



ICS Board of Trustees and Conticom-ICS Ltd Directors Meeting Minutes
Saturday 11 January 2014, 08:00 – 16:30
Courtyard Marriott Hotel, Chicago, USA

Trustees present: Sender Herschorn (Chair, SH), David Castro Diaz (DCD), Jacques Corcos (JC), Steinar Hunskaar (SHu), Katherine Moore (KM), Sherif Mourad (SM), Masayuki Takeda (MT), Adrian Wagg (AW), Alex Wang (Awn)

Office attendance: Dan Snowdon (Administration Director), Dominic Turner (I.T. Director)

1. Take Board photo

2. Apologies for absence

None noted

3. Approval of Agenda

Motion to approve agenda

JC proposed

MT seconded

Result: all in favour

Motion carried

4. Matters arising from Board Minutes, 25, 28 August 2013

Action Points Outstanding/to be raised

ACTION POINT 171: AW & SH to meet with Marcus in Barcelona to outline requirements, discuss approach, timelines and plans for new projects. Discussion about the resources required.

The meeting took place regarding activities of the Standardisation Steering Committee and there has been notable action since. A full project overview and timeline will be presented to the Board shortly for guidance and approval.

ACTION POINT 172: AW to meet Paul/Alan re ICI-RS

Adrian and Sender have spoken to Paul initially (in Sept 2013). Collaborating remains of interest to the ICS. Discussion will continue. DCD suggested ICI-RS have a session within the ICS annual meeting. AW supported bringing ICI-RS and the consultation under the aegis of the ICS. There was general agreement from the Board that this should be investigated further.

ACTION POINT 194: Sender to draft a proposal letter to ICI-RS and share with the Board for initial comments.

ACTION POINT 173: SH & DT to contact UEMS (European Union of Medical Specialists) formally

A letter has been drafted and will soon be sent to UEMS. SH noted that this would be likely to be a challenging process.



ACTION POINT 180: ICS office to create database of non-member professionals and industry contacts

DS and DT reported that there has been some progress related to annual meeting and education course information. This will be extended in coming months.

ACTION POINT 181: Ask industry at industry meeting in Barcelona what format they want. Then define composition and terms of reference of an industry committee and take steps to create into ICS structure.

This will be actioned as part of strategic work in 2014.

ACTION POINT 191: Lunches to be offered at concession stands or to purchase by tickets for future annual meetings. Annual Meeting Guidelines to be updated. To be implemented from 2014.

DS reported that budgets and scenarios had been received from Kenes and placed on the forum. This will be discussed later in the meeting.

Matters arising from Board Minutes, 27 September 2013

No outstanding items

Matters arising from Board Minutes, 9 October 2013

No outstanding items

Matters arising from Board Minutes, 3 December 2013

No outstanding items

5. Approval of Board Minutes, 25, 28 August 2013

Motion to approve minutes

SM proposed

JC seconded

Result: all in favour

Motion carried

6. Approval of Board Minutes, 27 September 2013

Motion to approve minutes

AW proposed

KM seconded

Result: All in favour

Motion Carried

7. Approval of Board Minutes, 9 October 2013

Motion to approve minutes

JC proposed

KM seconded

Result: All in favour

Motion Carried



8. Approval of Board Minutes, 3 December 2013

Motion to approve minutes

JC proposed

AW seconded

Result: All in favour

Motion Carried

9. Summary of progress to date on Board actions

DS presented a summary report of board actions and activity against these.

An ICS historian would be required closer to the date of the next update of the ICS History book circa 2020. Ted Arnold had helped the office determine what information should be captured each year to facilitate this future process.

10. Decisions made on Board discussion forum

Forum decisions were approved as formal decisions by the Board.

Motion to approve forum decisions as Board decisions

AW proposed

MT seconded

Result: All in favour

Motion Carried

11. General Secretary Report

SH reported that the strategic plan was now in place, with operational actions to be implemented over the coming years. Notable progress has been made in key areas since the plan was rationalised at ICS 2013. Significant and difficult decisions surrounding annual meeting policy have already been made to safeguard the financial future of the organisation.

The membership has showed support through the strong bids submitted to host ICS 2015 and the numerous applications to stand as co-opted trustee. At this point SH welcomed Steinar Hunskaar and David Castro Diaz as newly co-opted trustees.

The Board has communicated well over the past year, particularly in relation to the strategic plan and some challenging business decisions.

SH thanked all of the Board for their support and gave thanks to the enduring work and dedication of all the office staff.

12. Finance Report of Treasurer

a. Update as of year-end 2013 position

SM outlined the change in presentation of projections to match the accounting method used in the annual report and formal accounts. This change will reduce confusion and facilitate the Board's understanding through not producing two different ways of analysing the figures. In summary, income and expenditure for projections are now represented in the year the activity took place. For



example, ICS 2013 surplus would be shown in 2013 even if the actual funds were not received until 2014. This is normal accounting practice.

SM presented slides summarising the year end position for the Board. The full presentation, with notes, is available upon request.

Membership income was higher as more members joined than predicted, with 2013 a record year for ICS membership. Committee costs were lower than forecast due to a reduction in mid-term committee meetings. ICS 2013 recorded an impressive surplus of £381,252 plus the €100,000 scientific services fee. The costs for the strategic planning costs came in under budget. SH noted that this process was a fine investment as a robust strategy is now in place.

AW asked if we could apportion part of the expenses of trustee meetings to Conticom. DS replied that this is possible where VAT savings can be made. Flights are not subject to VAT and these are where the biggest savings could have been made. DS will check possible saving opportunities with the bookkeeper.

2013 ended at an indicative and healthy £57,443 excess. This is a strong position compared to the early projections discussed in January 2013.

b. Projections for 2014 (including future view)

JC queried the percentage of ICS income against total staff costs. SM noted that he had analysed all areas of staff costs and did not feel that anything could be reduced. SH clarified the unique role of the ICS and that the majority of income came from the annual meeting. DT added that not all staff were employed purely to administer the annual meeting and for income generating activities. As a charity ICS must also deliver projects and philanthropic activities, and a sizeable portion of staff cost is dedicated to this activity. SH felt staff costs against income were very good when compared to a typical hospital's staffing budget against income.

The current projection for ICS 2014 is £200,000. This is expected to rise due to measures being discussed with the local organising committee.

The Board remarked on the popularity of the journal among members and what a good deal they received compared to the individual cost of the journal. Consideration was given to offering the journal separately from membership but was not taken forward.

SM noted a shortfall for 2014 due to a reduced surplus forecast for ICS 2014; although there is still much work to be done and this could change drastically. It is a prudent estimate. Estimates for 2015, 16 and 17 surplus are all healthy and will ensure the ICS meets its reserves policy each year. A stark contrast to the projections viewed during the January 2013 meeting. The trustees and office will continue to investigate options for increasing revenue as well as reducing costs. SH added that real growth is found in expanding revenue potential rather than continual cost cutting.

JC appreciated the graph which displayed the future surplus under the new model against the future surplus under the previous rate of expenditure and income. This should be displayed in a comparable and transparent way at the 2014 AGM to show the membership the dangerous direction the ICS was headed in before the trustees intervened and made difficult, but necessary business decisions. DS will work with SM and the bookkeeper to create this.



ACTION POINT 195: DS and SM to prepare slides for the 2014 AGM comparing the surplus forecasts under the new and old models.

c. Committee budget requests

Children's Committee

The board discussed the secretarial costs requested for £500. More justification is needed for these, or the office could provide general support. SHu felt any papers produced by the committee should be ICS badged. DS noted that the Chair had noted that the papers would be published under the ICS Children's Committee.

The board requested more justification and detail for the budget as it was not clear what exactly would be produced. If it were two standardisation reports then this represents very good value.

The Board accepted to support €1000 for administrative costs relating to the production of the two papers. The office can provide further administrative assistance as required. The committee should present a timeline of production to the board and they should speak with the Standardisation Steering Committee. The work should be concluded within one year.

Continence Promotion Committee

The board discussed a request for £5,000 of support for the public forum. Is the committee in contact with local continence societies? This is the only way the forum will be successful so this is essential. More information is required before funding can be considered. This may need to come from external sponsorship or the CPC's restricted pot.

AW reported that Ferring are in discussions about possibly sponsoring the forum. National patient associations will be contacted by the CPC. SH felt the request was for funds *if required* rather than for funds now. SM reiterated the importance of close local links for the forum to be successful.

Decision was to defer a final answer until more details are known about the forum and to what extent locals are involved. Support could be provided through space at the main ICS 2014 convention centre.

Education Committee

The committee requested £50,000 to run add-on courses and guest lectures. This is the same amount as provided in 2013 when the committee ran a record number of courses despite reduced funding.

JC recommended that courses generate revenue through shared profit agreements. The course benefits from ICS branding and the ICS benefits through educational activity and profit share. The board discussed the advantage of having ICS branding against profit sharing. JC stated there was a notable benefit from a prominent association with ICS. SM and AW questioned if course organisers would choose to bypass the ICS and invite prominent speakers directly. JC felt this was an area the committee needs to investigate and trial fully. The trial course in Beijing will be interesting as this may generate profits for the ICS at no risk or cost to the society. SH added that no agreement should include a risk of sharing any meeting losses.



The board discussed the success of the committee in running more courses in 2013 on a smaller budget. A reduction in budget can improve efficiency and focus activity, as has been the case here. This could be continued in 2014 on a reduced budget.

Vote to determine budget for Education Committee course for 2014

Option A: no funding – zero votes

Option B: reduced funding and further discussion – 6 votes

Option C: full funding – 2 votes

Option B chosen

£35,000 was approved for 2014 course provision. The Board asked that the Education Committee consider three strategic areas across a year of educational course provision:

1. Low cost quality education
2. Promoting an international presence for the ICS
3. Generation of revenue

Staff attendance at courses will be funded outside of the Education Committee budget. Staff will be considered to attend when there is a need for direct support or a prime opportunity to promote the annual meeting or society membership.

Ethics Committee

The submitted budget did not include sufficient details on the lecture title and suggested speaker. This information will be requested from the Chair and the Board can then reconsider the funding request.

JC suggested holding a webcast conference, if not for this year then to be considered for future years.

Fistula Committee

The request for a mid-term meeting and attendance at the ISOFS meeting were not approved. Physically attended mid-term committee meetings are not supported unless there is a direct strategic need and a virtual meeting would not be effective.

£12,000 was approved for the Fistula Urology Reconstructive Surgery Workshop. A revised and final budget needs to be submitted to the office and Treasurer.

Neurourology Promotion Committee

The board discussed the full budget request and agreed not to award funding for secretarial support. The request for support towards Neurogenic Bladder Day course costs should come from industry and not ICS funds. ICS would not normally fund course travel for the NPC. Funding for this should be discussed with the Education Committee as part of general education output. Support for travel involved in the mid-term videoconference was not approved.



Nursing Committee

The board considered the request for a full day committee meeting the day before the annual meeting begins. The board did not approve this request but could permit a longer committee meeting (approx. one hour) during the annual meeting.

The costs for the whole day meeting for Intra and Postpartum Working Group and Long Term care Working Group were deferred pending further information and a business case for this funding. The board acknowledged the value of the proposal but require more information before funding can be committed.

Publications and Communications Committee

Funding was requested for a mid-term committee meeting involving a key group only. A decision is deferred until the board has had more time to consider the balance of committees and their duties. A consultation will soon be shared with committee Chairs and committee members.

Standardisation Steering Committee

DS had added £13,000 into the projections for a possible committee meeting but this now seems unnecessary and will be removed as no formal request for a meeting had been made. The majority of support for the SSC this year will be staff support.

d. Awards and Fellowships budget (video award)

KM encouraged the board to continue supporting the conference travel awards as they are one of the most valued ICS initiatives.

AW outlined the new awards for 2014 from Pfizer funding of \$25,000. These are essentially short term travelling scholarships of approximately a week's duration each. It is estimated to support five scholarships at \$5000 each. If successful then Pfizer will consider funding these on a longer term basis.

The board agreed 2014 funding of £43,450. The Research Fellowship would not be offered due to lack of interest.

A new video abstract award was agreed in line with the other abstract awards. Funding for this would come from the annual meeting budget.

e. Investment

DS recapped a meeting between him, the ICS bookkeeper, the Treasurer and the ICS accountant. The board paper outlined the considerations for the board in line with investments. What is important to the board, what is the aim for investment, what is the risk appetite, is long term growth sought, are there ethical boundaries, should the money be easily accessible? There are many areas to define.

DS reported that the bookkeeper estimated £500,000 could be invested longer term, with up to £800,000 possible for up to one year's investment.

SM presented two indicative investment proposals that he had discussed with two companies. These offered a balanced portfolio management of investment. The ICS can invest its money worldwide but it is prudent to use a UK hub for ease of administration and completion of security protocols.



SHu asked if it was ethical to invest charity funds in a fund that could feasibly go down as well as up. Keeping funds in a bank account with an interest rate less than that of inflation also sees an erosion of funds over time so various investment options should be considered. SH noted that the board has a continual fiscal responsibility for charity funds but could take some more risk than has been taken in the past few years.

SH thanked SM for his research and added that more proposals were required before an investment decision could be made.

SHu, SH, AW and SM agreed to look at other financial options, most likely in the form of portfolio management and with balanced risk. A split of 85% safer and 15% more risky investment was discussed as a prudent model. SH proposed a working group to look at various opportunities over the next two to three months.

ACTION POINT 196: Sherif, Steinar, Adrian and Sender to form a working group to investigate investment opportunities. A report back to the Board is due by mid-April 2014.

f. Budget approval procedure

As SM was new in the Treasurer post the board discussed current arrangements for approving expenditure. DS has authority up to £5000 for pre-agreed payments and budget items. There is no current limit of approval for the Treasurer. This should be considered on a case by case basis, with SM and DS referring to SH and the Board as required.

13. General Financial items

SM raised discussion over options for the ICS office to handle more of the ASM organisation. DT added that some activities have already been brought in house, such as hosting the annual meeting website and designing the meeting promotion. Managing registration is a possibility at a later stage and would enhance the delegate experience as they would not have to leave the ICS website to register for the meeting. This can be considered further when Kenes' current contract concludes after ICS 2014. The deal can be renegotiated on the basis of the additional work the office now does in relation to annual meeting. A tender process for the congress organiser contract will take place in 2014.

SM outlined many items that the office could feasibly take over from Kenes. The capacity of the office is a serious consideration and this would need to be carefully checked. More staff may need to be employed, which would mean a change of premises as the current site is at maximum capacity.

The board discussed the term 'Honorary Treasurer' and recommended that the 'Honorary' be removed in recognition for the work SM has undertaken. This would need to be a Bylaw change.

Motion to change Honorary Treasurer title to Treasurer

SH proposed

SHu seconded

8 in favour

1 against

Motion Carried



ACTION POINT 197: Recommend a Bylaw change to remove Honorary from the Honorary Treasurer title.

DT delivered a presentation (available upon request) outlining I.T. revenue generation proposals and future plans. Some of this will function as a premium chargeable package above the normal service the ICS website and office provides. Additional event services could include abstract and workshop submission, programme publication, creation and hosting of an event website. Any projects would be considered and costed on a case by case basis.

Promotion of these business opportunities would most likely be through direct contacts of trustees, committee members and friends of the ICS.

DT outlined a 2014 project to create a new mobile interface. This relates to an increased usage of mobile devices to access the ICS website.

DCD commented that the ICS website is the best society website and creates a professional brand for the ICS.

SH thanked DT for an illuminating presentation and added that now a plan of operation should be considered. The board agreed to set up a sub group to support DT in development of an operational plan for I.T. revenue generation. This can involve industry support where in accordance with ICS guidance and rules.

ACTION POINT 198: Dom to work with Adrian, David and Jacky Cahill (Publications Committee Chair) on an operational plan for I.T. revenue generation.

(AWang left the meeting)

Lunch at ICS 2014

The Board considered various scenarios for lunch provision at ICS 2014. Following consideration of all options it was agreed to maintain normal lunch provision as in previous years.

14. General Strategy of approval of mid-term face to face meetings for committees and strategy for Education and Scientific committee annual meeting programme review meetings

In consideration of rationalising ICS funds the board agreed that mid-term meetings should be electronic unless there was a clear strategic need for a physical meeting outside of the annual meeting. Special requests can be considered.

The Education Committee usually meet physically to decide the workshops programme for the annual meeting. The board agreed this meeting should now take place online.

ACTION POINT 199: From 2015 the Education Committee will complete the workshops programme through a virtual meeting.

The 2014 Scientific Committee review meeting was discussed. A budget of £50,000 was presented to allow all committee members to attend. This was far in excess of recent review meeting costs and



represented a large proportion of the indicative surplus of ICS 2014. The board had previous to this meeting considered options for a truncated meeting. With additional preparatory work a core group of approximately six could meet for one day. The trustees discussed that other similar societies do not have large physical abstract review meetings. AW clarified that this may be true but the ICS does have more complexity than most societies due to its multidisciplinary nature and the need to have a balanced programme. AW and SHu noted the benefits of a face to face meeting against an electronic meeting. SHu acknowledged that the meeting could definitely be smaller and still be effective. The board agreed that they had heard this feedback on a number of occasions. DT warned of the risk of non-creation of the scientific programme so this should be the most important factor when considering options for this year and beyond. KM proposed giving the committee a set budget and allowing them to use this as they choose. SH agreed but this should come with direction. SM thought doing this might but the Chair in a difficult position politically.

The board agreed to a one day meeting of six representative Scientific Committee members to attend the most financially viable destination. (*Post meeting note: following discussion with the committee it was agreed to award a set budget and allow the committee to use this to arrange the most appropriate meeting*).

(AWang rejoined the meeting)

15. Revision of the travel policy due to higher price of flights

SM outlined that it was becoming more challenging for those flying over 8 hours airtime to secure business class travel on the current limit of £2,500. SM proposed raising this to £2,750. KM felt in light of other budget cuts it would not be prudent to raise the travel policy at this time. SH noted that the policy should remain as a set limit rather than guaranteeing business class.

Motion to increase the travel policy to £2,750

SH proposed

SM seconded

6 in favour

3 against

Motion Carried

Post meeting note: upon further consideration the Board voted to delay the increase to a later date, as yet undefined.

16. Strategic plan. Operational plans, general update

DS presented an update on strategic actions and reminded the Board of the critical success factors (CSF) and actions assigned. The presentation is attached as appendix A to these minutes. Following the meeting an overview plan/document will be prepared, in consultation with the consultant, to allow the board easier oversight of progress and to guide on areas of priority. A balanced scorecard method will be investigated.

DS reported on progress of standardisation reports. AW asked for a planned output timeline and programme from Marcus Drake. DS clarified that the office has been working with Marcus on this during his meetings at the office. The current timeline will be updated and checked with Marcus before it is shared with the Board for comment.



ACTION POINT 200: Marcus Drake to provide a planned output timeline and programme for standardisation reports for 2014 and beyond.

DS said that Bladder Diary Day is likely to be a major project for the Standardisation Steering Committee in 2014 and would necessitate extensive office support. DS will share a one page overview of Bladder Diary Day to the Board to ensure this major project should be supported.

The building stakeholder engagement CSF requires more attention in relation to industry. This will be worked on during the first half of 2014 by the office and board, particularly the creation of an industry panel. SH noted that a Board and industry meeting would be arranged for ICS 2014 as it was a success at ICS 2013.

Some major decisions have been agreed for the Establish Financial Health CSF. Notably the decision to rotate annual meeting locations and to withdraw from the joint meeting in 2015. A review of financial management by the Treasurer, bookkeeper, Administrative Director and accountants has taken place and effected immediate changes to processes. Further review of financial processes will occur during 2014.

17. Strategic plan. Governance and structure proposals

IN CAMERA ITEM

18. Decision on disciplinary committee recommendation

IN CAMERA ITEM

19. ICS 2013. Evaluation and discussion

DS presented the results of the annual meeting survey ([link to presentation](#)). This was by far the best survey return rate ever achieved, with 58% of delegates responding. The increased response rate was largely due to a survey response being required in order to receive the certificate of attendance. This was a successful initiative and will be repeated for future meetings.

The survey will be revised for ICS 2014 as some questions have been asked repeatedly and should be omitted.

ACTION POINT 205: Office, Board and Kenes to revise annual meeting survey for ICS 2014.

20. Cost of living increase for ICS staff

IN CAMERA ITEM

21. Annual meeting policy location; update from IUGA discussions

In August 2013 the Board agreed to rotate meetings. Four out of five should be in Europe or North America, and the fifth can in an area outside of Europe and North America but must generate a sufficient surplus. Discussions continue with IUGA to limit competition in the same region each year.



22. Composition of Meetings Committee

SM raised discussion whether the current composition was correct and matching the business needs of the organisation. DS pointed out that this committee had influence over the major revenue generating activity of the ICS so more trustees should be involved.

DS clarified that the role of the committee is to receive annual meeting bids and to review these against meeting guidelines and a site selection report from the permanent congress organiser. The committee also meets shortlisted bidders at the ICS annual meeting and finally confirms which bids may proceed to the voting stage. The board considered that they might be best placed to act as the Meetings Committee. SH felt the tasks of the committee did not require every trustee to be involved. The board agreed to reduce the size of the committee by removing the current ICS Scientific Committee Chairman and the ICS Education Committee Chairman. The General Secretary or the General Secretary Elect will join, but not both.

Motion to reduce the size of the Meetings Committee from 2015 in line with discussion

SH proposed

SM seconded

All in favour

Motion Carried

ACTION POINT 206: Amend Meetings Committee composition in ICS Bylaws

23. Options for the ICS to handle more the ASM organisation

Discussed earlier

24. Wiley contract

This has been extended by one year. Negotiations for a new contract will take place during 2014.

25. Grievance procedure, review and update

A draft had been circulated with comments added from some trustees and DS. KM asked for any final comments on the document, which offers guidance on anyone considering lodging a complaint. DS asked for an addition to allow staff members to make complaints as any other ICS member can.

ACTION POINT 207: KM to finalise grievance procedure and circulate final document on the forum for approval.

The board agreed that on most occasions a member outside of the board should be involved in a grievance/disciplinary matter. It is not essential that this should be a member of the Ethics Committee. It is most important that this be a member of good standing.

26. Email etiquette policy

This has already been appended to the existing code of conduct.

27. Scientific/Ethics Committee dispute on disclosure slides for presenters at the annual meeting

DT clarified the item and asked the board if it was essential for presenters to show their disclosure slide before they present. If they did not should their presentation be stopped? The board acknowledged the importance of disclosure slides but also considered the tight timings of



presentations. Spending valuable time going through a disclosure slide is not realistic. DT confirmed that it is mandatory that all presenters complete a disclosure slide in the speaker ready room. SH felt this was sufficient and the board agreed.

28. Any other business

JC stressed the importance of clarifying lengths of trustee terms. DS noted this was part of the changes being proposed to the Articles and Bylaws.

Date of next meeting: Sunday 19 October 2014, Rio de Janeiro, Brazil



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ACTION POINT 195: DS and SM to prepare slides for the 2014 AGM comparing the surplus forecasts under the new and old models.

ACTION POINT 196: Sherif, Steinar, Adrian and Sender to form a working group to investigate investment opportunities. A report back to the Board is due by mid-April 2014.

ACTION POINT 197: Recommend a Bylaw change to remove Honorary from the Honorary Treasurer title.

ACTION POINT 198: Dom to work with Adrian, David and Jacky Cahill (Publications Committee Chair) on an operational plan for I.T. revenue generation.

ACTION POINT 199: From 2015 the Education Committee will complete the workshops programme through a virtual meeting.

ACTION POINT 200: Marcus Drake to provide a planned output timeline and programme for standardisation reports for 2014 and beyond.

ACTION POINT 205: Office, Board and Kenes to revise annual meeting survey for ICS 2014.

ACTION POINT 206: Amend Meetings Committee composition in ICS Bylaws.

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