



## RECORD OF DISCUSSION

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Meeting date: Mar 18, 2008

Meeting time: 8.30 GMT, 21.30 CPH

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Group: Management Board Meeting

Meeting place: Telephone Conference

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Present: Martin Severs (MPS), Ulrich Andersen (UAN), Jennifer Zelmer (JZE), Arne Kverneland (AK), Daniel Forslund (DF), John van Beek (BJE), Karen Gibson (KG), Mike Sheridan (MS), Russell Craig (RC), Ed Cheetham (EC) and Arvydas Laurinavicius (AL), Berit Jensen (BJ)

Absent: Andy Wiesenthal (AW) and Christina Nilsson (CNI)

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Date of next meeting:

Tuesday April. 1, 2008

Time of next meeting: 8.30 GMT, 21.30 CPH

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Place of next meeting:

Telephone conference

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### **18032008:1 Welcome and Apologies**

AW and CNI did not attend this MB meeting.

### **18032008:2 Minutes of the last Meeting**

The minutes of the last MB meeting were accepted.

### **18032008:3 Declaration of any Conflicts of Interest**

The MB agreed that there were no Conflicts of Interest.

### **18032008:4 Recording of Management Board Calls**

It was agreed that the MB meetings should be recorded to facilitate accurate capture of decisions for the minutes. The recordings shall be destroyed as soon as the meeting notes and minutes are approved. It was agreed that the rest of this meeting should be recorded as a test of the new process.

### **18032008:5 CEO Report**

JZE introduced a proposed new CEO Report as part of the MB agenda. This report is designed to provide an overview of recent developments and follow-up to



previous decisions. Items will typically be noted on a for-information basis but MB members have the opportunity on the call to raise any questions or issues related to the items in the report. It was agreed that during the call, MB members would raise any items that they felt required discussion by the group. Specific questions or minor points should be flagged at the end of each MB call or by email.

#### Actions

It was agreed that the CEO Report was a helpful addition and could be included on future MB Agendas.

Lene Asholm will replace AK as the Danish GA representative.

#### **18032008:5 Finalization of materials for the GA package**

JZE introduced this item.

#### Actions

The package will be distributed electronically on April 4th and in hard copy format in Chicago.

#### **18032008:6a Update on Preparations for GA Meeting**

JZE highlighted recent questions raised by the auditors about how the organization should be listed in official documents, specifically whether it was necessary to explicitly state that IHTSDO is a not-for-profit association with limited liability (using the letters f.m.b.a). Early advice was that documents signed so far should be value. Further advice from Martin Habersaat is required on the preferred approach and any implications for documents signed to date.

#### Actions

A follow-up briefing on this topic should be provided once legal advice has been obtained.

#### **18032008:6b 2007 Annual Activity Report to the GA**

JZE introduced this item, informing the MB that changes have been made in relation to the feedback that was given at the previous MB meeting. She stated that if any MB member has comments about the details of the 2007 Annual Activity Report to the GA, then he/she should e-mail JZE.

The MB was pleased with the document and confirmed that is on schedule.

#### Actions

If any MB member has additional editorial comments about the detail of the 2007 Annual Activity Report to the GA, then he/she should e-mail JZE



The annual Activity Report will go out electronically to the GA on April 4th and hard copies will be available at the General Assembly meeting itself.

**18032008:6c                      Changes to the Articles**

JZE reviewed the briefing note and informed the MB that further potential changes to the Articles are on the way.

The MB endorsed the proposed changes recommended by the Auditors (as outlined in Appendix 2 of the briefing note) and agreed that the General Assembly should be asked to vote on amending the Articles to reflect these changes at the April 2008 meeting.

Actions

A question was raised about whether the period within which audits should be finalized should be specified in terms of months or days. JZE will double check such with the auditors.

In relation to potential changes in Danish financial legislation, legal advice should be sought from the auditors to ensure that the proposed new language for the Articles will be flexible enough to respond to potential future changes in Danish legislation.

**18032008:6d                      Renewal of Committee Membership**

JZE introduced this item, which responds to the feedback that was given at the previous MB meeting. The MB supported having a non-attendance policy. They also discussed issues concerning substitutes, vacancy and details in the articles that were raised in relation to this item. The MB was happy to get this sorted and agreed that a mechanism that constitutional lawyers will support is needed.

The MB approved inclusion of a recommendation based on the proposed procedure for deemed resignations from Standing Committees based on non-attendance in the General Assembly briefing package for the meeting in April 2008.

Actions

MPS and JZE will discuss and bring forward a concrete proposal for the next MB meeting

JZE and two directors will discuss this item and consult the Committee Chairs. A position should be agreed legally and this should ideally be done for the MB meeting on April 1. Thus, the MB directed the CEO to consult with Danish legal counsel to determine if amendments to the Articles are required to implement this proposal.



### **18032008:7a Renewal of In Scope Licenses**

The MB agreed that the renewal of In Scope License should be discussed with the MOLF and the GA should be informed. The MB discussed the following two questions: how should we administer licenses for Affiliates who deploy in several member countries and where should Affiliates who have activities in both member and non-member countries go for the international licenses?

Furthermore, the MB

- Approved the proposed process for renewal of straightforward in-scope licenses (those only in member countries or only in non member countries).
- Asked for follow-up regarding more complex situations.
- Agreed that KG and KS would draft an issues paper regarding licensing for old versions of SNOMED that could be used for MB discussion and broader consultation.
- Approved the proposed approach to specific questions raised about immediate issues related to the cost of current in-scope licenses.

#### Actions

JZE will follow up with CAP-STS to inform them of the MB decision regarding straightforward in-scope licenses.

The MB will plan a follow-up discussion regarding more complex in-scope and affiliate licenses.

KG and KS would draft an issues paper regarding licensing for old versions of SNOMED that could be used for MB discussion and broader consultation.

The MB gave the CEO authority, on a case-by-case basis, to negotiate fees for in scope licensees.

### **18032008:7b SNOMED Events in June & July**

The MB

- Decided to hold additional in-person IHTSDO meetings in the June/July timeframe.
- Accepted the offer of the United Kingdom Terminology Centre (UKTC) to host IHTSDO meetings in conjunction with the proposed Interoperability Showcase.
- Decided that ECH and JZE will speak at the planned conference on implementing SNOMED CT in the United Kingdom in June.

#### Actions

MPS to inform the UKTC that IHTSDO will collaborate with the Centre on the meetings in July.



The GA will be asked to consider a policy on hosting formal IHTSDO meetings at the April 2008 meeting. If accepted, the schedule for upcoming meetings would become an agenda item for the October 2008 GA meetings.

**18032008:7c Contributions Agreement**

MPS reviewed the current status of this item. He mentioned results of research into agreements being used by other standards organizations, such as ISO. This will be discussed in more detail at the April 1, 2008 MB Meeting.

Actions

MPS will circulate the ISO Contributors Agreement and a status report related to IHTSDO's work in this area for the April 1<sup>st</sup> meeting.

**18032008 7d Quality Metrics**

The MB approved the Quality Metrics in principle, subject to the production of a policy document to be considered at the May meeting.

Actions

Ed will produce a policy document for the MB meeting in May.

**18032008:7e Acting IHTSDO-WHO Harmonisation Board**

MPS introduced this item and provided an update on recent discussions with WHO. The MB approved MPS's and JZE's new meeting on 15-16<sup>th</sup> April in Geneva. The MB agreed that IHTSDO's preference was to focus initially on mapping to ICD-10, rather than other potential areas of activity.

Actions

MPS and JZE to attend the meeting on 15-16<sup>th</sup> April in Geneva

**18032008:7f Open EHR**

MPS introduced this item, referring to the letter received from Ken Lunn. He informed the MB that there are issues such as the position on harmonisation that needs to be considered.

The MB agreed that it is important that SNOMED CT is as open and usable as possible. Thus, the MB agreed the IHTSDO MB should enter a dialogue with Open EHR and advised Chairman to have a role in such. Volunteers made known their willingness to participate in this dialogue.



Actions

MPS will arrange a teleconference with JvB and DF. Further discussions on this topic may also occur in Chicago.

**18032008:7g LOINC**

MPS briefed the MB on the progress of LOINC harmonisation discussions, including governance, management and technical issues. The MB supported the approach being taken and noted that the intent to actively engage IUPAC was positive.

**18032008: 7h WONCA**

MPS briefed the MB on the progress of discussions with WONCA and potential options for next steps. The MB supported the approach being taken and noted that the intent is to have a joint meeting in April in Chicago as part of the IHTSDO meetings.

Actions

MPS will set up a meeting with WONCA in Chicago.

**18032008:7i**

[confidential discussion removed as per section 9.1.21 (d) of the *Articles of Association*.]

**18032008:7j Development of a new Medicines Terminology**

MPS and EC introduced this item. The MB discussed the various strands of work that are underway in this area. The MB agreed that more work needs to be done and that a meeting is necessary to clarify IHTSDO's strategy in this area. In general, the MB was in favour of clarifying IHTSDO's internal position on pharmaceutical products.

Actions

MPS to arrange a meeting on Thursday evening. MPS, EC, KS, JZE, Julie James and Colleen should attend this meeting.

MPS will thereafter arrange a meeting with a selected group in Chicago on Friday 25th April. A clear and robust internal position should be reached at this meeting.



**18032008:8 Finances**

JvB provided an update on the status of the audited financial statements and other financial issues facing the organization.

Actions

MPS and JZE will write a covering note to the GA regarding the audited financial statements.

We will form an ad hoc group of 3-4 people (including JZE and JvB), who could provide advice to JZE on financial matters. At least one teleconference between JvB and JZE should take place before the April meeting.

**18032008: 8a Audited Financial Statements for 2007**

The MB approved the draft of the IHTSDO's 2007 audited financial statements and requested that the CEO initiate the signature process for the 2007 audited financial statements. The MB further approved the circulation of the audited financial statements to the General Assembly as part of the GA meeting package and agreed to discuss proposed responses to the auditor's long form report at the April Management Board meeting.

The MB agreed to set up a small ad hoc group to work through this long form report with JZE, and fully supportive of JZE, to come up with a strategy for taking finance and internal audit forward in the IHTSDO and produce a report to the MB on it in line with articles and this report. JvB, JZE MS should thus hold a meeting before Chicago to look at any big strategic issues that we need to focus on, put these on the April MB agenda. The MB aims for a solid repose in May.

Actions

JvB, JZE, and MS should thus hold a meeting before Chicago to look at any big strategic issues that we need to focus on, put these on the April 24<sup>th</sup> MB agenda. The MB aims for a solid repose to next steps from the auditors' report in May.

JZE to follow-up with the auditors regarding some final issues raised by MB members (e.g. use of the term "executive board", explanation regarding receivables, additional definitions). For any issues that cannot be resolved satisfactorily, MPS and JZE to write a covering letter to explain to GA what the issues are and how they have been dealt with (e.g. if certain terms are fixed by Danish law or accounting practice). All MB members agreed on this.

**18032008 Any Other Business**

JvB suggested that some of the items in the CEO require on-going attention, highlighting potential members and MB member activity feedback. He informed the MB that he had attended the HYMF Conference in Orlando. The MB agreed to include potential members in future CEO reports and that MB member activity



feedback is valuable. JvB informed the MB that he is still in contact with IUPAC, trying to arrange a meeting in April prior to IHTSDO spring conference.

**18032008: 10**                      **Date of Next MB meeting**  
Tuesday 1<sup>st</sup> April, 2008 at 21.30 CPH time