



Health Technology Assessment International

An International Society for the
Promotion of Health Technology Assessment

MINUTES OF THE ANNUAL BUSINESS MEETING

7 June 2010, 18:00 BST

Royal Dublin Society, Dublin, Ireland

1. Welcome

HTAi President Laura Sampietro-Colom welcomed members to the Annual Business Meeting and updated members on changes in Secretariat staffing. Approximately 60 members were in attendance.

2. Approval of agenda

Motion: *That the Annual Business Meeting Agenda be approved with no revisions.*

Moved: Karen Facey. Seconded: Reiner Banken. **Motion was carried.**

3. Approval of minutes of the 2009 Annual Business Meeting

Guy Maddern introduced the minutes of the 2009 Annual Business Meeting for review.

Motion: *That the minutes of the 2009 Annual Business Meeting be approved as presented.*

Moved: Guy Maddern. Seconded: Tammy Clifford. **Motion was carried.**

4. President's Report

Laura Sampietro-Colom provided a report focussing on the following areas:

- *Strategic Action Plan to support Business Plan objectives:* Laura reported that the Board had approved an investment of \$100,000 in 2010-11 to support a set of strategic actions to advance HTAi's Business Plan. She reported that highlights of this work would include: the development of regional activities and possible meetings in South America, Asia, and the United States; pursuit of active collaboration with international organizations, including WHO and INAHTA; leveraging the profile of the Policy Forum; and improved member communications.
- *Membership retention and growth:* Laura reported that the Society expected substantial membership growth in 2010-11, that a record 21 travel grants had been awarded for HTAi 2010, and that seven Interest Sub-Groups (ISGs) were now active.
- *Scientific and professional standards:* Laura reported recent developments at the International Journal of Technology Assessment in Health Care and the formalization of ISG governance structures.

- *Long-term support for the Policy Forum:* Laura noted that the Policy Forum Chair is a member of the International Scientific Program Committee for HTAi Annual Meetings and that future meetings will include a dedicated panel session on a Policy Forum topic.

Laura invited questions from the membership. None were raised.

5. Bylaw amendments

The Board of Directors presented several amendments to the Society’s Bylaws for approval. Bylaw amendments require a Special Resolution of the Society, and the process defined by the current Bylaws for passage of a Special Resolution was observed. Managing Director Logan Mardhani-Bayne presented the following proposed bylaw amendments:

DEFINITIONS

- *Article 1.1:* amended to reflect correct legal definition of the term “person”; revised numbering of sub-clauses.

MEMBERS

- *Article 2.1:* amended to reflect correct Canadian spelling.
- *Article 2.7:* replacement of reference to forfeiture of membership with reference to “expulsion from the Society pursuant to Clause 2.5”

BOARD OF DIRECTORS AND OFFICERS

- *Article 3.1:* Addition of the following text:
 “If an Officer or Director is unable to fulfill his/her duties for a period of at least two months, the remaining members of the Board of Directors may by majority vote fill the vacancy by appointment with a member of the Society until the duly elected Director or Officer resumes his/her duties, with the provision that if a current Director is appointed to the interim role of Officer, that Director's previous position is considered to be vacant for the duration of the interim appointment.”
- *Article 3.2:* Addition of requirement for Board of Directors to maintain nomination/election guidelines; addition of requirement for guidelines to ensure equitable gender representation.
- *Article 3.10:* Amended to permit circulation of election results to members prior to the Annual Business Meeting.

BOARD MEETING

- *Article 5.2:* Addition of the term “proxy” to clause describing permissible means of attendance at a Board meeting.
- *Article 5.6:* Removal of the term “General” from clause describing requirements for calling of special meetings of the Board, to ensure consistency with Bylaws.

OFFICERS

- *Article 8.3:* Addition of the following text:
 - o Subject to approval by the Executive Committee, the President is empowered to make a written proposal to a Past President of the Society or the past Chair of the Committee for the New International Society for Health Technology Assessment to act on a voluntary basis to fulfill specific duties on behalf of the Society in an ambassadorial role

MEETINGS OF MEMBERS

- *Article 11.1:* Amendment of requirement for notification of an Annual Meeting from 14 days to 21 days.
- *Article 11.5:* Amendment of requirement for quorum at any meeting of the members from five to fifty.

BORROWING POWERS

- *Article 13.1:* Amendment to require Special Resolution in order to permit borrowing of funds.

PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

- *Article 16.3:* Addition of requirement that the Society purchases liability insurance for the benefit of Directors and Officers.

Karen Facey proposed that the amendment to Article 11.5 might impose too high a threshold for quorum. Chris Henshall noted that the intent of the amendment seemed to address special meetings of the members. General discussion supported that wording should be revisited to avoid the imposition of too onerous a quorum requirement for regular meetings of the members.

Motion: *That the amendment to Article 11.5 be withdrawn.*

Moved: Karen Facey. Seconded: Tammy Clifford. **Motion was carried.**

Motion: *That the balance of the proposed amendments be approved by Special Resolution.*

Moved: Guy Maddern. Seconded: Clifford Goodman. **Motion was carried by a majority of greater than 75%.**

In response to a subsequent request from the floor, the vote was recalled with the **motion split as follows:**

- *That the proposed bylaw amendments, excepting to Articles 11.5 and 8.3, be approved by Special Resolution;*
- *That the proposed amendment to Article 8.3 be approved by Special Resolution.*

The former was carried with no votes against. The latter was carried by a majority of greater than 75%, with three votes against.

6. Treasurer's Report

6.1 Treasurer's Report

Americo Cicchetti, Treasurer, provided his report on the 2009-10 financial year. He indicated that a significant surplus for 2009-10 was expected due to greater-than-expected revenue from the Policy Forum and under-expenditure of travel grant and scholarship budgets caused by unforeseen travel difficulties in June 2009 and a lack of eligible scholarship applicants. Americo reported that as of May 31, 2009, the Society held \$406,000 in reserves, of which \$100,000 was restricted.

Americo presented an overview of the Society's approved budget for 2010-11, highlighting major expense and revenue drivers. Americo reported that the Society would invest \$100,000 in a set of Strategic Actions to advance HTAI's Business Plan objectives. This investment is projected to be financed principally from 2010-11 cash flow, with approximately \$16,000 drawn from HTAI's reserves.

Jens Grueger congratulated the Society on its fiscal health and asked whether the Board had identified an optimal reserve fund level. Logan Mardhani-Bayne reported that the Board had approved a motion to

reassess its restricted reserve fund levels in light of current risks and obligations, with the intent of better specifying optimal reserve levels.

6.2 Audited financial statements (2008-09)

Motion: That the Audited Financial Statements for fiscal year 2008-09 be adopted.

Moved: Clifford Goodman. Seconded: Karen Facey. Motion was carried.

6.3 Appointment of auditor

Americo Cicchetti reported that the performance of Allan Welsh and Company had been satisfactory for the 2008-09 fiscal year.

Motion: *That Allan Welsh and Company (Edmonton, Alberta) be appointed as the Society's auditor for the 2009-10 fiscal year.*

Moved: Janet Hiller. Seconded: Tammy Clifford.

Chris Henshall requested clarification of the process for determining whether to pursue a change in auditors. Logan Mardhani-Bayne reported that the previous year's tender had received minimal interest, and that a tender process for 2009-10 had therefore not been pursued. In response to a question from the floor Logan clarified the cost of the 2009-10 audit.

The motion on the floor was called to a vote and carried.

7. Proposed amendment to membership fee structure

Janet Hiller, chair of HTAi's Membership and Communications Committee, presented a proposal to introduce a membership category for patient/consumer volunteers, with a proposed fee of \$75.

Eligibility was proposed as follows:

"Eligibility for the Patient/Consumer Volunteer membership category is restricted to individuals who encounter HTA through their roles as patients, carers, or consumers, and who do not encounter HTA through paid employment. New members in this category may be asked to submit a brief statement describing their involvement with HTA to the HTAi Secretariat."

Janet reported that this proposal had been developed in consultation with the Interest Sub-Group (ISG) on Patient and Citizen Involvement, chaired by Karen Facey, following an inquiry from a ISG member.

Motion: *That the proposed amendment to the Society's membership fee structure be approved.*

Moved: Karen Facey. Seconded: Ken Stein.

Finn Borlum Kristensen requested clarification of the category of carer. Janet clarified that this excluded paid health service providers. A question from the floor raised the possibility that this membership category could permit a large influx of members associated with large-scale, well-resourced organizations. Guy Maddern reported that the Board considered associated risks to be minimal, and that patient/consumer volunteers represent a disadvantaged group on balance. He noted that policies could

be adjusted in future in response to uptake. Karen Facey further noted that participation in HTAi from volunteers associated with other organizations could be welcomed. Discussion further clarified that the risk of a large number current HTAi members transitioning to this new category would be minimal, as the new category excludes those encountering HTA through paid employment. Chris Henshall noted that the Board could take a broader look at identifying other unpaid HTA stakeholders whose participation in the Society could be encouraged. Laura Sampietro-Colom suggested that this could be discussed further by the Board.

A questioner from the floor proposed that risks could be further mitigated by requiring that new members in this category submit documentation or a brief statement describing their involvement with HTA to the Secretariat. Discussion noted that this is not required for other membership categories.

Motion: *That the phrase “New members in this category may be asked to submit a brief statement” be amended to read “new members in this category shall be asked to submit...”.*

Moved: David Matchar. Seconded: Ken Stein. **Motion was carried.**

The amended main motion was then called to a vote and carried.

8. Policy Forum Chair’s report

Outgoing Policy Forum Chair Karen Facey presented a report on major activities of the Policy Forum for 2009-10. She reported that the Forum had welcomed four new members. Karen reported that the February 2010 meeting of the Forum had addressed the topic of Managed Entry Agreements, and that a paper resulting from these discussions would be published in the International Journal of Technology in Health Care in 2010. She reported that the paper arising from the 2009 meeting of the Forum would be published later in 2010. Karen also noted the following major activities of the Forum:

- Development of ideas for wider discussion with the HTA community, including through a dedicated panel session at HTAi Annual Meetings;
- An active Working Group on Surrogate Outcomes
- Input to HTAi Strategic Initiatives
- Contributions to HTAi communications
- Participation in the International Scientific Program Committee

9. Location of 2012 Annual Meeting

Wija Oortwijn, chair of HTAi’s Annual Meeting Committee, announced that Bilbao, Spain had been selected to host the 2012 HTAi Annual Meeting.

10. Results of the 2010 Board of Directors election

Reiner Banken, chair of HTAi’s Nominating Committee, presented a summary of the election process. Reiner reported that voter turnout was higher than in previous years, but that this may be attributable to an earlier cut-off for voter eligibility. Reiner noted that the Nominating Committee would encourage

gender balance in the slate of candidates presented for the 2011 election. Reiner congratulated the following newly elected Officers and Directors:

Vice President: Clifford Goodman

Directors: Iñaki Gutiérrez-Ibarluzea

Steve Pearson

Pwee Keng Ho

11. Vote of thanks for Board members

Laura Sampeitro-Colom expressed thanks and appreciation to the following outgoing Directors:

- Clifford Goodman
- Ken Stein
- Wija Oortwijn

12. Other business

None raised. The meeting adjourned at 19:30.