

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

**Friday 23 January 2015, 08:00 – 16:30**

**ICS Office, 19 Portland Square, Bristol, BS2, 8SJ, England**

**Room: Board Room**

**Trustees present:** Adrian Wagg (Chair), Mauro Cervigni, Myung-Soo Choo, Carlos D’Ancona, Katherine Moore, Sherif Mourad, Chris Payne, Alex Wang

**Also present:** Daniel Snowdon, Dominic Turner, Avicia Burchill, Sarah Waters, Tim Bowden, Chris Hughes

**Apologises:** David Castro Diaz

### **1. Take Board photo**

### **2. Apologies for absence**

Apologies for David Castro Diaz were noted

### **3. Approval of Agenda**

**Motion to approve minutes**

*KM proposed*

*SM seconded*

*Result: all in favour*

**Motion carried**

### **4. Matters arising**

Matters arising from Board Minutes, 19 October 2014

Combined into agenda

Matters arising from Board/Committee Chair Minutes, 21 October 2014

None applicable

Matters arising from Board Minutes, 24 October 2014

None applicable

Matters arising from Board Teleconference Minutes, 10 December 2014

None applicable

### **5. Approval of Board Minutes, 19 October 2014**

**Motion to approve minutes**

*SM proposed*

*KM seconded*

*Result: all in favour*

**Motion carried**

### **6. Approval of Board Minutes, 21 October 2014**

**Motion to approve minutes**

*SM proposed*

*CP seconded*

*Result: all in favour*

Motion carried

#### **7. Approval of Board Minutes, 24 October 2014**

**Motion to approve minutes**

*SM proposed*

*CP seconded*

*Result: all in favour*

Motion carried

#### **8. Approval of Board Minutes, 10 December 2014**

**Motion to approve minutes**

*SM proposed*

*CP seconded*

*Result: all in favour*

Motion carried

#### **9. Summary of progress to date on Board actions**

Action 173 – accreditation. DT explained that UEMS met in December but has had to chase since that time. AW explained that they are not forthcoming and we have offered to meet but this is a long process and perhaps ICS is seen as a threat/competition. DT explained that we cannot accredit in the US because we are not based in the US. AW asked whether MC had any contacts. MC has no contacts in UEMS. CP felt that accreditation was definitely worth pursuing and explained how the University of Oklahoma has become a hub in the US for accreditation. AW perhaps it would be useful to have a contact in US. KM questioned the ICS setting up an office in the US. DT explained that we could through Conticom so this could be useful. It was agreed that this was worth investigating.

#### **ACTION POINT 227: DT to investigate setting up an ICS office in US/Canada**

Action 223 – AW had concerns about the Publications and Communications Committee (PCC) and decided to change things to make the committee smaller and with a different remit but with some delay this has been achieved. The PCC and office have had several meetings and they have reduced committee size and will focus on the factsheets/scientific articles/e-news. This has been set up with the help of Jenny Ellis. AW explained that the newsletter editor resigned following the decision to the changes to the newsletter becoming electronic. AW had written to her and thanked her for her work on behalf of ICS.

#### **10. Decisions made on Board discussion forum**

**Motion to approve decisions made on the Board discussion forum**

*CD proposed*

*MC seconded*

*Result: all in favour*

Motion carried

#### **11. General Secretary report**

AW explained that most items in the report will be discussed in the agenda today. There have been some successes and some areas that require more attention.

We have focused on improving the public image of the ICS and it is now a more peaceful society and this has been seen in the general working environment of key staff and trustees/committee chairs. Still have some way to go, especially with the perception of the “divorce” from IUGA.

Sponsorship was received to reprint urodynamic book. Derek Griffiths is very appreciative and hopefully many of our trainees will find it useful. The coming together with ICI will be discussed and the major work with the education committee starting to bear fruit. AW explained that we are in a better shape and therefore our discussions will be about maintaining and further engaging with our stakeholders. The changes in our financial structure and with NUU means we are now making a surplus on our membership fee. Now we generate £30-35 per member as opposed to losing £10 per member. AW felt that that the outlook is positive – we have some financial threats but also some opportunities. Sherif will be explaining this for us.

## **12. Report on ICS staff and roles**

DT and DS wanted to explain who is who in the office and to put it into context what the staff does and who they are. The full report will be sent to trustees to refer to as required

**ACTION POINT 228: DS to share staff slides with trustees**

MCh requested that video conference with slides. It was agreed that WebEx should be the preferred board communication

**ACTION POINT 229: WEBEX to be the preferred board communication when not face to face.**

**ACTION POINT 230: Office to re-launch continence product website**

**ACTION POINT 231: Japanese Continence Society interested to affiliate with the ICS. DS to follow up. DS to also talk to MCh about the South Korean society affiliating.**

*Tim Bowden (TB) and Sarah Waters entered the room*

## **13. Finance Report of Treasurer**

### **a) Meeting with ICS accountant, Tim Bowden of Goldwyn's Ltd**

TB explained that he has been working with the ICS for almost 14 years and that he met with the office in December to discuss major changes for 2014/2015. The amended reserves policy was raised as an issue by TB.

- The charity commission has given lots of information about what charities should do with their reserves.
- There needs to be a balance for the reserves policy.
- Too little may be at risk, too much is contrary to charity law about spending income in a reasonable period.

SM explained that industry is potentially reducing its amount of sponsorship and this is a real risk for the ICS. TB explained the benefits of being a charity mostly related to tax exemption. The board need to take notice of the charity guidance. CP asked if the reserves had to be liquid. TB explained that this is fine to have non-liquid reserves.

The charity commission expects the funds received to be spent quickly, but as the ICS runs the ASM it is prudent to store one year's worth of running costs in the event of no profit or terrorism. Most of income hinges on the AGM so worth saying 2 years' worth plus a contingency fund is sufficient. TB felt that this would be a legitimate reserves policy. This would be a significant amount and therefore

the board has to be secure that the amount is the right level and by not holding too much back isn't stopping the ICS from achieving charitable objectives.

AW questioned the ability to categorise? TB responded that, yes, designated funds where there is a specific fund for future use. What you are going to use in the future needs to be defined and clearly outlined in the annual report. AW explained that TB is saying that 4 years is maybe too much but this is TB's opinion based on knowledge of charity law. SM stated that the trustees are responsible for staff salaries and with the loss of sponsors we cannot let the staff down and we have to be ready with their salaries for the next 2 years and this is why we need 4 years reserves, as 2 years is not enough to rebuild. TB explained that the board have to consider the charity commission position. If the ICS were just ltd company you can build reserves and pay your tax. The commission are very guarded about charities holding onto large amounts. TB explained that comparable charities have 6 months of reserves so whilst there is an argument for 1 year reserves because of the annual event, beyond that it's harder to justify. AW noted perhaps we should go back to a 2 year policy and then start building a reserves fund for a designated fund. TB - this is allowed but it has to be a specific fund. SM - perhaps 3 years is a compromise. AB questioned what would the charity commission do if they judged ICS reserves to be excessive? TB explained the commission would discuss with the charity and they would expect the funds to be spent and worst case the tax may be declined and that would be 20% and then may lose charitable status. MC explained what was happening in Italy with regards to lack of sponsorship and how they are encouraging people to attend smaller regional events. AB asked if a designated awards fund be set up to keep delegate rates "low". This would need to be as a key charitable objective if done. AW felt that purchasing a building doesn't fulfil the ongoing charitable aims. TB - if the ICS has a project or need to achieve a goal and if you have left over reserves then more can be placed into the designated fund. If there is left over then you need to spend it. AW explained that we can have a number of designated funds and a general reserves policy of 2 years – we need to maintain charitable status for tax savings. TB confirmed the purpose of the designated project fund can change in alignment to business objectives and market demands.

#### **Motion to revert to a reserve of 2 years of future operating costs plus £100,000**

**AW proposed**

**CP second**

**For: 7**

**Against: 1**

**Motion carried**

AW the next step is to establish designated funds – the purpose, amount and timeline of which needs to be agreed. SM expressed concerns that TB changed his mind. TB felt that the discussion in December was around securing a building and so a 4 year reserve would be applicable for that. AW clarified it is about labelling of the funds – we all want to build funds but we can only call some reserves. TB you can change designated funds to other purposes. AW we need an unrestricted designated fund for charitable purposes.

*TB left the room*

#### **b) Update as of year to date 2014 position**

SM explained the two companies of ICS/Conticom. The 2014 year-end figures were presented. SM explained that membership fee income is down for 2014 and that membership fluctuates depending on where we are going for the annual meeting. Interest investments are down due to overall rates. The journal costs are lower due to membership being down. The educational costs are down as we are trying to choose speakers close to venue. Staff costs are in line with budget within operating costs. Legal costs are related to the changes in the articles and bylaws. Conticom figures were

shown and SM explained that the 2014 profit share is lower than expected. The interim reimbursement is what Conticom pays out before Kenes reimburse i.e. staff flights. CP questioned the ICS 2014 predictions were so far off actual. DS explained that we were expecting more onsite registration which did not appear. SM explained the overall shortfall for the ICS and Conticom due to membership and reduced income from Rio meeting. Overall combined almost £160,000. SW explains that it shows the loss but the main reason why the cause of shortfall is due to the Rio meeting. CD questioned the loss of the meeting. SM explained that we had profit from the meeting but we did not have as much as expected. DS explained that the registrants were not in the right cost received category. SM explained the loss and why he has been discussing the reserves policy.

SM explained the split of the staff costs and how its split across the 3 main areas of publication of research/education and governance. £205,000 to publication/£79,000 education & £36,000 to governance. 60% of time spent on publication, 34% in education. Costs are similar percentages. SW explained what the two bookkeepers do. SM explained that with these bookkeepers are cost effective as they reduce the cost of the auditors. DS explained that the costs of staff is focused on the surplus making activities of the ICS.

#### **b) Financial projections for 2015 – 2018**

SM went through 2015 projections – the investment income is still low so hopefully the investment strategy will make this higher. AW questioned the projections as it will take some time to get the money into the investment package. SW - we do need to move quickly so it may be that the projections are high at the moment. Conticom projections estimated Montreal surplus of £400,000. DS explained that this had been updated making it £450,000. It was noted that expenditure journal costs for the journal should be reduced. AW questioned the signing fee and increased royalties. DS confirmed that these amounts would need to be included. DT questioned whether we could go down to basic audit – SW felt that was unlikely to happen. AB stated that the use of the Corporate Traveller might reduce bank charges due to reduced expenses claims but SW felt that most of the bank charges were related to membership transactions. CP - what assumptions are made to predict the income from the annual meeting? DS explained that sponsorship currently predicted lower than Rio and based on 2,000 delegates. CD questioned how can Montreal still be a profit making meeting. It was explained that the Quebec municipal will pay for external delegates plus conference centre is free. Conticom projections were shown plus the Montreal costs and the 50% costs split between 2 companies. AW questioned whether the IT upgrades are included. DT explained that they are not. CP questioned the Ferring deal and DT explained the 3 year deal terms. The 3 year detailed cost projections were discussed. DS explained that he has asked for an earlier budget review for Tokyo for the board to review. AW questioned the cost of the scientific services. DTS explained that the educational programme has expanded and this should be considered under scientific services. AW stated that this needed to be addressed in the Kenes discussions along with sponsorship and marketing.

**ACTION POINT 232: DT to provide cost of scientific and educational costs under congress organiser contract**

AW concluded that the projected surplus will mean that we need to have a plan for the designated funds as by 2016 as we will be in excess of reserves policy.

#### **d) Detailed cost breakdown for 2015 – 2018**

Discussed above

#### **e) Committee budget requests**

Children's and Young Adults: Funding was agreed as was not excessive and fits with strategy.

Continence Promotion: It was discussed that they have their restrictive fund of approximately £12,000. The restrictions need to be clarified but it was agreed to that the committee needs to use their restricted funds first.

Education: Agreed £30,000 in 2015 and £30,000 in 2016. No more than £30,000 to be spent in any one year.

Ethics: Face to face meeting declined. Any speaker request goes to annual meeting budget.

Fistula: It was discussed and agreed but a more detailed budget is required and ideally reduced to around £10,000. Face to face meeting declined.

Neurourology: Declined. A full budget request is required in the future. DS clarified that further detail was sought from the committee.

Nurses: Conference travel award should be through ICS main funding.

Physiotherapy: Agreed teleconference funding.

Publication and Communications: It was agreed to ask for specific examples outside of standard journal access and then come back with concrete proposal of which actual journals and the costs involved. Suggest to survey the other committee chairs to see who has access.

Standardisation: Cost for folders carried over from 2014. Regarding request for foldable jugs for Bladder Diary Day. If Laborie provided jugs then ok but otherwise just a small sample set to trial it on and see if the jugs actually make people complete the diary.

Urodynamics: Internal funding for filming agreed.

#### **f) Awards and Fellowships budget**

The Board discussed awards given out in 2014 and the expenditure against budget. 20 conference awards were given in 2014, all within budget. KM highlighted the popularity and success of these awards and recommended they continue.

A discussion was held and it was agreed not to offer the essay prize, research fellowship and seed funding grant.

Consideration was given to the Neurourology and clinical fellowships which are currently offered at up to £10,000 each. DT suggested industry sponsorship. DS noted that Allergan were asked for support two years ago but were unable to support at that time. Another attempt could be made. SM suggested both awards be reduced to £5,000 each. KM proposed that the award amounts stay the same (£10,000 each) but be awarded to at least two candidates. The Board agreed with KM's suggestion.

An agreement was also made to reduce all annual meeting awards from €1000 to €500. The video abstract award should continue.

#### **Motion to accept all awards per discussion**

*KM proposed*

*CP second*

*All in favour*

**Motion carried**

**Motion to formally include video abstract award at €500**

*KM proposed*

*AW second*

*All in favour*

**Motion carried**

**ACTION 233: Update meeting website, tell abstract submitters and Kenes about video award.**

SM suggested a possible future award to recognise innovative thinking and development. SM also queried the outcome and progress of the research grants awarded. AW informed the Board that the grants were still in progress.

CP added that the awards and fellowships are great for members and future members. The travel awards are excellent in bringing new or less financially supported members to our meeting. CP asked if we could track travel award recipients to see if they came back to the meeting in following years.

AW thanked KM for her hard work in managing the awards and fellowships.

#### **g) Social events at annual meeting**

AW informed the Board that a major benchmarking review of annual meeting social events took place in 2010, with consultation from Kenes included. A fresh review was undertaken by SM, DS and Tamara Wasserman (Kenes Senior Account Manager). SM wanted to ensure the right image of ICS was portrayed during meeting. This is far more challenging due to reduced industry support and increased compliance and accreditation rules.

#### Annual Dinner

The Board agreed to keep an indicative ticket price maximum of €100. Younger members should not be priced out of the event. The event would need to be more informal in order to keep to budget as the ICS should not subsidise the event. KM appreciated the format in Rio for ICS 2014.

#### Welcome Reception

This has consistently been managed under budget and is increasingly subject to compliance rulings. The Board agreed a price per head of €40-€55.

#### Chairman's Reception

Ferring and Laborie have sponsored the event in the past. Compliance restrictions apply mainly when sponsorship is received but otherwise an open event as not linked to the annual meeting as directly as the other two social events. The reception is an opportunity to thank ICS speakers and chairmen.

A discussion was held whether to remove the chairman's reception.

**Motion to stop the chairman's reception from ICS 2016**

CD proposed

MC seconded

*4 in favour*

*3 against*

**Motion carried**

Further discussion was then held. DS reported that the decision would increase costs if annual dinner tickets would be given in place of chairman's reception tickets. We would also lose a prime networking event and chance to thank key speakers and chair persons.

#### **Motion to continue (reinstate) the chairman's reception with budget of €60 per head**

CD proposed

KM seconded

**5 in favour**

**2 against**

**Motion carried**

#### Wine and cheese evening

AW proposed a new event for the ASM Monday evening to thank committee members for their volunteer work on behalf of ICS.

**ACTION 234: Office to investigate options to hold a wine and cheese event for committee members.**

*Chris Hughes entered the room*

#### **h) Investment recommendation**

AW explained that trustees have been working on an investment policy for 2 years now. SM explained that Chris Hughes has provided excellent advice to date and expressed his gratitude on behalf of the Board. CH explained that he needed to know what return, what risk and any ethical restraints the ICS has. AW explained that this would be our reserves that we are investing and we are allowed to invest these. CD asked about access to the money should it be needed. AW explained this would need to be in our guidance. CH explained that what the ICS currently does with investment has the downside of low interest return due to being bank deposits. You have to take risk to get some kind of return. AW noted that the Board were now aware that the lowest level of risk (bank deposits) would lose money due to inflation rate loss.

CH explained that you find a management company who can take the risk within reason. ICS can afford to put some on risk and the level needs to be decided on. There are 14,000 funds available to invest in for charities. In terms of appointing a fund manager CH recommends Russell Investments, who are a large reputable firm who are used to working with trustees, ethical funds and has a range of risk of portfolios. Russell Investments was founded 1930 in the US, has a strong track record and multiple fund managers. Bill Gates Foundation/Boeing/council pension schemes all use Russell. CH explained that they are a cautious fund management company and they have range of portfolios – 1/10 to 10/10 risk – 10/10 equity funds. CH recommends that the ICS look at the 3, 4 or 5 on that range i.e. 30%, 40% etc away from cash reserves. CH showed the conservative portfolio/moderate and balanced and explained that the ICS could have a core and satellite approach investment approach (longer term). Or the ICS could pick and use a particular fund. CH recommended that the ICS not to go over 5/10 with the bulk of your fund. CP questioned whether there was data on how the funds did in a bad year i.e. 2008. AW explained that they were shown this at the meeting with Russell. CH explained that it dropped to 4% as it went to cash. CH stated that Russell will manage mandates provided by the ICS. CD questioned what happens if the ICS require funds early. CH explained that everything is daily priced and money would be available after 4-5 days. AW asked what is the cost of this management. CH explained that it is 20 basis points and 80 points; a total of 1.1 - 1.2% off the investment. CH explained that even if there is nil return you still pay the fee. AW asked what the board need to decide to take this forward. CH replied that the Board need to decide



what level of risk, how much equity to invest and if you have a target return i.e. 4%. How much of funds to you want to expose – must the Board keep reserves in cash for operating? If you have a core portfolio do you want to take higher risk with smaller satellite pots. This would be CH's recommendation.

CH explained that it would be good to have an investment group within the board. AW said that this would be a good idea, e.g. treasurer and one other. CP questioned how we tell the membership that we are down on our investments, should this happen in a given year. CH suggested that you tell them in advance exactly what we are doing and the intention of improving the position of the ICS. CP - the board should decide the level of risk and then the investment board should consider the rest. AW asked each board member to consider what level of risk the ICS should take. CP suggests 5% return is a fine aim. KM felt there was not much difference between 4 and 5%. CD felt that a mixed portfolio was suitable with 6 months spending available in cash. MCh, AW and MC deferred their decision. SM proposed a 4.5% return with £700,000 investment and 70% secure. AW agreed with the principle of a balanced portfolio, not higher risk than 5 out of 10. The remaining decision would be left to investment committee. KM suggested CP and treasurer with CH from CWM be the investment committee. DS would be involved as Company Secretary and in his capacity as Administrative Director. AW stated that the committee will need terms of reference to manage the investment, its scope and on-going management. CP asked if the board should decide on what amount to invest. It was agreed to leave that to the investment committee to propose in its final form. KM questioned if CH had any suggestions for a terms of reference. CH stated to nominate the parties, agree how often to meet and how often to report of performance. DS queried what admin needs to be done in order to set up. CH explained the money laundering requirements but all other admin from can be done direct with DS. AW asked the board about any undesirable areas in which to invest. CP questioned the extraction industry as it is not sustainable. It was agreed to exclude armaments and tobacco. CH explained to exclude would incur further management costs. These would be reviewed by the investment group.

*AB and Chris Hughes left the room*

AW proposed to remove ICS money from the COIF account as the interest rate was so low.

#### **Motion to remove ICS money from the COIF account CD proposed**

AW proposed

SMC seconded

**All in favour**

**Motion carried**

#### **14. Strategic Plan: general update and plans for 2015**

- Committee consultation progress and decisions
- Trustee portfolios and committee duties
- Stakeholder relations: industry

DS summarised the key aims from the strategic plan and the major progress milestones to date.

Committee and Trustee links were discussed and the list of assigned trustees was shown. AW asked that trustees now contact the chairs of their allocated committees and become active in this partnership. The office will give email addresses of chairs to the trustees. Jenny Ellis from the ICS office should be copied into each initial email sent.

**ACTION POINT 235: Office to give trustees email addresses of chairs. Trustees to email chairs making an introduction and ensuring Jenny Ellis copied into email.**

The duties were clarified as the Board reporting informally and not creating another formal report. Minutes of meetings and the annual report form sufficient formal reports. Chair reports should come twice yearly, once mid-way through the working year and again approximately two months before the annual meeting.

CP recommended ICS engaging with policy makers. Key people could come and speak with the board during annual meetings. An appropriate person from Canada should be invited.

**ACTION POINT 236: Attempt to be made to investigate bringing key Canadian policy maker to speak with Board in Montreal.**

The role of the industry panel needs to be considered and also who should sit on the panel. The panel should be mutually beneficial for those in membership.

**ACTION POINT 237: Define role and terms of reference for industry panel. Consider who should be on the panel.**

**ACTION POINT 238: DS to share minutes of Board/Industry meetings during ICS 2013 and 2014. Summarise ideas from both meetings to generate Board discussion.**

CP suggested that trustees should meet industry contacts throughout the year at external events. Trustee travel plans could be shared with industry contacts so meetings can be set up.

**ACTION POINT 239: Trustee travel schedules for 2015 to be sent to office for sharing with industry contacts.**

**ACTION POINT 240: Share industry e-news bulletin with trustees**

The Board agreed on the importance of maintaining and increasing awareness of the ICS and the meeting to early career professionals. MCh said in Korea fewer doctors are entering the continence specialty. CP recommended contacting Canadian associations to promote the 2015 meeting and the benefits of joining the ICS. Should a lower ICS membership fee be created for early career persons?

## **15. Kenes contractual negotiations**

DS and AW explained to the Board that plans were underway with the aim of concluding negotiations and signing a new contract in April.

## **16. ICS and ICI:**

More investigation is required in understanding the costs and process for formatting and printing the book. The formatting of the book could be accomplished within the ICS office. It is most likely that the book will be electronic with hard copies only for pre-orders and those who worked on the production of the content.

**ACTION POINT 241: Office to further investigate costs of printing the ICI book versus an electronic copy.**

It was confirmed that chairs and committee members would receive free ICI registration but need to pay to attend ICS.

It is important to seek sponsorship of the ICI event and the book in order to reduce the current deficit position.

KM asked who owns the copyright and intellectual property of the book.

**ACTION POINT 242: DS to confirm the ownership status of the ICI book.**

AW agreed to ask Saad about the ICS website hosting a copy of the fifth edition of ICI.

As the ICI would be held over 2 days a request was made to consider reducing the number of hotel nights from four to three. This will be raised in the update to the ICI lead persons.

Registration for both events was considered. It was agreed that ICS registrants should receive complimentary registration to the ICI event. This could be marketed as 'register for ICS and receive free entry to ICI'. It was not yet agreed what fee there should be, if any, for those general registrants that wished to attend ICI only.

The board agreed that once a formal agreement to proceed with hosting had been reached with ICI that a prominent news story should be prepared for the ICS membership. Hosting ICI-6 is a positive and significant step for the ICS.

**Motion to proceed with hosting the 6<sup>th</sup> edition of ICI, pending a further review of questions and costs**

AW proposed

CP seconded

**All in favour**

**Motion carried**

***Remainer of discussion recorded IN CAMERA***

### **17. Education Committee strategy**

The committee will meet on 24 January 2015 to discuss a strategy. AW and CP will attend on behalf of the board.

### **18. ICS 2014 evaluation**

The full evaluation results were sent to trustees. A response rate of 58% was achieved. This is an excellent return. For comparison, under the old certificate system at ICS 2013 a return rate of 10% was achieved.

### **19. Status report on ICS 2015 and ICS 2016**

DS presented a status update on organisation of ICS 2015. Registration rates were proposed that offered a small reduction on ICS 2014 prices. CP proposed that nurse/physio/trainee rates be reduced further in order to attract this group and to promote the ICS meetings more widely. A proposal was made to reduce ICS member nurse/physio/trainee rates by \$75 and non-member nurse/physio/trainee rates by \$50.

A local Canadian rate for early bird fee only was suggested by the 2015 chairs. This would be the same rate as for ICS members without the locals having to be ICS members. The local organising committee will push this special rate to local person and societies.

## **Motion to approve the registration rates for ICS 2015**

*AW proposed*

*CP seconded*

*All in favour*

**Motion carried**

## **20. Wiley contract**

The terms have been agreed between SUFU, ICS and Wiley. The draft contract will be received soon and will be reviewed.

## **21. ICS regional branches**

CD proposed regional branches of the ICS. This would be accompanied by regional ICS meetings in the first semester of the year following ICS annual meetings.

CD noted that the ICS membership fee could be an issue for developing countries.

AW raised a point that affiliating societies and members benefit the ICS best when they are full ICS members rather than members paying the affiliate rate.

**ACTION POINT 243: CD to speak with DT and DS regarding the legal and financial aspects of creating ICS regional branches.**

## **22. Any other business**

The board should meet periodically by WebEx. DT and DS advised this would require set up and training for trustees new to WebEx.

**ACTION POINT 244: Board to meet by WebEx. New users of WebEx to receive advance support and training from the office.**

AW thanked all trustees for attending and encouraged continued contact through email, the trustee forum and WebEx calls.

AW asked trustees to hold Sunday 4<sup>th</sup> October as the Board meeting prior to ICS 2015 may run over 1.5 days (4/10 – 5/10).

**ACTION POINT 245: AW and DS to discuss option of longer Board meeting prior to ICS 2015. Trustees to hold Sunday 4<sup>th</sup> and Monday 5<sup>th</sup> October 2015 for Board meeting in Montreal.**

**Date of next face-to-face Board meeting:**

**Sunday 4<sup>th</sup> - Monday 5<sup>th</sup> October 2015, Montreal**