

INFORMATION AND NOMINATION PACK.

MEMBER ELECTED AND BOARD APPOINTED DIRECTORS.

Thank you for your interest in becoming a Director on the Board of Hastings Co-operative Limited (The Co-op).

This Information and Nomination Pack sets out key information regarding the nomination and appointment of Directors in accordance with the Co-op's rules.

Included with this Pack are the following:

- **Annexure 1:** Nomination Form and Statutory Declaration
- **Annexure 2:** Hastings Co-operative's Fit and Proper Policy
- **Annexure 3:** Hastings Co-operative Rules extract of rules 45 and 47
- **Annexure 4:** Board Code of Conduct Policy

While every effort has been made to ensure the accuracy of the information contained in this Pack, in the event of any inconsistency, the Rules of the Co-op will prevail. A complete copy of the Co-op's Rules is available on our website at www.hastingscoop.com.au

KEY DATES

Election Process	Date
Call for Nominations	At least 42 days before the AGM
Closing date for Nominations	At least 30 days before the AGM
Interview with Nominations Committee	At least 21 days before the AGM
Closure of Proxy Votes	As specified in the Notice of AGM
Announcement of Election result	At AGM

NOMINATION PROCESS

To proceed with your nomination as a candidate, you will need to submit the completed Nomination Form and Statutory Declaration (Annexure 1). The following documentation will need to accompany your nomination form.

- certified copy of photographic identification.
- Curriculum Vitae (CV) detailing employment history, qualifications, experience, and any other information relevant to undertaking the role of a Director of the Company; and
- certified copies of qualifications and any other relevant documentation.

All required documentation is to be forwarded to the Co-op Secretary.

Documentation can be lodged on-line or via;

Email Secretary@hastingscoop.com.au
Mail PO BOX 354 Wauchope NSW 2446
By hand Level 1, 9-13 High Street Wauchope NSW 2446

Documents should arrive no later than the date specified on the Notice calling for Director Nominations. If emailing or lodging on line, please bring the original documents and certified copies to the interview if you are offered one.

Before submitting a nomination, please review the eligibility criteria below:

All nominations will be reviewed in the first instance by the Co-op Secretary who may seek further information to confirm eligibility. If the Co-op Secretary believes the candidate to be ineligible the nomination will refer to the Nomination Committee for review. The Board is the final determinant of the eligibility of a candidate.

If the number of eligible and endorsed candidates is equal to or less than the number of positions to be filled, each candidate's nomination will be put the members at the Annual General Meeting for approval.

ELIGIBILITY CRITERIA AND OTHER PROFESSIONAL QUALIFICATIONS

Nominees must meet the eligibility criteria as set out in Rule 45 and 47 of the Co-op's rules. At a minimum nominee must.

- Be 18 years or older.
- Must not be an employee of the Co-op.
- Be an Active Shareholder member of the Co-op.¹
- If the Nominee is not an active member, they must possess particular special skills in management or other technical areas of benefit to the Co-op.²
- Have not been disqualified by law from being or acting as a director
- Have not had a personal trustee appointed to administer their estate or property due to mental incapacity.
- Has been assessed by the Nominations committee as having the appropriate fitness and propriety to be and act as a director.

While any member meeting this criterion is eligible for nomination, nominees should note that the Co-op is an extremely complex business, and the duties and responsibilities of a director are onerous.

The Co-op is a member-led organisation. Our Purpose, *to be the locally owned retailer of choice offering competitive pricing and convenience, whilst delivering benefit to our community and members*, is the lens through which all decisions and strategic initiatives are considered.

The Co-op is a registered Co-operative with the NSW Department of Fair Trading, and our Co-op Number is 00022. Our key regulators are the Department of Fair Trading and the Australian Securities and Investments.

¹ Active member is a Shareholder member who has spent \$1000 on goods or services with the Co-op or who has been a member for 40 years or more and has spent \$10 during the financial year. A Co-op 100 member is not a Shareholder member.

² Special skills requirements will be advised in the Notice calling for Nominations. To be considered to have special skills, you must be considered an expert or someone who would readily obtain employment in the field.

In addition to legal requirements, the role of Director brings a significant level of responsibility and requires dedication, good judgment, excellent decision-making skills, significant time commitment and a solid understanding of the Co-op's history, business and values.

Corporate governance policies, require the Board to consider the composition of the Board considering the mix of skills, experience and knowledge required to meet the good governance and strategic demands of the Co-op. It is not a role to be undertaken lightly and is one where previous experience as a director is a distinct advantage. The Board will take these matters into account and may resolve to endorse nominees and recommend their election to members.

NOMINEE ASSESSMENT

Following a satisfactory review of the nomination documents, the fitness and propriety of all nominees will be assessed in an interview.

Nominees must be available for interview on the date advised.

Nominees should allow approximately 1 hour for the interview. If travel is required, nominees are required to pay their own travel and accommodation costs. The Co-op is **unable to** vary the date or form of assessment to suit individual nominees as interviews must adhere to the election timetable, interviewer availability and to ensure the consistency of the process between nominees.

In preparing for the nominee's assessment process, nominees are expected to have **reviewed and be familiar with the following information:**

- The rules of the Co-op
- The Last annual report of the Co-op
- The history and current business operations of the Co-op.
- The Co-op's Fit and Proper policy
- The Co-op's Board Code of Conduct Policy.

Nominees should be aware that prior to their formal appointment, they will be required to undertake an assessment of their fitness and propriety.

Any Nominee assessed as not being Fit and Proper will be ineligible for election.

Nominees must attend the assessment alone and during the assessment may only consult the Annual Report, their own Curriculum Vitae and one A4 page of personal notes.

WORKLOAD

Under the Rules, Directors are elected for terms of three (3) years, commencing at the end of the AGM at which they are elected. Provided they are re-elected/ re-appointed, Directors can only serve three terms of three years before they are required to retire from the Board.

Candidates should be aware that there is a significant workload and time commitment involved with being a director with at least 20 business days per annum required to be set aside to attend Board and strategic planning meetings plus additional time (of approx.15 business days) for preparation and ad-hoc meetings.

It is expected that Directors will allow for the following time commitments:

- Board Meetings – Directors are required to attend all Board Meetings. Meetings are usually held on the fourth (4th) Tuesday of each month. Preparation time of at least 5 hours is required before the actual meeting day.
- Strategic Planning Meetings – At least one and possibly two strategic planning meetings are held each year.
- Board Committees – Every Director is appointed to at least one Board Committee. Committee usually meets on a quarterly basis.
- Special Board Meetings – may be held to discuss matters of urgency.
- AGM – Held on the 2nd last Tuesday of November.

Email is a major method of communication between the Board and Management. Each Director is expected to check for and attend to any emails daily.

Directors are expected to understand what is happening within the retail sector and the co-operative movement generally. This is usually achieved through reading communications from the Co-op, industry bodies and associations most of which are available on-line. Attendance at special seminars and workshops are also required from time to time.

Directors are also expected to undertake activities that would contribute to their continuing professional development.

DIRECTORS FEES AND EXPENSES

The fees payable to Directors are approved at each annual general meeting and the level of remuneration does not alter until the following AGM.

The Directors fees are inclusive of all required superannuation payments. Directors' fees are paid monthly.

For details of the current remuneration, please refer to the latest annual report.

With prior approval the Co-op will meet professional development, travelling and associated expenses which are related to their Directorship.

CANDIDATES BIOGRAPHICAL INFORMATION

Where a nominee has been assessed as being eligible to be a candidate for election as a director and have been endorsed by the Board to stand for election, they must provide a Candidate's statement of no more than 100 words in support of their nomination.

Statements should include information relating to their qualifications, skills and experience which indicate capacity to act as a professional director of the Co-op. Policy statements or promises to deliver on specific outcomes that may influence some members on the basis of personal benefit will not be accepted. The Co-op secretary will vet each candidate's statement before it is published to confirm that it meets the above conditions.

Candidates, once elected, must represent the interests of all members and abide by Board Policy and strategic plans, external and corporate regulation and the democratic decision making of the Board.

PRIVACY NOTICE

The Co-op collects personal information during the nomination process for the purpose of assessing your eligibility for nomination. Failing to provide the information requested may result in us being unable to assess your nomination.

The Co-op's privacy policy can be found on our website, www.hastingscoop.com.au. The policy contains information on how you may access and seek correction of information we hold on you, and how to make a complaint if you believe we have breached our privacy obligations.

If you are unsuccessful in your nomination, all information provided by you will be destroyed within 3 months of the annual general meeting.

NEXT STEPS AND CHECKLIST

If you believe that you are eligible to stand for election and are willing to do so, please complete the Nomination form and statutory declaration that accompanies this information pack.

The nomination form provides information on yourself as well as your qualifications and past work history. If there is insufficient room on the form, please enclose additional documentation that is clearly marked as to what section of your nomination it relates to.

Your nomination form will need to be endorsed by two active shareholder members of the Co-op. These Shareholders members are typically members that are well known to you and can vouch for your good character. Unfortunately, Co-op head office staff who are unknown to you cannot endorse your nomination.

CHECKLIST

No.	Item	Yes /No
1.	Have you completed every section of the nomination form and statutory declaration?	
2.	Has your nomination form been endorsed by two active shareholder members?	
3.	Have you enclosed certified copies of your qualifications?	
4.	Have you provided a Police Check no older than 6 months?	
5.	Have you read the Board's Fit and Proper Policy?	
6.	Have you read the Board's Code of Conduct Policy?	
7.	Have you provided any other documentation that you have advised in your nomination?	