

**Minutes of the One Hundred and Seventeenth Annual General Meeting (AGM)
of The Medical and Dental Defence Union of Scotland (MDDUS)
on Friday 4 September 2020 at 12.45pm**

Present from the Board:	Dr J P Berry	: Chair
	Mr J Black	: Vice-Chair
	Dr J Bayley	
	Prof. I Cameron	
	Ms M Glen	
	Mr C Kenny	: Chief Executive and Secretary
	Prof. J Leitch	
	Mrs V Macleod	
	Mr P McDonald	
	Ms M McPhail	
	Ms E Parfitt	: Director of Advisory and Legal Services
Dr L Semple		
Prof. N Wilson		
In attendance:	Dr C Godeseth	: Customer and Development Director
	Ms D Reid	: Group Director of Governance
	Mr D Sturgeon	: Director of Development
	Mr B Hislop	: Deputy Company Secretary (<i>minutes</i>)
	Mr M Gill	: Lead Partner, BDO LLP

Actions

1. Welcome, Apologies and Conflicts of interests

- 20/13 The Chair advised that, as there were no objections from the AGM, the proceedings will be recorded for a time-limited period.
- 20/14 The Secretary confirmed that, in accordance with the provisions about company meetings in the Corporate Insolvency and Governance Act 2020, the Scottish Government's social distancing measures and the Notice of the AGM, a quorum was present to convene the AGM.
- 20/15 The Chair welcomed those present and in attendance to the one hundred and seventeenth AGM of MDDUS. He advised that, in accordance with a resolution of the Board on 26 May, all directors were Voting Members for the purposes of Article 7 of the Articles of Association.
- 20/16 The Chair, on behalf of the Board, noted and thanked the work of our members and the wider professions to support patients, families and healthcare professionals during the Covid-19 pandemic.
- 20/17 The Secretary advised that there were apologies for absence from Dame Elish Angiolini and Dr Robert Donald (directors).
- 20/18 The Chair advised that the directors standing for re-appointment to the Board had conflicts of interests in relation to Ordinary Resolutions 2-8, but that, as there were no objections from the AGM, he did not propose to recuse them from participating in discussions about these Resolutions.

2. Notice of AGM

20/19 The Chair advised that the Notice, agreed by the Board and circulated to the membership on 17 August, was to be taken as read.

3. Proxy forms

20/20 The Secretary advised that:

- 1) in light of this year's restrictions on attendance, the membership were particularly encouraged to vote by proxy and to email questions for consideration at the AGM
- 2) twelve valid proxy forms were received by 2 September at 12.45pm
- 3) no questions were submitted in advance of the AGM.

4. Minutes of the previous AGM – 6 September 2019

20/21 The Chair advised that the minutes of the previous AGM were agreed at the Board meeting on 8 November 2019 and were circulated to the membership via our website.

Ordinary Resolutions

20/22 The Chair advised that a simple majority of votes (50 percent plus one) was required to pass an Ordinary Resolution.

5. (Ordinary) Resolution 1 – Annual Report and Accounts for the year ended 31 December 2019

20/23 The Chair advised that the MDDUS Annual Report and Accounts for the year ended 31 December 2019 was circulated to the membership, via our website, on 30 June.

20/24 **The AGM resolved**, by a majority, to receive and consider the Annual Report and Accounts for the year ended 31 December 2019.

6. (Ordinary) Resolutions 2-8 – Board appointments

20/25 The Chair advised that information about the directors standing for re-appointment was provided on the Notice of the AGM.

20/26 **Ordinary Resolution 2 – The AGM resolved**, by a majority, to re-appoint Dame Elish Angiolini, who retires at this time under Article 15.6, for a term of office of two years as a director.

20/27 **Ordinary Resolution 3 – The AGM resolved**, by a majority, to re-appoint Dr Joanna Bayley, who retires at this time under Article 15.6, for a term of office of three years as a director.

20/28 **Ordinary Resolution 4 – The AGM resolved**, by a majority, to re-appoint Prof. Iain Cameron, who retires at this time under Article 15.6, for a term of office of three years as a director.

- 20/29 **Ordinary Resolution 5 – The AGM resolved**, by a majority, to re-appoint Prof. Jason Leitch, who retires at this time under Article 15.6, for a term of office of three years as a director.
- 20/30 **Ordinary Resolution 6 – The AGM resolved**, by a majority, to re-appoint Dr Linsey Semple, who retires at this time under Article 15.6, for a term of office of one year as a director.
- 20/31 **Ordinary Resolution 7 – The AGM resolved**, by a majority, to re-appoint Dr Robert Donald, who retires at this time under Article 15.7 and, as the Board recommended his re-appointment under Article 15.8, for a term of office of one year as a director.
- 20/32 **Ordinary Resolution 8 – The AGM resolved**, by a majority, to re-appoint Mrs Vikki Macleod, who, having been appointed by the Board since the last AGM, ceases at this time to hold office, for a term of office of three years as a director.
- 20/33 The Chair congratulated the directors on being re-appointed by the membership to the Board.

7. (Ordinary) Resolutions 9-10 – Auditor

- 20/34 **Ordinary Resolution 9 – The AGM resolved**, by a majority, to re-appoint BDO LLP, Chartered Accountants, as Auditor.
- 20/35 **Ordinary Resolution 10 – The AGM resolved**, by a majority, to authorise the Board to fix the remuneration of the Auditor.

8. Board retirement – Prof. Nairn Wilson

- 20/36 The Chair advised that Prof. Wilson was attending his last AGM as a director.
- 20/37 In his four-year term, Prof. Wilson had contributed to Board discussions on dental matters in general, including as a co-Chair of the Dental Advisory Group and in his relationship with the Faculty of General Dental Practice / College of General Dentistry, as an academic and as a member of the Audit and Risk Committee. The Chair, on behalf of the Board, wished him well for the future.
- 20/38 Prof. Wilson thanked the Chair and the Board for their comments and advised that he will remain available to advise the Executive about competitor, dental and other developments relating to MDDUS.

9. Date of next AGM

- 20/39 The Chair advised that the next AGM is provisionally scheduled for Friday 3 September 2021 at 1.00pm. The venue will be Mackintosh House, Glasgow.

20/40 There being no other business, the Chair thanked those present and in attendance and brought the AGM to a close at 1.00pm.

SIGNED: **DATE:**

Dr J P Berry

BH 04.09.20
07.09.20
JPB 15.09.20