

**ICS Board of Trustees and Conticom-ICS Ltd Directors Meeting Minutes**  
**Saturday 12 January 2013, 08:00 – 16:00**  
**Courtyard Marriott Hotel, Chicago, USA**

**Present:** Sender Herschorn (Chair), Jacques Corcos, Katherine Moore, Sherif Mourad, Ajay Singla, Masayuki Takeda, Adrian Wagg, Alex Wang

**In attendance:** Dan Snowdon, Dominic Turner

- 1. Take Board photo**
- 2. Apologies for absence**

**3. Approval of Agenda**

Motion – all in favour

Strategy discussion

JC asked to discuss the Board's strategy day yesterday. SH summarised key points made on the day and referred to the flipchart notes written up by the consultant. JC noted that the session should have started with introductions and an outline of the day's agenda. The Board acknowledged what was a productive and enlightening day. The next step of the strategic planning process will be organised following the Board meeting.

**4. Matters arising from Board Minutes, 13 October 2012**

Action Points Outstanding/to be raised

AP 134: WS to review articles and bylaws to identify specific problems, including the composition of the Board.

AW had spoken to Werner in November and no progress had been made at this time. JC recommended that the process be restarted and that each article or bylaw change be considered by the Board on the forum. DS clarified that at this stage, any changes agreed by the Board would be likely to come into power at the 2014 AGM. SH explained that the Board is effectively the Articles and Bylaws committee and the documents should be periodically reviewed by this body. JC strongly recommended that the disciplinary procedure be reviewed and updated. KM reminded the Board that she had recently drafted a grievance procedure and this could be considered as guidance outside of the Articles and Bylaws.

**ACTION POINT 146:** Sherif, Adrian and Katherine to review articles and bylaws in general, particularly regarding any inconsistencies. Grievance procedure document to be reviewed, discussed and implemented. Review to be completed by April 2013

**Matters arising from Board Minutes, 3 December 2012**

No outstanding items

**Summary of progress to date on Board actions**

The Board discussed the progress of any outstanding items.

**Decisions made on Board discussion forum**

Forum decisions were 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**

#### **5. Approval of Board Minutes, 13 October 2012**

**Motion to approve minutes**

*SM proposed*

*AWang seconded*

*Result: all in favour*

**Motion carried**

#### **6. Approval of Board Minutes, 3 December 2012**

**Motion to approve minutes**

*AWagg proposed*

*KM seconded*

*Result: All in favour*

**Motion Carried**

#### **Approval of in camera Board Minutes, 20 December 2012**

**Motion to approve minutes**

*AWagg proposed*

*AS seconded*

*Result: All in favour*

**Motion Carried**

#### **Approval of in camera Board Minutes, 4 January 2013**

**Motion to approve minutes**

*AWagg proposed*

*AS seconded*

*Result: All in favour*

**Motion Carried**

#### **7. General Secretary Report**

SH reported on his January 2013 visit to the office where he undertook Dan and Dom's successful performance appraisals. Dan and Dom have appraised their respective employees. SH was aware of less budget available for 2013 but felt that this should not lead to cuts in the office. This is because activity is forecast to increase again in 2014 and a stable office structure is essential for this. DT pointed out that the current staff structure was functioning well collectively and individually. This was especially welcome after a turbulent two previous years. SH agreed with this point.

SH reported on a meeting with Pfizer as there is hope that Pfizer will attend ICS 2013. Discussions continue. AS has held talks with Coloplast, who have promised to be heavily present in Barcelona.

#### **8. Finance Report of Treasurer**

##### **a) Update as of yearend 2012 position**

AS presented slides summarising the year end position for the Board.

AW asked about the €100,000 scientific services fee paid to Conticom and if this reflected actual work done. DT explained that this fee was related to what Kenes would charge the ICS if they undertook the creation of the workshops and scientific programme. SH recommended asking Kenes their current rate for these services as it could be that the €100,000 requires an uplift.

**ACTION POINT 147:** Ask Kenes for their current charges for creating the workshops and scientific programme

JC noted that ICS bank charges of £7,395.98 seemed very high. DS explained that this figure included currency fluctuations as well as regular payments for credit card payments received by ICS members. DS noted that we have opened an American Express account which provides more competitive currency exchange calculations. JC asked that attempts be made to lower these bank charges and discuss options with the Honorary Treasurer.

**ACTION POINT 148:** DS to clarify the composition of the bank charges and investigate reducing the total cost.

#### **b) Projections for 2013 (including future view to 2016)**

DS explained the membership prediction number. This takes into account that the rise in prices may mean less members sign up but this is counterbalanced by more members signing up in order to receive the annual meeting discount for registering for ICS 2013.

Conticom income for 2013 will be far lower than usual as no surplus is expected from the ICS 2012 meeting. Conticom will still receive the €100,000 scientific services fee. The reason for the lack of surplus was excessive charges by the Chinese authorities and the convention centre, fewer delegates than normal and less support from sponsors. JC recommended that the Board carefully evaluate future annual meeting destinations and consider moving the annual meeting if a surplus was in any danger. This must be kept in mind for ICS 2014 as Brazil has more challenges than Barcelona. This will also be considered as part of the strategic planning process.

AS and DS presented the current projections for 2013 spending. Projections were made at 2011 and 2012 levels of spending.

Legal and professional costs were discussed. DS was asked to check with the current auditors if it was possible to have a lighter touch audit in order to reduce charges for 2013. This may be difficult for 2013 but DS will investigate. DS explained the difference between the ICS bookkeeper and the ICS accountants.

**ACTION POINT 149:** DS to speak with the ICS accountants to see if charges can be reduced for 2013 and if a lighter touch audit is possible. DS to check if other firms are able to offer Goldwyn's professional services at a lower price.

AW asked if premises running costs would increase. DS explained that in 2012 he had negotiated a new 5 year lease with the landlords and ensured that the rent costs would not increase above the current rate. The Board then discussed inflation rises for staff. DS clarified that this was considered annually by the General Secretary and Honorary Treasurer, and was not automatically given.

Projections for 2013 to 2016 were considered. The 2015 scientific services fee should be removed as IUGA will receive this fee for the joint meeting in Lyon. DS agreed to remove this figure from the projections. At current spending levels the society would be in deficit by 2016. DS reminded the Board of the historical reasons for this level of spending. The auditors urged the Board to spend

financial reserves as the previous levels were increasing, not decreasing, and this goes against the ethos of a charity and did not meet the reserves policy. Therefore the Board of the time designed a suite of awards and fellowships and increased education course and committee funding in order to spend more charitable funds and have the charity meet the recommendations of the auditors. The finances are now at the appropriate level and in light of no ICS 2012 surplus the Board needs to carefully consider 2013 spending.

JC felt strongly that Kenes must get near final quotes for the annual meeting at least 8-9 months before the annual meeting. DS showed the Board the latest ICS 2013 budget and registration price scenarios.

DS displayed the detailed 2013 budget for the Board and ran through each expenditure item in order to reduce the deficit for the year. The Board agreed to continue with the strategic process as this was especially important given the need for diversification of income. The Board agreed to stop printing of membership packs and ICS Newsletters. The ICS Newsletter will now be offered as a digital version to all valid members. Electronic media will be the sole ICS method of communication for members. Those members without email addresses will be contacted individually.

The Board reviewed Awards and Fellowship budget for 2013. It was agreed to only offer the conference travel awards, up to £5,000. The Board and office discussed having more awards and fellowships sponsored through industry. The lifetime achievement award will not be awarded in 2013.

The Board asked if staff members could be trained to take on appropriate bookkeeping activities. This will be investigated. The Board was encouraged to consider ways to increase income as well as making budget cuts.

### **c) Committee budget requests**

#### **Education Committee**

£52,500 was awarded for 2013 educational courses and guest lectures. £21,800 has already been pre-allocated. This was a reduction from an original request of £110,000. JC asked that the committee consider how to better evaluate the effectiveness of the add-on courses as it seems that the original mission of education courses reaching less advantaged medical professionals is not always met. A strategy for the courses is also necessary. DT suggested the committee consider making more use of webinars in place of guest lectures.

#### **Continence Promotion Committee**

The committee asked for a full mid-term meeting to discuss strategy for the coming months and years. The Board turned down the full request of up to £29,550 and recommended electronic media is used. The Board agreed funding of \$2,000 for the Chair to attend AUA in order to meet with those CPC members present. Funding for the public forum must now come from sponsorship and not the ICS. DS will check what restricted funds the CPC have remaining.

#### **Ethics Committee**

The Board asked that speaker requests be made as need arises rather than approval in advance.

#### **Fistula Committee**

From an original request of £43,600 the Board approved budget of £12,000 for 2013. The majority of this budget will be used to fund one Fistula Workshop. SM will attempt to raise more revenues so the course can still run at full capacity.

### **Nursing Committee**

The Board turned down a request for funds for an extra day for a committee meeting prior to ICS 2013 beginning and a working group meeting. The Board would like to see more outputs from the Nursing Committee. This should be possible without physical meetings.

### **Publications and Communications Committee**

Mid-term meeting costs of £19,000 were approved in late 2012. KM confirmed that not all budget would be used as not all attendees can be present.

In total committees were awarded £85,000 out of a total summary request of £221,000

#### **Motion to approve 2013 budgetary decisions**

**AWagg proposed**

**JC seconded**

**Result: All in favour**

**Motion Carried**

### **9. ICS/Conticom investment strategy**

DS explained the current scenario given rate changes since the last meeting. The Board agreed to invest 85% of investable income into a 12 month Santander Bond and 15% of investable income into the CCLA fund (that can shrink as well as grow, but has performed strongly in recent years).

**ACTION POINT 150:** DS to check investable income and then invest 85% in the 12 month Santander Bond and 15% in the CCLA fund (as agreed during the Board meeting in Beijing).

AW asked if we could gain a better rate for the ICS Canadian dollars. DS explained that the bookkeeper monitors currency rates and will make transfers if profitable transfers can be made.

### **10. Honorary Treasurer approval of Education Committee spending**

AW recommended that once the Board had approved Education Committee budget the committee can agree expenditure. Budgets must still be prepared by the office and be agreed by the Chair. This is necessary for cost control and so the Education Committee is aware of remaining funds. The office will involve the Honorary Treasurer as necessary, or if extraordinary items are included. This was agreed.

### **11. Financial monitoring**

The Honorary Treasurer will receive period updates on ICS spending and income. DS confirmed that the bookkeeper will be preparing more regular finance reports from January 2013 and these will be shared with AS. DS will notify AS if there are any areas of concern.

### **12. ICS 2012 Evaluation and Discussion**

DS explained the lengths the office goes to in order to ensure thorough evaluation of the annual meeting. These include an internal office evaluation meeting, a day with senior Kenes and Office staff, evaluations for workshops, special sessions and new initiatives, and the Kenes post-annual meeting survey. This in-depth process was implemented for ICS 2011 and recommendations directly contributed to smoother processes and organisation for ICS 2012. Similarly, lessons learned from ICS 2012 will be used to improve the experience of ICS 2013 and beyond.

DS presented slides showing the results of the Kenes post-annual meeting survey. Full results are available on the ICS website. Full results were shared with ICS members.

### **13. ICS/ICCS Meeting**

SH updated the Board on current arrangements, which are proceeding well. The ICS could make some surplus funds out of the meeting if it is successful. The ICS office will help to promote the meeting.

**ACTION POINT 151:** ICS office to help promote the ICS/ICCS meeting.

### **14. ICS Elected Positions 2013: Clarification of Understanding**

DS asked if the Board understanding was that the General Secretary-Elect (appointed 2013) would be automatically appointed as General Secretary in 2014. The relevant section of the Articles was read out. The Board agreed that the General Secretary-Elect would be automatically appointed as General Secretary in the following year. DS recommended that this be made very clear to all persons applying for the position and to voters online and at the AGM.

### **15. Annual meeting: length of meeting; workshops programme; allowances**

AW proposed that the Board reduce the length of the ICS meeting by moving the Physiotherapy Round Table and Nurses' Forum from the Sunday to the Monday. Committee meetings would move from Sunday to Monday or Tuesday, and fewer workshops would be chosen. The Board meeting would run on the Sunday. This would save costs and reduce the overall length of the annual meeting, which would be seen as favourable given busy diaries. Committees would not need additional hotel cover too. DS explained that Kenes had evaluated workshops and shown that they are not profitable to the ICS in the current format. DS noted that this would mean that the Board and committee members might be less able to attend workshops, which was why Sunday committee meetings were brought in for ICS 2012. Careful scheduling would facilitate the best possible programme. The Board will consider changing the future annual meeting days to cover a weekend.

**Motion to change the length of the ICS annual meeting to 5 days, Monday to Friday**  
**SM proposed**  
**AS seconded**  
**Result: All in favour**  
**Motion Carried**

Accommodation allowances for the Scientific Committee were discussed following a challenge and request by a Scientific Committee member. The Board was sympathetic but considering the budget challenges of 2013 it was not possible to reinstate 5 days of accommodation allowance for each Scientific Committee member as this could exceed £6,500. The Board will write to the Scientific Committee outlining this decision and will reconsider this for 2014.

**ACTION POINT 152:** Accommodation allowance for Scientific Committee at annual meeting to be considered for 2014.

Registration prices for ICS 2013 were discussed. As VAT in Spain is 21% and the ICS has not made a notable increase in four years the Board agreed an increase of 20%. DS will inform Kenes of this decision. The discounted rate for non-member nurses and physiotherapists was removed, yet the discount for member nurses and physiotherapists was retained.

### **16. Awards and Fellowships update**

This item was covered during the earlier finance decision.

### 17. Staff attendance at Education Courses

DS and AW outlined the importance of strategic staff attendance at certain courses, and in particular regions. This could be decided due to Board strategy for ICS promotion and membership aims. DS explained that as well as promotion, staff attendance is important for event organisation, speaker support and networking with the local and international faculty. Attendance should be considered on a case-by-case basis. It was agreed that the decision would remain with the Education Committee and the Chair.

JC recommended that delegates at add-on courses give their email addresses to the office so they can receive ICS promotional material. This can be a requirement of an add-on course, and will also allow the office to monitor who is attending ICS courses.

**ACTION POINT 153:** Add-on courses guidelines to be amended to include request for list of delegates and their email addresses (if permitted)

### 18. Ethics Committee action point: Code of Conduct

There was no activity on this matter from the Ethics Committee. The activity should have been completed by this meeting.

**ACTION POINT 154:** Sender to write to Edward Stanford to request activity from his committee as there has been very little output in the last 18 months.

### 19. Wiley Contract

DS confirmed that the current contract ends on 31 December 2013 and Wiley is aware. Contract negotiations should begin soon. These should involve SUFU too.

**ACTION POINT 155:** Sender will take forward contract negotiations with Wiley, involving SUFU as necessary.

**ACTION POINT 156:** Ask Wiley if they would sell the journal title, and if so how much they would ask.

### 20. Honorary ICS Archivist

JC recommended Ted Arnold as honorary ICS Archivist/Historian. DT noted that the ICS office holds the majority of ICS photos and records now. The position was better described as a Historian as the office holds the archives.

**ACTION POINT 157:** Board to ask Ted Arnold if he would take on the role of ICS Historian.

### 21. Lifetime Membership Award

**Motion on whether to offer the Lifetime Achievement Award in 2013**

**6 For**

**1 Against**

**1 Abstention**

**Motion Carried**

**ACTION POINT 158:** Criterion to be added to the application form that the nominee must be an ICS member.

## **22. Global Forum on Incontinence**

AW presented a proposal from SCA for the ICS to endorse a SCA-led course. This would be a stamp of approval by the ICS that the programme was of appropriate quality. The Board recommended a charge for providing these services. AW will get a view from SCA what they might be willing to pay.

**ACTION POINT 159:** ICS endorsement process to be drafted by the Education Committee

The ICS should seek other opportunities for endorsing courses.

## **23. Update on Complaint**

Completed in camera earlier in the meeting

## **24. Any Other Business**

DT was asked to prepare a report on revenue generation by the IT team. DT agreed and reminded the Board that 10% of revenues would be due to him as per his employment contract with the ICS.

**ACTION POINT 161:** DT to prepare a report for the Board on IT revenue generation for the organisation. Report to be sent by mid-March 2013.

## **Chairmanship of Education Committee meeting on Sunday 13 January 2013**

AW asked the Board for direction. The Board agreed that AW should chair the 13 January meeting, as the other Board member (SM) could not stay for the whole day.

## **ICS Fistula Centre**

SM updated the Board on plans for a joint Fistula Centre in Uganda. Comments and questions were made on the Board forum and SM was directed to review these before a decision on this proposal could be made. Further financial details were also essential. JC recommended that outside funding be found to support this venture. KM suggested that other partners be brought in too, EAU for example. SH offered the support of the Board in principle.

**ACTION POINT 162:** Sherif to return to the Board with a more complete Fistula Centre proposal, including financial information and answers to previous Board questions.

## **Teleconference**

**ACTION POINT 163:** Full Board teleconference to be arranged before April 2013.

**The meeting was adjourned**

**Next formal Board meeting to be held on Sunday 25 August 2013**



**ACTION POINT 146:** Sherif, Adrian and Katherine to review articles and bylaws in general, particularly regarding any inconsistencies. Grievance procedure document to be reviewed, discussed and implemented. Review to be completed by April 2013

**ACTION POINT 147:** Ask Kenes for their current charges for creating the workshops and scientific programme

**ACTION POINT 148:** DS to clarify the composition of the bank charges and investigate reducing the total cost.

**ACTION POINT 149:** DS to speak with the ICS accountants to see if charges can be reduced for 2013 and if a lighter touch audit is possible. DS to check if other firms are able to offer Goldwyn's professional services at a lower price.

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**ACTION POINT 154:** Sender to write to Edward Stanford to request activity from his committee as there has been very little output in the last 18 months. Edward would be asked if would like to step down as Chair or appoint another committee member in this role.

**ACTION POINT 155:** Sender will take forward contract negotiations with Wiley, involving SUFU as necessary.

**ACTION POINT 156:** Ask Wiley if they would sell the journal title, and if so how much they would ask.

**ACTION POINT 157:** Board to ask Ted Arnold if he would take on the role of ICS Historian.

**ACTION POINT 158:** Criterion to be added to the application form that the nominee must be an ICS member.

**ACTION POINT 159:** ICS endorsement process to be drafted by the Education Committee

**ACTION POINT 160:** DS was asked to bring the bookkeeping function within the current team within six months. Following investigation, DS to report back to the Board on any challenges or costs related to this decision.

**ACTION POINT 161:** DT to prepare a report for the Board on IT revenue generation for the organisation. Report to be sent by mid-March 2013.

**ACTION POINT 162:** Sherif to return to the Board with a more complete Fistula Centre proposal, including financial information and answers to previous Board questions.

**ACTION POINT 163:** Full Board teleconference to be arranged before April 2013.