

GS1 UK Annual General Meeting

**Minutes of the 46th Annual General Meeting held in the Stephenson Room,
30 Euston Square, London NW1 2FB and virtually
on 3 November at 11:00 (UKT)**

Members present:	Represented by:
A E Rodda & Son	Marc Wilcox
A K Bar	Haji Pemasena
Africa Morninga Ltd	Mariam Gander
Amazon	Liam O'Connell
Amazon EU SARL	Patrick Pondaven
DHSC	Melinda Johnson
Domino UK Ltd	Lee Metters
eBay	Murray Lambell
Enekes Luggage Ltd	Mark Davies
Fagan Fruit Ltd	David Eccles
Fine Lines UK	Shabar Khawaja
GAMA Healthcare Ltd	David Hix
J F Germain & Son Ltd	Robert Germain
Johnson & Johnson UK Ltd	Kassamba Diaby
Kraft Heinz	Dominic Hawkins
Life member	Andrew Osborne
Life member	Gary Lynch
Life member	James Spittle
Life member	Peter Jordan
Life member	Robin Kidd
Lindare Medical Limited	Nadya Shorter
Mammy Jamias	Andrew Cairns
MRI software	Becky Allen
Nestle UK Limited	Joanne Morgan
Ocado	Mark Watson
Orca Scan	Tim Hill
Primer Design Limited	Oliver Stanford
Pure Crystal	Ali Almaqtari
QLab Finance Limited	Therese Moko
Redkite	Neil Hayward
Rispirofy Limited	Mihai Rusu
Royal Oak Health	Mark Zahra
Sainsbury's	Graham Biggart

Sonata Software	Asd Sadk
South Yorkshire Integrated Care Board	Gavin Boyle
SR2	Iain Learmouth
Tesco plc	Andrew Hughes
Touring Thunder	Martin Payette
Young Foodies	Thea Alexander

Apologies	
DEFRA	Dozie Chukudebelu
Unilever plc	Richard Sadler
Welsh government	Howard Davies

Guests	
GS1 UK supervisory board	Avi Moor
	John Stokes
Sheffield University, Management School	Richard Bruce
Cavendish Advocacy	Matthew Morrison

In attendance	
GS1 UK Chair	Chris Tyas
GS1 UK CEO	Anne Godfrey
GS1 UK CFO, IS director and company secretary	Dave Crapnell
GS1 UK Industry engagement director	Iain Walker
GS1 UK Standards and solutions director	Mark Gillott
GS1 UK minutes secretary	Jane Hanlon

Introduction	
<p>Chris Tyas (GS1 UK Chair) welcomed members to the 46th Annual General Meeting of GS1 UK Limited.</p> <p>He noted that the meeting was quorate. By participating in this meeting members agreed to abide by GS1 UK's competition policy.</p> <p>With the consent of the members present, the notice of the meeting was taken as read.</p>	
1	To approve the minutes of the 45th Annual General Meeting held on 3 November 2021
<p>The draft minutes of the 45th Annual General Meeting had been made available to members on the GS1 UK website.</p>	
Proposed	Melinda Johnson, DHSC
Seconded	Graham Biggart, Sainsbury's

The minutes of the 45th Annual General Meeting were unanimously approved by a show of votes as a true and accurate record.

2 To receive and adopt, if thought fit, the financial statements for the year ended 30 June 2022

The financial statements for the year ended 30 June 2022 had been made available on the company website and copies had been distributed at the meeting.

Dave Crapnell presented a summary of the financial statements for the year ended 30 June 2022 highlighting key areas.

2021/22 was the first year of the Company's three-year strategic plan "Growth with purpose" – a plan which aims to deliver sustainable growth, using our profit to deliver benefit to our members and stakeholders. Good progress was made across all four strategic pillars underpinned by another strong financial performance.

The company returned to the office in September 2021 and, despite the challenges presented by a new hybrid working model, continued to provide members with a high level of service, increasing the customer satisfaction measure against both the previous year and against target. The prime source of income remains annual licence fees from membership growing by 9% to reach £15.2m. Income was also generated from services provided to members with the continued roll-out of productDNA and a very successful healthcare conference held in April 2022. Expenditure increased to £12.7m but much of this increase was the consequence of lower levels of expenditure in the previous two years due to the pandemic. As a result, the operating profit after tax increased to £2.1m and year end reserves stand at £7.9m. Whilst this figure is higher than the target, the board has agreed to finance the replacement of our key issuance system from reserves, so it is therefore appropriate to retain this level at the present time.

The company had another successful year with joiners almost hitting 14,000 and the year closed with just over 58,000 members. This increase means the membership base has doubled over the last five years and with this, so does the adoption of standards and services. Growth in recent years has been very much driven by the expansion of online selling and this trend accelerated last year, undoubtedly driven by the impact of the pandemic.

Dave concluded that the company is in a strong position, in sound financial health and is well-placed to navigate what will undoubtedly be a very challenging period over the coming months.

Dave confirmed that the Supervisory board supports and recommends the financial statements to the membership.

Proposed	David Hix, GAMA Healthcare, Limited
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Seconded	Avi Moor, GS1 UK supervisory board
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By a show of votes, it was unanimously resolved that the financial statements for the year ended 30 June 2022 be received and adopted.

3	To re-appoint Haysmacintyre LLP as auditors and to authorise the supervisory board to fix their remuneration
The Chair informed the meeting that Haysmacintyre have confirmed their willingness to continue to act as auditors for GS1 UK.	
Proposed	Mark Watson, Ocado
Seconded	Thea Alexander, Young Foodies
By a show of votes, it was unanimously resolved that Haysmacintyre LLP be appointed as auditors and that the Supervisory board be authorised to fix their remuneration.	
4	Consider and, if thought fit, adopt the following amendment to the Memorandum and Articles of Association which is proposed as a special resolution
<p>The chair reminded the meeting that at the 2019 Annual General meeting, the Articles were temporarily amended to allow the president, Lord Hunt, to remain in post for up to a further three years, bringing his maximum term of office to nine years. This change had been necessitated by the fluid political situation at the time which meant the board had found it difficult to engage with suitably qualified candidates. It was agreed at the time of the amendment that as soon as a new president was appointed Article 15 would be amended back to a maximum term of office of six consecutive years.</p> <p>As a new president will be nominated at this meeting, it is therefore proposed that Article 15 be amended back to the former version, namely a maximum term of six consecutive years.</p>	
Proposed	Andrew Cairns, Mammy Jamias
Seconded	Gavin Boyle, South Yorkshire Integrated Care Board
By a show of votes, it was unanimously resolved that Article 15 be amended so that no person occupying the office of President may hold the office for a term longer than six consecutive years.	
5	Elect an officer of the Association following the nomination for president prepared by the supervisory board (Article 20(a)(1)) of the Articles of Association
The chair reported that the supervisory board supports the nomination of Professor Sir Terence Stephenson to stand as President.	
Proposed	Patrick Pondaven, Amazon EU Sarl
Seconded	Melinda Johnson, DHSC
<p>By a show of votes, it was unanimously resolved to elect Professor Sir Terence Stephenson as President.</p> <p>The chair then handed over to Dave Crapnell.</p>	

6	Re-elect Chris Tyas to the post of chair for a further term of three years in accordance with Article 17(a) of the Articles of Association
Dave Crapnell reported that Chris Tyas has agreed to stand for a further term of three years. The supervisory board supports his nomination.	
Proposed	Murray Lambell, eBay
Seconded	Andrew Hughes, Tesco plc
By a show of votes, it was unanimously resolved to re-elect Chris Tyas as chair for a further three-year term.	
7	Re-elect Patrick Pondaven to the post of vice-chair for a further term of three years in accordance with Article 17(a) of the Articles of Association
The chair reported that Patrick Pondaven has agreed to stand for a further term of three years. The supervisory board supports his nomination.	
Proposed	Melinda Johnson, DHSC
Seconded	Graham Biggart, Sainsbury's
By a show of votes, it was unanimously resolved to re-elect Patrick Pondaven as vice-chair for a further three-year term.	
8	Elect Sarah Atkins as staff director (Article 20(a)(3))
The chair reported that Sarah Atkins has agreed to stand for staff director. The supervisory board supports her nomination.	
Proposed	Avi Moor, GS1 UK supervisory board
Seconded	David Hix, GAMA Healthcare Ltd
By a show of votes, it was unanimously resolved that to elect Sarah Atkins as staff director.	
9	To elect the non-executive directors of the supervisory board
The chair reported that no nominations to stand for appointment as non-executive directors of the supervisory board had been received from the membership.	
He then explained that in accordance with Article 24(a), one third of the non-executive directors of the supervisory board having served the longest must retire by rotation, they are:	
<ul style="list-style-type: none"> • David Hix • Richard Sadler • Mark Watson 	

Also, any additional directors appointed during the year must retire at the AGM and this year, these are:

- Thea Alexander
- Avi Moor

The chair reported that David Hix, Richard Sadler, and Mark Watson had decided to step down and thanked them all for their support.

The chair explained there were three vacancies and two candidates standing for election and that the supervisory board has nominated (under article 20 (a) 4) the following candidates:

- Thea Alexander (Young Foodies) - additional director seeking full election at this AGM.
- Avi Moor (Distinctive Retail) - additional director seeking full election at this AGM.

Biographical details for each of these candidates were included within the AGM calling notice made available to the membership.

The chair requested a vote on a show of votes for Thea Alexander.

Proposed	Andrew Cairns, Mammy Jamias
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Seconded	Gavin Boyle, South Yorkshire Integrated Care Board
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By a show of votes, it was unanimously resolved to appoint Thea Alexander as a member of the supervisory board.

The Chair then requested a vote on a show of votes for Avi Moor

Proposed	Graham Biggart, Sainsbury's
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Seconded	Thea Alexander, Young Foodies
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By a show of votes, it was unanimously resolved to appoint Avi Moor as a member of the supervisory board. The Chair congratulated the two candidates.

10 To transact any other competent business

No other business was raised.

11 Date of the next Annual General Meeting and close of meeting

The provisional date of the next annual general meeting is Thursday 9 November 2023

The meeting closed.