customer union
for ethical banking

Customer Union for Ethical Banking

Minutes of the 2025 annual general meeting

Held online via Zoom on Saturday 22nd November 2025 at 13:00

Board Members Present:

- Rob Harrison (Secretary) - Wales
- Shaun Fensom (Director) - Manchester
- John Cutcliffe (Director) - Cornwall/Herefordshire
- Leslie Freitag (Director) - Harpenden, Hertfordshire
- Sue Laughlin (Director) - Glasgow
- Ryan Brightwell (Board member) - Nijmegen, Netherlands
- Carol Davenport (Former Director) - Cheshire

Members Present:

Anthea Lawrence (Bath), Anthony Peter (Todmorden), Bernadette (Shropshire), Brenda Sheppard, Caroline Lee (Chalford), Graham Cooper (Old Trafford), Janice Long (Willesden), John Cartledge (Hertfordshire), Kathy Hall (Enfield), Margaret Sands (Ankara, Turkey), Melanie Clarke (Chelmsford), Mike Medhurst (Ipswich), Mollie Somerville (Bradford), Paul Newman, Rose Scott (Devon), Ruth Moulton (Haringey), Sarah Early (Swanage), Seamus O'Connell, Sophie Franklin (Tewkesbury), Sue Page (Cambridge), Tim Dawson (Strathpeffer), Toby Johnson (Amsterdam/Brussels), Tom Hill (East Molesey)

In the Chair: Shaun Fensom

Apologies for absence: Clare Scott, Amanda Sebastyn, Stirling Smith, Sam Hale, Sue Cook, Liz Antliff-Clark, Hilary Wilkinson, Eileen Webber

1. Members present and apologies

The Chair welcomed members to the tenth Annual General Meeting of the Customer Union for Ethical Banking. Members were asked to introduce themselves, stating their name,

location, and length of membership with the Customer Union and/or the Co-operative Bank.

The Chair noted that the meeting was being recorded using an AI notetaker (Fathom) and asked if there were any objections. No objections were raised.

Apologies for absence were noted as listed above.

2. Minutes of the 2024 CUEB AGM

The minutes of the AGM held on 16th November 2024 were shared on screen and had been made available to members in advance via the website.

The Chair noted that the minutes had been prepared with the assistance of artificial intelligence and corrected by human review.

RESOLVED: That the minutes of the AGM held on 16th November 2024 be approved as a true and accurate record of that meeting.

Proposed by: Rob Harrison

3. Matters arising from the minutes

There were no matters arising from the minutes of the previous AGM.

4. Receipt of the accounts and balance sheet and reports of the board

Board Report

Rob Harrison presented a verbal report on behalf of the Board, noting:

- The acquisition of the Co-operative Bank by Coventry Building Society had been completed in January 2025, marking a significant milestone
- Five new directors had been elected to the CUEB Board at the 2024 AGM, bringing fresh perspectives
- Quarterly meetings with the bank continue, with the next scheduled for the following week
- Issues raised by members are regularly brought to these meetings
- The Board has been exploring the implications of Co-op Bank customers becoming members of Coventry Building Society
- Discussions have focused on whether there remains a need for the Customer Union once full membership integration occurs

- The Board believes the Customer Union will continue to be needed, particularly as business customers cannot be members of a building society
- Now that the acquisition has settled, the Board intends to increase pressure on the bank regarding clarity on ethics

Ryan Brightwell added:

- The two main aims of the Customer Union have been revised to reflect the new ownership structure
- Previous aims were: (1) to campaign for the Co-op Bank to maintain its ethical policy and leading ethical stance, and (2) to work for a return of the bank to cooperative ownership
- The revised aims now encompass both the Co-operative Bank and Coventry Building Society:
    - Aim 1: To get the Co-operative Bank and Coventry Building Society back out in front on ethics
    - Aim 2: To engage fully in the cooperative sector

Shaun Fensom noted that the new aims align with and build upon the previous aims, adapting them to the context of mutual ownership.

Accounts

The accounts for the year ending 31st March 2025 were presented and displayed on screen. The Chair drew members' attention to the following points:

- Income: Total income was just under £15,000. This appears lower than the previous year primarily because 2023-24 benefited from proceeds of the crowdfunder. Income from member subscriptions has remained fairly stable.
- Net Current Assets: The organisation remains in good financial health with positive net current assets, demonstrating solvency.
- Called Up Share Capital: The figure of £1,039 represents 1,039 paid-up members. This number has remained stable year-on-year, contrary to expectations that membership might fall following the Coventry acquisition.
- Signing of Accounts: The accounts were signed on 21st November 2025 and are ready for submission to the FCA.

Rob Harrison added that the membership stability was encouraging, as the Board had anticipated some members might consider the job "done" following the acquisition.

Questions on Accounts and Board Report

Rose Scott asked about plans for the healthy financial reserves.

Rob Harrison responded that historically the Customer Union operates at a small loss of approximately £2,000 per year (around 10% of income). Capital reserves were needed to maintain operations. The crowdfunder raised funds for research and share acquisition work. The organisation now has more funds than needed for day-to-day operations, but no specific spending plans have been finalised. The reserves provide security against accumulated losses, though none were incurred this year due to lower costs.

Paul Newman asked whether there were circumstances in which surplus funds might be returned to shareholders as a distribution.

Shaun Fensom responded that the administrative complexity of returning £1 to each member would be enormous. He suggested that should the organisation ever wind up—which members have insisted should not happen—any remaining funds could be directed toward cooperative development or a similar cause.

Sarah Early raised concerns about executive remuneration at building societies, citing the Nationwide CEO's substantial salary package (approximately £7 million). She noted this contrasted poorly with the mutual ethos.

The Chair acknowledged the point and noted that Steve Hughes (Coventry Building Society/Co-op Bank Group CEO) appears to understand the cooperative values of the organisation he has acquired.

Sophie Franklin asked about the largest expense item of £9,000 shown in administration expenses.

Shaun Fensom explained that this represents payments to the team (Shaun Fensom, Rob Harrison, and Ryan Brightwell) who carry out the work of running the organisation. Full details are available in the About section of the Customer Union website.

RESOLVED: That the accounts and balance sheet for the year ending 31st March 2025 and the reports of the Board be received and accepted.

5. Dis-applying the audit requirement in accordance with section 84 of the act

The Chair explained that the Customer Union is well below the threshold requiring an audit. However, members must formally agree each year to disapply the audit requirement under Section 84 of the Co-operatives and Community Benefit Societies Act 2014.

The organisation uses Third Sector Accountancy, co-operative specialists based in Manchester, who could provide audit services if required. However, the Board does not consider this a necessary use of funds given the organisation's size.

RESOLVED: That the audit requirement be disapplied for the year 2025-26 in accordance with Section 84 of the Co-operatives and Community Benefit Societies Act 2014.

6. The election of the board

(a) Re-election of Existing Directors

The Chair explained that under the organisation's rules, one-third of the Board must retire at each AGM—specifically those who have been longest in office since their last election. Retiring directors are eligible for re-election.

The three longest-serving directors not re-elected last year are:

- Rob Harrison
- Alice Brown (not present)
- John Cutcliffe

All three have indicated their willingness to stand for re-election.

The Chair noted that the Customer Union has not historically required competitive elections, but members were invited to nominate other candidates or raise objections.

Paul Newman requested that board members turn on their video cameras to allow members to see who they are. This request was noted.

No objections or alternative nominations were raised.

RESOLVED: That Rob Harrison, Alice Brown, and John Cutcliffe be re-elected as directors of the Customer Union for Ethical Banking.

7. Any other business

John Cartledge raised a question about the composition of the Coventry Building Society Board of Directors. He noted that several directors have backgrounds in mainstream commercial banking and questioned whether this was appropriate for a mutual organisation, given the potentially different objectives of commercial banks versus mutuals. He asked whether it was ethically credible for directors from institutions such as Barclays to hold positions with an organisation with different ethical ambitions. He also questioned whether directors should be permitted to serve on boards of both types of institution simultaneously.

The Chair acknowledged this was an important question and suggested it would be more fully addressed during the strategy discussion in the Gathering session later in the afternoon, when representatives from the bank would be present.

Paul Newman made a courteous request that director John Cutcliffe turn on his video camera to allow members to see him.

There being no further business, the Chair declared the Annual General Meeting closed at 13:40.