

**Minutes of the One Hundred and Eighteenth Annual General Meeting (AGM)
of The Medical and Dental Defence Union of Scotland (MDDUS)
on Friday 3 September 2021 at 1.00pm
held in the Board room, Mackintosh House, 120 Blythswood Square,
Glasgow G2 4EA**

Present from the Board:	Dr J P Berry	:	Chair
	Mr J Black	:	Vice-Chair
	Dame Elish Angiolini		
	Dr J Bayley		
	Mr S Bhattacharya		
	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 Professional Services and General Counsel
	Mr J Parker	:	Finance Director
In attendance:	Dr R Sadler		
	Dr L Semple	:	Senior Independent Director
	Mr B Hislop	:	Company Secretary (<i>minutes</i>)
	Mr M Gill	:	Lead Partner, BDO LLP

(*by tele- / videoconference)

Actions

1. Welcome, Apologies and Conflicts of interests

- 21/01 The Chair advised that, as there were no objections from the AGM, the proceedings would be recorded for a time-limited period.
- 21/02 The Company Secretary confirmed that, in accordance with the Articles of Association, a quorum was present to convene the AGM.
- 21/03 The Chair welcomed those present and in attendance to the one hundred and eighteenth AGM of MDDUS. He thanked members for following the request of the Board, in light of the Scottish Government's Coronavirus (Covid-19) guidance, not to attend the AGM in person, but instead to vote by proxy.
- 21/04 The Chair, on behalf of the Board, acknowledged the work of members and the wider professions to support patients, families and healthcare professionals during the Covid-19 pandemic.
- 21/05 The Company Secretary advised that there were apologies for absence from Dr Robert Donald (director).
- 21/06 The Chair advised that the directors standing for re-appointment to the Board had conflicts of interests in relation to Ordinary Resolutions 2-4, but that, as there were no objections from the AGM, he would not recuse them from participating in discussions about these Resolutions.

2. Minutes of the previous AGM – 4 September 2020

- 21/07 The Chair advised that the minutes of the previous AGM were agreed at the Board meeting on 30 October 2020 and were made available to members via our website.

3. Notice of AGM

- 21/08 The Chair advised that the Notice, agreed by the Board and circulated to members on 17 August, was to be taken as read.

4. Proxy forms

- 21/09 The Company Secretary advised that:
- 1) in light of this year's request not to attend the AGM in person, members were particularly encouraged to vote by proxy and to email questions for consideration at the AGM
 - 2) ten valid proxy forms were received by 1 September at 1.00pm
 - 3) no questions were submitted in advance of the AGM.

Ordinary Resolutions

- 21/10 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 2020

- 21/11 The Chair advised that the MDDUS Annual Report and Accounts for the year ended 31 December 2020 were made available to members, via our website, in early July.
- 21/12 **The AGM resolved**, unanimously, to receive and consider the Annual Report and Accounts for the year ended 31 December 2020.

6. (Ordinary) Resolutions 2-4 – Board appointments

- 21/13 The Chair advised that information about the directors standing for re-appointment was provided on the Notice of the AGM.
- 21/14 **Ordinary Resolution 2 – The AGM resolved**, by a majority, to re-appoint Ms Marian Glen, who retires at this time under Article 15.6, for a term of office of three years as a director.
- 21/15 **Ordinary Resolution 3 – The AGM resolved**, by a majority, to re-appoint Mr Satyajit Bhattacharya, 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.
- 21/16 **Ordinary Resolution 4 – The AGM resolved**, by a majority, to re-appoint Dr Rebecca Sadler, 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.
- 21/17 The Chair congratulated the directors on being re-appointed by the members to the Board.

7. (Ordinary) Resolutions 5-6 – Auditor

- 21/18 **Ordinary Resolution 5 – The AGM resolved**, by a majority, to re-appoint BDO LLP, Chartered Accountants, as Auditor.

- 21/19 **Ordinary Resolution 6 – The AGM resolved**, by a majority, to authorise the Board to fix the remuneration of the Auditor.

8. Board retirements

- 21/20 The Chair, on behalf of the Board, extended his gratitude to Dr Robert Donald, Mr Peter McDonald and Dr Linsey Semple, who were standing down as directors at the close of the AGM. Collectively they had contributed 34 years to MDDUS, including, respectively, as: co-Chair of the Dental Advisory Group and Vice-Chair of the Investment Committee; Chair of MDDUS Property Ltd; and Senior Independent Director and Vice-Chair of the Audit and Risk Committee. He wished them well for the future.
- 21/21 The Vice-Chair, on behalf of the Board, extended his gratitude to Dr Berry, who was standing down as Chair and as a director at the close of the AGM. Appointed to the Board in 2007, Dr Berry had previously served as Vice-Chair of the Board, and as Chair or a member of many of the Board's committees. He had also served as a director of MDDUS Insurance Ltd and MDDUS Property Ltd.
- 21/22 In that time, Dr Berry had seen: the membership increase from 21k to over 51k; the appointment of a new Chief Executive, Finance Director and Director of Professional Services; and successful membership engagement in our response to the state-backed indemnity schemes and our work to respond to the opportunities of regulation.
- 21/23 Dr Berry had served as Chair and as a director with wise counsel and constructive challenge. The Board had agreed, therefore, to appoint him as an Honorary Fellow of MDDUS, effective from the close of the AGM.
- 21/24 Dr Berry responded that it had been a privilege to serve on the Board, both as a director and as Chair. He wished the Board, staff colleagues and members every success in the years ahead.
- 21/25 The Chief Executive, on behalf of staff colleagues, extended his gratitude to Dr Berry, Dr Donald, Mr McDonald and Dr Semple.

9. Date of next AGM

- 21/26 The Chair advised that the next AGM is provisionally scheduled for Friday 2 September 2022 at 1.00pm. The venue would likely be the new MDDUS office at 206 St Vincent Street, Glasgow.
- 21/27 There being no other business, the Chair thanked those present and in attendance and brought the AGM to a close at 1.14pm.

SIGNED: **DATE:**
Prof. I Cameron

BH 11.02.22