

Ordinary Meeting of the IHTSDO (UK Entity) General Assembly
26 October 2016, 10:00 local time
Minutes of Meeting

Location: Wellington, New Zealand

Informal agenda

1. Welcome by the Chair of the Management Board

James Ferguson, the Chair of the Management Board (MB), welcomed all attendees to the Ordinary Meeting of the IHTSDO (UK entity) General Assembly (GA).

2. Confirmation of quorum

James Ferguson confirmed that there was a quorum, with 18 of the 26 represented Member countries in attendance, either in person, over the phone or by a nominated proxy. Brunei and Uruguay had no representation.

3. Election of a Chair for the General Assembly meeting

James Ferguson established that the GA had nominated and elected Stewart Jessamine, the GA Representative for New Zealand, to be the Chair for the meeting.

The Chair stated that the GA had been convened according to the IHTSDO UK *Articles of Association*, cf. the Articles clause 8.2.6

Formal agenda presided over by the agreed Chair

1. Confirmation of attendees and alternates with designated power of attorney

Attendees		Apologies	
Name	Role	Name	Role
Stewart Jessamine (SJE)	Chair, representing New Zealand	Arabella D’Havé (ADH)	Representing Belgium
Lies van Gennip (LVG)	Vice Chair, representing the Netherlands	Dennia Giokas (DGI)	Representing Canada
Kate Ebrill (KEB)	Representing Australia	Alejandro Mauro (AMA)	Representing Chile
Mari Asser (MAS)	Representing Estonia	Seidl Libor (SLI)	Representing Czech Republic
John Mok (JMO)	Representing Hong Kong, as proxy to Vicky Fung	Karen Marie Lyng (KML)	Representing Denmark
Lies van Gennip (LVG)	Representing Iceland, as proxy to Gudrun Audur Hardardottir	Jitendra Arora (JAR)	Representing India, as proxy to Sunil Sharma
Marcin Wegrzyniak (MWE)	Representing Lithuania, as proxy to Normantas Duscinskas	Boaz Lev	Representing Israel
Md Khadzir Sheikh Ahmad (MKSA)	Representing Malaysia	Mate Bestek	Representing Slovenia
Stewart Jessamine (SJE)	Representing Malta, as proxy to Hugo Agius-Muscat		
Marcin Wegrzyniak (MWE)	Representing Poland		
Low Cheng Ooi (LCO)	Representing Portugal, as proxy to Henrique Martins		
Low Cheng Ooi (LCO)*	Representing Singapore		
Pavol Rieger (PRI)	Representing Slovak Republic		
Arturo Romero Gutiérrez (ARG)*	Representing Spain		
Lotti Barlow (LBA)	Representing Sweden, as proxy to Henrik Moberg		
Adrian Schmid (ACH)*	Representing Switzerland		

Attendees		Apologies	
Name	Role	Name	Role
Angie Quinn (AQU)	Representing the United Kingdom, as proxy to Sally Greenway		
Vivian Auld (VAU)	Representing the United States of America, as proxy to Betsy Humphreys		
James Ferguson (JFE)	Chair of the Management Board		
Don Sweete (DSW)	Chief Executive Officer		
Kuldip Nijjar (KNI)	Executive Lead - Finance and Corporate Services		
Yohani Daruis (YDA)	Minute-taker		

*Indicates remote participation via GoToMeeting.

SJE welcomed all and began the formal proceedings of the GA meeting of the IHTSDO UK entity.

SJE informed the GA that notice of annual general meeting, together with explanatory notes, was emailed to Members on 9 Sept 2016, and the consent to short notice was approved by at least 90% of the Members on 3 October 2016. Accordingly, the requisite notice of the meeting had been given. He proposed therefore that, the notice of meeting should be taken as read:

From: Yohani Daruis [mailto:yda@ihtsdo.org]

Sent: Friday, September 9, 2016 1:41 PM

To: General Assembly

Cc: Jamie Ferguson; Don Sweete

Subject: IHTSDO: Notice to Hold General Assembly Meeting, Wellington, October 2016

Dear General Assembly Representative,

In accordance with the Articles of Associations of IHTSDO DK and IHTSDO UK, IHTSDO be holding the next bi-annual General Assembly face-to-face meetings in Wellington, New Zealand 24th - 26th October 2016.

Kindly indicate your attendance whether in person, over the phone or a nominated proxy, by responding to this email (yda@ihtsdo.org).

To help us ensure that sufficient catering is provided during the meetings, please also register your attendance using our on-line registration system <https://www.regonline.com/register/login.aspx?eventID=1871530>

Thank you,

Yohani

2. Selection of a Minute-Taker

SJE suggested that Yohani Daruis be nominated to serve as minutes-taker. The GA approved the nomination.

3. Declaration of any conflicts of interest

SJE confirmed that he had not prior to this meeting, received information regarding any material conflicts of interest that a Member or a Nominated Representative had with respect to any matter to be discussed or voted on at this meeting, above and beyond the interest that the Member would have as a Member of the Association in common with all other Members.

SJE asked the GA if there were any conflicts of interest to be brought before the GA. None were declared. SJE thereby confirmed that no Member was prevented from participating in, or voting at, this meeting.

4. Review and approval of the minutes of the last meeting

SJE stated that the last GA meeting was held on 20 April 2016 in London, England.

In accordance with the procedure in the Articles of Association, electronic draft copies of the minutes from the meeting were prepared and sent to the Nominated Representatives of the GA within 14 days of the close of the meeting. The Nominated Representatives submitted comments on the minutes within 14 days of receipt and such comments were promptly addressed or resolved.

SJE motioned for the GA to approve the minutes.

The minutes of the 20 April 2016 meeting in London, England were unanimously approved without comment.

Decision 1 The GA unanimously approved the minutes of the April 2016 meeting.

Action 1 IHTSDO to publish minutes on the website.

5. Opening remarks by the General Assembly Chair

SJE welcomed everyone and noted that the meetings over the past few days had gone remarkably well. In the past months, there had been some discussions on IHTSDO's Governance, whereby a consultant (Tavistock) was appointed to conduct an analysis on the dynamics and communication between the various Governance bodies. Tavistock had produced a positive report, but their recommendations were still to be discussed and reviewed. This was in working progress and the reconstruction of the MB would include the GA and Management Team (MT) to attend as expert advisors to the Board.

It was clear to the GA that after the governance report was completed, the main challenge faced was to consider how IHTSDO should operate in a complex environment where there was

rapid growth. This would be considered and discussed by the GA in the following months to come prior to the April 2017 meetings.

6. Opening remarks from the Management Board Chair

JFE welcomed all and remarked that the MB was working well to provide strategic advise to the MT.

7. Statement on the budget and work plan

The Work Plan and Budget was presented by Kuldip Nijjar (KNI), Executive Lead for Finance and Corporate Services.

Highlights of this report included:

- 1) Strategic Direction for 2017
- 2) The Work Plan
- 3) The Financial Plan

Strategic Direction

KNI explained that the 2017 Work Plan was governed by the strategic direction that was approved in 2015. This consisted of 5 strategic directions for the organization:

- 1) Demonstrating successful large scale implementations of SNOMED CT
- 2) Removing barriers to adoption for customers and stakeholders
- 3) Enabling continuous development of our product to meet customer requirements
- 4) Providing scalable products and services that drive the adoption of SNOMED CT
- 5) Setting new trends and shaping new technologies that increase the overall use of SNOMED CT

KNI presented the main focus areas as follows:

Content, Mapping and Product Architecture Teams

- Anatomy
- Drugs/Substances
- Internal QA (including Laterality)
- LOINC (including Observables)

Product Architecture Team

- Improving the quality of SNOMED CT
- Placing SNOMED CT at the heart of Vendor systems
- Collaborative content product development with Vendors
- Making technology management scalable by bringing forth a digital platform to support a Vendor Content Group

Customer and Stakeholder Relationship Management Team

- Updating and implementing the CRM Roadmaps; Collaboration Operational Plan and Clinical Engagement Plan
- Continuing to execute the Vendor Engagement Strategy and operationalize the Vendor Forum
- Participating in the continuous improvement of IHTSDO's Product and Service offering (the Catalogue and Roadmap)
- Leading the SNOMED CT Expo 2017 event management
- Developing a clinical engagement culture throughout the organization that informs the development of SNOMED CT and its implementation
- Implementing the Genomic project plan which will be led by the Clinical Engagement Team (including vendor partnerships)

Education and Product Support

- Broadening and deepening global awareness of the features and benefits of SNOMED CT thereby encouraging the adoption of SNOMED CT at international, national and local levels
- Increasing detailed knowledge of SNOMED CT within vendor and stakeholder organizations supporting widespread SNOMED CT implementation based on best practice guidance
- Cultivating an understanding of SNOMED CT within Member and healthcare organizations enabling effective practical use of SNOMED CT to facilitate evidence-based healthcare

Technical Services

By the end of 2016 the Technical Services Team expects to have executed its two-year tooling strategy so that the first version of all platforms will be stabilized. 2017 would see the launch of the next wave of tooling, focusing on tools for vendors and implementers as per the Product Strategy, as well as focus on innovating the use of SNOMED CT with new technologies and driving adoption.

The Team would also focus on the use of innovative technologies to improve the quality of SNOMED CT through machine based learning providing repeatable and measurable quality metrics built into the Authoring Platform and expanding application and the use of templates. The Product Strategy would also drive some of the work of Technical Services.

Head Office Functions

The Financial Plan showed a balanced budget with USD 10.4 million of funding. This would be reviewed in January 2017 to reinvest its USD 1.3 million of cash reserves available back into the Work Plan.

8. Voting procedure and resolutions

SJE explained the voting procedure for the resolutions that were about to be presided over later that morning.

Each Member who was represented either in person as a Nominated Representative was entitled to one vote on a show of hands. A proxy who was present and had been duly appointed by a Member was also entitled to one vote on a show of hands. Nominated Representatives attending by teleconference were also each entitled to one vote by verbal indication.

Resolution (a) was to be passed by a 75% vote, in that, for one vote of the UK entity, 75% of the votes must be in favor. According to the UK Companies Act 2006, section 21, an amendment of the articles required a special resolution, and according to section 283, special resolutions needed not less than 75% of the Members voting in person and the proxies voting.

Resolutions (b) to (e) were to be proposed as ordinary resolutions and required a Simple Majority of those present to be passed.

9. Resolution (a) - Resolution to adopt new Articles of Association

- 9.1. Briefing paper
- 9.2. New Articles of Association

The first resolution concerned the adoption of the new Articles of Association of the UK entity in order to remove charitable status references. As there were a number of changes, it was proposed that a new set of Articles be adopted. An amended version of the Articles showing the proposed changes had been included in the meeting package.

SJE motioned for the GA to approve the resolution.

The 18 voting Members present at this meeting voted in favor of the resolution. The number of votes counted included the 4 proxy votes received in relation to this resolution. The total number of Members in the Association was 28.

SJE thereby declared that the resolution had been carried, by the 75% voting requirement.

Decision 2 The GA approved the adoption of the new Articles of Association, by satisfying the 75% vote requirement.

Action 2 IHTSDO to post the new Articles of Association on the website.

10. Resolutions (b) and (c) - Approval of Asset Transfer Deed

- 10.1. Briefing paper
- 10.2. Asset Transfer Deed

SJE introduced the next two resolutions, which involved the approval of the entry by IHTSDO into an asset transfer agreement, according to which the Intellectual Property, all rights to SNOMED CT, and all other related assets should be transferred from IHTSDO's Danish Entity (CVR

number 30363434) to IHTSDO UK on 31 December 2016, immediately following and conditional upon the Danish entity entering dissolution.

Resolution (b) authorized entry by IHTSDO into the asset transfer deed agreement.

Resolution (c) authorized any director to be authorized on behalf of IHTSDO to execute the asset transfer deed and any other documents related to the transfer.

SJE motioned for the GA to approve these resolutions.

The 18 voting Members present at this meeting voted in favor of the resolution. The number of votes counted included the 4 proxy votes received in relation to this resolution. The total number of Members in the Association was 28.

SJE thereby declared that the resolution had been carried, by a Simple Majority.

Decision 3 The GA by a Simple Majority approved the entry by IHTSDO into the Asset Transfer Deed Agreement and authorization of any Director to act on behalf of IHTSO to execute the asset transfer deed and any other documents related to the transfer.

11. Resolution (d) - Resolution to approve the Management Board's annual strategic, business and operational plans (budget and work plan) for the next financial year

11.1. Briefing paper

11.2. Strategic, business and operational plan

SJE introduced the fourth resolution which sought the GA's approval of the draft strategic, business and operational plans for 2017, as provided in the meeting package.

SJE proposed that the strategic, business and operational plans for 2017 be approved and adopted.

The 18 voting Members present at this meeting voted in favor of the resolution. The number of votes counted included the 4 proxy votes received in relation to this resolution. The total number of Members in the Association was 28.

SJE thereby declared that the resolution had been carried, by a Simple Majority.

Decision 4 The GA by a Simple Majority approved the Management Board's annual strategic and operational plans for 2017.

12. Resolution (e) - Resolution to approve the Aggregate Annual Fees

- 12.1. Briefing paper
- 12.2. Appendix A IHTSDO 2017 Fees
- 12.3. Appendix B GNI 2014 Atlas method
- 12.4. Appendix C Independent Auditor's Opinion
- 12.5. Appendix D 2018 Prospective Member Fees
- 12.6. Appendix E GNI Atlas Method

SJE explained that the final resolution for this meeting was to adopt the statement of annual fees for 1 January 2017 to 31 December 2017, as produced in the meeting pack.

SJE proposed that the statement of annual fees for 1 January 2017 to 31 December 2017 be adopted.

The 18 voting Members present at this meeting voted in favor of the resolution. The number of votes counted included the 4 proxy votes received in relation to this resolution. The total number of Members in the Association was 28.

SJE thereby declared that the resolution had been carried, by a Simple Majority.

Decision 5 The GA by a Simple Majority approved the 2017 aggregate annual fees.

13. Management Board elections

SJE informed the GA that in accordance with the timetable established by the Members at the Ordinary General Assembly in April 2016, up to 7 members of the MB were to be elected this year due to the fact that the election terms of Ian Arrowsmith, John van Beek, David Bunker, Kathy Farndon, Jamie Ferguson and Ilan Zelingher ended in October 2016.

The Nominated Representatives of the GA voted for nominees to the MB. The results of the election were that Ian Arrowsmith, John van Beek, Kathy Farndon, Jamie Ferguson and Ilan Zelingher had been reelected as members of the MB to guide the way forward during a transitional governance period. David Bunker had declined to seek reelection.

The election results were sent to the Members prior to this meeting by email of 14 September 2016. In parallel to the directorship of members of the MB terminating with the Danish entity effective 31st December 2016, the directorship of these members would commence with the UK entity effective 1st January 2017.

SJE commented that for future Management Board elections, the GA would like to move to a situation where there was more gender equity within the Board. He encouraged anyone to put forward potential nominees to the Governance Group (Lies van Gennip, Andy Wiesenthal, Jamie Ferguson Vivian Auld and Shelley Lipon). The Governance Group would be looking at key attributes and the skill set of the MB. They would also work to define the roles and responsibilities of the MB ahead of the April 2017 meetings.

14. Presentation on SNOMED CT in New Zealand, by Alastair Kenworthy

On behalf of New Zealand, Alastair Kenworthy presented an interesting and informative presentation on how SNOMED CT was used in New Zealand as well as their current and future national healthcare initiatives. The presentation was well received by the audience.

15. Dates and venues for future IHTSDO Business Meetings and SNOMED CT Expo

- 15.1. London - business meeting - Amba Hotel Charing Cross, 23-26 April 2017
- 15.2. Bratislava - business meeting and Expo, 15-20 October 2017

SJE announced that the dates and venue for the next business meetings was expected to be in London at the Amba Hotel Charing Cross from 23 to 26 April 2017, marking the 1st anniversary of the UK entity and the 10th birthday for the Danish entity.

The October business meeting and Expo would be in Bratislava, Slovak Republic from 15 to 20 October 2017.

16. Any other business

16.1. American Medical Association (AMA) Agreement

DSW was pleased to announce that with the support of MB and GA, IHTSDO had concluded its agreement with AMA. This agreement would leverage on the content from both organizations to help improve the standards for the end users and drive efficiency. This would involve an analysis of SNOMED CT and Current Procedural Terminology (CPT) and International Current Procedural Terminology (ICPT) to assess any gaps with an aim to improve patient care and clinicians' work. DSW asked the GA to formally ratify the decision to enter into the agreement with AMA.

The 18 voting Members present at this meeting voted in favor of the resolution. The number of votes counted included the 4 proxy votes received in relation to this resolution. The total number of Members in the Association was 28.

SJE thereby declared that the resolution had been carried, by a Simple Majority.

Decision 6 The GA by a Simple Majority approved IHTSDO entering into an agreement with AMA.

17. Adjournment

SJE thanked all for their participation and adjourned the meeting.

I hereby confirm that these minutes are an accurate reflection of decisions taken at the General Assembly meeting and have been approved as such by the General Assembly.

A handwritten signature in blue ink, appearing to read 'Stewart Jessamine', with a large, stylized flourish at the end.

Stewart Jessamine
Chair, IHTSDO General Assembly