The AGM was chaired by the President


1. Apologies: Received from Clive Gibson. Clive requested his thanks to EDG colleagues for stepping up in his absence.

2. President’s Welcome
John Jenkins, President, welcomed everyone to the ASME 2016 Annual General Meeting and thanked people for coming. It was reported there have been some quite significant changes this year. He explained that there need to be two AGMs this year, the first being the final AGM of the previous Association.

3. Minutes of AGM 2015
The minutes of the AGM 2015 were accepted and signed as a correct record of proceedings. This was proposed by Peter Johnston and seconded by Val Wass.

4. Matters Arising – Incorporation
The President reported that ASME has become a limited company as of the 1st June 2016 after a decision taken unanimously by the membership at our AGM 2015. It was reported that a considerable amount of work had been involved in the incorporation process and thanked those involved for their help and support throughout.

5. Special resolution
The Articles of Association are available via our website and are a publically available document.

To complete Incorporation a legal document needs to be signed off. The constitution was amended to provide that henceforth, the trustees of the association shall be the directors from time to time of the new company, ex officio. The people who are now the directors of the new organisation have to be empowered by the membership to fulfil those functions.
Jane Stewart proposed this and Louise Dubras seconded with unanimous agreement.

6. Annual Report 2015-16
There were no questions from the floor on the Annual Report and this was accepted.

Lesley Pugsley, Acting Treasurer explained the reason for the 2 sets of financial statements. The paper to 31 May 2016 leads up to Incorporation and at this stage are in a sound financial position. Income is received from institutional and individual memberships, our journals income, conference and workshops surpluses and royalties from our publications which are doing well in a niche market. It was reported that we needed to be mindful of the costs relating to the transition to a limited company. John thanked Mike Crerar for attending in his capacity as Auditor, and opened the floor to questions. Approval of both set of financial statements was sought. Approval was proposed by Andy Hassell and seconded by Bob McKinley with unanimous agreement.

9. Any Other Business
Peter Johnston wished it recorded that a formal thank you from the membership be made to all the Officers for work that has been undertaken regarding incorporation, and for the work that has taken place in the office.

ASME AGM
Agenda 2
(New) ASME AGM
7th July 2016
The Waterfront, Belfast

The AGM was chaired by the President


Apologies: Received from Clive Gibson

1. Articles of Association
These were unanimously accepted by the ASME Executive and subsequently by the new Board of Directors
A question was raised for the floor regarding the part of the articles that implied ASME could lend and give credit, and that presumably this covers what ASME, from a charitable perspective, have previously looked at as grants and bursaries. John reported that he had been assured by advisers that that particular form of words covers all our activities

2. Implications for Leadership Roles
It was reported that Jane Stewart and Andy Hassell had looked at the structure and leadership of the organisation and how we should be structured going forward. We want to improve our effectiveness as an organisation, particularly in delivering the various aspects of research and educator development, and our relationship with the elements, TASME, JASME, leadership, all of which are very important. The ASME newsletter and the annual report listed these but this meeting offers an opportunity to talk these through.

In the new structure the directors can also undertake office-bearer roles. The Articles permit up to 12 directors of the new organisation. Office-bearers have to be directors, but not all directors have to be office-bearers, although potentially they could be. The office-bearers will take the leadership role at govern level for the five strands of activity that we have identified. These roles have been initially allocated as follows:

Awards - Judy McKimm
Events - Andy Hassell
Innovation and special projects - Jane Stewart
Membership - Clive Gibson
Networks, Peter Johnston

The Board of Directors have given careful consideration to this and recommend that we move forward on this basis initially. All of the existing activities will continue, but some of the relationships will be slightly different. We have now identified those who will be undertaking those particular leadership roles, and in turn, identifying people who will work within those areas and take other lead roles. Much of the detail of how this will all work in practice still has to be worked out as the new structures bed in and continue to develop.

The recommendation of the Board is therefore that there should initially be seven directors, the five named previously, together with the Chair and Honorary Treasurer. Both Jen and Lesley have agreed to stay on in their respective roles for the present.

3. Appointment of President and Reappointment/Appointment of Directors
The Presidential role is not a director role, and this is stated in the articles. The President is entitled to attend meetings of the directors but is not actually a director of the company.
Jane Stewart spoke about her vision for the role of Director of Innovations & Special Projects, and how she views it as a flexible role and she will aim to involve a group of people who will inform and lead research etc. and they will work together. Jane requested people email her their concerns about how the people may interact and Jane will try to map out systems and processes that will work between leadership roles, level of governance and so on. The processes will constantly be reviewed and reassessed. It is important with change to move in stages and consider if certain aspects need redone. We will plan for a robust system that we do not have to change too often.

John thanked Jane and referred to the newsletter. He reiterated that the directors remain very mindful of our clearly expressed desire to achieve and maintain a balance between continuing and corporate memory, appropriate expertise and experience, and opportunities for new directors and office-bearers to be appointed and/or elected from the wider membership. We see that as being a really important thing going forward. In order for the organisation to thrive and grow and develop, possibly in new ways that none of us have envisaged.

John also stated that it was recognised there was a gap left by Nicky Pender’s early retirement. A possibility was to recruit a new CEO. However, with the sterling work carried out in the office by Jenny and her colleagues in managing the day to day running of the organisation, it has been concluded that rather than appoint a CEO at this point in time, we should seek to appoint someone from the membership who could undertake the role of Honorary Secretary. This would be a board level role with responsibilities in terms of corporate governance, working closely with the office staff. The intention would be to finalise role descriptions for all of the office-bearer roles, then seek to find someone for the Honorary Secretary role.

A member stated they had difficulty envisaging where the current groups (e.g. EDG, ERG) fit into the structure. It was acknowledged this was an important question and area for early discussion and agreement.

The events role is all of our range of conferences, workshops and events, working closely with the office for example, but also with organisations, like the EDG, the ERG, who have their activities. Trying to ensure that all of those are not allowed to conflict with one another, in terms of when they’re going to take place. Difficulties faced in the past were mentioned and it is hoped to avoid similar situations going forward.

The membership role: we really believe that we need to work hard at recruitment, at support for our membership, of finding what it is that the members of ASME want from the organisation. This will be given priority within that role.

The networks role is where we see a lot of the existing special interest groups and activities being drawn together. This will give a point of coordination, with a common identity within ASME but yet different identities for the different organisations and activities. This roll will encompass coordination and pulling together.

Members will be kept abreast of developments and how everything is working in practice. John requested any queries be sent by email or for contact to be made with any of the Directors. It is emphasised that none of the decisions or roles are intended to constrain activities.

It was suggested that a diagram of the structure of ASME could be circulated and how everything fits together and it was agreed this would be helpful. Andy and Jane agreed to update the existing paper.

One of the changes of direction will be to bring non-medical educators onto the Board of Directors, we have a very good core but it would be helpful to have some HR input, financial experience, a business mind. It was agreed that it would be a good idea to have lay-people with relevant experience outside of medical education.

John thanked everyone for their contributions to the preliminary discussions and stated that ASME would seek to create an implementation plan over the coming months.

It was reported by the ASME Chair that, although John’s term of office had in fact ended, he be invited to stay on as President for a further year. He has worked tirelessly for the organisation and brought us through a time of
change, and he has indicated his willingness to stay on for another year. This proposal has the support of all the
directors.

John responded, offering to leave the room if further discussion was required. He thanked everyone and noted he
had enjoyed his time so far enormously although this year had been more stressful than anticipated. The support
has been outstanding and he is very happy to stay on for another year.

Normally, at the AGM directors would be decided upon. The term of office for directors will be three years, so on
an annual basis, one third of the existing directors will normally retire and they can be either reappointed or
replaced.

John’s recommendation as President is that, given the transitional stage we’re in at the moment, we reappoint
the existing directors for a period of a year, until we decide exactly how we can move forward and bring in that
fresh blood we mentioned earlier.
Proposed: Anne-Marie Reid, Seconded: Susan Jamieson and agreed

4. AOB
Members were asked to note that the Gold Medal 2017 nomination process was open and that they each had a
flier in the delegate pack. Members were reminded of the deadline for nomination (31 August) and asked to give
some thought as to who should be nominated.

The 2017 ASM will be slightly earlier, in June and will be held at the University of Exeter

With no other comments or business from the members, John thanked everyone for coming and closed the
meeting.

Date of Next Meeting: Thursday 22nd June 2017, The Forum, University of Exeter, Streatham Campus, Exeter, UK