408 Meeting of the Board of Trustees Minutes, September 2025

Thursday 4 September 2025 9:30am-12:30pm BST

Venue: Online via Zoom

Present:

Gordon Dougan (President in the Chair)
John Sinclair (Treasurer)
Karen Robinson (General Secretary)
Jack Ferguson (Elected Trustee)
Liz Allen (Co-opted Trustee)
Lorena Fernández-Martínez (Elected Trustee)
Alan McNally (Elected Trustee)
Kim Hardie (Co-opted Trustee)

In attendance:

Peter Cotgreave (Chief Executive)
Jo Manning (Chief Operations Officer)
Sarah Buckman (Chief Programmes and Partnerships Officer)
Charlotte Mitchell (Chief Communications Officer)
Rosie Jarvis (Executive Governance Manager)

1. Apologies for absence and welcome to new attendees

No apologies for absence were received. The President welcomed Kim Hardie and Liz Allen as newly co-opted trustees.

2. Formal business of the Trustee Board

2.1 Declaration of any new conflicts of interest

No new conflicts of interest were declared. New trustees had completed their registers of interest to be included in the collated published version on the Society's website.

2.2 Minutes of the 407 meeting of the Trustee Board

The Trustee Board accepted the minutes as a true and accurate record of the meeting and acknowledged that all actions were completed or in train. In response to a question from Lorena Fernández-Martínez, the Chief Executive reported that action 16 would be followed up soon.

It was noted that no formal minutes of discussions or outcomes from the trustees closed session had been taken and that for any future closed sessions an identified member of staff would remain to take notes.

Action 01: An appropriate process to be agreed for the minuting of closed sessions.

2.3 Matters arising from the minutes and action points

Any matters arising were included as agenda items.

2.4 New Members

The Chief Programmes and Partnerships Officer reported that ways were being examined to implement recommendations of the membership review following Advisory Council approval in July. She noted some were instantaneous and some would be rolled out to coincide with other projects such as the CRM supplier change. She described the planned communications for the changes, noting specifically the strategic timings such as promotion of the new Full Concessionary Member salary cap (once agreed) to align with the Annual Conference 2026 registration opening.

The Trustee Board approved the list of new members.

In response to a question from Co-opted Trustee, Liz Allen, the Chief Programmes and Partnerships Officer acknowledged that the Society did track members who did not renew and undertook to provide a report on any trends, and impact of any implemented recommendations of the membership review to the next meeting.

Action 03: The Chief Programmes and Partnerships Officer to provide a report on any trends, and impact of any implemented recommendations of the membership review to the next meeting.

3. Finance Committee

The Treasurer reported the key outcomes of the 188 meeting of the Finance Committee, which had been held the previous week, drawing the Board's attention to the report made available on the governance hub. He noted that the Finance Committee meeting had not been quorate, so any recommendations agreed had been deferred to the Board meeting instead.

<u>Investments update</u>

He reported that the value of the Society's investment portfolio was currently just over £8M with £1.7M of cash drawdowns over the last rolling 12 months. He noted that the level of risk in the portfolio had increased slightly over the last period and that the portfolio remained overweight in equities and that this positioning had been positive, but that stock selection, and not owning some of the highly valued tech and AI stocks, had been the main drag on performance. The ARC representative had reported that Evelyn Partners took a "defensive approach" and that the quality companies that they continued to invest in via their funds protected the portfolio in difficult times, however this meant that they did not generally capture large returns when markets boomed, or at least not to the same extent of how much it protected the portfolio when markets fell.

The CPI+4% target on the portfolio continued to be difficult to achieve due to continued inflationary pressure and the Society's portfolio rating on the traffic light system used by ARC to benchmark peer performance had reduced from green to amber and overall dipped to a 2 diamond rating (out of a possible 4). However it was explained that these ratings were weighted on the most recent performance so in reality, the performance had only marginally dipped in July and had this weighting not been applied, it would have retained its 4 diamond rating. ARC had assured the Finance Committee that amongst the top 5 performing investment managers, the average portfolio was currently around the 2-3 diamond rating as there was a market wide problem and over the long term the portfolio was performing well. In summary, ARC did not think there were any warning signs with regards to Evelyn Partners that the committee should act upon.

<u>Management of funds invested and cashflow</u>

The Treasurer reminded the Board that at the Finance Committee and Trustee Board meetings in July 2025, following discussions about the Society's reserves policy and requirements for drawdowns for cashflow purposes, the Society's independent investment adviser, Ahmet Feridun, had suggested that there may be an option to ringfence some funds (potentially those or some of those in excess of the reserves policy) in another, more readily accessible fund to limit the impact and thus cost of any drawdown requirements from the core investment fund, to better support cashflow requirements. Finance Committee had reviewed two options and considered at length the pros and cons to both, also noting the viable third option of "do nothing". He reported that ultimately the Committee had concluded that any recommendations on this matter should be deferred until the November meeting for two reasons (i) to review the 2026 budget proposal and therefore the potential drawdowns that would be necessary for 2026 and (ii) to ask Asset Risk Consultants to do some further analysis on the potential impact on risk vs returns that these options could present.

Management Accounts – to 31 July 2025

Trustees noted the Society's management accounts which showed a surplus of £485k, which was £100k more than at the same time last year but that overall income and expenditure was largely tracking the budget as expected except for Article Processing Charge income which was significantly down on expectations mainly due to funding pressures in the US, which was having an impact on authors' ability to pay APCs. Expenditure was being carefully monitored with most budget lines tracking the reforecast as expected.

Membership Review: Full Concessionary membership salary cap

The Trustee Board noted that the discussion at Finance Committee on this topic had required further information that had been sought in the interim between the two meetings including benchmarking against other similar societies and the inclusion of the Irish institutional salary bands (which were reported to match the UK scales) and the impact of the increase to the cap on overall income to the Society. The Chief Programmes and Partnerships Officer confirmed that it would be impossible to understand the full impact of the increase on the overall income of the Society without knowing member salaries but that overall she would hope it would drive more members to join and renew for longer. She acknowledged the suggestion of categorisation by "years past qualification" rather than salary cap as many other organisations did, however pointed out that a salary cap was more inclusive for non-academic members and assisted HINARI members with access to better benefits for longer. The switch to "years past qualification" would also be administratively burdensome to staff and to members who would then be required to self-declare. When queried by the Board, she also confirmed that the Society had never included a London weighting to the salary cap.

On balance, and in review of the additional information presented, the Trustee Board supported and approved the recommendation to increase the salary cap to £43k.

Journal business update

The Treasurer summarised the report given to the Finance Committee by the Publications Business Strategist Alex Chan, including that as of early August 2025, £2.25 million in institutional journal income had been processed, with an additional ~£30,000 expected over the coming months. For APC income, ~£200,000 had been processed between January and August 2025 and that based on these figures, the Society was expecting total journal income for 2025 to reach £2.5–2.55 million. This represented a decrease from £2.63 million in 2024, driven primarily by the appreciation of the GBP against the USD, which accounted for ~£90,000. However, it was noted that when the exchange loss was removed, subscription income had grown by approximately 1%, supported mainly by the first archive sale (USD $45,000) in the USA.

APC income remained below expectations in 2025 but those journals under the Subscribe to Open business model (JGV and JMM) were projected to generate ~£65,000 in APC income during the remainder of the year. The main challenge for journal income for 2026 was potential cancellations from the United States with the most significant risk being the possible non-renewal of the Society's largest U.S. consortium, Big Top Ten Academic Alliance, which could result in a ~£100,000 loss in renewable value.

Trustees understood that in crude terms, with some assumptions, the Society needed to publish approximately 600 more papers across the portfolio to start breaking even. The Board acknowledged that this target was not one to be achieved quickly but galvanising efforts to start aiming for it needed to become serious. This could be achieved through a variety of methods including increasing submissions, reducing costs and also reviewing the rejections policies of editorial decisions.

2026 budget

The Trustee Board noted that following the deferral of the budget proposal to allow more time to consider ways to reduce the deficit, the Chief Operations Officer had been working with the President and the Treasurer on a plan to produce the budget proposal for November and would involve Finance Committee members individually to discuss the plans before presenting it to the Board.

The Treasurer noted that the Chief Operations Officer was working with JS2, the Society's finance partners, to rebuild the budget into an adaptable model that could demonstrate the impact of various potential decisions to the bottom line. He reminded them that some difficult decisions might need to be made but that the adaptable model should help these to be made more easily and, ultimately, the Committee and Trustees should be able to decide on a deficit level that they were comfortable with.

Funding from other sources

The Treasurer summarised the report presented to the committee by the Chief Programmes and Partnerships Officer including:

1. Unlocking Potential fundraising and driving donations, including legacy giving and promotion

2. ExhibitionPLUS and corporate partnerships, including corporate social responsibility

3. Diversifying/increasing income through the journals portfolio

4. Sources of grant funding

5. Increasing income through paid-for activities, including monetising professional development and training

Trustees noted overall substantial progress made in this area though acknowledged many areas would see small incremental advances over longer periods of time.

Update on significant operational matters

This item was taken a read though the Treasurer emphasised that the replacement of the CRM supplier was a significant financial and operational investment for the Society but positive progress had been made on it so far.

Contingency budget

The Treasurer confirmed that there were no items included on the statement and no new items for consideration.

3.1 Annual update from the Audit, Risk and Evaluation Committee

Critical Risk Register

The Chief Operations Officer acknowledged that the Trustee Board was formally invited to review the Society's Critical risk register every 6 months and delegated the Audit, Risk and Evaluation Committee to review it in detail on their behalf quarterly. She confirmed that a full review of it would take place at its October meeting. Also at that meeting the Chief Programmes and Partnerships Officer would update progress made over 2025 to mitigate expenditure risk following the 'Review of Everything' that was carried out in 2023.

Auditor tender

The Chief Operations Officer reported that in line with best practice, the Society would review its audit partners and invitations to tender would go out to firms. She noted there were no issues identified with the current audit firm but it had been understood that due to internal changes at the firm it was unlikely that they would submit a proposal. The process would be led by the Chair of the Audit, Risk and Evaluation Committee and would include a small panel to review the tender documentation and host interviews. A report with a recommendation would be circulated to trustees ahead of the Annual General Meeting at which the members would formally adopt the new auditors.

4. President/Chief Executive business

4.1 General business/report back from CEO

VAT audit update

The Chief Executive reported that all information had been submitted to the HMRC inspector on time but the outcomes had not yet been communicated back to the Society. It was clear from the questions and correspondence that the Society was going to have to change the way in which it claimed back VAT on investment management changes. This was likely to cost about £7,000 per year from now on and the Society would probably also have to pay back about four years' worth of this amount.

<u>Co-opted Trustees</u>

It was noted that since the last meeting, the Trustee Board had co-opted Kim Hardie and Liz Allen as trustees of the Society. Both had been registered with Companies House and the Charity Commission prior to the meeting.

The Chair of the Publishing Panel and Chief Communications Officer presented the plan for a mix of regular and new publishing communications to members, Editorial Boards and Editors-in-Chief from the office and from the Chair of the Publishing Panel with the aim of ensuring it was bidirectional so responses were directed back to the Chair of the Publishing Panel and Chief Communications Officer. A targeted message announcing the appointment of Liz Allen and Kim Hardie to the Trustee Board to enforce close links between the leadership of the Society and ongoing changes was agreed to circumvent possible disruption at the Annual General Meeting. This was very positively received by the trustees with the President requesting that the plans were implemented as soon as possible. It was agreed that plans for a new all-member communication on the portfolio from the Chair of the Publishing Panel should be brought forward from 2026 to 2025.

Trustees considered suggestions for editors for the journal titles and noted Mike Brockhurst as a member to engage further over plans for *Microbiology.*

<u>Update on multidisciplinary journal</u>

The Chief Executive reported that Editor-in -Chief Tania Dottorini was due to visit the Microbiology Society offices on 16 September to meet with various staff and the President and work on the future plans for the new title. A new title suggestion of *Microbiology Horizons* was recommended following feedback from the Trustee Board in July. The Trustee Board approved the new title. The draft scope of the title, which had been worked on by Prof Dottorini was presented and the Chief Operations Officer agreed to circulate the details so that trustees could comment in more detail. It was noted that attracting big names onto the editorial board would be necessary prior to launch.

Following criticism of perceived lack of consultation with existing Editors-in-Chief over previous decisions taken, the board agreed an outline of the consultations and decision making process currently underway be produced for the Editors-in-Chief to demonstrate the commitment to transparency and robust decision making.

Action 04: Chief Operations Officer to circulate the slide detailing the scope of the multidisciplinary title to the Trustee Board for comment.

Action 05: Chief Communications Officer to draft for approval by the President, Chair of Publishing Panel and Liz Allen, a communication to members regarding recent decisions and updates related to publishing at the Society. In addition a reminder of the consultation process and update on the proposed *Microbiology Horizons* title would be provided to Editorial Boards by the Chair of Publishing Panel.

Volunteer agreements and contracts

The Chief Executive reminded the Board of the Charity Commission guidance regarding volunteers establishing legal employment rights via written agreements and the risk to the Society given that its operating model relied heavily on volunteers from the membership. He confirmed that the Society would seek further advice on this matter with an aim to have new volunteer agreements in place for 1 January 2026 for all incoming governance members terms of office. This would be reported at Committees Day.

Governance regulatory bodies

The Chief Executive reported that the Scottish Charity Regulator (OSCR) now wanted all trustee information to be registered, including dates of birth, addresses etc. The details required were the same as the Society held on file for registration with the Charity Commission of England and Wales with and Companies House so no further action was required by the Board as the office would undertake the administration on their behalf.

The Chief Executive also reported that as part of strengthening fraud prevention, from Autumn 2025, Companies House required each trustee to verify their identity using an online verification portal liked to their email address. This meant that the office could not undertake the administration on behalf of trustees but it was agreed that the President would work with the Executive Governance Manager to undergo the process so that guidance about what was involved could be circulated to the other members of the trustee board to complete before the end of the year.

Action 06: Executive Governance Manager to undertake the Companies House identity verification process with the President and circulate instructions to Trustee Board.

4.2 Outcome of the Society's elections

The General Secretary summarised the 2025 election process including the changes following implementation of the governance diversity working group recommendations and the subsequent introduction of the Applications Review Panel. She noted that issues with the nomination platform hosted by Civica had further delayed the process this year, but regardless the administration of the processes had become convoluted and time consuming. Trustees fed back positively on the alternative voting portal hosted by MiVoice but there were mixed views on the anonymisation of the vote. The voting statistics reported were in line with previous years and although turnout was low it was not out of line with other membership organisations.

As the Articles of Association stated that "The procedure for nominations and elections shall be agreed by the General Secretary and may without limitation include selection by a nomination panel and/or online voting.", she recommended the process be reviewed in its entirety, including ways in which to promote voting, with the in-coming General Secretary ahead of the 2026 launch.

Action 08: Executive Governance Manager to update the AGM papers as appropriate for announcement to the members.

Members Panel Appointments

The General Secretary reminded trustees that the appointment panel composition for the Members Panel appointments was different to the core appointments panel for other appointed positions, owing to the necessity to constructively challenge ways of working at the Society. She reported the delay in the appointments process due to appointments panel members' availability, but following the panel meeting a series of robust discussion and considerations had resulted in the recommended appointments in the paper.

The trustees approved Yinka Somorin as the incoming Members Panel co-Chair and member of Advisory Council.

The trustees approved the following members to join the Members Panel from January 2026:

Mbuotidem Akpan

Kathryn Burdon

Karolin Hijazi

Greicy Pereira

Molly Madan

Alexandre de Menezes

Action 09: Chief Executive to write to Yinka Somorin to formalise his appointment.

Action 10: Executive Governance Manager to write to the successful and unsuccessful Members Panel appointees.

4.3 Recommendations of the 2025 Prize Award Panel

The General Secretary reported the 2025 Prize Award Process, noting the composition of the prizes panel drawn from across the membership and governance structures ensuring representation from a breadth of disciplines, geographic location and where possible, protected characteristics.

Trustees approved the following recommendations of the 2025 Prize Award Panel:

4.3.1 2026 Equality, Diversity and Inclusion Prize

The 2026 Prize to be awarded to Getz Landon, Edel Perez-Lopez, Bruno Francesco Rodrigues de Oliveira, Nicholas de Mojana di Cologna, and Katie Barnes for "Pride in Microbiology".

4.3.2 Fleming Prize

The 2026 Prize to be awarded to Antonia Ho, MRC-University of Glasgow Centre for Virus Research.

4.3.3 Marjory Stephenson Prize

The Marjory Stephenson Prize to be awarded to Mark Buttner, The John Innes Centre, Norwich Research Park.

4.3.4 Outreach and Engagement Prize

The 2026 Outreach and Engagement Prize to be awarded to Lindsay Broadbent, University of Surrey.

4.3.5 Translational Microbiology Prize

The 2026 Translational Microbiology Prize to be awarded to Alan Parker, University of Cardiff.

The Trustee Board noted that the shortlisted 2027 Prize Medal candidate information would be circulated with the December Advisory Council papers and the vote for the 2027 winner held at the December Advisory Council 2025.

Action 11: The Chief Communications Officer to write to the 2026 Prize Winners.

4.4 Draft AGM papers

Subject to some minor amendments to ensure consistency of the date in all places, and headings on the tables, the Trustees approved the AGM Papers for circulation to the members 21 clear days of the AGM date.

The Trustees delegated authority to the Chief Executive in his capacity as the Company Secretary to undertake any further edits to the papers as required.

Action 12: The Chief Operations Officer to ensure the final AGM Papers are published to members withing 21 clear days of the AGM date.

4.5 Revised Code of Conduct

The Chief Operations Officer reminded Trustees that the code of conduct had been introduced in 2018 to define behaviour expectations for the Microbiology Society's staff, third party contractor staff working at the Society's events, and all delegates and as a formal method of dealing with inappropriate actions by others (except in the case of criminal behaviour), even though they may be acting in the Society's name. In 2022 it was recommended by the lawyers that Trustees could be clearer about what action it would take if individuals were to breach expected standards, and the lawyers drafted a 'Code of Conduct Complaints procedure' to accompany the code of conduct.

At the July 2025 meeting of the Trustee Board, it was agreed that the Code of Conduct should be broadened beyond events to cover all Society meetings and activities. Trustees received the revised draft and suggested appropriate digital related inclusions be drafted to encompass online bullying and harassment and reputational risks to the Society via social media and a clause regarding confidentiality of Society business be added. The Chief Operations Officer undertook to consult further with the Society's legal advisors and submit a final version for approval to the December meeting.

Action 13: The Chief Operations Officer to consult with the Society's legal advisors and submit a final version for approval to the December meeting.

4.6 Draft Complaints Policy

Following a series of feedback emails from members directed towards the President and other Trustee Board members, and the subsequent discussions about how to professionally handle these, it was agreed that a complaints policy should be drafted for review to centrally manage any external feedback or complaints and provide the Trustee Board with a clear process for handling such complaints. The Chief Operations Officer noted that the Society's legal advisors were currently reviewing the document, including an appropriate escalation process and feedback would be circulated once received.

Trustees suggested the escalation process include circulation to all trustees (except in the circumstance of one or more being the subject of the complaint) and that some specific guidance be included as to the relevant call to action of the complainant to ease the triage process. However it was noted that listing categories might encourage subconscious exaggeration by users so a suitable balance ought to be sought. Overall trustees emphasised the need to transparency of next steps throughout the process document.

Action 14: The Chief Operations Officer to consult with the Society's legal advisors and submit a final version for approval to the December meeting.

4.7 Legal, HR, health and safety and technology matters

At their induction meeting in January 2025, the members of the Trustee Board had agreed that at the September meeting, they would consider the legal and infrastructure matters that it was responsible for as Trustees and Directors of the company. The Chief Operations Officer reminded trustees that the Society used a mixture of specialist in-house and external advice and support and that trustees had access to independent professional advice, such as legal or technical advice, as needed to enable it to discharge its duties.

Trustees received a paper that detailed the way the Society managed (i) legal (ii) HR, (iii) health and safety, (iv) data protection and GDPR, and (v) technology which was taken as read.

It was acknowledged that there was a vast remit of responsibilities for trustees that could be better communicated as part of induction to the Board and the Executive Governance Officer undertook to review and update the currently defunct Governance Guide by way of issuing clearer information and onboarding. Trustees ruminated on the perception from members as to the role of the President versus the role of the Chief Executive (for example) and acknowledged the unique model of a Society membership structure.

Action 15 The Executive Governance Officer to review the Governance Guide and consider ways to clearly represent the roles and responsibilities of Trustees vs Officers.

5. AOB

There being no other business, the meeting closed at 12.45pm.