow our business and communities.

**Values:** **1. Service**

Our customers' needs drive us to deliver exceptional shopping experiences.

**2. Caring**

We are passionate about people – team members, Member-owners, customers and communities.

**3. Excellence**

A winning attitude in all that we do.

Our vision, mission and values reflect people, community and performance working together towards success.

## The Board Of Directors

The Board oversees the management of Calgary Co-op's business and affairs, subject to the *Cooperatives Act*, regulations, articles, and the Association's bylaws. Directors must be independent and possess a wide range of experience and skills.

The Calgary Co-op Board is comprised of nine Directors. Three are elected each year, although this can vary depending on vacancies. There are three officers on the Board: Chair, Vice-Chair, and Secretary. Board appointment of officers, committees and representatives takes place each year following the Annual Meeting. The Board is based on a democratic structure and is committed to ensuring good corporate governance within the association. All decisions of the Board must be made in the interests of the entire membership.

The Board operates with five standing committees: Audit, Governance, Nominations, Investment Committee and Human Resources.

## Time Commitment

Directors must be available and prepared to devote significant time for Board, committee, or other meetings, and events. These may include, but are not limited to:

1. committing between 30 and 50 hours per month in the work of the Calgary Co-op Board in order to be fully prepared and cognizant to discuss the matters on the Board agenda.
2. serving on an average of two board committees, attend and participate in 10 to 12 board meetings annually, attend board training and development sessions, special events and annual meetings;
3. participating in an annual two-day planning session;
4. representing the Board at special events such as store openings, Pancake Breakfasts, and other events;
5. participating in Federated Co-operative Limited (FCL) meetings as required. This will require travel; and participating in Board and personal training, and development sessions.

Board meetings are typically held during regular business hours. However, some Board meetings, committee meetings and other activities may be conducted during evening hours, before or after regular Board meetings, and occasionally on weekends.

## Compensation

Currently, Directors receive the following compensation as approved by the Member-owners at the Annual Meeting held in April 2023:

Board Chair*	\$136,000 per annum
Board Vice-Chair	\$63,000 per annum
Director	\$50,000 per annum
<p>*The Board Chair is an ex-officio member of every committee and is expected to attend all committee meetings.</p> <p>The Board Chair and the Vice-Chair are not eligible for additional compensation for committee work. Individual Directors receive additional money for serving on Committees or representational positions in the following amounts.</p>	
Audit Committee Chair	\$5,000 per annum
Audit Committee Member	\$2,500 per annum
Governance Committee Chair	\$3,000 per annum
Investment Committee Chair	\$3,000 per annum
Nominations Committee Chair	\$3,000 per annum
Human Resources Committee Chair	\$3,000 per annum
Committee Member (Per committee except Audit Committee)	\$1,500 per annum
Federated Co-operatives Limited (FCL) Director	Paid by FCL

Directors are reimbursed for mileage, out-of-pocket expenses and they receive a discount of five percent paid at the end of the financial year on purchases made at Calgary Co-op. Training fees and related expenses up-to a maximum of \$15,000.00 per three-year term are available to assist each Board member in continuous learning.

## **Minimum Qualifying Criteria For Candidates**

To be eligible to sit on the Board, a Member-owner must meet the eligibility requirements set forth in the Cooperatives Act and Calgary Co-op's Bylaws. The criteria are noted in Form 3, the Board Candidate Nomination Declaration, which must be signed by the nominee.

To be eligible as a Candidate, a Member-owner, or through a joint membership with a spouse or Adult Interdependent Partner, must have made retail purchases from Calgary Co-op in the immediately preceding fiscal year of at least \$3,600. For further clarification this does not include purchases from Community Natural Foods, Willow Park Wines & Spirits or Beacon Pharmacies. The Member-owner must have been a Calgary Co-op member for at least 2 years prior to April 11, 2024. For the 2024 Director Election, the total annual purchases are calculated based on purchases made from October 30, 2022, to October 28, 2023. To confirm the term of your membership or the total annual purchases on your account, please contact Membership Services at 403-219-6025, and select Option 2.

Any Member-owner who would otherwise be qualified to become a Director under Bylaw Section 5.05 excepting that such Member-owner does not qualify under paragraph 5.05(a)(i) or 5.05(a)(ii), or both, is deemed eligible to become a Director if the Spouse or Adult Interdependent Partner of such Member-owner is fully qualified under this Section 5.05, but must become a joint member prior to the record date (October 28, 2023), and in such case only one may stand for election as, or continue to serve as, Director.

A Member-owner may be nominated for the office of Director notwithstanding he or she is then a Calgary Co-op employee or an employee of Federated Co-operatives Limited or the subsidiaries of either, but the Member-owner may not assume the office of Director if at the time elected, such Member-owner remains an employee of any of the above mentioned organizations.

## **Election Process**

Each year, Calgary Co-op asks its Member-owners to nominate fellow Member-owners to stand for election for the Board of Directors. All who meet the minimum qualifying criteria may go forward on the election ballot. The goal is for strong and balanced leadership, with the right mix of skills, experience and attributes. The nomination process helps our Co-op Board achieve strong and balanced leadership.