



ISUOG Annual General Meeting (AGM)

Friday 16 December 2022, 11:00 AM

Virtual meeting

(Meeting quorum achieved with 78 members present online)

Minutes

1. President's opening address

Prof. Tom Bourne

Tom Bourne (ISUOG outgoing President) welcomed the members to the ISUOG's Annual General Meeting (AGM) and thanked them for making their time to participate in the meeting. As in the previous year, the meeting has been again organised through a virtual platform.

Having reflected on his presidency largely affected by the pandemic, Tom recognised the immediate priority of the Trustees and the CEO to steer the Society through COVID, notwithstanding its profound impact on clinicians and staff working lives, including a large period of time spent working from home with predominantly virtual meetings and conversations.

Tom emphasised that the AGM provided an opportunity to reflect on the Society's achievements during the last year and it was also time of the Society's rotations across the various groups, including the Committees and Task Forces. He thanked all volunteers for their contributions and commitments to the Society's mission.

Tom also introduced the meeting program outlining the key points in the first part of the meeting, including the report of the Board of Trustees and Sub-Committees as well as approval and secondment of the minutes of the last EGM and AGM meetings held in 2021 that were circulated as part of the notice to members a month ago.

2. Report of the Board of Trustees and Sub committees

Prof. Tom Bourne

Tom noted that 2021 has been a time when ISUOG put a large emphasis on its charitable purpose, including development of appropriate content aiming for minimal cost or free access and increasing access for members regionally. The regional development has become significant focussed on improving local opportunities, reflecting local priorities, improving communication and increasing opportunities for younger colleagues. Tom noted that the majority of members present in the AGM comes from LATAM, Africa and Asia and that 40% represent trainees, which reflects the regional activities that ISUOG has developed in the past couple of months.

Governance represented another area of development in 2021 in order to achieve a properly functional Society. The main focus was on reduction of the size of the Board and removal of automatic renewal of the Trustee term of service. The Society also adopted a new constitution for the first time after 30 years, to align ISUOG with current statutory requirements and legislation. The Board of Trustees has also reviewed outreach governance and continued to finalise the accountability framework.

Improvements have also been conducted in communication with membership and in gynecology and early pregnancy with an aim to create stronger links with colleagues in reproductive medicine and oncology.

Tom further referred to the 2020, the year of COVID-19, and its continuous impact in 2021 and 2022, which resulted in an increased staff sickness, working from home, social and professional isolation impacting on relationships, absence of 'soft communication', adapting operations to an entirely online environment whilst maintaining income and educational activities. Despite the challenges to the staff and the SMT, ISUOG continued to be successful moving to entirely virtual conferences and meetings whilst learning to understand the complexity of hybrid formats.

Since the beginning of the pandemic, a significant number of webinars dedicated to COVID-19 have been produced with involvement of Christoph Lees and Liona Poon, some of which were also run in different languages. Guidance on safety, PPE, scanning and rationalisation has also been developed by Christoph Lees (Safety Committee) and many papers were published in a fast turnaround involving the Clinical Standards Committee, ISUOG staff and Journal team ensuring that people in our speciality knew and had evidence-based materials, on which they base their practice.

Tom referred to the Society's Strategic Plan and summarised the activities throughout the last year, reporting on the key performance indicators that have been achieved in line with ISUOG's strategic objectives. The main accomplishments have been highlighted below with more detailed information provided in the presentation that will be available to members upon request:

Strategic objective 1: To achieve (and be recognised for) the highest quality and standards in education research.

With over 5,000 participants, the 30th anniversary of ISUOG in 2021 was the first step towards increased access to educational content with a meeting run across three time zones. Liona Poon and George Condous created program for Asia-Pacific region merging into Europe and Africa, whereas Magda Sanz Cortes developed the program for the Americas. The Anniversary webinar and related UOG issue resulted in >11 K registrations. The UOG impact factor achieved 7.3, c. 6 million downloads and 10% increase in issue content. Ten free webinars were organised in 2021 reaching 30K people in community. Further to that, six OBGYN Advanced courses were delivered online, including our first LATAM course in Spanish and Portuguese. As mentioned earlier, COVID-19 has been the epitome of 2021, with webinars, guidelines, UOG virtual issue and patient information provided to the OBGYN community. Our second Virtual World Congress has seen 73% increase in registrations from low-resource settings, which is in line with ISUOG's strategy and charitable purposes.

In 2021, we also organised our first in-house International Symposium (which has now re-launched as Regional Symposium) and Tom thanked all colleagues in Canada who put the program together. Subsequently, ISUOG also hosted the Virtual World Congress with over 3,000 delegates. The overall numbers went up by 74%, which enabled access to delegates from low-resource settings at a very low cost. The offering of the virtual program, which means that people can access the educational material without getting a cost of travel and accommodation, proved to have a positive impact. As for the regionalisation, ISUOG aimed to develop regional meetings to provide more opportunities to local speakers and in a way, more control, so that these can be run with content relevant to the local area / region. ISUOG had also planned to develop regional offices however, this has paused due to COVID. Further in 2021, ISUOG held two regional Virtual International Symposia increasing representation in South America and Asia with a relevant content and language appropriate to the region.

This year, the hybrid ISUOG World Congress (London) continued as the leading event in the field achieving 2,950 delegates and other attendees overall. It has been the first in-person meeting in the last three years and given the pandemic aftermath, the event was run at reduced capacity (700 delegates onsite) with reduced number of days due to persisting safety risks. We have again seen an increase of registrations from the low-resource countries. In addition, technological innovations were introduced during the onsite event, including TED style format and roving reporter interviews off the stage to increase engagement with membership during the event.

Strategic objective 2: To ensure comprehensive, innovative education programs targeted to all members: to teach, teach teachers and to improve clinical care.

Tom emphasised that all ISUOG education courses continued in 2021 achieving over 1,800 delegates at six advanced courses. Overall, over 23% of delegates were from the low-resource countries, because across the board, ISUOG reduced the cost of registration for the low-resource settings. This charitable approach is now embedded in ISUOG and will continue going forward. The most popular course was on 'Neurosonography - The dark side of the brain: changing the paradigm' with a total of 82 countries represented.

Basic Training continued to grow in 2021 with over 20,000 learning hours. BT Flex achieved 1,528 delegates from 110 countries over 4 weekends with top participating countries from Nigeria, Iraq, India and UK.

Next Generation Group initially proposed by Tom and chaired by Srdjan Saso continued to provide their input into the programs and had specified sessions at the congress. Consequently, the ISUOG trainee membership has increased by 5,000 and the group ran meetings similar to AGM in collaboration with colleagues in Senegal, including the French speaking. They also planned sessions on wellbeing and leadership and the group will inevitably continue to have influence in line with a strategy for increased access and providing opportunities to develop as leaders within the Society.

Outreach has slightly declined over the last year due to pandemic and pending governance review conducted by Hisham Mirghani (Chair of the Outreach Committee) and consultant Asma Khalid. It was important to set outreach according to international best standards, with a main focus on capacity development and developing processes on how to deliver and monitor activities, such as decision-making tools, quality assurance materials and required skillset within both ISUOG staff and Outreach Committee. Outreach initiatives have been developed in Tanzania, Pakistan (partnership with Aga Khan University), Malawi and Kenya (Kenyatta University Hospital in Nairobi), with current projects that continue in Egypt and Nigeria.

These activities put us in a position where we are adhering to the best practice and then we can start looking at working with global international bodies.

Strategic objective 3: To engage, retain and grow membership to remain relevant and increase reach and influence.

During 2021, ISUOG also worked on improving access in low-resource countries, including reduction in cost for ISUOG education, low cost for the world congress with online/hybrid world congress output specifically targeted to provide access in low-resource settings to ensure that everybody has the opportunity to learn. This was kick started by the Ultrasound Essentials, a 2-day collaborative OBGYN event with FMF, which achieved over 8,000 registrations (85% of participants were new to ISUOG) from 92 low-resource countries. Tom emphasised that the event set out what ISUOG can do if it provides high-quality and zero/low cost education and could represent a template for similar endeavours in the future.

Strategic objective 4: To develop strategic partnerships and collaborative ventures to establish ISUOG as the leading authority in the field.

In order to improve patient care, Tom stressed the importance of partnerships with other specialties in gynecology, obstetrics as well as fetal medicine. In 2021, there were 118 partner societies with new partnerships being ESGO, IOTA, ESGE and the consensus guideline being developed on the investigation and management of the ovarian masses led by Dirk Timmerman (ISUOG) and Christina Fotopoulou (ESGO).

Strategic objective 5: To establish communication strategies to engage with stakeholders, to increase ISUOG's recognition and influence, and to improve on patient care.

Tom recognised that communication was an essential tool allowing us not only engage with our stakeholders, including the membership, but also with the women whose care we are trying to improve. In 2021, the Society continued to improve its social media presence with 1.3 million social media engagements across all social media channels (↑33.1%). Our PR activities included customised monthly newsletters and UOG alerts as well as Education weekly quiz and 14 Journal articles per month. COVID resources included UOG virtual issue, Patient Information and practice guidelines.

In December 2021, Ask the Experts series were launched with a reach ranging between 15,000 and 23,000 on Twitter, and special thanks were made to Christoph Lees and Asma Khalil for their contribution.

Tom also outlined the many continuous successes of the Journal *Ultrasound in Obstetrics & Gynecology* last year led by Anthony Odiibo and Sarah Hatcher. He recognised particularly remarkable achievements in terms of its highest ever impact factor 8.678, ranking the Journal in the 4th place out of 83 journals in the field of obstetrics and gynecology. As for the altmetrics, 40 papers achieved ≥ 10 (average of 105 for top 10). The median time to first decision has achieved 33 days in 2021. In addition, 20 social media posts related to UOG articles were published each month with average reach of 1.3K.

In the end of the presentation, Tom thanked to all ISUOG staff in the office for all achievements in the past 2-3 years and to Johan Vos, ISUOG CEO, for leading the Society through the pandemic and virtual set up, including the staff that worked from home during most of 2020 and 2021. Tom also thanked the Board of Trustees and executives for the huge amount of work and efforts to ensure the Society continues to thrive.

Strategic objective 6: To strive for excellence and efficiency in operations through continuous improvement towards best practice in governance, management, employment and learning.

In addition to the reference related to governance in the beginning of the presentation, Tom reported on the ongoing governance issues that started around 2016 and that relate to management of the difficult interactions between the Trustee roles and responsibilities and how they prioritise and strategise, and how the Office functions and how the Committees and Chairs operate, which is called the accountability framework. This is an inevitable consequence of the Society that is growing and changing and the Trustees are currently considering the development of the turnaround group to look at how we best run ourselves in terms of the governance and operational leadership, and how we maintain and make sure that we fulfil our charitable purpose in the best way possible.

Tom noted that Asma Khalil would provide more information on the Society's resources. However, he recognised that due to COVID and the congress income declining over the past couple of years, ISUOG is currently running a budget deficit of £800,000 and therefore, spending its reserves. In addition, the investment income has declined from £1,37m in 2021 to £100k projection in 2022. With no easy option for new income streams, there is a requirement for education to expand significantly

and have a fully functional LMS and for the governance of outreach to be in the best shape possible in order to consider charitable donations.

Tom wished the incoming President, Laurent Salmon, all the very best during his presidency

3. Minutes of the Virtual EGM and Virtual AGM, 2021

Prof. Tom Bourne

Tom raised a motion to approve both sets of minutes from the previous virtual Extraordinary General Meeting (EGM) and Annual General Meeting (AGM) in 2021. The members were invited to comment via an online platform. Due to no objections being received, Prof. Liona Poon seconded the approval of both documents. *The minutes of the virtual Extraordinary General Meeting (November 2021) and virtual Annual General Meeting (December 2021) were approved without change.* Tom thanked all members for giving their time supporting the Society despite the difficulties and limitations the 2021 brought.

4. Report and Accounts for the year end 2021

Prof. Asma Khalil

Asma referred to the 2022 audit outlining the important take aways and financial information from the Society's 2021 annual report and accounts.

- Ongoing projects, including upgrade of ISUOG finance systems, budget 2023, HR priorities, investments and reserves, staff wellbeing initiatives and IT projects have had a significant impact on the Society's finances.
- In 2021, ISUOG's total income achieved £2.2m (£2.1m, 2020). Total expenditure in 2021 reached £2.8m (£2.5, 2020), with an increase predominantly in the staff costs. This resulted in deficit of £590k in 2021 (£360k, 2020).
- In 2021, the net gain in investments almost doubled to £1.4m (£700k, 2020). This resulted in increase in funds of about £800k in 2021. Asma noted that this is likely not going to happen in 2022, due to significant decline in investments in 2022, as Tom already mentioned.

Sources of income vs. expenditure

- In 2021, the Society's income totalled just over £2.2m where most of the income (39%) was traditionally received from the Congress, with further 25% received from membership, 21% from education and other income, and 15% from Journal.
- Looking at the Society's trends related to the income streams, it is clear that ISUOG continues to be increasingly reliant on the income from the Congress, which was significantly reduced since 2019, whereas other income streams (membership and Journal) tend to be rather static in the course of the past 10 years. Education stream has seen an increase in income in the past couple of years and this trend will likely continue in 2022. As for the 10-year trend of Congress income and costs, it is clear that the income and expenditure are almost mirroring each other.
- In terms of the expenditure in 2021, which totalled £2.8m, the costs matched reasonably closely the income streams with Congress expenditure totalling 27%, education 31%, membership 23%, Journal 16% and Outreach 3% of the Society's costs. The 5-year trend in income and expenditure shows that there is increased expenditure and slightly declining income.
- In 2021, significant investment gains were made at the time when the market has been extremely difficult. However, this trend will not continue in 2022 when ISUOG experienced a massive decline in investments.
- In 2021, ISUOG continues to maintain reasonable approach towards the financial reserves (totaling £14m), available with 6-month operating costs, incl. congress as well as 18-month operating budget and several upcoming financial investments into education in the near future. Although it is not advisable to hold large reserves as charity, the COVID pandemic has demonstrated in practice why these are important in order to provide an avenue to mitigate any potential financial risks and losses.
- As for the 2022, the predicted income was £3.3m vs. £3.9m expenditure and therefore, the deficit budget was forecast at around £570k. The YTD figures show that in the months leading to October 2022, the actual income was £2.6m vs. £3.2m worth of expenditure and therefore, the deficit reached about £660k. The 2022 financial year accounts are yet to be audited in early 2023.

5. Appointment of the auditors

Prof. Christoph Lees

Asma further addressed the Society's audit successfully conducted in 2021 and the audited accounts being signed off by the Board of Trustees in July. Since there were no questions to the accounts from the membership, Asma proceeded to proposing a motion of approval to re-appoint the current auditors (Sayer Vincent LLP) for the next financial year (2022), which was seconded by Liona Poon due to no objections or comments being received. *The Sayer Vincent LLP was approved as 2022 auditor without change.*

6. Trustee appointments and retirements

Prof. Liona Poon

Liona outlined a number of agenda items that she would be covering during the session:

- ISUOG Special resolution
- Extension of the Trustee term of the three current Trustees
- 2022 Trustee & Officer rotations, incl. appointments and retirements
- 2022 Presidential rotations
- Trustee resolution 2022: rotations across ISUOG Committees, Task Forces and other groups

ISUOG Special resolution

Liona invited members who have not received a voting email with a unique token to contact the dedicated Office staff immediately. Liona outlined the Trustee recommendation that the Article 19.6 of ISUOG Constitution be amended by inserting the following underlined wording at the end of the Article: [sic] *'19.6: A retiring Trustee is eligible for re-election for second Trustee term in accordance with Article 19.2 but may only be re-elected once and may not serve more than two consecutive terms, save that in circumstances which the Trustees consider to be exceptional a retiring Trustee may be re-elected for a third term ending at the next AGM following their re-election'.*

Liona further summarised the reasons for this amendment and clarified that the delayed decision-making meant that the ISUOG Office could not organise timely Trustee elections. In addition, organisational challenges internally meant that the three current Trustees who were supposed to retire this year are best to help overcome these challenges rather than rotate off. It was anticipated that if this were the case, the three Trustees would only continue for one more year and retire during the next AGM in 2023.

Liona provided the present members with detailed voting instructions that they already received via email prior to the AGM and noted that the resolution would pass if the amendment to the Article 19.6 of the ISUOG Articles of Association were approved by $\geq 75\%$ of those voting, incl. proxy votes (abstentions are not counted in the total). She invited the members to cast their votes within the next 7 minutes.

During the time, Liona addressed a question received from the membership as to what was the reason of not being able to appoint the new Trustees in 2022. She invited Tom to respond. Tom explained that we were not in a position to properly advertise for the new roles of Trustees because the relevant documentation was not ready and we essentially ran out of time in the run up to the AGM. There are also a number of governance issues being addressed at the moment and we felt that the current Trustees who are aware of the situation would be better off dealing with these rather than new Trustees, as long as they have time limited extension to their Trustee term.

After the vote has closed, Liona announced that *84% of members voted in favour of the special resolution. This has now been approved and the Article 19.6 will be amended as presented.*

Extension of the Trustee term of the three current Trustees

With the Special resolution voting results in mind, Liona has raised a motion of approval that the three current Trustees, Prof. Josh Copel, Prof. Jon Hyett and Prof. Dirk Timmerman continue to serve on the Board for a further one year until 2023 after which they retire. Tom seconded the approval. The three Trustees will have their term of service extended by one more year until the AGM in 2023.

2022 Trustee & Officer rotations, incl. appointments and retirements

Liona noted that Prof. Boris Tutschek retires from his position as Honorary Secretary at the AGM and that Liona will start her first term of service as ISUOG Honorary Secretary. In 2022, presidential rotations also take place whereby Prof. Tom Bourne retires as ISUOG President and becomes immediate Past President, Prof. Laurent Salomon retires as President Elect and becomes ISUOG President and Prof. Reem Abu-Rustum becomes President Elect. In addition, Prof. Katia Bilardo retires from the Officer positions.



Trustee resolution 2022: rotations across ISUOG Committees, Task Forces and other groups

Liona outlined that due to delayed decision-making process, it was not possible for ISUOG Office to organise timely Committee and Task Force elections. Therefore a decision has been made by the Board of Trustees whereby all current Committee and Task Force Chairs and members who were due to retire in 2022 would continue for one more year until 2023.

7. 2022 Presidential rotations

Prof. Liona Poon

Liona invited the outgoing ISUOG President Tom Bourne to say a few words before handing over to the incoming President, Prof. Laurent Salomon.

Tom noted that it was not a particularly easy time during the past two years given the pandemic and life transitioning to the virtual environment only. Tom recognised Laurent's achievements to date, including his contribution to the Scientific Committee, Clinical Standards Committee and his institutional knowledge about the Society. He wished him well during his presidency.

Laurent thanked Tom as well as the members present in the Annual General meeting, which is an important moment in the life of the Society. Laurent acknowledged Tom's contribution to the Society and his leadership through the pandemic as well as the work of all past Presidents he had had an opportunity to work with, including Prof. Bilardo, Prof. Copel, Dr Andrew Ngu and Prof. Yves Ville. He also welcomed Prof. Reem Abu-Rustum as incoming President Elect and expressed his excitement to work with the Executive Committee and the Board of Trustees to steer the Society into the future. To all members in our dedicated international community who every day and in sometimes very precarious conditions, work hard to better care for women and their unborn children, he expressed his aim for ISUOG to support their educational needs. ISUOG will continue to strengthen its charitable mission and increase accessibility to all. Laurent outlined that strengthening the sense of community would be a pivotal part of his presidency achieved through improved engagement, including the long awaited return to face-to-face events and also by developing tools that will make it easier to interact on a day-to-day basis. He expressed his aim to develop projects that would reduce language barriers and to simplify our membership program by increasing representation from communities in Africa, Asia and South America. Strengthening partnerships with French speaking medical-scientific communities in France, North Africa and Canada would also become a second nature. Special thanks were also passed onto the ISUOG team and membership community for continuous contributions and engagement.

Liona thanked Laurent and made a motion to adjourn the meeting. The AGM meeting was closed.