

**ashm**

Supporting the HIV, Viral Hepatitis and Sexual Health Workforce

ANNUAL GENERAL MEETING

MINUTES

Date:	Wednesday, 16 November 2016
Time:	1.30pm – 2.21pm
Place:	Riverbank Room 6, Adelaide Convention Centre, North Terrace, Adelaide, South Australia

Attendees:	Mark Bloch, Catherine O'Connor, Liz Crock, Mark Boyd, Felicity Young, Levinia Crooks, Ian Johnson, Scott McGill, Nadine Giatras, Katy Roy, Debra Allen, Sohileh Aran, Barry Bland, Julia Vnuk, Christopher Bourne, Katherine Brown, Megan Campbell, Nikitah Habraken, Michael Burke, Philip Cunningham, Samuel Elliot, Martyn French, Massimo Giola, Carla Gorton, Katelin Haynes, Jennifer Hoy, Anthony Kelleher, Danae Kent, Graeme Macdonald, James McMahon, Nicholas Medland, Barbara Nattabi, Graham Neilson, Duc Nguyen, Michelle O'Connor, Damian Purcell, David Siebert, Alison Castley, Theo Van Lieshout, Emanuel Vlahakis, Michelle Walsh, Kim Wilson, Edwina Wright, Geoffrey Heaviside, Bradley Forssman, Rupert Handy, Susan Herrmann, Christopher Lemoh, Arun Menon, Richard Milner, Brett Ritchie, Sayana Sirimanotham, Matthew Skinner, Sami Stewart, Thomas Turnbull, Olga Vujovic, Louise Owen.
Apologies:	David Bradford, Claire Italiano, David Iser.
Proxies:	Trent Yarwood, Professor Michael Kidd, Sonja Hill, Karen Seager, Paola Rosales, Lucie Perrissal, Beni Falemaka, Emma Day, John Hornell, Martina Rafferty, Rudyard Yap, Andrew Buchanon, Louise Owen, Kate Cherry, Felicity Young, Robert Finlayson, Belinda Wozencroft, Richard Wright, Steve Wesselingh, Richard Riley.

Item	Description
1	<p>Apologies</p> <p>Mark Boyd: Welcomed everyone. As of this morning ASHM had a financial membership of 551 full voting members. The constitution requires that 10% of the membership participate in the Annual General Meeting, either by being present at the meeting or by proxy. Quorum for the meeting is therefore 55 people. Mark then handed over to Levinia to explain the process for voting.</p> <p>Levinia Crooks: We have been notified of 21 proxies. If anyone holds a proxy and has not yet told the registration staff, they were asked to please do so now.</p> <p>Members present, in person, can hold a maximum of five proxies, Non-voting member representatives of members can attend the meeting and exercise their proxy vote, but they must provide the registration desk with photo id and have the nomination form with them or held by the office.</p>

	<p>Voting was by a show of hands. Each member holding a proxy was provided with one proxy voting slip, for each proxy they hold.</p> <p>There were also a number of observers at the meeting. These are Organisational Sustaining Members, other non-voting members or affiliates. Observers were asked not to raise their hands during the voting. All votes cast must be cast using the voting slips provided. When asked to cast a vote, Members splayed their votes, so the monitors could easily count the votes.</p> <p>Apologies were received from David Bradford, Claire Italiano and David Iser. No further apologies were received.</p> <p>Quorum was reached.</p> <p>Mark Boyd declared the meeting open at 1.31pm.</p>
2	<p>Confirm minutes of previous Annual General Meeting</p> <p>Mark Boyd: The minutes from last year's meeting were available as Members entered.</p> <p>There was no further discussion about those minutes.</p> <p>The minutes were then moved as a true and accurate record of that meeting. Members who were present at last year's meeting were then asked to move that the minutes be accepted.</p> <p>Moved: Mark Bloch Passed.</p> <p>Seconded: Jenny Hoy</p> <p>Levinia then took Members through any matters arising from the Minutes.</p> <p>Levinia Crooks: Even though there was overwhelming support for the name change at the AGM last year, there was some concern about how it might be perceived in some quarters. ASHM has ridden through that and the new name is quite established. It is quite a mouthful.</p> <p>ASHM is still coming to terms with the consequences of the retracting funding environment. An area where this is sorely felt is in the sexual health area. This makes the name change all the more important for ASHM using its patent interest in sexual health to continue to support ASHA members and the Alliance. There is ostensibly no commonwealth support across the sexual health sector, including no support for this conference where ASHM were budgeting for \$40,000. This increases the pressure on other sources, with any retained earnings being devoted to supporting sexual health activities.</p>
3	<p>President's report (from the Annual Report)</p>

	<p>Mark Boyd: The President's Report is published in the Annual Report and is happy to present this to Members. The annual report will be posted on ASHM's website and hard copies of the report were made available for Members at this meeting.</p> <p>Mark assumed Members had read his report as published in the Annual Report and he welcomed any questions. No questions were raised.</p>
4	CEO's report
5	<p>Questions relating to the Annual Report</p> <p>Mark Boyd: The financial report is also included in the Annual Report and Levinia was happy to take questions.</p> <p>In order to discuss the Annual Report, including the President's Report and the Financial Report, the Annual Report was:</p> <p>Moved by: Tony Kelleher. Seconded by: Philip Cunningham.</p> <p>A motion was raised for an ASHM position statement on HIV treatment and access in Australia and New Zealand.</p> <p>The motion was carried unanimously.</p> <p>Moved: Chris Lehmo. Seconded: Rupert Handy.</p> <p>No further questions were raised regarding the annual report and it was accepted.</p> <p>All those in favour: All. All those against: None. Carried unanimously.</p>
6	Receive the Board Reports
7	<p>Elect the Office Bearers and Ordinary Directors</p> <p>Mark Boyd: Thanked the outgoing Directors.</p> <p>Benjamin Cowie made the decision to leave the Board in mid-term when it became apparent that changes to reporting requirements from some pharma companies would have them requesting Directors to divulge a conflict if they sat on a Board which received financial support. This is an issue which we and many other organisations have been grappling with. Ben continues to be closely involved with ASHM and is a key collaborator on our new GP education collaborative in Victoria, but because of his very strong principles around conflict, he does not want to expose himself to an engagement which might be interpreted as causing him a conflict.</p> <p>Simon Graham also left mid-term, to take up an academic fellowship in New York. Simon had been in the designated indigenous position on the Board and had been an</p>

	<p>active participant in ASHM’s successful bid for a commonwealth funding project to develop Aboriginal and Torres Strait Islander resources.</p> <p>Julian Elliott is stepping down after 5 years on the Board, much of the time as chair of the ARV Guidance Committee. He will be replaced in that role by James McMahon.</p> <p>David Nolan has also stepped down from representation of Western Australia. David has been involved in a number of areas including in our work to increase access to care for people who are Medicare ineligible.</p> <p>Honorary Life Membership – Professor Martyn French has been nominated to become an Honorary Life Member of ASHM. He has been a Member since 1990. In 2008 Professor Martyn French became a member of staff at UWA and he is currently a Professor in Clinical Immunology in the School of Pathology and Laboratory Medicine and a Clinical Immunologist and Immunopathologist at Royal Perth Hospital. He has played a leading role in conducting clinical trials and HIV immunology research at both a national and international level.</p> <p>All those in favour: All. None. Unanimous.</p> <p>All those against:</p> <p>Mark then asked Levinia to take the meeting through the outcome of the election.</p> <p>Levinia Crooks: Mark Boyd has taken up the option for a third term as President. In accordance with the Constitution two ballots were held. One to select the President Elect. Mark Bloch was the successful nominee for this position. This means Mark Bloch has a year in the roll of President Elect before taking up the Presidency role in 2017. Catherine O’Connor and Liz Crock were then elected unopposed into the two Vice President roles.</p> <p>There was then a ballot to select Ordinary Director board members. These were from states where there were more than one nomination. The successful candidates were: Claire Italiano from WA and David Iser, Tom Turnbull and Olga Vujovic from Victoria and Trent Yarwood and Felicity Young from Queensland.</p> <p>Belinda Wozencroft had stood for election in WA, but had to withdraw her nomination, meaning that Claire Italiano was elected unopposed from WA.</p> <p>They join Gail Matthews (NSW), Louise Owen (TAS) and Joan Ingram (NZ) who were each elected unopposed.</p>
8	<p>Appoint an Auditor</p> <p>Levinia Crooks: As a company limited by guarantee, ASHM are required to officially appoint auditors for another year. It was proposed that ASHM continue to utilize the services of Walker Wayland accountants.</p> <p>Moved by Levinia Crooks Boyd</p> <p>Seconded Mark</p>

	Passed.
9	<p>Special Resolutions (a) Constitution clause 6.7(b) Application for Membership (b) Constitution clause 36.3(b) Term of Ordinary Directors</p> <p>Mark Boyd: Two special resolutions were circulated a few weeks ago in accordance with the constitution. A special resolution changes the Constitution and as such it requires 75% of members present in person or by proxy to support it in order for it to be carried. Copies of the resolutions were available at the door. These are important changes and as a result warrant understanding and discussion.</p> <p>Resolution 1 – Remove reference to a prescribed membership form and replace with a general requirement as follows “Membership applications will be made using a form approved by the Board and made available on ASHM’s website.” The resolution was:</p> <p>Moved by: Mark Boyd. Seconded by: Catherine O’Connor.</p> <p>Levinia Crooks requested all members wanting to support the motion to raise their hand and clearly separate their votes ie hold your own vote and any proxies. A count of votes was then undertaken. Carried unanimously.</p> <p>Resolution 2 – Remove the clause requiring Ordinary Directors to hold office for no more than five (5) consecutive years so that there is no time limit on the consecutive term of an Ordinary Director. The resolution was:</p> <p>Moved by: Mark Boyd. Seconded by: Catherine O’Connor.</p> <p>Levinia Crooks requested all members wanting to support the motion to raise their hand and clearly separate their votes ie hold their own vote and any proxies. A count of votes was then undertaken. All those against: One.</p> <p>Carried.</p>
10	<p>Setting of membership fee</p> <p>Levinia Crooks: Members have previously agreed to a change to the fee and then managing that fee through annual adjustments and also to membership fees being increased annually by CPI. This assists ASHM to stay in step with costs.</p> <p>There was no further discussion.</p> <p>Moved: Levinia Crooks Seconded: Mark Boyd</p>

	Passed.
11	Meeting close Mark Boyd thanked the Members present and brought the meeting to a close at 2.21pm. 