Draft AGM 2020 minutes, subject to formal approval at 2021 AGM

Minutes of the 1st Annual General Meeting of the Faculty of Clinical Informatics held on 15th December 2020 from 4.30pm to 5.30pm, virtually, by MS teams

Minutes

Attendees

Trustees
- John Williams (JW), Chair of Trustee Board
- Jonathan Kay (JK), Chair of Council
- Nicholas Booth (NB), Honorary Treasurer
- Paul Campbell (PC), Honorary Secretary
- Yinka Makinde (YM)
- Bill Morgan (BM)

Staff (in attendance)
- Jan Hoogewerf (JH), Business Manager
- Joe Jubb (JJ), Membership & Communications Officer

Members present: 139 other members with voting rights attended

Apologies: None

1.	**Introduction** The Chair introduced himself and stated that the calling notice for this meeting, together with the Agenda, the Trustees Report and Accounts and notes on the Resolutions on which voting would take place had been circulated to all Members of FCI, by email and on the FCI website. To increase accessibility, all voting Members had been sent a link to an online survey to enable online voting on Resolutions in advance of the AGM should Members be unable to attend. Voting on Resolutions during the meeting would use the same online voting app. Resolutions would be passed by a 75% majority. The Trustees introduced themselves. There were no apologies for absence. The Chair noted that there were more than 40 members eligible to vote present and declared the meeting quorate.
2.	**Chair's Progress Report from inception as a Charitable Incorporated Organisation (CIO)**

	The Chair explained that as the Faculty had not been in existence for a full year as a legal entity, there was no Annual Report. Annual Reports would be presented at future AGMs. The Chair provided a report on progress since the Faculty was registered as a Charitable Incorporated Organisation (CIO) on 16 September 2019, which summarised the key achievements. The report was noted.
3.	**Presentation and Consideration of Unaudited Management Accounts from inception to 31 October 2020** The Chair explained that the unaudited management accounts to 31 October were being presented to Members, noting that they were included in the AGM Notice which had been on the website since 31 November 2020. At future AGMs the financial statement, independently audited or reviewed, up the Faculty's year-end of 31 December would be presented. Dr Nick Booth, Hon Treasurer introduced himself and summarised key points. Since the Faculty came out from under the wing of the Royal College of GPs in January 2020, the management accounts report that up to the end of October FCI has had income of £252,000 and expenditure of £185,000, resulting in a surplus of £67,000. The majority of Faculty income has come in the form of grants from Health Education England (£145,000) although membership income (£72,000) is growing in importance. The Faculty had funds of £145,000 at the end of October, which is approximately half of the longer term target for reserves of £300,000. The cash balance was £268,000, approximately half of which is grants and subscriptions received in advance together with the funds required to pay the external costs of the Core Competency project. The report was noted.
4.	**Presentation and Consideration of Proposed Amendments to Faculty of Clinical Informatics Constitution** **i) Resolution 3** The Chair explained that the purpose of this resolution was to set a clear maximum of 12 trustees on the board. The detailed wording changes for this resolution are set out in the Notice of Meeting and in the online voting app. He asked for questions and then voting took place. The Hon Secretary announced the results from resolution 3, including both online votes placed prior to the AGM and those placed during the AGM. The number of votes cast was 186 For: 186 (100%) Against: 0 (0%) The resolution was therefore carried. Note to the Minutes: The results of the voting have been updated since the AGM, so that they only include the votes cast by Members and Fellows eligible to vote. This

ii)   Resolution 4
The Chair explained that this resolution was to clarify that Council nominate Council members as Trustees for approval by the Trustee Board. The detailed wording changes for this resolution are set out in the Notice of Meeting and in the online voting app. There was one change in the wording which was included in the Notice, but not in the Resolution, which the Chair explained was the deletion of the words 'in the first instance' as the resolution was intended to apply on an ongoing basis. The Chair asked for questions. There was a question from Steve Casson to understand the difference between the Council and the Trustee Board. The Chair clarified that the Council runs the operational business of the Faculty. The Trustee Board is concerned with strategic issues, probity, reputational and financial issues and is responsible to the Charity Commission. There is a requirement in the Constitution for 4 members from Council on the Trustee Board. Voting then took place.

The Hon Secretary announced the results from resolution 4, including both online votes placed prior to the AGM and those placed during the AGM. The number of votes cast by members and fellows eligible to vote was 179
For: 172 (96%)
Against: 7 (4%)
The resolution was therefore carried.

iii)   Resolution 5
The Chair explained that the purpose of this resolution was to improve continuity and make best use of the experience and knowledge that Trustees develop over their term of office, by removing the requirement for a one year cooling off between trustees'

three year terms of appointment. It was also to make clear the period of appointment of the first charity trustees. The detailed wording changes for this resolution are set out in the Notice of Meeting and in the online voting app. He asked for questions and then voting took place.

The Hon Secretary announced the results from resolution 5, including both online votes placed prior to the AGM and those placed during the AGM. The number of votes cast by members and fellows eligible to vote was 176.
For: 158 (90%)
Against: 18 (10%)
The resolution was therefore carried

Note to the Minutes: The results of the voting have been updated since the AGM, so that they only include the votes cast by Members and Fellows eligible to vote. This was because some of those voting in the online voting app identified themselves as Associates, who are not eligible to vote. The updated results from resolution 5 were as follows:
The number of votes cast only by members and fellows eligible to vote was as follows:
The number of votes cast by members and fellows eligible to vote was 132
For: 121 (92%)
Against: 11 (8%)
The resolution was therefore carried
.

iv)   **Resolution 6**
The Chair explained the purpose of this resolution was to clarify that a trustee ceases to hold office on (a) retiring by rotation or (b) ceasing to be a member of Council. The detailed wording changes for this resolution are set out in the Notice of Meeting and are in the voting survey app. He took questions. John Lockley suggested that the wording could have been simpler and the Chair explained that any suggestions for changes to the wording should be made for the Board to take through due process. Steve Casson asked for clarification about the process. Bill Morgan explained that if someone ceases to be a member of Council as an elected member they should step down so that a new Council member can replace them on the Board. Then voting took place.

The Hon Secretary announced the results from resolution 6, including both online votes placed prior to the AGM and those placed during the AGM. The number of votes cast by members and fellows eligible to vote was 181.
For: 180 (99%)
Against: 1 (1%)
The resolution was therefore carried

Note to the Minutes: The results of the voting have been updated since the AGM, so that they only include the votes cast by Members and Fellows eligible to vote. This was because some of those voting in the online voting app identified themselves as Associates, who are not eligible to vote. The updated results from resolution 6 were as follows:
The number of votes cast by members and fellows eligible to vote was 136

.

v) **Resolution 7**

The Chair explained the purpose of this resolution was to increase the number of terms that a Trustee could serve from two to three terms, ie a maximum of nine years. It was clarified that a Trustee would need to apply for re-appointment at the end of each term. The detailed wording changes for this resolution are set out in the Notice of Meeting and are in the voting survey app. He took questions then voting took place.

The Hon Secretary announced the results from resolution 7, including both online votes placed prior to the AGM and those placed during the AGM. The number of votes cast by members and fellows eligible to vote was 179.
For: 154 (86%)
Against: 25 (14%)
The resolution was therefore carried

Note to the Minutes: The results of the voting have been updated since the AGM, so that they only include the votes cast by Members and Fellows eligible to vote. This was because some of those voting in the online voting app identified themselves as Associates, who are not eligible to vote. The updated results from resolution 7 were as follows:
The number of votes cast by members and fellows eligible to vote was 134
For: 118 (88%)
Against: 16 (12%)
The resolution was therefore carried

vi) **Resolution 8**

The Chair explained that the purpose of this resolution was to allow for general meetings to be undertaken virtually, including voting. The detailed wording changes for this resolution are set out in the Notice of Meeting and are in the voting survey app. He took questions then voting took place.

The Hon Secretary announced the results from resolution 8, including both online votes placed prior to the AGM and those placed during the AGM. The number of votes cast by members and fellows eligible to vote was 180
For: 179 (99%)
Against: 1 (1%)
The resolution was therefore carried

Note to the Minutes: The results of the voting have been updated since the AGM, so that they only include the votes cast by Members and Fellows eligible to vote. This was because some of those voting in the online voting app identified themselves as Associates, who are not eligible to vote. The updated results from resolution 8 were as follows:
The number of votes cast by members and fellows eligible to vote was 134
For: 133 (99%)
Against: 1 (1%)

	The resolution was therefore carried	
5.	**Any other business** The Chair asked for questions. There was one question from Brendan O'Brien which was to understand the powers of the Trustee Board. Bill Morgan clarified that the Trustee Board was accountable to members and that an escalation route was available in the unlikely circumstance for this to be needed. The Chair thanked members and Trustees for attending the meeting.	
6.	**Close of the meeting** The meeting closed at 5.30pm	