

RADIOLOGY AND ONCOLOGY CONGRESSES

Minutes of board meeting held at the offices of the BIR, 22nd March 2017 at 11:00 am

Present:*ROC Trustees and Directors*

Gunter Dombrowe	(GD)	<i>Chair</i>
Pam Black	(PB)	<i>Vice Chair</i>
David Brettle	(DB)	<i>IPEM President</i>
Rosemary Cook	(RC)	<i>IPEM CEO</i>
Richard Evans	(RE)	<i>CoR CEO</i>
Jacquie Fowler	(JF)	<i>BIR CEO</i>
Maryann Hardy	(MH)	<i>President UKRC</i>
John Kotre	(JK)	<i>Treasurer</i>
Andy Rogers	(AR)	<i>BIR President</i>
Karen Smith	(KS)	<i>CoR Representative</i>
Hugh Wilkins	(HW)	<i>Company Secretary</i>

In attendance:

Liz Beckmann	(LB)	<i>ROC-E Director (from agenda item 10)</i>
Sue Elcock	(SE)	<i>Profile Productions UKRC Conference Director</i>
Andrew Hall	(AH)	<i>RCR CEO (Observer)</i>
Simon Whitfield	(SW)	<i>Profile Productions Managing Director</i>
Ian Wolstencroft	(IW)	<i>Finance Officer</i>

<u>Minute</u>	Actions Log (see relevant minute for further information)	
8, 9	Sort out practicalities of ROC grant to ROC-E for bursary administration	IW, Profile
10	Revise finance officer role description / person specification & advert	JK
10	Seek auditors' advice re FO employment status and tax implications	JK
10	Member organisations to advertise Finance Officer post	RC, RE, JF
10	Set up Finance Officer interviews circa end of April or early May	JK et al
11	Develop Committee Structure discussion document and take forward	HW, GD
12	Liaise with third party company to implement 2017 streaming pilot	SW
13	Lead establishment of new Digital Content working party	RE
13	Obtain 2018-2022 5-year payment schedule, for signature by 26.6.17	SW
14	Write to RCR to trigger Article 1.3 process for RCR to join ROC	GD
14	Send to AH papers noted in 5.10.16 ROC board meeting minute 12	HW
16	Create login-accessed in-house board portal on UKRCO website	SE
17	Take forward decision to create Risk sub-committee	GD
18	Liaise with GD re legal advice & actions re Memoranda and Articles etc	HW
19	Notify 2018 prior commitment dates by end July 2017	RC, RE, JF/successor, AH

<u>Minute</u>	Decision Summary (see relevant minute for further information)
6, 7	Approval of Annual Report & Financial Statements for year ending 30.9.16
8	2017 forward budget deficit accepted, to be recovered in 2018
8	ROC will make a direct grant to ROC-E for payment of bursaries
9	2017 budget for bursaries increased to £18k
10	Seek advice re Finance Officer employment status and tax implications
10	Revise draft Finance Officer role description / person specification
10	Pause FO recruitment process to enable Members to advertise
11	Committee structure discussion document (work-in-progress) noted
12	Agreement of 2017 streaming pilot, £20k estimate, no charge to e-viewers
12	Thanks given to Congress Presidents and all contributors to 2017 planning
13	Creation of Digital Content working party for 2018 Congress
13	Liverpool ACC 2018-2022 Congress dates & pricing proposals agreed
14	Process endorsed for RCR to join ROC as a full member in September 2017
14	ROC Board meeting to consider anticipated RCR application to join ROC
15	Consensus agreement for single President model for 2019 Congress
16	In-house board portal accessed via UKRCO website to be developed
17	Risk sub-committee to be established, members GD, PB, HW, AR
18	Budget (£5k) for legal advice and follow-up re Articles of Association etc
19	Strengthened opportunity to avoid 2018 meeting schedule date clashes

1. Welcome and introductions

GD welcomed all present, in particular AH, attending as an Observer, and JF for whom this was her last ROC meeting before retiring from her role as CEO of the BIR.

2. Apologies for absence

Apologies for absence had been received from Angela Baker, Andy Beavis, Liz Beckmann (train delay causing late arrival), Paul Elbourn, Julian Kabala and Nicola Strickland.

3. Declarations of conflicts of interest

There were no declarations of conflict of interest.

4. Minutes of last meeting (5th October 2017)

Previously distributed minutes of the meeting held on 5th October 2016 were agreed as a true and accurate record, with clarification of format for differentiating between individuals with same initials.

5. Matters arising not elsewhere on agenda

There were no matters arising not elsewhere on the agenda.

6. ROC Annual Report and Financial Statements (year ending 30.9.16)

IW noted that the final version of the Annual Report and Financial Statements takes into accounts comments which had been received following circulation of a draft version. There will be a move to the FRS102 reporting format in the next report and financial statements.

7. Auditors Management Letter / Report

IW reported that the Auditor's Management letter / report contains nothing material. It notes a former restriction which required any payment greater than £50,000 to be split into more than one payment, though the bank limit has now been raised to £100,000 per transaction. He commented that ROC is now up-to-date regarding the notification of Trustees to regulators.

Decision: The Board and Trustees approved the Annual Report of the Directors and Trustees and the Financial Report as tabled.

8. Proposed use of ROC funds to support congress development

This item relates to increased costs associated with the 2017 Congress and the best way of funding these costs. Minute 6.2 of the 20.12.16 ROC-E board meeting contains further information. SW and IW had been asked to take forward proposals via email round robin.

SW and IW had spoken separately to Buzzacotts (a Chartered Accountant firm with a particular interest in charity tax) and ROC's auditors Kingston Smith and had received similar advice from both. The latter had identified three options, described in a paper from IW (*Report on using ROC funds to support congress development*). He recommended the third of these options, namely to *"Allow ROCE to run a deficit funded by the loans already made to ROCE by ROC. This would require evidence that ROCE (UKRC/O) would make a profit in 2018 to cover such a deficit"*, with an observation that *"this option would only require us to have a robust budget in place for the 2018 Congress demonstrating an anticipated surplus at the time the 2017 accounts are prepared, i.e. autumn 2017"*. This was agreed by the board.

Decision: ROC accepts the forecast budget of 2017 as a deficit, to be recovered from the 2018 event.

Discussion included the increased costs of venue hire in 2017, separation of the issues of speaker fees from bursaries and (im)practicalities of the latter being paid by ROC rather than ROC-E. It was decided that bursaries would continue to be administered by ROC-E rather than ROC, and that ROC would make a grant to ROC-E for this purpose. IW offered to sort out the practicalities with Profile.

Action IW, Profile

Decision: ROC will make a direct grant to ROC-E to cover the cost of bursaries.

9. Bursaries

RE reported that there had been 32 applications for bursaries, and that he, JF and RC had agreed awards of 16 bursaries, 3 to overseas applicants and 13 to UK applicants, spanning a

good range of professions and sub-specialties. For comparison, in 2016 there had been 12 bursary applications and 7 bursary awards.

The budget for bursaries was £10k; the likely cost of 2017 bursaries was likely to be £13k-£18k. The award of bursaries to the 3 successful overseas applicants has gone ahead, bearing in mind additional complexities such as visa applications which may be required. RE requested an increased budget of £18k for bursaries and this was agreed.

Decision: The board agreed that the 2017 bursary budget be increased to £18k.

10. Finance Officer Recruitment

There had been quite a bit of interest from potential recruits to fill the Finance Officer vacancy resulting from IW's announcement of his intention to retire from this post. However, when invited to participate in first-round interviews, RC had expressed concerns that the initial recruitment process was suboptimal and did not meet good practice requirements for a charity. She had written a paper on this, *Recruitment of Honorary Finance Officer for ROC*, which was distributed before the meeting. This identified pertinent issues including needs for a more objective role description than the summary which had been advertised; greater Member organisation involvement in the recruitment process; overlap with the company secretary role; and consistency with the ROC Manual. The paper included an initial draft role description and person specification, to which JK and IW had added further detail. It was also noted that the employment status of the post requires further consideration in light of employer responsibilities, the honorarium and potential tax/NIC complications.

Decision: It was agreed that JK would update the role description / person specification and seek advice from Kingston Smith, our auditors, regarding employment status and HMRC tax implications.

Action JK

JK advised that the post had initially been advertised via the websites of the *Institute for Chartered Management Accountants for England and Wales* and *Charity Finance Group*, leading to 6 responses, from which a shortlist of 4 good quality applications has been drawn up.

Decision: It was agreed that the recruitment process be paused to allow the above matters to be addressed, with a view to further advertising of the post by member organisations as soon as possible. JK will contact the four shortlisted applicants, send them the revised role description and encourage them to maintain their interest. Interviews likely to be held towards the end of April / early May.

Action GD, JK, RC, JF, RE

It was noted that it is always a good opportunity to review the situation when a post-holder changes. IW commented that there are other models which could be considered to undertake the functions which he has discharged for the past 5 years. He takes the process right the way through from basic book-keeping to producing a set of accounts for the auditors to check. By contrast, some organisations with minimal back office support simply

keep a cash book and ask their auditors to produce the accounts - that approach did not find favour with the board. As a further alternative IW is aware of at least one charity which provides accountancy services to other charities. SE observed that Profile Productions undertake for ROC-E the first five day-to-day activities listed in the draft role description. IW confirmed that Profile do this detailed work for ROC-E, which he consolidates in the accounts. He submits ROC-E VAT returns - there is no VAT return for ROC. SW suggested separating out these tasks for ROC and ROC-E.

HW queried whether a trading subsidiary is required given his understanding that, if its sole purpose is to support the charity, such trading (primary purpose trading) could be done within the charity without incurring liability to direct taxation. IW confirmed this is correct, noting that there were formerly two trading companies dealing with the UKRC congress and exhibition respectively. The issue is that if the event is run under the auspices of the charity as an educational event then it cannot recover input VAT. ROC-E had been created, in 2008, to run the complete, VAT-able, event. This enables the NHS to claim back VAT on delegate registration fees which it pays. Further work will be required before submitting a proposal to the board for decision. This exercise will be aligned with the more general review of the Memorandum and Articles of Association and the ROC Handbook (see item 18 of these minutes).

11. ROC Committee Structure

HW has begun work on a discussion document about the ROC/ROC-E committee structure. This was initially prompted by a desire to clarify who attends what meetings, and in what capacity, but also seems relevant to a number of challenges facing ROC. These include questions as to how ROC and ROC-E operate, whether there is a need to get into a more rolling mode for making progress in view of limitations of 6-monthly intervals between ROC board meetings, and optimal organisational arrangements for delivering a “bigger, better, wider” conference from 2019. GD added that this item is for information at this stage and that he and HW will be taking it forward.

Decision: The board noted this work-in-progress.

Action HW, GD

12. 2017 Congress (UKRC+UKRO): strategic aspects, incl Presidents’ reports

AB had prepared a UKRO report, which was circulated before the meeting.

MH noted that this year’s congress is technology-focused and is hoping for television and press coverage, especially in respect of Robert Winston’s participation this year, but also for future years. There was discussion about web-site video links, live streaming possibilities, who benefits, who pays, 360° technology and interactive workshops. An audio-visual / media company will undertake some video recording. JF recalled the 2016 *Shift Learning* market research report, and asked if we need to employ someone to take this work forward. LB noted that streaming technology is still evolving. RC noted that there are companies whose business is developing conferences through electronic means.

RE mentioned a related pilot project which SCoR are undertaking, and queried whether we should invite bids from companies with relevant expertise for the 2018 Congress. It was

noted that AV and online technologies require different skills – companies specialising in one may not have expertise in the other. A working party to define what would be required was mooted. Companies expressing interest could be invited to attend this year's congress to help them prepare proposals for 2018. KS noted that live streaming could create further revenue opportunities. GD added that we want to make sure that people don't stop coming in person, and that we would have to get the right balance between physical presence and e-presence. MH noted the Dose Aware day on the Tuesday, and a wish to include streaming from the Exhibition as a step forward in 2017.

Additional financial costs associated with streaming, whether 'live' or 'on demand', were acknowledged. Streaming is felt to be in keeping with our charitable purpose and it was agreed that there would not be a charge this year, deficit pricing for the 2017 Congress having previously been agreed. A budget cost of £20k was agreed to pilot streaming in 2017, focusing on the Dose Aware day and Exhibition. SW will put together a proposal to a commercial company for implementation.

Decision: To proceed with a pilot streaming scheme at the 2017 Congress, with a notional £20k budget, free access to remote e-viewers.

Action SW

Copies of the 2017 Congress booklet were distributed and the UKRC and UKRO Presidents, and all those who contributed to it, were thanked.

Decision: To record the Board's thanks to the Presidents and the various teams who have contributed to the Congress brochure and the programme contents.

SE reported that we currently have 462 paying delegates (approx 400 for UKRC, 60 for UKRO) and 75 day visitors. Exhibitor income to date is £576,000, a drop of £38,000 from 2016 at this stage.

13. 2018 Congress (UKRC+UKRO): strategic aspects, incl Presidents' reports

A working party under RE's leadership was agreed to develop digital content of the 2018 Congress. Other members to include: JF's successor, who has digital media expertise; exhibitor representation; LB; a trainee; and someone with relevant research interests. Devinder Bachu (formerly PACSnet Director) has offered to help.

Decision: Digital Content working party to be established

Action RE

Liverpool have offered a five year deal to hold congresses at the ACC from 2018-2022. SW asked if we are happy to go to contract. This will hold the dates, and allow cancellation up to 2 years (+ 1 day) beforehand, though any cancellation would affect the financing of the whole package. Bearing in mind the larger congress from 2019, SW noted that the main auditorium seats 1350, that there are additional rooms which could be used if needed, and that the extra hall will increase exhibition space by 50% compared with 2016. AH confirmed that the RCR have faith in Liverpool as a venue, and have no difficulty in booking up to 2022, noting that continuity is important. The dates offered are:

2018	2–4 July 2018	Liverpool ACC
2019	10-12 June 2019	Liverpool ACC
2020	1-3 June 2020	Liverpool ACC
2021	7-9 June 2021	Liverpool ACC
2022	27-29 June 2022	Liverpool ACC

Decision: SW to obtain ACC 5-year payment schedule, with cancellation clauses, with a view to ROC-E signing up to this package before its June 2017 meeting.

Action SW

14. ROC-RCR Working Party – strategic outcomes

Two meetings of the ROC-RCR working party have been held, on 16.12.16 and 17.3.17, and notes distributed to the ROC board.

HW confirmed that there is no need to inform either the Charity Commission or Companies House that RCR will be joining ROC. ROC's Articles of Association, in particular Article 1.3, allow aspirant members to apply to join ROC, in a form required by the ROC Board – this could be by letter. There will then need to be a formal acceptance of the application by the ROC Board, and it is envisaged that this is done at an extraordinary board meeting in June/July, to keep the process on track for RCR to join ROC at the AGM on 26.9.17. GD will write to RCR to trigger this process.

Decision: The ROC Board endorsed the view that it wishes to proceed with the process to enable the RCR to join ROC as a full Member in September 2017

Action GD

There was discussion as to whether a face-to-face meeting would be required in the summer to take this forward - and if so when - or whether this could be done by email.

Decision: A ROC board meeting will be held at UKRCO2017 to consider the anticipated application from RCR to join ROC, and maintain momentum.

RCR have proposed that Mark Callaway and Di Gilson, Professional Learning & Development Leads for Clinical Radiology and Clinical Oncology respectively, contribute to ROC-E. The ROC-E board does not currently contain Member representatives per se, but the working party expressed support for such representation from RCR and Members. This can be taken forward within the committee structure initiative noted above (minute 11).

There was discussion about whether the 2019 Congress should have one or two Presidents. MH made an eloquent case in favour of the former and this was agreed, AH noting the need to reserve comment until RCR have considered. Reference was made to UKRC President and Vice-President proposals discussed at the September 2016 ROC Board meeting. These are described in item 12 of the minutes of that meeting, which refer to two documents which HW will send to AH.

Action HW

Decision: For the 2019 Congress, there was board consensus in favour of a single President, supported by a strong multidisciplinary team covering all specialty areas. A final decision will be taken at the September board.

15. 2019 Congress (4 Members): strategic aspects

The concepts that member organisations be represented in ROC-E operational planning activities was supported, as was the proposal that the ROC/ROC-E committee structures be reviewed, and how ROC-E links with ROC. The possibility of a more formal engagement of AXREM was raised, along with the non-existence of the Congress Partnership Group.

16. Board Portal – *MinutePad* webinar

This was an action from the 5.10.16 ROC board meeting. HW had participated in a webinar providing information about *MinutePad*, one of a number of commercially-available board portals. These are digital products intended to facilitate the creation, distribution and access to board packs and other administrative tasks undertaken by company secretaries.

Board portals are becoming an increasingly common method within many organisations for accessing documents before, during and after board meetings. They have advantages over distribution of documents by email attachments, including ready access to the most recent versions of documents, reduction/elimination of printing costs and provision of an electronic repository for minutes and other documents.

The *MinutePad* list price for charities is £180 p.a. per user. The board considered that this was too expensive, and that other providers could provide similar functionality at lower cost. An alternative approach would be to create a committee log-in section within the UKRCO website, and SE agreed to do this.

Decision: Proceed with a UKRCO website in-house board portal

Action SE

17. Risk Register

HW had distributed ROC's most recent Schedule of Risks, noting that it is dated 2011. The board decided that a Risk sub-committee be set up to consider and progress the way forward. GD observed that the real risks are those which are unseen. It was agreed that the register, a governance requirement, should be shorter than at present, with risk scoring based on two factors – impact and likelihood, before and after mitigation. GD, PB, HW and AR agreed to be members of this sub-committee.

Decision: Formation of Risk sub-committee

Action GD

18. ROC Manual Update

HW noted that the ROC Manual is dated and refers to old charity law and company law legislation but not to more recent relevant legislation (such as the Companies Act 2006 and the Charities Act 2011). He had attended a Trustee Training Day event run by Wilsons Solicitors LLP (a Salisbury firm of solicitors with a specialisation in charity law) and had met their Director of Charity Law and Governance, formerly a senior lawyer with the Charity

Commission, who has given a quote for carrying out a review of legal aspects of the Memorandum and Articles, drafting revised documents and related matters. It was agreed that it would be appropriate to take up this offer of legal advice, with a budget cost of £5k. It was noted that the ROC Manual is an internal handbook and should not be written in 'legalese', though any references within it to legislation need to be up-to-date and accurate. The Memoranda and Articles of Association of ROC and ROC-E, contained in Annex 1 of the ROC Manual, are however legal documents. HW will liaise with GD to take this forward initially, noting needs to tie this in with proposals to develop the committee structure (item 11), and to have written agreement in advance of the scope of legal advice.

Decision: The Board agreed a budget cost of £5k to undertake the work outlined.

Action HW

19. Meeting Schedule

A complete schedule for routine 2017 spring, summer, autumn and winter ROC & ROC-E board meetings and AGMs has been prepared and distributed. In order to facilitate selection of dates for the 2018 meeting schedule, preferably before or soon after the 26.9.17 board and annual general meetings, HW asked that current and aspirant Member organisations send him, by the end of July 2017, any dates which they would prefer to be excluded from options in ensuing doodle poll surveys. This is particularly aimed at avoiding clashes with previously-scheduled Member organisation meetings, and was agreed.

Decision: Member organisations to identify, by 31.7.17, any dates they would wish to be excluded from consideration for 2018 ROC board meetings

Action RC, RE, JF/successor, AH

20. Any other business

There was no other business, apart from reserved business (item 21), before which SW and SE left the room.

21. Reserved business: Conference Organiser Contract

The meeting closed at 1:45 pm.