

## GS1 UK Annual General Meeting

**Minutes of the 43<sup>rd</sup> Annual General Meeting held in the Warren Suite  
at the Hallam Conference Centre, 44 Hallam Street, London W1W 6JJ  
on 7 November 2019 at 13:00 (GMT)**

Members Present	Represented by
Tom McGuffog	Altogue Associates/Life member
Patrick Pondaven	Amazon EU SARL, UK branch
Martin Morrison	Axicon Auto ID Limited
Jason Drake	Beiersdorf
Wendy Manning	Boots plc
Misbah Hussain	Commerce-Connections
Gavin Boyle	University Hospitals of Derby and Burton NHS Foundation Trust
Lee Metters	Domino UK
Murray Lambell	eBay
Chris MacNeil	ebooster limited
Paul O'Sullivan	EDI Plus
Michael Fishberg	Harkit Records
Simon Finch	Harrods
Julian Burnett	IBM UK Ltd
Jackie Pomroy	Jackie Pomroy Consultancy Ltd
Peter Parker	Kustodian
Peter Jordan	Life Member
Robin Kidd	Life Member
Bill Pugsley	Life Member
Andrew Osborne	Life Member
Terry Murphy	Life member
Mark Luxford	Mainetti
Andrew Cairns	Mammy Jamia's
Neal Austin	Mayborn UK Limited
Marcus Dunsmore	Mondelez Europe GmbH
Nuala Yelland	Mondelez International
Dan Ganderton	Mondelez UK Ltd
David Hix	Nestle
James Hastie	Nestle
Joanne Morgan	Nestle
Leanne Cooper	Nestle
Sarah Jordan	Nestle
Phil Frost	Nestle
Mark Watson	Ocado
Jack Nicholls	Ocado
Neal Craddock	PepsiCo
Peter McKeown	Procter & Gamble
Walid Moukarzel	Procter & Gamble
Michael du Sautoy	Sainsbury's
Lloyd Bonson	Sainsbury's

Graham Biggart	Sainsbury's
Richard Widdowson	SAS
Marc Saaiman	South Tees Hospitals NHS Foundation Trust
David Schilder	Tesco
Paul Sumner	Tesco
Richard Sadler	Unilever
Stuart MacMillan	West Yorkshire Association of Acute Trusts
Rachel Ellis	Hull & East Yorkshire Trust
Rob Glen	Cambridge University

Apologies	
Siobhan Bowie	Waitrose
Sher Shah	Accrington Surgical Instrument Suppliers Limited
Mohammad Shakhawat Hossain	MJ Group
Stefan Hesse	Life member
Jim Spittle	Life member

Guests	
Nick Brown	Coca-Cola
John Stokes	

In attendance	
Chris Tyas	GS1 UK Chair
Gary Lynch	GS1 UK Chief Executive
Dave Crapnell	GS1 UK Chief Financial Officer, IS Director and Company Secretary
Jane Hanlon	GS1 UK Minutes Secretary
Sarah Atkins	GS1 UK Chief Marketing Officer and Membership Director
Harshal Gore	GS1 UK Industry Engagement Director
John Martin	GS1 UK Solutions and Innovations Director
Peter Wilson	GS1 UK Business Improvement Director

### Introduction

Chris Tyas (GS1 UK Chair) welcomed members to the 43<sup>rd</sup> 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 42<sup>nd</sup> Annual General Meeting held on 1 November 2018**

The draft minutes of the 42<sup>nd</sup> Annual General Meeting had been made available to members on the GS1 UK website.

**Proposed** Peter Jordan, Life member

<b>Seconded</b>	David Hix, Nestle
<p>The minutes of the 42<sup>nd</sup> Annual General Meeting were unanimously approved by a show of voting cards as a true and accurate record.</p>	
<b>2</b>	<b>To receive and adopt, if thought fit, the financial statements for the year ended 30 June 2019</b>
<p>The financial statements for the year ended 30 June 2019 had been made available on the company website and copies had been distributed at this meeting.</p> <p>Dave Crapnell presented a summary of the financial statements for the year ended 30 June 2019 highlighting key areas.</p> <p>He reported that 2018/19 was the first year of our latest 3-year strategic plan which aims to bring continued robust growth in membership numbers and a growing portfolio of data services and that good progress had been made in both areas, whilst at the same time achieving our best ever customer satisfaction result.</p> <p>Income grew by 12% to reach £11.7m (including interest and rental income) with the prime source of income remaining the annual licence fees from our membership. Expenditure had increased due to operational costs of productDNA but due to higher than budgeted income and tight control of the cost base, we achieved a break-even result. Membership had grown by of 10% in the year to just under 40,000 and by 50% over the last five years. He noted that 2018 saw another sound financial performance and that continued membership growth has allowed the company to continue to invest in the development of productDNA and other services in response to members' needs.</p> <p>Dave concluded that the company remains in sound financial health and is well-placed as it enters the second year of its current three-year plan.</p> <p>He reported that the Supervisory Board supports and recommends the financial statements to the membership.</p>	
<b>Proposed</b>	Robin Kidd, Life member
<b>Seconded</b>	Graham Biggart, Sainsburys
<p>By a show of voting cards, it was resolved that the financial statements for the year ended 30 June 2019 be received and adopted.</p>	
<b>3</b>	<b>To re-appoint Moore Kingston Smith LLP as auditors and to authorise the Supervisory Board to fix their remuneration</b>
<p>The Chair informed the meeting that Moore Kingston Smith had confirmed their willingness to continue to act as auditors for GS1 UK. The Chair noted that Moore Kingston Smith LLP have been auditors for GS1 UK for the last 13 years and recorded a vote of thanks to them. It was proposed to re-appoint Moore Kingston Smith for the coming year and for the Audit &amp; Risk committee to consider and recommend a new company of auditors to be appointed for 20/21.</p>	
<b>Proposed</b>	David Hix, Nestle

<b>Seconded</b>	Bill Pugsley, Life member
<p>By a show of voting cards, it was resolved that Moore Kingston Smith LLP be reappointed as auditors and that the Supervisory Board be authorised to fix their remuneration.</p>	
<b>4</b>	<b>To approve the following Special Resolution: To adopt the amendment to Article 15 of the Articles of Association, as set out the calling notice</b>
<p>The Chair informed the meeting that the Supervisory Board recommends the proposed amendment to Article 15 of the Articles of Association as set out in the calling notice to temporarily extend the term of office for the President to a maximum of nine years which will allow Lord Hunt to remain as President for a further term of up to three years.</p>	
<b>Proposed</b>	Gavin Boyle, University Hospitals of Derby and Burton NHS Foundation Trust
<b>Seconded</b>	Tom McGuffog, Altogue Associates/Life member
<p>By a show of voting cards, it was unanimously resolved that the change to Article 15 of the Memorandum and Articles of Association be adopted.</p>	
<b>5</b>	<b>To elect the officers of the Association</b>
<p>The Chair reported that as the amendment to Article 15 of the Articles of Association has been approved then the Supervisory Board supports the nomination of The Rt Hon Lord Philip Hunt PC OBE to stand for President for a further term.</p>	
<b>Proposed</b>	David Hix, Nestle
<b>Seconded</b>	Peter Jordan, Life member
<p>The membership unanimously voted to re-elect Lord Hunt as President of the Association. The Chair then handed over to Dave Crapnell. Dave reported that as Chris Tyas had been appointed as Chair of the Association after the 2018 calling notice had been sent to the membership, his appointment therefore is being brought to this AGM to be ratified. He noted that the Supervisory Board supports the nomination of Chris Tyas to be elected and continue as Chair of GS1 UK.</p>	
<b>Proposed</b>	Robin Kidd, Life member
<b>Seconded</b>	Marcus Dunsmore, Mondelez
<p>The membership unanimously voted to elect Chris Tyas as Chair of the Association. The Chair informed the membership that Marcus Dunsmore had decided to step down and his resignation leaves a vacancy to be filled for the Vice-Chair. The Supervisory Board supports the nomination of Patrick Pondaven to stand for Vice-Chair.</p>	
<b>Proposed</b>	Simon Finch, Harrods
<b>Seconded</b>	Chris MacNeil, ebooster Limited
<p>The membership unanimously voted to elect Patrick Pondaven as Vice-Chair of the Association.</p>	
<b>6</b>	<b>To elect the non-executive directors of the Supervisory Board</b>

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:

- Andrew Cairns
- Richard Sadler
- Mark Watson

The Chair reported that Terry Murphy has decided to step down at this AGM and that Wendy Manning has been nominated by the Supervisory Board to stand for election in accordance with the Articles of Association.

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

- Andrew Hughes

The Chair further explained that there were five vacancies and five candidates standing for election and that the Supervisory Board has nominated (under article 20 (a) 4) the following candidates

- Andrew Cairns (A&S Cairns) - retiring non-executive director seeking re-election at this AGM
- Richard Sadler (Unilever) - retiring non-executive director seeking re-election at this AGM
- Mark Watson (Ocado) - non-executive director seeking re-election at this AGM
- Andrew Hughes (Tesco) - additional director seeking full election at this AGM
- Wendy Manning (Boots UK) - non-executive director seeking full election to fill a vacancy 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 voting cards for Andrew Cairns.

<b>Proposed</b>	Bill Pugsley, Life member
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<b>Seconded</b>	Peter Jordan, Life member
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By a show of voting cards, it was unanimously resolved to re-appoint Andrew Cairns as a member of the Supervisory Board.

The Chair then requested a vote on a show of voting cards for Richard Sadler

<b>Proposed</b>	David Hix, Nestle
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<b>Seconded</b>	Patrick Pondaven, Amazon EU SARL
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By a show of voting cards, it was unanimously resolved to re-appoint Richard Sadler as a member of the Supervisory Board.

The Chair then requested a vote on a show of voting cards for Mark Watson

<b>Proposed</b>	Peter Jordan, Life member
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<b>Seconded</b>	Bill Pugsley, Life member
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By a show of voting cards, it was unanimously resolved to re-appoint as Mark Watson as a member of the Supervisory Board.	
The Chair then requested a vote on a show of voting cards for Andrew Hughes.	
<b>Proposer</b>	Peter Jordan, Life member
<b>Seconded</b>	Bill Pugsley, Life member
By a show of voting cards, it was unanimously resolved to appoint as Andrew Hughes as a member of the Supervisory Board.	
The Chair then requested a vote on a show of voting cards for Wendy Manning.	
<b>Proposer</b>	Andrew Osborne, Life member
<b>Seconded</b>	David Hix, Nestle
By a show of voting cards, it was unanimously resolved to appoint Wendy Manning as a member of the Supervisory Board.	
The Chair congratulated the five candidates.	
<b>7</b>	<b>To elect the Staff Director</b>
<b>Proposer</b>	Simon Finch, Harrods
<b>Seconded</b>	Peter Jordan, Life member
The Chair reported that Harshal Gore has agreed to stand as Staff Director. The Supervisory Board supports the nomination of Harshal Gore as Staff Director.	
The Chair then requested a vote on a show of voting cards for Harshal Gore.	
The membership unanimously voted to elect Harshal Gore as Staff Director of the Association.	
<b>8</b>	<b>To transact any other competent business</b>
No other business was raised.	
<b>9</b>	<b>Date of the next Annual General Meeting and close of meeting</b>
The provisional date of the next Annual General Meeting is Thursday 5 November 2020.	
The meeting closed.	