

AGES ANNUAL GENERAL MEETING 2020

Friday 6th March 2020

Wharfs 3-5

Hyatt Regency Sydney, 161 Sussex St, Sydney NSW 2000

Attended by: Stuart Salfinger, Stephen Lyons, Rachel Green, Krish Karthigasu, Jason Abbott, Fariba Behnia-Willison, Bassem Gerges, Helen Green, Martin Ritossa, Michael Wynn-Williams, Kirsten Connan, Rachel Collings, Jade Acton, Michal Amir, Douglas Barclay, Tahir Basheer, Alison Bryant-Smith, Melissa Cameron, Robert Carey, Jason Chow, Prathima Chowdary, Dean Conrad, Michael Cooper, Sapna Dilgir, Lisa Doble, Simon Edmonds, Hugo Fernandes, Claire Francis, Preetam Ganu, Martin Healey, Lauren Hicks, Elizabeth Jackson, Tal Jacobsen, Kym Jansen, Albert Jung, Supuni Kapurubandara, Akram Khalil, Karen Kong, Robyn Leake, Vanessa Lusink, Basil Trench Lyngdoh, Kate Martin, Joe McCosker, Luke McLindon, Alistair Morris, Tavaziva Mudzamiri, Yogesh Nikam, John Pardey, Lakshmi Ravikanti, Emma Readman, Charlotte Reddington, Lionel Reyftmann, Mark Ruff, Tarek Saleh, Stanely Santiagu, Vedprakash Singh, Kasia Siwicki, Ruth-Ann Sterling, Gary Swift, Rebecca Szabo, Philip Thomas, Jim Tsaltas, Kate Tyson, Kate Walsh, Lesly Rachel Warner, Anil Tilak Weerasiri & Anusch Yazdani.

PRESIDENT

Dr Stuart Salfinger

VICE PRESIDENT

Dr Stephen Lyons

HON SECRETARY

Dr Rachel Green

TREASURER

A/Prof Krish Karthigasu

IMMEDIATE PAST PRESIDENT

Prof Jason Abbott

DIRECTORS

Dr Fariba Behnia-Willison

Dr Kirsten Connan

Dr Bassem Gerges

Dr Helen Green

Dr Martin Ritossa

Dr Michael Wynn-Williams

TRAINEE MEMBER DIRECTOR

Dr Rachel Collings

GENERAL MANAGER

Mrs Mary Sparksman

Annual General Meeting Opened: 5:20pm AEDT

Item	Discussion	Action/Outcome
Welcome	<ul style="list-style-type: none"> Stuart Salfinger (SS) acknowledged traditional owners of the land, the Gadigal people past and present. Rachel Green (RG) announced no apologies. RG asked for comments on minutes from AGES Annual General Meeting 2019, none received. Previous meeting minutes were; <ul style="list-style-type: none"> Proposed by Krish Karthigasu Seconded by Michael Wynn-Williams 	Outcome: The previous minutes were passed as a true and correct record.
Executive Report		
President's Address	<p>SS announced over 500 delegates present at AGES XXX ASM 2020 and over 1300 attendees at AGES events in the past year. A lot has been accomplished in the last 12 months with the Board beginning their term with a strategic planning weekend to set up a plan moving forward. New website launched in the last month, which is cleaner and easier to use with more information available for Trainee's.</p> <p>SS advised charity for the evenings Art Auction would be in support of domestic violence and would be announced at the Gala Dinner that evening.</p> <p>Largest changes in the last 6 months have been to Education. Since the inception of the program in 2012, AGES has graduated 51 Trainees including 10 graduating that evening. Currently AGES has 24 first and second year Trainees, 20 Unit Directors and 41 Training Supervisors. It has been a challenging year for Education, seeing the program change to be directly under the control of AGES with contracts now signed between the Trainee's and the Society to clarify the understandings and ensure communication</p>	

	<p>pathways are clear. SS thanked Jason Abbott (JA) and Anusch Yazdani (AY) and the Education Committee for their hard work with establishing the program to a point of being internationally recognised.</p> <p>Memberships have increased throughout 2019 to 881 (up 89 from 2018). 450 delegates attended the AGES ASM 2019, 400 delegates at AGES/WES Focus Meeting 2019, and the Pelvic Floor Symposium saw delegates hear from Nobel Prize winner Denis Mukwege. AGES/AAGL Focus Meeting 2020 was previously relocated from Hong Kong to Bangkok due to riots, an executive decision has been made by the Board in the past 2 days to also relocate the Bangkok meeting back to Australia due to the outbreak of COVID-19. Planning to keep the same dates and affiliation with AAGL, venue is to be confirmed in the near future.</p> <p>Industry Partnership has seen a record income of \$965,000 which is up \$88,000 on prior years. AGES is continuing to attract quality sponsorship through tough financial times for a lot of companies. SS thanked AGES Industry Partners:</p> <ul style="list-style-type: none"> • Education and Training Partner: Medtronic • Gold Partners: Applied Medical & Stryker • Major Partners: Device Technologies, Hologic, Johnson & Johnson, Karl Storz, Olympus • Professional Development Partner: Avant <p>In addition to the 20 other partners who support AGES and its endeavours.</p> <p>SS proud to announce a strong relationship with AAGL with each Societies' President attending the others Annual Scientific Meeting. Both boards are also engaging on a high level which is bringing AGES further into the international sphere.</p> <p>SS finished his address by advising overall AGES is sitting very well with many more feats to accomplish.</p>	
<p>Treasurer's Report</p>	<p>Krish Karthigasu (KK) advised AGES saw a loss in 2019 of \$80,558 compared to a profit the prior year of \$50,700. AGES continue to be in a stable financial position with net assets totalling \$1,785,000, which is mostly represented by cash reserves.</p> <p>2019's turnover saw an increase in prior years however due to surplus in previous years the board had budgeted for additional expenditure on specific services, all coming back to the charitable foundations of the Society. The 2019 loss was budgeted and anticipated as a result of training for members such as;</p> <ul style="list-style-type: none"> • New website • Subsidised SurgicalPerformance subscriptions • Introduction of Train the Trainer Workshops <p>The current board has been able to invest in innovative resources for its members' training and education, showing them value for money through minimal fees wherever possible. This has been achieved due to the strong financial position of AGES in the continued proactive and responsible management of finances and also the diversity of current sponsorship.</p> <p>KK opened up to questions, none received. KK offered members to approach him personally for any financial queries.</p>	

<p>Constitution and Governance</p>	<p>RG advised that both she and KK had been tasked with reading through the current Constitution to determine weaknesses and propose changes to strengthen and protect the Society.</p> <p>RG reminded all present that changes made to the Constitution 5 years ago saw Board terms reduced to 2 years to minimise the length of time any one member could spend on the board to 12 years. This was to maintain diversity and keep the board fresh, this change does make the Society vulnerable to a junior board with little governance and corporate experience. The aim of the proposed changes is to reduce this risk whilst maintaining diversity:</p> <ul style="list-style-type: none"> - Special Resolution 1: Eligibility for nominations for Presidency - currently states anyone who is a financial member of AGES and previously held any position on the Executive was eligible for the Presidency. Could result in a President who had not been a member of the board for many years - Special Resolution 2: Elevation of members to the Executive - RG can personally attest (after 4 years on the normal board) that the Executive is a large increase in workload and responsibility, proposed change is to replace the words “previously held” with “current” in regards to member of the board. RG understands this is a controversial topic and believes this change is important to ensure experience remains within the Executive and does not believe this is discriminative. - Special Resolutions 3-5: Removing gender bias – Ensure constitution uses term “member” instead of “he” and correcting small wording. <p>RG welcomed questions from members:</p> <p>Objection: Emma Readman (ER) thanked Board for time spent on strengthening the Constitution. Does not see how Special Resolution 1 strengthens the Constitution and believes this unfairly reduces flexibility and eligibility, if a member went from 4 year normal board, 4 years Executive and 2 years as Vice-President only for themselves or a partner to fall ill and require 2 years off, they are no longer eligible for the Presidency they have been working towards. Regarding Special Resolution 2 this reduces the memberships input in who they would like on the Executive. If the full Executive needed replacing then only current board would be eligible, they may each only have 2 years’ experience, whereas a member may have stepped down from the board and have more experience however no longer be eligible due to taking a break. ER used similar societies as examples; at RANZCOG any member who has been on the board for 3 years can be President, AAGL members vote for their Executive (general board don’t ascend due to meeting criteria in terms of time served), RACS allows any member from the floor to be voted as President. If AGES is worried about corporate experience then each Board member should attend a corporate governance program/workshop once securing their position, also including a “of good standing” term into the Constitution would see appropriate members seated on the Board. In response KK reminded there is a “of good standing” clause already in the Constitution which relates to all AGES members, not just the Board.</p> <p>Recognition: Jim Tsaltas (JT) recognised board, in particular RG and KK for their efforts and informed all present that Constitutional changes are very</p>	
---	--	--

complex and involved. The board are looking to protect the Society and avoid a member stepping into Presidency who is not experienced.

RG thanked ER for voicing her concerns and reminded all to be cognisant of the Society being financially healthy despite current year spend and the board holding a strong fiduciary to members to find the balance. RG recognised Mary Sparksman (MS) and YRD (AGES Secretariat) for the systems currently in place but also warned this cannot be relied upon and the Society must also protect itself internally, ensuring it holds a knowledgeable Board.

Question: Gary Swift (GS) queried why changes were necessary when all Board members are voted on by the membership and nobody is able to ‘sneak in the side door’ due to this system.

RG responded that voting is not mandatory and in many previous elections minimal members have voted, creating an unrealistic reflection of the entire membership and allowing a member with minimal votes to make it onto the Board. KK also reminded that whilst members may have different levels of corporate experience there is a large difference between this and how the AGES Board is run, the reason currently for the successes of the Society is the cohesion of the Board. These changes are proposed to maintain the boards ability to work at such a high level.

Question: Rebecca Szabo (RS) questioned if there would be an allowance for any type of leave, should a member need to step down from the board. Also queried if the time served to reach Presidency would need to be 6 consecutive years.

RG advised 6 consecutive years would be ideal however these changes allow for both ways. Constitution and changes don’t currently allow for exceptions should a member need time off due to family or illness, however these allowances could be introduced in the future.

Objection: Martin Healey (MH) stated that whilst he agrees with much of what GS & JT have said he does not believe they’re addressing the proposed changes by talking about a member coming off the floor to Presidency. That is not relevant to current discussions and proposed changes.

Objection: Hugo Fernandes (HF) stated that he does not agree with concerns that an inexperienced member could become President and reasoning behind changes. Many members handle their own businesses and if further training is required then he agrees with ER that the Board should attend a management workshop.

SS informed the reasons for changes is due to the increasing complexity of the AGES Society. Managing the inner workings, in particular the changes to the Education program, require continuity and in-depth of knowledge. SS reminded all there is a mechanism in the Constitution to fill casual vacancies within the Board. SS also clarified:

- AAGL members vote for their Executive Secretary, that person then sees a set progression through each Executive position until President
- Board members already partake in a half day board governance education program, it is not a formal AACD course

	<ul style="list-style-type: none"> 8 members are currently eligible for the Presidency during the next election. 4 of these people have not been a member of the board for quite some time. There are also a significant number of people eligible for the Executive who have been absent from the board for over a decade. Important to focus on continuity for the benefit of the Trainee program, the significant assets held and to allow the Society to continue to grow at the same speed it currently is. <p>Question: Kate Walsh (KW) queried if the changes went through how many of the current board are eligible for Presidency and how many for Executive? RG confirmed 3 eligible for Presidency and all eligible for Executive.</p> <p>RG called to vote, advised option for Secret Ballot if any 5 members requested this. RG stated that she holds 4 proxies and officially called for vote by Secret Ballot. MS collected forms for voting.</p>	<p>Outcome: Voting placed via Secret Ballot</p>
<p>Other Business</p>	<p>RG called for any new business, none stated. RG called the meeting to a close.</p>	

Annual General Meeting Closed: 6:00pm AEDT

Next Meeting: AGES XXXI Annual Scientific Meeting 2021, Friday 5th March, Crown Promenade Melbourne.