

**Minutes of the One Hundred and Fifteenth Annual General Meeting (AGM)
of The Medical and Dental Defence Union of Scotland (MDDUS)
on Friday 7 September 2018 at 1.15pm
held in the Board room, Mackintosh House, 120 Blythswood Square,
Glasgow G2 4EA**

Present:	Dr B Sweeney	: Chairman
	Dr J P Berry	: Vice-Chairman
	Dame Elish Angiolini	
	Dr J Bayley	
	Mr J Black	
	Prof. I Cameron	
	Dr R M Donald	
	Mr C Kenny	: Chief Executive and Secretary
	Prof. J Leitch	
	Ms M McPhail	
	Mr C J Slevin	: Finance Director
Prof. N Wilson		
In attendance:	Ms E Parfitt	: Director of Advisory and Legal Services
	Ms D Reid	: Group Director of Governance
	Mr D Sturgeon	: Director of Development
	Mr C Godeseth	: Head of Underwriting
	Mr J Holden	: Joint Head of Medical Division
	Mr B Hislop	: Deputy Company Secretary (<i>minutes</i>)
	Ms D Curnyn	: Senior Audit Manager, BDO LLP

Actions

1. Welcome, Apologies and Conflicts of interests

- 18/01 The Secretary confirmed that a quorum was present to convene the AGM.
- 18/02 The Chairman welcomed those present and in attendance to the one hundred and fifteenth AGM of MDDUS.
- 18/03 There were apologies for absence from: Ms M Glen, Mr P McDonald and Dr L Semple (non-executive directors, **NEDs**).
- 18/04 The Secretary advised that:
- a) four valid proxy forms were received on time and were cast in favour of the Ordinary Resolutions
 - b) one valid proxy form was received on time and was cast against Ordinary Resolutions 2-5
 - c) one spoilt proxy form was received on time.
- 18/05 The Chairman advised that the NEDs standing for re-appointment to the Board would, if present, have declared conflicts of interests in Ordinary Resolutions 2-3.

2. Notice of Annual General Meeting

- 18/06 The Chairman advised that the Notice, agreed by the Board and circulated to the membership on 22 August, was to be taken as read. Accordingly, there was no need to 'propose' or 'second' the Ordinary Resolutions.

3. Minutes of the previous meeting

- 18/07 The Chairman advised that the draft minutes of the previous AGM had been available on the MDDUS website since November 2017.
- 18/08 **The AGM resolved** to agree the minutes of the meeting on 8 September 2017.

Ordinary Resolutions

- 18/09 The Chairman advised that a simple majority of votes (50 percent plus one) was required to pass an Ordinary Resolution.

4. Ordinary Resolution 1 – Annual Report and Accounts for the year ended 31 December 2017

- 18/10 The Chairman advised that the MDDUS Annual Report and Accounts for the year ended 31 December 2017 was circulated to the membership, via our website, on 12 August.
- 18/11 **The AGM resolved** to receive and consider the Annual Report and Accounts for the year ended 31 December 2017.

5. Ordinary Resolutions 2-3 – Board appointments

- 18/12 **Ordinary Resolution 2 – The AGM resolved**, by a majority, to re-appoint Mr Peter McDonald who would retire at the close of the AGM under Regulation 15(10) of the MDDUS Articles of Association (**the Articles**) and who offered himself for re-appointment for a term of office of four years as a NED.
- 18/13 **Ordinary Resolution 3 – The AGM resolved**, by a majority, to re-appoint Ms Marian Glen who, having been appointed by the Board since the last AGM, would cease to hold office at the close of the AGM under Regulation 15(20) of the Articles and who offered herself for re-appointment for a term of office of four years as a NED.
- 18/14 The Chairman congratulated Mr McDonald and Ms Glen on being (re-)appointed by the membership to the Board.

6. Ordinary Resolutions 4-5 – Auditors

- 18/15 **Ordinary Resolution 4 – The AGM resolved**, by a majority, to re-appoint BDO LLP, Chartered Accountants, as auditor of MDDUS until the conclusion of the next AGM.

18/16 **Ordinary Resolution 5 – The AGM resolved**, by a majority, to authorise the Board to fix the remuneration of the auditor until the conclusion of the next AGM.

7. Date of next AGM

18/17 The Chairman advised that the next AGM is provisionally scheduled for Friday 6 September 2019 (time to be confirmed). The venue will be Mackintosh House, Glasgow.

18/18 Dr Berry, as Vice-Chairman and 'Chairman-elect', congratulated Dr Sweeney on his outstanding service as a NED and as Chairman of the Board, until the close of the AGM.

18/19 An experienced expert witness, Dr Sweeney was appointed to the Board in October 1997, serving as Treasurer and Finance Committee Chairman and then, since August 2012, as Chairman of the Board and as a member of most of its Committees and subsidiary boards. Since 1997, he had seen: the appointment of two Chief Executives; the successful downsizing of the Board; our income grow from £14m to £115m; and our membership increase from 25,000 to 45,000.

18/20 The Chief Executive emphasised also Dr Sweeney's commitment to the medical and dental professions, law and ethics, and the interests of employees at MDDUS.

18/21 Dr Sweeney responded that it had been a pleasure and privilege to serve on the Board. As Chairman, he had always received the cooperation and support of his colleagues, both in the Executive and on the Board. This was a challenging but exciting time of opportunities for the membership of MDDUS. He wished the Board, Dr Berry as 'Chairman-elect' and MDDUS every success in the years ahead.

18/22 There being no other business, the Chairman thanked those present and in attendance and brought the AGM to a close at 1.30pm.

SIGNED: **DATE:**
Dr J P Berry

BH 30.01.19