



ashm

Supporting the HIV, Viral Hepatitis and Sexual Health Workforce

Australasian Society for HIV Medicine

Annual General Meeting

Minutes from the Meeting

Date: Wednesday 23rd October 2013

Time: 12:15pm to 1:15pm

Location: Darwin Convention Centre, Waterfront 1

Apologies:

None.

Present:

Jacinta Ankus, Barry Bland, Mark Bloch, Sava Brenton, Juliet Broadmore, David Brockman, Katherine Brown, Samantha Brunt, Naama Carlin, Levinia Crooks, Philip Cunningham, Lyndal Daly, Elizabeth Dax, William Donohue, Alison Duncan, Julian Elliott, David Fowler, Martyn French, Maria Garefalakis, Massimo Giola, Rochelle Hamilton, Margaret Hellard, Sonja Hill, Jennifer Hoy, Sarah Huffam, Brian Hughes, Hayden Jose, Anthony Kelleher, Penny Kenchington, Janet Kidd, Denise Kraus, Carolyn Lang, Russell Levy, Niamh Lynn, Ian Mackenzie, Alexandra Marceglia, Catherine Marshall, Marilyn Mcmurchie, Arun Menon, Graham Neilsen, Duc Nguyen, Louise Owen, Ross Philpot, Anna Pierce, Patricia Price, Ann Purcell, Phill Read, Anna Roberts, Craig Rodgers, Kate Ross, Paula Runnals, Darren Russell, Shailendra Sawleshwarkar, Muirgen Stack, Vanessa Towell, Linda Trinh, Theo Van Lieshout, Bill Whittaker, Beth Wilson, Belinda Wozencroft, Edwina Wright, Richard Wright.

Proxies:

Kate Bessey, Mark Boyd, Michael Boyle, Kelwyn Browne, Michael Burke, Catherine Cherry, David Cooper, Benjamin Cowie, Suzanne Crowe, Stephen Davies, Basil Donovan, Liza Doyle, Jacqueline Englander, Anne Fredrickson, Kevin Freeman, Carla Gorton, David Harrich, Richard Hillman, Jesse Hooper, Victoria Hounsfield, Christopher Lemoh, Sharon Lewin, Graham Lister, Catherine Luu, Heather Mcnamee, Jason Ong, Damian Purcell, Neil Mckellar-Stewart, Edward Reis, Timothy Stern, Garry Trotter, Emanuel Vlahakis, John Walton, Moira Wilson.

Non-voting attendees: David Baker, Jane Hunt.

Edwina Wright: Welcome everyone. As of this morning ASHM has a financial membership of 616 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 this meeting is therefore 62 people.

We have been notified of 34 proxies. If anyone holds a proxy and has not yet told the registration staff can you please do so now. Members present in person can hold a maximum of 5 proxies.

There are in excess of 62 voting members present and 34 proxies so we have reached quorum. I declare the meeting open at 12:20pm.

MINUTES FROM THE PREVIOUS ANNUAL GENERAL MEETING

Edwina Wright: The minutes of last year's meeting have been available on the ASHM website for some time and were made available today as people entered the room.

Is there any discussion about those minutes or does anybody have any questions about them?

Jenny Hoy: Levinia was going to take further advice on the ASHM Partnership Program.

Levinia Crooks: We have discussed this with the lawyers and representatives from the RACP, feeling is that the interpretation of this can be tricky and may require individual interpretation but generally on activities run by ASHM, funded by external bodies, and done via unconditional educational grant would not be seen as a conflict. This can be tricky for things like the conference; we should err on the side of caution when reporting conflicts of interest that are open to interpretation but not seen as direct conflict. I, for example, indicate that ASHM receives company funding and sponsorship for our and other conferences, but that this is not personal funding.

Edwina Wright: Can I have a member who was present at last year's meeting move that the minutes be accepted as a true and accurate record of the meeting?

Moved: Philip Cunningham **Seconded:** Anthony Kelleher
CARRIED

PRESENTATION OF THE ANNUAL REPORT

Edwina Wright: The President's Report is published in the Annual Report and I am happy to present this to members. The Annual Report has been available on the ASHM website and hard copies of the report have been made available for you on entry to this meeting. In the interests of time I will assume that members have read my report, but I am happy to answer any questions.

The Annual Financial Report is also included in the Annual Report, in particular I would like to draw members' attention to the Director's Financial Statement. Levinia is happy to take questions about the financial report. In order for us to discuss the Annual Report, including the President's Report and the Annual Financial Report, can I please have someone move the report?

Moved: Elizabeth Dax **Seconded:** Patricia Price
CARRIED

DISCUSSION OF THE REPORT

Levinia Crooks: You will note from the financial report that this year we have reported a shortfall. A number of factors have contributed to this, including reduced income due to the conclusion of the OATSIH grant (\$300k), the high cost of the conference held in Melbourne last year, the timing of conferences, and the conclusion of an arrangement under which ASHM has received income for the secondment of staff to NSW Health for a number of years.

In addition, our investment in the implementation of a Customer Relationship Management system and a new ASHM website has been costly due to the complexity involved in their development. However, these items are essential in driving the accreditation programs, CME programs, memberships and support to prescribers and generally providing a level of e-service that is expected of a society of this nature.

ASHM management has exercised tight control over spending during the financial year and the Finance, Risk Management and Audit Subcommittee of the Board monitor ASHM's financial performance on a regular basis. Despite our report of a shortfall this year, our financial position remains strong.

Edwina Wright: Does anybody have any questions for Levinia about the financial report, or for me about the President's Report?

Patricia Price: Will there be costs associated with not having the ASHM Conference next year?

Levinia Crooks: Yes, but these are not reflected in this report. There will be significant costs, both direct and indirect. In 2007 IAS realised ASHM was rolling the entirety of our conference into theirs and we

came to an arrangement whereby we were compensated. We had anticipated similar arrangements for 2014 initially, however we are now told that this will not be possible and negotiation around the matter has been unsuccessful. Flow-on costs include our inability to hold the AGM at next year's conference and lots of lost opportunities to hold committee meetings and other events and activities at the conference. Also, our staff attend the conferences regularly and work on booths, registrations and the like and are able to attend. This will be vastly reduced next year. We will have a booth and 5 registrations.

Patricia Price: Can we have a satellite session?

Levinia Crooks: We are in negotiation about the holding of 2 special sessions. It depends on whether IAS wants to charge ASHM. Also, it will depend on whether the two sessions are both to be held on the same day (which would be sub-optimal).

Edwina Wright: I would now like to put the motion that the Annual Report, incorporating the President's Report and audited Annual Financial Report, be accepted:

CARRIED UNANIMOUSLY

SPECIAL RESOLUTION – CREATION OF THE POSITION OF PRESIDENT ELECT AS PER THE MOTION ON NOTICE

Edwina Wright: Members will have received notice of one motion regarding a proposed amendment to the constitution to allow for the election of a President Elect. Details of the motion were emailed to members on 20th August and again on 24th September, and have been made available for you on entry to this meeting.

The change will mean that the Board will call for nominations to the position of President Elect when it is known that the incumbent President is approaching their final year of office. The President Elect, once elected by the membership, would serve as President Elect during the incumbent President's final year term. The President Elect would then begin a term of Presidency at the end of the AGM in the year following their nomination for President Elect, which would coincide with the end of the incumbent President's final year term. The substantive change to the constitution occurs with the addition of clause 37.3 b. Other related consequential changes include adjustments to the total number of Office Bearers and Directors.

In the interests of time I will assume that members have read the rationale, background information and proposed revised wording of the constitution. If carried, we intend to implement the change immediately in the election of the Board of Directors, which is the final agenda item for today.

Does anyone have any questions or discussion points?

Jenny Hoy: Why do we need a President Elect when we have a Vice President?

Levinia Crooks: There is no requirement for the Vice President to move up into the President role and so for organisational succession planning there is a need for certainty. When we became a company the Treasurer role became redundant. We then created an additional Vice President role. The new President Elect position will provide certainty, we have based this on the approach taken by other organisations such as IAS and WONCA.

Edwina Wright: This will also help strategically in urgent situations where the President is not available.

It is proposed that the amendment to the ASHM constitution be endorsed:

Moved: Edwina Wright

Seconded: Philip Cunningham

CARRIED UNANIMOUSLY

APPOINTMENT OF AUDITOR

Edwina Wright: As a company limited by guarantee, we are now required to officially appoint our auditors for another year. I propose that we continue to utilize the services of Walker Wayland Accountants.

Can I have someone move the motion that we continue to use Walker Wayland?

Moved: Philip Cunningham **Seconded:** Katherine Brown
CARRIED UNANIMOUSLY

2014 CONFERENCE AND SETTING OF THE ANNUAL MEMBERSHIP FEE

Edwina Wright: You will be aware that the International AIDS Conference, AIDS 2014, will be held in Melbourne next July. This means that ASHM will not be holding its annual conference next year and it has considerable implications for us in terms of membership and AGM arrangements.

Levinia Crooks: I have negotiated with the International AIDS Society and the Conference Coordinating Committee that ASHM membership will be advertised to all Australian and New Zealand registrants when they register for AIDS 2014. Ordinarily ASHM members receive a discount on our conference registration, we've effectively continued this for next year. This means that membership is being offered at a slightly reduced rate. This will come into effect 1 December 2013 and will cover membership to the 2014 AGM.

We are hoping to attract new members as well as provide an opportunity for existing members to renew their membership, and we hope that the discount will be offset by an increase in people joining ASHM. The conference registration has to be paid in US dollars so the amounts will fluctuate somewhat, but the cost of membership will be approximately \$100 USD for full members and \$40 USD for students. We propose that the regular membership remains at the current rate of \$187 for full members and \$66 for students and retired members; the discounts are only associated with membership payments made in conjunction with registration for AIDS 2014.

Jenny Hoy: If you get the \$100 USD membership are we going to lose money? Shouldn't we be covering the difference?

Levinia Crooks: Membership fees will be paid at a separate time so you will receive some benefit at a slightly reduced rate, we use conference as a time to recruit members. In reality we may lose some money, but we may also draw new members. The members should not be penalised because of the IAS Conference and many are very concerned about costs.

Ross Philpot: Membership numbers have dropped considerably. Why is this and what do we expect to happen in the future?

Levinia Crooks: Individual membership numbers dropped with the introduction of our organisational membership affiliate programs. We expected and anticipated this. This involves a sliding fee for organisations, so individuals within the organisations get benefits without paying an individual fee. There was a decision to introduce this because the Board valued increased communication with the sector over the numbers of individual voting members. For organisations and affiliates one of the benefits is an organisation making a single payment and reduced processing time and costs at both ends.

I can report that the number of individuals enrolled in ASHM's membership programs grew by over 30% in 2012-2013, with our aim to increase Organisational Sustaining Member involvement and Affiliate membership working well.

Edwina Wright: Are membership fees critical to financial viability?

Levinia Crooks: Membership fees are not critical but are discretionary funding, allowing us to do further work. Overall they make up less than 5% of our income.

Anthony Kelleher: Should we consider increasing fees?

Levinia Crooks: We may consider this after next year. But I don't think it is wise this year with the IAS conference coming up.

Martyn French: There are risks in associating membership with IAS – we might lose members who don't go to IAS.

Levinia Crooks: Our membership team has a lot on the boil to increase membership at the moment. We are pushing membership and the standard means of renewing membership will remain the same, it will not be restricted to people attending the conference and the regular fee would apply to people not taking up IAS registration.

Regarding the AGM, as things stand we have to hold the AGM within 5 months of the end of the financial year. We are looking at potential alternative times for the AGM, but it can absolutely not occur at the international conference, as that is too close to the end of financial year for us to have completed the audit. Previously when we were in this situation, at the 2007 IAS meeting in Sydney in July, we held the AGM adjacent to the Kirby combined working group meeting. We will consider the Viral Hepatitis Conference or the Sexual Health Conference next year.

Edwina Wright: Can I have someone move that regular membership rates remain the same?

Moved: Bill Whittaker **Seconded:** Margaret Hellard
CARRIED UNANIMOUSLY

REPORT ON THE ELECTION OF THE ASHM BOARD OF DIRECTORS

Edwina Wright: Now that we know the results of the vote on the special resolution, it gives me great pleasure to provide the results of the election for the Board. But before doing that I would like to take this opportunity to thank a retiring member.

Lyndal Daly is leaving the Board. Lyndal has been the representative for South Australia for the past three years. We would particularly like to thank Lyndal for her leadership in the Nursing area and the development of a comprehensive nursing strategy. We have not received any nominations from other potential candidates to take on the role of Nursing representative on the Board and understand that this is due to existing committee commitments. We are keen to ensure that Nursing issues continue to be brought to the Board and this will happen via regular reports from Anna Roberts and for any specific items a Nursing representative will be invited to attend the Board meeting as a guest.

Results of the election:

I have taken up the option of a third year so will continue in the position of President for another year. Other members of the Executive are:

Mark Boyd – will take up the position of President Elect, (elected unopposed).

Philip Cunningham and **Ben Cowie** – were the only two nominations for Vice President and so both will take up that position.

The uncontested Ordinary Member positions are filled by returning members:

Darren Russell – Queensland

William Donohue – South Australia

Louise Owen – Tasmania

Julian Elliott – Victoria

David Nolan – Western Australia

Note that because Ben Cowie was elected unopposed to the position of Vice President, Julian Elliott becomes the only nominee from Victoria for an ordinary Director and is thus now elected unopposed.

The following Ordinary Directors were elected via member ballot:

Mark Bloch – NSW

David Cooper – NSW
Gail Matthews – NSW
Catherine O'Connor - NSW

Both Gail and Catherine are new to the Board.

Gail Matthews – NSW, who is an ID physician with extensive clinical and research experience in the areas of HIV, sexual health and viral hepatitis. Gail holds a clinical position at St Vincent's Hospital, Sydney and an academic appointment in the Viral Hepatitis Program at Kirby Institute.

Catherine O'Connor – NSW, who is the Director of Sexual Health at RPA Sexual Health, Sydney and Conjoint Associate Professor at Kirby Institute. Catherine has a long-term interest in clinical education in HIV and Sexual Health and is a member of numerous committees.

The ballot was exceptionally close. I would like to take this opportunity on behalf of the Board and members to thank Shailendra Sawleshwarkar for nominating for election.

I would also like to thank Heather Worth for nominating for a second term on the Board. Heather has provided representation for the area of social research for the past year and has been a very active Board member sitting on the Finance, Risk Management and Audit Committee, International Committee and the Conference Organising Committee. In the event that casual vacancies become available throughout the 2013-2014 term of the Board both Heather and Shailendra will be considered. The Board attempts to gain a wide geographic as well as discipline/profession spread when recruiting and filling casual vacancies.

Levinia Crooks: Regarding Heather Worth not being voted on to the Board, it is clear to see the impact of our organisational member program. Most of our social research colleagues are non-voting because they are affiliate members through the organisational member program. This is a lesson for us to learn and something for the Board to consider. This has clearly had an impact in relation to the voting process. There is also an issue, as raised by Lyndal, that there is no longer a nurse on the Board. We had tried to get someone but the nurses we work closely with wanted to keep working on the training programs and committees we are providing for nurses, rather than taking up voluntary positions. The Board will invite a representative from the nursing sub-committee to present to the Board as necessary.

Designated Director Positions:

Additionally, **Mark Saunders** – returns as designated Director from the Aboriginal and Torres Strait Islander Community.

Ed Gane – from NZ also returns as Designated Director filling an area of special need. In this case, Hepatology.

These two positions will be formally ratified by the Board when it meets tomorrow.

Ross Philpot: Given we are 'Australasian', why is Ed Gane on as gastro but not as a NZ?

Levinia Crooks: We decided to aim for a person from each jurisdiction. We tried to get a person from New Zealand, we have had a number of representatives from NZ in the past. But this year there was not a nomination from New Zealand. We are running an annual HIV Update in NZ and also ran the Viral Hepatitis Conference in NZ last year. The Board will consider ways to ensure NZ participation.

Juliet Broadmore: It is important because the methods and health sector in New Zealand are different. Workshops are important because they keep us engaged with society.

Edwina Wright: Would you please join with me in welcoming in the new Board.

MEETING CLOSE

Edwina Wright Thank you that brings to a close the formal issues for the meeting at 1:05pm.