

Minutes of the 386 meeting of Council

Friday 27 November 2020 9:00-14:30 GMT

Venue: By Zoom

Present:

Judith Armitage (President, in the Chair)

Ian Roberts (Treasurer)

Mark Harris (General Secretary)

Chloe James (Chair of Communications Committee)

Paul Kellam (Chair of Policy Committee)

Jodi Lindsay (Chair of Publishing Committee)

Tadhg Ó Cróinín (Chair of Professional Development Committee)

Amy Pickering (Chair of Early Career Microbiologists' Forum Executive Committee)

Stephen Smith (Chair of Scientific Conferences Committee)

Deirdre Devine (Elected Member)

Charles Dorman (Elected Member)

John Morrissey (Elected Member)

Tracy Palmer (Elected Member)

George Salmond (Elected Member)

In attendance:

Robin May (Incoming Treasurer)

Jose Bengoechea (Incoming Co-Chair of Sustainability Committee)

Paul Hoskisson (Incoming Co-Chair of Building Communities Committee)

Colman Ó Cathail (Incoming Chair of Early Career Microbiologists' Forum Executive Committee)

Andrew Edwards (Incoming Elected Member)

Laura Bowater (Incoming Elected Member)

Sharon Brookes (Incoming Elected Member)

Peter Cotgreave (Chief Executive)

Joanne Morley (Chief Operations Officer)

Sarah Buckman (Chief Programmes Officer and Director of Strategy)

Charlotte Mitchell (Associate Director of Marketing, Brand and Communications)

Curtis Asante (Associate Director of Members Programmes)

1. Apologies for absence and welcome to new attendees

The President formally welcomed Council members to the 386 meeting. Apologies were received from David Blackburn (Elected Member).

1.1 Declaration of any new conflicts of interest

The President reminded Council members that they had a responsibility for declaring their own conflicts of interest and should any new conflicts arise they should notify the Society. The President

noted that George Salmond had recently informed the Society of one change and that this had been updated.

Action 01: Council members to send any new conflicts of interest to the Chief Operations Officer.

1.2 Minutes of previous meeting

The Minutes of the 385 Meeting were agreed as a true and accurate record.

1.3 Matters arising from the minutes and action points

Arising from item 2.1.4, the President reported that the final budget for 2021, subject to the minor amendments discussed at the last meeting, had been approved by the Treasurer.

Arising from item 3.1.2, the Chief Executive reported that whilst discussions on a potential book were continuing, with one publisher very interested, the finances were difficult and the project was unlikely to go ahead.

Arising from item 3.1.3, the Chief Executive summarised the series of communications on this matter; the President had written to Dido Harding as agreed at the last meeting; a virtual meeting was subsequently arranged by Baroness Harding's team, which had been attended by the President, the General Secretary, the Chair of the Policy Committee and the Chief Executive. This led to the President, in consultation with Council members, writing a second letter to Baroness Harding's team as reported to Council by email on 6 October. The Chief Executive reported that he had not heard anything further on this matter except from the co-opted Deloitte staff who were recruiting for additional personnel to be involved in two additional mega-Lighthouse labs, one in Scotland and one in the Midlands. The Chief Executive thanked Council members for putting forward potential contacts at short notice for a roundtable meeting of Midlands microbiologists with the Lighthouse team. The Chief Executive had attended the meeting, at which members of the Society had been as constructive as they could within the framework of discussion, while in general being unconvinced of the approach being taken by the government.

Arising from item 3.3, the President reported that it was becoming increasingly clear to have a policy on giving individuals with whom the Society interacted the choice of personal pronouns by which they wished to be referred. She invited Council members' feedback on this matter. Colman O' Cathail suggested that this could be self-defining, for instance allowing members space when registering for events or filling in their details online to self-define after their name. Charles Dorman and John Morrissey both cautioned the use of a hard policy. It was agreed that a soft approach was required.

Arising from item 3.5, the President confirmed that all of the 2021 prize winners had accepted.

2. Finance and Operations

2.1 Update from Finance and Operations Committee

2.1.1 Key points

Council noted the paper circulated in advance.

2.2 Collated finance papers

2.2.1 Management Accounts

The Treasurer summarised to Council the key points from the meeting held on 26 November 2020. He noted that the Committee had received an update from the accountants, JS2, who had projected that the main operating budget of the Society was likely to end the year with a break-even position. He also noted that 3% of the Society's investment income was now shown under 'Other income,' as agreed at the last meeting.

2.2.2 Annual Conference Online 2021 pricing and sponsorship

The Treasurer summarised discussions from the Committee meeting to set some boundaries for delegate rates for Annual Conference 2021 Online and to consider the option of including industry sponsored symposia as part of the higher level (platinum and gold) package options for potential sponsors. There was widespread support for having some level of delegate registration fees in order to monitor delegate numbers and demonstrate the value of our events, and also for holding industry sponsored symposia. The Committee recommended to Council that the fees should be set as follows:

Non-members - £30 per day

Affiliate members - £15 per day

Full members - £10 per day

Concessionary and student members - £5 per day

Speakers would have free registration for the day of their contribution.

Action 03: Council approved the delegate rates above for Annual Conference Online 2021.

Council was also invited to consider offering industry symposia to potential sponsors. This was supported by Finance Committee, which recommended setting a maximum of four sessions to be run during lunch times, with the Scientific Conferences Panel having some control over the content.

Action 04: Council approved the proposal to offer industry sponsored symposia at Annual Conference Online 2021, with a maximum of four sessions.

2.2.3 Journals Open Access business model review

The Treasurer summarised this item and noted that the Committee was invited to review two historical Society policies that were starting to become unsuitable in light of the accelerated growth and expectations of Open Access publishing; the first was the historic offsetting policy to avoid 'double-dipping' which had not previously been applied and the second was the bronze OA policy, making subscribed content free to read after a 12-month embargo. Clarification was sought on when this would come into effect and how many authors were likely to be affected and it was agreed that the Head of Business Development and Sales would circulate further information with the modelling of these changes.

Action 05: Council approved the recommendation to discontinue the historic offsetting policy and to extend the paywall to a 36-month year embargo period, with the purpose of establishing a stronger

'read' proposition and strengthen the Publish and Read model, subject to commitment to review this regularly.

The Chair of the Communications Committee asked if there could be allowances or exemptions for certain circumstances. The Chief Executive replied that this was a bespoke offering and exemptions would be dealt with on a case by case basis and that he would check that this was clear in all communications on the matter.

The Chair of the Publishing Committee further noted that the Society still retained its Green Open Access policy.

2.2.4 Fundraising update

Council noted the paper circulated in advance.

The Chief Executive reported that the Society had recently been bequeathed a collection of historic papers and antiquarian medical books by Dr Bernard Dixon, a long-term member of the Society who had died in October, and who had been, among other roles, Editor of *New Scientist* in the 1970s. His executor estimated the book collection to be about 3,900 volumes, some of which he believed to be rare and/or valuable. The Chief Executive had agreed to visit the late Dr Dixon's home in London to view the collection once circumstances allowed, after which professional advice would almost certainly be needed.

Charles Dorman asked if there would be capacity to make some of these works viewable at the Society's headquarters.

John Morrissey asked if the intention was to keep the archive for historical reference for members or to sell the works to make money.

The Chief Executive replied that following his initial viewing of the works, he would report back to Council for it to decide the next steps.

2.2.5 Update on significant operational matters

Council noted the paper circulated in advance.

2.2.6 Contingency budget statement

Council noted the paper circulated in advance.

2.2.7 Review of investment manager performance

The Treasurer summarised the key points from this part of the meeting noting that Council members had been invited to Finance and Operations Committee for this item to hear the presentations from ARC and Tilney.

He noted that these continued to be very unusual times and the portfolio had had a difficult October, although the markets had rallied significantly following the US election result and the announcements about the three potential vaccines against SARS-Cov-2, such that the portfolio had significantly recovered in November. He noted that the target return was set at CPI+4% and that there had been overall excellent performance by Tilney during their first full eight months, 20.4% since inception, despite the difficult October. He reminded Council that performance versus the benchmark and the peer group had consistently been below reasonable expectation until the transfer to Tilney and a sustained period of strong returns.

John Morrissey noted that there was a suggestion from the investment managers that the Society's portfolio may underperform for a 3-6 month period owing to expected volatility in the markets but that the strategy was for the longer term.

2.3 Charles Darwin House Ltd liquidation update

The Chief Executive reported that the liquidators were still awaiting tax clearance from the HMRC, as discussed at the last meeting, but that as expected this may take time owing to the pressures on HMRC during the current economic crisis caused by the pandemic.

2.4 Critical Risk Register

The Chief Operations Officer presented the Critical Risk Register and observed that, as agreed at July's meeting, the risk register would be presented to Council at each meeting for the remainder of the year because of the pandemic, rather than just twice per year as was usual. She further observed that the risks themselves remained the same as at the previous meeting, but that the final column provided an update on progress to mitigate risks to date. One specific update had been included around the potential risks associated with delivering digital events due to several factors, including the speed at which the technology was changing to adapt to virtual events, the lack of information about the quality of the technology available and the skills required of the teams delivering the events.

The Chair of the Early Career Microbiologists' Forum Executive Committee asked if the environmental impact item, due to be discussed at a Thursday session of Council should be included in the register somewhere. John Morrissey reminded Council members that one of the drivers from reviewing the register was to create something digestible that Council members could easily review at its meetings and therefore did not list individual matters in detail. However, he noted that this item nicely fitted under the item 'failure to keep pace with external environment', and suggested that perhaps in the second column reference could be made to the Society's environmental impact

Action 06: The Chief Operations Officer to make this change to the Critical Risk Register.

The Chair of the Early Career Microbiologists' Forum Executive also asked about whether the Committees would all review the risk register and take ownership of the risks and mitigations relevant to them and it was agreed that this should be added to future Committee agendas.

3. President / Chief Executive Business

3.1 General business /Report back from CEO

3.1.1 Honouring Tony Trinci

The President summarised the paper circulated in advance, reporting that she had been contacted by several senior members of the Society, who had asked Council to consider ways that former President, Professor Tony Trinci, could be honoured following his recent death. The President requested that Council members send any suggestions to her. John Morrissey raised a concern about how this should be funded but supported the intention. The President noted that funding options would be investigated.

3.1.2 President's business

The President noted that at its last meeting Council had received a suggestion that the dates for the 2022 Annual Conference should be moved to maximise the chances of being able to hold a physical event. Council agreed to give the Scientific Conferences Panel latitude to plan for a physical meeting in 2022 on dates at its discretion.

The Chief Executive reported the results of the annual staff survey and summarised the key points noting that considering that 2020 had been such a challenging year, the report was very positive.

The following key points were noted:

- Almost all staff responded to the survey (only one staff member did not participate)
- 92% of staff felt like a valued member of the team
- 87% of staff felt a strong connection to the Society
- 97% of staff felt that the Society was an inclusive workplace
- 100% of staff agreed that they understood how the Society's strategy and values informed and influenced their work.

The report also gave one important area for action and this was the response to the question 'I am aware of what areas are available for career progression at the Society', but plans were in place to improve staff development and addressing this would form part of these plans.

Charles Dorman noted that he found the results surprising as the Chief Executive had reported that morale was a big issue during 2020. The Chief Executive responded that whilst managing morale had been a big issue throughout 2020, it was encouraging to see that staff had responded well to this and that a number had compared the Society favourably to the employers of their family and friends.

3.2 Members' business from closed session of Trustees only

There was nothing to report.

3.3 Composition of Council and Committees

Council noted the paper circulated in advance.

John Morrissey noted that there was some confusion over the terms for Chair-elect listed and that he would email the Chief Executive to clarify these.

The Treasurer observed that the Director of Technology and Innovation had been removed from the staff list under Finance Committee owing to her and it agreed that the Head of Sales and Business Development would be added to the list in the interim.

Colman O' Cathail requested that the Early Career Microbiologists' Forum representative on the Finance Committee should be named as Rebecca J Hall not Rebecca A Hall.

Action 07: The Chief Operations Officer to make the changes noted on this paper.

3.4 Membership report

3.4.1 Membership Report

Council noted the paper circulated in advance.

The Chief Programmes Officer and Director of Strategy observed that the digital versions of the President's roadshows for Manchester and Cardiff had worked well. The President commented that despite being smaller than previous physical events, they had led to more intimate conversations, and that people had joined from all over the world at the Cardiff roadshow. The Chair of the Communications Committee also noted that as a first meeting in this format keeping them smaller was necessary, but that next time increasing numbers to 20 would work well.

The Chief Programmes Officer and Director of Strategy also reported on the ongoing work to engage with the Society's retired members and noted that initial feedback showed that most members were still working in some capacity and valued their continued association with the Society.

3.4.2 New members

Council approved the list of new members.

Sharon Brookes asked the Chief Programmes Officer and Director of Strategy if it was possible to obtain an estimate of the sectors in which members worked to enhance the information provided in this report.

3.5 Nominations for Honorary Membership

The Chief Executive reported that there had been no nominations for Honorary Membership this year.

3.6 Nomination for FEMS Treasurer

The Chief Executive reported that a Member had been approached by FEMS Board members to consider its forthcoming position of Treasurer from 2022 and Council was invited to consider whether it supported this nomination.

George Salmond suggested that whilst he supported the nomination in principle the process should be open, and that the membership should be canvassed to ensure that other members had an opportunity to come forward for consideration.

Council agreed that once FEMS formally advertised this position on its website, an item should be included in the Society's email newsletter to draw attention to the fact that the post was available with a request for members to come forward should they be interested in being nominated.

The Chief Executive agreed to write to the Member to inform them.

Action 08: The Chief Operations Officer to ensure that the position is included in the Society newsletter as appropriate.

Action 09: The Chief Executive to write to the Member.

3.7 Update on governance implementation plan

The Chief Executive presented the paper and reminded Council of the series of decisions it had taken between September 2019 and March 2020 regarding changes to the governance structure. These had been implemented as agreed at Council's 383 Meeting.

He further observed that following discussions with the Officers, the Chairs of Committees and Committee members all Terms of Reference had been updated from the versions approved at the March 2020 Council meeting. A complete set was appended again for approval. He also went on to report that there were four other specific substantive matters that had changed or developed over the course of the year as detailed in section 3 of the paper; (i) The terms of reference included a new Equality, Diversity and Inclusion statement; (ii) The membership section in the terms of reference for the Building Communities now included the Editors-in-Chief and Division Chairs but this did mean there were fewer elected spaces on that Committee (iii) The Scientific Conferences Panel terms of reference included a form of words that tried to encapsulate a practice whereby the Chair had rotated around the four Divisions, rather than making this a firm policy; and (iv) the *Microbiology Today* Editorial Board had its own terms of reference for the first time.

The Chief Executive then went on to explain the table in section 4 of the paper which provided a mapping of activities to the new structure for clarity but tried to avoid putting activities into exclusive boxes which was something that Council had specifically tried to avoid in the new structures.

The Treasurer requested an addition to the Finance Committee terms of reference to explicitly include the phrase 'publishing income' under the duties section.

Action 10: The Chief Operations Officer to revise the Finance Committee terms of reference as agreed.

The General Secretary stressed the importance of the 'operations' part of what was Finance and Operations Committee and wanted to ensure that this did not get lost in the transition. The Chief Executive replied that, as agreed by Council, this was now included in the Sustainability terms of reference but that major items would still be reported to the Finance Committee.

The Chair of the Early Career Microbiologists' Forum Executive Committee asked about Divisions and how they fed into the other activities, such as the *Microbiology Today* Editorial Board.

Deirdre Devine asked about the process for monitoring the changes. The Chief Executive replied that it had been agreed that Council would formally review the changes in one year's time at its December 2021 meeting, following the annual report from the General Secretary's Group, but that if changes were required along the way that these could be made. He further observed that a new strategy would need to be developed in 2022, and that seemed highly probable that it would include a greater focus on evaluation, including evaluating the governance of the organisation.

The Chair of the Early Career Microbiologists' Forum Executive Committee raised a concern about the Building Communities Committee not having as many elected members as the others that the burden of work fell to fewer people. It was concluded that this should be monitored for the initial period and included in the review in twelve months' time.

John Morrissey noted the important role and voice of Elected Council members and the importance of the link to Council provided by the Elected Council member who sits on each Committee. Council agreed that it was considered important that an Elected Council member be in attendance at the plenary meetings of those committees and, in cases where that member is unavailable, it would be appropriate for another Elected Council member to act as a substitute.

Action 11: The Chief Executive to ensure that the process regarding Elected Members covering in each other's absence at Committee meetings was noted in the new governance processes.

Paul Hoskisson supported the discussions and wanted to stress how important it was to make sure that during the implementation of the new structure that existing business did not get lost.

The Chair of the Publishing Committee supported the comments from Paul Hoskisson and agreed that some areas were so important that Council needed to make sure these did not fall between the cracks such as the future of publishing. The Chief Executive reported that plans were being developed for a working group to focus on the next stage for Publish & Read and the long-term planning for publishing income.

3.8 Report from the General Secretary's Group

The General Secretary presented the report and the minutes from the General Secretary's initial shadow meeting held on 16 November 2020.

The General Secretary reported that this meeting was a pre-cursor to the new way of reporting business from Committees and so this meant that there was no specific business to report to this Council meeting, but that it had been really useful to hold the meeting to discuss the principles. The General Secretary said that he would monitor this new system and report progress to Council in due course.

The General Secretary highlighted two items from the report. The first was to note that it was agreed that the General Secretary's Group would compare agendas ahead of Committee meetings to ensure that where matters needed to be discussed by multiple committees that these were included on the relevant agendas. He also highlighted comments from some co-Chairs that the proposed meeting cycle of two meetings per year may not be sufficient and that it was agreed that it would be up to the committees to decide if they wanted additional meetings, provided these fed into the General Secretary's Group. The next meeting of the General Secretary's Group would be planned for March or April 2021.

3.9 Appointing Editors-in-Chief of the Society's journals

The Chief Programmes Officer and Director of Strategy presented the paper setting out a process for appointing journal Editors-in-Chief for Council approval. In the annual Council-appointed positions paper received by Council in December, Council would be informed of the Editors-in-Chief and Deputy Editors-in-Chief positions that would need to be appointed over the following year. All positions would be advertised to the community. All applications would be considered by a small panel to include the Co-Chair of the Building Communities Committee who was also the Chair of the Publishing Panel, a senior member of the recruiting journal (usually the Editor-in-Chief or closest equivalent), and a third member of the Publishing Panel with no direct affiliation to the recruiting journal.

The panel would put forward a recommendation of either a single outstanding candidate or a selection of candidates for Council approval. She further observed that as the contracts for journal positions varied, it may not be possible to run to the same schedule as for other Council-appointed positions but would endeavour to align with existing processes where possible. This may mean Council considering some appointments by email outside of its usual schedule of business and any decisions taken would be included in the minutes of the next Council meeting.

John Morrissey asked how the process fitted with the Building Communities Committee and it was agreed that the co-Chair of Building Communities Committee with this responsibility would consult the other co-Chair of the Committee before a recommendation was put forward.

Council approved the process.

3.10 Council appointed positions

The Chief Executive reported the Council-appointed positions for 2021 noting that the Society would be seeking a new President, a co-Chair of the Sustainability Committee, a co-Chair and co-Chair-elect of the Impact and Influence Committee and a Chair-elect for the Scientific Conferences Panel who would also become the co-Chair of Building Communities Committee.

In the first instance, members would be asked to submit an expression of interest in January and the General Secretary would report back to Council on these in March 2021. Full nominations would then be requested from the candidates the panel wished to take forward after consulting Council.

To avoid conflicts, Council delegated to the General Secretary authority to appoint the Appointments Panel once the candidates were known.

It was agreed that Council members would not nominate candidates in first instance.

The Chief Executive also reported that the appointment for the external Chair of the Audit, Risk and Evaluation Committee would need to be filled in 2021.

The Treasurer and John Morrissey both suggested that Council considered extending the current Chair's appointment by a year, should she be willing to do so and the Chief Executive agreed to bring a full paper to the March meeting for Council to consider.

Action 12: The Chief Executive to write a full paper setting out the options for the appointment of the Chair of the Audit, Risk and Evaluation Committee for the March meeting of Council.

3.11 Focused Meetings 2021 – digital events

The Chief Programmes Officer and Director of Strategy presented the paper setting out the Focused Meeting schedule for 2021 and invited Council to consider the proposal to deliver the series of Focused Meetings as digital events in 2021 unless organisers wished to defer their meetings to 2022.

Council approved the recommendation.

3.12 Update on *A Sustainable Future* project

The Chief Programmes Officer and Director of Strategy presented the paper which provided an overview of progress on the *A Sustainable Future* project and recommendations, a proposed sign-off

process for the publication and launch of the project reports in December for approval, and a forward look at policy activities in 2021.

Council approved the sign-off process.

4. Summary of progress

Council noted the paper circulated in advance.

The Chief Executive highlighted one item on the paper under Sustainability, which gave details of Publish and Read income secured over the last quarter from a number of consortia including IReL (Ireland) and CAPES (Brazil). A Norwegian consortium, had also recently signed up to P&R but the deal had been completed too late for inclusion in the paper.

5. Committee Business (for information only)

5.1 Early Career Microbiologists' Forum Executive Committee minutes

Council noted the minutes circulated in advance.

5.2 Professional Development Committee minutes

Council noted the minutes circulated in advance.

5.3 Scientific Conferences Committee minutes

Council noted the minutes circulated in advance.

5.4 Publishing Committee minutes, February 2020

Council noted the paper circulated in advance.

5.5 Publishing Committee minutes, June 2020

Council noted the minutes circulated in advance.

6. AOB

The President extended special thanks to the outgoing Treasurer; Professor Ian Roberts whose term came to end at the end of the year, for his service on Council.

The President also sincerely thanked the following Council members, who were due to stand down at the end of the year, for their service on Council: Jodi Lindsay, the Chair of the Publishing Committee; Amy Pickering, the Chair of the Early Career Microbiologists' Forum Executive Committee; and Elected Members Tracy Palmer, George Salmond and John Morrissey.

The meeting closed at 14:00.