The Global Language of Business

GS1 Healthcare Governance Charter

Charter governing the operations of GS1 Healthcare

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Document Summary

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1.3	11.10.2006	Inserted background about status of non-for-profit for GS1 and fees are used to cover GS1 Healthcare activities according to work plan. Voted on and approved by GS1 Healthcare Leadership Team	Ulrike Kreysa
1.4	27.02.2007	Changed title and HUG references to GS1 Healthcare; all other changes in red.	George Simeon
1.4.1,2	25.06.2007	Reviewed full Charter	HUG-HLS Charter Work-Team
1.4.3	09.07.2007	Final Working Draft for review by HUG & HLS LT.	HUG-HLS Charter Work-Team
1.4.4	10.07.2007	HUG-HLS LT	Draft Reviewed by HUG & HLS LT. Work-team to address industry representation and balance issues. Code of Conduct to be inserted in section 6
1.4.5	01.08.2007	HUG-HLS LT	Final Draft document: Changed section 5.1; Added section 6.5; Appendix 1; Appendix 2.
1.4.6	15.11.2007	HUG-HLS LT	Final Draft document including feedback from HUG-HLS LT meeting of 28 October 2007

Release	Date of Change	Changed By	Summary of Change
1.4.7	19.12.2007	HUG-HLS LT	Final Draft document including feedback from HUG-HLS LT conference call of 17 December 2007
1.4.8	07.01.2008	HUG-HLS LT	Final draft document including decision from LT to allow associations to participate to conferences at the conference fee for voting members
1.4.9	05.11.2008	Ulrike Kreysa	Changes as discussed and agreed in LT meeting in Tokyo
1.5	08.06.2009	George Simeon	Governance Charter 2009 Review and Revisions
1.5.1	15.06.2009	Ulrike Kreysa / George Simeon	Review and Edits at LT meeting in Washington
1.6	27.01.2010	Ulrike Kreysa/Jan Denecker/Jim Willmott	Changes related to Tri-Chairs, solution provider participation and editorial corrections
1.7	06.06.2010	Ulrike Kreysa	Changes related to conferences and voting for GS1 MOs
1.8	January 2010	Ulrike Kreysa	Changes related to eBallots and other changes following discussion in Singapore
2.0	June 2012	Jackie Elkin, Ulrike Kreysa	Changes related to LT members re-election and further clarification, re-order of document
2.1	May 2013	Ulrike Kreysa	Changes related to vision, fees, time for voting and others
2.1.1	July 2015	Valerie Hoste	Applied new GS1 branding prior to publication
2.2	January 2016	Tania Snioch	Changes regarding government agencies as voting members and others
3.0	July 2017	Ulrike Kreysa / Marie Petre / Geraldine Lissalde-Bonnet / Tania Snioch / 2016-2017 Leadership Team /2017-2018 Leadership Team	Overall document review to update charter in line with best practices
3.1	July 2018	Tania Snioch	Update to include new GS1 Healthcare vision and mission

Table of Contents

1 Charter

This "GS1 Healthcare Governance Charter" and its appendixes (the "**Charter**"), set out the terms and conditions applicable between **GS1 AISBL**, an international not-for-profit association incorporated under Belgian law and with registered office at Avenue Louise 326 bte 10, 1050 Brussels (Legal entity number 419.640.608) ("**GS1**") and each of the members of GS1 Healthcare (the "**MEMBER(S)**").

Membership of GS1 Healthcare (as defined in section 5below) is subject to full and unconditional acceptance by the Member of this Charter, as amended from time to time.

2 Vision

GS1 Healthcare envisions a future in which the healthcare sector achieves harmonised implementation of global standards in business and clinical processes enabling interoperability, optimal quality and efficiency of healthcare delivery to benefit patients.

3 Mission

GS1 Healthcare is a neutral and open community bringing together all related healthcare stakeholders to lead the successful development and implementation of global GS1 standards enhancing patient safety, operational and supply chain efficiencies.

4 Accountability

GS1 Healthcare reports to the GS1 Management Board.

5 Membership

There are three classes of Members:

- **Voting Member**: a party from the user community, meeting the voting membership criteria set out in section 5.1.1 below, and which shall be required to pay membership fees.

- **Non-voting Member**: a party from the user community, meeting the Non-voting membership criteria set out in section 5.2.1 below, who shall not be required to pay membership dues

- **GS1 Member Organisations ("GS1 MOs")**: a party meeting the requirements to be a GS1 Member Organisation

Membership applications can be accessed from the website of GS1 and submitted by email addressed to the Vice-President Healthcare (as defined below). The Vice-President Healthcare checks whether the applicable criteria have been met or not and, if yes, informs the Leadership Team. Membership becomes effective immediately after payment of membership fees, pro-rated if applicable.

5.1 Voting Membership

5.1.1 Criteria for Voting Membership

All parties operating in the healthcare supply chain may become Voting Members, including, but not limited to, suppliers, wholesalers / distributors, logistic providers, hospitals, pharmacies, procurement-related government agencies meeting the criteria detailed below, and solution providers.

GS1 Healthcare Voting Members must be a member / customer / licensee of a GS1 MO and must have communicated their interest in the use of global standards to improve patient safety.

For the purposes of this Charter, "procurement-related government agencies" are those organisations solely funded by government, representing national / regional / state / provincial interests who actively procure product or clearly represent government organisations that do procure. Such government agencies eligible to be considered Voting Members must not be responsible for setting regulations relating to supply / identification / traceability / recall of product. However these organisations may set requirements (i.e. terms of trade) for provision / use of GS1 standards as part of the procurement activity.

Voting members of GS1 Healthcare contribute to GS1 Healthcare activities and basic operational costs with an annual fee to GS1 Healthcare. Voting Members are only eligible to vote once they have paid their annual membership fees. Membership renewal fees apply for the calendar year and are due on 31 March of every year.

5.1.2 Voting Members' rights

Voting Members shall:

- Have voting rights
- Have access to the GS1 Healthcare Public Policy and Healthcare Provider Materials in accordance with section 10.3
- With the exception of procurement-related government agencies, have the right to participate in the Public Policy work group
- Have the right to participate in other GS1 Healthcare work groups
- Be candidates for the Leadership Team
- Be candidates for the chair positions of GS1 Healthcare
- Have the right to participate for a reduced fee at conferences

5.2 Non-voting Members

5.2.1 Criteria for Non-voting Membership

Non-voting membership is limited to trade associations, regulatory bodies and other governmental healthcare authorities (not meeting the criteria outlined above in relation to procurement), educational institutions and other standards bodies. All other organisations and companies are only eligible for Voting Membership.

5.2.2 Non-voting Members Rights

Non-voting Members may have the right to participate in GS1 Healthcare work teams, in a non-voting capacity only, depending on the scope and deliverables of the group. Non-voting members may use certain GS1 Healthcare Materials as further detailed in section 10.3 below.

Non-voting members **shall not:**

- Have any voting rights
- Have access to the Public Policy and Healthcare Provider Materials in accordance with section 10.3 below
- Participate in the Public Policy work group
- Be Candidates for the Leadership Team
- Be candidates for the chair positions of GS1 Healthcare

5.3 GS1 MOs Rights

GS1 MOs shall have the right to:

- Have access to the GS1 Healthcare Materials, including the Public Policy and Healthcare Provider Materials in accordance with section 10.3 below
- Participate in the Public Policy work group as well as other GS1 Healthcare work groups
- Be candidates for the Leadership Team and participate in Leadership Team voting.

GS1 MOs cannot nominate for the chair positions of GS1 Healthcare and are not considered Voting Members as defined in section 5.1.1.

5.4 Resignation or expulsion

Loss of GS1 Healthcare membership may result either from resignation or expulsion. Resignation must be notified by serving a written notice to GS1 (attention of GS1 Healthcare). Any such notice shall be served at the latest by 30 September. The Membership shall terminate with automatic effect on 1 January of the following calendar year (effective date of termination). During the period from the date on which notice has been served, and the effective date of termination, all terms and conditions of this Charter shall remain valid and in full force and effect.

A Member, or representative of a Member, may be expelled from GS1 Healthcare following a vote of the Leadership Team, if the member:

(a)   no longer observes this Charter

(b)   commits any act which may be prejudicial to the work of GS1 Healthcare and/or GS1 standards in Healthcare

(c)   ceases to fulfil any of the applicable conditions for membership set out in this Charter

The Tri-Chairs will submit a request for expulsion to the Leadership Team containing the facts and considerations which led to this action. The Member in question shall be given the opportunity to defend itself before the Leadership Team takes a final decision.

Notification of expulsion shall be made by registered letter within eight days of the Leadership Team's decision. It becomes effective as from the date of receipt of the said notification.

The fee for the current year shall however remain due by the Member regardless of resignation or expulsion. No out-going Member shall have any claim whatsoever on any assets or funds managed by GS1 for GS1 Healthcare.

5.5 Decision-making process

5.5.1 General

Decision-making is generally achieved through consensus, which is defined as approval without sustained opposition. Unless specified otherwise, a quorum of 50% is necessary.

More than one individual can represent a Voting Member within GS1 Healthcare; however, each Voting Member is only allowed one (1) vote in any ballot or election activity.

All proceedings will be noted and recorded for future reference.

GS1 supports and manages the decision process but has no voting privileges.

For the avoidance of doubt, in this Charter the term "e-ballot" shall mean any electronic means of voting including (without limitation) by email or via an online community room.

5.5.2 Decisions of the Leadership Team

In case of sustained opposition, the reasons shall be documented and the Leadership Team can make a decision with a 66% majority based on a quorum of 50%. The voting will take place during Leadership Team meetings, whether by telephone or in person, or via e-ballot. In case of e-ballot,

votes must be cast within fifteen working days – otherwise abstention is assumed. No-votes shall include an explanation of the rationale behind the vote.

5.5.3 Decisions within a Membership class regarding Leadership Team Elections

    i.   <u>Voting Members</u>

Voting Members shall be responsible for the election of members of the Leadership Team representing Voting Members if there are more candidates than positions to be filled. In such case, the Voting Members shall vote by e-ballot and their vote must be cast within 1 month – otherwise abstention is assumed. Voting by a minimum of 25 Voting Members is required.

    ii.   <u>Decisions of GS1 MOs</u>

GS1 MO CEOs eligible to nominate a representative for membership in the Leadership Team as defined in section 6.1.3 shall be responsible for the election of members of the Leadership Team representing the MOs if there are more candidates than positions to be filled. In such case, voting is done by e-ballot and the vote must be given within 1 month – otherwise abstention is assumed. A quorum of 50% of eligible GS1 MO CEOs is required.

5.5.4 GS1 Healthcare work team decisions

Decisions of GS1 Healthcare work teams (e.g. Public Policy) are conducted in line with the GSMP Working Group Membership Requirements (section 9 of the GSMP User Manual) and Voting Procedures (Appendix G of the GSMP User Manual), unless specified otherwise herein. Voting will normally be done by e-ballot and the votes must be given within fifteen working days – otherwise abstention is assumed.

5.5.5 GSMP decisions and process

The processes and decision-making rules for Global Standards Management Process ("GSMP") are contained in the GSMP User Manual. Since 19 April 2010, any company wishing to participate in new GSMP Groups must sign the GS1 IP Policy and Opt-In Agreement (*http://www.gs1.org/gsmp/gsmp/ip)*.

6 Organisational Leadership

6.1 Leadership Team

6.1.1 Composition of the Leadership Team

The Leadership Team shall be comprised of representatives of the following classes of Members, subject to the following requirements:

    i.   <u>Voting Member representatives</u>: The Leadership Team shall comprise up to twenty Voting Member representatives plus any Special Appointments (see iii).The representation should seek to be balanced across regions, the healthcare supply chain and industry.

The Voting Member representative must, at the time of the election and at all times during his/her tenure:

- Be a representative of a Voting Member in good standing (the Voting Member must have paid the current year's membership fees by March of that same year);
- Have subject matter expertise about the GS1 System and associated technologies;
- Be able to represent the views of his/her organisations and segment of the healthcare supply chain in key decisions;
- Be engaged in GS1 Healthcare work efforts;

- Be able to promote implementation of GS1 global standards and best practices within his/her organisation and should therefore be able to provide linkage between his/her organisation and GS1 Healthcare.

ii. <u>GS1 MO representatives</u>: The Leadership Team shall comprise up to six GS1 MO representatives. The GS1 MO representatives should represent all geographic regions as well as their organisation/colleagues/region in healthcare-related discussions and decisions. If the election results do not support all GS1 regions then the Vice-President Healthcare can nominate up to two additional representatives with the approval of the President Industry Engagement and CEO of GS1.

iii. <u>Special Appointments:</u> The Leadership Team may, at its discretion, elect a previously Non-voting Member representative to sit on the Leadership Team, if this Non-voting Member representative's input is necessary to provide strategically important direction to leadership discussions. The decision to create and terminate such a position shall be made by a vote of the Leadership Team (excluding the nominee). The holder of such a position shall have the same voting rights as other Leadership Team members. Such special appointment shall be in addition to the maximum 20 Leadership Team positions.

iv. No Member should have more than one representative in the Leadership Team.

6.1.2   Roles and Responsibilities

i. <u>Individually</u>

Leadership Team members will be engaged in GS1 Healthcare work teams and will take responsibility for either leading a work team during their term or serve as a liaison to a work team.

In the event that a Leadership Team member is unable to attend a meeting due to illness, he/she may appoint another representative of his /her organisation to participate and vote on its behalf by a written (including via email) proxy.

However, as regular participation is key to the effectiveness of the Leadership Team, if a Leadership Team member is absent for more than four successive Leadership Team calls and/or meetings and does not attend two of the global conferences/video conferences in a row, the Leadership Team has the authority (but not obligation) to remove the member from the Leadership Team.

If a position in the Leadership Team becomes available, for example due to retirement or removal, the Leadership Team has the authority to fill the empty position with the next candidate (next highest voted) of the same category (Voting Member or GS1 MO) from that year's election. In the case that such candidate chooses not to participate, the next highest voted candidate can be engaged and so on.

ii. <u>Collectively</u>

The Leadership Team shall:

- Elect Tri-Chairs through nomination and consensus, and where necessary vote

- Develop and maintain the overall GS1 Healthcare strategy and timeline for successful development and implementation of global standards

- Review and approve: finances (two times a year), conference/meeting planning, public relations, and policy

- Work with the Public Policy work team to develop the strategy to carry the GS1 standards message to the government bodies regulating the healthcare industry

- Work with GS1 staff, represent GS1 Healthcare membership to external groups and organisations with interests in standards and patient safety

- Create work teams to respond to or drive specific initiatives

- Develop processes to ensure that work teams are adequately resourced and geographic and supply chain stakeholder balance is obtained

■ Appoint work team leaders, review progress of the work teams on a regular basis and ensure that there is alignment between the work teams.

■ Ensure participation and represent GS1 Healthcare in the Global Standards Management Process ("GSMP") and the GS1 governance groups

■ Approve healthcare Work Requests ("WR's") for developments (not maintenance) to progress work into GSMP

■ Ensure regular communication to the GS1 Healthcare membership community to update and engage them through various mechanisms to increase awareness of on-going global activities and to solicit participation in the discussions, work groups and all other GS1 Healthcare activities

■ Provide leadership in resolving conflicts

The Leadership Team shall hold regular scheduled teleconferences to monitor progress, discuss issues and will meet in person in conjunction with GS1 Healthcare conferences. In addition to face-to-face meetings at GS1 Healthcare conferences, one video conference will be scheduled per year. Further face-to-face meetings may be organised if necessary.

6.1.3 Leadership Team Selection Process

i. Voting Members

Nomination for the Leadership Team occurs in May every year. Candidates will self-nominate using the GS1 Healthcare leadership voting platform. At the time of nomination, the Vice President Healthcare ensures that the criteria as detailed in section 6.1.1 are met and that not more than one candidate per Voting Member has self-nominated.

If there are more candidates than positions to be filled, the candidates shall be elected by a vote of the Voting Members (as provided in section 5.5.3 above). The candidates with the highest preference score are selected for the Leadership Team.

The Leadership Team membership applies to the elected individual of the Voting Member and not to the Voting Member as an organisation. If an individual Leadership Team member leaves his/her current Voting Member and joins another Voting Member, he/she may remain a member of the Leadership Team if the Voting Member he/she has joined agrees to support his/her engagement in the framework of the governance and does not already have a sitting Leadership Team representative.

ii. GS1 Member Organisations

Nomination for the Leadership Team occurs in May each year. GS1 Member Organisation (MO) CEOs may nominate one representative from their organisation to the Leadership Team, provided the MO has:

1. an active local healthcare user group which meets regularly

2. at least 90% of 1 FTE (may be multiple roles) working only in healthcare

3. a nominee working minimum of 60% only in healthcare and who is directly responsible for the healthcare tactical operations in the MO

4. a nominee who participated in at least one GS1 Global Healthcare Conference in the last 12 months

5. a nominee whose MO has participated in 60% of the GS1 Healthcare Interest Group calls in the last 12 months

The candidates with the highest preference scores are selected for the Leadership Team. If there are more candidates than positions to be filled, the candidates shall be elected by a vote of the GS1 MO CEOs (as provided in section 5.5.3 above).

6.1.4 Term Limits

Leadership Team members serve a one-year term starting in July and running to June 30 of the next year. Outgoing Leadership Team member are eligible for re-election.

A Leadership Team member shall cease to hold a seat on the Leadership Team:

- upon expiry of the above term;

- upon resignation by the Leadership Team member;

- upon dismissal on the same grounds and following the same procedure as set forth for the dismissal of a Member in section 5.4 above.

- upon leaving employment or occupation with the Member, except in cases of joining a Voting Member as set forth in section 6.1.3.

6.2   Tri-Chairs

6.2.1   General

The Leadership Team shall elect Tri-Chairs in accordance with the decision-making process set out in section 5.5.2 above. The Tri-Chairs shall be selected from the Voting Member representatives on the Leadership Team, and should provide adequate representation from all healthcare sectors. An attempt should be made to keep a geographical balance. In the case there are more candidates than positions for a given Tri-Chair election, an electronic ballot will be held.

6.2.2   Roles and Responsibilities

Tri-Chairs shall:

- Preside at GS1 Healthcare conferences and meetings

- Approve Leadership Team meeting agendas

- Facilitate the consensus process

- Disseminate and monitor communications with membership where appropriate

- Report to and liaise with the GS1 Management Board

6.2.3   Term Limits

Tri-Chairs serve a term of 2 years with the possibility to be re-elected. Where possible, Tri-Chair terms are staggered to ensure continuity.

6.3   Vice-President Healthcare

6.3.1   Roles and Responsibilities

- Facilitates GS1 Healthcare decisions

- Executes the Leadership Team's strategy

- Coordinates Marketing & PR responsibilities for healthcare with GS1 staff

- Provides general communication

- Reports to the GS1 Management

- Ensures that the GS1 Healthcare Leadership Team has sufficient support from GS1 staff and provides the Leadership Team with an overview of resources available for projects

- Drives GS1 alignment with GS1 Healthcare goals and objectives

- Is accountable to the President GS1 Industry Engagement (IE) and the Leadership Team

- Coordinates relations with other organisations/associations

6.3.2 Term Limits

The Vice-President Healthcare is appointed by GS1 and maintains the position as long as he/she remains in his/her post.

7 Work Teams

GS1 Healthcare develops global standards in work teams following the GSMP process and operating under GS1. These work teams focus on specific business issues and follow the GSMP rules as outlined in the GSMP manual. The working language is English.

All development Work Requests (WRs) for healthcare are reviewed by the Leadership Team and development WR's which origin in healthcare are progressed in GSMP after approval of the Leadership Team. All maintenance work requests that may impact healthcare are brought to the attention of the Leadership Team for their information. There is an expectation that the Leadership Team will actively review, comment and vote on work requests that impact healthcare in GSMP. Where work requests have a significant impact, working groups will be formed to review the materials for these requests.

The Leadership Team has the authority to decide, in alignment with GS1 management, to create new work groups to improve implementation (implementation work teams). These work groups function outside of GSMP, under the overview of the Leadership Team.

7.1 Work team leaders

Work teams are ideally co-chaired and the chair(s) should be confirmed by the Leadership Team. Implementation work teams may be chaired by a GS1 Healthcare Member or GS1 staff.

7.1.1 Roles and Responsibilities

- Ensure the progress of the team according to the scope and deliverables
- Ensure adequate and representative participation during discussions
- Provide administration for all team activities, and will be supported in that task by GS1 staff
- Report on the progress of their work teams to the Leadership Team on a regular basis

7.1.2 Term Limits

Work team leaders maintain their position for the duration of the work team's existence.

8 Fees

GS1 is a not-for-profit global standards organisation. GS1 Healthcare is a GS1 facilitated global Healthcare User Group. GS1 Healthcare activities are funded from the fees of Voting Members of GS1 Healthcare. Fees are collected from Voting Members on a cost recovery basis. The funds collected are intended to cover the cost of the projects, activities and work plans of GS1 Healthcare. Activities and fees are determined by the Leadership Team in alignment with GS1 and are adjusted based on forecasted funding levels together with inflation.

Membership fees are due on the 31 March everycalendar year. Members in default of payment after the first quarter of the year will not be allowed to participate as Voting Members after the first quarter of the calendar year until they have paid the fee. Fees are non-refundable.

A financial review with the Leadership Team shall be conducted two times annually.

9 Conferences and conference procedures

There will be two global GS1 Healthcare conferences per year. The conferences will take place in different geographical locations, in line with a pre-defined schedule. GS1 Member Organisations

have the opportunity to offer to co-host a conference in their region. In alignment with GS1 Management, and the hosting MO, the GS1 Healthcare Leadership Team decides the dates and venues. The agenda of the conferences is drafted by the GS1 Healthcare team together with the hosting GS1 MO and approved by the GS1 Healthcare Leadership Team.

9.1 Conference fees

There are fees applicable for conferences.

Voting Members, GS1 MOs, industry associations and workshop speakers pay a reduced fee.

The following participants shall attend conferences free of charge: plenary speakers, hospital/pharmacy staff and regulatory bodies.

GS1 decides if GS1 Healthcare will reimburse the travel costs for a speaker – there will be no remuneration for speakers.

9.2 Antitrust Caution

The GS1 Antitrust Caution must be brought to the attention of all participants at the beginning of every conference/meeting and teleconference.

9.3 Code of Conduct

GS1 Healthcare Members must adhere to the Code of Conduct (Appendix A).

10 Communication

10.1 Document Development Process

10.1.1 Specific Responses regarding Public Policy

The Public Policy work team shall be ultimately responsible for drafting and approval of specific responses to requests for consultation with subject matter support from GS1 or the concerned GS1 MO. If time permits, the Leadership Team will then review the proposed response and inform the full GS1 Healthcare membership. Substantive and editorial changes are suggested and approved by consensus (according to the decision-making process set out in section 5.5). Review can be via a physical meeting, e-mail, teleconference or webinar. GS1 Healthcare will submit the response to the regulatory authorities either via the local GS1 MO or through the GS1 President Industry Engagement or the Vice-President GS1 Healthcare.

10.1.2 Position Papers & Position Statements

Any Member of GS1 Healthcare or a GS1 Member Organisation can draft a proposed GS1 Healthcare position paper or position statement. Once drafted, the document shall be submitted for approval to the Leadership Team. Substantive and editorial changes are suggested and approved by consensus (as defined in section 5.55.5). Review and adoption can be via a physical meeting, e-mail, teleconference or webinar. If, and only if, the Leadership Team approves the position paper or position statement it can be posted on, and distributed via, the GS1 Healthcare website and presented as a GS1 Healthcare position paper or position statement.

10.1.3 Press Releases

A press release is a succinct and timely announcement. Agreements among healthcare stakeholders, regulatory bodies and key customers, organisations adopting GS1 Standards, a change in GS1 Healthcare Leadership or other major achievements are possible press release topics. Topics must be presented to the Leadership Team before forwarding to GS1 GO marketing team to draft and publish. The final press release will be shared with the Leadership Team before publication.

10.2   Communication process

Communication about global issues with associations and regulatory bodies is done through the Vice-President Healthcare and responsible GS1 Global Office staff supporting GS1 Healthcare. Where necessary this is also in conjunction with the Tri-Chairs, Public Policy co-chairs or members of the Leadership Team from the geographic region impacted. The communications will be according to the mission and strategic plan of GS1 Healthcare. When the association and/or regulatory topic is for a specific geographic area, the GS1 MO involved with this geographic area will take the lead in communications in collaboration with the Vice-President Healthcare and consistent with the GS1 Healthcare global mission and strategic plan.

GS1 Healthcare provides a neutral platform with its members in discussions between healthcare stakeholders and regulatory bodies.

Communication, with regards to GS1 Healthcare global marketing activities, shall be reviewed by the Leadership Team and in alignment with the GS1 branding guidelines. GS1 shall maintain the GS1 Healthcare website (_www.gs1.org/healthcare_), brochures, newsletters, etc.

10.3   Intellectual property

a.   GS1 owns the intellectual property rights in and to any and all information, analyses, documents, presentations and any other output, in whatever form, developed, drafted or produced by itself, its Affiliates and their respective employees, agents, officers or directors, for GS1 Healthcare (the "**GS1 Healthcare Materials**"). The GS1 Healthcare Materials include, more specifically, (without limitation) presentations, analyses, surveys, comparisons, information stored in the "Public Policy Database" and in the "Healthcare Provider Database" as well as other output on public policy matters of interest to the healthcare sector that are developed by GS1 (the "**Public Policy and Healthcare Provider Materials"**).

b.   GS1 grants to any and all Members for the duration of their membership in GS1 Healthcare a non-exclusive, non-transferable (except to an Affiliate), non-revocable, royalty-free, worldwide license, without the right to sublicense (except to an Affiliate), to use any and all GS1 Healthcare Materials, excluding the **Public Policy and Healthcare Provider Materials**, for internal purposes (the "**License**"). Any other use shall require GS1's prior written consent.

c.   GS1 grants to the Voting Members for the duration of their membership in GS1 Healthcare and all GS1 MOs a non-exclusive, non-transferable (except to an Affiliate), non-revocable, royalty-free, worldwide license, without the right to sublicense (except to an Affiliate), to use the Public Policy and Healthcare Provider Materials, for internal purposes (the "**Public Policy License**"). Any other use shall require GS1's prior written consent.

d.   For the purpose of this Charter, "**Affiliate**" means, with respect to a particular person, any entity that directly or indirectly controls, is controlled by, or is under common control with such person.

e.   For the purpose of this Charter, "**use for internal purposes**" shall mean use within the Member's own organisation and/or use that is not directly (e.g selling the Public Policy and Healthcare Provider Materials) or indirectly (e.g. copying the materials in the Member's own promotional materials) intended for or directed towards commercial advantage or monetary compensation.

f.   When using the GS1 Healthcare Materials or the Public Policy and Healthcare Provider Materials Members and/or Voting Members shall ensure that GS1 shall be credited as the author of these materials.

g.   **Examples (for illustration purposes only)**:

   –   There is no need to ask for GS1's permission to share the existence of a draft (or that draft itself) of a new regulation as this information is not developed within GS1 Healthcare and, in any case, it is likely to be in the public domain.

   –   There is no need to ask for GS1's permission to share a position paper within one's own company (or group of companies) or with other companies or third parties to socialise the position set out in the paper. If the company quotes the paper in a document, then it should indicate the source as being GS1. If the company shares only extracts of the paper

with another party, it should make sure the other party is aware that GS1 is the author of the position paper.

– There is no need to ask permission to share a document available on the "Public Policy Database" containing a public policy analysis within one's own company or with other companies, unless the purpose is to gain compensation out of sharing the document. In that case, GS1's permission is needed.

– It is not allowed to copy slides or documents (or extracts thereof) into a company's own marketing material (which is aimed at generating commercial advantage) without GS1's permission and without quoting GS1 as the author.

10.4 Amendment.

This Charter may be amended or modified only by the Leadership Team in accordance with the decision-making process set out in section 5.5.2 above. Upon such amendment or modification, all GS1 Healthcare Members will be provided with the latest version.

10.5 Applicable law – jurisdiction

This Charter and, more generally, all matters relating to membership in GS1 Healthcare shall be governed by Belgian law (excluding any conflict of law provisions), and, as regards any claims against GS1, the competent court of Brussels, Belgium (French-speaking chambers) shall have exclusive jurisdiction.

A   Code of Conduct

A.1   Principles

One of GS1 Healthcare's greatest and proudest strengths is the rich diversity of people and businesses that work with the organisation and attend meetings. We recognise that, not everyone is used to working in such a diverse group, and therefore draw your attention to basic principles and standards of behaviour that apply to all meetings.

Comments on the following subjects may cause offense and are not acceptable, however intended:

- Race, national identity, national language or nation of origin. All races and nations are equal at GS1 Healthcare;

- Age, gender, sex, or sexuality. Men and women of all ages and backgrounds are treated as equals;

- Disparaging remarks about companies, types of companies or industries. We welcome all types and sizes of enterprises from all industries.

GS1 Healthcare is a place where buyers and sellers meet, however:

- Presentations and remarks may not promote or attempt to sell a particular company, proprietary product or product type, implicitly or explicitly;

- These are strict networking opportunities and should not be used to conduct company business or sales opportunities. Therefore, please arrange a private follow-up visit outside of times organised for breaks and social gatherings if you choose to engage in company business matters;

- GS1 Healthcare depends on a constructive spirit of innovation. You are welcome to be as positive or sceptical as you like about prospects, but you should respect the views and credibility of others, especially those with credentials and training in their field. Do not denigrate individuals or their ideas just because you disagree with them about whether or not something is possible.

- GS1 Healthcare and its Members are committed to abide by the "Code of Conduct and Conflict Management Rules" set out in Appendix M of the GSMP Manual, which shall be deemed part of this Code of Conduct and apply to any meeting of GS1 Healthcare.

A.2   Meeting Conduct

The work of GS1 Healthcare is primarily undertaken via either face-to-face or telephone-based meetings. These meetings have specific agendas approved or modified at meeting commencement.

To ensure these meetings are productive it is important that every attendee has the opportunity to put forward his or her perspective and input. In addition, it is important that once approved, the meeting agenda is followed.

The GS1 Healthcare Tri-chairs will monitor meeting activity to ensure that all stakeholders have equal chance to participate as part of discussions. They will also ensure the meeting agenda is respected.

In cases where the meeting has become unproductive, for example due to domination of discussions by a single participant or deviation from agreed agenda topics, the Tri-Chairs will stop the conversation and request adjustments to participant behaviour to reinstate a productive work environment for all.

Repeated breaches of this Code of Conduct may result in participant expulsion in line with section 5.4.

B   How to Use This Document – Document Conventions

MUST: This word, or the terms "REQUIRED" or "SHALL", means that the definition is an absolute requirement.

MUST NOT: This phrase, or the phrase "SHALL NOT", means that the definition is an absolute prohibition.

SHOULD: This word, or the adjective "RECOMMENDED", means that there may exist valid reasons in particular circumstances to ignore a particular item, but the full implications must be understood and carefully weighed before choosing a different course.

SHOULD NOT: This phrase, or the phrase "NOT RECOMMENDED", means that there may exist valid reasons in particular circumstances when the particular behaviour is acceptable or even useful, but the full implications should be understood and the case carefully weighed before implementing any behaviour described with this label.

MAY: This word, or the adjective "OPTIONAL", means that an item is truly optional.