



GS1 UK Annual General Meeting

Minutes of the thirty-eighth Annual General Meeting held in the Auditorium at the Grange City Hotel, 8-14 Cooper's Row, London EC3N 2BQ on 11 November 2014 at 4.30pm

Members Present	Represented by
David Lyon	1 WorldSync
Klaus Schmid	1 WorldSync GmbH
Rowan Bradley	ADC UK Ltd
Chris Evans	ADC UK Ltd
Martin Morrison	Axicon Auto ID Limited
Eric Gimber	Barry M Cosmetics Ltd
Lee Tate	Board Strategies
Keith McLeod	Brakes
Steve Rowe	Brandbank
Edita Aquino-Robertson	Brit-Phil Enterprise Limited
Keith Sherry	BT Global Services
Patrick Strauss	BT Global Services
Alison Wiltshire	BT Global Services
David Robinson	Commerce-Connections Ltd
Luke Heyburn	Commerce-Connections Ltd
Lee Metters	Domino UK Ltd
Mariana Bodiu	Elcom Systems Ltd
Elson Figueiredo	Elson Limited
Romain du Gardier	Equadis SA
Andrew Osborne	GS1 UK
Dave Crapnell	GS1 UK
Gary Lynch	GS1 UK
James Spittle	GS1 UK
Mary Manning	GS1 UK
Lord Hunt	House of Lords
John Stokes	Howarth Timber
Umesh Rajani	In A Wish Limited
Terry Murphy	John Lewis Plc
Angie Johnson	Kewill Ltd
Lisa Beattie	KP Snacks Limited
Bill Pugsley	Life Member
Peter Jordan	Life Member
Robin Kidd	Life Member
Tom McGuffog	Life Member
Neal Austin	Morrisons



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Sarah Jordan	Nestlé UK Limited
Joanne Morgan	Nestlé UK Limited
Kathy Farndon	NHS England
Stefan Hesse	Nica Limited
Stuart Prouse	OpenText/GXS
James Barber	Pocketmoney Travel Limited
Douglas Barber	Pocketmoney Travel Limited
Jenny Gough	Regent Medical Limited
Karen Whitworth	Sainsbury's plc
Richard Lamb	Tesco IBO
Anna Lane	Unilever UK Limited

Guests

Lord Hunt	
Eric Kirby	Circle Square Consulting

In attendance

James Spittle	GS1 UK Chairman
Gary Lynch	GS1 UK Chief Executive
Dave Crapnell	GS1 UK Finance and IS Director
Andrew Osborne	GS1 UK Chief Technical Officer & Company Secretary
Mary Manning	GS1 UK Minutes Secretary

Introduction

Mr James Spittle (GS1 UK Chairman) took the chair. He welcomed members to the 38th Annual General Meeting of GS1 UK Limited and 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 and made available at the meeting.

In accordance with the resolution passed at the 2007 Annual General Meeting, the Calling Notice for the 2013 Annual General Meeting had been made available to members electronically via the GS1 UK Website. Members had been notified of its availability by email. Members who had opted out of electronic communications had been sent a link to the Calling Notice displayed on the website. As part of this process, members had been invited to appoint proxies online.

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



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1	To approve the minutes of the thirty-seventh Annual General Meeting held on Tuesday 12 November 2013
<p>The draft minutes of the 37th Annual General Meeting had been made available to members on the GS1 UK website.</p>	
Proposed	Peter Jordan – Life Member
Seconded	Sarah Jordan - Nestlé UK Limited
<p>The minutes of the thirty-seventh Annual General Meeting were approved by a show of hands as a true and accurate record.</p>	
2	To receive and adopt, if thought fit, the Financial Statements for the year ended 30 June 2014
<p>The Financial Statements for the year ended 30 June 2014 had been made available on the company website and copies had been distributed at this meeting.</p> <p>Mr Crapnell presented a summary of the financial statements for the year ended 30th June 2014. He noted that the organisation is in a sound financial position with reserves of £3.5m. He reported that the two income streams of membership and services income continue to grow.</p> <p>Services include training as well as consultancy services in support of standards adoption. The organisation has seen an increase in membership over the past 10 years of 65%, although recent membership growth has slowed. These factors all demonstrate evidence of an ever-changing economy in which the organisation needs to operate.</p> <p>As a non-profit organisation, the aim is to achieve financial results at or close to breakeven, whilst also maintaining reserves which will allow the organisation to continue to grow. A small profit of £260k was made in the year.</p> <p>He reported that the Supervisory Board supports and recommends the statements to the membership.</p> <p>No questions were raised.</p>	
Proposed	Angie Johnson - Kewill Ltd
Seconded	Lisa Beattie - KP Snacks Limited
<p>By a show of hands it was resolved that the Financial Statements for the year ended 30 June 2014 be received and adopted.</p>	
3	To re-appoint Kingston Smith LLP as auditors and to authorise the Supervisory Board to fix their remuneration
<p>The Chairman informed the meeting that Kingston Smith had confirmed their willingness to continue to act as Auditors for GS1 UK.</p>	
Proposed	Robin Kidd – Life Member
Seconded	Peter Jordan – Life Member
<p>By a show of hands, it was resolved that Kingston Smith LLP be reappointed as auditors and that the Supervisory Board be authorised to fix their remuneration.</p>	



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4	To elect an Officer of the Association following the nomination for President prepared by the Supervisory Board
<p>Mr Spittle reported that Lord Philip Hunt had been an exceptionally effective President for the organisation over the past year and that he was delighted that he had agreed to stand for a further year. The Board recommends him to the membership.</p>	
Proposed	Kathy Farndon – NHS England
Seconded	Tom McGuffog – Life Member
<p>By a show of hands it was resolved to appoint Lord Hunt as President of GS1 UK. The Chairman congratulated the candidate and thanked him for his significant contribution over the past year.</p>	
5	To elect the Non-executive Directors of the Supervisory Board
<p>Mr Spittle explained that there were two vacancies and two candidates standing for election. He reported that Monique Picou had had to step down upon moving to the USA and that Karen Whitworth had been co-opted to fill a vacancy and so needed to stand for election in accordance with the articles of Association. The Supervisory Board has nominated two candidates – Karen Whitworth, from Sainsbury’s and Terry Murphy, from the John Lewis Partnership. Details of both candidates were included in the Calling Notice made available to the membership.</p> <p>Mr Spittle requested a vote on a show of hands for Karen Whitworth.</p>	
Proposed	Angie Johnson - Kewill Ltd
Seconded	Sarah Jordan - Nestlé UK Limited
<p>By a show of hands it was resolved to appoint Karen Whitworth as a member of the Supervisory Board.</p>	
<p>Mr Spittle then requested a vote on a show of hands for Terry Murphy.</p>	
Proposed	Sarah Jordan - Nestlé UK Limited
Seconded	Peter Jordan – Life Member
<p>By a show of hands it was resolved to appoint Terry Murphy as a member of the Supervisory Board. Mr Spittle congratulated both candidates. He also reported that a further position was becoming available on the board as Mark Jones was stepping down today. That vacancy will be held open while the board considers the composition of the board and its requirements over the coming months.</p>	
6	To receive reports from the Chairman and the Chief Executive on the Association’s activities and progress since the last Annual General Meeting
<p>The Chairman noted that the need for organisations to adapt to evolving habits is greater than ever. He reported that membership continued to grow and at times had increased at 8%, but that we need to be realistic in our expectations.</p> <p>In particular, he reported on a handful of key changes over the past year. GS1 standards were mandated in May for the e-procurement strategy in the NHS. He strongly believes that we can support them in their drive to become more efficient and to drive up safety standards in the process. With reference to omni-channel, Mr Spittle noted that this fast-paced area still poses a significant challenge to our members and again this is an area GS1 UK is actively working within to support its members’ growth.</p> <p>The retail sector has experienced much disruption, which has been driven by shifts in consumer habits. Better informed consumers are shaping the way members and GS1 UK works and reacts to those changing</p>	



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behaviours. GS1 UK continues to extend its consultancy services, supporting these changes which members have to adapt to.

Mr Spittle briefly outlined the organisation's new 3-year strategy, which, as well as underpinning established sectors, also looks to extend standards adoption within new sectors such as the NHS and the apparel sector.

Mr Spittle thanked members for their continuing support of the organisation. He also praised the considerable efforts of GS1 UK's executive team in shaping the new strategy and also thanked all members of the Supervisory Board for giving up their time freely to help guide and shape the organisation.

Mr Spittle finished by announcing that, after more than 10 years on GS1 UK's board, Lee Tate was stepping down. He extended his and the board's thanks to Mr Tate and said that his support of GS1 UK had been exceptional.

The Chairman then invited Gary Lynch, Chief Executive, to present his report.

Mr Lynch stated that the organisation, as Mr Spittle had explained, had embarked on a new strategy. The starting point had been for the team to picture where the organisation would be in 10 years' time and the result was that we want to be vital to the continuing success of our members' businesses. Standards, of course, underpin our members' businesses but we want to do more than that. PoS scanning was transformational in its time and we want to deliver transformational programmes in the future. As a trusted, neutral advisor, we are able to bring competitors together around one table to a common end. We also add value, although it can be difficult to articulate what that value is as the measures which define it appear technical. The people we are hiring to enable our strategy are all drawn from industry; they are experts in industry-facing roles.

We are also a market enabler; we represent the UK in the global arena of standards to make sure that some of the particularities of the UK are voiced. We are now also becoming a quality assurer; this is a new area, which will see us assuring third party partners who will certify organisations in use and adoption of GS1 standards.

Regarding involvement in sectors, Mr Lynch explained that GS1 UK had traditionally been engaged in the Retail/CPG sector, and food service and convenience had been added, and grown, more recently. For the healthcare sector, GS1 UK has had to learn a new language and board member Kathy Farndon from NHS England and Lord Philip Hunt, President of GS1 UK, have given invaluable guidance to the organisation. Apparel is a new sector now being explored and represents the biggest growth market for GS1 UK.

Mr Lynch outlined GS1 UK's four goals for the next three years: 1) drive significant value chain improvements through transformational programmes, 2) increase our value proposition to smaller businesses, 3) establish our reputation as an assurer of best practice in value chain processes and 4) membership growth. He then went on to highlight key areas of focus in Retail/CPG, Foodservice/Convenience, Healthcare and Apparel.

Particular achievements over the preceding months include the Food Information Challenge Report, aimed at working together to save the industry £100million a year, a successful first GS1 UK healthcare conference, a significant amount of work around the Food Information to Consumers FIC EU 1169/2011 regulation which saw over 250 people receiving advice and training at a 99% satisfaction rating and over 200 companies reached, and our Certificate of Excellence Programme, which resulted in a successful MondelezUK and Tesco collaboration providing a case study for future roll-out.

Mr Lynch also reminded members that GS1 UK was an organisation with a strong focus on corporate social responsibility; a highlight of the organisation's fundraising was a team of GS1 UK staff completing the 'National 3 Peaks Challenge' which raised over £7,000 for our chosen charity.

Keith Sherry (BT Global Services) asked whether GS1 UK's strategic plan connected to GS1's global strategy. He said that organisations like BT Global Services operated globally and might be hampered by different



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priorities in different parts of the world. Gary Lynch replied that there were 111 member organisations (MOs) in GS1 and each was an independent entity with its own board of directors. Strategies had to be adapted to local needs. Nonetheless every effort was made to align local and global strategies and GS1 UK's key programmes were indeed aligned with the global programmes.

7 To transact any other competent business

No other business was raised.

8 Date of the next Annual General Meeting and Close of Meeting

The provisional date of the next Annual General Meeting is Thursday 12th November 2015.

The meeting closed.