

ICS Board of Trustees and Conticom-ICS Ltd Directors Teleconference Meeting Minutes Thursday 7 March 2013, 13:00 – 14:10 (GMT)

Attending: Sender Herschorn (Chair), Jacques Corcos, Katherine Moore, Sherif Mourad, Adrian Wagg, Alex Wang

Apologies: Ajay Singla, Masayuki Takeda

In attendance: Daniel Snowdon, Dominic Turner

Update on current Complaint against ICS member (in camera discussion item)

Strategic Planning update

DS summarised the current status, with the planning session scheduled to be held in Milan on Saturday 16 March. Sender, Sherif, Adrian, Dan and George Levvy (consultant) will be in attendance. The Board has been sent the outline for the day, with comments requested by Tuesday 12th March. Notes will be shared following the meeting and the Board will have a chance to consider the action plan together.

Dates for the third strategy meeting were discussed (creation of draft strategic plan). The weekend of 18-19 May looked promising. DS will confirm Sender's availability and then approach the Board.

ICS 2013

DS reported that the February ICS 2013 budget indicated that the Barcelona meeting is projected to return a healthy surplus, currently estimated at €488,000 with a further €100,000 due for scientific services. DS used this as a prime example of the importance of where ICS annual meetings are held, particularly when the surplus generated is the major source of income for the society. The Board agreed and will seriously consider having more control over annual meeting destinations as part of the strategy considerations.

ICS 2012

DS reported that the draft ICS 2012 accounts have been received from Kenes. They show a deficit of -\$70,000, far less than the projected figure of -\$350,000. Kenes is liable for any deficit, as per the contract with ICS. *Post meeting note:* Kenes have further items to finalise which could take the deficit closer to -\$150,000

Investment Strategy

SH discussed the need for a robust ICS investment strategy. JC pointed out that the Board had seriously considered this during 2010-2011, with reports received from investment bankers and the trustees of the time thoroughly investigating the options. The conclusion was that the Board did not want to subject ICS funds to higher risk investments and an agreement was made to use government Bonds. This was also the recommendation from the ICS' bank (NatWest) and the local investment bankers. This is still the advice today, unless a more open attitude to risk is taken by the Board. SH recommended that the matter be looked into once again. DT suggested approaching the ICS landlords (Crystal Wealth Management) again, as they provided advice in 2010. DS noted he still had this information on file and would liaise with them regarding updated advice. DS will also summarise the 2010/2011 discussions for the Board as many of the answers then are still valid today.

Action Point 165: Dan to contact Crystal Wealth Management regarding investment advice for the ICS/Conticom. Dan to summarise 2010/2011 investment discussions for the Board.

(Jacques left the meeting)

Articles and Bylaws

KM, SM, AW and DS have reviewed the current Bylaws and made comments and edits as appropriate. DS will look in the files to see if there are further additions from the solicitor that were made as part of the 2011 review. The Board will then have the chance to review the suggested alterations. DS also recommended the Board (and solicitor) look at the ICS Articles as part of this review. DS reminded the Board that changing the Articles is a more challenging task as 75% approval is required from the membership.

As the Board was not entirely clear on the difference between the Memorandum, Articles and Bylaws a summary of each is provided below. A reminder that the ICS is both a company and a charity, while Conticom-ICS is a company only and acts as the trading subsidiary of the ICS:

Memorandum of Association

The Memorandum of Association *used* to govern the relationship between the company/charity and the outside world. Since 1 October 2009 UK Company law has changed with the information contained within the Memorandum of Association now defined as part of the Articles. In summary, the Board should now consider our Articles as a complete document and not consider the Memorandum as a separate entity. Today, the key purpose of a Memorandum of Association is to register a company in the United Kingdom.

Articles of Association

The Articles form the constitution of the ICS. They are a set of fundamental principles according to which the organisation is governed. They include the broad framework for how the ICS operates and state how the Board will be appointed. The Articles of Association is a document that contains the purpose of the company as well as the duties and responsibilities of its members.

Bylaws

The Bylaws address individual items in much more detail and include the rules and regulations of the company/charity. They refer more to daily operating. The Bylaws must remain consistent with the Articles.

Action Point 166: Dan and Katherine to summarise draft Bylaw comments and then share with the Board for consideration.

Complaints against ICS member (in camera discussion item)

Nominations

DS asked the Board to consider and nominate candidates for the many official positions available within the ICS this year. These include the crucial posts of General Secretary-Elect and Honorary Treasurer. Nominations and applications must be received by the office by 1st April so immediate action is requested. The full list of official positions is provided below. Terms begin as of the 2013 AGM.

The following Elected Positions are open for nominations:

(You must be nominated by 2 ICS members when applying for these positions)

- General Secretary Elect (GS Elect will automatically become the General Secretary in 2014)
- Honorary Treasurer
- Scientific Committee: Clinical Representative

- Scientific Committee: Physiotherapy Representative
- Scientific Committee: Nursing Representative
- Children's Committee Chair
- Education Committee Chair
- Fistula Committee Chair
- Standardisation Steering Committee Chair
- Publications and Communications Committee Chair

Action Point 168: Board to consider and nominate candidates for the official ICS positions available this year. The deadline for nominations and completed forms is 1st April