

**ICS Board of Trustees Meeting (Company Number 03589542) and Conticom-ICS Ltd
Directors (Company Number 03687688) Meeting Minutes**

14-15 January 2012

Courtyard Marriott, Chicago, USA

Present: Sender Herschorn (Chair), Jacques Corcos, Mary Pat Fitzgerald, Katherine Moore, Sherif Mourad, Werner Schaefer, Ajay Singla, Masayuki Takeda, Adrian Wagg

In attendance: Dan Snowdon, Dominic Turner...

Friday 14th January 2012

1. Apologies for absence

SH welcomed the new and re-elected Trustees and thanked Dan and Dom for their support. SH announced that Dan's job title had been changed from Administration Manager to Administration Director. This now gives the office a director in IT and in the front office.

SH asked that the new Board and the office work as a team to make the ICS bigger and better.

2. Approval of Agenda

SH explained the importance of keeping to the agenda timings. SH then called for approval of the agenda. The agenda was proposed for approval by Katherine, seconded by Mary Pat, and consequently was approved.

3. Approval of 27 & 28th August 2011 Minutes

The Board discussed that it was preferable to display the summary minutes on the ICS website rather than the transcript.

Motion: For the August 27/28 minutes to have summary minutes displayed rather than the transcript.

Result: 9 agree

Motion carried

The outstanding action points from the minutes were discussed.

Motion: For a disciplinary committee to be created to investigate the behaviour of ICS member.

Result: 9 agree

Motion carried

Action Point 103: JC and AW agreed to take forward the investigation, and to provide conclusions by 15 March 2012.

The Education Committee deputy chair position was discussed. Nominations have been cast already and a vote will now take place. The term for the Deputy will be to the end of ICS 2012 (19 October 2012). SM suggested that a job description be created for the Deputy Chair. AW recommended that the suggested changes for the committee form the main remit of the Deputy.

Action Point 104: Voting to open in January 2012 for Education Committee Deputy Chair.

The minutes were approved.

4. Approval of 1st September 2011 Minutes

WS would like his objection to a point in the minutes noted, as previously discussed on the Board forum. An extra note will be added to the minutes outlining WS's objections.

Action Point 105: September minutes to be modified to include WS's objection.

The minutes were approved.

5. General Secretary Report

SH reported on his first few months in office. This included discussions with the office on day to day working, and how to manage decision making with the newly formed Board. A useful conversation was held with the Chief Executive of Kenes that will contribute to the ICS strategic process. SH visited the office on 16 December and met with all office staff. SH reported that Kirsty Sims and Chris Angle have resigned from the office, and Tracy Griffin has been awarded a permanent position as Administration Assistant. SH asked that the Board offer full support to the ICS office, as they are the backbone of the organisation.

SH presented some requests received for ICS involvement in courses, including funding requests, some of which would need to go to the Education Committee for approval.

SH reported on a meeting held with Pfizer to encourage their participation in ICS 2012; AW was also in attendance at this meeting. A decision from Pfizer is pending.

6. Finance Report of Treasurer

a. Update as of year-end position

AS reported on the draft financial figures up to the end of 2011. The office staff costs are split between ICS and Conticom. Legal and professional fees may appear high, although this does include the bookkeeper fee and the annual audit. The fellowship expenses are low compared to forecast as not all awards have been paid yet, these costs will now roll into the following year. The projected surplus for ICS 2011 was £200,000 in August 2011, but recently Kenes has confirmed that the amount will be above £400,000.

b. Projections for 2012

The projections for fellowship and award costs are again high, as unpaid awards are carried over into 2012. AS broke down where the ICS funds are held, and what investments are live. The projections for 2012 estimate a use of reserves to approximately £170,000. This is necessary in order to meet the auditor's recommendations and the ICS reserves policy of holding two future years' running costs and £100,000 for unforeseen costs. The Board discussed investments, with previous financial advice being that bonds were the safest option. Longer term investment options will be considered as part of the strategic process. DS recommended that the Board have confidence in the finances of the ICS, particularly for the next two years.

The financial reports were approved.

c. Committee budget requests

The budget for the Children's Committee was approved.

The Continence Promotion Committee included a request for an interim meeting during EAU in February in 2012 and for a site visit to Beijing to investigate the organisation of the 2012 public forum. More information was requested on both items.

Action Point 106: ICS office to contact CPC Chair to ask for more details on the budgetary requests.

The Education Committee was asked to provide a more detailed budget each year, outlining a strategy for the expenditure. AW noted that the revised structure of the committee will allow for a more detailed budget to be presented for 2013. The budget for education courses was approved at £92,000, with a further £8,000 allocated for the committee's workshops review meeting.

The Ethics Committee request for workshop speaker costs was not approved, pending further information.

Action Point 107: ICS office to contact Ethics Committee chair to ask for more details on the budgetary requests.

For the Fistula Committee, two fistula workshops and one small mid-term meeting was approved.

The Nursing Committee budget for teleconferences was approved, although the flight to the PACS course was not.

The budget for the Publications and Communications Committee had been pre-approved as the meeting will be held on 11 February 2012.

7. Task Force Recommendations

a. Awards

KM elaborated on the report. Honorary and Lifetime membership criteria needs to be more clearly defined. There is a lot of work involved evaluating the applications for awards, and this work needs to be aligned to particular groups. The Board discussed creating an Awards Committee but agreed to retain a small group at this stage. It was agreed that KM will lead on the awards process for the foreseeable future, and will report back to the Board. KM will co-opt other members to the group for one more year, and to provide a plan to sustain the work. If an Awards Committee is created at a later stage this should contain full representation. DS explained the extent of the work involved in administering the awards process. Dom will create an online system to facilitate applications and reviewing.

Action Point 108: SH, JC and KM to work on the terms of reference for a Grants and Awards committee.

Action Point 109: Dom to create an online system to facilitate applications and reviewing of awards.

b. Foreign Affairs

AS explained the affiliations process to the Board and outlined the success the ICS has in increasing affiliations in the past year. The ICS Meets Continence Societies event should run again, but with two hours allocated this time. Countries without a continence society should be encouraged and supported to create one. AS agreed to take forward the final recommendations from the task force report.

Action Point 110: AS to take forward the final recommendations from the task force report.

Action Point 111: ICS Meets Continence Societies to run again during ICS 2012. Two hours to be allocated. AS is lead contact.

c. Governance

Some of the recommendations from the report are incorporated later in the agenda. The plan for the CEO/Director post is on hold pending the strategic review process. JC recommended that SH compose a letter to the outgoing Governance taskforce to explain that some of the final proposals are on hold for the time being, including the CEO/Director appointment.

Action Point 112: SH to compose a letter to the outgoing Governance taskforce to explain that the CEO/Director appointment is on hold until the strategic planning process takes place.

d. Industry

JC summarised the work of the taskforce, and strongly encouraged closer links with industry. JC feels strongly that the direct contact is the role of the ICS General Secretary. SH outlined the importance of closer links with industry, albeit through ethical means. Revenues should be gained through means other than the annual meeting.

e. Meetings

AW recommended that the trustees should all be responsible for the annual meeting, and accordingly a specific taskforce might not be necessary.

f. Scientific

JC explained that this taskforce was created to ensure the ICS considered research, to foster networks and to evaluate the scientific activities of the ICS. The taskforce was very productive, although a lot of work still remains. SH recommended the research awards be brought into the forthcoming awards committee.

SH thanked all those involved in Taskforces for their important work and recommendations.

8. ICS 2011 Evaluation and Discussion

AW presented the survey results from those who did, and did not attend the ICS annual meeting in Glasgow. Some concerns were perhaps limited to Glasgow and the structure of the venue. There were some issues with the AGM and the Annual Dinner was not received entirely satisfactorily. Some comments were made that the Board should be more available, and not in meetings for the majority of the congress. The feedback will be taken into account for future annual meetings. No major concerns came out of the non-attendees' survey, with most delegates generally happy. The educational component of the meeting was regarded as a major draw. Timing, geography, and a mix of specialties would influence the decision over whether to attend an annual meeting. Suggestions for improvement included: more faecal incontinence, more childcare, lower cost, and feedback from the scientific committee abstract rejections.

The Board agreed to consider alternative methods of meeting during the congress, as there were now so many committee, Board and ad hoc meetings that staff and those in official positions were not able to attend or experience much of the congress. The Board agreed to hold the Trustee meeting all day on the Saturday preceding the meeting and the majority of committee meetings would be held on the Sunday, rather than the Monday and Tuesday. The Board could possibly also meet after the meeting. The meetings would also need to be shortened. One night hotel could be covered for committee members who need to arrive earlier to attend the Sunday meetings.

Action Point 113: The timing of the meetings during the annual congress to be amended, with the Board meeting on the preceding Saturday and the majority of committees moving from Monday and Tuesday to the preceding Sunday.

AW suggested the Board consider the survey results in combination with the recommendations from Dan Rivlin (CEO of Kenes International).

9. Annual Meeting Documents for Review

AW referred to the draft annual meeting guideline updates in the meeting papers. The Board discussed the allowances for the Scientific Committee. Lodging and travel will not be offered for state of the art lecturers who are ICS members. State of the art lecturers who are not ICS members will receive accommodation one day either side of their lecture; three nights total. JC clarified that the annual meeting chair and scientific chair do not necessarily need to be a Urologist or a Urogynaecologist.

Action Point 114: Lodging and travel to not be offered for state of the art lecturers who are ICS members. Lodging will not be offered to Scientific Committee members or Committee Chairs.

Action Point 115: AW to update the annual meeting guidelines and distribute to the Board for final comments.

10. Update on ICS 2012, Beijing

DS outlined that negotiations for the venue cost are ongoing. Limin Liao is assisting Kenes in order to achieve a more competitive price. The Board discussed the importance of achieving a suitable rate, even if this might mean moving to a different city. The negotiations will continue, with Board support as required. Kenes will keep the Board well informed of developments.

There is a trend for industry to support less travel for delegates. This will be further limited for ICS 2012 as the SIU and IUGA meetings are quite close to the ICS date. SH will work directly with Kenes to communicate with industry regarding involvement in ICS 2012.

11. Changes to Articles and Bylaws

AW stressed the importance of explaining the function of the AGM to the membership. This is not an opportunity for policies to be amended at the AGM, nor for a question and answer session with the Board. Decisions usually cannot be reached on the spot, and the AGM acts as more of a ratification process.

WS recommended that 2-3 trustees review the articles and bylaws and consider each area thoroughly in order to remove any inconsistencies. DS reported on a meeting with the solicitor, where possible changes to the articles and bylaws were discussed. WS felt that many inconsistencies remained and had increased since the recent changes made at the 2011 AGM. The solicitor felt that the recent changes had actually improved the documents, and removed many inconsistencies.

The Board discussed how the General Secretary-Elect would be appointed, with further clarification being necessary on how the post holder would be ratified as General Secretary. AW proposed that WS produce an edited version of the articles and the bylaws. WS agreed, and asked for two other trustees to assist in the drafting. SM, KM and AW agreed. SH clarified that the mandate is not to create new articles/bylaws, but to revise and clarify the existing documents.

DS mentioned the importance of timing as the nominations for the vacant trustee position would close on 1st April 2012. The process for appointing this trustee would use the two stage process, that

many found confusing in 2011. Our current articles and bylaws stipulate this process, and it would therefore need to be repeated in 2012. DS recommended that the new review group create a terms of reference and set deadlines and create a step by step process. The membership should also be well informed of changes that are made, and given early explanations as to why they are being made. This should avoid some of the difficulties encountered in 2011. AW acknowledged that the previous Board had agreed to communicate future changes to the membership clearly, and inclusively.

DS reminded the Board that any changes in articles or bylaws would require a Board meeting in order to approve the changes. This could be done in writing outside of a formal meeting, but only if 100% of the Board were in agreement with a change.

Action Point 116: WS, KM, AW and SM to provide revisions to the articles and bylaws by the end of February 2012.

The Board discussed representation on the Board in light of comments made by the membership at the 2011 AGM. WS felt this was near impossible to achieve satisfactorily. AW suggested to reserve a space for a candidate from the Nursing and Physiotherapy representatives. If agreed, this would require a article or bylaw change. Consideration must also be given whether to expand the size of the Board to accommodate the reserved position or positions. SH summarised that positions would be reserved for certain positions, and which positions would be agreed via the Board after further consideration. JC and MPF will draft an article change to address the composition of the Board. DS clarified the deadline for trustee nominations was April 1st, and if the article change was agreed after this date then the new trustees would not take office until the 2013 AGM. The Board agreed to work quickly to allow for the new composition to take effect as of the 2012 AGM. DS reminded the Board again of the need to confirm any article change by a Board meeting, or in writing with 100% approval.

DT reminded the Board that they had indicated at the 2011 AGM that the membership would be kept well informed of developing governance discussions.

Action Point 117: JC and MPF to draft an article change to address the composition of the Board. Wording is required as soon as possible so the change is effective for the 2012 elections.

Saturday 15 January 2012

12. Update from Teleconference with Dan Rivlin

SH presented the discussion paper received from Dan Rivlin. This included targets for the ICS, and areas to consider, such as the importance of where the annual meeting is held. The ICS could consider rotating the continents in which the annual meeting will be held. The structure of the annual should also be considered, as this has significant cost implications. Closer links with industry is vital given the changing landscape of financial support, e.g. direct sponsorship of delegates has dropped from 39% in 2008 to 28% in 2011. The local organising committee could be better utilised. The Board discussed whether the ICS should develop a congress meeting planning arm, although this would necessitate a significant expansion of the office.

JC recommended the ICS and Kenes work closely together to ensure a target surplus amount per year, and to consider the arrangements necessary to achieve this. JC also reminded the Board that a membership survey in 2008 showed that the membership was happy with how the annual meetings were currently chosen. The Board was encouraged to invite promising bids for ICS 2016.

SH recommended that the suggestions in the paper be considered under the forthcoming ICS strategic planning process.

13. and 14. ICS Strategic Planning Process

SH presented draft costs for a full strategic planning process. The process would involve a formal consultation with the Board and ICS membership, and the close involvement of an experienced consultant. The consultation period would culminate in a one to two day workshop which would feed into a comprehensive paper to outline a five year strategic plan for the ICS. SH noted that each decision should be arrived at by consultation and careful thought.

The Board viewed estimated costs for the process. WS recommended that the ICS consult with opinion leaders in the field, and that the Board could primarily manage the strategic process without assistance from outside consultants. Other Board members felt it was vital to have the involvement of a consultancy agency. The strategic plan should be broad-based and indicate where the ICS will go in the future; how will it grow, improve, increase and maintain revenues, better represent the membership and so on.

Motion: To solicit bids from a consulting company regarding the strategic planning process.

Result: 9 agree

Motion carried

KM felt it was important for the consultant to have some knowledge of UK charity law, but it is more important the company chosen has the appropriate skills to facilitate this type of process. SH agreed to contact the SIU for feedback on their strategic planning process experiences. AS will contact AUA.

AS, AW, KM and SH will produce a 1-2 page summary paper explaining the business of the ICS that will assist in the solicitation process for consultants. This group will also interview the candidates by telephone. The timeline for the process would ideally be for the workshop meeting to be held in late August or early September.

The membership survey should only be distributed after the consultant was hired, as their advice would be vital in its preparation.

Action Point 118: AS, AW, KM and SH to produce a 1-2 page summary paper in February explaining the main business of the ICS.

15. ICS Staffing

IN CAMERA

Action Point 119: DS and DT to recruit a new Projects and Events Coordinator.

16. Trustee Handbook

Jane Meijlink, Katherine Moore and Ted Arnold had produced the latest draft edits, with KM offering particulars thanks to Ted for his valuable input. DT reminded the Board that the ICS solicitor had confirmed that a trustee's duty is set, and not agreeing the handbook would not absolve the Board of any responsibilities. KM explained that the handbook is a guideline for trustees to follow and to remind them of their responsibilities.

Motion: To express thanks to the trustees who had worked on the document and to approve the handbook.

Result: 8 agree, 1 abstention

Motion carried

JC highlighted that the code of conduct section was particularly important. KM invited any final changes to be sent to her by 25th February 2012. KM would then produce a final document.

Action Point 120: Board members to pass any final comments on the Trustee handbook to KM by 25th February. KM to then produce a final copy of the handbook and distribute to the Board.

17. Travel Policy

SM asked for the policy to be discussed again, in light of increasing flight costs and the need for comfortable travel over long distances. SH suggested the 8 hour airtime limit for higher class funding should be lowered. WS felt that comfort was particularly important for overnight flights, and another factor to consider was the weakening of the pound.

JC and SH stressed the importance of knowing how much more cost the ICS would incur if the travel policy were raised. AW agreed, and noted that flight costs could be considered in each case under exceptional circumstances, so there was no need to change the funding ceiling. Instead, AS and SH could consider exceptional circumstances more regularly. WS would like to see each participant commit to a maximum level of flight cost.

DS pointed out that allowing individual circumstances for every flight would take up a great deal of time, and could cause dissatisfaction among members.

Action Point 121: AS to bring a proposal to the Board for a reasonable flight reimbursement scheme for the Board and other ICS speakers.

18. ICS Editor funded for travel and hotel to annual meeting

DS explained that the editor, Jane Meijlink used to receive funding to attend the annual meeting as she held the position of trustee. Now Jane's term has ended she requires funding to attend, as she does not receive any direct sponsorship. It is very important for the ICS News editor to be present at the annual meeting, and this proposal has the backing of the Publications and Communications Committee Chair. DT clarified that the request was not specifically for Jane, but for the position of ICS News editor. The support would include travel, allowances and accommodation. The funding would come via the annual meeting budget.

Motion: To fund the ICS News editor for travel and hotel costs for the annual meeting. Costs to be attributed to Conticom via the annual meeting.

Result: 9 agree

Motion carried

19. Review of Education Committee

AW outlined the amendments to the terms of reference for the Education Committee. This would create four subcommittees, to deal with education courses, e-learning, trainees, and educational quality. WS added a possible fifth, to oversee the development of Urodynamic courses. AW defined a trainee as a nurse or a physio who has their degree, but is within two years of qualification. Each of the subcommittees should have a trainee member on board to ensure closer links with junior ICS members. The perspective of trainees is important and the ICS needs to do more to engage with

them.

AW outlined that what the Education Committee really needs is a strategy. For instance, there are 21 expressions of interest already for add-on courses and guest lectures in 2012, but no process or consideration of why the committee should choose one area over the other, or what the educational priorities might be. AW is also concerned that the proliferation of add-on courses could fail to reach the audience the courses were originally designed to reach, in terms of offering cheap, basic standardised education to trainees. The guidance for this strategy should come from the Board, but can also be developed within the Education Committee. The principles of this should be worked on in 2012 by the committee.

ICS Education Courses at the annual meeting must also be better defined, an ICS core curriculum of sorts. This will be considered under the new subcommittees. KM asked about evaluation, and if this should be given higher priority in the terms. AW will look at this again.

The Board clarified that the ICS does not routinely pay for the travel of speakers unless they are labelled as official ICS guest lectures, and the education committee has a say in the topic and where the presentation will take place in the programme.

The Board discussed accreditation of courses and if the ICS could charge for doing so. This would be further discussed under the strategy process.

AW requested the Board's approval of the restructure and terms of reference of the Education Committee.

Motion: To approve the restructure and terms of reference of the Education Committee as per the papers in the agenda

Result: 9 agree

Motion carried

20. Contract with PCO

DS explained that the Kenes contract is up for renewal after ICS 2013. The contract runs for three years and is not renewed automatically. The ICS will ask for tenders from other companies to ensure that Kenes continues to offer the best deal. The negotiations should begin in 2012. A group of trustees will look into contract renegotiations.

Action Point 122: AW, SM, MT and AS to form a PCO trustee taskforce to look at the Kenes contract and consider alternative options well before the contract ends.

21. Lifetime Achievement and Honorary Membership Awards

KM asked the Board to consider how to better define the criteria for lifetime and honorary awards. KM will present a proposal to the Board some time after the meeting.

The Board considered the applications for lifetime achievement awards. It was clarified that the awards were for lifetime achievement; not necessarily within the ICS. The terms may be defined pending KM's forthcoming proposals.

The Board will vote on the applications via the discussion forum

Action Point 123: Board to vote on the lifetime achievement applications via the forum.

SM left the meeting

22. ICS Disclosure Policy

DT presented the full disclosure system on the ICS website. This was originally produced by the Ethics Committee and should now be formally approved by the Board. The original report is under the Ethics Committee folders from 2006. The Ethics Committee will then review and formally present the report for approval by the Board.

Action Point 124: DS to distribute the disclosure policy report to the Ethics Committee Chair for review and subsequent approval by the Board.

23. NUU Abstract issue

WS proposed reducing the length of the text by reducing the standard questions following each abstract as the answers were not always meaningful. DT explained this came out of a long process by the Ethics Committee, so the Chair should be contacted to review the questions.

Action Point 125: SH to initiate contact with the Ethics Committee Chair to ask him to update the recommendations on what should appear in the abstract issue.

24. Permanent Nurse and Physiotherapist position on the Scientific Committee

The Board discussed the composition of the Scientific Committee.

Motion: Scientific Committee terms of reference to be edited to include at least one allied health representative as part of the local organising committee's Scientific Committee representatives. This will not increase the total size of the local organising committee.

Result: 9 agree

Motion carried

Action Point 126: KM to edit the Scientific Committee's terms of reference to include at least one allied health representative as part of the local organising committee's Scientific Committee representatives.

It is preferred that the specialty of the local organising committee's allied health representative differs from that of the elected allied health Scientific Committee member's.

25. New Business

NUU Contract

AW reminded the Board that the ICS has given Wiley notice of non-renewal when the current contract ends. The Board needs to consider renegotiation of the contract well in advance of the end date. A formal legal review would be undertaken by the ICS solicitors.

Action Point 127: AW and DS to check the current Wiley contract terms, including contract end date, and report back to the Board.

Basic Pharmacology

DT did some analysis and highlighted a declining trend of basic pharmacology submissions. The Board was asked to consider ways to encourage more submission, including a possible award.

Next meeting

The next meeting is scheduled to be at ICS 2012, although is likely to be before this date due to the strategic planning process. KM suggested that SH choose a date for the Board to meet.

Action Point 103: JC and AW agreed to take forward the investigation, and to provide conclusions by 15 March 2012.

Action Point 104: Voting to open in January 2012 for Education Committee Deputy Chair.

Action Point 105: September minutes to be modified to include WS's objection.

Action Point 106: ICS office to contact CPC Chair to ask for more details on the budgetary requests.

Action Point 107: ICS office to contact Ethics Committee chair to ask for more details on the budgetary requests.

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Action Point 110: AS to take forward the final recommendations from the task force report.

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Action Point 122: AW, SM, MT and AS to form a PCO trustee taskforce to look at the Kenes contract and consider alternative options well before the contract ends.

Action Point 123: Board to vote on the lifetime achievement applications via the forum.

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