**RADIOLOGY AND ONCOLOGY CONGRESSES**

**Minutes of board meeting held at the offices of the BIR, 8th October 2018 at 11:00 am**

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| **Present:**  *(Directors)* | Gunter Dombrowe | (GD) | *Chair* |
| Pam Black | (PB) | *Vice-Chair* |
| Rosemary Cook | (RC) | *IPEM CEO* |
| Richard Evans | (RE) | *CoR CEO* |
| Andrew Hall | (AH) | *RCR CEO* |
| Julian Kabala | (JKa) | *UKIO President (from item 4)* |
| Jane Phillips-Hughes | (JPH) | *BIR President* |
| Gareth Thomas | (GT) | *CoR Representative* |
| Simon Thompson | (ST) | *BIR CEO* |
| Mark Tooley | (MT) | *IPEM President* |
| Hugh Wilkins | (HW) | *Hon Secretary* |
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| **In attendance:** | John Turner | (JT) | *Finance Officer* |
| Gillian Fletcher | (GF) | *Solicitor (Wilsons Law) – item 8* |
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| **Apologies** | John Kotre | (JKo) | *Hon Treasurer* |

**Agenda**

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|  | Welcome and introductions |
|  | Attendance register and apologies for absence |
|  | Declaration of conflicts of interest |
|  | Minutes of last meeting (29 March 2018) |
|  | Matters arising not elsewhere on agenda |
|  | UKRCO2018 high level review (based on previously-circulated written report by Profile) |
|  | Financial position of the charity |
|  | Governance matters (Articles of association\*; ROC-E structure; Director/President terms of office; ) |
|  | UKIO2019 plans (President’s report; Leadership appointments; Streams; Keynote speakers; …) |
| 10. | To note the appointment of Dr Nick Spencer as Congress President 2020-21 |
| 11. | To note the resignation of Gunter Dombrowe from the board,  and to appoint Pam Black as new Chair w.e.f. 9.10.18 |
| 12. | To agree on outline meeting schedule for 2019 |
| 13. | Any other business |

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| Minute | **Decision Summary** (see relevant minute for further information) |
| 4 | The minutes of the last meeting (29.3.18) were agreed. |
| 6 | Guidance for delegates moving between exhibition and lectures to be improved |
| 7 | JKo and JKa to liaise re congress development funding opportunities |
| 8 | GF and HW to liaise re revision of ROC’s Articles of Association |
| 10 | Congress president-elect to be invited to attend ROC and ROC-E meetings |

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| Minute | **Actions Log** (see relevant minute for further information) | |
| 5 | ST will take forward work on ROC’s risk register | ST |
| 6 | Consider directions/signage to help delegates find their way around | ROC-E |
| 6 | Take forward suggestions re earlier marketing of congress topics | JKa |
| 6 | Consider benefits of and approach to media initiative | ROC-E |
| 7 | Liaise re funding opportunities to develop congress digital content | JKo, JKa |
| 8 | Take forward drafting of ROC’s revised Articles of Association | GF, HW |
| 10 | Invite congress president-elect to ROC and ROC-E meetings | HW |
| 11 | Compile key electronic documents on memory stick and pass to PB | GD |
| 12 | Inform HW by 15.10.18 of dates to be avoided in doodle polls for 2019 | All |

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|  | **Welcome and introductions**  GD welcomed attendees, to the autumn 2018 board meeting of the charity Radiology and Oncology Congresses. Introductions had been made in the immediately-preceding AGM. |
|  | **Attendance register and apologies for absence**  Apologies had been received from JKo. |
|  | **Declarations of conflicts of interest**  No conflicts of interest were declared. |
|  | **Minutes of last meeting (29 March 2018)**  The minutes of the meeting held on 29 March 2018 were agreed as a true and accurate record. |
|  | **Matters arising not elsewhere on agenda**  In respect of item 18 of the minutes of the 29 March 2018 meeting (PCO tender outcome), GD reiterated that Profile Productions Ltd were the successful bidder. Finalising their revised contract has been somewhat protracted because of need to clarify details of GDPR responsibilities. These have now been agreed, and the contract will be signed today. This delay has not hampered operations, because the contract only takes effect for the 2019 Congress, and all parties have been working in good faith.  In respect of item 19 of the minutes of the last meeting (Risk Register), ST volunteered to take forward updating ROC’s risk register, AR’s earlier offer not having materialised.  **Action ST** |
|  | **UKRCO2018 high level review (based on previously-circulated written report by Profile)**  An overview report from Profile Productions had been distributed prior to the meeting. JKa reported that feedback from the meeting was generally good; delegate numbers were similar to previous years. Learning points: poor attendance at some sessions, including presentations from high profile speakers, has led to reduction of the number of parallel sessions in UKIO2019. Sessions will be shorter (reduced from 80 minutes to 60 minutes). Poor attendance at the start of 8am sessions noted. Consideration is being given to the timing of sessions, in particular high-profile plenary sessions, to maximise attendance.  The 2018 congress had to be held about 3 weeks later in the year than normal. There was discussion as to whether this had impacted on attendance. The overall feeling was that it had probably not, on this occasion. GT commented that radiography students do not follow conventional undergraduate student vacation patterns, lessening any impact.  There was discussion about the distance between the exhibition hall and lectures. Some negative comments had been made about this, prompting response that this distance at the Liverpool ACC is less than at RSNA, ECR and Birmingham.  RE commented that exhibitors providing education on their stands seemed, unsurprisingly, to be getting more business. The exhibition workshops, which for the second year provided headphones, were good and bring activity into the exhibition area. Given the counter-attraction of the excellent lecture programme, we should consider how to incentivise delegates to spend time in the exhibition and not stay all day in the lecture halls.  HW referred to a proposal to bring plenaries into Hall C in the exhibition area, which would be discussed by ROC-E. He commented that the first time he went to Liverpool ACC he thought the distance between exhibition and lectures was a long way because he didn’t know where he was going - now that he is familiar with the layout it doesn’t feel that way. He asked if we could make it easier to help people find their way around. It was agreed that improved signage would help, and that this be taken forward by ROC-E.  **Action ROC-E**  GD noted that there had been more marketing of the congress by member organisations, The Profile report suggests that increased activity from SCoR seemed to be reflected in increased numbers of SCoR delegates. RC commented that IPEM had made similar marketing contributions to other professional bodies and invited suggestions as to what more could be done. RE echoed the benefit to be had from early communication of topics to member organisations, to enable matters of particular interest to members of each professional body to be publicised by them at an earlier stage. JKa welcomed these thoughts and will take them forward with Profile.  **Action JKa**  With regard to Press and PR, the Deeson Media Report, which has been circulated, does not show much activity on their part and this will be taken up by ROC-E; we were seeking a more proactive approach, including during the congress. Another bidder had proposed a different approach. There was discussion as to what value is (or may be) added from greater Press and PR engagement. This will be taken forward by ROC-E.  **Action ROC-E**  The place of Clinical/Radiation Oncology within UKIO was discussed, in the light of some comments that some in the radiotherapy community feel marginalised. JKa had had several discussions with Angela Baker about this. He commented that specialist radiotherapy meetings, such as SABR (<https://www.sabr.org.uk/meetings/>) were drawing people away from UKRCO/UKIO; and that people from the smaller radiotherapy community can feel overwhelmed and not a major component of the combined congress. There are plans to address this in UKIO2019 (item 9). RE reported feedback from some radiotherapy exhibitors who quite liked the integrated exhibition but were disappointed by the small number of radiotherapy delegates. He queried the pre-congress marketing towards the radiotherapy community and urged a greater emphasis on the integrated nature of the joint congress. It was noted that the separate dinners and programmes had not helped in this respect, especially with the UKRO programme being released later than the UKRC programme. |
|  | **Financial position of the charity**  JT distributed a one-page summary of ROC’s financial situation. It is too early for ROC-E to give an accurate final financial outcome for the 2018 congress. The charity (ROC) has interest-earning investments. Its major income comes from loan repayment from its trading subsidiary (ROC-E). ROC’s expenses are a little higher during the financial year just ended, mainly because of legal fees associated with revision of articles and memoranda of association, and the overlap of outgoing and incoming financial officers. There was a net loss before contribution (transfer of profits if any from ROC-E) of about £4k during the year, though it is important to note that ROC still has assets in excess of £600k. These are spread between 4 institutions with short-term access and low/zero interest rates. The charity has possibly more in reserve than it needs. Past policy has been to require some £200k working capital. Funds are available for ROC’s charitable purposes.  GD linked this to development of the congress, referring to previous debate and noting that we have to be careful to not just subsidise the commercial enterprise (ROC-E), as this would contravene charity governance. In line with earlier discussions we can justify making funds available for development of the congress’s digital presence as being for the common good. Disseminating results from the congress, not just to delegates but to a wider audience, would be a *bona fide* use of charitable funds. Some £200k could be made available for further development of the congress for a programme of activities spread over a period. He said that concrete ideas for projects over and above day-to-day operations were needed which could be put to the board for decisions on funding.  JKa commented that some members of the conference planning committee have enthusiasm and competence to put forward relevant proposals. It was reported that JKo has offered to liaise between the ROC board and this committee. Decisions can be made between the ROC board 6-monthly meetings through electronic communications.  It was agreed that JKo will liaise between ROC’s board and the congress programme committees regarding opportunities to disburse funding for charitable purposes, in line with development of the congress and dissemination of congress results.  **Action JKo, JKa** |
|  | **Governance matters (Articles of association\*; ROC-E structure; Director/President terms of office; )**  GD welcomed Gillian Fletcher, Director of Charity Law and Governance at Wilsons LLP, who joined the meeting for this item. GF has 30 years’ experience in this field, including 13 years as a senior lawyer in the Charities Commission (CC). She undertook preliminary work on revision of our Articles and Memoranda of Association in 2017. This was put on hold pending resolution of member organisation discussions, but it is now time to take this forward. Two documents relevant to this item had been distributed before the meeting:   * ROC Articles (GF proposals 170717) * Outline of key changes made - Memorandum and Articles of Association   GF explained what she has reviewed so far, and the institutional background of the charity. ROC is established as a charitable company limited by guarantee. It is incorporated in Companies House and registered with the CC. It was incorporated in 2000. Some minor governance changes were made in 2001, then substantive revisions in 2005. The 2001 changes were recorded with both Companies House and the CC; the 2005 changes were recorded with Companies House, but not with the CC. Some of the 2005 changes required CC consent. It is not clear whether that consent was received, so tidying-up is required.  GD asked whether this was contentious, in that we may have failed to inform the CC. GF said she would regard this as a technical breach and does not anticipate major difficulties, though she cannot speak for the CC. When submitting revised Articles we will have to explain the glitch in 2005, in the light of different versions of the Articles currently held by Companies House and CC.  GF has updated ROC’s Articles to reflect changes introduced in the Companies Act 2006, which came into force in 2009. She outlined key changes in this draft revision, as described in the *‘Outline of key changes made – Memorandum and Articles of Association’* document. They relate to: Membership provisions; Trustee-Directors (including terms of office - GF encouraged the board to make the Articles fit with what we do in practice); absence of need for memorandum of association and AGM; increased flexibility, e.g. electronic meetings; administration; good governance; compliance with current legislation (Companies Act 2006 and Charities Act 2011); modernisation of powers; reversion to original restriction of benefits; etc. GF said that the suggested changes, which are open to discussion, are not intended to change how we operate, but rather how this is documented.  ROC’s members are the four member organisations (BIR, CoR, IPEM, RCR). The proposals for revision of the articles include tightening-up, such that organisations have Authorised Representatives. ROC’s trustees are its directors. Directors have a range of fiduciary responsibilities to the charity. ROC’s charitable company status notwithstanding, individuals can be held personally liable for any breach of trust, e.g. use of funds for purposes outside our charitable objects. We have a mix of corporate directors and individuals, which in GF’s view is undesirable; it is preferable for directors to be individuals, because it is then clear where responsibilities rest. The present mix muddies the waters in respect of decision-making processes; from a governance perspective it is far from ideal.  Various ways of appointing trustees are possible. Each of the member organisations could have the right to appoint one or more trustees, who would be named individuals. If there are two trustees from each member organisation each organisation would have two votes. This would be different from the current arrangement in which each member organisation has just one vote.  GD queried whether, to retain the current arrangement in practice, member organisations could have alternates – i.e. one of two named individuals representing each member organisation at any one time. GF replied that the CC does not like alternate arrangements. RC asked about proxy arrangements – GF said that proxy arrangements are not desirable when it comes to trustee voting responsibilities; they are only appropriate when proxies are acting on behalf of members (i.e. on behalf of member organisations rather than ROC).  GD commented on the suggestion that honorary officers be appointed from among the directors nominated by member organisations. Whilst member organisations are involved in strategic decisions the honorary officers undertake executive roles between meetings, and are directors of the commercial enterprise (ROC Events Ltd) which runs the congresses. GF replied that there would normally be a core body of trustees, who would be: self-perpetuating with ability to co-opt; or elected; or appointed by member organisations. Most charitable companies would then choose honorary officers from among that core of trustees. If the necessary skills/attributes required to undertake the honorary officer roles were not present, the trustees would be able to appoint from outside that core body.  There was discussion as to how this might work for ROC. The Articles could be written such that each member organisation has the right, but not the obligation, to nominate two trustee-directors. The board would be able to co-opt additional board members to undertake honorary officer roles - executive committee appointments could be either members of member organisations or external appointments. ROC would not be obliged to accept nominations – acceptance could be by majority voting. GF advised against being too prescriptive as to member organisation nominations. There could be an expectation that one of the member organisation nominations would normally be their CEO, and the other the President or another person with particular skills/attributes. It was agreed that the Congress President be on the board ex officio, though appointed as an individual. This could lead to a board of between 9 and 13 trustee directors, allowing for possibility of dual roles. It was noted that the Articles allow us to write our own bye-laws.    The relationship between ROC and its trading subsidiary, ROC Events Ltd (ROC-E), was discussed. GF commented that, if ROC-E’s role is confined to primary purpose trading, from a charity perspective and possibly a tax perspective there is no need for ROC and ROC-E to be separate companies. JT noted that a large part of congress income comes from exhibitors at the exhibition - GF agreed that this points to separate companies. Article 4.21 provides powers for ROC to establish and own, in whole or in part, any company. We have power in any case to do lawful things deemed to be expedient. We do not need anything in the charity’s Articles to say how we would organise things that go on in the subsidiary.  There was further discussion about how ROC Events Ltd is constituted. At present the honorary officers (the executive committee) are also directors of the trading company and, in addition, the Chair represents the member organisations. ROC owns the shares in ROC-E. GF advised that we need to be conscious of potential conflicts of interest. She suggested that ROC is currently overly-represented in ROC-E and that this be reduced, whilst maintaining ROC oversight.  GD noted that ROC Events Ltd has additional directors, and that the direction of travel has been to reduce the number of ROC-E directors whilst increasing the role of supporting committees. GF supported the reduction in the number of ROC-E’s directors but queried the balance of ROC-E’s board. There could be scope for appointment of, for example, someone with event management experience, though it is important that ROC, as the sole member, controls who is on ROC-E’s board. GD commented that current arrangements allow for representation of ROC, and that the executive committee directorships are a matter of expedience, as we do not want separate officers for ROC and ROC-E. GF noted that the CC and Companies House look at the relationship between charities and their trading subsidiaries in different ways; whilst there is independence the charity still needs control. She said that there would be no benefit to us in switching from being an incorporated charitable company to being a charitable incorporated organisation.  It was agreed that GF be asked to take things forward in liaison with HW, further developing the draft revised articles in line with the discussion at this meeting and liaising with the CC as appropriate. Updating ROC-E governance can be considered as stage 2.  **Action GF, HW** |
|  | **UKIO2019 plans (President’s report; Leadership appointments; Streams; Keynote speakers; …)**  The UKIO2019 planning committee structure is in place, including new Vice-Presidents replacing outgoing VPs. With UKRO no longer a discrete entity, we now have a Radiation Oncology VP (John Burton). The aim is to fully integrate radiation oncology, including in social events. We will have a VP liaising with industry. Education, research & workforce streams are being re-shuffled. Keynote themes are being identified, broadly reflecting the overall conference theme (*Personalise and humanise)*. Sessions will be reduced from 80 to 60 minutes, with no more than 7/8 (typically 5/6) parallel sessions at any one time.  Whether or not there will be any contested/controversial debates is under discussion. They are difficult to organise, and it is difficult to find a suitable topic on which opinion is split. GD wondered whether there was a political topic that might be debated. JKa said one topic which had been floated was to debate which is more important, balancing the books or providing high quality.  AH commented that radiologists are finding increasing difficulty getting away from work, which is affecting attendances at events. More online resources are being provided, and are being used, but this further reduces attendances at physical meetings. How to get members to turn up to events is a question facing all professional organisations.  JKa noted three competing areas impacting on UKIO attendance:   * Online digital educational material (development of our digital content is a priority) * Competition between UKIO and other big general meetings (RSNA, ECR, RCR …) * Choice between big general meetings and specialist meetings (UK/European)   GD commented that the fact that our delegate numbers have held up in this environment in recent years is evidence of success. RE emphasized the importance of the overall congress experience, from networking and social points of view as well as educational content. He underlined the importance of engendering a feeling of excitement to justify the effort of attendance, as time away from the workplace is so precious nowadays. |
|  | **To note the appointment of Dr Nick Spencer as Congress President 2020-21**  Following a proper appointment process, the appointment of Dr Nick Spencer as Congress President for the 2020 and 2021 congresses was noted. It was agreed that he be invited, as president-elect, to attend future ROC and ROC-E meetings.  **Action HW** |
|  | **To note the resignation of Gunter Dombrowe from the board,**  **and to appoint Pam Black as new Chair w.e.f. 9.10.18**  GD’s resignation had been approved at the AGM preceding the board meeting. PB’s appointment as the new ROC Chair was noted, with effect from 9th October 2018. RE spoke for all the board in welcoming PB to this role and thanked GD for his really excellent work over the last three years. GD passed on a collection of relevant documents to PB and offered to compile a selection of electronic documents via a memory stick.  **Action GD** |
|  | **To agree on outline meeting schedule for 2019**  HW requested those present to let him know within the next week of any dates they would prefer him to avoid in considering options for dates for 2019 meetings.  **Action All** |
|  | **Any other business**  There was no other business. |

The meeting finished at 1:10pm.

The next ROC Board Meeting will be held on Monday 25 March 2019

at the Royal College of Radiologists, 63 Lincoln’s Inn Fields, London, WC2A 3JW

starting at 11:00am (scheduled meeting time 11:00–13:00)