

**Minutes of the One Hundred and Twenty-First Annual General Meeting (AGM)
of The Medical and Dental Defence Union of Scotland (MDDUS)
on Friday 20 September 2024 at 10.00am
held in the Board room, 206 St Vincent Street, Glasgow G2 5SG**

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| 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 | | |
| | Mr A McKee | | |
| | Ms E Parfitt | : | Director of Professional Services and General Counsel |
| | Mr J Parker | : | Finance Director |
| | Dr R Sadler | | |
| | Dr J Taylor | | |
| In attendance: | Dr A Craig | : | Senior Dento-Legal Advisor |
| | Dr C Godeseth | : | Customer and Development Director and Managing Director, MDDUS Services Ltd |
| | Mr B Hislop | : | Company Secretary (<i>minutes</i>) |
| | Dr J Holden | : | Chief Medical Officer |
| | Ms K Johnstone | : | Director of People and Corporate Services |
| | Mrs D Reid | : | Group Director of Governance |
| | Ms D Curnyn | : | Audit Director, BDO LLP |

Actions

1. Welcome, Apologies and Conflicts of interests

- 24/01 The Chair welcomed those present and in attendance to the one hundred and twenty-first AGM of MDDUS.
- 24/02 The Chair advised that, as there were no objections from the AGM, the proceedings would be recorded for a time-limited period.
- 24/03 The Company Secretary confirmed that, in accordance with the Articles of Association (**'the Articles'**), a quorum was present to convene the AGM.
- 24/04 The Chair, on behalf of the Board, thanked members and the wider professions for contributing to clinical services during another challenging year.
- 24/05 The Company Secretary advised that there were apologies for absence from two non-executive directors (**NEDs**) – Mr Ian Craig and Ms Margaret McPhail (Vice-Chair).
- 24/06 The Chair advised that the directors standing for re-appointment to the Board had conflicts of interests in relation to Ordinary Resolutions 3-7, but that, as there were no objections from the AGM, they would not be recused from participating in discussions about these Resolutions.

2. Minutes of the previous AGM – 8 September 2023

- 24/07 The Chair advised that the minutes of the previous AGM were agreed at the Board meeting on 14 December 2023 and were then made available to members via our website.

3. Notice of AGM

24/08 The Chair advised that the Notice, agreed by the Board and circulated to members on 2 September, was to be taken as read.

4. Proxy forms

24/09 The Company Secretary advised that:

- 1) 194 valid proxy forms were received by 18 September at 10.00am
- 2) no questions from members were received in advance of the AGM.

Special Resolution

24/10 The Chair advised that 75 percent or more votes were required to pass a Special Resolution.

5. (Special) Resolution 1 – Articles of Association

24/11 The Chair advised that the draft Articles and an explanatory note had been available to members via our website since 2 September.

24/12 He explained that the Board had taken the opportunity of a review of the Articles to:

- 1) modernise them to allow virtual or hybrid general meetings and electronic voting
- 2) enable minor changes and consolidations to improve clarity
- 3) ensure they remain 'fit for purpose'.

24/13 The Chair added that the draft Articles had been reviewed by external lawyers and the Audit and Risk Committee (**ARC**) and were agreed, in principle, by the Board on 21 June.

24/14 The Chair invited questions from the floor; none were received.

24/15 **The AGM resolved**, by a substantial majority, to approve and adopt the draft Articles presented to the AGM as the Articles of MDDUS, in substitution for, and to the exclusion of, all existing Articles.

Ordinary Resolutions

24/16 The Chair advised that a simple majority of votes (50 percent plus one) was required to pass an Ordinary Resolution.

6. (Ordinary) Resolution 2 – Annual Report and Accounts for the year ended 31 December 2023

24/17 The Chair advised that the MDDUS Annual Report and Accounts for the year ended 31 December 2023 were made available to members via our website in July.

24/18 **The AGM resolved**, by a very significant majority, to receive and consider the Annual Report and Accounts for the year ended 31 December 2023.

7. (Ordinary) Resolutions 3-7 – Board appointments

24/19 The Chair advised that information about the directors standing for re-appointment was provided on the Notice of the AGM.

24/20 **Ordinary Resolution 3 – The AGM resolved**, by a substantial majority, to re-appoint Mr Satya Bhattacharya, 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.

24/21 **Ordinary Resolution 4 – The AGM resolved**, by a substantial majority, to re-appoint Ms Marian Glen, 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.

24/22 **Ordinary Resolution 5 – The AGM resolved**, by a substantial majority, to re-appoint Dr Rebecca Sadler, 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.

24/23 **Ordinary Resolution 6 – The AGM resolved**, by a substantial majority, to re-appoint Mr Ian Craig, who, having been appointed by the Board since the last AGM, ceased to hold office under Article 15.15 and offered himself for re-appointment, as a director for a term of office of three years.

24/24 **Ordinary Resolution 7 – The AGM resolved**, by a substantial majority, to re-appoint Mr Andrew McKee, who, having been appointed by the Board since the last AGM, ceased to hold office under Article 15.15 and offered himself for re-appointment, as a director for a term of office of three years.

24/25 The Chair congratulated the directors on being re-appointed by the members to the Board.

8. (Ordinary) Resolutions 8-9 – Auditor

24/26 **Ordinary Resolution 8 – The AGM resolved**, by a substantial majority, to re-appoint BDO LLP, Chartered Accountants, as Auditor.

24/27 **Ordinary Resolution 9 – The AGM resolved**, by a substantial majority, to authorise the Board to fix the remuneration of the Auditor.

9. Date of next AGM

24/28 The Chair advised that, unfortunately, this was Ms McPhail's final AGM of MDDUS. She joined the Board in 2015, bringing her broad knowledge and expertise from the field of financial services.

24/29 As recognised by the Board at its meeting on 21 June, Ms McPhail had contributed significantly to MDDUS as a NED, Chair of the

ARC, member of the Remuneration and Nominations Committee and the Board of MDDUS Services Ltd and, most recently, as Vice-Chair of the MDDUS Board.

24/30 The Board was indebted to Ms McPhail for her nine years of service and agreed unanimously earlier this year to appoint her an Honorary Fellow of MDDUS.

24/31 The Chair commented that Ms McPhail's contributions would be missed by the Board and wished her all the best for the future.

10. Date of next AGM

24/32 The Chair advised that the next AGM was provisionally scheduled for Friday 19 September 2025 at 10.00am. The venue would likely be the MDDUS office at 206 St Vincent Street, Glasgow.

24/33 There being no other business, the Chair thanked those present and in attendance and brought the AGM to a close at 10.10am.

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

BH 22.10.24
Agreed at MDDUS Board 13.12.24