

**Minutes of the One Hundred and Nineteenth Annual General Meeting (AGM)  
of The Medical and Dental Defence Union of Scotland (MDDUS)  
on Friday 2 September 2022 at 10.00am  
held in the Board room, 206 St Vincent Street, Glasgow G2 5SG**

<b>Present from the Board:</b>	Prof. I Cameron	:	Chair
	Mr S Bhattacharya	:	
	Mr C Kenny	:	Chief Executive
	Prof. J Leitch	:	
	Mrs V Macleod	:	
	Ms M McPhail	:	
	Ms E Parfitt	:	Director of Professional Services and General Counsel
	Mr J Parker	:	Finance Director
	Dr R Sadler	:	
	Dr J Taylor	:	
<b>In attendance:</b>	Mr B Hislop	:	Company Secretary ( <i>minutes</i> )
	Mrs K Johnstone	:	Director of People and Corporate Services
	Mr M Lynch	:	Head of Marketing
	Mrs D Odedra	:	Head of Sales and Business Development
	Mrs D Reid	:	Group Director of Governance
	Ms D Curnyn	:	Senior Audit Manager, BDO LLP

## Actions

### 1. Welcome, Apologies and Conflicts of interests

- 22/01      The Chair advised that, as there were no objections from the AGM, the proceedings would be recorded for a time-limited period.
- 22/02      The Company Secretary confirmed that, in accordance with the Articles of Association, a quorum was present to convene the AGM.
- 22/03      The Chair welcomed those present and in attendance to the one hundred and nineteenth AGM of MDDUS.
- 22/04      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 and at a most challenging time for clinical practice.
- 22/05      The Company Secretary advised that there were apologies for absence from Mr Jim Black (Vice-Chair), Dr Jo Bayley (Senior Independent Director), Ms Marian Glen (director) and one further member. There were apologies for absence also from Mr Martin Gill (Lead Partner, BDO LLP).
- 22/06      The Chair advised that the directors standing for re-appointment to the Board had conflicts of interests in relation to Ordinary Resolutions 2-3, 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 – 3 September 2021

- 22/07      The Chair advised that the minutes of the previous AGM were agreed at the Board meeting on 25 February and were made available to members via our website.

### 3. Notice of AGM

- 22/08 The Chair advised that the Notice, agreed by the Board and circulated to members on 15 August, was to be taken as read.

### 4. Proxy forms

- 22/09 The Company Secretary advised that:
- 1) three valid proxy forms were received by 31 August at 10.00am
  - 2) no questions from members were submitted in advance of the AGM.

### Ordinary Resolutions

- 22/10 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 2021

- 22/11 The Chair advised that the MDDUS Annual Report and Accounts for the year ended 31 December 2021 were made available to members, via our website, in early July.
- 22/12 **The AGM resolved**, unanimously, to receive and consider the Annual Report and Accounts for the year ended 31 December 2021.

### 6. (Ordinary) Resolutions 2-3 – Board appointments

- 22/13 The Chair advised that information about the directors standing for re-appointment was provided on the Notice of the AGM.
- 22/14 **Ordinary Resolution 2 – The AGM resolved**, unanimously, to re-appoint Mrs Margaret McPhail, who retired at this time under Article 15.6 and offered herself for re-appointment, as a director for a term of office of two years.
- 22/15 **Ordinary Resolution 3 – The AGM resolved**, unanimously, to re-appoint Dr John Taylor, who, having been appointed by the Board since the last AGM, ceased at this time to hold office under Article 15.15 and offered himself for re-appointment, as a director for a term of office of three years.
- 22/16 The Chair congratulated the directors on being re-appointed by the members to the Board.

### 7. (Ordinary) Resolutions 4-5 – Auditor

- 22/17 **Ordinary Resolution 4 – The AGM resolved** to re-appoint BDO LLP, Chartered Accountants, as Auditor.
- 22/18 **Ordinary Resolution 5 – The AGM resolved** to authorise the Board to fix the remuneration of the Auditor.

## 8. Board retirements

- 22/19 The Chair, on behalf of the Board, extended his gratitude to Mr Jim Black, who was standing down as a director at the close of the AGM. Mr Black joined the Board in 2011 as only our second non-clinical director, bringing knowledge and experience from the actuarial, financial and wider commercial sectors. He had served as Vice-Chair of the Board and as Chair of its Investment Committee, contributing significantly to the growth, performance and commercial development of MDDUS, all to the benefit of its members.
- 22/20 The Chair, also on behalf of the Board, extended his gratitude to The Rt Hon. Dame Elish Angiolini, who stepped down as a director at the close of the Board meeting on 20 May. Dame Elish joined the Board in 2013 as our third non-clinical director, bringing knowledge and experience from the legal, public and academic sectors. She had served as Chair of the Remuneration and Nominations Committee, overseeing the appointment of two Chairs of the Board and the majority of the current directors.
- 22/21 The Chair thanked Mr Black and Dame Elish for their significant contributions to MDDUS and wished them well for the future.
- 22/22 The Chief Executive, on behalf of staff colleagues, extended his gratitude to Mr Black and Dame Elish.

## 9. Date of next AGM

- 22/23 The Chair advised that the next AGM is provisionally scheduled for Friday 8 September 2023 at 10.00am. The venue would likely be the MDDUS office at 206 St Vincent Street, Glasgow.
- 22/24 There being no other business, the Chair thanked those present and in attendance and brought the AGM to a close at 10.09am.

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

BH 14.10.22  
19.10.22