

**Minutes of the One Hundred and Twentieth Annual General Meeting (AGM)
of The Medical and Dental Defence Union of Scotland (MDDUS)
on Friday 8 September 2023 at 10.00am
held in the Board room, 206 St Vincent Street, Glasgow G2 5SG**

Present from the Board:	Prof. I Cameron	:	Chair
	Dr J Bayley	:	Senior Independent Director
	Mr S Bhattacharya		
	Ms M Glen		
	Mr C Kenny	:	Chief Executive
	Prof. J Leitch		
	Mrs V Macleod		
	Ms M McPhail	:	Vice-Chair
	Mr J Parker	:	Finance Director
	Dr R Sadler		
Dr J Taylor			
In attendance:	Dr C Godeseth	:	Customer and Development Director and Managing Director, MDDUS Services Ltd
	Mr B Hislop	:	Company Secretary (<i>minutes</i>)
	Ms K Johnstone	:	Director of People and Corporate Services
	Mr D Millar	:	Chair, MDDUS Insurance Ltd
	Ms E Parfitt*	:	Director of Professional Services and General Counsel
	Mrs D Reid	:	Group Director of Governance
Ms D Curnyn	:	Audit Director, BDO LLP	

(* by videoconference)

Actions

1. Welcome, Apologies and Conflicts of interests

- 23/01 The Chair welcomed those present and in attendance to the one hundred and twentieth AGM of MDDUS.
- 23/02 The Chair advised that, as there were no objections from the AGM, the proceedings would be recorded for a time-limited period.
- 23/03 The Company Secretary confirmed that, in accordance with the Articles of Association, a quorum was present to convene the AGM.
- 23/04 The Chair, on behalf of the Board, acknowledged the contribution of members and the wider professions to clinical services during a challenging year.
- 23/05 The Company Secretary advised that there were apologies for absence from the Director of Professional Services and General Counsel and Martin Gill (Lead Partner, BDO LLP). The former joined the AGM by videoconference.
- 23/06 The Chair advised that the directors standing for re-appointment to the Board had conflicts of interests in relation to Ordinary Resolutions 2-5, but that, as there were no objections from the AGM, they would not be recused from participating in discussions about these Resolutions. The Chair highlighted his conflict of interests in relation to Resolution 5, which would be chaired by the Vice-Chair.

2. Minutes of the previous AGM – 2 September 2022

- 23/07 The Chair advised that the minutes of the previous AGM were agreed at the Board meeting on 11 November 2022 and were made available to members via our website.

3. Notice of AGM

23/08 The Chair advised that the Notice, agreed by the Board and circulated to members on 21 August, was to be taken as read.

4. Proxy forms

23/09 The Company Secretary advised that:

- 1) two valid proxy forms were received by 6 September at 10.00am
- 2) no questions from members were submitted in advance of the AGM.

Ordinary Resolutions

23/10 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 2022

23/11 The Chair advised that the MDDUS Annual Report and Accounts for the year ended 31 December 2022 were made available to members, via our website, in early July.

23/12 **The AGM resolved**, unanimously, to receive and consider the Annual Report and Accounts for the year ended 31 December 2022.

6. (Ordinary) Resolutions 2-5 – Board appointments

23/13 The Chair advised that information about the directors standing for re-appointment was provided on the Notice of the AGM.

23/14 **Ordinary Resolution 2 – The AGM resolved**, unanimously, to re-appoint Dr Joanna Bayley, who retired at this time under Article 15.6 and offered herself for re-appointment, as a director for a term of office of three years.

23/15 **Ordinary Resolution 3 – The AGM resolved**, unanimously, to re-appoint Prof. Jason Leitch, who retired at this time under Article 15.6 and offered himself for re-appointment, as a director for a term of office of two years.

23/16 **Ordinary Resolution 4 – The AGM resolved**, unanimously, to re-appoint Mrs Victoria Macleod, who retired at this time under Article 15.6 and offered herself for re-appointment, as a director for a term of office of three years.

The Chair re-iterated his conflict of interests in relation to Ordinary Resolution 5 and passed the chair of the AGM to the Vice-Chair.

23/17 **Ordinary Resolution 5 – The AGM resolved**, unanimously, to re-appoint Prof. Iain Cameron, who retired at this time under Article 15.6 and offered himself for re-appointment, as a director for a term of office of three years.

The Vice-Chair returned the chair of the AGM to the Chair.

23/18 The Chair congratulated the directors on being re-appointed by the members to the Board.

7. (Ordinary) Resolutions 6-7 – Auditor

23/19 **Ordinary Resolution 6 – The AGM resolved** to re-appoint BDO LLP, Chartered Accountants, as Auditor.

23/20 **Ordinary Resolution 7 – The AGM resolved** to authorise the Board to fix the remuneration of the Auditor.

8. Date of next AGM

23/21 The Chair advised that the next AGM was provisionally scheduled for Friday 20 September 2024 at 10.00am. The venue would likely be the MDDUS office at 206 St Vincent Street, Glasgow.

23/22 There being no other business, the Chair thanked those present and in attendance and brought the AGM to a close at 10.07am.

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

BH 01.12.23
04.12.23
Agreed at MDDUS Board 14.12.23