

GS1 UK Annual General Meeting

Minutes of the 41st Annual General Meeting held at the State Rooms at 30 Euston Square, London NW1 2FB on 17 October 2017 at 4.10pm.

Members Present	Represented by
Zico Ratan	1 WorldSync GmbH
Rolf Stark	1 WorldSync GmbH
Andrew Cairns	A & S Cairns
Gareth Thomas	Accenture
Martin Kruse	Acumentive Limited
Chris Evans	ADC UK Ltd
Tony Engleman	AdvanceFirst Technologies Ltd
Stefan Hesse	Alkemics
John Pearce	Axicon Auto ID Limited
Sarah Newbitt	Azurite Solutions
Chris Winstanley	BluJay Solutions
Richard Stewart	BluJay Solutions
Stephen Moore	Brother Healthcare
Matthew Jones	Brother Healthcare
Anthony McEvoy	Cirrus Supply Chain Limited
Paul Johnston	Cirrus Supply Chain Limited
Bridget Sullivan	Commerce-Connections Ltd
David Robinson	Commerce-Connections Ltd
Indi Nagi	Compass Group UK And Ireland Ltd
Randeep Munjas	Compass Group UK And Ireland Ltd
Jane Benjamin	Dairy Crest Ltd
Mari Still	Datalogic S.r.l UK
Patrick Robinson	Datalogic S.r.l UK
Steve Miller	Debenhams Retail PLC
Jin Sahota	Department of Health - eProcurement Programme
James Mayne	Derby Teaching Hospitals NHS Foundation Trust
Lee Metters	Domino UK Ltd
Paul O'Sullivan	EDI Plus Limited
Ian Ford	First B2B Limited
Carolyne Elliott	Genesis Automation UK Ltd
Kim Waters	GlaxoSmithKline Services Unlimited
Harshal Gore	GS1 UK Ltd

Members Present	Represented by
Kim Ludlow	GS1 UK Ltd
Holly Porter	GS1 UK Ltd
Jane Carnegie	H.J.Heinz Foods UK Limited
Liz Ward	Healthlogistics
Paul Mason	House Of Fraser Plc
John Stokes	Howarth Timber Group Ltd
Steve Leng	IBM
Aidan Tyers	ITSU [Grocery] Ltd
Daniel Roche	ITSU [Grocery] Ltd
Claudia Santagada	ITSU [Grocery] Ltd
Terry Murphy	John Lewis Plc
Giuseppe Guillot	Kurt Geiger Ltd
Peter Parker	Kustodian Ltd
Martin Fincham	LANSА Ltd
Ian Piddock	LANSА Ltd
Laura Morroll	LCP Consulting Limited
Andrew Osborne	Life Member
Bill Pugsley	Life Member
Peter Jordan	Life Member
Robin Kidd	Life Member
Tom McGuffog	Life Member
James Shelley	L'Oreal UK
James Hastie	Nestle UK Limited
Sarah Jordan	Nestle UK Limited
David Hix	Nestle UK Limited
Joanne Morgan	Nestle UK Limited
Ed Collins	Nielsen Brandbank
Andrew King	Nielsen Brandbank
Jack Nicholls	Ocado Limited
Mark Watson	Ocado Limited
Sean Brock	Omnicell Limited
Ashley Maroney	Optiseller
Oscar Wegland	Pagero UK Ltd
Ben Morrison	PDC Healthcare
Peter Ravn Rasmussen	PDC Healthcare
Ben Morgan	Pricesearcher
Simon Williams	Sainsburys Supermarkets Ltd
Neil Tomlinson	Sainsburys Supermarkets Ltd
Karen Whitworth	Sainsburys Supermarkets Ltd

Members Present	Represented by
Paul Freeman	Sato UK Ltd
Joginder Puri	TATA Global Beverages GB Limited
David Schilder	Tesco GFS
Paul Sumner	Tesco Stores Ltd
Leanne Gorin	Unilever UK Limited
Robert Knott	Virtualstock Ltd
Carolynne Turnbull	Virtualstock Ltd
James Collinson	West Hertfordshire Hospitals NHS Trust
James McCarthy	Zebra Technologies Europe Ltd

Apologies	
Colin Smith	Life Member
Gavin Boyle	Derby Teaching Hospitals NHS Foundation Trust
Rachael Lorman	Dr Oetker (United Kingdom) Ltd
Darren Redhead	Mondelez Europe Services gmbH - UK Branch
Danusza Kish	Natural Scenics Ltd
Michael Kish	Natural Scenics Ltd
Gianluca Branda	Procter & Gamble UK
Giles Enderby	Procter & Gamble UK
Andrew Hughes	Tesco Stores Ltd
Evan Norton	Walkers Snack Distribution Ltd

Guests	
Lord Hunt	GS1 UK President

In attendance	
James Spittle	GS1 UK Chairman
Gary Lynch	GS1 UK Chief Executive
Dave Crapnell	GS1 UK Chief Financial Officer and IS Director & Company Secretary
Jane Hanlon	GS1 UK Minutes Secretary
Harshal Gore	GS1 UK Industry Engagement Director
Holly Porter	GS1 UK Chief Marketing Officer

Introduction

Mr James Spittle (GS1 UK Chairman) took the chair. He welcomed members to the 41st Annual General Meeting of GS1 UK Limited and explained that the format was the same as last year and that he and Gary Lynch will not be presenting during the AGM. At the briefing session following the AGM, members will hear about recent activities of the organisation.

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 To approve the minutes of the 40th Annual General Meeting held on 29 November 2016

The draft minutes of the 40th Annual General Meeting had been made available to members on the GS1 UK website.

Proposed	Peter Jordan, Life Member
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Seconded	John Stokes, Howarth Timber Group Ltd
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The minutes of the 40th Annual General Meeting were approved by a show of voting cards as a true and accurate record.

2 To receive and adopt, if thought fit, the Financial Statements for the year ended 30 June 2017

The Financial Statements for the year ended 30 June 2017 had been made available on the company website and copies had been distributed at this meeting.

Mr Crapnell presented a summary of the Financial Statements for the year ended 30 June 2017. He reported that 2016/17 was the third year of the latest strategic plan and GS1 UK continued to make good progress in all the key objectives set for the year as well as towards its longer term vision. The year was a particularly busy one in which GS1 UK hosted the GS1 General Assembly in London with over 80 GS1 member organisations from around the world gathered together as well as our office move in March.

All four corporate KPIs were achieved, with membership growing by 6% and continued positive customer satisfaction feedback from members. The company remains in a sound financial position and is well-placed to enter the next phase of its longer term strategic plan. Last year income grew by 2 per cent to £10m (including interest and rental income), expenditure increased as projected, due to one-off costs of the relocation and the hosting of the GS1 General Assembly. A small deficit was incurred in line with the budget of £33k (before tax) for the year.

He reported that the Supervisory Board supports and recommends the Financial Statements to the membership.

No questions were raised.

Proposed	David Hix, Nestle
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Seconded	Mark Watson, Ocado
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By a show of voting cards, it was resolved that the Financial Statements for the year ended 30 June 2017 be received and adopted.

3 To re-appoint Kingston Smith LLP as auditors and to authorise the Supervisory Board to fix their remuneration

The Chairman informed the meeting that Kingston Smith had confirmed their willingness to continue to act as auditors for GS1 UK.

Proposed	John Stokes, Howarth Timber Group Ltd
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Seconded	Peter Jordan, Life Member
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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.

Proposed	John Stokes, Howarth Timber Group Ltd
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Seconded	Peter Jordan, Life Member
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4 To re-elect the President of the Association

The Chairman reported that The Rt Hon Lord Philip Hunt PC OBE has agreed to stand for President for a further year. The Supervisory Board supports his nomination. The membership unanimously voted to re-elect Lord Hunt as President of the Association.

Proposed	Tom McGuffog, Life Member
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Seconded	Bill Pugsley, Life Member
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5 To elect the Non-executive Directors of the Supervisory Board

The Chairman 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:

- Terry Murphy
- Richard Sadler
- Karen Whitworth

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

- Mark Watson

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

- Terry Murphy, (John Lewis) (retiring non-executive director seeking re-election at this AGM)
- Richard Sadler, (Unilever) (retiring non-executive director seeking re-election at this AGM)
- Karen Whitworth, (Sainsbury's) (retiring non-executive director seeking re-election at this AGM)
- Mark Watson (Ocado) (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 Chairman requested a vote on a show of voting cards for Terry Murphy.	
Proposed	Andrew Osborne, Life Member
Seconded	Carolyne Turnbull, Virtualstock
By a show of voting cards, it was resolved to re-appoint Terry Murphy as a member of the Supervisory Board.	
The Chairman then requested a vote on a show of voting cards for Richard Sadler.	
Proposed	Andrew Osborne, Life Member
Seconded	Carolyne Turnbull, Virtualstock
By a show of voting cards, it was resolved to appoint Richard Sadler as a member of the Supervisory Board.	
The Chairman then requested a vote on a show of voting cards for Karen Whitworth.	
Proposed	Andrew Osborne, Life Member
Seconded	Carolyne Turnbull, Virtualstock
By a show of voting cards, it was resolved to appoint Karen Whitworth as a member of the Supervisory Board.	
The Chairman then requested a vote on a show of voting cards for Mark Watson.	
Proposed	Andrew Osborne, Life Member
Seconded	Carolyne Turnbull, Virtualstock
By a show of voting cards, it was resolved to appoint Mark Watson as a member of the Supervisory Board.	
The Chairman congratulated the four candidates.	
6	To transact any other competent business
The Chairman explained that at the next session members will hear from GS1 UK staff and members on the activities of the Association and there will be further opportunities to ask questions.	
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 1 November 2018.	
The meeting closed.	