

ICS Board of Trustees and Conticom-ICS Ltd Directors Meeting Minutes
Saturday 13 October 2012, 09:00 – 17:00
Meeting Room 2, Intercontinental Hotel, Beijing, China

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

In attendance: Dan Snowdon, Dominic Turner, Avicia Burchill...

1. Take Board photo

2. Apologies for absence

Jacques Corcos due to visa issues – arrives Sunday. Adrian Wagg - arrives Sunday

3. Approval of Agenda

Motion – all in favour

4. Matters arising from Board Minutes, 14-15 January 2012

Action Points Outstanding/to be raised

AP 124: disclosure policy to be reviewed by Ethics Committee

DS explained that the Ethics committee has not actioned this – the Board questioned their lack of activities and results. SH will discuss this issue with them as he is attending their committee meeting on Sunday.

Matters arising from Board Minutes, 7 September 2012

Action Points Outstanding/to be raised

DS confirmed that the Board meeting will be held 11-12th January 2013, probably in Chicago or Toronto. Other suggested venues were discussed and costs will be reviewed by the office and the Board advised.

5. Approval of Board Minutes, 14-15 January 2012

Motion to approve minutes

AS proposed

KM seconded

Result: all in favour

Motion carried

6. Approval of Board Minutes, 7 September 2012

Motion to approve minutes

SM proposed

MT seconded

Budget for 2012 will be discussed later with Kenes representative

Result: All in favour

Motion Carried

SH mentioned that Allergan would be invited for a short discussion during the Board meeting to improve relations and open discussions for future ideas and concepts.

7. Summary of progress to date on Board actions

The Board actions were reviewed

DS explained that Egidija Nielsen has not been in contact with the office since the communication. AS asked about the Educational Quality subcommittee – it was agreed to discuss this with Adrian present. KM asked that when it is discussed that we talk about the terms of reference.

KM explained that the terms of reference for awards and grants committee will be circulated post meeting. Will also be discussed later on in the agenda.

Decisions made on Board discussion forum

Each forum item was reviewed and approved as formal decisions by the Board.

Motion to approve forum decisions as Board decisions

KM proposed

SM second

Result: All in favour

Motion Carried

8. General Secretary report

SH explained that the 2012 report is currently in progress but he will include an update on the change in staff, the excellent Glasgow meeting, membership slightly down at 2841, lot of education courses and fellowship, the ICS affiliate programme is very strong (Japan). Embarking on strategic planning process. More Board teleconferences. KM suggested that the Board composition should be added to the report. SH agreed that the new Board has been cost effective and easy to manage. SH explained that he visited the office three times – two times were tagged onto European trips. AS asked whether anyone attended IUGA. WS heard overall that there was lack of US and European attendees. SM explained that meetings that are very far away are not so popular.

SH will prepare the report and will send it around to Board before AGM.

AS asked DS to summarise the current office staff structure. DS showed the ICS staff on screen and explained that the staff will be attending the Board/Committee Chairs' meeting on Tuesday. DT explained that Roger's role is now more focused on graphic design so there is no need to go to external agencies. But it's an even split to work on programming for interfaces and design work. Roger may not be able to attend on Tuesday as he is filming workshops. DT explained that the team has been gelling very well. DT also explained about ICS TV and the roving reporters for this annual meeting and the aim to try to get as much value from our staff this year. WS felt that this was a good concept and will provide a closer contact with the staff and the meeting. DT explained that Roger will be filming to then provide e-learning modules plus interviewing delegates on the ICS stand. This will all be very useful to advertise for the Barcelona meeting. Roger has been heavily working on the new website to make it very clean plus the ICI website on continence products.

KM praised the new team and states that she was really impressed with Sophie's responses. SH voiced his gratitude to the office and noted that that the office is working out really well and how trustees are very much in support of the office and thanked them for their hard work and diligence. MT asked more about the sponsorship webcasts. DS explained how sponsorship had worked for the webcasts in the past and how much it will be improved as in future it will all be through the ICS website now that it can all be done in house. DS and DT had prepared a sponsorship dossier for webcasting. This was presented to Astellas but not taken up in 2012. It is hoped Astellas or another

sponsor will take up this option for 2013. SH suggested that the education courses could be a sponsored webcast.

KM asked how the CME worked. DS explained the accreditation process for EU-ACME.

9. Finance Report of Treasurer

AS thanked DS and Nicola for preparing the accounts and the presentation slides.

a) Final Accounts for ICS 2011, Glasgow

AS went through the Glasgow accounts. Total revenues were £512,080. SM asked what the scientific services were. DS explained that the office prepare the scientific programme as Kenes do not include that in their services for the ICS. WS noted the technical costs of Glasgow compared to the Beijing meeting. DS explained that the issue with Beijing is the lack of income not the costs of the venue or technical costs, although venue costs are still high. Conticom costs were discussed as that includes the trustee and staff costs plus the scientific services. It was agreed that the capped social events costs was a good result. Overall annual meeting figures were discussed and a bar chart would be better to review. MF suggested to SH to mention at the AGM that Beijing will make a loss, although not to the ICS directly.

b) Financial Review, ICS and Conticom Annual Accounts, to 31 December 2011

The higher Publication of Research figure for 2011 is primarily due to an increase in costs as it includes the new awards and fellowships. The figure also shows a cost committed basis rather than cost spent, so includes all of the costs committed for the awards and fellowship from 2010 and 2011, although only a small amount of this has actually been spent so far.

c) Early financial projections for 2013-2016

Projected income is lower as we have fewer members in 2012. Income for Glasgow higher than expected, as discussed. Overheads were discussed and the reduction of the size of the Board can be clearly seen over the past 3 years.

Annual meeting projected income was discussed for the next 4 years – it's difficult to predict so far ahead but useful to view the indications. The Board was happy to see the projections go as far into the future as this. SH said there are challenging times ahead. DS explained that these predictions were also based on 5 education courses, fistula, cadaver course and 6 guest lectures. It was suggested that we do not run the £50,000 research grant. KM suggested we need to talk about this issue further when on the agenda. SH noted that because of the uncertainty ahead we need to consider the potential expenses. WS questioned the increase in overheads and DS explained that the strategy costs for 2012 are included. MT questioned the reduction of liquid assets. DS explained that we were over our reserves policy and the Board agreed to all the options in order to spend some assets. However we are still continuing with the spending, while absorbing the reduction of income from meetings. We are also getting less income to bring people to the meeting. The loss of one sponsor has largely caused the financial problem with the Beijing meeting. Overall culture of industry funding was discussed and the reductions are included in the projections.

Bastiaan Schot and Avital Rosen joined the meeting

BS explained that 1777 registered online and we are expecting some more Chinese delegates onsite. The annual meeting dinner was discussed and possibly increasing the number of tickets but Kenes explained their concerns about this. They will discuss with the local agency. Sponsorship revenues were discussed and how they have reduced over the years.

The budget was reviewed and the loss was discussed, currently expected at \$144,538 - a significant improvement from \$367,000 5-6 weeks ago. Hotel rooms were discussed and the rate of commission. BS explained that the current onsite issues are wi-fi and the lack of free access which was promised by the convention centre and lunch boxes for certain lunch time sessions.

2013 registration fees

Kenes suggested a 5% increase for registration fees. In Spain the annual meeting is liable for VAT 21% and almost one fifth of the revenues will be lost. VAT cannot be reclaimed on membership fees. It was agreed to show the figures to David Castro and then review again. SH suggested to pass on the tax onto the registrant. Kenes will prepare some other suggestions.

Bastiaan Schot and Avital Rosen left the meeting

10. ICS/Conticom account signatories

DS explained that we need to change signatories

Motion: NatWest account – remove Mandy Fader and add Sender Herschorn as signatories

MP proposed

KM seconded

Result: All in favour

Motion Carried

Motion: COIF account – add Dan Snowdon, Sender Herschorn and remove Dirk de Ridder, Werner Schaefer. Ajay Singla continues as signatory.

MP proposed

KM seconded

Result: All in favour

Motion Carried

ACTION POINT 130: DS to update signatories at relevant banks

11. ICS/Conticom investment strategy

DS explained that the bonds are due for renewal and that Natwest is not the best place for bonds now so need to look elsewhere. He outlined the COIF charity fixed interest fund which pays quarterly interest and has instant access. DS was suggesting, based on the advice of the ICS bookkeeper, to put half the investment funds into the COIF account. DS explained that this account had seen a positive return in the last five years and noted that as this is not a guaranteed return the funds could fall as well as rise. The remaining investment amount could be placed in the Santander 18 month bond which was recommended by our accountants, Goldwyns. The exact amount is to be confirmed with the Board following a discussion with the bookkeeper about cashflow. At this point it is known that a minimum of £500,000 can be allocated to non-accessible savings funds. DS explained that we can invest up to £1million and still have adequate cashflow. SH felt that the Board did not have sufficient expertise to make that decision. It may be time to look at financial advisors and it could be included in the strategic planning review.

Motion to place £500,000 in each of the discussed accounts

KM proposed

SM seconded

Result: None in favour

Motion declined

The Board felt that this was too much in one potentially very risky account

Motion to place £500,000 in 18 month bond with Santander

AS proposed

MF seconded

Result all in favour

Motion Carried

Motion to place up to 15% of the investment available - dependent on the cashflow – to be placed in COIF investment account. To be reviewed quarterly

SM proposed

KM seconded

Result: all in favour

Motion Carried

ACTION POINT 131: DS to ensure funds placed in relevant banks and bonds

Cornelia Haag-Molkenteller and Manuel Signori from Allergan joined the meeting

SH thanked Allergan for their continued support and looked forward to further the relationship in future years. CH explained the different functions of the company and how the development of drugs and marketing fit together. Tasks and budget are shared depending on the region. 2013 is a relaunch year so it will be big year including booth and symposium in Barcelona. CH also outlined that Allergan is committed to urology long term. SH asked whether there were any other areas that Allergan would be interested in working with the ICS outside the annual meeting. CH explained that regional smaller meetings would be of interest. SH explained about the ICS education courses. CC suggested combining with the AUA or EAU with their regional symposiums. WS explained about previous discussions about e-learning. MS said that that would be of interest to them. KM asked if there was everything that the ICS could improve in conference. CC on the drug development side if the ICS could develop questionnaires to use that would be useful as so many drug companies develop their own.

SH thanked them for their time and CH and MS left the meeting.

SH mentioned that Astellas could not attend but a meeting will be held later in the week. WS indicated that in the past there were some discussions with Allergan to do an e-learning project with them. SH explained that it happened through the Canadian Urology Association and it is up on their website. DT explained that we could not proceed with the project because Allergan needed the CME accreditation which needed to be done through a US or Canadian based institution which the ICS was not.

12. Membership Fee: to increase or not

SH explained that the current fee is £50 for full membership and £40 for affiliates. WS explained that SUFU now charges approximately \$200 and feels it's time to consider the ICS fee. KM explained that this was discussed in previous Board meetings and that she has always supported the increase to at least to break even with the journal costs. DS explained that the breakeven is now £79. In the face of increasing costs and in view of the contract with Wiley due for renewal, KM suggested an increase of the fee to £75.

A discussion was held as to how much to set the fees at compared to other societies.

Motion to increase membership fee to £70 and £50 for affiliates.

Proposed SH

AS seconded

Result: All in favour

Motion Carried

It was discussed to have tiers for students/nurses, etc but this is to be discussed during the strategic process. It was agreed to advise the AGM of the change and then increase the fee after that date.

ACTION POINT 132: Membership fee increase to be announced to the membership at the AGM and increase after the annual meeting.

13. Strategic Planning Process

SH explained that the adhoc strategy group talked on the phone to each company who placed a bid on running the ICS strategic planning. The committee selected one of the two companies; Compass Partnership. This was not only based on their cost, but the overall proposal, pre-conference call preparation, responses during the call, and their experience. George Levvy has been appointed as lead contact and SH has had a further conversation with him. He had some further initial questions for the Board to consider. However, SH wanted to detail the costs involved. The approximate cost of the consultant's time will be £19,680 and this should result in a short succinct report at the end of the process. SH asked the Board how to structure it and how to take it forward. MF suggested making an open call to join the committee. KM agreed that this should happen and it could easily be done via survey monkey. WS said that it should be open so that no one can complain. SH feels that the strategy group should be Board. MF felt strongly that the process should be open to invite more members. SH was worried that this would cause delays. DT suggested that you get people involved in webex – DS explained that it was suggested by the consultants that the group should be small – even smaller than the Board. SH suggested that the first thing to happen should be a questionnaire to the membership. KM suggested the 4 initial questions. SH suggested to include the topics i.e. an open question on governance – committee structure – Revenue and growth and the annual meeting. KM suggested that these should form an opening paragraph. It was agreed that the questionnaire should be developed by SH and KM and it should include a question to members to get involved.

SH explained that the Friday meeting of the Board meetings in January should be a strategic planning day and by that time we will have the membership responses to the questionnaire on board. SH asked the Board who should be involved in addition to the consultants. SH asked whether competing societies should attend. A discussion was held on this point but it was agreed to not include other societies. SM suggested industry should attend. SH explained that you could have an industry break out session and invite them just to that. MF suggested past presidents. It was suggested to invite them but they may not attend. It was discussed whether to invite Chris Chapple as editor in chief of NUU. It was agreed to invite Committee chairs. It was also discussed whether to invite Kenes to the industry section.

ACTION POINT 133: Sender and Katherine to work on the draft strategy questionnaire for the ICS membership.

14. Board composition

DS explained that we did not define what the Board composition should be. It was not put to the membership, although for 2012 we did appoint an Allied Health and a Gynecologist representative.

ACTION POINT 134: WS to review the articles and bylaws to identify specific problems, including the composition.

15. Board communication

DS explained how to get the Board more involved and keep them informed. WS suggested new technology using webex. SH suggested to have a webex/teleconference call in early December. KM felt that we should set the meeting dates in advance, approx. every 8 weeks. SH suggested 6 times a year for no longer than an hour.

ACTION POINT 135: DS to set up meeting dates in advance and arrange early December teleconference.

16. Annual Meeting Bids: more control over destination

SH felt that this issue could be part of the strategy planning. With reference to Beijing everyone had good intentions but it turned out to be a difficult venue whereas when we are in Europe or US then it is far more likely to be a success. However, we don't want to close out members from elsewhere. We need to come up with a formula to assist going to different venues. WS need to think about need for commercial success in meeting venues. WS noted that if you over-regulate it can cause more problems. SH said that this discussion needs to part of strategy planning.

ACTION POINT 136: Discuss annual meeting venue strategy at main strategic planning meeting.

17. ICS/ICCS meeting

SH explained that this meeting will be in June 2013. WS was tasked with organising it in conjunction with ICCS but they have made no contact with him. SH will become more involved and bring everyone up to date with it as soon as possible.

ACTION POINT 137: Sender to become more involved in the organisation of the ICS/ICCS meeting

18. Awards and Fellowships update

KM explained that due to the agreed increase from the Board the ICS was able to award 10 conference travel awards for 2012. The applications for fellowships were low but they were all awarded this year. We only had one application for the research grant. There is no awards committee and KM thanked the ad hoc committee made up of Board members for their assistance in reviewing the applications. Need to work on a better evaluation process and did not discriminate between the best and worst. A Terms of Reference has been developed and needs to be reviewed by the trustees. The awards were not well advertised but this year it has been well advertised at the meeting.

DS asked whether the awards committee needs to be finalised. KM would like to wait another year to see whether the governance strategy review could address this and whether the committee could take on further roles. SH asked whether KM happy to continue on this ad hoc basis – KM said she was.

DS questioned whether to cut the £50,000 research grant due to funding issues. WS felt that perhaps we should be more critical of the applications instead. SH said that it should advertised but not automatically issued each year. KM felt that the ICS should be supporting research. DS asked whether the ICS should offer a contracted suite of awards to offer £40,000 rather than the full amount of £110,000, as has been budgeted for in the past two years. SH suggested to limit the numbers or limit the funds spent. WS suggested that the current spending of £110,000 per year be targeted down to £80,000. In addition the Board will endeavour to get industry support in order to be able to offer more award and grants.

ACTION POINT 138: Overall spending on award and grants be reduced to £80,000 and Board will try to get more sponsored awards.

19. Wiley contract

SH explained that there will be a meeting this week and SH will report back to the Board.

20. Kenes contract

DS explained that the Kenes contract will end after the Barcelona meeting. There is the added complication of the IUGA/ICS meeting in 2015 where Kenes is not in guaranteed contract with ICS-IUGA. DS proposes to extend the contract for 1 year now to cover the 2014 meeting to then start tender process for a 3 year contract starting after the joint meeting in 2015. SH explained there will be a meeting with Dan Rivlin this week to discuss this. MF asked whether there were any changes that we wanted to implement to the current contract. DS explained there were no major changes required. DT suggested that we get the bidders to sign something to get the most commonly argued items down on paper before the meeting proceeds.

Motion to renegotiate the Kenes contract for 1 year for 2014 annual meeting

DS proposed

MF seconded

Result: All in favour

Motion Carried

ACTION POINT 139: DS/SH to take forward proposal to extend Kenes contract (*post meeting note – this was agreed by Kenes, with no changes to the terms of contract*)

21. Annual Meeting allowances

DT explained that State of the Art lecturers are given annual meeting allowances, while other plenary session speakers are not given anything – i.e. round table and debate speakers. MF asked how many this would include. DT said there would be approx. 10 extra. AS said they should receive the same as session chair/workshop chair so chairman's dinner at least.

Motion to treat plenary speakers as SOA and call them main plenary lecturers

DT proposed

MF seconded

Result: All in favour

Motion carried

Motion to give main plenary lectures who are members paid registration

MF proposed

AS seconded

Result: All in favour

Motion carried

All Main Plenary Lecturers should receive an invitation to the Chairman's Dinner but not the Annual Dinner.

WS questioned whether not to give main plenary speakers accommodation and travel. This was not agreed. DS also reminded that Board that from next year the scientific committee and committee chairs will not receive accommodation at the meeting (as per the Board agreement in January 2012).

ACTION POINT 140: Allowances chart on the annual meeting guidelines to be updated taking into consideration new allowances that SOAs should be renamed main plenary lecturers and that main

plenary lecturers who are members get their registration paid. Main plenary lecturers should not get Annual Dinner tickets

22. Scientific Committee Terms of Reference

KM has reviewed the TOR of the committee. KM asked the Board for approval for reducing the number of committee members and adding a physio representative. KM's argument is to remove a clinical representative as the scientific chair is usually clinically based. WS said that he is chair and is not a clinician. KM then suggested reducing the term of the chair to just 1 year post meeting rather than 2. KM also explained that there is pressure from the physiotherapy group to add a representative. WS said that you can argue that there are no physicians in there or an urodynamicist. DT said that you need to perhaps make them feel on board and you have to do this for political reasons. WS felt that you need to keep those with experience. DS suggested that you could possibly do without the extra clinical rep.

WS proposed that you remove the basic scientist. KM disagreed with this. DT suggested that the chair is only on for 1 year before and 2 after as this way we benefit from their experience. AS suggested just 3 years in total. KM noted the comments on continuity as there are no formal minutes to the meeting.

Motion to have a specific nurse and physio post on the scientific committee
<i>KM proposed</i>
<i>MF seconded</i>
<i>Result: All in favour</i>
Motion carried
Motion to ensure that there is at least one urologist and one gynaecologist on the committee
<i>MT proposed</i>
<i>MF seconded</i>
<i>Result: All in favour</i>
Motion carried
Motion to limit the Scientific Chair term office to 4 years, 1 year before, 2 after
<i>KM proposed</i>
<i>WS seconded</i>
<i>Result: All in favour</i>
Motion carried

KM will discuss record keeping with DT.

ACTION POINT 141: Terms of reference to be updated and website changed to reflect changes in Scientific Committee.

23. Global Forum on Incontinence

AW not present but report was presented to the Board. SCA would like the Board to seek endorsement for their events. It was felt that there was not enough information to make this decision and to carry forward this discussion when AW present. SH felt that concept of endorsement could be included in the strategy.

ACTION POINT 142: Carry forward Global Forum on Incontinence endorsement to next meeting.

24. Any Other Business

MF raised the issue of payment to Karl-Dietrich – SH explained that the ICS helped him with his travel costs as he was a key speaker in the scientific programme. MF said that Ed Stanford was going to raise the issue as Ethics Chair. WS explained there was a lot of time pressure to complete the programme and this was a major factor in Karl-Dietrich's funding. MF felt that she needed to raise the point at the Board level as she was not aware of the issue. DT explained that there are certain allowances and if they are outside of the normal allowances then it gets reviewed and approved by the treasurer.

SH explained that there was an AUA session with ICS – SH noted that it will happen again this year. The morning session is going to be science of measurement and he will make sure that a basic scientist will be invited and they are a member of AUA so it should be at no cost to ICS. WS questioned the agreement about ICS award winners being invited to AUA. SH confirmed this is the case.

KM raised the issue that in the code of conduct there are no points related to professional issues. KM suggested that perhaps the Ethics committee could review to include a general professional code of conduct and update.

Motion for Ethics Committee to review code of conduct to include general professional point and update generally

KM proposed

WS seconded

Result: All in favour

Motion carried

ACTION POINT 143: Ethics committee to be tasked with reviewing the code of conduct to include professional issues.

Date of next meeting: 11-12 January 2013, Chicago, USA

ACTION POINT 130: DS to update signatories at relevant banks

ACTION POINT 131: DS to ensure funds placed in relevant banks and bonds

ACTION POINT 132: Membership fee increase to be announced to the membership at the AGM and increase after the annual meeting.

ACTION POINT 133: Sender and Katherine to work on the draft strategy questionnaire for the ICS membership.

ACTION POINT 134: WS to review the articles and bylaws to identify specific problems, including the composition.

ACTION POINT 135: DS to set up meeting dates in advance and arrange early December teleconference.

ACTION POINT 136: Discuss annual meeting venue strategy at main strategic planning meeting.

ACTION POINT 137: Sender to become more involved in the organisation of the ICS/ICCS meeting

ACTION POINT 138: Overall spending on award and grants be reduced to £80,000 and Board will try to get more sponsored awards.

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