



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

### Teleconference Meeting Minutes

Friday 13 June, 10:00 – 11:00 (EST)

**Present:** Sender Herschorn (SH, Chair), Jacques Corcos (JC), David Castro Diaz (DcD), Steinar Hunnskaar (SHu), Sherif Mourad (SM), Adrian Wagg (AW), Alex Wang (AWa)

**Apologies:** Katherine Moore, Masayuki Takeda

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

#### 1. Articles of Association

The Board referred to draft 11 of the Articles, as sent by DS in advance of the call. This version included updates resulting from DS's meeting with the solicitor. The trustees worked through each Article, reviewing comments and any edits to text.

The Board accepted the updated voting procedures. SH and AW suggested that a voting example be included in the consultation document to members. This could possibly be retained in the Bylaws as an appendix.

AW referred to a point made by the solicitor under 5.6 and asked for clarification on whether a poll cannot be demanded in relation to the election of the chairman of a meeting or the adjournment of the meeting. DS agreed to look into this and clarify.

Article 23 (Bylaws) was discussed at length. The current wording does not make it clear whether the Board or the members have responsibility in amending the Bylaws. DS noted that the solicitor advised that many societies permit the trustees to retain this power to facilitate daily business. The group acknowledged that this would not be well received by members should this be proposed. An option was considered to give power to the members, with the Board retaining the right to make changes under exceptional circumstances. Following discussion it was agreed that this could lead to further confusion. The final decision was to amend the wording to make it clear that the Board propose changes/additions and the membership provide a decision at the next AGM. Only following approval by the membership at the AGM would Bylaws changes take effect.

*(Jacques Corcos left the meeting)*

The Board voted to approve all changes in the summary document.

**Motion: To approve all changes to the Articles**



*AW proposed. SHu seconded. Result: all in favour*

**Motion passed**

## **2. Bylaws**

The Board referred to draft 16 of the Bylaws, as sent by DS in advance of the call. This version included updates following DS's meeting with the solicitor. The trustees worked through each Bylaw, reviewing comments and any edits to text.

Bylaws 2.3.1 and 2.3.9 were amended to allow flexibility in the Board's duties pertaining to committees.

DS clarified that the Articles had been updated to allow trustees, the Treasurer and GS to run again in those posts after a three year break from office (following the completion of their maximum term of office). Article 8.12 allowed for trustees to run for two consecutive terms and still be eligible to serve as General Secretary or General Secretary-Elect or as Treasurer. SH asked if this could be abused, i.e. could a trustee run two consecutive terms, run as Treasurer, and then technically be eligible to run as Trustee again as three years would have elapsed since retiring as trustee? DS agreed to speak to the solicitor to see if wording could be included to clarify maximum terms of office.

**Article 8.12** A Trustee who has served for two consecutive terms in office may still be eligible to be appointed and serve as the General Secretary or General Secretary-Elect or as Treasurer in accordance with these articles.

4.1.3 noted that nominees for positions should be in "good standing". The Board discussed how to define good standing. Following discussion and consideration of options it was agreed that an ICS member in good standing be defined as someone who has paid their membership dues and has consistently met the standards set out in the ICS Code of Conduct.

*(Alex Wang left the meeting)*

DS announced that the next call would take place on Thursday 26 June. A revised set of Articles and Bylaws would be distributed to trustees before the call.