

GS1 UK Annual General Meeting

Minutes of the 40th Annual General Meeting held at the State Rooms at 30 Euston Square, London NW1 2FB on 29 November 2016 at 4.30pm.

Members Present	Represented by
Andrew Cairns	A & S Cairns
Nick Garner	AdvanceFirst Technologies Ltd
Tony Engleman	AdvanceFirst Technologies Ltd
Andrew Raynes	Barking, Havering and Redbridge University Hospitals NHS Trust
Emeline Rousselet-Yasmin	Bramble Enterprises Ltd
Neil Faulkner	Checkpoint Systems (UK) Ltd
Bridget Sullivan	Commerce-Connections Ltd
David Robinson	Commerce-Connections Ltd
Paul Oppenheimer	Data Interchange Plc
Steve Miller	Debenhams Retail PLC
Judie Finesilver	Department of Health - Commercial Medicines Unit
Frankie Wallace	Department of Health - eProcurement Programme
Jin Sahota	Department of Health - eProcurement Programme
Steve Graham	Department of Health - eProcurement Programme
Lee Metters	Domino UK Ltd
Eunice Wi-Afedzi	Eureka Global Connection Ltd
Ben James	Fannin
Stefan Hesse	GS1 UK Supervisory Board
Jane Carnegie	H.J.Heinz Foods UK Limited
John Stokes	Howarth Timber Group Ltd
Mary Anrigo	Innovit Europe Ltd
Paul O'Sullivan	Itim Ltd
Matt Rawlings	iTradeNetwork Ltd
Aidan Tyers	ITSU (Grocery) Ltd
Neal Austin	Jackel International Limited
Terry Murphy	John Lewis Plc
Lisa Beattie	KP Snacks Limited
Tina Hilder	La Maison des Sorbets
Ian Piddock	LANSALtd
Andrew Osborne	Life Member
Colin Smith	Life Member
Peter Jordan	Life Member

Members Present	Represented by
Robin Kidd	Life Member
Tom McGuffog	Life Member
James Shelley	L'Oreal UK
Robert West	L'Oreal UK
John Collins	Mondelez Europe Services GmbH - UK Branch
Marcus Dunsmore	Mondelez Europe Services GmbH - UK Branch
Phil Bach	Mondelez Europe Services GmbH - UK Branch
Jonathan Ess	Nestle UK Limited
David Hix	Nestle UK Limited
Emma Rudman	Nestle UK Limited
Dominic Hawkins	Nestle UK Limited
Sarah Jordan	Nestle UK Limited
Kathy Farndon	NHS England
Andrew Smallwood	NHS Wales Shared Services Partnership
Jane Hawkes	North Tees & Hartlepool NHS Foundation Trust
Mark Watson	Ocado Limited
Jackie Pomroy	Portsmouth Hospitals NHS Trust
Giles Enderby	Procter & Gamble UK
Ben Adams	Sainsburys Supermarkets Ltd
Angela Roberts	Sainsburys/Argos
Sarah Cooke	Sainsburys/Argos
Benny Selken	Soleil Foodservice
Andrew Beale	Tesco Stores Ltd
George Wright	Tesco Stores Ltd
Maria Yanez	Tesco Stores Ltd
Simon Mardle	Tesco Stores Ltd
Jackie Moore	The Boots Company PLC
Sanjay Champaneri	The Boots Company PLC
Mark McGarry	Transalis Ltd
Michelle Soper-Dyer	Transalis Ltd
Elizabeth Lorkins	Unilever UK Limited
Leanne Gorin	Unilever UK Limited
Richard Sadler	Unilever UK Limited
Tracy Hemery	Unilever UK Limited
Carolyn Turnbull	Virtualstock Ltd
Linda Hibbert	Virtualstock Ltd
Robert Knott	Virtualstock Ltd
Jerry Collins	Waitrose Ltd
Simon Tompsett	Waitrose Ltd

Members Present	Represented by
Callum Eddisford	XEDI Ltd
Graeme Howard	XEDI Ltd
Matthew Ridehalghe	XEDI Ltd
Ryan Howard	XEDI Ltd
James McCarthy	Zebra Technologies Europe Ltd

Apologies	
Katie Davidson	Accenture
Jonathan Higgins	Accenture
Estrella Luna	Ceviche Soho
Neville Payne	Checkpoint
Matt Jennings	Checkpoint
Bethany	Data Interchange
William Pugsley	Life Member
Jeremy Barson	Markem-Imaje
Dan Ganderton	Mondelez Europe Services GmbH
Phil Bach	Mondelez Europe Services GmbH
Barry Frostick	NHS Digital
Joginder Puri	TATA Global Beverages GB Limited
Ed Bradley	Virtualstock Ltd
Phil Waters	Waitrose Ltd
Maria Casu	Zebra Technologies Europe 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 40th 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 39th Annual General Meeting held on 12 November 2015

The draft minutes of the 39th Annual General Meeting had been made available to members on the GS1 UK website.

Proposed	Peter Jordan, Life Member
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Seconded	Robin Kidd, Life Member
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The minutes of the 39th 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 2016

The Financial Statements for the year ended 30 June 2016 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 30th June 2016. He reported that the company had met all four of its corporate KPIs for the year, continues to make good progress against its strategic objectives and remains in a sound financial position.

The membership has grown by approximately 5% per cent in 2015/16 to over 30,000 members. In the last five years, the membership base has grown by one-third, much of which has come from the growth of E-commerce.

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

No questions were raised.

Proposed	John Stokes, Howarth Timber Group Ltd
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Seconded	Paul Oppenheimer, Data Interchange Plc
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By a show of voting cards, it was resolved that the Financial Statements for the year ended 30 June 2016 be received and adopted.

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	Ryan Howard, XEDI Limited
Seconded	Peter Jordan, Life Member
<p>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.</p>	
Proposed	Tom McGuffog, Life Member
Seconded	James McCarthy, Zebra Technologies Europe Ltd
4	To re-elect the President of the Association
<p>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.</p>	
Proposed	Neal Austin, Mayborn Group
Seconded	Mark McGary, Transalis Ltd
5	To re-elect the Vice-Chairman of the Association for a further term of 3 years
<p>The Chairman reported that Marcus Dunsmore has agreed to stand for a further term of 3 years. The Supervisory Board supports his nomination. He advised that as it is a special resolution it requires a 75% majority.</p> <p>The membership unanimously voted to re-elect Marcus Dunsmore as Vice-Chairman of the Association.</p>	
6	To re-elect the Staff Director
<p>The Chairman reported that Holly Porter has agreed to stand for Staff Director. The Supervisory Board supports her nomination.</p> <p>The membership unanimously voted to elect Holly Porter as Staff Director of the Association.</p>	
7	To elect the Non-executive Directors of the Supervisory Board
<p>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:</p> <ul style="list-style-type: none"> • Andrew Cairns • Kathy Farndon • Keith McLeod <p>Also any additional directors appointed during the year must retire at the AGM and this year, they are:</p> <ul style="list-style-type: none"> • Jin Sahota • George Wright 	

The Chairman further explained that 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

- Andrew Cairns (A&S Cairns Limited) (retiring non-executive director seeking re-election at this AGM)
- Jin Sahota (National Health Supply, Department of Health) (additional director seeking full election at this AGM)
- George Wright (Tesco plc) (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 Andrew Cairns.

Proposed	Robin Kidd, Life Member
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Seconded	Marcus Dunsmore, Mondēlez Europe Services GmbH
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By a show of voting cards, it was resolved to re-appoint Andrew Cairns as a member of the Supervisory Board.

The Chairman then requested a vote on a show of voting cards for Jin Sahota.

Proposed	Peter Jordan, Life Member
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Seconded	David Hix, Nēstle UK Limited
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By a show of voting cards, it was resolved to appoint Jin Sahota as a member of the Supervisory Board.

The Chairman then requested a vote on a show of voting cards for George Wright.

Proposed	Colin Smith, Life Member
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Seconded	Paul Oppenheimer, Data Interchange Plc
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By a show of voting cards, it was resolved to appoint George Wright as a member of the Supervisory Board.

The Chairman congratulated the three candidates.

8 To transact any other competent business

The Chairman thanked the retiring directors, Kathy Farndon and Keith McLeod for their valuable contributions whilst serving on the Board.

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.

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

The provisional date of the next Annual General Meeting is Tuesday 17 October 2017.

The meeting closed.