



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

Thursday 2 June, 07:00 – 08:00

WebEx meeting, Edmonton, Canada

Trustees present: Adrian Wagg (Chair), Mauro Cervigni (MC), David Castro Diaz (DCD), Carlos D’Ancona (CD), Sherif Mourad (SM), Chris Payne (CP), Cristina Naranjo-Ortiz (CNO), Myung-Soo Choo (MSC)

Apologies: Dudley Robinson

ICS Office staff present: Daniel Snowdon (DS)

1	<p>ICS Articles of Association</p> <p>AW thanked the Board for attending and clarified that the key purpose of the meeting was to review the proposed edits to the ICS Articles and Bylaws. These had been reviewed by the Board appointed review group comprising Adrian, Ted Arnold, Katherine Moore and Dan Snowdon, acting as ICS Company Secretary. The Board had been given time to review the proposals and rationale for each on the forum.</p> <p>Comments were requested on reducing the quorum for the AGM (5.1); currently 50 persons entitled to vote. The Board thought it risky to reduce the quorum as this could disproportionate power to a small group in contradiction to the size of the ICS membership. All agreed to ensure the AGM was held at an attractive time to encourage attendance. The office would also communicate the time, date and venue widely. It was agreed to remain with a quorum of 50.</p> <p>The Board discussed Article 15 relating to the annual scientific meeting chairman. DS explained that wording was unclear on the aspect of whether the annual meeting chairman could be a trustee at any point in the four years prior to their one year term as chair. The Board discussed the benefits of holding dual roles. DS noted that the wording on conflicts of interest in the Articles and Bylaws should safeguard the ICS from any conflicts of interest that might arise. The Board concurred and agreed to remove the reference to trustee as this was covered under conflict of interest and could be clarified within the annual meeting guidelines if required.</p> <p>The Board agreed to remove the sentence pertaining to the link with trustee as follows: <i>The Annual Scientific Meeting Chairman shall not be a Trustee and may not attend meetings of the Trustees unless invited to do so and if so invited shall not be entitled to vote on any matter.</i></p> <p>Motion to approve the Articles per the 2 June Board meeting and in accordance with the track changes shared before the Board meeting</p> <p><i>Proposed CP</i></p> <p><i>Seconded MSC</i></p> <p><i>IN FAVOUR: ALL</i></p> <p>Motion carried</p>
2	<p>ICS Bylaws</p> <p>Bylaw 7.2, Annual Scientific Meeting of the ICS. DS presented a recommendation from the review group to allow the Meetings Committee and Board to solicit more annual meeting bids after the 1st April deadline should this be deemed necessary. SM raised a concern as to whether this was fair to the submitted bids. The Board discussed at length and agreed this would only be enacted in the best interests of the ICS and the original bids would still continue to the review stages. The Board agreed to allow the solicitation of new bids, if deemed necessary, by 1 May. Bid voting</p>

would be reduced to four weeks to reduce the length of time venues are held on a tentative basis.

Although no formal changes were recommended the Board wished to discuss the voting mechanism. CP raised concern that the current system could allow a candidate to win by a small margin and that this was not a good example of a fair and democratic election. CP felt that single transferable voting (STV) was fairer even though it was agreed that the mechanism was confusing. CP proposed a secondary round before the final AGM voting, which would vote on the top candidates from the preliminary round. This would in effect create a three round voting structure. The board agreed the voting mechanism was not perfect but did not wish to return to STV voting or implement a three round voting system. The Board appreciated that UK law dictated the current two round system.

The board agreed to revisit the ICS voting system at the Tokyo board meeting.

ACTION 310: Board to revisit the ICS voting system at the Tokyo board meeting. Ted Arnold to be invited to submit a proposal.

Motion to approve the Bylaws per the 2 June Board meeting and in accordance with the track changes shared before the Board meeting

Proposed SM

Seconded CNO

IN FAVOUR: ALL

Motion carried

3 **Mesh Statement**

AW gave the background to the document and a conversation with Bob Freeman about releasing a joint statement. CP agreed with the content and that the statement was reasonable. AW agreed to share new data with the Board related to the statement. MC recommended the ICS lead a consensus meeting in this area. There was buy-in on this from Italian and international societies. CP felt strongly that the ICS and the Board had a duty to support safe products.

ACTION 311: Board to review new data and approve joint mesh statement on the forum.

AW agreed to send a holding note to Bob Freeman.

CP left the meeting

4 **Global Philanthropic Committee**

SM gave a summary of the project and the ICS role. The committee is a partnership with SIU, AUA and EAU to provide funding for urological education in the developing world. Each partner will deposit \$25,000 and refresh this amount when the pot is depleted; never more than once per calendar year. A joint agreement is set and will be signed by each society. A notice will be sent to each society's membership database informing them about the partnership and inviting applications.

Motion for the ICS to join the Global Philanthropic Committee

Proposed SM

Seconded AW

5	<p>IN FAVOUR: ALL</p> <p>Motion carried</p> <p>Funding for this project will be accounted for in the annual budget for the ICS.</p> <p>ICS Annual General Meeting</p> <p>SM, AW and DS updated the Board that the AGM was moved from Thursday afternoon to Friday lunchtime. The main reason was that the main Astellas symposium was scheduled after the AGM and the timing was of concern as most annual meeting delegates might leave the conference centre. All options were considered with Friday lunchtime being the best option overall.</p>
	<p>AW thanked trustees for attending and called the meeting to a close</p>