



Calgary Co-operative Association Limited

DIRECTOR INFORMATION PACKAGE

Approved July 31, 2024
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 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 can nominate eligible Member-Owners as a nominee 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 nominee skills and requirements. Part Three details the forms that must be completed by a Member-Owner who desires to be a nominee 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 owns and operates Community Natural Foods, Beacon Pharmacies, and Willow Park Wines & Spirits and is the majority shareholder of Care Pharmacies. With over 400,000 Member-Owners, 3,850 employees, assets of \$700 million and annual sales of \$1.3 billion, Calgary Co-op is committed to delivering exceptional customer experiences through inspired team members. For more information, please visit 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 two officers on the Board: Chair and Vice-Chair. Board appointment of officers, committees and representatives takes place each year following the Annual General 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 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 to discuss the matters on the Board agenda.
2. attending 15 – 20 meetings annually including Board meetings, Committee meetings, strategy retreat, training and development, special events and the Annual Member-Owners Meeting.
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.

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 Member-Owners 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

Directors are reimbursed for mileage; out-of-pocket expenses and they receive a discount of five percent paid at the end of the fiscal 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 Nominees

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 Nominee Declaration, which must be signed by the nominee.

To be eligible, 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, Beacon Pharmacies or Care Pharmacies. The Member-Owner must have been a Calgary Co-op member for at least two years prior to April 10, 2025. For the 2025 Director Election, the total annual purchases are calculated based on purchases made from October 29, 2023, to November 2, 2024. 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 3.

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 November 2, 2024, 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 Community Natural Foods, Willow Park Wines & Spirits, Beacon Pharmacies or Care Pharmacies, 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 nomination process helps our Co-op Board achieve strong and balanced leadership with the right mix of skills, experience, and attributes.