



MINUTES OF THE ANNUAL GENERAL MEETING

Date: 1 June 2004

Time: 5:30 pm to 6:30 pm

Location: Krakow University of Economics, Krakow, Poland

1. Welcome

Chris Henshall, President, opened the meeting by welcoming members who were present and thanking them for attending.

2. Approval of agenda

Following circulation and review of the agenda (Attachment 1), Chris Henshall moved that it be approved, as distributed. **The motion was seconded by Alicia Granados, and then carried with none against.**

3. Approval of minutes

Chris Henshall indicated that the minutes of the 2003 Annual Meeting, held on 25 June 2003, at the Radisson Hotel and Conference Centre in Canmore, Canada, had been circulated to members via e-mail, as well as posted on the HTAi web site last July, and invited feedback from those present. Since no comments or concerns were raised, Chris Henshall moved that the minutes be approved. **The motion was seconded by David Banta and carried with none against.**

4. President's report

Midwinter Board meeting

The mid-winter meeting of the Board of Directors, hosted by the Institute of Health Economics (IHE), took place on 1 February 2004, at the Renaissance Vancouver Hotel Harbourside in Vancouver, British Columbia. Chris Henshall thanked IHE for its financial support and those Board members who presented at the IHE symposium entitled, "Health Technology Assessment: an international review for innovators", held the following morning.

Membership drive

Chris Henshall listed the numbers of individual and organizational memberships in 2003-2004. There were 24 Individual New, 223 Individual Current (i.e., renewals), 6 Student/Trainee, 13 Not-for-profit Organizational, and 3 For-profit organizational members, representing 27 different countries. He indicated that approaches to increasing the membership base have, to date, focused on encouraging individuals to register for the HTAi 2004 Annual Meeting in Krakow. He thanked the Board for all of their efforts to ensure that colleagues around the world received notices about the Meeting.

Contract with Cambridge University Press (CUP)

John Gabbay, Chair of the Scientific and Professional Programmes Committee (SPPC) of the HTAi Board, indicated that a 2 year contract had recently been signed by HTAi and CUP, the publisher of the Society's official journal, The International Journal of Technology Assessment in Health Care. While negotiations over detailed terms have not yet been resolved, they will ensure electronic access to new, as well as some back issues of the Journal for HTAi members. John Gabbay reminded members that CUP, not the Society, owns the Journal. Chris Henshall thanked John Gabbay and Ed Barnas from CUP for their work towards finalizing the contract.

HTAi Secretariat

Dev Menon, head of the HTAi Secretariat, which is housed at the IHE in Edmonton, Alberta, briefly reviewed the Secretariat's main activities over the past year. They included incorporating HTAi under the Societies Act of Alberta, establishing financial structures, developing the HTAi web site, designing

promotional material, handling the abstract submission and review process for the HTAi Annual Meeting, providing administrative and editorial support to the 2004 Local Organizing Committee (LOC), and managing memberships. Chris Henshall thanked the Secretariat for all of its work. He then announced Dev Menon's impending departure from IHE and the Secretariat, and explained that a new Executive Director for IHE might not wish IHE to continue to provide the HTAi Secretariat. Given this uncertainty, Dev Menon had suggested that HTAi consider alternative locations for the Secretariat. Chris Henshall summarized the Board's view on how best to proceed, following discussions which took place during the Board meeting on Saturday, 29 May 2004. It was decided that, for stability and continuity, the Secretariat should remain in Canada for the next 3 years. Initial discussions with organizations expressing interest in taking over the Secretariat have begun, and the Board has formed a sub-committee who will be responsible for inviting and, subsequently, reviewing proposals from potential organizations, including IHE if it wishes. In three years, the Board plans to re-issue an open tender for the Secretariat, inviting proposals from organizations from anywhere in the world.

Board Committee reports

Chris Henshall asked the chairs of each of the Board's sub-committees to briefly report on the activities of their respective committees during the past year.

Berit Mørland, Co-Chair of the Membership, Communications, Fundraising, and Corporate Relations Committee, introduced the Committee's members: Chris Henshall (Co-Chair), Susan Bidwell, Andrew Dillon, Gerard Engel, Clifford Goodman; Nina Rehnqvist, Odd Søreide; and Sadasivan Sivalal. She indicated that the Committee had held a teleconference in mid-April, during which it explored the possibility of teaming up with the International Network of Agencies for Health Technology Assessment to develop a joint "HTA News Service". It also discussed creating collaborations with other societies and forming sub-groups of HTAi members for whom targeted activities could be organized. Sub-groups proposed include: HTA agencies, decision makers, students, researchers, clinicians, and industry representatives. The Committee plans to proceed with further developing both ideas over the next few months.

John Gabbay, Chair of the SPPC, listed the names of Committee members: Susan Bidwell, Marjukka Makela, Deborah Marshall, and Laura Sampietro-Colom. He indicated that the Committee has been quite active in the last year, formalizing relationships with the International Scientific Program Committees of the 2005, and 2006 Annual Meetings, as well as helping to ensure the delivery of a high quality Scientific Program during the 2004 Annual Meeting; overseeing the creation of a vortal/portal through which HTAi members will be able to access a wide range of relevant information resources; negotiating a 2-year contract with CUP for the provision of the Society's Journal; and managing processes for selecting the 2003 Journal Prize Winners. John thanked the Committee for all of their work. He concluded by indicating that the Committee is seeking input on ways to provide more educational services and improve access to people from developing countries. It hopes to utilize the sub-groups defined by the MCFCRC to help identify them and, in turn, develop high quality, relevant scientific programs. John encouraged all members to provide their comments either directly to him or to the Secretariat.

Jill Sanders, incoming Chair of the Annual Meeting Committee, first thanked Jim Breivis, who had chaired the Committee over the past year, and then named the Committee's current members: Krzysztof Landa, Dev Menon, Berit Mørland, and Wija Oortwijn. She summarized the Committee's work to date, which has focused on providing Society support to the 2004 LOC, both directly and indirectly through the HTAi Secretariat, and evaluating proposals received for the 2005 and 2006 Annual Conferences. Over the next couple of months, the Committee, with the help of the Secretariat, plans to further revise the Annual Conference Guidelines so that they provide a clear and explicit set of requirements for hosting and organizing an HTAi Annual Conference. Also, the Committee will continue to serve as liaison between the HTAi 2005 LOC in Rome and the Board, offering its support, where necessary, and ensuring that progress reports from the Rome organizers are received as agreed to in the 2005 Annual Conference contract, which is expected to be finalized by the end of the summer. In September, organizations interested in hosting the 2007 Annual Conference will be invited to submit proposals to the AMC by the end of November.

Chris Henshall thanked all of the committees for their hard work.

5.0 HTAi Policy Forum

Chris Henshall provided a brief overview of the Policy Forum, explaining the rationale behind its creation and the objectives it hopes to achieve. The Forum will bring together health care decision making bodies and industry from around the world to engage in strategic discussions around HTA issues of importance to both sectors. Through fostering such relationships, it aims to improve health care world-wide. In addition, since membership fees will be collected, the Forum will generate a source of funds to support the Society's non-profit activities and strengthen the Secretariat's capacity to serve all members. Chris Henshall indicated that Board had supported for the concept during Saturday's Board Meeting and was, therefore, now inviting members to ask questions and/or express their comments. None were raised.

6.0 Adoption of by-laws

Chris Henshall explained that the HTAi Founding Constitution and By-laws, which were initially drafted for incorporation under Danish law, needed revisions in order to meet the requirements of the Societies Act in Alberta. The Board's decision last Autumn to incorporate in Alberta was based on the Secretariat's need to conduct business there. He distributed a document (Attachment 2) comparing the new version with the original one and highlighted the main differences. **David Hailey moved to endorse the new By-laws. The motion was seconded by Laura Sampietro-Colom and carried, with none against.** [In accordance with the Founding Constitution and By-laws, an e-mail poll of the membership to confirm this decision will be conducted.]

7.0 Treasurer's report

Financial statements (Attachment 3), setting out income and expenditures for 2003-2004 and projections for 2004-2005, were presented by Diane Benner, Treasurer. She stated that HTAi will begin the 2004/2005 fiscal year with a balance of over \$80,000 Cdn. Income projections were based upon 5 for-profit organizations becoming members of the Policy Forum. Projected Secretariat expenditures were increased from last year to accommodate anticipated changes in staffing levels. The Finance and Audit Committee, whose members comprise Diane Benner, Helena Dahlgren, and Laura Sampietro-Colom, along with the Secretariat, have begun to prepare for the first annual external audit of HTAi. Criteria for selecting and appointing auditors, which included experience with non-profit, membership-based societies, were established and two credible firms were asked to provide estimates. The accounting firm of Deloitte and Touche was felt to be most appropriate and, therefore, the Committee recommended that this firm be retained to conduct the audit. **A motion supporting this was proposed by Elizabeth Adams, seconded by David Banta, and then carried with none against.** The audit will take place in July 2004.

Diane informed members that the Society could no longer accept wire transfers due to the high bank charges associated with them. Last year, approximately US \$10.00 were deducted from each membership fee paid by wire transfer. Also, members will no longer be sent issues of the International Journal of Technology Assessment in Health Care until payment of their membership dues has been made to the Secretariat. Last year, approximately 40 individuals registered through the web site and requested invoices which remained unpaid received issues of the Journal.

Membership dues

Chris Henshall reviewed the membership fee structure proposed and accepted by the membership during last year's Annual Meeting in Canmore, Alberta, and indicated that the Board recommended it should remain the same for the coming year unless members wishes to propose changes at this meeting. No proposals were made.

8.0 2004 Elections to the Board of HTAi

Alicia Granados, Chair of the Elections Committee, introduced Committee members: Brendon Kearney and Jane Sisk. She reviewed procedures for electing members to fill vacant positions on the Board of Directors and thanked the Secretariat for ensuring that they were followed. Results of the election were then announced. Nine candidates stood for election and 165 members cast votes. The following three candidates received the greatest numbers of votes: Marjukka Makela, Helena Dahlgren and Krzysztof Landa, and were, therefore, elected to the Board for three year terms.

9.0 Vote of thanks

Chris Henshall concluded his report by thanking a number of individuals who have been instrumental in the development of HTAi over the last year: Wija Oortwijn and Deborah Marshall, whose terms on the Board ended this June; Jim Breivis, who served as Chair of the Annual Meeting Committee; and Alicia Granados and the members of the Election Committee. Chris then thanked the Secretariat for their key role in establishing the Society, which included a \$100,000 Cdn grant from IHE to HTAi following the HTA conference in Canmore, Alberta, last year. In recognition of Dev Menon's and Tania Stafinski's outstanding personal commitment and service to HTAi, Chris Henshall announced that they would become honorary Life Members of HTAi. Members expressed their gratitude and approval with a standing ovation for Tania and Dev.

With no other business to be discussed, Chris Henshall adjourned the meeting at 6.10 pm.

Attachment 1:

HTAi ANNUAL GENERAL MEETING

Date: 1 June 2004

Time: 5:30 pm to 6:30 pm

Location: Krakow University of Economics

Agenda

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| 1.0 | Welcome | Chris Henshall |
| 2.0 | Approval of agenda | Chris Henshall |
| 3.0 | Approval of minutes of 2003 Business Meeting | Chris Henshall |
| 4.0 | President's report | Chris Henshall |
| | 4.1 Incorporation/charitable status | |
| | 4.2 Mid-winter Board meeting | |
| | 4.3 Current membership | |
| | 4.4 Membership drive | |
| | 4.5 Contract with CUP | |
| | 4.6 Web site | |
| | 4.7 HTAi policy forum | |
| | 4.8 Annual Board meeting | |
| 5.0 | Report from Board committees | |
| | 5.1 MCFCRC | Berit Morland |
| | 5.2 SPPC | John Gabbay |
| | 5.3 AMC | Jill Sanders |
| 6.0 | Adoption of by-laws | Chris Henshall |
| 7.0 | Membership dues | Chris Henshall |
| 8.0 | Treasurer's report | Diane Benner |
| 9.0 | Appointment of auditors | Diane Benner |
| 10.0 | Results of 2004 election | Alicia Granados |
| 11.0 | Vote of thanks | Chris Henshall |
| 12.0 | Other business | |

Attachment 2:

COMPARISON OF THE CURRENT VERSION OF THE ASSOCIATION BY-LAWS OF HTAi WITH THE FOUNDING CONSTITUTION AND BY-LAWS.

Additions and changes from the original document:

Article 1

1.1(g) Definition of “Special Resolution”

Article 2

2.4 “...three (3) months notice to the *end of a fiscal year, c.f., Article 49*” replaced by “three (3) months notice to the *date at which it is to take effect*”
2.5 New article, re: expulsion of Members
2.6 New article, re: personal profit or gain by Members

Article 3

3.3 “The Past-President *normally serves*” replaced by “The Past-President *may serve*”
3.12 New article, re: removal of Director/Officer

Article 4

4.3 The following text has been removed: “If deemed appropriate by the Board, it may invite a senior employee of the Corporation or a senior figure in an organization working under contract to the Corporation or as an agent for it to attend the Board as a non-voting observer”

Article 5

5.4 New article, re: scheduling of regular meetings
5.5 New article, re: Special Board meetings
5.6 New article, re: Notice of meetings
5.7 New article, re: Validity of resolutions
5.8 New article, re: majority decisions
5.9 New article, re: Chair of the Board

Article 6

6.1 Modification of earlier version, to provide more specific detail for criteria of disqualification from the Board
6.2(b) Replaces earlier version: “if he is found by a court to be of unsound mind”

Article 8

8.1 New article, re: delegation to Officers
8.2 New article, re: Chair of the Board
8.3 Addition of the last sentence re: President as CEO and COO.
8.4 New article, re: Vice-President
8.5 Expanded, with the new wording starting “Additionally, the Secretary shall give or cause to be given...”
8.6 Expanded, with the new wording starting “Additionally, the Treasurer shall keep proper...”
8.7 New article, re: powers and duties of other Officers
8.8 New article, re: Changes in provisions of Act

Article 9

- 9.3 New article, re: audit requirements
9.4 New article, re: submission of audit report
9.7 Dates have been changed from “Dec 31” to “May 31”, and “31 Dec 2003” to “31 May 2004”

Article 10

- 10.1 New article, re: access to books and records

Article 11

- 11.1 New article, re: Annual Meetings of Members
11.2 “General Meeting” has replaced “Annual Meeting”
11.5 New article, re: calls for Members’ Meetings and quorum
11.6 New article, re: voting at Members’ Meetings
11.7 New article, re: resolutions at Members’ Meetings
11.8 New article, re: Chairs of Members’ Meetings

Article 13

- 13.1 New article, re: borrowing powers

Article 14

- 14.1 The previous text has been shortened by the use of the term “Special Resolution” which is defined in article 1.1(g)
14.2 New article, re: dissolution, liquidation

Article 15

- 15.1 “Special Resolution” used to shorten the length of the previous version

Article 16

New set of articles on protection of directors, officers and others

Article 17

New set of articles on giving notices

The following articles in the original version have been deleted.

Incorporation and Registered Address: referred to incorporation in Denmark

Elections: Specifies that the Board “shall ensure that elections are conducted in accordance with provisions...”

Standing Committees: Specifies that Standing Committees and ad hoc committees may be appointed

Annual Meeting: Specifies that “The Secretary shall be responsible for overseeing the drafting of minutes of all formal discussions at Annual Meetings relating to the running of the Corporation and its affairs, and for ensuring that a copy of such minutes is kept in the Minute Book of the Corporation”

Attachment 3:

HTAi Aggregate Financial Statement 2003-2004

INCOME

<u>Item</u>	<u>Amount (Cdn \$)</u>
Membership fees	\$68,668.00
Grant	\$100,000.00
Other	\$1,619.00
Total	\$170,287.00

EXPENDITURES

<u>Item</u>	<u>Amount (Cdn \$)</u>
Staffing	\$38,248.00
Office costs	\$18,042.00
HTAi booth	\$9,000.00
Professional fees	\$7,055.00
Web site	\$1,998.00
Journal	\$13,177.00
Mid-winter Board Meeting	\$0.00
Total	\$87,520.00

BALANCE **\$82,767.00**

HTAi Financial Projections 2004-2005

INCOME

<u>Item</u>	<u>Amount (Cdn \$)</u>
Individual memberships	\$85,700.00
Organizational memberships	\$56,300.00
Policy Forum	\$150,000.00
Surplus	\$82,767.00
Total	\$374,767.00

EXPENDITURES

<u>Item</u>	<u>Amount (Cdn \$)</u>
Staffing	\$150,000.00
Office costs	\$30,000.00
Professional fees	\$15,000.00
Web site	\$10,000.00
Journal	\$37,357.00
Mid-winter Board Meeting	\$75,000.00
Total	\$317,357.00

BALANCE **\$57,410.00**