



International Society for Enzymology (ISE)

Board Meeting Minutes

Special Board Meeting

Saturday March 17, 2007

From 8:30am to 3:00pm.

Mount Sinai Hospital, 6th Floor, Room L6-201-1, 60 Murray St, Toronto

Present: Mario Plebani, resident and Chair (MP), Eleftherios P. Diamandis, Vice-President and Treasurer (EPD), Franco Salvatore, Past President (FS), Cathy Sturgeon, Secretary (CS)

Participating by telephone: Daniel W. Chan, Councillor (DC)

Apologies: David M. Goldgerg (DMG)

AGENDA

	ITEM	ACTION	PRESENTERS
1	Announcements	Information	M. Plebani
2	Approval of minutes from Padua Board Meeting	Recommendation	C. Sturgeon, M. Plebani
3	Business arising from minutes	Information	M. Plebani
4	President's Report		M. Plebani
5	Treasurer's Report		E.P. Diamandis
6	Secretary's Report		C. Sturgeon
7	Specific Items: (1) Constitutional Question – Re: ISE Board (2) Constitutional Question – Re: C. Sturgeon (3) Financial Mishandling Question – Re: E.P. Diamandis (4) Future Financial Arrangements (5) Communication within Board (6) D. Goldberg's actions to resolves ISE (7) D. Goldberg's correspondence with non-ISE members (8) General Assembly of Society (9) Future Meeting Sponsorships (10)Dr. M. McQueen Letter (11)Future Meetings: Decision Re: Athens Meeting (12)New Elections (13)Open Letter to All Members (14)Complaint of one board member for participation at an ISE-sponsored meeting (15)Other issues		All participants

1. Announcements.

The Board unanimously regrets the necessity of convening a time-consuming and expensive Special Meeting to consider allegations of misconduct made by Dr David Goldberg. The President thanked all participants for making possible the meeting, despite their busy agendas and in particular the Vice-President for hosting and organizing the meeting.

2. Approval of the minutes of the Padua Board meeting.

The following corrections to the minutes were made:

- Re: Item 3. President's Report. Spelling of "statutory" under 3b.
- Re: Item 4. Treasurer's Report. Paragraph to be replaced by: Dr Diamandis presented a brief financial report at the Padua meeting but the ISE Board requested more details. [Dr Diamandis provided these in a detailed financial report in February 2007.]
- Re: Item 5. Secretary's report. Final sentence of the first paragraph regarding membership status to be deleted.
- Re: Item 6. Reports on Meeting. "In the afternoon" for "this afternoon" under 6b.
- "Sponsor" for "sponser" under 7.

Subject to the above corrections the minutes were accepted by the Board.

The Board empowers Dr EPD to make the above corrections on the Society's web site. Effective immediately, the webmaster [Arun Karumanchiri] will receive instructions only from the President, the Vice-President or the Secretary of the ISE Board.

3. Business arising from the minutes.

Minutes Section 3b. Composition of the Board.

At the Padua Board meeting the Board co-opted Dr D M Goldberg as Councilor of ISE for the remaining tenure of the present Board.

After careful reading of Item 8 of the Constitution it is clear that a co-option is only possible after the resignation or death of an elected Board member during the current term. Since neither of these applied here, the Board concludes that the appointment of Dr Goldberg to this post was unconstitutional. Therefore, the Board voted on the following motion:

Motion 1.

"The appointment of Dr David Goldberg as Councilor at the Padua meeting in October 2006 is unconstitutional. Therefore, the composition of the ISE Board remains the same as that prior to the Padua meeting."

Proposed: Dr MP

Seconded: Dr FS

In favor : **MP, FS, EPD, CS, DC**

Against : **None**

Abstained : **None**

4. President's report. The President reported that all papers but one had been received for the Special Issue of *Clinica Chimica Acta*. Authors have now received the proofs of their articles with publication expected in Summer 2007.

5. Treasurer's report. The Treasurer had pre-circulated (February 16th 2007) a detailed Financial Report outlining profits and expenses of the organization for the period January 1st 2004 [the date on which ISE accounts were transferred to Toronto] through December 31st 2006. A Summary of the Report is appended to the minutes. The current balance of the ISE Account is US \$100,079. The Board examined all expenses and profits and concluded that every expense has been appropriately accounted for and approved by the Board. The Board approved the Treasurer's Report unanimously.

6. Secretary's report. In order to prepare for the forthcoming elections to the new Board, the Secretary reported that she is compiling a list of all members in good standing who will be contacted as required by the Constitution in the Summer of 2007.

7. Specific items.

Constitutional Question – Re: ISE Board.

The Board reviewed the allegations of Dr. David M. Goldberg [e.g. e-mail of February 22nd, 2007, addressed to Dr Franco Salvatore] that "The present Board of the Society has taken office by means which appear to be unconstitutional because the recommendations of the nominating committee were not circulated by the Secretary to ISE members, allowing them the opportunity to propose alternative candidates".

The Board found that the above statement is difficult to comprehend since Dr Goldberg was a member of the nominating committee and never disputed the results of the election, until recently (last 2 months). More specifically, in the Minutes of the General Business Meeting held in Padua, Italy on Thursday 28th October 2004 (which were written by Dr Goldberg) it is recorded that "Those present expressed satisfaction with the composition of the Board and with the manner of its nomination, which did not call for an election as such." In addition this Board met on two subsequent occasions at which Dr Goldberg was in attendance as Editor of the ISE Newsletter. At neither of these meetings or the General Assemblies held in Padua in 2004 and 2006 was any question raised as to the constitution of the Board by any participant.

The Board feels that the opinion raised above is unjustified for the following additional reasons:

1. The recommendations of the nominating committee were indeed circulated to all members of the Society by two means: (A) By an email to all members with an email address. The email was circulated to these members by Dr. Irvin Bromberg who, at that time, was the webmaster of ISE. The e-mail with its text, as well as the e-mail recipients, are attached to the minutes of this Board meeting [Appendix, pp 8-10].
2. Those members without an email were contacted by regular mail, dispatched from Mount Sinai Hospital.
3. Dr. Irvin Bromberg, the ISE webmaster at that time, and in charge of the membership database, provided an email explaining all the actions taken at that time to notify members (attached with the minutes). [Appendix p. 10].

Based on the above documentation, the notion that the recommendations of the nominating committee were not circulated by the Secretary to all members is not consistent with the evidence. Based on the above information, the Board votes on the following motion:

Motion 2.

“That the allegation that the present Board of the Society is unconstitutional is unfounded and is not supported by the facts.”

Proposed: MP

Seconded: EPD

Members voted in favour : **All present + DC**

Members against : **None**

Members abstained : **None**

Constitutional Question – Re: Membership status of the Secretary [Dr Cathie Sturgeon]

The Board reviewed the allegation of Dr. David M. Goldberg [e.g. e-mail of February 22nd 2007, addressed to Dr Franco Salvatore] that “a person who is not a member of the Society was nominated and subsequently appointed to the office of Secretary.”

The Board examined the evidence and found the following:

1. Dr Sturgeon formally applied for membership with all necessary requirements by fax sent on October 27, 2003. As per an e-mail from Dr Diamandis to Dr Goldberg on 19th December, 2003, this faxed application had been given to Dr Bromberg by Dr Diamandis at some earlier stage. An e-mail to Dr Sturgeon from Dr Bromberg on December 22nd 2003 confirmed that her membership application was in order, as confirmed in a subsequent e-mail. [Appendix pp. 11-17].
2. A letter from Dr. Bromberg further confirms that her membership information was received and put in the database on December 22, 2003.
3. She is also referred to as the only new member of the Society in the minutes of the General Business Meeting held in Padua, Italy on Thursday 28th October 2004 which were written by Dr Goldberg.

Owing to a misunderstanding with Dr Diamandis, her 2-year membership fee was not processed but will be deposited in the ISE account on the 20th March 2007.

The documentation attached with the minutes indicates, then, that Dr. Sturgeon applied and became a member of ISE before taking office on January 1st, 2004. The confusion with her payment has now been fully rectified.

However, if Section 4.1 of the Constitution is interpreted in the most strict fashion, i.e. that the money for the subscription should be in the account of the Society before acceptance as a member, then, the President and the Vice-President, acknowledging the international scientific stature of Dr Cathie Sturgeon accept, as of now, her subscription to the Society. The Board also reconfirms her duty in the Board Committee as Secretary until the end of the present term. Since Dr Sturgeon was a speaker of an ISE-sponsored Conference, she is now eligible for life membership, which will be confirmed by the Board at a later time.

Based on the above information the Board votes on the following Motion tabled by the President:

Motion 3.

“That Dr. Catharine Sturgeon has been a member of the Society since December 22nd, 2003 and her election to the Board was legitimate. The confusion with her payment fees has now been fully resolved and as of now she is reconfirmed as a full member and as the Secretary of the ISE.”

Proposed: MP

Seconded: EPD

Members voting in favour : **All present & DC**

Members against : **None**

Members abstained : **None**

The Board also voted on the following Motion tabled by the President:

Motion 4.

Regarding editing of the ISE Newsletter, the Board agrees that the Secretary, aided by the other Board members, will, from now on, prepare the minutes and the ISE Newsletter for publication on the Society web site and in Clinica Chimica Acta.

Proposed: MP

Seconded: FS

Members for : **All present + DC**

Those against : **None**

Members abstained : **None**

Financial Mishandling Question [Dr E P Diamandis]

Dr. David M. Goldberg, in an e-mail of January 4th 2007 addressed to all Board members, claimed that there was an unaccounted deficit of \$2,000-\$3,000 in the ISE accounts. He claimed to have initiated an injunction against the President and the Vice-President of the ISE, freezing all assets of the Society.

Furthermore, it was claimed that no financial statement had been presented to the Board over the last 3 years.

The above statements have been examined carefully by the Board. The claim that no financial statement was presented to the Board for over 3 years is unfounded [see Item 2 above – Matters arising from the Padua meeting and minutes of the same meeting.]

A comprehensive and detailed analysis of the ISE account since this was moved to Toronto indicates clearly that every single dollar belonging to the organization is accounted for. This financial statement of the Treasurer is now attached with the Minutes. [Appendix pp 1-7].

The Board voted on the following Motion:

Motion 5.

“To adopt the Treasurer’s Report and to confirm that no financial irregularities were noted or funds missing from ISE accounts. All paid expenses have been appropriately approved by the Board and more details can be provided to any ISE Member in good standing, upon request. If required, an external auditor will be hired at ISE expense to verify the accuracy of the Treasurer’s report.”

Proposed: MP

Seconded: CS

Members voted in favour : **All present + DC**

Members against : **None**

Members abstained : **None**

Future Financial Arrangements

The Board, on the 20th of April 2004, unanimously approved by a postal ballot the resolution that ISE funds reside in the Province of Ontario and that funds can be dispersed under the joint signatures of Dr. Eleftherios P. Diamandis and Dr. David M. Goldberg.

The Board examined Item 11.2 of the Constitution, which clearly indicates that funds dispersed by the Society are signed jointly by the President and Treasurer of the Society.

Every expense approved by the Board over the last 2 years was dispersed under the joint signatures of either Dr. E.P. Diamandis and Dr. D.M. Goldberg or Dr. M. Plebani (President) and Dr. E.P. Diamandis.

In order to comply fully with the ISE Constitution, the Board votes on the following

Motion 6.

“That effective from March 17th, 2007 onwards, ISE funds held within the Province of Ontario, Canada are to be invested, held, or dispersed, according to the instructions agreed by the Board of the Society and conveyed under the joint signatures of the President and the Treasurer.”

Proposed: FS

Seconded: CS

Members voted in favour : **All present + DC**

Members against : **None**

Members abstained : **None**

Communication within the Board

Dr. Goldberg, in a number of e-mails circulated between December 2006 and March 2007 [e.g. e-mails of January 4th 2007 (see Appendix page 18)], engaged in hostile and unwarranted actions against other Board Members. Additionally, in his efforts to dissolve the Society, he corresponded with non-ISE Board Members before making any attempt to discuss these issues within the ISE Board. Dr. Goldberg’s actions disrupted the climate of friendship and collaboration within the Board. The Board has now appointed a new Newsletter Editor [the Secretary] and revised financial management arrangements according to the Constitution. In view of the above, the Board wishes to thank Dr Goldberg for his previous contributions to the Society, and in particular his preparation of the ISE Newsletters. Since the Secretary will now take over this duty, and also in order to save money, the Board has decided to relieve Dr. Goldberg from any duties related to the ISE Board.

The Board votes on the following Motion:

Motion 7.

“The Secretary will now take over the duty of Newsletter Editor. In order to save money, the Board has decided not to invite Dr. Goldberg to future ISE Board meetings to cover duties that are assigned by the Constitution to other Board members.”

Proposed: MP

Seconded: FS

Members voted in favour : **All present + DC**

Members against : **None**

Members abstained : **None**

General Assembly of the Society

A request by a life member (Dr. Matthew McQueen) has been put forward to the Board for calling a General Assembly Meeting during the American Association for Clinical Chemistry Conference on July 15 – 19, 2007. The Board welcomes the proposal and votes on the following Motion:

Motion 8.

“That the President of the Society will examine the possibility of organizing a General Meeting of the Society during the American Association for Clinical Chemistry Annual Conference on July 15 – 19, 2007. If this is feasible, it will be called according to Item 12 of the ISE Constitution”

Proposed by: MP

Seconded by: CS

Members voted in favour : **All present + DC**

Members against : **None**

Members abstained : **None**

Future Meeting Sponsorships

Under item 3 of the Constitution, one of the major goals of the Society is to organize or co-sponsor meetings devoted to all aspects of Enzymology. ISE has previously sponsored scientific meetings and contributed to some of the costs. Since it is not always clear if the Society sponsors meetings with amounts that are considered either seed money (with the intention of those being returned if the meeting makes a profit) or unrestricted funds, the Board votes on the following resolution:

Motion 9.

“That in the future, it is made clear to the organizers of sponsored meetings whether the ISE Board has approved the financial contribution of ISE as seed money (i.e. to be returned if the meeting makes a profit) or as an unrestricted grant (i.e. not to be returned). This should be clearly stated in the letter confirming sponsorship from the ISE President to the Organizer of the sponsored Conference.”

Proposed: EPD

Seconded: CS

Members voted in favour : **All present + DC**

Members against : **None**

Members abstained : **None**

Dr M McQueen – Letter to ISE Members [March 5th 2007]

Dr. Matthew McQueen, a life member of the Society, circulated a letter to all members by email, on March 5, 2007, indicating various points related to the Society, the Board and its Members.

The Board examined the points raised by Dr. McQueen and found that most, if not all of them, are unfounded and not documented and they recall many of the statements previously made by Dr Goldberg.

The Board has already responded to the points raised by Dr McQueen and the ISE President has already sent a letter of clarification to him.

The Board votes for the following Motion:

Motion 10.

“That the President writes a further letter to Dr. McQueen attaching the minutes of this Board meeting, explaining that the points raised in his letter are inaccurate and inviting him either to retract the letter or issue a correction.”

Proposed by: MP

Seconded by: FS

Members voted in favour : **All present + DC**

Members against : **None**

Members abstained : **None**

Possible Satellite Meeting in Athens during the IUBMB Meeting in Athens June 27 – 30 2008.

Under the initiative of Dr. D.M. Goldberg, discussion has taken place over the last several months, regarding a possible satellite meeting in Athens around June 27 – 30 2008. The Board examined pros and cons of the meeting and determined that its success, both scientific and financial, is not guaranteed at present. The Board votes on the following Motion:

Motion 11:

“That the President notifies the IUBMB Meeting Organizers in Athens, 2008, that ISE would not be able to organize a Satellite Meeting at that time”

Proposed by: FS

Seconded by: EPD

Members voted in favour : **All present + DC**

Members against : **None**

Members abstained : **None**

Motion 12: New Elections

According to the Constitution, Item 10, the Board should get ready for election of new officers of the Society, to take office on January 1st 2008. According to the Constitution, the procedure should be initiated well before August 1st 2007. The Board empowers the current President to initiate the process in due course.

The Board votes on the following Motion:

“That the current ISE Board prepares for election of new officers of the Society, according to Item 10 of the Constitution”

Proposed: MP

Seconded: EPD

Members voted in favour : **All present + DC**

Members against : **None**

Members abstained : **None**

Open Letter to All Members

The current turbulence of the Society has been discussed at this Board Meeting and a number of motions have been approved to resolve all issues.

The Board votes on the following Motion:

Motion 13.

“That the President of the Society sends an open letter to all members by email, and by mail correspondence, explaining the current status of the Society. In the same letter, the President will call upon a General Meeting, to be held, if feasible, in July 2007 during the AACC Annual Meeting.”

Proposing: EPD

Seconded: FS

Members voted in favour : **All + DC**

Members against : **None**

Members abstained : **None**

Participation of members at ISE sponsored meetings.

Dr Goldberg complained that one ISE Board member had attempted to prevent a member of the Society from participating in a future ISE-sponsored meeting. The Board voted for the following motion:

Motion 14.

“No ISE member should be prevented from participating at an ISE-sponsored meeting after appropriate registration.”

Proposed: CS

Seconded: FS

Members in favour : **All present + DC**

Members against : **None**

Members abstained : **None**

Dr Goldberg was contacted in Portugal by telephone at 2:50pm Toronto time and agreed to consider the motions and submit his votes and other comments by Monday the 19th of March 2007.

The meeting was closed at 3:00pm.