

## Minutes of the 375 meeting Council

**Friday 9 March 2018 09:00-12:30**

**Venue: Charles Darwin House 2**

**Present:**

Neil Gow (President, in the Chair)

Ian Roberts (Treasurer)

Maggie Smith (General Secretary)

Jodi Lindsay (Chair of Publishing Committee)

Pat Goodwin (Chair of Policy Committee)

Tadhg Ó Cróinín (Chair of Professional Development Committee)

Mick Tuite (Chair of Scientific Conferences Committee)

Helen Brown (Chair of ECM Forum)

Tracy Palmer (Elected Member)

Nicola Stonehouse (Elected Member)

Paul Kellam (Elected Member)

John Morrissey (Elected Member)

George Salmond (Elected Member)

**In attendance:**

Peter Cotgreave (Chief Executive)

Sarah Buckman (Director of Strategy and Members' Programmes)

Tasha Mellins-Cohen (Director of Publishing)

Joanne Morley (Chief Operations Officer)

### **1.1 Apologies for absence & welcome to new attendees**

The President formally welcomed Council to the 375 meeting. Apologies were received from David Bhella, Chair of Communications Committee, and Elected Member, Steve Oliver.

The President took the opportunity to congratulate Helen Brown on her new senior Post-doc role at the University of Surrey, and to congratulate Mick Tuite on his election to the American Academy of Microbiology. Council further congratulated the President on his new role as Deputy Vice Chancellor for Research and Impact at the Exeter University.

## **1.2 Declaration of any new conflicts of interest**

None were declared. The President reminded all members that they had a responsibility for their own conflicts of interest and to notify the Society of any new conflicts that may arise.

The Chief Executive declared a conflict of interest in relation to items 2.7 and 3, as a Director of CDH Ltd; Pat Goodwin declared her conflict as Honorary Treasurer of the Royal Society of Biology and Tracy Palmer as the spouse of the Treasurer of the Biochemical Society. Members of Council declared interests as members or Fellows of the Royal Society of Biology, the Society for Applied Microbiology and the Biochemical Society.

## **1.3 Minutes of the 374 Meeting of Council**

Council noted that item 2.5 should have recorded that the Appointments Panel would have three members of Council in addition to the General Secretary, not four.

With this amendment, the minutes were accepted as a true and accurate record of the 374 meeting of Council.

## **1.4 Matters arising from the minutes and action points**

Arising from item 2.10, nominations to the REF panels had been submitted, and the official announcement of the successful candidates was expected shortly.

# **2. President / Chief Executive Business**

## **2.1 General business /Report back from CEO**

The President reported that the Society had supported the nomination of Dave Whitworth to become a Council Member of the Royal Society of Biology.

The President updated Council on the 'Invisible Planet' television project; Lion TV, the production company involved, had contacted the President several weeks prior to the meeting to inform him that they are undertaking further analysis and hoped to be in a position to pitch to broadcasters.

Council noted that dates had not yet been set for 2019 Council meetings, and that confirmation of the dates would need to wait for the appointment of the next President. In the meantime, it was provisionally agreed to set the dates in line with the regular schedule, and the Chief Executive undertook to email a list of provisional dates to Council members.

### **2.3 Composition of Council and Committees**

Council noted the paper circulated in advance.

There were two errors, with names duplicated on the Virology Division and the Eukaryotic Division ECM Representative listed in the incorrect box. These would be corrected for the next circulation.

### **2.4 New members list**

The President observed that the list of incoming members was growing. The Chief Executive noted that at this particular point in the year, many members joined or renewed to benefit from the reduced Annual Conference rates.

### **2.5 Council Appointed Positions**

The General Secretary summarised the process for Council-appointed positions. The General Secretary along with an appointments panel of three further members would consider all nominations. Nominations from Council members could not be considered. Owing to various conflicts of interest on the part of the original panel, the panel was now comprised of the General Secretary, two members of Council (Jodi Lindsay and John Morrissey) and the Chair of the Virology Division, Gill Elliott.

Members with conflicts of interest left the room for the discussion of nominees.

The General Secretary reported that the nominations for President included six men and four women; and seven members whose primary expertise was in prokaryotes and three virologists.

On consideration of the names, Council agreed that it contained a list of sufficient diversity and strength for the panel to proceed.

The General Secretary would approach the long list of nominees to ascertain if they were willing to stand. Those who wished to be considered would be asked to submit a statement and their CV. The appointments panel would meet before the next meeting of Council to create a shortlist for Council to vote on at its July meeting.

The General Secretary reported that three expressions of interest had been received for the post of Chair of Communications Committee, two men and one woman. Council agreed that the list contained sufficient diversity and strength for the panel to proceed.

It was further agreed to write to all of the nominees for Chair-Elect of the Communications Committee to encourage them also to put themselves forward for other available elected positions on the Committee.

The Chief Executive confirmed that nominations for elected members of Council, Committees and Divisions would be open from Monday 12 March with a closing date of Monday 16 April, and that the results would be reported to Council for its confirmation at the July meeting.

## **2.6 Prizes review**

The General Secretary introduced the recommendations from the Prizes panel review, which in addition to the General Secretary had consisted of Tracy Palmer, George Salmond and David Bhella.

Council considered the recommendations and approved them subject to the following variations and clarifications:

- the wording online would be updated to reiterate that both the Prize Medal and Marjory Stephenson prizes were global prizes. All members could nominate (except Council members), and those nominated did not have to be members.
- Council did not approve the recommendation to move the decision on the Outreach Prize to the ECM Forum Executive Committee. The Chair of the ECM Forum Executive Committee made the case that there was added value to the Microbiology Outreach Prize if it were associated with the main suite of prizes, and that there was a risk of the Society sending the message that outreach was only for Early Career scientists. The Prizes Panel would in future award the Microbiology Outreach Prize with the winners presenting at the Annual General Meeting.

- it was agreed that Council members would not in future be eligible to nominate for any prizes or Council-appointed positions, so as to minimise the number of potential conflicts of interest that may arise.
- it was agreed that nominators of the Prize Medal winner would be invited to the President's dinner at Annual Conference and that reasonable expenses would be covered by the Society to support their attendance.
- was further agreed that wording regarding Honorary Membership needed updating to reflect the Society's strategy, vision, values and objectives.

Council agreed to delegate final sign-off of all wording changes to the General Secretary.

## **2.7 Outcomes from Thursday session / Charles Darwin House**

The Chief Executive provided Council with all of the background information relating to Charles Darwin House matters, including the report provided by external consultant, Tony McBride of Futura Consulting. He further summarised a series of recommendations from Finance & Operations Committee.

At its session the day before, Council had received a detailed presentation from Tony McBride on his report, and a summary of other significant CDH matters from the Chief Executive, and had held a lengthy discussion. The discussion was summarised and Council's position agreed at the formal Council meeting.

Council set out its position as follows:

The Microbiology Society does not value co-location with current partners sufficiently to justify the risks and costs associated with it. Having reviewed the organisations with which it collaborates successfully, it was satisfied that co-location is not an important factor in success. Council did not believe that simplifying the co-ownership agreement was a practical solution. Its favoured position, which it considered most likely to support the delivery of its strategy, was to dissolve the partnership in the most orderly and least painful way and for each organisation to make its own provision for office space. This would include selling its share in CDH2 and selling its share in CDH1 as quickly and painlessly as possible. This would not preclude the Society collaborating with any of the other co-owners on activities that aligned with the Microbiology Society's strategy.

Council approved the following recommendations from Finance & Operations Committee:

- To instruct the Chief Executive, in his capacity as a Director of CDH Ltd, not to approve the draft budget for 2018 until costs had been reviewed and reduced
- To refuse the World Obesity Forum's request to trigger their break clause after the date permitted in its lease
- To seek to let the 4<sup>th</sup> floor of CDH2 as soon as possible to maximise rental income, providing there was a break clause in 2020 in line with other leases, in order to secure vacant possession
- Not to approve the expenditure to refurbish the ground floor of CDH 2
- To defer the decision regarding giving the Royal Society of Biology Pension Trustees a charge over the buildings, awaiting further legal advice
- To decline the Royal Society of Biology's request to discontinue paying its share of building costs at CDH2
- To indemnify Peter Cotgreave in a personal capacity as a Director of Charles Darwin House Limited, up to a limit of £200k; Council delegated to the Officers the power sign this agreement, once the Society's lawyer had drafted it. Peter Cotgreave could not be involved in instructing the lawyers in this matter because of his obvious conflict; formal instruction had been given by the Treasurer and the matter would be handled on a day-to-day basis by the Chief Operations Officer.

It was also agreed that the Treasurer would send a letter setting out the Society's position to the Treasurers of the other co-owning organisations by no later than 16 March 2018.

Council also provided a mandate to the Treasurer and the Chief Executive to take forward to a meeting on 23 April, at which the Chief Executives and representatives trustees of all the co-owners would be present:

- To sell CDH 2 as quickly as possible
- To provide the other co-owners with more clarity on our position
- To gain clarity on the other co-owners' positions
- To agree a timeline for action

It was also agreed that if CDH runs into a serious cashflow situation again in the near future then the Chief Executive and the Treasurer could authorise the repayment of the Microbiology Society's share of the CDH loss for 2017. This would be approximately £26k by the current draft accounts for 2017.

Council further agreed that should cash flow remain a problem, it accepted that it would need to pay its share of the losses for 2018, notwithstanding its decision that the budget needed revising to reduce the expected losses before it could be agreed.

The Chief Executive confirmed that as some staff in all the co-owning Societies had been involved in various conversations relating to the futures of CDH, it had been agreed by all CDH Directors that a joint staff message would be sent on 12 March. Council also agreed that a communication with members would be necessary following the meeting on 23 April.

Council requested that at a later stage, following decisions taken by all co-owner Councils that a full options appraisal examining the Society's future location options should be brought to Council for discussion.

## **2.8 Access Microbiology update**

The Director of Publishing summarised the paper detailing the market research carried out for *Access Microbiology*. Publishing Committee had recommended that this initiative should now be progressed to launch.

Council ratified the recommendation.

Nicola Stonehouse requested clarification on the matter of an Impact Factor, which had been briefly discussed in a previous meeting. The Director of Publishing noted that Clarivate, which produced the Journal Citation Reports in which Impact Factors were published, required two full years of publication before it would consider any journal for an Impact Factor, so that a decision on whether to apply for an Impact Factor could not be taken until that point. Council recommended that the Publishing Committee should consider the matter at that time.

## **2.9 Closure JMM Case Reports**

At the December meeting of Council, it had been agreed that there should be a detailed examination of the timescales to profitability of the newer titles in the Society's portfolio. As a result, it had become clear that *JMM Case Reports* (one of the Society's purely Open Access journals) was not covering its costs and there was no realistic prospect of it doing so in the foreseeable future. Publishing Committee recommended its closure as title, on the understanding that the sort of content it published, which was considered very valuable, would be absorbed into *Access Microbiology*. The President observed that other publishers might wish to purchase this journal, and suggested that Elsevier could be interested in a commercial opportunity. Council agreed that the

journal should be closed. The Director of Publishing agreed to contact Elsevier regarding a potential sale.

### **2.10 Affiliated Societies proposal**

The Director of Publishing summarised a paper which detailed a request from the American Society of Virology and the German Gesellschaft für Virologie to promote our journals (specifically *Journal of General Virology*) among their memberships, with corresponding promotion of the societies by the journal. This would require the Society to hold logos for the other societies on journal marketing material. The proposal was agreed by Council on the understanding that members of the other societies would not get the same level of benefits as the Microbiology Society offered to its own members.

### **2.11 75<sup>th</sup> Anniversary Working Group proposal**

The General Secretary summarised each of the proposed activities detailed in the paper which she felt could have major impact, in terms of delivering the Society's strategy:

- Microbiology in the UN Sustainable Development Goals
- Fleming prize winners' plenary session at Annual Conference 2020
- Redigitisation of journal content
- Top 10 Microbiology discoveries that changed the world
- '75 years on' project, updating the '50 years on' book published for the 50<sup>th</sup> Anniversary.
- Image library – 'image of the month' or similar competition.

The General Secretary suggested that there were some proposals which would possibly have less impact:

- Wikipedia editathon
- Hard copy calendars
- A 'glossy' Microbiology book
- Microbiology in literature and film

Council agreed that it would be hard to approve any of the lower-ranked proposals without detailed budgets and timetables, in the context of the Society's wider programme of activities. Council supported the higher impact activities as those with the greatest chance of success. There was



particular support for the Fleming plenary session at the Annual Conference in 2020 and Council requested that the Chief Executive contact Sir Paul Nurse formally to request his involvement in this session, as Chair of the Organising Committee.

It was agreed that further detail on budget and implementation would be brought to the July Council meeting, noting that calculations regarding the Society's reserves policy had made an indicative provision for a separate budget of £500,000 to celebrate the Anniversary.

### **2.12 Council Shadowing Scheme**

The Chief Executive summarised the paper and confirmed that as previously agreed, this scheme would be rolled out to other Committees.

### **2.13 Critical Risk Register**

Council noted the current version of the Risk Register.

The Chief Executive observed that the Register now needed updating in relation to CDH matters and these changes would be made for the next time Council reviewed the Register.

The Chief Executive also proposed that as on previous occasions, it would be desirable for the elected members of Council to review those sections of the document relevant to their Committees in advance of Council's future reviews of the Register. This was agreed and the Chief Operations Officer would circulate the relevant sections to those Council members in due course.

### **2.14 State of Microbiology Project**

The Chief Executive and the Director of Strategy and Members' Programmes summarised the paper to initiate the State of Microbiology Project, which would start by examining all the information in the public arena that could be analysed for a picture of microbiology in the UK and Ireland. This included data on publications; UCAS course data; HESA data on diversity; FindaphD.com for course information; RCUK funded projects and associated publications; and REF data.

Council agreed the proposal to form a Steering Group to take the project forward, and agreed to invite Charles Dorman to chair the group.

### **3. Finance and Operations**

#### **3.1 Update from Finance and Operations Committee**

Council was provided with an update paper from the Finance & Operations Committee meeting held on 8 March 2018.

All Charles Darwin House related matters were agreed under item 2.7.

Council was asked to approve a series of further recommendations as follows:

- The Treasurer to request specific data from Waverton to explain how the performance of the portfolio compares directly with other portfolios they manage with similar mandates.
- For Asset Risk Consultants to provide a detailed analysis of the costs the Society may incur to transfer part or all of its investment portfolio to another investment manager(s).
- To convene an additional meeting of Finance & Operations Committee, before the July meeting, to review this additional information in more detail and bring a formal recommendation to Council in July.
- For Society staff to receive a 2.5% cost of living increase, effective from 1 April 2018.
- To approve the proposed journal subscription pricing model for 2019.
- To approve the revised reserves policy and associated wording for inclusion in the 2017 annual report.
- For the Senior Management Team to develop plans for July's Finance & Operations Committee and Council to ensure that the surplus funds were directed towards activities that would invest in the future of the Society's charitable objects.
- To allocate £1,500 funds from the contingency budget to Protistology-UK to support collaboration.

All recommendations were approved.

### **4. Key points for Council**

#### **4.1 Summary of progress – Strategy 2018-2022**

The Chief Executive summarised the Society's progress against the strategy and it was noted that this paper would replace the multiple Key Points papers that Council had previously received.

Thanks were given to Paul Kellam for providing evidence at the House of Lords and for attending the House of Commons Science & Technology Committee's Brexit summit.

The Chief Executive would write to Steve Smith, the Chair-Elect of the Scientific Conferences Committee to formally thank him for his support with the Conferences and Events Manager interviews, as he was detained in London for an additional four days by the weather conditions.

## 5. Minutes from Committee Meetings

### 5.1 Policy

The Chair of Policy Committee noted that after the success of the Brexit roundtable meeting earlier in the year, the Policy team was moving forward with the next meeting which would be a roundtable meeting on the Research Environment, to inform a Society position statement on this topic. This would form the basis for future consultation responses, upon which evidence could be built.

### 5.2 Communications

It was confirmed that Dr Rachel Exley had been appointed to the Microbiology in Schools Advisory Committee as the new representative for the Society. It was also reported that the Head of Communications was working to deliver a communications plan to support the strategy.

Nicola Stonehouse reported that *Microbiology Today* had been updated to include photographs of the member authors. Further plans are being developed to include details of membership.

### 5.3 Scientific Conferences

The Chair of SCC updated Council on progress with FEMS 2019 plans. A representative from each of the Divisions had put together a programme for the Microbiology Society's day-long session at FEMS and this had been submitted to the FEMS Congress 2019 Organising Committee. It was hoped that feedback from FEMS on the proposal would be received by the end of the month and proposed speakers would then be invited.

Annual Conference 2018 preparations were going well. In addition, plans for Annual Conference 2019 were well under way.

## **5.4 Publishing**

It was confirmed that a new schedule for Publishing Committee meetings had been put into effect, so that they better aligned with Council, with the first conference call held in February 2018 to discuss the items put forward to the 375 meeting of Council.

Other outputs from the meeting were that Helina Marshall, the Early Career representative, agreed to become the Committee's Equality and Diversity representative, and that the pop-up journal had been named to X-AMR. The President suggested that X-AMR could be promoted at the Scottish Universities Life Sciences Alliance (SULSA) conference on AMR in April 2018.

## **5.5 Early Career Microbiologists' Executive Committee**

The Chair confirmed that Helina Marshall was confirmed as the newly appointed publishing representative and Grace Russell was appointed as the new undergraduate representative. A new Virology Division representative was being sought.

The Chair also noted that the two-year cycle for positions on Early Career Microbiologists' Executive Committee was discussed at the last meeting. One member, the Communications rep, had agreed extend for a third year to stagger members' departure dates, and to test whether this would be a better length of service.

The Chair also reminded Council that plans for the ECM Summer Conference were well under way with the Chair-Elect, Amy Richards, driving this forward; abstract submission was open and there would be further promotion of this at the Annual Conference.

## **5.6 Professional Development**

The Chair confirmed that the Mid-career working group plans were now being progressed by the Committee, and had huge potential. Working Group members would be surveying delegates at the Annual Conference for their views on barriers to career progression and how the Society could help and support them.

The Chair also reminded Council about the Teaching in Higher Education Symposium scheduled for the Monday prior to the start of the Annual Conference which had been very well received. This would be a taster for the appetite for such sessions at Conference and again have a component on suggestions for what more the Society could do to support those more active in teaching than research.

## 6. AOB

Nicola Stonehouse requested that password-protected Council papers are made editable for ease of use.

The meeting closed at 12.40pm

### Summary of actions

No.	Action	Owner
375/01	All of Council to send through their conflicts of interests.	Council
375/02	Governance and Operations Executive/ to amend Council minutes 374.	GOE
375/03	Governance and Operations Executive to redact the Council minutes 374.	GOE
375/04	Support the nomination of Dave Whitworth to the RSB Council	CEO / President
375/05	Circulate provisional Council dates for 2019, and confirm dates of Council meetings from 2019 onwards once the new President is appointed	GOE
375/06	Governance and Operations Executive to correct Composition of Council, Committees and Divisions table.	GOE
375/07	Appointments panel to meet in April / May and shortlist nominees for incoming President and Chair Elect of Communications Committee for July Council Meeting.	Appointments panel / COO
375/08	Contact existing nominees for Chair of Communications Committee role encouraging to apply for member roles for that committee.	GOE
375/09	Action the recommendations from the Prizes Panel.	Director of Strategy and Members' Programmes
375/10	Review the communications plan for Prizes nomination process.	COO/GOE
375/11	The wording around Honorary Membership to be reviewed.	Director of Strategy and Members' Programmes / COO

375/12	The Treasurer to write to counterparts in other CDH co-owning Societies regarding the Society's position by 16 March, and take agreed mandate to the meeting on 23 April	Treasurer/CEO
375/13	Elected Members of Council to review the risks pertaining to their Committees for September's meetings.	COO / Elected members of Council
375/14	Risks pertaining to CDH to be added to the register	COO / CEO
375/15	Detailed budget and implementation plan for 75 <sup>th</sup> Anniversary proposed activities	Director of Strategy and Members' Programmes
375/16	Senior Management Team to bring their plans for the surplus reserves to Council's July Meeting.	SMT
375/17	Sir Paul Nurse to be approached to chair the Fleming Prize Winners' plenary session Organising Committee for Annual Conference 2020	CEO
375/18	Write to the Chair Elect of the Scientific Conferences Committee to thank him for supporting the team with the Conferences and Events Manager interviews.	CEO