Minutes:

Second meeting of the Working Group on Revision of the Articles of the Association Scandiatransplant (WGA).

Hotel Hilton, Kastrup, Copenhagen, April 13th, 2015.

Participants:

The board of Scandiatransplant:

Krister Höckerstedt, chairman (KH)
Margret Andresdottir, Iceland (MA)
Lars Wennberg, Sweden (LW)
Helena Isoniemi, Finland (HI)

Apologies from Finn Gustafsson (Denmark) & Pål-Dag Line, Norway (PDL).

Member of major groups:

Martin Iversen, Nordic Thoracic Transplantation Study Group (MI)
Allan Rasmussen, Nordic Liver Transplant Group (AR)
Bjarne Møller, Scandiatransplant Tissue Typer Group (BM)

Apologies from Lars Bäckman, Nordic Kidney Group (LB)

WGA secretary: Kaj Anker Jørgensen, Medical Director, Scandiatransplant (KAJ)

1) Krister Höckerstedt welcomed everybody.
2) Comments to last minutes: The minutes accepted.
3) Objectives (purpose) of Scandiatransplant. KAJ showed the result of the draft made by Pål-Dag and the inputs from others, primarily LW and MA. Further changes were made in the wording. Resulting text shown as appendix 1.
4) KH reviewed the the discussions at the previous meeting and demonstrated how Eurotransplant, NHSBT and other Organ Exchange Organisations work and how Scandiatransplant interacts with these organisations. Particular attention was paid to the activities of organ exchange. KH reminded that the present members of Scandiatransplant are the hospitals in the Nordic countries which perform transplantation. He suggested that this basic system has functioned well. Internationally it is quite remarkable that apparently no official complaints has been sent regarding our activity in organ allocation by the members. The present system of members should be maintained also in the
future. KH then showed a suggestion for associated membership of Scandiatransplant. Associated members KH from other countries should have the same rights and responsibilities as the (full) members, except they should not be able to vote in the council. KH will present this suggestion at the extra Council meeting May 7th, 2015. He will ask the council if we should proceed along these lines.  

5) Groups and committees in Scandiatransplant: AR presented a suggestion for an article on groups in Scandiatransplant. It was discussed and the wording changed a little after which it was accepted. Resulting text seen as appendix 2.  

6) Legal memorandum: KAJ presented in overview the legal memorandum that has been prepared by laywer Rasmus Grønbæk Jakobsen together with Scandiatranplant programmer Peder Nørgaard and Medical Director Kaj Anker Jørgensen. It will be translated to English and circulated to WGA and hopefully it can be presented at the extra council meeting.  

7) Article on Scandiatransplant. Suggestion from KAJ accepted, se appendix 3.  

8) Extra Council meeting on May 7th, 2015: KAJ will prepare an agenda following the points on this meeting’s agenda and the tasks were distributed. Se Appendix 4.  

9) Not on the agenda. Since there was time the meeting also discussed the articles on the Council of representatives and the Board. It was agreed that living donor and deceased donors transplantation should have equal weight for the calculation of council representatives. The number of transplantations have increased significantly since 1992 and consequently also the number of representatives has increased to 35 in 2014. A calculation according where LD=DD would yield a Council of 37-39, which is a large council. KAJ should try and calculate the number transplantations per extra representative to have a council of about 25-30. If the number of transplantations is set to 75 this would using 2014 figures result in a council of 31 persons, while setting the number to 100, the council would consist of 26 people (Århus 1, Odense 1, Copenhagen 2, Skåne 2, Gothenburg 4, Uppsala 2, Stockholm 3, Oslo 6, Helsinki 4, Reykjavik 1). The number 100 is therefore used in the text in appendix 5. For the results of the rest of discussion see appendix 5.

Appendix 1:  

**Purpose of Scandiatransplant**  
Scandiatransplant is a collaborative non-profit organ exchange organization owned and managed by the member transplant hospitals. The population in each member hospital’s individual country is too low to
enable optimal matching for transplantation or maintaining a reliable and efficient urgent waiting list for transplantation. Thus, the main purpose of Scandiatransplant is:

1. Serve as a common organ exchange organisation and allocation resource for its member hospitals for kidney, liver, heart, lung, pancreas, pancreatic islet and multivisceral transplantation. This is done transparently, using ethical principles and in full compliance with the national legislation of the member states.
2. Maintain and operate a common waiting list and database.
3. Maintain and operate follow-up registries of transplanted patients and donors.
4. Serve as a collaborative platform through specialized working groups and advisory boards to guarantee best practice recommendations and polices regarding organ allocation and transplantation outcomes.
5. Form a collaborative network and common data database for the member centres to promote research related to organ donation, allocation and transplantation.

Appendix 2:

Article on Groups in Scandiatransplant

Specialist in areas of transplantation employed at member hospitals can form groups with special interests. These groups can receive support from Scandiatransplant as decided by the board. They should give a report of their activities at the annual council meeting. They are a forum for discussing matters of common interest and scientific activity. There are different types of groups. KH. LIST THE PRESENT ORGAN GROUPS.

1) Solid organ groups: The group constitutes itself, but all member hospitals performing the particular organ must be represented. The group defines its own by-laws, leadership and meeting activity. The group must at all times have a contact person to the Office and Association. It is the responsibility of the group to keep the Office update on who is the contact person.

   a. Duties of the group:
      i. Decide rules for allocation of the particular organ and keep the Office updated on these rules.
      ii. Govern compliance to the allocation rules.
      iii. Governance of data in follow-up registries.
      iv. Arrange meetings for the groups. Keep the office updated on meetings and produce minutes of the meetings for the home page. Preferably a coordinator and a member of the Office staff should participate in the meetings as observers without voting rights.
      v. Form subgroups of with special interests. These groups refer to the main group.

   b. Rights of the group:
      i. Receive practical and financial support from the Office.
      ii. Have the office staff work with a follow-up registry and scientific information.
      iii. Be on the Scandiatransplant home page.
2) **Coordinators group**: This group constitutes of one coordinator from every member hospital. Their duty is to keep all coordinators updated on relevant information, specially rules and agreements on allocation and transport of organs for transplantation. The group has 2 yearly meetings.

3) **Tissue typer group**: This group constitutes itself, but all tissue typing laboratories in the Scandiatransplant area should be represented. It defines its own by-laws, leadership and activities, but it should keep the Office updated on a contact person to the Association and the Office. The group gives recommendations for relevant tissue type information in the database and on recipient search procedures. The group acts as an expert advising committee for the organ groups.

4) **Advising committees**: These are committees of experts in a field relevant for organ transplantation. They advise the members and give guidelines the member hospitals. Their tasks given by the Board.

5) **Official cooperation committees**: Committees consisting of representatives of the association and official authorities. The Board decides who is to represent Scandiatransplant.
Appendix 3:

Current “Articles”

Article 10 (about the Board): The Board employs a Chief Executive to be in charge of the Association's day-to-day operations.

Article 11
The Chief Executive

The Chief Executive is responsible for the Association's day-to-day operations subject to the Board's authority.

The Chief Executive shall participate in Board meetings.

Suggestion:

Under the Boards duties (Article 10): The board employes a Medical Director to be in charge of the Scandiatransplant Office and the Association’s day to day operations. The Medical Director shall participate in Board meetings, but has no voting right.

Article “11” changed to.

Article 11
The Scandiatransplant Office

The main task of the Scandiatransplant Office is to manage the function of the IT-system according to instructions given by the members of the association. The Office also services all parts of the association, the general public, cooperating partners and relevant authorities with information. The Medical Director is responsible to the Board for the organisation of the Office and it’s activities.

Appendix 4:

Agenda for the extra Council meeting on the status of the work for the major revision of the Articles of the Association Scandiatransplant. Stockholm May 7th. 2015, 11.00-12.00.

1) Welcome (Krister Höckerstedt)
2) Purpose of Scandiatransplant (Lars Wennberg)
3) Membership of Scandiatrasnplant (Krister Höckerstedt)
4) Groups in Scandiatransplant (Allan Rasmussen)
5) Legal memorandum on Scandiatransplant (Kaj Anker Jørgensen)
6) Article on Scandiatransplant Office.

Appendix 5: Changes to articles 7, 8 and 9, so the wording will be:

Article 7
Council of Representatives

The Association's supreme authority is the Council of Representatives.

The Association's members have meeting and voting rights at the Assemblies of Representatives with one representative each. A member is entitled to additional representatives calculated in the following way:
A number for the transplantation activity performed during the preceding year is calculated. If
the number is larger than 100, a member is entitled to an additional representative and one
more representative each time more than 100 is added to the number, etc. The
representatives are required to be clinically active in transplantation activity.

An ordinary Assembly of Representatives shall be held once every year. Talks at the Assembly of Representatives shall be presided by a Chairman who is to be elected by the assembly and who must not be a member of the Board or be the Association's Chief Executive. Ordinary Assemblies of Representatives shall be held before 1 July, on which occasion accounts and budgets shall be presented for approval and the Board shall present its report on the Association's activities.

The Council of Representatives elects the Chairman of the Board who can not at the same time be a country's appointed member of the Board or his substitute.

The Council of Representatives elects the Association's auditor who shall be a state-authorised public accountant.

The Association's Medical Director is entitled and obliged to participate but has no voting rights.

Every member of the Association is entitled to appoint another two delegates to the Assembly of Representatives. These delegates have no voting rights but only rights to speak and observe.

The Board shall summon all who are entitled to appear at the Assembly of Representatives with a notice of not less than 3 weeks, specifying time, place and agenda for the meeting.

Issues proposed for voting and which are not included in the distributed agenda shall be submitted in writing to the Chairman of the Board no later than 14 days before the Assembly of
Representatives to the effect that it can be delivered to all who are entitled to appear at the Assembly of Representatives no later than 7 days before the meeting.

The Council of Representatives shall only form a quorum when all countries are represented at the meeting by a representative who is entitled to vote or who is in other ways entitled to participate in the decisions.

Decisions made by the Council of Representatives regarding economic matters are valid when at least half of the representatives present are in favour of them.

Decisions made by the Council of Representatives regarding the Articles of Association are valid when 5/6 of the representatives present are in favour of them.

An extraordinary Assembly of Representatives shall be held when decided at an ordinary Assembly of Representatives, or when decided by the Board, or when at least 1/4 of the members of the Council of Representatives who are entitled to vote so request.

The members of the Council of Representatives shall cover their own expenses in connection with their participation in meetings.

Article 8
Composition of and election to the Board

The Association's Board shall consist of 1 person from each Nordic country with transplant activity and a chairman from one of these countries.

The Board's members and substitutes shall be appointed by the respective countries to the effect that they are ratified by the Council of Representatives.

The Chairman of the Board shall be elected directly by the Council of Representatives upon recommendation from the nationally appointed members of the Board.

All members of the Board and their substitutes shall be elected for terms of three years, and direct re-election may occur once.

If the chairman of the board retires before the end of his election period, the board selects an acting chairman of the board from the members of the present board until next meeting of the Council of Representatives. A member of the board who is selected to be acting chairman of the Board is replaced in the Board by his personal substitute.

In case of absence a Board member's personal substitute shall be summoned.

Article 9
Board meetings
Board meetings shall be held at least three times a year or when requested by the Chairman or two members of the Board.

The Board shall form a quorum when four of the five members of the Board are present, including the Chairman.

Board decisions shall be adopted by simple majority of votes.

In case of a draw of votes, the Chairman shall settle the matter.

Remuneration of Board members shall be decided by the Council of Representatives.

Minutes shall be kept of Board meetings and put on the home page.