

## Ordinary General Assembly

Monday 26 April 2010, Clarion Hotel, Copenhagen Denmark  
13.00 hrs local time

### Minutes of Meeting

#### Informal Agenda

- **Welcome and confirmation of quorum by the Chair of the Management Board.**  
Martin Severs, Chair of the Management Board, welcomed all attendees to the meeting of the Ordinary General Assembly and confirmed that there was a quorum.
- **Election of a Chair for the General Assembly (GA) Meeting**  
Sally Greenway from UK nominated Betsy Humphreys, the General Assembly representative from the United States, to be the Chair for the meeting. Johan van Diermen from Netherlands seconded the nomination. Ms Humphreys was elected by the General Assembly representatives present.

The Chair stated that the General Assembly had been convened according to the IHTSDO *Articles of Association*, cf. the Articles clause 8.2.2.

#### Formal Agenda presided over by the agreed Chair

#### 1. Confirmation of attendees and alternates with designated power of attorney

Attendees were confirmed as follows:

Australia	Paul Williams (PW)
Canada	Dennis Giokas (DG)
Cyprus	No attendee
Denmark	Lene Asholm (LA) from agenda item 9a
Estonia	Piret Simmo (PS)
Lithuania	Arvydas Laurinacivius (AL)
Netherlands	Johan van Dierman (JvD)
New Zealand	Stewart Jessamine (SJ)
Singapore	Sarah Muttitt (SM)
Slovak Republic	Pavol Rieger (PR)
Slovenia	Smiljana Voncina-Slavec (SVS)
Spain	Iciar Abad (IA)
Sweden	Daniel Forslund (DF)

United Kingdom      Sally Greenway (SG)  
United States        Betsy Humphreys (BH)

Management Board Directors who presented items to the GA were as follows:

Martin Severs        Chair, Management Board (MPS)  
John van Beek        Management Board, Netherlands (JvB)  
Andy Wiesenthal      Management Board, USA (AW)

BH opened the meeting by expressing hers and the General Assembly thanks to the outgoing CEO Jennifer Zelmer for all her support and work for the IHTSDO in the past two years.

## **2. Election of a Secretary for the Meeting**

Betsy Humphreys confirmed that it was the will of the General Assembly that Sarah Bagshaw would act as secretary for the meeting.

## **3. Minutes of the October 2009 Meeting**

DF proposed and PR seconded that the minutes of October 2009 be accepted as circulated. The minutes were duly approved by all GA representatives

**Action: IHTSDO to publish the signed minutes as appropriate.**

## **4. Report from the Chair of the Management Board**

MPS had prepared a formal report for the time frame between October 2009 and April 2010, which was distributed with the papers in advance of the GA meeting on behalf of the Management Board (Lene Asholm – Denmark, John van Beek – Netherlands, Ted Cizadlo – New Zealand, Gonzalo Marco Cuenca – Spain, Arvydas Laurinacivius – Lithuania, Shelagh Maloney – Canada, Sarah Muttit – Singapore, Kristina Brand Persson – Sweden, Martin Severs – UK, Andy Wiesenthal – United States, and Paul Williams – Australia). He presented items of interest to the GA as follows:

- The Chair formally welcomed new Members, namely Estonia, the Slovak Republic and Slovenia and reaffirmed the Association's commitment to serve all Members in an equal way. There has also been substantial discussion with another potential seven new Members.
- IHTSDO now has additional staff:
  - Implementation and Innovation Officer Siew Hong Lam recently started in this post.
  - Doris Hohman who is in the Copenhagen office as an Intern.
  - Yohani Daruis who is working temporarily in the IHTSDO office until June to assist with administrative functions.
  - Tom Seabury who is seconded part time from NHS Connecting for Health in the UK, assisting Siew Hong Lam as Implementation Consultant.
- There has been transition of administrative functions from CAP STS to the IHTSDO office, including managing the affiliate licensing process.
- The CEO will be leaving the IHTSDO in August and the Management Board will be seeking an interim CEO, whilst also recruiting a new permanent CEO.
- With regard to the Management Board, Paul Williams will now be taking on liaison with the Affiliate Forum. Javier Etreros has now been replaced by Gonzalo Marco Cuenca. The Management Board wanted to formally thank Javier Etreros for his contribution.

- Updates from the actions of the last meeting were included in Appendix 1 to the Chair's report. Any items outstanding are covered by separate agenda items at this meeting.
- The translation module of the tooling workbench has progressed and work is going on to integrate the module into the rest of the workbench. A roadmap for this and other Workbench development was included in the briefing note.
- The IHTSDO October 2010 meetings (15<sup>th</sup>-19<sup>th</sup>) will be taking place in Toronto, Canada. The Chair of the Management Board formally thanked Canada for offering to host this event.
- Reports from the Committees were attached to the Management Board Chair's report for information.
- With regard to Harmonization activity, the Chair stressed that the IHTSDO is committed to harmonization development and cooperation with other standards organizations. He also provided a summary of the latest developments in terms of discussions with the World Health Organisation (WHO) and the Regenstrief Institute (regarding the LOINC standards). In addition, MPS noted that an agreement had been concluded with the World Organization of Family Doctors (WONCA) and the International Council of Nurses. Discussions with several other organizations are underway, as noted in the briefing note.
- The trial use period for the release format 2 (RF2) has now ended and feedback is required by the end of May. DG asked how does the IHTSDO reach out to affiliates with regard to RF2? It was agreed that IHTSDO should formally contact the Affiliate Forum to remind them that they have an opportunity to comment on the RF2 specifications.
- The MB Chair concluded that the last six months has highlighted the importance of three activity streams:
  - Converting projects and programme work into 'business as usual'
  - Clarity over IHTSDO's role as an International Standards Organisation and relationship with Members and Community of Practice
  - Improving the capacity of the Association in terms of administration and governance, including the transition of administrative functions from CAP and accelerating the focus on implementation through the change in Committee mandate, Officer appointment, and acceleration of work plan item 2.9 (Implementation Action Plan).

The GA expressed appreciation of the work done by IHTSDO staff and officers.

**Action: IHTSDO to formally contact the Affiliate Forum to remind them that they have an opportunity to comment on the RF2 specifications.**

**Action: IHTSDO to publish the MB Chair's report to the GA on the IHTSDO website, with appropriate deletions of confidential material.**

##### **5. Annual Activity Report of the IHTSDO for 2009**

MPS proposed to the GA that the Annual Activity report included in the papers be approved, pending any additional comments. He expressed that this was a brief overview and described activities by both IHTSDO and Members. It highlights the extent of progress made, but it is not intended to be exhaustive. Additional material is posted on the IHTSDO website, particularly with regard to detailed Member updates.

SG made the comment that the intention is that the report should be readable which it fulfills. DF complimented the IHTSDO on the content.

SG proposed and AL seconded the approval of the Annual Activity Report which was unanimously approved by the GA.

**Action: IHTSDO to publish, distribute, and post the Annual Activity Report as soon as possible.**

**6. Annual Financial Report of the IHTSDO for 2009, including the External Financial Auditor's Report**

JvB started his presentation by thanking the financial subgroup for their assistance to the Management Board. He reported to the GA on the Annual Financial Report as included in the papers and passed on the Management Board's recommendation that this should be approved as stated in the briefing note.

PW noted the comments that had been made by the auditors with regard to a need for more extensive reporting from CAP STS, consistent with the requirements in the original contract for support services. JvB responded that this is a work in progress. CAP is improving its system of reporting, which is now more frequent and comprehensive. Further work is underway in this regard.

The GA also requested that the MB conduct further analysis of issues and options with respect to conditional equity.

PW proposed and PR seconded that the report should be approved. On recommendation from the Management Board, the General Assembly unanimously approved the Annual Financial Report for 2009.

**Action: IHTSDO office to send SG a copy of the informal financial statements that the auditors provided that include line numbers.**

**7. Appointment of an External Financial Auditor for 2010**

JvB reported to the GA that the Management Board had considered the continuing appointment of Price Waterhouse Coopers as their External Financial Auditor for 2010. After deliberations on the advantages and disadvantages of this approach, it was proposed that IHTSDO should remain with the same auditors for 2010 with a review at the October 2010 meetings for future years. It was noted that the auditors from Price Waterhouse Coopers have knowledge of the financial complexities of the IHTSDO, which is very desirable at this stage of the organization's development, and have provided good service to the IHTSDO. Over time, however, having periodic changes in auditors provides good assurance and reduces risk.

SG proposed and DF seconded that Price Waterhouse Coopers be re-appointed as the external financial auditor for the IHTSDO for 2010. This was unanimously approved by the GA.

**Action: IHTSDO to confirm arrangements with Price Waterhouse Coopers to be the organization's external financial auditor for 2010.**

**Action: Management Board to develop proposals regarding a process for the appointment of auditors for 2011 and beyond for consideration at a future General Assembly meeting.**

## 8. General or special business arising from previous General Assembly meetings

### a. Announcement of Management Board Elections in 2010

MPS indicated that two positions on the Management Board would be available for election in October 2010, one that is currently vacant and one because Sarah Muttit's current term will end at the end of 2010.

The GA agreed that the MB chair could announce the status of Management Board vacancies for the October 2010 elections at the April 2010 General Assembly meeting. MPS then did so.

### b. Affiliate License Statements of Account

MPS presented an update on the Affiliate License Statements of Account (SoA) which are required twice a year, in January and July. The main purpose of this is to understand the use of SNOMED CT in general, as well as to track any use in non-Member territory so that IHTSDO can levy fees as appropriate. A policy has been produced on 'delinquent' licensees, ie those who have not returned a statement of account and those who have not paid fees. The policy suggests:

- Cancellation at the request of the licensee
- Suspension of download rights due to failure to provide two consecutive SoA reports
- Conversion to "inactive" status when a licensee fails to download two consecutive releases of SNOMED CT
- Transfer to a National Release Centre (e.g. when a new Member joins)

The policy currently applies only to the IHTSDO, but in time it should also apply to Members. At that point, it will become a Regulation, as defined under the Articles of Association. A consultation with the Members is needed to determine when this should occur.

With regard to the proposed policy on delinquent licensees, it was agreed that the GA would review this and provide feedback on taking it forward.

In addition, it was agreed that the General Assembly would decide whether the names of suspended licensees should be published.

**Action: IHTSDO to liaise with the Member Forum so that the current policy on delinquent Affiliate Licenses is applied in all Member countries, as well as by the IHTSDO.**

**Action: Member Forum to suggest a proposed implementation timescale when the current policy on delinquent Affiliate Licenses should become a Regulation to which Members and the IHTSDO must conform.**

**Action: IHTSDO to provide the General Assembly with a list of suspended licenses.**

**Action: General Assembly to determine whether the names of suspended licensees should be published.**

### c. Timetable of IHTSDO Meetings

MPS presented the proposed timetable of IHTSDO meetings for 2011 and 2012 as follows

2011: 11-15 April in Denmark

2011: 24-28 October venue to be confirmed

2012: 23-27 April in Denmark

2012: 22-26 October venue to be confirmed

MPS invited suggestions for venues for the 2011 and 2012 meetings. PW stated that Australia would be keen to host the conference for the 2011 October conference. There was also a proposal from Singapore for the same event. The US tentatively volunteered to host the October 2012 conference.

It was agreed that in future it would be helpful to get a review of other meetings that are taking place in similar locations at the same time to try to coincide for example, HL7, ISO, HIMMS. It was noted that the October 2010 conference is being co-located in Toronto with the WHO Family of International Classification Meetings.

**Action: Australia and Singapore to discuss the option of hosting the October 2011 conference and confirm to the CEO who is volunteering to host the event.**

**Action: GA representatives to confirm with the CEO if they wish to host the October 2012 conference.**

**Action: On an on-going basis, IHTSDO to list related meeting dates to the extent possible, with a view of avoiding clashes and potentially co-locating with other conference/meetings.**

**Action: IHTSDO to publish the confirmed and tentative dates for IHTSDO meetings on the IHTSDO website.**

**9. General or special business referred by the General Assembly to the Management Board for consideration in the Ordinary Meeting of April 26<sup>th</sup> 2010**

**a. Proposed IHTSDO Regulation regarding Management Board Elections and Qualifications**

BH presented a new regulation with regard to future Management Board elections and qualifications. This will effectively remove future flexibility for the same person to sit on both the Management Board and the General Assembly at the same time. It was also agreed that a reference to the relevant section of the Articles of Association should be added to the section of the Regulation that begins with "Until October 2012").

At the request of the GA, the Management Board had recommended the following changes to the Articles:

- Change to clause 9.1.9
- Change to clause 9.1.7

DF proposed and AL seconded the motion to change the Articles as proposed which was unanimously agreed by the GA. With regards to clause 9.1.7, it was agreed that the new clause should read "Directors may be elected to a term that begins in October 2012 regardless of how long they have previously served as Directors. This change was made to ensure continuity on the Management Board when the change to an all-elected Management Board occurs. Otherwise, no Director (regardless of whether she was appointed or elected) shall serve as a Director for more than 6 consecutive years, or for more than 72 months in any period of 96 months.

All suggested changes were adopted unanimously by the General Assembly in the way that the changed clauses are now phrased in the attached changed Articles of Association.

PW proposed and PR seconded a motion to adopt the Regulations, with the amendment noted above and confirmation that section 1g should refer to a cut-off date of July 1<sup>st</sup> for receipt of nominations. This was unanimously agreed by the General Assembly.

BH asked that the IHTSDO office contact all Committee Members whose terms expire at the end of 2010 to invite them to contact their national Member if they wish to stand for re-election again.

**Action: IHTSDO office to contact Committee Members whose terms expire at the end of 2010 regarding the upcoming Committee elections.**

**Action: IHTSDO office to make the changes to the Articles of Association as agreed by the General Assembly and publish the agreed new version and notify the Community of Practice of this publication.**

**Action: IHTSDO office to publish the Regulation for Management MB Membership up to and Immediately After the General Assembly Meeting in October 2012**

**b. General Assembly Qualifications**

BH presented a proposal on qualifications for representatives to the General Assembly. As the IHTSDO's main governance body it was suggested that it was appropriate to propose criteria that ensure representatives meet the desirable qualifications. At the request of the GA, the Management Board had recommended the following changes to the Articles:

- Change to clause 8.2.10

DF moved and JvD seconded a motion that the GA endorse the guidance to IHTSDO Members regarding desirable qualifications for Representatives to the IHTSDO General Assembly as presented in Annex 1 of the briefing note. This was unanimously agreed by the GA:

PW moved and SM seconded the motion that the clause 8.2.10 be changed as per the recommendation of the Management Board. This was unanimously agreed by the GA.

All suggested changes were adopted unanimously by the General Assembly in the way that the changed clauses are now phrased in the attached changed Articles of Association.

**Action: IHTSDO office to publish the desirable qualifications for representatives to the General Assembly as an IHTSDO Policy and to include the desirable qualifications in the package of materials sent to new Members of the IHTSDO.**

**10. General or special business referred by the Management Board to the General Assembly for consideration in the Ordinary Meeting of April 26<sup>th</sup> 2010**

**a. Strategic Directions for the IHTSDO**

MPS presented the strategic directions to 2015 from the Management Board that have developed and expressed appreciation for the GA's input on key questions for the development of the strategic directions. He also thanked the Australian Member for procuring consulting assistance for the process to refine the strategic directions.

The strategic directions include accountability targets and shared goals, the current status of which was included in the briefing note. The briefing note also outlined next steps, including

communication with the Community of Practice and Committees, plus completing more detailed templates for each strategic direction once the Committee Action Plans have been developed.

PW suggested that working with other international organizations could be more productive in the long term, in addition to relying on voluntary effort.

The motion to approve the Strategic Directions and agree next steps was proposed by LA, and seconded by DF. IHTSDO's strategic directions to 2015 were unanimously approved by the GA.

**Action: IHTSDO office to ensure each GA representative, MB Member, and Committee has a copy of the strategic directions, including the text document and slide presentation, and a master copy is on the collaborative space and IHTSDO website.**

**Action: Committees to complete action plans in their areas of responsibility and then to contribute to the more detailed templates for each strategic initiative.**

**Action: Management Board to formally report results relative to the strategic directions in alignment with current reporting schedules (i.e. end of year reporting in April).**

**b. Implementation Action Plan**

AW as chair of the Implementation and Innovation Committee presented the Implementation Plan to the GA.

AW stated that in 3 months there has been a considerable step forward in developing the plan and thanked all the contributors.

PW requested that there was more effort put into benefits realization, and it was noted that this area was already specifically identified in the plan. SG also suggested that impact on the implementation of clinical information systems needed to be considered in future plans.

The GA endorsed the principles outlined in the Implementation Action Plan with a possible change in the resource balance and further consideration of timing issues based on the feedback from the GA.

The GA stated that they were appreciative of the fast turn-around of the Implementation Action Plan, with thanks to the I&I Committee for their work.

**Action: The GA endorsed the principles outlined in the Implementation Action Plan and agreed that the I&I Committee should take this forward, with AW and the I&I Officer reporting back as appropriate.**

**Action: Implementation and Innovation Committee to include in their report to the GA for October 2010 an update regarding this document including how to address the GA comments with respect to increasing the profile of benefits realization and increased detail, particularly for sections 4.2 and 4.3 of the Implementation Action Plan.**

**c. Business Planning Process for 2011**

MPS presented the status of the business planning process for 2011 for information to the General Assembly. The collection stage for the Work Plan is due to be complete by May 6<sup>th</sup>.

MPS stated that the business planning timeframes for IHTSDO were the same as previous years. It is also important that from now on any proposals submitted need to align with the

published IHTSDO strategic directions. Timelines and guidance on the IHTSDO strategic directions have been published on the collaborative space and to working groups and committees.

**Action: Management Board to ensure that there is an explicit, open, and transparent linkage between the 2011 Work Plan and the IHTSDO's agreed strategic directions.**

**d. Future Membership Fees**

JvB presented considerations regarding future Membership fees. As stated in the Articles of Association, the IHTSDO has to update Membership fees based on the latest Gross National Income (GNI) data beginning with the 2011 fees.

It was agreed that the Articles of Association should be redrafted to delay the implementation of fee changes based on new GNI data. Such a change should be discussed and approved at the October 2010 meeting. Parallel changes to delay the introduction of changes to country Bands for Affiliate License fees in countries that are not yet Members of the IHTSDO should also be proposed at that time.

JvD proposed and PW seconded the motion that IHTSDO should delay the introduction of GNI-based updates to Member Fees for 15 months after they are announced (i.e. announce new fees in October 2010 for the 2012 Membership year). This was unanimously agreed by the GA.

DF proposed and IA seconded the motion that IHTSDO should update Member fees with new GNI values every year rather than every three years unless further consideration of options leads to a better approach. This was unanimously agreed by the GA.

**Action: The Management Board to put forward proposed changes to the Articles of Association regarding Membership Fees at the next meeting in October 2010.**

In addition, it was agreed that the Management Board should bring forward a briefing note at that time regarding options for smoothing fees. DF and JvD seconded the proposal that had been put forward by the Management Board.

**Action: Management Board to produce and resent a paper to fully explore simple options and an option appraisal to smooth turbulence in annual Member fees.**

**Action: Management Board to present the September publication of the GNI Atlas impact on Member Fees to the October 2010 GA and once agreed in the future publish updated information on the IHTSDO website.**

**e. Potential change to Affiliate License Terms**

This item was moved to the, in camera portion of the meeting.

**f. Mechanism for Sharing Resources between Members**

MPS put forward a briefing note from the Management Board regarding a proposed mechanism for sharing resources between Members. Guiding principles have been outlined for the GA to identify benefits for Members. DF proposed and AR seconded that these proposals be approved.

DF stated that he was very happy to contribute to this proposal.

The Management Board explicitly asked the GA whether they were willing to serve as the final arbiter in the case of any disputes among participants in the Member Exchange. The GA agreed to do so.

**Action: Fine tune the Member Exchange policy and procedures based on input from the Member Forum and others.**

**Action: IHTSDO Office to confirm with IHTSDO's auditors if there are any financial or tax implications from the proposed approach to implementing the Member Exchange.**

**Action: Subject to the actions above, implement the policies and procedures necessary to launch the Member Exchange.**

**Action: Management Board to formally review the Member Exchange and present the findings to the GA in October 2012.**

**g. Criteria for Translations to become part of the International Release**

MPS presented the paper on criteria for language translations to become part of the International Release of SNOMED CT, as well as associated issues. He noted that technically, SNOMED CT's International Release is a language independent set of concepts and relationships, as represented in US English. From the beginning, IHTSDO has been committed to enabling the translation of SNOMED CT into multiple languages and the use of the terminology in different socio-cultural contexts.

The GA agreed on the proposed role for the IHTSDO with regard to translation as outlined by the Management Board, as well as the criteria for language translations to become part of the International Release. There was also some discussion about additional cultural and linguistic considerations related to language translations.

**Action: IHTSDO office to produce and publish an IHTSDO policy on the IHTSDO's role with regard to translations based on the approved approach, including the criteria for language translations to become part of the International Release of SNOMED CT.**

**Action: IHTSDO Office to seek input from the Translation SIG and Member Forum on additional cultural and linguistic considerations and where there is consensus and Management Board agreement, include those amendments in the published policy.**

**11. Any other business referred by any Member to the General Assembly for consideration in the Ordinary Meeting of April 26<sup>th</sup> 2010**

The Chair asked if there was any additional business. No further business was declared.

The Chair thanked General Assembly representatives for their attendance and declared the meeting open meeting of the General Assembly to be adjourned.

In Camera Session (Closed to the Public)

The General Assembly then reconvened in closed session.

**9e. Potential change to Affiliate License Terms**

MPS presented the item on a potential change to Affiliate License Terms which has been arisen in the course of discussions regarding a potential harmonization agreement. At the same time, it was agreed that the Affiliate License Terms should be updated to reflect recent developments in

other areas, e.g. the license fee exemptions for users in countries classified as low income economies by the World Bank. Martin Severs noted that proposed changes have been reviewed by both English and Danish legal advisors.

JvD proposed and SG seconded that the changes proposed by the Management Board should be adopted. The Management Board had suggested the following changes to the Articles (Appendix B of the Affiliate License):

- Change to clause 2.1(a)
- Addition to clause 2.1 (b) – new table row
- Change to clause 3.1 (a)
- Addition to clause 3.4 – new table row
- Deletion of clause 4
- Change to clause 6.1

As a consequence of the deletion of clause 4, there will be a renumbering required of paragraph 5 and 6 which will become paragraphs 4 and 5 respectively.

All suggested changes were adopted unanimously by the General Assembly in the way that the changed clauses are now phrased in the attached changed Articles of Association.

**Action: All countries with national licenses to update their Affiliate Licenses as required to implement these changes and confirm by October 2010 that this has been completed.**

**Action: IHTSDO and Members to notify Affiliate Licensees of changes in Affiliate License terms.**

## 12. Awards

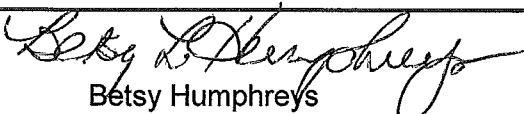
Shelagh Maloney presented the candidates for the 2010 Award for Excellence. The GA unanimously endorsed Gwen Smith as the winner of this award.

BH also noted, and Members agreed, that the GA should plan to address the selection of recipients for the Lifetime Achievement Award as a special action of the General Assembly when a suitable opportunity occurs at a later date.

**Action: GA to address the selection of recipients for the Lifetime Achievement Award as a special action of the General Assembly when a suitable opportunity occurs at a later date (Addendum attached)**

I hereby confirm that these minutes are an accurate reflection of decisions taken at the General Assembly meeting and as such has been approved by the General Assembly.

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Betsy Humphreys  
Chair of the General Assembly April 2010

## **ADDENDUM**

### **Lifetime Achievement Award**

At the time of the April 2010 meetings, the General Assembly agreed to take a decision on this award as a special action of the General Assembly at a later date. This year, one nomination was received:

- Roger Côté (Canada)

After due consideration, a call for votes was sent out to the General Assembly Members in August 2010. It was by unanimous decision that Roger Côté be the deserving recipient of the Lifetime Achievement Award. Accordingly, it is recommended that the General Assembly agree to grant a Lifetime Achievement Award to Roger Côté at IHTSDO's October 2010 meetings.