



ICS Board of Trustees and Conticom-ICS Ltd Directors

Teleconference Meeting Minutes

Tuesday 25 February 2014, 14:00 – 15:00 (GMT)

Present: Sender Herschorn (SH, Chair), David Castro Diaz (DCD), Katherine Moore (KM), Sherif Mourad (SM), Steinar Hunskaar (SHu), Adrian Wagg (AW), Alex Wang (AWa)

Apologies: Jacques Corcos, Masayuki Takeda

In attendance: Dan Snowdon (DS), Dominic Turner (DT)

Update of ICS Bylaws

Attendees referred to the updated Bylaws document shared before the call. SH led a review of each item in order. For full detail of the changes see version 9 of the Bylaw changes; available from the ICS office.

The Board of Trustees

1.1.1 – Update reference to Board composition. Remove Honorary from Honorary Treasurer.

1.1.3 – change controlling to administrative

1.1.7 - Add extra paragraph to clarify role of Nominations Committee. Remove reference to the 'Board candidate'.

1.1.8 – minor wording change

David joined the meeting

The General Secretary

1.2.1 – Remove GS casting vote on ICS committees per decision in December 2012. Retain GS casting vote outside of committees.

The General Secretary-Elect

1.3.1 – Clarify that the General Secretary Elect shall become the General Secretary following the first year of office

1.4 – remove reference to Honorary Treasurer, and throughout Bylaws and Articles. Agreed



that the Treasurer does not have to be an existing trustee

ICS Meetings Committee

2.1.1 – Amend committee per January 2014 Board minutes

Alex joined the meeting

2.1.2 - Add a note to that the Board of Trustees will make the final decision on suitability of bids before they are presented for membership voting.

ICS Scientific Committee

2.2.2 to 2.2.6 - delete from Bylaws and add to annual meeting guidelines

All other ICS Committees

2.3 – remove list of committees and link to website. Ensures Bylaws do not become out of date when committees change. Refer here to committee terms of office on website too.

2.3.1 – Note that Board can de-establish committees as well as establish them

2.3.5 – agree on wording addition

2.3.7 – for clarity remove text ‘in order to make the correct representation’

Terms of Office

3.1 – Clarify General Secretary cannot renew his two year term

3.2 – agreed revisions

3.3 – agreed text clarifying terms of office

Nomination Process

4.1.3 – include a reference to the external ICS canvassing policy, which is to be created soon

Voting Process for ICS Committee Chairs

4.2

- Roll 4.2 and 4.3 together as no need to separate voting guidance for trustees and committee chairs.
- Remove reference to 15th April deadlines as needlessly tight and inflexible.
- Remove: “up to but not exceeding the number of vacancies on the Board” as leads to



confusion

The trustees discussed the Single Transferable Voting (STV) voting mechanism and agreed that it was complex and that many members did not understand how it operated. DT noted that the confusion is increased as there is not one single method of calculated STV. The trustees agreed that the ICS should move all voting to a simple majority format. All were in agreement.

Motion: For the Board to agree the modifications to the Bylaws per the teleconference today.

AW proposed

KM seconded

Result: all in favour

Motion passed

DS agreed to update the Bylaws with the agreements made during this meeting. Another teleconference would be arranged to complete the Bylaws review (5.0 to end) and to consider changes within the Articles.

The meeting was adjourned