



International Health Terminology Standards Development Organisation (IHTSDO)

Ordinary General Assembly

Sunday April 20, 2008, 4:00 pm Chicago Time

Welcome and Introductions

Chair of the Management Board Martin Severs welcomed the persons present to the General Assembly Meeting.

Martin Severs noted that there was a quorum because more than 50% of the Nominated Representatives were present, cf. *Articles of Association* clause 8.2.3.

1. Election of Chairperson

Karen Gibson nominated, and Sally Greenway seconded, Betsy Humphreys, General Assembly Representative of the United States of America, as Chair of the Meeting. As the only nominee, she was duly elected as Chair.

The following General Assembly Representatives were present at the Meeting:

- Australia: Karen Gibson
- Canada: Julie Richards (as proxy)
- Denmark: Lene Asholm
- Lithuania: Arvydas Laurinavicius (as proxy)
- Netherlands: Eveline Castelijns
- New Zealand: Ted Cizadlo
- Sweden: Kristina Bränd Persson
- United Kingdom: Sally Greenway
- United States of America: Betsy Humphreys

The following additional Directors were present at the Meeting:

- Martin Severs (Chair)
- John van Beek
- Daniel Forslund
- Arne Kverneland

This meeting of the General Assembly was convened according to the *Articles*, c.f. section 8.2.2. Reference was made to an email of 15 February 2008 (more than 6 weeks previous) distributed by CEO Jennifer Zelmer and the Agenda attached to the email.

Betsy Humphreys welcomed participants and reviewed the Order of Service and operational procedures for the meeting.



2. Election of a Secretary for the Meeting

It was agreed that Jennifer Zelmer should serve as Secretary for the General Assembly meeting.

3. Report from the Chair of the Management Board

Martin Severs, Chair of the Management Board, provided a summary of the main events that have occurred since the last General Assembly Meeting. The structure of this report was based on questions raised by members of the General Assembly in advance of the Meeting. He also tabled reports from the Chairs of IHTSDO's four Standing Committees and noted that minutes of the Committees' deliberations are available on IHTSDO's Collaborative Space.

General Assembly members indicated their appreciation for the report from the Chair of the Management Board and requested that reports from Committee Chairs continue to be included in future reports.

With respect to reporting on the Work Plan, Martin Severs noted that a prototype structure would be distributed prior to the next General Assembly meeting, with a view to tabling a progress report at the next General Assembly meeting. Members with feedback on the structure of Work Plan reporting were invited to provide comments to the CEO by the end of May 2008. This includes suggestions for understanding the extent of voluntary contributions to Work Plan items and any associated risks.

With respect to harmonization activities with other standards development organizations, Martin Severs reported that positive discussions had recently been held with the World Health Organization, LOINC, IUPAC, and WONCA and that a follow-up meeting with WONCA was scheduled to occur during the IHTSDO Conference. He also noted the need to stage harmonization efforts based on organizational priorities given the considerable effort involved in these initiatives. General Assembly members indicated that they found the update on harmonization efforts useful. They asked that a similar update be included in future reports from the Chair of the Management Board and invited Martin Severs to communicate with them between meetings should there be opportunities for General Assembly members to facilitate or support harmonization discussions.

With respect to contributions to IHTSDO, Martin Severs noted that participants in IHTSDO Project Groups, Special Interest Groups, and other processes make significant contributions to the development and maintenance of SNOMED CT and other organizational processes. To ensure the on-going integrity of the standards and their availability/utility to a global community, it is important to have a clear understanding of the nature of contributions and how intellectual property associated with contributions will be handled.

Accordingly, in response to a request made by members of the Community of Practice at the last IHTSDO conference, Martin Severs introduced proposed *Conditions of Participation in IHTSDO Bodies* and noted that unless fundamental objections were raised, he would report on the progress on the agreements as part of his opening remarks at the conference and make



copies available at the registration desk for those who are interested. Anyone with questions/suggestions would be invited to speak with a MB member during the meetings. Finalized copies would then be distributed shortly after the meetings via email and the Collaborative Space unless significant issues emerge. The intent is to actively follow-up with MB, GA, Standing Committee members, and WG/PG/SIG Chairs to obtain signed copies in the period shortly after the Chicago meetings. For the broader community, there will be a further push to obtain signed agreements at the Copenhagen meetings in October. Members of the General Assembly supported this approach. They asked that examples of “direct” contributions be built into a set of Frequently Asked Questions and that the Management Board confirm that the Conditions of Participation do not automatically apply to forums organized by individual Members.

In addition to a report on retrospective issues that have emerged in the last six months, the report from the Chair of the Management Board also commented on a number of prospective issues that will be relevant over the coming six months. Action items emerging from this discussion include:

- Recruitment for the Chief Quality Officer, Chief Terminologist, and Chief Technical Architect is underway. Martin Severs will provide confidential updates to General Assembly members as milestones in the recruitment process are reached.
- The Management Board hopes to have a more explicit position with respect to tooling/technical infrastructure in 2009. This will likely have important funding implications. General Assembly and Management Board members for each jurisdiction were asked to discuss this informally prior to the October General Assembly meetings.
- General Assembly Members were once again invited to attend a long-term strategic planning session on April 22nd. This will help to frame priorities for the organization over the next 3-5 years.
- Discussions are underway with a number of countries who are considering joining IHTSDO as Members. Martin Severs agreed to provide General Assembly members with regular confidential updates on the progress of discussions. It was also agreed that the Management Board should explore a more active approach to the recruitment of new members. This would include implementation of the Communications Strategy, as well as a targeted approach to a limited number of countries that are most likely to be interested in membership.

General Assembly Members also made a formal vote of thanks to three members of the Community of Practice who are leaving their formal roles with the organization: Ulrich Andersen (Interim CEO), Arne Kverneland (General Assembly Member, Denmark), and Russell Craig (Management Board Director, New Zealand). In addition, General Assembly Members asked that a formal vote of appreciation be recorded for the hard work of the Management Board. They also extended formal congratulations to Martin Severs on being appointed to the Order of the British Empire.



4. Annual Activity Report of the IHTSDO for the year 26th April to 31st December 2007

Martin Severs introduced the draft 2007 Annual Activity Report for IHTSDO. The report is intended to provide a brief overview of IHTSDO and SNOMED for readers less familiar with the organization but then to focus on the extent of progress made in 2007, both by IHTSDO and by Member countries. Martin Severs noted that in future years, the intent was to introduce additional metrics to the member update sections of the report.

General Assembly Members expressed their appreciation for the report and indicated that it would be a very useful tool within their jurisdictions. A minor editorial suggestion was made to change the format of the arrows that appear next to the work items. General Assembly members agreed to provide any final editorial comments to the CEO by April 30, 2008.

Ted Cizadlo moved that the General Assembly approve the 2007 annual activity report, with minor amendments as suggested by General Assembly Members. Eveline Castelijns seconded the motion. It was unanimously approved by the General Assembly.

It was agreed that a revised 2007 annual activity report would be prepared and posted on the IHTSDO website when finalized. General Assembly members volunteered to assist with the dissemination of the report within their jurisdictions.

5. Annual Financial Report of the IHTSDO for the Year 26th April to 31st December 2007, including the External Financial Auditor's Report

John van Beek introduced this agenda item. He noted that each year, the IHTSDO asks external financial auditors to conduct an audit of its financial statements. For 2007, the audit was conducted by Price Waterhouse Coopers. The Balance Sheet reflects IHTSDO's financial position as of December 31, 2007. Overall, the result shows a loss for the period of \$403,359 after tax, partly due to scheduled depreciation in the value of the SNOMED CT intellectual property. This loss is smaller than what was projected in the budget approved by the Management Board and General Assembly for the period. The Management Board has taken a very conservative approach toward expenditures. Betsy Humphreys thanked Dr. Van Beek for his efforts in overseeing the financial affairs of the IHTSDO.

Julie Richards moved that the Annual Financial Report of the IHTSDO for the Year 26th April to 31st December 2007, including the External Financial Auditor's Report, be adopted. Arvydas Laurinavicius seconded the motion. It was unanimously approved by the General Assembly.

6. Appointment of an External Financial Auditor for the Current Financial Year

Eveline Castelijns moved that Price Waterhouse Coopers should be reappointed as the external financial auditor for IHTSDO for 2008. Ted Cizadlo seconded the motion. It was unanimously approved by the General Assembly.

7. General or Special Business Arising from the October 2007 Meeting

7a. Finalization of the 2008 Work Plan



Martin Severs introduced this item. He noted that the 2008 Work Plan had been finalized following the October 2007 General Assembly. Prioritization was done in late 2007 in firm collaboration between the Officers; some of the items have been down-scoped heavily given available resources. As a result, substantial progress is not expected on these items in 2008, even though they are listed on the Work Plan.

7b. Administrative and Secretarial Support

Martin Severs noted that based on feedback from GA Members and other participants in the Community of Practice, IHTSDO has contracted with CAP-STS to provide secretarial support to the 4 Standing Committees (Technical, Content, Research and Innovation, and Quality). Options for enhancing administrative and secretarial capacity within the IHTSDO offices are also being explored. Recruitment of a Business Manager and an Executive Secretary is underway. Appreciation was expressed by Members of the General Assembly.

7c. Order of Service Regulation

Martin Severs noted that in response to this request, a detailed procedure for the conduct of General Assembly meetings has been developed and was used in preparing for this meeting. General Assembly Members were invited to send any suggestions for changes to Martin Severs.

7d. Long Term Strategy Document

The General Assembly, at the meeting of 25th October 2007, made a request to the Management Board to consider producing a Long Term Strategy for the next 3 years. Martin Severs noted that the Management Board discussed this issue on 27th October 2007. As a result, a special session with Management Board and General Assembly Members has been planned for April 22, 2008 to discuss medium-long term directions, a discussion that will provide the foundation for the development of the strategy document. In response to a question from the General Assembly, Martin Severs suggested, and the General Assembly agreed, that next steps for this process should be discussed at the conclusion of the meeting on April 22nd.

7e. Reporting of Work Plan

Martin Severs introduced this item and the following process proposed by the Management Board to ensure effective reporting on progress related to the Work Plan to the General Assembly (GA):

- GA considers and votes on upcoming year's draft Work Plan at the October GA meeting as part of the presentation of the Management Board's annual strategic, business, and operational plans for the next financial year specified in the *Articles of Association*.
- GA receives and comments on a mid-term Work Plan report at the October GA meeting for the year that is underway. This would cover progress with respect to the Work Plan and alterations made to respond to changing circumstances.



- GA considers and may vote on resolutions concerning a year-end annual activity report at the April GA meeting following the end of the fiscal year as part of the Management Board's annual report for the prior financial year specified in the *Articles of Association*.

Sally Greenway moved that this process be adopted by IHTSDO. Kristina Bränd Persson seconded the motion. It was approved by the General Assembly, with the proviso (as noted under Agenda Item 3), that Members with feedback on the structure/content of Work Plan reporting should provide comments to the CEO by the end of May 2008.

7f. Business Planning Process

Martin Severs introduced this item, noting that at the October 2007 meeting of the General Assembly, the Management Board was asked to develop and publish a business planning process. The intent is to use this process throughout 2008 to produce the 2009 Work Plan. It is expected that the result will be a balanced portfolio of projects that can be adjusted within the year according to progress, changes in context, and resource issues.

A proposed five-stage business planning process (strategic framing, collection, consolidation, affordability, and assurance) was shared with the General Assembly in a letter from the Management Board dated November 28, 2007. In the absence of feedback, the Management Board is proceeding with implementation.

General Assembly Members agreed to provide any additional input on work items for 2009 as part of the collection stage to relevant Committees and/or the CEO by May 4, 2008. Martin Severs indicated that he would remind members of the Community of Practice that this process was underway as part of his plenary presentation to the IHTSDO conference on April 21, 2008.

7g. Licensing Audit

Martin Severs introduced this item, noting that the Management Board had moved to respond to a request made by the General Assembly at the last ordinary meeting in October 2007 to conduct an independent review of Member-managed Affiliate License Agreements. A summary of conclusions from this review was circulated shortly before the meeting. It was agreed that individual Members would follow-up on any issues relevant to their jurisdiction. Members' representatives will raise any outstanding issues with the CEO and/or the Management Board or General Assembly as required.

8. General or Special Business Referred by the General Assembly to the Management Board for Consideration in the Ordinary Meeting of April 20, 2008

Members of the General Assembly agreed to develop a protocol for renewal of Committee membership in advance of the October 2008 Meeting. Once approved, this protocol will be added to the Order of Service documents for the General Assembly.

To support this process, the CEO was asked to provide Committee Chairs with a list of Committee members, their terms of office, and the regions that they represent. The



Management Board was asked to develop a skills profile for Committee members to assist with the nomination of replacements when vacancies occur on Committees. It was agreed that this profile would be developed by April 2009.

In addition, the General Assembly asked that the Management Board outline a transition plan given the upcoming changes in Board membership (e.g. changes in Committee responsibilities). They also suggested that there be a discussion about the skills mix required on the Management Board to assist with the future selection of replacements when vacancies occur on the Management Board. It was agreed that this profile would be developed by October 2008.

9. General or Special Business Referred by the Management Board to the General Assembly for Consideration in the Ordinary Meeting of April 20, 2008

9a. Participation in Open Health Tools Consortium

Martin Severs provided an overview of Open Health Tools (OHT), a new international consortium that is being established to lead collaboration between the open source community, developers, vendor community and health professional community with the aim of designing, developing and deploying software tools to support an interoperable health system. He also announced that IHTSDO has joined Open Health Tools and co-sponsored an OHT Project Charter. Julie Richards asked a question about the financial status of OHT and its ability to raise philanthropic contributions to support its work. Martin Severs agreed to clarify the current status and work with the Management Board to explore whether there are any risks to IHTSDO.

9b. Potential Changes to the Articles of Association in Response to Recommendations from the Auditors

Martin Severs noted that the *Articles of Association* provide the overall framework within which IHTSDO operates.

In conducting the first financial audit of IHTSDO, Price Waterhouse Coopers have recommended several changes to section 9.10 of the *Articles*; the Management Board suggested that these changes be adopted. Karen Gibson moved and Ted Cizadlo seconded that the following changes to the *Articles* be made:

- Change clause 9.10.2 to read “The accounts of the Association shall be maintained and prepared in accordance with the Danish Financial Statements Act (Årsregnskabsloven).”
- Change clause 9.10.4 to read “The Association shall produce annual accounts (*annual rapport*) in respect of the Association, in the form required by applicable law, within five months of the end of each financial year. The annual accounts shall be revised and audited by one Danish state-authorized public accountant from an international accounting firm together with one or more other accountants appointed by the Management Board which appointment will be subject to ratification by the General Assembly.”
- Remove clause 9.10.7 and renumber subsequent sections accordingly.



These changes were unanimously approved by the General Assembly.

9c. Potential Changes to the Articles of Association in Response to Suggestions Regarding Attendance Policy

In introducing this item, Martin Severs noted that the *Articles of Association* outline the Standing Committees of IHTSDO and specify that the General Assembly will consider and vote on resolutions concerning the election of members of Committees whose terms are expiring in October of each year. Most members participate consistently in Committee meetings, but not all have been in a position to do so. Persistent non-attendance can create quorum issues, as well as blocking spaces from people who are not current members but might be interested in actively contributing to the Committee process. As a result, the Management Board suggested a change to clause 8.2.18 and a new clause 9.4.15.

Ted Cizadlo moved and Julie Richards seconded that the following changes to the *Articles* be made:

- Change clause 8.2.18 b ii to read “those members of any Committees (other than those who are not required to be elected by the General Assembly) whose terms are then expiring or whose positions have been deemed vacant due to non-attendance in accordance with Regulations issued pursuant to clause 9.4.15;”
- Add a new clause 9.4.15: “The Management Board may by Regulations set out attendance obligations of the Committee members and may as set out in the Regulations deem the position of a Committee member to be vacant because of non-attendance.”

These changes were unanimously approved by the General Assembly.

In addition, it was agreed that Committee Chairs should consult with Committee members regarding the proposed process at the April 2008 meetings in Chicago. Assuming no significant issues are raised, the Management Board will draft and adopt Regulations that outline the process to implement this policy, such as:

- The Management Board will clarify the number of official Committee meetings that will be used for calculating attendance rates.
- Staff would provide a copy of the attendance record for the meetings of the four Standing Committees to the Committee Chairs in July.
- Attendance records would be reviewed by Committee Chairs in August of each year. Beginning in 2009, if a member has been absent from at least 50% of meetings held during the year, the Chair would typically contact the member to discuss the situation.¹ Except in extenuating circumstances, s/he would then normally recommend to the Management Board that the member in question be deemed to have resigned and would notify the member of this recommendation. Given the special circumstances in 2008, it is proposed that the Chair would normally contact the

¹ If the individual who has been absent from at least 50% of the meetings is the Committee Chair, Officers will bring this to the attention of the Chair of the Management Board.



member and then recommend to the Management Board that the member in question be deemed to have resigned if the member has been absent from **all** meetings held to date.

The Management Board would then circulate a notice regarding the new regulations to all Committee, General Assembly, Members' Operational Liaison Forum, and Management Board members. It would also be posted on the Collaborative Space. Subject to approval by the Management Board, the positions of members deemed to have resigned under the new Regulations would be included in the elections conducted at the General Assembly meetings in October.

9d. Timetable of Formal Meetings of the IHTSDO

Martin Severs introduced this item by indicating that it was important for planning purposes (both for IHTSDO and for Members) that the number and location of face-to-face IHTSDO meetings be confirmed as early as possible. To this end, he proposed that Members be asked to identify their interest in hosting such meetings prior to the October General Assembly meetings and that a timetable of face-to-face meetings be approved at the General Assembly meetings each year. It is expected that no more than 1-2 such meetings would be approved each year, in addition to the April and October meetings outlined in the *Articles of Association*. General Assembly members accepted the proposed approach in principle, but asked for the protocol to be redrafted in response to issues raised during the meeting (e.g. facilitating teleconference participation when Committee members are not in a position to attend face-to-face meetings). It was agreed that implementation of the revised proposal could proceed if Betsy Humphreys and Martin Severs are comfortable with it.

10. Any Other Business Referred by any Member to the General Assembly for Consideration in the Ordinary Meeting of April 20, 2008

No issues were brought forward.

11. Adjournment

Betsy Humphreys welcomed Jennifer Zellmer as the new CEO of the IHTSDO and again thanked Ulrich Andersen for his service as Interim CEO. The General Assembly Meeting was adjourned at 6:10 pm, Chicago time.

Meeting closed



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

Betsy Humphreys,
General Assembly Meeting Chair