



# **Board of Directors Nomination Information Central Alberta Co-op Ltd.**

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Nomination Deadline: April 1, 2022, at 12:00 p.m.

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# Central Alberta Co-op Ltd.

## Director Candidate Nomination Information Package

Thank you for your interest in the board of directors for Central Alberta Co-op Ltd. The board of directors is elected by the membership to lead and guide the Co-operative on their behalf.

The Central Alberta Co-op Ltd. Board of Directors is comprised of nine directors. Vacancies vary from year to year. Board terms are typically three years. There are three officers on the board: Chair, Vice-Chair, and Secretary. The board holds an election to determine board officers at an organizational meeting following the Annual General Meeting each year.

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 Central Alberta Co-op Ltd. Board of Directors is a dynamic group of people who work together, participate in lively, spirited debates and work as a co-operative group to come to desirable conclusions to all matters discussed at the board meetings.

The board operates with four standing committees: Finance, Governance, Nominations, and Member Engagement. Board committees are appointed at a subsequent meeting.

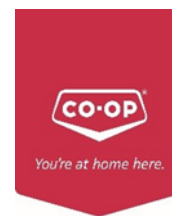
This document contains information about the Central Alberta Co-op Ltd. that is believed vital for any prospective director. As well, this information will provide one with the ability to nominate candidates for the board of directors. This information provides the needed background to become an effective board member. Effective board governance provides the needed requirements for the continued success of Central Alberta Co-op Ltd.

Some of the advantages to becoming a Director on the Central Alberta Co-op Ltd. are:

- Guide the future direction of their Co-operative.
- Gain valuable business experience.
- Develop leadership skills and opportunities.
- Receive compensation for time and expertise, in accordance with the Central Alberta Co-op Ltd. bylaws.

Please review the information carefully to understand the commitment expected.

Central Alberta Co-op Ltd. is a locally owned retail co-operative serving the needs of over 89,000 members in Central Alberta. The yearly sales for 2021 are \$342,335,853 and making community donations of \$250,155. It has 722 team members. Its roots date back to 1912.



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You can request the nomination package by emailing [nominations@centralab.coop](mailto:nominations@centralab.coop) or phoning our office at (403) 309-8913.

For more information on the Director Nomination Process please contact the Nomination Chair Bob Huff at (403) 318.3965/(403) 782-3852 or Executive Assistant, Elske de Kroon at (403) 309-8913 or email [nominations@centralab.coop](mailto:nominations@centralab.coop)

Nomination packages must be received at the Corporate Office by **April 1, 2022, no later than 12:00 p.m.**



## Our Values, Vision and Mission

### OUR VALUES

#### EXCELLENCE

Be All You Can Be

#### INTEGRITY

Sincere, Trustworthy, Accountable

#### RESPONSIBILITY

Committed to Employees, Members & Community

### OUR VISION

Be the preferred shopping destination in the communities we serve

### OUR MISSION

Through inspired team members, we will create value to our customers for the benefit of our communities by providing outstanding service.



Central Alberta



# Central Alberta Co-op Ltd. Locations

## Food Stores

Deer Park	2 - 69 Dunlop Street, Red Deer
Eckville	4924 - 50 Avenue, Eckville
Innisfail	4303 - 50 Street, Innisfail
Lacombe	5842 Hwy 2A, Lacombe
Spruce View	2021 - 10 Avenue, Spruce View
Timberlands	3101 - 499 Timberlands Drive, Red Deer

## Liquor Stores

Deer Park	17 - 69 Dunlop Street, Red Deer
Innisfail	4919 - 47 Avenue, Innisfail
Lacombe	7 - 5832 Hwy 2A, Lacombe
Spruce View	1918 - 10 Avenue, Spruce View
Stettler	4821A - 62 Street, Stettler
Taylor	545 - 6730 Taylor Drive, Red Deer
Timberlands	4101 - 499 Timberlands Drive, Red Deer

## Gas Bars

Blackfalds	4501 Broadway Avenue, Blackfalds
Castor	9 Crowfoot Crossing, Castor
Deer Park	1 - 69 Dunlop Street, Red Deer
Innisfail	4303 - 50 Street, Innisfail
Lacombe	5850 Hwy 2A, Lacombe
Spruce View	2024 - 10 Avenue, Spruce View
Stettler	4821 - 62 Street, Stettler
Taylor	700 - 6730 Taylor Drive, Red Deer
Timberlands	6101 - 499 Timberlands Drive, Red Deer
South Gaetz	120, 3115 -50 Avenue, Red Deer

## Pharmacies

Deer Park	13, 69 Dunlop Street, Red Deer
Downtown	140-4707 50 Street, Red Deer
Timberlands	3101 - 499 Timberlands Drive

## Home / Farm Centres

Innisfail	5008 - 44 Avenue, Innisfail
Red Deer	4738 Riverside Drive, Red Deer
Eckville	4804 - 57 Avenue, Eckville
Spruce View	2021 - 10 Avenue, Spruce View

## Agro Centres

Crossfield	29340 Hwy 2A, Crossfield
Innisfail	35435 Range Rd 282, Innisfail
Lacombe	3407 - 52 Avenue, Lacombe
Stettler	39021 Range Road 19-3, Stettler

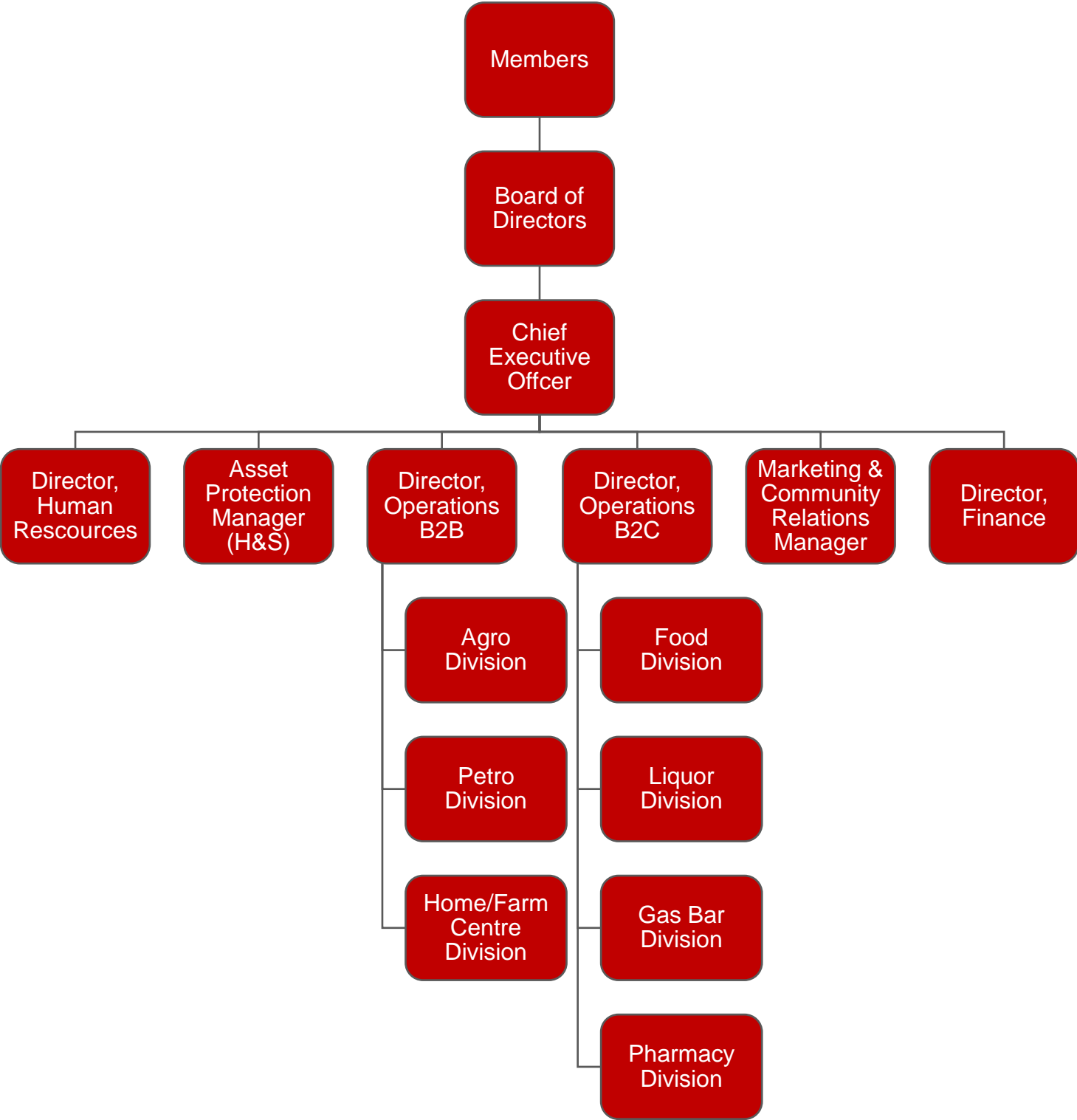
## Cardlock Locations

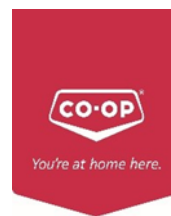
Castor	9 Crowfoot Crossing, Castor
Eckville	4804 - 57 Avenue, Eckville
Elnora	103 Main Street, Elnora
Innisfail	5008 - 44 Avenue, Innisfail
Lacombe	3401 - 52 Avenue, Lacombe
Queens	200 Queens Drive, Red Deer,
Spruce View	2024 - 10 Avenue, Spruce View
Stettler	4609 - 41 Street, Stettler

<b>Corporate Office</b>	6201 - 46 Avenue, Red Deer
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# Central Alberta Co-op Ltd. Organizational Chart





# Roles and Responsibilities of Central Alberta Co-op Ltd. Directors

The role of the board of directors is to plan and oversee the business of the Co-operative in accordance with the applicable legislation, regulations, bylaws, and policies so that it meets the needs of its members and effectively moves the Co-operative towards achieving the strategic goals and objectives developed jointly by the board and management.

## **Core Central Alberta Co-op Ltd. Director Responsibilities**

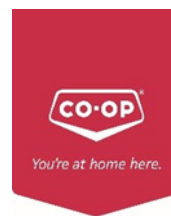
Board members have a fiduciary responsibility to manage the Co-operative through strategic planning and oversight and by making good financial decisions, making sure the Co-op is fulfilling its objectives and mandate, and generally setting up the Co-op for future success.

### **Provide Strategic Direction and Monitor for Results**

- Establish and annually review the Co-operative's Mission, Vision, and Values to ensure relevance.
- Work with management to develop long-term business strategies that align with the Co-op's mission and vision, and with the overall strategic direction of the Co-operative Retailing System in Western Canada.
- Monitor performance of the Co-op and progress towards achievement of objectives identified in the long-term business strategies.
- Apply and interpret complex information presented at meetings in order to render sound and impartial decisions.
- Participate in necessary decision-making meetings to ensure appropriate consistency with the values of Central Alberta Co-op Ltd. - Excellence, Integrity, and Responsibility.

### **Ensure Effective Board Operations**

- Elect the President/Chair of the board and define the position's duties, responsibilities, and authority.
- Establish the organization of the board, including election of officers and the appointment of committees, and clearly define the responsibilities and authorities for each.
- Establish and regularly review Board Policies and codes of conduct for the maintenance of an informed, ethical, and effective board of directors.
- Engage in ongoing learning and training to develop board and individual director competencies.
- Establish an appropriate nomination process to attract qualified candidates to the board with requisite competencies.
- Put in place a process to assess performance of the board.
- Clearly delineate board and management responsibilities in implementing operational and long-term strategic plans.
- Obtaining a solid understanding of board processes, financial statements, budgets, and reporting.
- Developing and maintaining positive, effective working relationships with all board members.



- Carry out fiduciary duties by acting honestly and in good faith, respecting the trust and confidence that have been reposed in the directors to manage the Co-operative in pursuit of the realization of the objectives.

### **Conduct Monitoring and Oversight**

- Participate in the planning process and review and approve capital and operating budgets.
- Review and approve major plans and programs.
- Review and approve organizational policies.
- Ensure that management has in place a rigorous process for identifying, prioritizing, managing, and monitoring its critical risks and that the process is improved continuously as the business environment changes.
- Be aware of the most significant risks affecting the Co-operative and ensure that management is responding appropriately to these risks in accordance with the Co-operative's philosophy and appetite for risk.
- Analyze and assess the Co-operative's financial performance against budget, industry, benchmarks, and Co-operative standards where applicable.
- Ensure that both internal and external audits are carried out and analyze results.
- Oversee the appropriate management of the Co-operative's assets.
- Preserve the Co-operative structure of the organization.

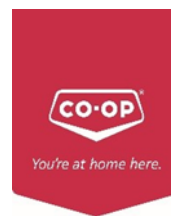
### **Ensure Organization Performance**

- Appoint the chief executive officer (CEO), define the position's duties, responsibilities, and authority, establish remuneration, ensure development of an annual performance plan, monitor, and evaluate performance and ensure his or her ongoing learning.
- Establish a succession plan for the CEO.

### **Foster Effective Communications and Relations**

- Maintain ongoing, open, and direct communications with members and bring relevant concerns, perspectives, and ideas to the attention of the board.
- Provide for the annual and any special general meetings of members and ensure appropriate and timely reporting on the stewardship of the resources of the Co-operative.
- Foster effective relations and coordination with other co-operatives serving the area, as appropriate.
- Maintain effective relations with community stakeholders.
- Promote awareness of the co-operative model in the community and encourage the Co-operative's participation in community activities.
- Raise members' awareness about the Co-operative Retailing System in Western Canada.





## Director Core Competencies

The skills and experience listed below are a generalization; Skills and education that a potential board member has that can attribute to the success of the Central Alberta Co-op Ltd. are an asset.

- **Independent thinking:** Maintains convictions despite undue influence, opposition, or threat.
- **Knowledge of the co-operative model and the Co-operative Retailing System (CRS):** Understands the history of co-operatives, co-operative principles and values, the co-operative business model, and the Co-operative Retailing System in Western Canada.
- **Effective judgment:** Experience and ability to be fair, impartial, objective, flexible and open minded in order to support the purpose of the Central Alberta Co-op Ltd.
- **Knowledge of the business:** Has sufficient knowledge of the business lines in which the Co-operative is engaged or may be engaged in the future in order to carry out the board's monitoring and oversight role.
- **Financial literacy and planning:** Reads and interprets budgets, financial statements, and reports, and links these reports to the Co-operative's strategic goals and plans.
- **Risk Oversight:** Understands the various risks of the Co-operative and ensures systems and processes are in place to mitigate those risks.
- **Leadership skills:** Proven leadership and board governance skills and experience.
- **Strategic thinking:** Applies creativity, a big picture view and relevant knowledge of the business environment (both opportunities and challenges) to develop long-term, strategic goals and priorities.
- **Analytical and critical thinking:** Strong analytical skills and the ability to take complex information and diverse points of view into consideration in making sound decisions; Able to question management constructively on direction to ensure the Co-operative's best interests.
- **Teamwork:** Recognizes the importance of a thorough consideration and discussion of issues before reaching a consensus and making decisions and/or taking actions. Respects the decisions of the group and the confidentiality of those decisions.
- **Conflict resolution:** Ensures that conflict is resolved with justice, fairness, and respect in order to maintain healthy relationships.
- **Integrity:** strong ethics, values, worthiness, trust, and integrity to coincide with the Co-operatives core values.
- **Effective Communication:** Effective communicator and able to carefully listen to others to understand and to convey key ideas in a comprehensive and succinct manner. The ability to articulate views in discussions along with well-developed decision writing and editing skills.
- **Technology literacy:** Able and knowledgeable to use information technology; computer applications as well as the ability to use the internet and other information technology resources.
- **Performance assessment:** Effectively monitors and assesses the CEO's performance and productivity in relation to certain pre-established criteria and business objectives (Key Performance Indicators)



# Central Alberta Co-op Ltd. Director's Legal Obligations

## Duty

Provincial and federal legislation imposes a duty on every director and officer that they must, in exercising their powers and performing their duties of office,

- act honestly and in good faith with a view to the best interests of the Co-operative; and
- exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

These duties are owed exclusively to Central Alberta Co-op Ltd. (the "Co-operative") and not to any one or more of the members of the Co-operative.

Directors cannot place their own private interests in conflict with their duties owed to the Co-operative. A director cannot take personal benefit from his/her position and must disclose any conflict or potential conflict to the board in a timely fashion.

## Best Interests

When considering the best interests of the Co-operative, directors are expected to consider the interests of the Co-operative's members as a collective whole rather than thinking only of the Co-operative as an abstract legal entity. This means taking into account the interest of all the members and not allowing one sectional interest to prevail over all the others. In general, directors and officers act in the Co-operative's best interests when they act in ways that maximize profits and take into consideration the interests of all the members.

## Statutory Duties

There are a number of legal requirements whereby a director may be found personally liable. These include potential liability to the Co-operative's employees for unpaid wages. Be sure to review legislation regarding director liability. As well, personal liability can be incurred by a director where the Co-operative commits an offence under a number of acts.

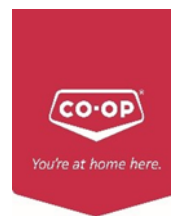
## Good Management

Upon appointment, each director is required to:

- Become familiar with the Co-operative's policies and the current structure of management;
- Become familiar with the nature and extent of the Co-operative's articles of incorporation, its bylaws, and its organizational objectives; and
- Determine the degree to which indemnification of directors is provided through agreement, bylaws and/or through directors' liability insurance.

On an ongoing basis, directors shall:

- Attend all, or at least the vast majority, of board meetings;
- Prior to meetings, ensure they have received and reviewed all documents and reports on which voting is anticipated;
- Review in detail all minutes of meetings and ensure that any clarifications and corrections are brought forward prior to approval;



- Review in detail all financial statements and ask questions for clarification;
- Obtain written legal opinions for any action to be taken by the board which is outside the directors' expertise;
- Obtain written professional opinions from specialists on whose advice the board is expected to act;
- Maintain minutes, recording any disclosure, dissent, or abstention by you or other board members;
- Vote against any expenditures if there is a question about the solvency of the Co-operative;
- Inquire on at least an annual basis as to whether the Co-operative is up to date on tax payments, EI and CPP remittances;
- Implement controls for the execution of cheques and contracts;
- Comply with the duty of confidentiality;
- Avoid or disclose any conflict of interest in a timely fashion; and
- Do not leave decision making to other directors; reliance on other directors and officers is at the personal risk of directors;
- Comply with their fiduciary responsibilities.

### **Confidentiality, Code of Conduct and Conflict of Interest**

The general principles of director confidentiality are:

- Directors have no obligation to share board minutes or the details of board discussions with anyone outside the board, not even members or employees of the Co-operative; and,
- Directors must not share sensitive information from board minutes or board discussions with anyone outside the board, not even members or employees of the Co-operative.

As a part of a director's duty of loyalty, they must keep confidential board minutes and the details of board discussions. Any communications from the board should come from the board and not from individual members. Breach of the duty of confidentiality could result in damages to the Co-operative for which a director may be found liable.

*For more details, please refer to the Central Alberta Co-op Ltd. Confidentiality, Code of Conduct and Conflict of Interest Board Policy.*



## Director Time Commitment and Remuneration

Directors must be available and prepared to devote significant time for board, committee, or other meetings and events. A Director is expected to:

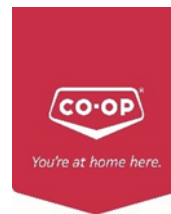
- Attend one regular board meeting every month and special meetings as may be deemed necessary. Directors are expected to be fully prepared for meetings and cognizant to discuss the matters on the board agenda. Directors must devote the time and attention necessary to make informed decision on issues that come before the board. While management provides directors with information needed to perform their responsibilities, directors must ask for all information they believe necessary to make an informed decision. Directors must respect management's organizational structure and such requests should be directed through the board chair or committee chair.
  - Board meetings generally begin at 6:00 pm. Meetings are generally held at the Red Deer Corporate Offices for about 2.5 hours and are typically held on the fourth Thursday of each month.
  - Meetings during health restrictions, may be held virtually as deemed necessary.
  - Directors are expected to attend all scheduled meetings and events.
- Serve on a committee(s);
- Attend board training and development sessions;
- Represent Central Alberta Co-op Ltd. at other co-op gatherings, such as the Federated Co-operatives Limited (FCL). annual meeting, regional and district meetings;
- Fulfill the 3-year term;
- Support the Co-op with their own membership purchases as much as possible;

\*\* Approximately 20 days per year are required to be devoted to Central Alberta Co-op Ltd. meetings and events.

### Remuneration

There is a per diem and rate payment allotted to directors which follows FCL's per diem and monthly retainer and this per diem is approved annually at the Central Alberta Co-op Annual General Meeting by the membership.

- The Co-operative shall reimburse directors for travelling and other expenses they have properly incurred to attend meetings of the board and committees and for performing other functions authorized from time to time by the board.
- Directors' and officers' insurance and errors and omissions liability insurance is in place to cover board members.



## Nomination Process

Every year, Central Alberta Co-op Ltd. asks its members to nominate members to stand for election for the board of directors. The goal is for strong, diverse, balanced leadership, with the right mix of skills, experience, and attributes.

The Central Alberta Co-op Ltd. nomination process is designed to provide Central Alberta Co-op Ltd. members with information on the board's required skills and experience. The Nominations Committee oversees nominations and the nomination process on behalf of the board.

The Director Nomination Process consists of the following steps:

1. The Nomination Committee will post the Request for Nominations and the nomination submission deadline date at the Corporate Office of Central Alberta Co-op Ltd., on the Central Alberta Co-op Ltd. website and at each of the Central Alberta Co-op Ltd. retail locations. For the 2022 election the nomination deadline is April 1, 2022 before 12:00 p.m.
2. The Director Candidate Nomination Package will be available at the Central Alberta Co-op Ltd. Corporate Office.
3. A candidate must be nominated in writing on the forms provided in the nominations package for that purpose.
4. After the close of nominations, Central Alberta Co-op Ltd. will review each nomination package submission to ensure it contains signatures from members with valid memberships, that candidate packages are complete, that qualifications of Central Alberta Co-op Ltd. Director candidates are met and confirm the eligibility of each candidate within requirements of the Act, regulations and bylaws/rules governing Central Alberta Co-op Ltd.
5. Nominations Committee will advise each nominee of his or her eligibility status following the Candidate Nomination Package review process.
6. The election notice will be published at the Corporate Office of Central Alberta Co-op Ltd., on the Central Alberta Co-op Ltd. website and at each of the Central Alberta Co-op Ltd. retail locations.
7. Once elected, a candidate is expected to sign the Central Alberta's Co-op Ltd. Confidentiality, Code of Conduct and Conflict of Interest Board Policy.

### **VOTING RESULTS:**

- The election results will be shared with the CEO and the Chair of the Nominations Committee.
- The number of members voting will be announced at the annual meeting of the members just prior to the announcement of the election results.
- The names of the successful nominees will be announced by the Chair of the Nominations Committee at the annual meeting of the members and published on the Central Alberta Co-op Ltd. website within two days of the annual meeting of the members.



## Qualifications of a Director

To be eligible as a candidate for the Central Alberta Co-op Ltd. Board of Directors, a member must:

- Be a member in good standing of Central Alberta Co-op Ltd. at the end of the last financial year, January 31, 2022;
- A Central Alberta Co-op Ltd. member is defined as the membership applicant, and/or the name on the annual equity statement the member receives
- Reside in the trading area of Central Alberta Co-op Ltd. The trading area is defined as the area encompassed by Secondary Highway 611 to the north, Secondary Highway 567 to the south, Highway 884 to the east, and west to the Alberta/B.C. border;
- Have made retail purchases of goods and/or services from Central Alberta Co-op Ltd. during the immediately preceding fiscal year of not less than \$2,500.00;
- Be an individual;
- Be at least 18 years of age;
- Be of sound mind;
- Not be bankrupt;
- Be open to a criminal record check;
- Not be employed by or is a Director of a retailer or other business, which competes, with the Co-op, as determined by the board;
- Not be an employee or Agency Operator under contract with the Co-operative; and
- Not have an account with the Co-operative more than 90 days in arrears;

\*\* If a Central Alberta Co-op Ltd. employee or contractor is elected to the board of directors for Central Alberta Co-op Ltd., they must terminate their employment or contract with Central Alberta Co-op Ltd. Individuals cannot be both an employee and director for Central Alberta Co-op Ltd.

### Nominator Requirements

- **Central Alberta Co-op Ltd. members are only permitted to sign one director candidate nomination form per year;**
- **Members signing candidate nomination forms must have the membership in the nominator's name;**
- **Signing members must have a membership in good standing.**



## Candidate's Communication Guiding Principles

These guidelines are intended to ensure a fair and equitable election process plus to ensure the guiding principles of Central Alberta Co-op Ltd. are followed.

- Communicate with maturity and tact.
- Speak for yourself;
  - If a Candidate wants to share specific ideas about Central Alberta Co-op Ltd. with members they know, the Candidate must make it clear these are personal ideas alone which have not been endorsed by Central Alberta Co-op Ltd., 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 Central Alberta Co-op Ltd. branding in any communication materials is not permitted including, but not limited to, candidate video messages. Candidates should present positive language about why they would be a good director and how their competencies, skills and experience can enhance the board's role in overseeing Central Alberta Co-op Ltd. on behalf of the members. Negative comments about Central Alberta Co-op Ltd., other candidates, management and staff or the board are unacceptable.
- Central Alberta Co-op (CAC) will administer any paid media (including social media) for campaigning on behalf of all candidates. Candidates may not advertise or otherwise publicize their campaign in any form of paid media. Any candidates' independent use of social media will not be permitted to use any CAC logos or branding to preserve and guard the Coop brand.
- Candidates campaigning for election, should act honestly and in good faith, with a view to the best interests of the Co-operative, engaging their supporters by lawful means.
- Candidates are strongly encouraged to follow the Co-operative's spirit of one member one vote.



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