

**Minutes of the Annual General Meeting of the Intensive Care Society
Tuesday 10th December, 2019 5.45 p.m.
Room 10 Northern Ireland
ICC Birmingham**

In attendance:

Dr Ganesh Suntharalingam (GS), Dr Steve Mathieu (SM), Dr Stephen Webb (SW), Dr Sandy Mather (SJM), Mr Stephen Posey, Ms Sarah Anderson, Mr Martin Cresswell plus approximately 40 other attendees including Council members, Society members and Society staff.

No	Item	Presented By
1.	<p>Welcome Minutes of last year's meeting were accepted as an accurate reflection of the 2018 meeting</p>	<p>Hon Sec (SW)</p>
2.	<p>AGM Meeting called to Consider the special resolution. These new articles are the culmination of a three year programme of modernisation of the Society. We reviewed our financial systems and appointed our first CEO in 2017. In 2018 we developed our 5 year strategy. We now have a comprehensive strategy covering Research, Education, Standards, Professional Representation and Public Affairs. We established 5 Divisions and we are armed to move forward and expand. We overhauled SOA in 2015 and 2016 and re-launched it as the "must-attend" UK critical care conference. As part of our review we were committed to improving our articles. The new articles establish a Trustee Board. Members elect Council and they in turn elect Trustees (Officers of the Society).The President appoints the lay trustees. The new structure allows us to have a stable set of Trustees. They reflect best practice in Charity governance and will make us more agile. They have been drafted by external legal advisers who have experience in the charity governance field. Decisions will no longer only be made at an annual AGM during SOA and this will save time and money and reduce bureaucracy involved in holding an AGM once a year - allowing us to divert resources where they are really needed for our sector AMM will continue to be in a friendly informal environment. The articles are commended for approval.</p>	<p>President (GS)</p>
3.	<p>Questions from the floor Q - Council members have been Trustees in the past. How will the Trustees be decided in future ?</p>	<p>Hon Sec (SW)</p>

	<p>A - There will be three lay trustees who will be appointed by the Executive (Officers of the Society) And then another ex council member role - this is currently Tony Whitehouse.</p> <p>The Trustees are also the Executive Officers who are elected by council. The Trustees will therefore be majority clinical. When the Executive Officers stand down they will no longer be a trustee. The position of trustee goes with the post rather than the name.</p>	
4.	<p>Vote on the Special Resolution</p> <p>A reminder that there are three categories of members who (according to our current articles and regulations - reg 3) are not eligible to vote:</p> <ul style="list-style-type: none"> • Overseas members • Honorary and Distinguished members • Student members. <p>Proxy votes Confirmed that the President is holding 1 proxy vote No other Proxy votes were held.</p> <p>It is hereby resolved by way of special resolution that the draft Articles of Association attached hereto be and are hereby approved and adopted as the Articles of Association of the Society in substitution for and to the exclusion of all existing Articles of Association of the Society.</p> <p>DECISION - 33 Votes in favour 0 Votes Against 0 Abstentions</p> <p>The special resolution is thereby passed and is carried by 33votes unanimously.</p>	Hon Sec (SW)
5.	<p>Close of AGM Stephen to thank everyone for contributing to the discussion and the vote and to invite them to stay for a short AMM.</p>	

1.	<p>Welcome to the AMM and 2018 Minutes Minutes of last year's meeting were accepted as an accurate reflection of the 2018 meeting.</p>	<p>Hon Sec (SW)</p>
2.	<p>2018 Annual Report Summary – Including Council and Exec colleagues leaving and introduce lay trustees (if vote passes)</p> <p>Three members of Council standing down from office. They were as follows.</p> <ul style="list-style-type: none"> • Jeremy Groves who has been an active member of council involved in our patients and relatives committee, our digital presence with our website and encouraging people to write blogs. He has been on council for 6 years and we owe him a lot we will miss his wisdom. • Richard Innes who has been Chair of the Consultant's PAG and has also been an active member of Council for six years. • Gary Masterson who is standing down as Immediate Past President. Apologies that Gary cannot be here this evening. <p>Presentations were made and thanks given to all three.</p> <p>Phil Coakley, the 2018 ICS Medical Fellow was also congratulated for his contribution toward the society with the seminars programme, standards and ICS podcasts and for establishing a programme of leadership development for future medical fellows.</p> <p>Presentation was made to Phil.</p> <p>Three new independent lay trustees, stood and were introduced.</p> <ul style="list-style-type: none"> • Sarah Anderson works as a partner at Deloitte's specialising in charities and who also works with Pet Therapy in Leeds hospital • Martin Cresswell has worked for over 20 years in NHS Communications and who has just retired • Stephen Posey – Chief Executive at Royal Papworth and CQC Inspector <p>All were welcomed and thanked for volunteering to join the trustee board and to help steer the ICS through the next few years.</p> <p>As well as organising ourselves in Divisions we have strategic partners. Much broader collaborations and we speak for whole of UK Critical Care. We are also opening ourselves out internally -</p> <ul style="list-style-type: none"> • This year we established Council as an outward looking forum with over 10 strategic partners organisations collaborating with us and regularly attending our meetings. • This enables ICS to be the collective multi-professional voice of critical care in the UK. 	<p>President (GS)</p>

3.	<ul style="list-style-type: none"> • We have established a new Divisional structure to deliver our activities • There are now five Divisions: <ul style="list-style-type: none"> Public Affairs Division – Chaired by Hugh Montgomery – this Division is leading on our fundraising activities and raising the profile of the multi-professional teams in critical care and involving patients and relatives in our activities. They concentrate on raising the profile of what we do with the public. Professional Affairs Division – chaired during the year by Gary Masterson and then Stephen Webb – this Division has established six new Professional Affairs Groups – PAGs – to represent the voices of our different professional groups of members. Learning Division – chaired by Shond Laha – revised and renewed our seminars programme and the merger of FICE and CUSIC into the new FUSIC accreditation programme. This is where SOA formally sits and the conference Programme Director is Steve Mathieu – who has once again done an amazing job to bring us this year’s SOA. Congratulation on launching FUSIC and an additional thank you to Steve Mathieu Research Division – chaired by Jeremy Bewley – which has managed the innovative and complex Research Prioritisation Exercise Prize which was one of this year’s initiatives. We will be announcing the prize winner tomorrow at the closing session – he or she will receive £50,000 research funding Standards Division – chaired during the year first by Stephen Webb who handed over to Paul Dean. This Division has produced a wealth of standards and guidelines this year – we have some in print form available at the ICS Village – and all are available free to download on line. They also worked collaboratively with FICM to publish GPICS V2. They are starting discussions about V3 and this division drives forward the profession. 	
3.	<p>Plans for the future activities of the Society</p> <p>This year we applied to HRH the Princess Royal to ask her to renew her Patronage of the Society. We apply every 5 years and we are pleased that she accepted to be our Patron for another 5 years and we hope that she will join us in our 50th year celebrations during 2020. Hopefully she will free diary and can help us celebrate.</p> <p>Founders Day is on 8 June, 2020 and us is the real start of the celebrations. We will be holding the 1st new ICS awards for critical care staff to celebrate all they do for patients and relatives and to thank them – please look out for the information when it comes out and consider nominating a colleague or yourself. Please encourage people to apply for these awards</p> <p>New fundraising campaign #ICS50 which has a soft launch at this conference – encourage people to donate and focusing on HNW’s –</p>	CEO (SJM)

	<p>aiming for £50m. These are exciting plans and the fundraising will help with projects to humanise ICU and do more research in critical care and provide educational courses at a small cost. We don't have excessive reserves and want to build them up.</p> <p>Donations are via ICS Justgiving pages - visit the ICS Village in the middle of the exhibition and see how you can donate or volunteer during our 50th year to help with our fundraising to enable us to deliver more of our activities including</p>	
4	<p>Treasurer's Report – Accounts and Subscriptions 2018 Accounts</p> <p>During 2018 we improved the financial stability of the Society and this was demonstrated in well managed cost containment to record a small surplus in net income of £3,850. We are heading into a financially stable position.</p> <p>We have continued our investment in delivering high quality study days, as well as SOA, and our flagship FUSIC accreditation programme. These have all been gratefully received by members and non members alike.</p> <p>These essential products ensure that the ICS is unique in the UK as the only Society supporting the whole of the multi-professional community and without your continued investment in the Society we would never have been able to deliver them.</p> <p>During the year we developed a new format for our Trustees Annual Report, designed to demonstrate our impact to regulators, donors, funders, patients and the public and to you our members. This is available on our website and we have a few paper copies available today.</p> <p>We will be using this TAR to demonstrate our impact to potential future donors and to show the difference the society makes to the public.</p> <p>Subscriptions Fees have increased this year by just 5% to reflect cost of living and inflation increases and to allow the Society to maintain its activities.</p>	Hon Treas (SM)
5.	<p>Declare the results of Elections: Newly Elected Officers & New Members of Council</p> <p>Shondipon Laha was elected as the new Honorary Secretary – taking over from Stephen Webb. Stephen Webb has been elected as President-elect. Congratulations. He will take over from the President in December 2020. Gary Masterson steps down as Immediate Past President.</p> <p>Results announced of the Elections for membership of Council, conducted on our behalf by the Electoral Reform Services</p>	President (GS)

	<p>Charlotte Summers Marlies Ostermann Jeremy Bewley Paul Dean</p> <p>These new members were introduced, and they will join us at their first meeting on 28 January, 2020.</p> <p>The voting results were announced both on our website and in our recent newsletters (see below results).</p> <p style="text-align: center;">CONTEST: Election of Council</p> <p style="text-align: center;"><i>The election was conducted using the single transferable vote electoral system. The following candidates were elected (in order of election):</i></p> <table border="1" data-bbox="312 835 1098 987"> <thead> <tr> <th colspan="2" style="background-color: #0070C0; color: white;">ELECTED</th> </tr> </thead> <tbody> <tr> <td colspan="2">SUMMERS, Charlotte</td> </tr> <tr> <td colspan="2">OSTERMANN, Marlies</td> </tr> <tr> <td colspan="2">BEWLEY, Jeremy</td> </tr> <tr> <td colspan="2">DEAN, Paul</td> </tr> </tbody> </table> <table border="1" data-bbox="312 1037 1098 1272"> <tbody> <tr> <td>Number of eligible voters</td> <td></td> <td>2,797</td> </tr> <tr> <td>Votes cast by post:</td> <td>7</td> <td></td> </tr> <tr> <td>Votes cast online:</td> <td>519</td> <td></td> </tr> <tr> <td>Total number of votes cast:</td> <td></td> <td>526</td> </tr> <tr> <td>Turnout:</td> <td></td> <td>18.8%</td> </tr> <tr> <td>Number of votes found to be invalid:</td> <td></td> <td>1</td> </tr> <tr> <td>Total number of valid votes to be counted:</td> <td></td> <td>525</td> </tr> </tbody> </table>	ELECTED		SUMMERS, Charlotte		OSTERMANN, Marlies		BEWLEY, Jeremy		DEAN, Paul		Number of eligible voters		2,797	Votes cast by post:	7		Votes cast online:	519		Total number of votes cast:		526	Turnout:		18.8%	Number of votes found to be invalid:		1	Total number of valid votes to be counted:		525	
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6.	<p>Date of Next AMM and venue for SOA Tuesday 8 December 2020 at SOA being held at QE2 in London next hear</p> <p>Welcome suggestions from members for venue for 2021</p>	Hon Sec (SW)																															
7	<p>Questions from the audience</p> <p>Q – are we going to have a environmental sustainability We don't have a plan but should and will bring this to council early in 2021. Have tried to be more sustainable at SOA this year – water refils, paper badges etc. Suggestion to have soap box skype sessions from India and Australia and avoid long distance travel on international flights. Refer to Coda (formerly SMACC) https://codachange.org/ who have a climate change initiative.</p>	Hon Sec (SW)																															
8	<p>Close of meeting</p>	Hon Sec (SW)																															