



Calgary Cooperative Association Limited

DIRECTOR ELECTION HANDBOOK

Approved August 2, 2016, by the
Board of Directors

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Part One – Director Election

Preface

Calgary Co-operative Association Limited (Calgary Co-op) is a locally operated co-operative owned by its members (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 two 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.

Definitions

In this handbook, the following definitions apply:

1. **Annual Meeting** – the annual meeting of Member-owners.
2. **Board of Directors**, or **Board** – Collectively, the Directors who oversee Calgary Co-op.
3. **Director** – a Member-owner elected at the Annual Meeting 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. Appointed Directors serve to the end of the term they were appointed for, and they have the option of running for election when their appointed term expires.
4. **Campaign Period** – Campaigning is February 1, 2017, through to March 31, 2017.
5. **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.
6. **Consultants** – External third party firms contracted by the Board to assist with the 2017 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 is Brown Governance.
 - b. **Candidate Assessment Consultant** – to assess all candidates and identify candidates that may be endorsed. The Candidate Assessment Consultant is David Laws & Company Inc.(DL&Co.)
 - c. **Election Consultant** – to confirm nominees meet the qualification criteria and to conduct the annual Director Election. The Election Consultant is Grant Thornton LLP.

7. **Election Period** – the designated dates between which Member-owners may vote in a Director Election. This period runs from March 1, 2017 through to March 31, 2017.
8. **Gap Analysis** – the process completed by the Governance Consultant with the Board to identify the optimal knowledge and skill sets required by the newly elected directors.
9. **Member-owner** – an individual who has purchased a membership in Calgary Co-op.
10. **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, Grant Thornton LLP, confirms that the Director qualifications, as outlined in the Act and the bylaws, are met.
11. **Social Media** – Twitter, web pages, Facebook, LinkedIn, etc. registered to the candidate.
12. **Record Date** - The record date for each meeting of Member-owners is the final day of the preceding financial year.
13. **Trading Area** – Alberta.

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 and economic performance of Calgary Co-op.

A co-operative is an autonomous association of persons united voluntarily to meet their common economic, social, or cultural needs and aspirations through a jointly owned and democratically controlled enterprise. This form of member-owned business operates on values of self-help, self-responsibility, democracy, equality, equity and solidarity. In the tradition of their founders, co-operative member-owners believe in the ethical values of honesty, openness, social responsibility and caring for communities.

Calgary Co-op is one of the largest retail co-operatives in North America. With over 460,000 Member-owners, 4,000 employees, assets of \$519 million and annual sales over \$1.2 billion, Calgary Co-op is committed to lead in food; petroleum; home health care; pharmacy; wine, spirits and beer; and travel. In 2015, through the Co-op Community Foundation and community investment initiatives, Calgary Co-op invested over \$3.9 million into local food poverty reduction programs, youth, education, the environment, and preventative health and wellness. For more information, please visit www.calgarycoop.com.

A comprehensive vision, mission, values, and strategic direction with oversight by an elected Board of Directors, guides the operations of Calgary Co-op. As a Member-owner, your vote will help elect Member-owners with the appropriate qualifications to provide informed oversight, passionate stewardship, and sound decision making that is an essential part of securing a vibrant future for Calgary Co-op.

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 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, Co-operative Relations, Governance, Nominations and Human Resources.

Director Responsibilities

Directors must be available and prepared to devote a minimum of 360 hours per year for Board, committee, or other meetings, and events. These may include, but are not limited to:

1. Attend one to four Board or committee meetings each month.
2. Attend a two-day planning session.
3. Attend Board, personal training, and development sessions.
4. Represent the Board at special events such as store openings, Stampede Breakfasts, and Seniors' Day, and other events.

5. Participate in Federated Co-operatives Limited (FCL) meetings as required.

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, or occasionally on weekends.

Director Compensation

Currently, Directors receive the following compensation as approved by the Member-owners at the Annual Meeting held in March 2010:

Board Chair*	\$80,000 per annum
Board Vice-Chair	\$35,000 per annum
Board Secretary	\$32,000 per annum
Director	\$30,000 per annum
*The Board Chair is an ex-officio member of every committee and is expected to attend all committee meetings. The Vice-Chair, Secretary and individual Directors receive additional money for serving on Committees or representational positions in the following amounts.	
Audit Committee Chair	\$5,000 per annum
Audit Committee Member	\$2,500 per annum
Co-operative Relations Committee Chair	\$3,000 per annum
Governance 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
Alberta Community and Co-operative Association Director	\$2,500 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 three percent paid at the end of the financial year on purchases made at Calgary Co-op. Training fees and expenses to a maximum of \$20,000 per term is available to assist each director meet expected qualifications and to further education requirements.

Minimum Qualifying Criteria for Candidates

To be eligible to sit on the Board, a Member-owner must meet the eligibility requirements as set forth in the Cooperatives Act and Calgary Co-op's Bylaws. The following is a summary of some of the minimum qualifying criteria requirements:

a. A Member-owner may be elected and continue to serve on the Board only if and for so long as the Member-owner is not disqualified from assuming the role of, or continuing as, Director under the Act and:

(i) has been a Member-owner for at least two years* immediately prior to being elected as Director;

(ii) as Member-owner or through a joint membership or together with his or her Member-owner Spouse or Member-owner Adult Interdependent Partner, has made purchases from the Co-op in the immediate preceding fiscal year of at least \$3,600*;

(iii) resides within the Trading Area;

(iv) is not employed by or is a Director of a retailer or other business, which competes, with the Co-op, as determined by the Board;

(v) is not a Spouse, Adult Interdependent Partner, Relative of, or holder of a joint membership with, an Individual who is a Director or Employee;

(vi) is not an Employee;

(vii) has 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,

(viii) does 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,

(ix) has not had a judgment against him or her 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,

(x) is not involved in any litigation against the Co-op,

(xi) has not been prohibited from becoming, or been removed as, a Director of an organization, or

(xii) if a member of a professional body, has not, during the previous five years, been involuntarily prohibited or restricted from practicing as a member of that profession.

** 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.*

b. Any Member-owner who would otherwise be qualified to become a Director excepting that such Member-owner does not qualify under paragraph (a)(i) or (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, but in such case only one may stand for election as, or continue to serve as, Director.

c. A Member-owner may be nominated for 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 them.

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 strong and balanced leadership, with the right mix of skills, experience and attributes. The nomination process helps the Board achieve this.

Prior to the election, the Board works with a consultant to identify the skills and experience it requires. After all nominations are received, the Board uses a process to identify the candidates who are most likely able to fill the skill gaps and add valuable attributes to the diverse needs of the Board. When Member-owners receive their paper ballot in the mail, they will also receive a brochure detailing the platform, education, and experience, for all candidates in the election. This candidate information will also be available on the Calgary Co-op website. Voting can be completed online or via the paper ballot. Paper ballots will be accepted during the voting period at Customer Service at any Calgary Co-op food store or it can be mailed to the address provided.

Part Two – 2017 Director Election

Nominations Process

The Calgary Co-op nomination process is designed to provide Calgary Co-op Member-owners with guidance on the Board's required skills and experience. The Nominations Committee oversees the nomination and election process on behalf of the Board.

The 2017 Director Election process consists of the following steps:

1. The Governance Consultant, Brown Governance evaluates the Board to identify the skill gap of the Board following the departure of the directors whose term is ending.
2. The Board reviews the gap analysis and approves the skills and experience sought.
3. The Election Consultant, Grant Thornton, LLP reviews all election applications to ensure the bylaw qualifications are met and performs certain procedures to assist Calgary Co-op and the Board with oversight of the nomination and voting process.
4. The Candidate Assessment Consultant, DL&Co. uses the skills gap analysis and the Board-approved criteria to evaluate candidates. The evaluation process includes a review of candidate materials, an introductory interview of all candidates, and an in-depth interview with the candidates whose qualifications are determined to match the required skills and experience. Candidates must participate in the interviews in order to be eligible for endorsement.

Timeline

The key dates for the 2017 Director Election are shown below:

Date	Action
October 3, 2016	Any Member-owner who wishes to attend the Director Election clarification and orientation session should register with the Executive Assistant at 403-219-6025, ext. 6295.
October 5, 2016 5:30 – 7:30 p.m.	<u>2017 Director Election clarification and orientation session</u> conducted by the Nominations Committee. All potential nominees are encouraged to attend this session at Calgary Co-op Head Office in the Gordon Barker Boardroom.
October 10, 2016, 5:00 p.m.	<i>(Optional)</i> Candidate package is due on or before this date if the candidate wishes to have it reviewed by Grant Thornton, LLP for completeness.
October 29, 2016 (Last business day of last fiscal year)	Membership Record Date for the 2017 Director Election. Individuals who wish to vote in the upcoming Director Election must have purchased their membership by this date.

November 1, 2016, 5:00 p.m.	<u>Deadline for candidate's election packages.</u> Submissions must be received by Grant Thornton LLP no later than 5:00 p.m.
November 7, 2016	Grant Thornton LLP advises each nominee of the results of the Director qualification screening by email. Nominees who meet the Director qualifications will become candidates. <i>All candidates should plan to be available for Skype interviews November 9-16, 2016.</i> DL&Co. will contact each candidate to set up the interview.
November 8, 2016 4:00 – 6:00 p.m.	<u>Candidate Briefing Session.</u> Calgary Co-op Nominations Committee members will be on hand to brief candidates on the interview and election process. No preregistration is required. Attendance is optional but encouraged. Calgary Co-op Head Office, Gordon Barker Boardroom.
November 9-16, 2016	DL&Co. interviews (via Skype) all qualified candidates to assess whether they meet the requirements from the board skills gap analysis and thus to evaluate which candidates may be considered for potential endorsement.
November 18, 2016	DL&Co. will select “best fit” candidates for a 2 nd interview. All candidates will be informed of their status.
November 21 – 26, 2016	DL&Co. will conduct in-person interviews with selected candidates.
November 28 – December 4, 2016	DL&Co. to conduct reference checks for select candidates.
December 19-23, 2017	All candidates advised of the outcome of the assessment, including the candidates receiving endorsement (“recommended”)
January 9, 2017	<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, otherwise his/her name will appear in campaign materials and on the ballot.
January 10, 2017	Final list of candidates published, including the recommended candidates.
February 1, 2017	Campaign period starts.
March 1 - 31, 2017	Election period.
April 6, 2017	Director Election results announced at the <u>Annual Meeting.</u>
April 7, 2017 9:00 a.m.- noon	Director Orientation.
April 7, 2017 4:00 p.m.	Board re-organization meeting.

The Calgary Co-op Board Profile

Ideally, the Board of Directors of Calgary Coop is comprised of individuals who are leaders in the co-operative and business community. This group of leaders has industry knowledge and experience gained from working in organizations such as co-operatives, retail businesses, commercial real estate, and from serving on boards of directors.

Together the Board of Directors, as effective communicators and independent thinkers, has depth in corporate and co-operative governance, information technology (IT) and digital experience, strategic planning, risk management, financial literacy, and senior leadership.

The work of the Directors is supported with their collective, in-depth knowledge of Calgary Co-op, and governance, including legal issues, human resources, accounting and auditing and retail.

The 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.

Always willing to listen, learn, and develop, the Directors apply their knowledge to Calgary Co-op as they proactively use sound judgment to make balanced strategic decisions based on observable facts.

The Calgary Co-op Board is comprised of individuals who uphold Calgary Co-op values in both word and action, exercised with strong interpersonal skills.

Ideal Calgary Co-op Director

1. The ideal Calgary Co-op Director will:

- Meet the standards for Board membership as outlined in the Calgary Co-op Bylaws and Director Declaration;
- Meet the criterion of independence and be free from any real or perceived conflicts of interest with Calgary Co-op;
- Be knowledgeable of issues, trends, and matters affecting any or all of Calgary Co-op's lines of business;
- Possess analytical, planning, governance, and other relevant business skills as listed on the 2017 Candidate Platform, Education and Experience Form;
- Be a proven leader with board skills and experience;
- Be knowledgeable of the co-operative sector;
- Be able to commit approximately 30 to 50 hours per month in the work of the Board of Calgary Co-op, and be fully prepared to discuss matters on the Board agenda;
- Be prepared to serve on at least two board committees, attend the annual planning session(s) each year, attend and participate in 10-12 board meetings annually, attend board training and development sessions, FCL events, special events and annual meetings; and
- Exhibit the character attributes of a good Director.

2. In addition to the criteria listed, the Calgary Co-op Board through its gap analysis has identified a specific need for:

Retail business expertise. Optimally, this individual would have a minimum of ten years' experience leading in a retail organization, in a senior executive role preferably in grocery, petroleum, wines and spirits operations and/or pharmacy.

Calgary Co-op board experience. Should some or all of the incumbents not be re-elected, the Calgary Co-op board is at risk of loss of optimal capacity in Calgary Co-op board expertise.

Candidate Election Forms and Materials

Candidates must use the forms provided at the end of this section and available on the Calgary Co-op website. Electronic submission of candidate packages is preferred. To do this candidates may scan the completed forms and send electronically as a PDF or, use the Word version of the forms downloaded from the website and completed electronically. Signatures must be included on all forms as identified. 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 5:00 p.m. on November 1, 2016, to the Calgary Co-op Chair of Nominations Committee, at one of the following addresses:

By email to:

Justine.Ignacz@ca.gt.com at Grant Thornton LLP, or

By mail to:

Grant Thornton LLP

Attn: Chair Nominations Committee,

Calgary Co-operative Association Limited

Suite 900, 833 - 4 Avenue SW, Calgary, AB T2P 3T5

Candidate packages must contain the following:

1. A personal resume The resume may take any form, and include any information deemed relevant to the Calgary Co-op Director Election.

2. Director Election Nomination Form Five or more Member-owners must nominate each candidate. Any individual who signs the nomination form must hold a valid Calgary Coop 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 29, 2016 or earlier.

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

3. Candidate Platform, Education and Experience Form Include the candidate's email address and phone number for contact purposes.

Content must align to Calgary Co-op's campaign policy and guidelines and will be published exactly as submitted.

Platforms will be cut-off at the exact 350-word mark (using a standard computer word-count feature).

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, and will not publish these statements.

4. Candidate Skills and Experience Form Answers will only be used by the Candidate Assessment Consultant, DL&Co during the screening process to assist in determining the qualifications of each candidate.

5. Candidate Character Attributes Form Answers will only be used by the Candidate Assessment Consultant, DL&Co during the screening process to assist in determining the character attributes of each candidate.

6. Board Candidate Nominee Declaration Form In order to ensure eligibility under the *Cooperatives Act* and Bylaw 5.05, every nominee must submit the form, dated between August 1, 2016 and the November 1, 2016 nomination deadline and sworn before a Commissioner of Oaths.

- | | |
|--|--|
| 7. Personal photograph. | A recent, colour, head and shoulders photograph suitable for print is required for publication purposes from all candidates regardless if forms are mailed. Send by email to Justine.Ignacz@ca.gt.com . |
| 8. Acknowledgement and Agreements Form | Read form carefully, sign and date. |
| 9. Criminal Record Check report (police security clearance report) | <p>A current criminal record check report from Calgary Police Service, http://www.backcheck.net or an equivalent criminal record checking organization to establish that the nominee does not have a criminal record.</p> <p>Report must be dated between August 1, 2016 and the November 1, 2016 nomination deadline. Be aware it can take several weeks to process record checks.</p> |
| 10. Three references (Two of the 3 references should be from a recent employer or board) | Please provide name, relationship to candidate, phone number(s) and an email address. References must be able to speak to the qualifications, personal skills, and values the candidate would bring to the Calgary Co-op Board. |
| Personal bankruptcy and insolvency record | Grant Thornton LLP will obtain a personal bankruptcy and insolvency record from Industry Canada for all Member-owners who submit nomination forms. |

If you wish to have your package reviewed for completeness, please submit to Grant Thornton LLP on or before October 10, 2016. Nominees will be informed of any omissions and have until November 1, 2016 to resubmit.

Election Form Processing

After the close of nominations, Calgary Co-op's Chair of Nominations Committee, or other Nominating Committee designate, the Vice President Marketing and Member Relations, a Grant Thornton LLP representative and the Calgary Co-op Corporate Secretary 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. Grant Thornton LLP 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.

Campaign Policy

Once a candidate is accepted, he or she may wish to tell others about their candidacy and ask for their vote. To assist candidates with this, Calgary Co-op has developed a set of principles and guidelines to ensure campaigning is conducted fairly and equally by all candidates.

As a general statement, please note that campaigning for a board seat is not the same as running for political office. There are no rallies, no attack ads, no individual advertising including posters, no telephone soliciting and no lawn signs. It is a genteel process conducted individually and professionally. It is also a process Calgary Co-op wants to help each candidate with to ensure candidacy of all candidates is known to Member-owners when it is time to vote.

Campaign Guidelines

How Calgary Co-op will Assist Campaigns

1. Calgary Co-op will print and distribute election materials to promote candidates to Member-owners. The information in the 2017 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 make good decisions about who to vote for in the election.
2. Calgary Co-op will arrange for each candidate to receive a temporary Calgary Co-op email address published with campaign materials.
3. Calgary Co-op will post the candidate's platforms, temporary Calgary Co-op email addresses and photographs in all Calgary Coop grocery stores, liquor stores, and home health care stores and on all employee notice boards.
4. 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 particular candidate. The Board Executive Assistant will share messages with candidates for follow up.
5. Calgary Co-op will identify the recommended candidates who best meet the particular qualifications sought by the Board in the 2017 Election. This information will include an explanation of what being recommended means.
6. Calgary Co-op will monitor candidates campaign activities and will let candidates know of any concerns or suggestions.

Conducting a Campaign

Directors elected to Calgary Co-op's board are expected to act with maturity, tact and wisdom on behalf of Member-owners — this applies to campaigning as well.

1. Campaign with maturity and decorum
 - Only election materials endorsed and printed by Calgary Co-op may be used by a candidate for promoting their candidacy.
2. Campaign as an individual
 - As much as possible, candidates should do their own campaigning, without assistance from others.

- If candidates do ask others to help, it must focus on people close to the Candidate, such as family and close friends.

3. Campaign in a number of ways

- The best way to campaign is to advise family and friends that they are running for election to the board and explain why.
- Candidates may wish to contact their family and friends personally by telephone, email or text message.
- Contacting Member-owners who are not family or close friends using email, telephone or text message may not be well received and could negatively affect the Candidate's campaign and the reputation of Calgary Co-op.
- A Candidate may campaign using blogs and social media, such as Facebook, Twitter or LinkedIn, as long as they follow the guidelines about how to speak about their candidacy included in this section.

4. Share with Calgary Co-op

- If a Candidate campaigns using a blog, website or social media account, please submit the link to www.calgarycoop.com/election so Calgary Co-op can follow along.

5. Speak for yourself

- If a Candidate wants to share specific ideas about Calgary Co-op's future to Member-owners they know, they must make it clear these are their ideas alone and they have not been endorsed by Calgary Co-op, its 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 campaign materials is not permitted; as Candidates are not a representative of Calgary Co-op, they are simply asking members to support them in becoming a director.

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 members' behalf.
- Leave negative campaigning for the politicians. Negative comments about Calgary Co-op, other candidates, management and staff or the board are not appropriate.

7. Share the candidate's endorsement status

- If the Board is recommending the candidate, it is appropriate to say so during their campaign.

8. Avoid Calgary Co-op premises and employees

- It is not allowed to campaign on Calgary Co-op premises, including stores, gas bars, parking lots and offices.
- Do not ask Calgary Co-op employees to assist with any campaign; this includes developing materials, writing candidate statements, taking photographs or campaigning.

The campaigning period runs from February 1, 2017 through to March 31, 2017.

Policy: **Non-adherence to Campaign Policy**

A candidate may be disqualified from the election with a consensus vote of the Directors not running for re-election, if the candidate breaches or violates the campaigning 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 resume, 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 is excluded from this consent.

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.

Points of Contact

1. For clarification or more information on the Director Election process, please contact the Chair of Nominations Committee: 403-219-6040 (leave a message and your call will be returned).
2. For general information about Calgary Co-op, please contact Karen Allan, Senior Manager, Corporate Communications at: KAllan@calgarycoop.com

Election Results

The ballots cast by members by mail or online in the election will be tabulated once the voting period ends.

The Board of Directors will share the election results with Member-owners at our annual meeting on April 7, 2017, and with the world on our website on April 8, 2017.

The 2017 Annual Meeting is 7:00 p.m. at the Carriage House Inn, Calgary, AB. All candidates are encouraged to attend the Annual Meeting.

Candidate Forms

Calgary Co-operative Association Limited
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) or printed format. Please also provide your email address and telephone number for communication relating to the election.

Candidate Email Address (for office use only): _____

Candidate Telephone Number (for office use only): _____

Candidate Name / Preferred Name: (please print)

Education and professional designations:

Disclosure of your relevant affiliations with employees, contractors or anyone associated with Calgary Co-op:

Please complete the following section in its entirety using no more than 350 words in total (excluded from the 350 word count are the headings on this form). Any submission exceeding the 350-word maximum will be cut off by Calgary Co-op exactly at 350 words for all publications, handouts and other materials. The 350 word count starts here:

What are your special attributes that make you a strong candidate for Calgary Co-op's board?

What does being a Co-op mean to you?

What is your community or volunteer involvement?

What are your governance and/or oversight experience, skills and qualifications?

Why do you want to serve on the Calgary Co-op Board of Directors?

What do you see as the opportunities and/or challenges for Calgary Co-op in the next 5 years?

Calgary Co-operative Association Limited
Form 2 : Candidate Skills and Experience

Answers in the next section will not be published in the candidate election information for Member-owners to review. It will only be used by the Candidate Assessment Consultant, DL&Co.to assist in screening candidates for level of skills, experience and knowledge.

Please rate yourself between 1 and 5 for each area:

1. means you have no experience
2. means that you have some experience or have developed some functional skills in this skill/area
3. means that you have a good level of experience or good skills in this area
4. means that you have extensive senior management experience
5. means that you have over 10 years executive level experience or would be considered an “expert” or “specialist” in this field/area.

<p>Co-operative Expertise: Knowledge, and/or experience working, and/or participating in a co-operative structured organization. A keen understanding of the uniqueness of the co-op business model, co-op principles and ability to ensure the effective oversight of communications, regulatory, public and member/stakeholders relations.</p>	
<p>Governance Expertise: Designation: ICD.D, C.Dir or equivalent. An awareness of governance, directors’ role, current governance issues and trends; subsidiary governance in co-operative environment and direct prior board experience of an organization of a similar scope / complexity as Calgary Co-op.</p>	
<p>Leadership Experience: Significant experience leading and managing others in an organization with a similar scope and complexity as Calgary Co-op; could be in any type of organization (co-operative, private business, public sector, or not-for-profit).</p>	
<p>Board Leadership Experience: Successful experience as a board or committee chair with a minimum of 5 years’ experience.</p>	
<p>Strategic Planning: Experience participating in, and/or providing oversight of high level strategic (versus operational) plans.</p>	
<p>Human Resources Expertise: Experience as a human resource professional with a CHRP designation or equivalent, a strong understanding of organizational structure, HR oversight and talent management. This includes the ability to read and ensure effective oversight of employee benefit and pension plans.</p>	

<p>Enterprise Risk Management Experience: Designation RF, CRMA, CIA or equivalent. Experience in Internal Audit, identifying, planning for and putting in place strategies to mitigate organizational risks. In particular, the ability to understand and ensure the effective oversight of a comprehensive ERM (Enterprise Risk Management) system.</p>	
<p>Financial Expertise: Accounting credentials (CPA). An understanding of GAAP, ASPE, IFRS and financial statements and their application. <i>Experience preparing, auditing, analyzing, or evaluating financial statements.</i></p>	
<p>Financial Literacy and Oversight: Past P & L responsibility, the ability to read and understand financial statements of a similar scope and complexity as Calgary Co-op. This includes the ability to understand and ensure the effective oversight of financial risks including, interest rate, liquidity, investments and credit risks.</p>	
<p>Retail Business Expertise: A minimum of ten years' experience leading in a retail organization, in a senior executive role preferably in grocery, petroleum, wines and spirits operations and/or pharmacy.</p>	
<p>Commercial Real Estate Experience: Experience in and understanding of commercial real estate development and providing oversight of purchase and sale, leasing, construction and development of commercial real estate in the Alberta market.</p>	
<p>Legal: Having expertise in legal matters supported by a law degree with a minimum of seven years practicing law in a mid-to-large size firm or in-house, in a commercial / business law role.</p>	
<p>IT and Digital Experience: Designation CGEIT or equivalent. Information technology oversight including IT governance, IT strategy, enterprise wide systems management, digital experience including cyber security, Enterprise Risk Technology and data management, preferably with experience in a retail organization.</p>	

Calgary Co-operative Association Limited
Form 3: Candidate Character Attributes

Answers in the following section will not be published in the candidate election information for Member-owners. It will only be used by DL&Co. during the interview process. On the following character attributes, please rate yourself between 1 and 5 (5 being very much like me, and 1 being very much unlike me), for each attribute:

Self-Rating (scale of 1 to 5)

1. Very much unlike me
2. Unlike me
3. Neutral
4. Like me
5. Very much like me

Able and willing to ask challenging questions: Ability and willingness to ask challenging questions	
Open minded: Ability to engage in dialogue not debate, listening to divergent perspectives with a view to finding the best solution for the organization.	
Commitment/time available: High degree of commitment, passion and time available to the Calgary Co-op Board.	
Integrity and high ethical standards: Integrity and high ethical standards, with the ability to adhere to speaking with one voice.	
Sound judgment: The capacity to assess situations or circumstances with a wide, balanced perspective to draw sound conclusions and make decisions.	
Upholding core values: The ability to uphold the organization's core values.	
Strong interpersonal skills: The ability to influence others through qualities such as personal charisma, expertise, command of language, and the creation of mutual respect.	
Integrative thinker: The ability to face constructively the tension of opposing models and instead of choosing one at the expense of the other, to generate a creative resolution of the tension in the form of a new model that contains elements of the individual models but is superior to each.	
Effective listener: The active process of receiving and responding to spoken and sometimes unspoken messages.	

Continuous learner: Committed to continuous learning and innovation.	
Independent thinker: Able to think through problems based on observable facts and information, uninfluenced by emotions, political pressure or personal prejudices (able to act in the best interests of Calgary Co-op as a whole).	

I hereby certify that answers and information on all forms in my candidate package are true, correct and complete to the best of my knowledge. By signing this form, I acknowledge that I have read, understand and agree to abide by all of the campaigning policies, guidelines, requirements and the Calgary Co-op code of ethical standards as outlined in the Director Election Handbook.

Nominee's Signature:

Date: _____

(Sign Here)

Calgary Co-operative Association Limited
Form 4 : 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 (or name/membership number of spouse or adult interdependent partner):	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):

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):
5	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):

Calgary Co-operative Association Limited
Form 5: Board Candidate Nominee Declaration

Having been duly nominated as a director candidate for the Calgary Co-operative Association Limited (Calgary Co-op), I **(print name of nominee)** _____ do hereby consent to serve, and I affirm and declare that, in accordance with Bylaw 5.05, I am qualified to become or to continue as a director as follows:

1. I, or my spouse or adult interdependent partner, have been a Member-owner in good standing with Calgary Co-op for at least two years prior to November 1, 2016;
2. 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 immediate preceding fiscal year of at least \$3,600;
3. I reside within the trading area;
4. I am not employed by or a Director of a retailer or other business which competes with Calgary Co-op, as determined by the board;
5. I am not a Spouse or Adult Interdependent Partner, Relative of, or holder of a joint membership with, an Individual who is a Director or Employee;
6. I am not an Employee;
7. 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;
8. 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;
9. I do 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;
10. I am not involved in any litigation against the Co-op;
11. I have not been prohibited from becoming, nor removed as, a Director of an organization, or
12. 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 Province of Alberta

this _____ day of _____ 20_____.

Signature of Candidate Nominee for Director _____

(Sign Here)

Commissioner for Oaths in and for
the Province of Alberta

(Sign Here)

Calgary Co-operative Association Limited

Form 6: Acknowledgement and Agreements

By signing and submitting this form to the Calgary Co-op Association Ltd, the undersigned acknowledges and agrees that he or she:

1. gives permission for Calgary Co-op to share my contact information, and my attached resume, nomination paper and Candidate Platform, Education and Experience form with the Candidate Assessment Consultant for the purpose of my potential candidacy in the Calgary Co-op Board Election and give my permission and consent to the disclosure and publication, except as specifically otherwise noted in the 2017 Director Election Handbook, of all information provided by me to Calgary Co-op in relation to my candidacy for director.
2. must provide his or her full legal name together with any prior legal name, including maiden name(s), in the 2017 Director Election Nomination Form.
3. consents to Grant Thornton LLP obtaining a personal bankruptcy and insolvency record in my name from Industry Canada. I understand that the results of the searches will be provided to the Calgary Co-op and that they will be used for the purposes of evaluating my 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. will comply with all guidelines and policies issued by the Calgary Co-op Board of Directors regarding all election and campaign activities now or hereafter, and 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 the undersigned breaches or violates any of the guidelines or policy 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 be true or accurate as of the date this form is signed or any time after such date.

Legal Name:(Printed) _____

Signed: _____

Date: _____