



MINUTES OF THE ANNUAL MEETING OF THE BOARD OF DIRECTORS

Date: Saturday, 29 May 2004

Time: 9:00 am to 4:00 pm

Location: Rodin Room A&B, Holiday Inn, Krakow, Poland

Present:

Board of Directors

Chris Henshall, President (United Kingdom)

Berit Morland, Vice-President (Norway)

Diane Benner, Treasurer (Canada)

Laura Sampietro-Colom, Secretary (Spain)

Susan Bidwell, Director (New Zealand)

Andrew Dillon, Director (United Kingdom)

John Gabbay, Director (United Kingdom)

Cliff Goodman, Director (United States)

Marjukka Makela, Director (Finland)

Wija Oortwijn, Director (Netherlands)

Jill Sanders, Director (Canada)

Observers

Alicia Granados, Past-President of CNSHTA (Spain)

Finn Borlum Kristensen, Chair of INAHTA (Denmark)

Guests

Helena Dahlgren, Incoming Director, (Sweden)

Krzysztof Landa, Incoming Director, (Poland)

Secretariat

Dev Menon (Canada)

Eva Munro (Canada)

Tania Stafinski (Canada)

Regrets

Deborah Marshall, Director (Canada)

1.0 Welcome and Apologies

Chris Henshall welcomed everyone and offered apologies on behalf of Deborah Marshall, who was unable to attend. He asked Alicia Granados, Chair of the 2004 Elections Committee, to announce the candidates elected to fill vacancies on the Board as of June 2004. After Alicia Granados introduced and congratulated Helena Dahlgren, Krzysztof Landa, and Marjukka Makela (re-elected), Chris Henshall thanked them for accepting the Board's invitation to attend the meeting in order to become familiar with its current activities. He also thanked the outgoing Directors, Deborah Marshall and Wija Oortwijn, and indicated that the Board would be extremely grateful if they could continue to serve on its sub-committees.

2.0 Approval of agenda

Chris Henshall briefly reviewed the agenda, which was approved as circulated. He also suggested that the Board remain convened over the lunch period and for 30 minutes following it to discuss the status of the Secretariat, in the Secretariat's absence. Dev Menon, Tania Stafinski, and Eva Munro agreed to excuse themselves and rejoin the meeting once such discussions had taken place.

3.0 Approval of minutes of mid-winter Board meeting

Chris Henshall asked the Board if there were any questions or concerns regarding the minutes of the mid-winter Board meeting, which had been included in the materials distributed to members via e-mail prior to the meeting. Since none were raised, he moved that the minutes be approved. The motion was seconded by Diane Benner and carried, with none against.

Action: The Secretariat will replace the draft version of the mid-winter Board meeting minutes on the HTAi web site with the final version.

4.0 Business Arising

4.1 Incorporation/Registration

Dev Menon updated the Board on the status of the Society's application to become a registered charitable organization in Canada. In early May, HTAi's legal advisor had contacted Revenue Canada and was informed of ongoing delays in the review of all such applications while the Government resolved recent issues around the management of certain federal sponsorship funds. Dev Menon stated that the Secretariat had received HTAi's official certificate of incorporation under the Societies Act in Alberta. Chris Henshall reminded the Board that the Society's Founding Constitution and By-laws, drafted for incorporation under Danish law, required revisions in order to meet Alberta's requirements. He highlighted the main differences between the original and new versions, which were outlined in a document the Secretariat had prepared and distributed to Board members prior to the meeting, and indicated that he would be seeking the membership's endorsement of the new version at the Annual Meeting.

4.2 Contract with IHE

Diane Benner reported that, over the past couple of months, she and Dev Menon had been working on clarifying the terms of the contract between HTAi and IHE for the provision of Secretariat services and, after several iterations, have agreed on the latest version. Chris Henshall thanked her and Dev Menon for their efforts to finalize the contract. He then reminded the Board of the need for joint signatures of 4 Officers or those of the President and 3 Directors in order to make such a contract legally binding under HTAi's By-laws, and suggested that, for practical purposes, the Board pass a formal resolution binding the Society by the signatures of 2 Officers. None objected. He also suggested that power of attorney be granted to the Secretariat, enabling it to enter into service contracts on behalf of the Society. The Board agreed to do this once uncertainties around the Secretariat's location had been resolved.

4.3 Secretariat staffing and operations

Dev Menon summarized the main activities of the Secretariat over the past 6 months. They included updating the HTAi web site, designing promotional material and an exhibit booth, managing the abstract submission and review process for the 2004 conference in Krakow, providing administrative and editorial support to the 2004 Local Organizing Committee (LOC), handling the 2004 Board elections, selecting auditors with the appropriate expertise to recommend to the Finance and Audit Committee, preparing financial statements, and maintaining the Society's membership database/directory. He stressed both the importance of the Secretariat's role as a courteous and responsive main contact point for members and the need for the Board to appreciate the amount of time and energy that went into trying to achieve this over the past year. He then suggested that the Secretariat's organizational structure be re-examined, keeping in mind the breadth of activities in which the Secretariat has been and will continue to be involved. Lastly, he proposed that the Board clarify the working relationships of the Secretariat with the Board and its various Sub-Committees, since the staff of the Secretariat are, in fact, employees of the host organization. Dev Menon explained that in the last year, he has had to wear 2 hats, that of the Head of the HTAi Secretariat and that of the Executive Director and CEO of the Institute of Health Economics, and, at times, found it difficult to meet the expectations of both HTAi and IHE. Chris Henshall thanked Dev Menon and the Secretariat for their professionalism and dedication to the Society. He then invited comments from the Board. This resulted in an in-depth discussion on the Secretariat's role in the annual conference. Marjukka Makela and Andrew Dillon both proposed contracting out certain components (e.g., preparation of the abstract book) to a professional conference organizer. Wija Oortwijn and Jill Sanders suggested revisiting the conference guidelines to ensure that the roles and responsibilities of those involved in organizing such an event are as explicit as possible. Dev Menon reiterated the importance of maintaining continuity across the years to minimize confusion over whom the membership should be contacting for conference information. John Gabbay recommended that this be achieved through the development of a system of standard conference requirements to which future LOCs can refer. Jill Sanders indicated that she hoped the revised set of guidelines could function in this way. Chris Henshall concluded the discussion by asking

the Annual Meeting Committee (AMC) and Secretariat to begin thinking about the elements of a strategic plan for transferring the management and organization of annual conferences to the Secretariat within 5 years.

Action: The AMC, with the support of the Secretariat, will work on a revised set of annual conference guidelines, as well as a basic framework for an annual conference strategic plan.

4.4 Web site

Tania Stafinski briefly reviewed recent changes to the HTAi web site, which included updates to the wording of each section, as well as the addition of mini-biographies of each Board member. Copies of the proposed new By-laws and the document comparing the old and new versions have also been posted. Further, she described the current process for revising the web site's content, explaining that changes are e-mailed to the web site's programmer, who, in turn, implements them. While the Secretariat had explored the possibility of instituting a content management system that would allow it to modify the web site directly, the costs of developing one did not fall within the Society's budget for 2003-2004.

4.5 Contract with Cambridge University Press (CUP)

John Gabbay, Chair of the Scientific and Professional Programmes Committee (SPPC), announced the signing of a 2-year contract with CUP and listed its key terms: 1) consideration of advice from the Society on the appointment of editors by CUP, 2) establishment of an annual subscription price by CUP in consultation with the Society, 3) on-line access to electronic issues of the Journal for individual and organizational members, and 4) publication of the Journal at quarterly intervals in a timely manner. He moved on to express the SPPC's recent frustrations with the delays in the release of the first two issues of Volume 20 of the International Journal of Technology Assessment in Health Care (IJTAHC), but explained that the Society was not in a position to enforce publication deadlines on CUP since it, not HTAi, owns the Journal. John Gabbay also indicated that he and Ed Barnas, Manager of Journals for CUP, are still in the process of negotiating the "package" of additional benefits that CUP will offer to HTAi's organizational members. Chris Henshall thanked John Gabbay for his efforts to ensure that the contract met the Board's specifications. He then invited comments from the Board. Marjukka Makela suggested that the Society work towards providing complimentary access to issues published more than one year ago through the HTAi web site.

Action: John Gabbay will finalize the exact terms of the contract with CUP, including the additional benefits CUP will offer with organizational subscriptions to the Journal, as soon as possible.

4.6 Membership

The Secretariat provided a breakdown of individual and organizational memberships in each country for 2003-2004. Chris Henshall pointed out that the numbers for Germany, Australia, and New Zealand were lower than expected. He asked Krzysztof Landa to estimate the number of non-member registrations received for this year's conference, since they included a one year membership in HTAi for 2004-2005. Krzysztof Landa indicated that approximately 560 delegates were registered to attend. However, he wasn't sure how many of them paid the non-member rate. Chris Henshall agreed to remind members to renew their memberships during his opening address at the conference.

4.7 HTAi Policy Forum

Chris Henshall reiterated the objectives of the Policy Forum and described the contents of a paper he drafted to introduce the concept to potential members. In addition, he listed the organizations to whom invitations and copies of the paper had been sent, and summarized the replies received to date. Overall, he felt that the responses were positive. From the pharmaceutical industry side, Serono, Novartis, and Merck have confirmed their intent to join and GlaxoSmithKline expressed an interest, but indicated that they would wait until the 2004 conference was over to make a decision. While AstraZeneca declined the initial invitation, Chris Henshall mentioned that they may reconsider. The Board thanked Chris Henshall for all of his hard work. A discussion around other organizations which could be approached followed. Organizations identified included Genzyme, NovoNordisk, Pfizer, Roche, and Baxter. From the medical device side, Chris Henshall indicated that he had contacted Mitchell Sugarman from Medtronic and David Ames from Ortho Biotech, a subsidiary of Johnson & Johnson, and hoped to meet with each of them during the conference. Marjukka Makela suggested writing to General Electric and offered to send Chris Henshall the name of contact person there. From the payers/funders side, Chris Henshall stated that, with a few exceptions, most of the organizations approached showed interest but were concerned about the cost. However, Sean Tunis from the Centers for Medicare and Medicaid Services in the United States felt he could come up with the money. Chris Henshall plans to discuss the possibility of the Medical Services Advisory Council (MSAC, Australia) joining the Forum with Brendon Kearney during the conference. Berit Morland suggested that the

Organization for Economic Co-operation and Development (OECD) be pursued. Chris Henshall described the rationale behind the proposed fee structure, emphasizing the importance of creating the feeling of an “equal partnership” among all Forum members. A discussion around alternative payment options for not-for-profit organizations followed, during which it was agreed that the Forum needed to remain small, focus on issues important to industry, and be accessible to decision-makers, since they comprise the group with whom industry most wants to connect. Clifford Goodman proposed that the Board set the agenda for the first forum, which would likely be held in January or February of 2005, and then use it to attract additional members. Berit Morland and Andrew Dillon raised the idea of allowing not-for-profit or public sector organizations to contribute in-kind support in lieu of paying the membership fee. Chris Henshall, subsequently, suggested considering a “hybrid” model whereby such organizations could either 1) pay the original fee or 2) commit to joining for a 3 year period under the condition that they host one forum in those three years and pay perhaps US \$5,000.00 per year for the other 2 years. The Board supported this approach, and Andrew Dillon from the National Institute for Clinical Excellence (NICE) in the United Kingdom offered to host the first forum. Chris Henshall thanked Andrew Dillon. It was agreed that a Policy Forum Sub-Committee chaired by Chris Henshall ought to be created. Andrew Dillon, Berit Morland, and Cliff Goodman volunteered to be members.

Action: The Board will forward the names of contact persons from organizations who may be interested in joining the Forum to Chris Henshall. The Policy Forum Sub-Committee will work on developing an agenda for the first forum and revising the membership fee structure to reflect the Board’s discussions.

4.8 HTAi Invitations to the Sponsors’ Luncheon during the conference

Chris Henshall described HTAi’s involvement in the Sponsors’ Luncheon. It would be splitting the cost of the event with the 2004 LOC in return for the opportunity to invite approximately 20 guests. He explained that he viewed the luncheon as a “corporate” initiative and, accordingly, invited potential Policy Forum organizational members and representatives from the HTAi Board, Secretariat, and the International Network of Agencies for Health Technology Assessment (INAHTA). Chris Henshall asked Krzysztof Landa to briefly run through the arrangements that had been made. Krzysztof Landa described the proper protocol for such an event (i.e., one to be attended by Lech Walesa, the former President of Poland) and emphasized the importance of ensuring that it was adhered to by all guests. The Board agreed to make every effort to comply with such protocol.

4.8. Governance and working arrangements

Chris Henshall indicated that while he had not yet had a chance to prepare a set of documents formally outlining the governance and working arrangements of each of the Board’s Sub-Committees with the Secretariat and Board, as a whole, he was pleased with how the various groups had operated to date. Nonetheless, he suggested that the Board engage in a more in-depth discussion on this item take during a teleconference of the Board in either September or October.

Action: The Secretariat will contact Board members to identify possible dates for a fall teleconference of the Board.

Future location of the Secretariat (off-agenda item)

The Board discussed, in camera, possible alternative locations for the Secretariat. Chris Henshall then summarized the Board’s discussion. It was agreed that, for stability and continuity, the Secretariat should remain in Canada for the next 3 years. The Board, therefore, would be seeking proposals from Canadian organizations only. He indicated that the Alberta Heritage Foundation for Medical Research and the Canadian Coordinating Office for Health Technology Assessment have already expressed an interest in hosting the Secretariat, with the intention to keep it in Edmonton. Nevertheless, the Board planned to form a sub-committee to discuss possible candidates, including the IHE, if its new executive director wishes to continue providing the Secretariat. Based upon the sub-committee’s recommendations, the Board would make the final decision. The Board hoped to receive bids by the end of the summer.

5.0 Committee reports

5.1 Annual Meeting Committee (AMC)

Jim Breivis, out-going Chair of the Annual Meeting Committee, joined the meeting to provide a summary of the Committee’s work over the past 6 months. He first apologized for not being able to attend the mid-winter Board meeting in Vancouver, and then proceeded to present an overview of the AMC’s most significant activities, such as modifying the annual conference guidelines, developing a standard conference survey to be used each year, and serving as a liaison between the Board and the 2004 LOC. He also offered advice on timelines for the selection of a location for the 2007 conference and on the donation that HTAi can expect from LOCs in order to support the

Society's non-profit activities. Jill Sanders, incoming Chair of the AMC, thanked Jim Breivis for his leadership over during the past year. She suggested, as next steps, that the Board take a look at the most recent version of the guidelines (included in the Board meeting materials) and send her any comments via e-mail. Chris Henshall indicated that the Society's requirements for a yearly conference program which includes a series of events designed to help it meet its goals (e.g., a presidential address, networking opportunities for the Society's newly-created professional sub-groups, etc.) needed be added to the guidelines. Jill Sanders thanked the existing members of the AMC and asked Krzysztof Landa, Chair of the 2004 LOC, if he would be willing to serve on the Committee. He accepted the invitation. Lastly, Wija Oortwijn volunteered to remain on the Committee, which Jill Sanders gratefully accepted.

Action: The AMC, together with the Secretariat, will work on a revised version of the annual conference guidelines. Board members will e-mail their suggestions to Jill Sanders.

(Item 6.0, Annual General Meeting, was moved ahead of those remaining under 5.0 to accommodate scheduled presentations from the 2005 and 2006 LOCs).

6.0 Annual Conference

6.1 2004 – Krakow, Poland

Krzysztof Landa, Chair of the 2004 LOC, provided a breakdown of the number of registrations received in each fee category: 260 Non-member, 179 Member, 29 Reduced Member, and 68 Reduced Non-Member, and stated that an additional 80-100 individuals had registered for workshops only. A summary of the sponsorships secured was also presented. Krzysztof Landa explained the importance of hosting the conference in Poland at a time when the country's health care system is undergoing significant reforms, and thanked the Secretariat and P'Concept for their help in ensuring the delivery of a high-quality event. He did, however, point out that his group had been unaware of the financial risks involved in hosting an annual conference and suggested that they be made clear to all future potential LOCs. Chris Henshall noted his concerns and congratulated him on managing to come up with some very successful arrangements, in spite of such challenges.

6.2 2005 – Rome, Italy

Members of the 2005 LOC joined the meeting in order to report on the progress of preparations for next year's conference. Jim Breivis welcomed Marco Marchetti, who, in turn, introduced the other members of the Committee: Cesare Catananti, Americo Cicchetti, and Walter Ricciardi. Chris Henshall thanked the group for agreeing to meet with the Board and then asked Board members to introduce themselves. A PowerPoint presentation promoting the 2005 conference followed. Chris Henshall congratulated the Committee on its excellent work to date and indicated that the Board was looking forward to an exciting and stimulating conference in Rome.

6.3 2006 – Adelaide, Australia

Jim Breivis summarized the status of plans for the 2006 conference on behalf of Brendon Kearney, who was unable to attend the meeting. He indicated that the 2006 LOC has received government funding, as well as verbal commitments from various other sponsors. He also mentioned that some of the members would be getting together during this year's conference to discuss specific organizational items, such as the selection of a professional conference management firm. Chris Henshall thanked Jim Breivis for the update.

[With Item 6 addressed, the Board returned to 5.2]

5.2 Elections Committee

Alicia Granados, Chair of the 2004 Elections Committee, distributed copies of a report containing the 2004 Board election procedures and results. She thanked Brendon Kearney and Jane Sisk, who comprised the Committee, and the Secretariat for handling all aspects of the process in a timely and professional manner. In the end, ballots were cast by 165 of the 547 eligible voters. Chris Henshall thanked Alicia Granados and the other members of the Committee.

5.3 Finance and Audit Committee (FAC)

Aggregate financial statements for 2003-2004 and projections for 2004-2005 prepared by the FAC, with the support of the Secretariat, were distributed to Board members prior to the meeting. Diane Benner, Chair of the FAC, highlighted key aspects of each one and stated that until the Society is able to expand its membership base, it will require initiatives like the Policy Forum in order to remain viable. She described the rationale behind estimates of

income and expenditures for the next fiscal year, and explained that the Society should aim towards building up a cushion of approximately US \$100,000. Lastly, Diane Benner informed the Board that the Secretariat has begun to prepare for the first annual external audit of HTAi. Proposals from two accounting firms were solicited and reviewed against a set of selection criteria which included experience handling audits of non-profit, membership-based societies. It was felt that the accounting firm of Deloitte & Touche would be most appropriate. Therefore, the Committee recommended that the Society retain it to conduct the audit. The Board agreed that this recommendation should be presented to members at the Annual Meeting. Chris Henshall thanked the FAC and suggested that he and Diane Benner meet prior to the Annual Meeting to review the figures and discuss how they should be summarized at the Annual Meeting.

Action: Diane Benner and Chris Henshall will prepare a presentation describing HTAi's current and projected financial position for the Annual Meeting.

5.4 Scientific and Professional Programmes Committee (SPPC)

John Gabbay, Chair of the SPPC, reported that the Special Purpose Interest Group – Information Resources (SPIG-IR) had prepared a presentation describing the purpose of an HTA information resources portal/vortal and an approach to developing and implementing one through the HTAi web site. He thanked Susan Bidwell and her SPIG-IR colleagues for the work they had done on this over the past few months and offered apologies on behalf of the SPPC for not having enough time to go through it during the meeting. The Board agreed to include it on the agenda for the fall Board teleconference. John Gabbay then expressed the SPPC's concerns regarding the Journal and the Society's relationship with Cambridge University Press. He suggested seeking the membership's views on the adequacy of the Journal's current scientific focus and on the possibility of exploring alternative arrangements. No objections were voiced. Lastly, John Gabbay informed the Board of the process used to select recipients of this year's Journal Prize. Editors of the Journal compiled and sent a short list of papers to a sub-group of the SPPC, who independently reviewed each one and then met to determine the winning submissions. It had decided to establish two prize categories: 1) Best assessment of a health technology and 2) Best methodological or policy-related paper. The winning papers in each category would receive \$500.00 Cdn. In addition, John Gabbay proposed that their authors be offered a one-year free membership in HTAi. The Board agreed.

Action: Board members will send their ideas on how best to engage the membership in discussions around the Society's journal to John Gabbay.

5.5 Membership, Communications, Fundraising, and Corporate Relations Committee (MCFCRC)

Berit Morland, Co-Chair of the MCFCRC, highlighted key points in the minutes of the April teleconference of the MCFCRC, of which a copy had been included in the Board meeting package. She indicated that the Committee would like to see the Society create sub-groups of HTAi members (HTAi agencies, decision-makers, students, researchers, clinicians, and industry representatives) for whom specific activities could be organized. In addition, it proposed developing a "HTA News Service", in collaboration with INAHTA. The Board was supportive of both ideas.

Action: The Committee will proceed with further developing these ideas over the next few months.

7.0 Annual Business Meeting agenda and arrangements

Chris Henshall reviewed a draft agenda for the Annual Business Meeting and suggested that 1) 7.0 and 8.0 be addressed in the reverse order and 2) Dev Menon report on items associated with activities managed by the Secretariat. Regarding membership dues, the Board agreed to ask the membership to endorse a proposal for keeping next year's rates the same. Diane Benner added that, in her Treasurer's Report, she planned to inform members that the Society would no longer be able to accept payments by wire transfer because of the high bank charges associated with them.

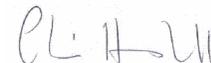
8.0 Other Business

No other business was discussed.

Chris Henshall concluded the meeting by stating that he was very encouraged by the Society's progress during the past year and thanked everyone for their personal contributions towards securing its future.

The meeting was adjourned at 4:45 pm.

Minutes Approved by Chris Henshall, President:



Date: October 11, 2004



Health Technology Assessment International

A New International Society for the Promotion of Health Technology Assessment

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ANNUAL BOARD DINNER AND MEETING

Board Meeting

Date: 29 May 2004

Time: 9:00 am to 4:00 pm

Location: Rodin Room A & B, Holiday Inn, Krakow, Poland

Board Dinner

Date: 29 May 2004

Time: 6:30 pm to 9:30 pm

Location: Café Hawelka, Krakow, Poland

Agenda

1.0 Welcome/Apologies	Chris Henshall
2.0 Approval of agenda	Chris Henshall
3.0 Approval of minutes of mid-winter Board meeting	Chris Henshall
4.0 Business arising	
4.1 Incorporation/Registration	Devidas Menon
4.2 Contract with IHE	Diane Benner
4.3 Secretariat staffing and operations	Devidas Menon
4.4 Web site	Devidas Menon
4.5 Contract with CUP	John Gabbay
4.6 Membership	Devidas Menon
4.7 HTAi Policy Forum	Chris Henshall
4.8 Governance and working arrangements	Chris Henshall
5.0 Committee reports	
5.1 Annual Meeting Committee	Jill Sanders
5.2 Elections Committee	Alicia Granados
5.3 Finance and Audit Committee	Diane Benner
5.4 Scientific and Professional Programmes Committee	John Gabbay
5.5 MCFRC Committee	Berit Morland
6.0 Annual Meetings	
6.1 2004	Krzysztof Landa
6.2 2005	Cesare Catananti, Americo Cicchetti, Marco Marchetti, and Walter Ricciardi
6.3 2006	Jim Breivis

7.0 Business Meeting agenda and arrangements

Chris Henshall

8.0 Other business