

GS1 UK Annual General Meeting

**Minutes of the 48th Annual General Meeting held in the Stephenson Room,
30 Euston Square, London NW1 2FB and virtually
on 7 November 2024 at 11:30 (UKT)**

Members attended:	Represented by:
1podmotto	Rahul Raj
Activeplan Consulting	George Stevenson
Amazon EU Sarl	Patrick Pondaven
Biomath T/A KnowledgeHut	AFM Islam
BMF	Dave Bate
BMF	Dave Newcombe
Boehringer Ingelheim Animal Health UK	Martin Giai
Cacilda Events Shalome	Cacilda Jaime
Canon Medical Systems	Matthew Aylen
Circuland	Anastasia Stella
Creative Nature	Julianne Ponan MBE
CSC Computer Sciences (NHS Supply Chain)	Sara Ford
Cubitts	Neill Drurey
Curated by Dapper & Suave	Jason Brett
Derby and Burton Hospital	Keith Jones
Distinctive Retail Group	Avi Moor
Duco Life	Kieran Miles
Hamari Agency	Fareed Patel
Hampton Brands	Yasas Hapugoda
Happy Inside Drinks	Charlie Knockton
IM Squared	Phil Thompson
Integrated Packing Services	Linzi Sorensen
Jam in the Middle	Jason Gibb
Kier	James Franklin
Lualax	Haixi Zhang

Members attended:	Represented by:
Leeds Teaching Hospitals NHS Trust	Stephen Bush
LMG	Sam Norledge
MHRA	Paras Shah
NEC Software Solutions UK	Nafiul Shelim
Nestle UK	James Hastie
Newday Originals	Finula Crowe
NHS England	Tracey Herlihey
NHS England	Phil Duncan
NHS Supply Chain	Andrew New
NHS Supply Chain	David Newton
Ofgem	Melinda Johnson
OS	Donna Lyndsay
PRNT	Samuel Stevenson
R Cubo Innovation	Sen Kuriakose
Rider Levett Bucknall	Tom Oulton
Sainsbury's	Graham Biggart
Tata Steel UK	Alex Small
Tesco Stores	Andrew Hughes
Tesco Stores	Matt Bossons
Trimco Group (UK)	David Walker
Unilever UK	Robert Doyle
Vector Consumer	Jennifer Mo
GS1 UK Life member	Gary Lynch
GS1 UK Life member	Dave Crapnell
GS1 UK Life member	Andrew Osborne
NHS	Frankie Wallace
Gousto	Murray Lambell

Apologies	
Patkai Food Ltd	Pallavi Konwar
Rowan, Rook and Decard	Jinn Hermiston

Evestico	Robin Buxton
Curaleaf international	Danny Adrea

Guests	
GS1 UK President	Professor Sir Terence Stephenson
DEFRA	John Powell
Electrical Distributors' Association	Margaret Fitzsimmons
Electrical Distributors' Association	Richard Appleton
Red Brick Road	Ben Mitchell
Cavendish Consulting	Jack Spriggs

In attendance	
Chris Tyas	GS1 UK Chair
Anne Godfrey	GS1 UK CEO
Sarah Atkins	GS1 UK CMO and membership director
Mark Gillott	GS1 UK director
Jack Griffin	GS1 UK Chief financial officer, IS director and company secretary
Iain Walker	GS1 UK Industry engagement director
Jane Hanlon	GS1 UK minutes secretary

Introduction	
Chris Tyas (GS1 UK Chair) welcomed members to the 48th Annual General Meeting of GS1 UK Limited. He noted that the meeting was quorate. By participating in this meeting members agreed to abide by GS1 UK's competition policy. With the consent of the members present, the notice of the meeting was taken as read.	
1	To approve the minutes of the 47th Annual General Meeting held on 3 November 2021
The draft minutes of the 46th Annual General Meeting had been made available to members on the GS1 UK website.	
Proposed	Iain Keilty
Seconded	Stephen Bush
The minutes of the 47th 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 2024
The financial statements for the year ended 30 June 2024 had been made available on the company website and copies had been distributed at the meeting. Jack Griffin presented a summary of the financial statements for the year ended 30 June 2024 highlighting key areas. He noted that a small surplus was made in year, with continued reinvestment of profits and reserves for the benefit of the members. Staff costs grew incrementally to support strategic projects. IT costs have grown year-on-year due to the replacement of MyNumberbank and the successes of the recently launched Knowledge Hub. Future investment plans were being considered, including the replacement of MyGS1 member portal. Over the next few years, the reserves will continue to be reinvested for the benefit of our members. Total membership levels continue to grow, albeit at a slower pace than in the prior few years.	
Proposed	Melinda Johnson
Seconded	Julianne Ponan
By a show of votes, it was unanimously resolved that the financial statements for the year ended 30 June 2024 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	Andrew Hughes
Seconded	Gary Lynch
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	To consider and, if thought fit, adopt an amendment to the Memorandum and Articles of Associations which is proposed as a special resolution.
The chair explained to the meeting that the existing Articles of Association limit the maximum term of office of the chair and vice-chair to six consecutive years. Under the Articles both the chair and vice-chair are required to step down at the 2025 AGM. The board feel that as the recruitment of the new chair is the responsibility of the vice-chair, it would not be in its best interests for the outgoing vice-chair to manage the recruitment of a new chair. Changing the Articles of Association will mean the existing chair will remain in post until the 2026 AGM. A new vice-chair will be appointed at the 2025 AGM and will oversee the recruitment of the new chair during 2026 to be appointed at the 2026 AGM.	
Proposed	Patrick Pondaven
Seconded	Murray Lambell

By a show of votes, it was unanimously agreed that Article 17(a) be amended so that the chair may in agreement with the supervisory board extend their term for a further year such that any new vice-chair or vice-chairs (as the case may be) shall be elected prior to the election of the new chair.

4 To appoint Jack Griffin as chief financial officer

The chair reported that the supervisory board supports the nomination of Jack Griffin to stand as chief financial officer. The chair then requested a vote on a show of votes to appoint Jack Griffin as chief financial officer.

Proposed	Graham Biggart
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Seconded	Robert Barbour
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By a show of votes, it was unanimously resolved to appoint Jack Griffin as chief financial officer.

5 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:

- Graham Biggart
- Melinda Johnson
- Murray Lambell

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

- Julianne Ponan
- Stephen Barbour

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

- Graham Biggart
- Melinda Johnson
- Murray Lambell

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 Graham Biggart.

Proposed	Iain Keilty
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Seconded	Murray Lambell
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By a show of votes, it was unanimously resolved to re-appoint Graham Biggart as a member of the supervisory board.

The chair then requested a vote on a show of votes for Melinda Johnson.

Proposed	Stephen Bush
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Seconded	Patrick Pondaven
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By a show of votes, it was unanimously resolved to appoint Melinda Johnson as a member of the supervisory board.	
The chair then requested a vote on a show of votes for Murray Lambell	
Proposed	Graham Biggart
Seconded	Andrew Hughes
By a show of votes, it was unanimously resolved to re-appoint Murray Lambell as a member of the supervisory board.	
The chair congratulated the three candidates.	
6	To transact any other competent business
No other business was raised.	
7	Date of the next Annual General Meeting and close of meeting
The provisional date of the next annual general meeting is Thursday 13 November 2025.	
The meeting closed.	