Minutes

1. Welcome and Apologies
   Prof Karen Sliwa welcomed all to the meeting and thanked them for making time to attend.
   Attendance as per attendance list.

   Apologies were received from:
   Dr Alfonso Pecoraro
   Prof Bongani Mayosi
   Prof Andrew Sarkin
   Prof DP Naidoo

2. Notification of matters of urgency
   No matters of urgency were raised.

3. Confirmation of the Minutes of AGM 2015
   Accepted: Francis Smit, Second Farrell Hellig

4. Matters arising from those minutes
   None

5. President’s report
   Prof Sliwa summarised her annual report which had been circulated and is available on our website. She then handed over to the treasurer, Prof Francis Smit, thanking him for looking after the financial of the Association in challenging times.

6. Treasurer’s report
   Prof Francis Smit thanked Prof Karen Sliwa for her tenure as SA Heart president which was marked especially by international collaboration.
   He then presented the financial report for the finance year ending 28 February 2016 as per summary circulated.
   An additional high expense is the SA Heart website with incorporated membership administration system to assist the task of Erika Dau rather than employing additional staff. He suggests that we need to observe the functionality of this for at least another year before being able to comment whether it is worth the expense.
The congress in 2015 made a good profit, but as congress organisation and finalisation typically run over more than one financial year, congress expenses and income reflected in the annual financial statement incorporate figures from different congresses. However, the respective trial balances of the audited congress 2014 and 2015 which contribute to the figures of the year under review were attached to the financial report as annexure. Prof Smit highlighted that with the changing regulation in industry as well as with no or very little income/profit expected from the 2016 conference, the next financial year would be extremely challenging and other income streams should be sought. He is however confident that the SA Heart reserves would be able to carry us through the next financial year.

No particular questions were raised regarding the financial report. Financial report accepted by Dr Eric Klug, seconded Dr Andrew Thornton.

7. Appointment of the Auditors for the next period
The Auditors are HVM Auditors and Chartered Accountants from Stellenbosch.

8. Activity reports Special Interest Groups and Branches
Prof Sliwa then presented the summaries of the various SA Heart standing committees, projects, Special Interest groups and Regional branches by way of summary slides submitted. Members had been asked to read the full reports in preparation for the AGM. She introduced Dr Neil Davies as the new president of SASCAR. She thanked the groups for being active in their respective fields. No questions or comments were received regarding these reports.

9. Confirmation and/or election of officials and board
Prof Sliwa then continued to hand over the presidency to Dr Liesl Zühlke saying that she had absolutely enjoyed her tenure and had been involved in various committees and groups of SA Heart since 2000 and encouraged especially the younger members to get involved. It was fun, one met people and it wasn’t all that much work. Dr Lungile Pepeta is joining the SA Heart Executive as vice president for a one year tenure, as Prof Brown had resigned from this post halfway through the two year term. Prof Smit remains treasurer of SA Heart.

The chairs of the four standing committees were still to be announced once the committee members which had been either nominated through the nomination platform or as SIG representative from the various SIGs have appointed the chair amongst themselves.

The board of directors would be
Dr Liesl Zühlke (Ex Officio)
Prof Francis Smit (Ex Officio)
Results from voting:
Dr Hopewell Ntsinjana
Dr Paul Adams

The fifth position on the board of directors could not clearly be established as three candidates tied with equal number of votes in 3rd position.

All three candidates were also paediatric cardiologists. Prof Sliwa suggests that we appoint neither of them but have one position open for an adult cardiologist, as the board should be representative and have at least one surgeon and one cardiologist on it. Dr Zühlke suggests
to vote for one of these three candidates by show of hands and to co-opt an adult cardiologist to the board for this year. Prof Sliwa says this would be not be appropriate as all three candidates were present in the room, and co-opting an adult cardiologist would mean he or she would not have voting rights.

The discussion around this issue then led to the first motion received speaking to the term of the board of directors. Dr Zühlke had suggested that the term of the directors of the board which is currently one year will be extended to two years. Prof Smit had suggested the tenure of the three elected directors be extended to five years, while the term of the two ex-officio members is dictated by their (two year) term. Members felt that extending the term of board members while the representation of board members was of concern would not be wise. Erika Dau points out that the currently nominated and voted candidates were still elected under the unchanged Memorandum of incorporation, their term would thus be one year regardless, and the change would only take effect in the next round of nominations. The members present agree to change the term to two years (17 votes in favour, none against*) in future. It is imperative that one however looks at continuance within the board and assures that not all board members change at the same time. All agree that the adult cardiologists need to be more motivated to participate in the nomination and voting process in future. Dr Lawrenson reminded the members of the previous dominance of the leadership of SA Heart by adult cardiologists and that a balance would be achieved if everyone participated in the voting process. Ms Dau outlined the fact that only 15 members had participated in the nomination round.

Dr Liesl Zühlke also points out that SA Heart is now a NPC and falls under the Company’s Act. We thus need to ensure that all processes follow legislation as spelled out in this Act and that changes to the Memorandum of Incorporation (previously constitution) need to follow protocol and presentation and voting at the AGM and cannot be simply changed in task groups considering a certain motion or challenge.

It is suggested to ask the three candidates to stand back and the remaining board directors will elect an adult cardiologist onto the board and co-opt another one to have fair representation on the Board of the SA Heart NPC.

Dr Liesl Zühlke withdraws her motion regarding the suggestion of Exco positions without voting rights.

The third motion – submitted by Prof Francis Smit - is to suggest that the voting platform remains open up to noon of the day of the AGM in an effort to be able to encourage more members to vote in person. Erika Dau points out that this might be challenging. The voting platform is outsourced to ensure transparency and good governance, and should the AGM fall on a Saturday or Sunday, the company might not be able to provide the figures in time. It also needs to be noted that increased participation from all members is essential in the nomination round to ensure a number of diverse candidates to be voted for in the voting round.

Voting by show of hands result in 27 for, 1 against

Ratification of requests from the Board for conferring of Honorary Membership.
This item was not handled during the AGM. However, honorary membership was conferred to Prof Anton Doubell during the gala event following the AGM. Dr Liesl Zuhlke had proposed this honorary membership with written support from Prof Johan Brink, Dr John Lawrenson, Dr Alfonso Pecoraro, Dr Rik De Decker and Dr Hellmuth Weich. This recommendation has been submitted to the SA Heart Executive previously and this had been accepted and honorary membership bestowed.

Other Matters:
No other matters were discussed.
Prof Sliwa closed the meeting.

*Though the members voted in favour of the changing the board term, the numbers participating were not enough to effect a change in the MoI of the SA Heart NPC, which stipulates that at least 75% of the members present (after a quorum has been established) need to vote in favour, which means at least 26 positive votes of the 34 full members present would need to have voted in favour.