

GS1 UK Annual General Meeting

**Minutes of the 42nd annual general meeting held in the Royal Suite
at the Grange St Paul's Hotel, 10 Godliman Street, London EC4V 5AJ
on 1 November 2018 at 12.30pm**

Members Present	Represented by
Andrew Cairns	A & S Cairns
Martin Morrison	Axicon Auto ID Limited
Paul Johnson-Barnett	Browns Ltd
Bridget Sullivan	Commerce Connections Ltd
Jane Benjamin	Dairy Crest Ltd
Neil Penny	Data Interchange
Gavin Boyle	Derby Teaching Hospitals
Steve Graham	DHSC
John Stasi	DIT
Sue Bishop	DIT
Emma Grant	eBay
Paul O'Sullivan	EDI Plus Ltd
Simon Ratcliffe	FatFace
Ian Wright	FDF
John Stokes	Guest
Erik Rasmussen	Harrods Ltd
Simon Finch	Harrods Ltd
Julian Burnett	IBM UK LTD
Jon Wolverton	IGD
Denis Turnbull	Jaguar Land Rover
Terry Murphy	John Lewis
Jackie Pomroy	JPomroy Consulting
Justin Suter	Kingfisher
Giuseppe Guillot	Kurt Geiger
Chris Slater	University Hospitals of Derby & Burton
Andrew Osborne	Life member

Members Present	Represented by
Bill Pugsley	Life member
Peter Jordan	Life member
Robin Kidd	Life member
Stefan Hesse	Life member
Steve Coussins	Life member
Neal Austin	Mayborn Group
Vicky Green	Medtronic
Andy Crosbie	MHRA
Amy Guest	Mondelez
Marcus Dunsmore	Mondelez
Dan Ganderton	Mondelez
James Hastie	Nestle
David Hix	Nestle
Tim Clare	Nestle
Joanne Morgan	Nestle
Sarah Jordan	Nestle
Judie Finesilver	NHS Pharmacy
Jin Sahota	NHS Supply Chain
Darren Morgan	Office for National Statistics
Mike Hardie	Office for National Statistics
Peter McKeown	Procter & Gamble
Michael du Sautoy	Sainsbury's
Andy J Beale	Tesco
David Schilder	Tesco
Paul Sumner	Tesco
Caroline Schofield	Waitrose
Siobhan Bowie	Waitrose
Nick Edwards	White Space Strategy
Lawrence Giordano	Wm Morrison's
Rosy Jolly	Young Foodies
Zaheda Hafez-Patel	Zaheda Skincare
Sharika Fernando	E-xact Online Limited
Peter Parker	Kustodian
Patrick Pondaven	Amazon

Members Present	Represented by
Gwen Mcleish	Rain Forest Cuisine

Apologies	
Colin Smith	Life member
Danielle Handock	Sainsbury's
Leanne Cooper	Nestle
Mike Byrne	GS1 Ireland
Theodora Alexandra	Young Foodies
Matt Blanchette	Tesco
Edit Smahajcsik	Perfect Body
Paul Briggs	Nowy Styl Group
John Jenkins	Life member
Tom McGuffog	Life member

Guests	
Lord Hunt	GS1 UK president
Chris Tyas	

In attendance	
James Spittle	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
Harshal Gore	GS1 UK industry engagement director
Holly Porter	GS1 UK chief marketing officer
Peter Wilson	GS1 UK business improvement director
John Martin	GS1 UK solutions and innovations director

Introduction

James Spittle (GS1 UK chair) took the chair. He welcomed members to the 42nd annual general meeting (AGM) 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 which had been printed in the calling notice.

With the consent of the members present, the notice of the meeting was taken as read.

1 Business update

Gary Lynch provided an update on activities during the year which included the launch of a new service, productDNA, developments in the healthcare and marketplaces sectors and the partnership with eBay who had introduced GTINs as a requirement to sell on their product-based marketplace. Gary explained that the focus for the coming year was the replacement of the company's core business systems, with the new system due to go live in 2019.

Questions: None

2 To approve the minutes of the 41st Annual General Meeting held on 17 October 2017

The draft minutes of the 41st annual general meeting had been made available to members on the GS1 UK website.

Proposed	Peter Jordan, Life member
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Seconded	Sarah Jordan, Nestle
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The minutes of the 41st annual general meeting were approved by a show of voting cards as a true and accurate record.

3 To receive and adopt, if thought fit, the financial statements for the year ended 30 June 2018

The financial statements for the year ended 30 June 2018 had been made available on the company website and copies had been distributed at this meeting.

Dave Crapnell presented a summary of the financial statements for the year ended 30 June 2018 highlighting key areas.

He reported that excellent progress was made across all the company's key objectives with all targets being exceeded. Income grew by just over 3% to reach £10.5m (including interest and rental income) with the prime source of income remaining the annual licence fees from our membership. Expenditure had increased due to the costs of developing and launching productDNA but due to higher than budgeted income the deficit was lower than projected at £77,000. Membership had grown by of 13% in the year and by 32% over the last five years, an unprecedented growth rate in our history. Dave concluded that GS1 UK remains in a healthy position both in terms of financial health and opportunities to develop new ideas and solutions in response to members' needs.

Dave reported that the supervisory board supports and recommends the financial statements to the membership.

Proposed	Robin Kidd, Life member
Seconded	Bill Pugsley, Life member
By a show of voting cards, it was resolved that the financial statements for the year ended 30 June 2017 be received and adopted.	
4	To re-appoint Kingston Smith LLP as auditors and to authorise the supervisory board to fix their remuneration
The chair informed the meeting that Kingston Smith had confirmed their willingness to continue to act as auditors for GS1 UK.	
Proposed	Stefan Hesse, Life member
Seconded	Neal Austin, Mayborn Group
By a show of voting cards, it was resolved that Kingston Smith LLP be reappointed as auditors and that the supervisory board be authorised to fix their remuneration.	
5	To approve the following Special Resolution: To adopt amendments to the Articles of Association, as set out the calling notice
The chair informed the meeting that the supervisory board recommends the proposed amendments to the Articles of Association as set out in the calling notice and that these were mostly small changes to wording except the change to align the term of office for the president, chair and vice chair to two terms of three years with a maximum consecutive term of six years.	
Proposed	Peter Jordan Life member
	Sarah Jordan, Nestle
By a show of voting cards, it was resolved that the changes to the Memorandum and Articles of Association were adopted.	
6	To re-elect the president of the Association
The chair reported that as the amendment to 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 year. This will be Lord Hunt's last year as president of the Association as he has already served five consecutive years.	
Proposed	Andrew Osborne, Life member
Seconded	Jin Sahota, NHS England
The membership unanimously voted to re-elect Lord Hunt as president of the Association.	
7	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:

- Neal Austin
- David Hix
- Jin Sahota
- George Wright

The chair reported that Karen Whitworth had stepped down as she had left Sainsbury's and that Graham Biggart had been co-opted to fill a vacancy and so needed 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, they are:

- Gavin Boyle
- Patrick Pondaven

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

- Neal Austin (Mayborn Group) - retiring non-executive director seeking re-election at this AGM
- David Hix (Nestle UK and Ireland) - retiring non-executive director seeking re-election at this AGM
- Graham Biggart (Sainsbury's) - non-executive director seeking re-election at this AGM
- Gavin Boyle (University Hospitals of Derby and Burton - additional director seeking full election at this AGM
- Patrick Pondaven (Amazon EU Sarl) - 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 voting cards for Neal Austin.

Proposed	Marcus Dunsmore, Mondelez International Europe
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Seconded	Terry Murphy, John Lewis
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By a show of voting cards, it was resolved to re-appoint Neal Austin as a member of the supervisory board.

The chair then requested a vote on a show of voting cards for David Hix

Proposed	Robin Kidd, Life member
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Seconded	Carolyn Scofield, Waitrose
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By a show of voting cards, it was resolved to re-appoint David Hix as a member of the supervisory board.

The chair then requested a vote on a show of voting cards for Graham Biggart

Proposed	Bill Pugsley, Life member
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Seconded	Peter Jordan Life member
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By a show of voting cards, it was resolved to re-appoint as Graham Biggart as a member of the supervisory board.	
The chair then requested a vote on a show of voting cards for Gavin Boyle.	
	Steve Coussins, Life Member
Seconded	Jin Sahota, NHS England
By a show of voting cards, it was resolved to appoint as Gavin Boyle as a member of the supervisory board.	
The chair then requested a vote on a show of voting cards for Patrick Pondaven.	
	Sarah Jordan, Nestle
Seconded	Simon Ratcliffe, FatFace
By a show of voting cards, it was resolved to appoint Patrick Pondaven as a member of the supervisory board. The chair congratulated the five candidates.	
8	To transact any other competent business
The chair announced that he would be standing down after the AGM and that he was pleased to announce that the supervisory board supports the appointment of Chris Tyas as the new chair. As Chris's appointment had been made after the calling notice had been sent to the membership, his appointment will be brought to the 2019 AGM to be ratified.	
The chair thanked the meeting for all their support and welcomed Chris Tyas to the supervisory board.	
9	Date of the next annual general meeting and close of meeting
The provisional date of the next annual general meeting is Thursday 7 November 2019.	
The meeting closed.	