



## **ICS Board of Trustees and Conticom-ICS Ltd Directors**

### **Teleconference Meeting Minutes**

**Tuesday 11 March 2014, 13:00 – 14:30 (GMT)**

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

**Apologies:** Jacques Corcos, Masayuki Takeda , Alex Wang

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

#### **1. Update on disciplinary matter**

**IN CAMERA ITEM**

#### **2. Process for appointing NaU journal editor**

**IN CAMERA ITEM**

Per the reciprocal agreement with ICS, it is the turn of SUFU to appoint the next editor as ICS appointed the current editor. SH recommended to the Board that there should be a process for appointing the editor, and this should be proposed to SUFU.

DT recalled that there was a process when Chris Chapple was appointed as editor. SHu suggested that ICS and SUFU jointly work on finding suitable candidates. The Board was in agreement that there should be a transparent process of appointing the editor.

SHu raised whether the editor should have a defined term of office. There was general agreement that this should be considered before the next editor is appointed.

The Board discussed whether the editor position is a political appointment. Comments suggested that this has not been the case under Chris Chapple's editorship. Chris has gone to lengths to avoid politicising the role.

**ACTION POINT 208: Sender to write to SUFU to propose that a process be undertaken to appoint the next editor of the journal. Sender to mention a term of office for the editor.**

#### **3. Update of ICS Bylaws**

Attendees referred to the updated Bylaws document shared before the call. SH led a review of each item in order, starting from 5.0. For full detail of the changes see version 10 of the Bylaw changes; available from the ICS office.



## **Votes of members**

Minor amendments agreed to section 5

## **Minutes**

6.1 Remove reference to members only section

6.2 Allow 8 weeks for draft Board minutes to be posted for member viewing

6.5 Allow 8 weeks for draft AGM minutes to be posted for member viewing

## **Annual Scientific Meeting of the ICS**

7.2 Wording update for clarity. Remove reference to meeting years as becomes out of date.

## **ICS Membership**

8.1 As the elected financial body of the ICS the trustees should be able to amend membership fees without membership vote.

8.2 Removal of reference to inactive members

The Board discussed the ICS Member database, as viewed by members. This showed a large number of expired members that are not relevant any longer. DT explained that expired members are kept within the database for historical and financial auditing purposes. The full listing was previously included at the request of a now expired trustee. DT agreed to look at having no more than two years of valid member data viewable for ICS members.

**ACTION POINT 209: Dom agreed to look at having no more than two years of valid member data viewable for ICS members.**

8.3 Remove list of benefits. Replace with a paragraph noting that benefits of membership can be found on the ICS website (give link) and can change from time to time.

## **Disclosure of Interest**

9.2 Update first bullet point to clarify official roles that need to complete a disclosure.

9.3 Remove reference for general members to update their disclosure as not required unless working in an official capacity.

## **Complaints Procedure and Disciplinary process**

10.1 Agree deletion of 'any ICS member'



10.2 Keep for now. Reword or reference grievance policy if these details are contained within that guidance.

10.3 Trustees discussed removing the actions to an external grievance document. It was agreed to retain the information within the Bylaws for as the document was a fitting location for these important points.

10.4 Minor amendments for clarity.

### **Budget Flow Decision Tree**

11.1 Delete paragraph three as duplicates information in paragraph two

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

**KM proposed**

**AW seconded**

**Result: all in favour**

**Motion passed**

### **4. Update of ICS Articles**

As with Bylaws, the Board agreed to amend all references of Honorary Treasurer to Treasurer

2.1 DS pointed out that this Article indicated that the Board could stop a member joining should they “consider it to be in the interests of the Charity to do so”. This should be kept in mind should the need ever arise.

7.3 Agree to remove as now redundant.

### **Appointment and Retirement of Trustees**

*David joined the meeting*

8.1 and 8.2 Remove redundant text and clarify GS-Elect becomes the General Secretary.

8.6 The Board discussed the terms of office for trustees. This should be up to two consecutive terms of three years. A proposal was considered to allow no trustee more than two three year terms in a lifetime. It was agreed this was too severe when a valuable contributor could be an ICS member for over forty years. Following discussion it was agreed that a trustee that had completed two terms of three years could reapply for trustee after a gap of three years. The returning candidate would be subject to the same rules as other



trustee candidates at that time. No limit was given to number of trustee terms in a lifetime of ICS membership. 8.6 would be updated to reflect this agreement. The trustees also agreed that a trustee who has served two three year terms may also be appointed as Treasurer.

8.7 The Board agreed to remove STV voting and use simple voting. DS will speak to DT and the solicitor about suitable wording to use to replace the current text.

### **Disqualification and Removal of Trustees**

10. The Board discussed the possibility of including a measure that will allow the Board to remove a non-functioning or disruptive trustee. It is not clear if the Board has the power to do this, and also what happens with the dual role as Director of Conticom should the Trustee be removed from charity office. DS will speak to the solicitor about this.

*Adrian left the meeting*

### **Proceedings of Trustees**

13.7 and 13.8 DS to discuss proposed changes with solicitor as some questions are outstanding.

### **Bylaws**

23.1 Agreed inclusion of vital linking word to clarify order of changing Bylaws.

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

***KM proposed***

***AW seconded***

***Result: all in favour***

**Motion passed**