

359 - SGM- Council Meeting Minutes

Minutes of the 359th meeting of Council held on Friday 7th March, 2014 09:00-12:30

Venue: Charles Darwin House, 12 Roger Street, London, WC1N 2JU, UK

Present:

Nigel Brown (Chair)

Chris Thomas

Evelyn Doyle

Sara Burton

Andrew Davison

Steve Diggle

Pat Goodwin

Mark Harris

Colin Harwood

Ian Henderson

Paul Hoskisson

David Pearce

John Sinclair

Maggie Smith

In attendance

Simon Festing (Chief Executive)

Elizabeth Faircliffe (Head of Meetings and External Events) items 26-30

Leighton Chipperfield (Head of Publishing) items 34 and 35

01. Apologies for absence & welcome to new attendees
No apologies for absence and no new attendees
02. Declaration of any new conflicts of interest
One new noted from president on the register
03. Minutes of the 358th Meeting of Council
One minor amendment to page 11(1.9 typo “has a meeting in Montreal”) which CEO agreed to change. Otherwise minutes accepted as a true record of the meeting
04. Matters arising from the minutes and Action Points
 - The President confirmed contact between the Geomicrobiology Network and SCC
CEO confirmed that due to a key staff member on sickness leave the question of whether Athena SWAN accreditation applied to learned societies remained outstanding. PG confirmed that as the Society is not an employer of academics (as is the criteria for Athena SWAN applicants) they are not eligible for accreditation but can apply the criteria as an internal check.
 - PH raised the issue of the International Committee on the Systematics of Prokaryotics not being fit for purpose and the impact this has on SGM publishing of approved bacterial names in IJSEM. CH recommended sending a rep from SGM with seniority and sway to the next

meeting of the International Committee on the Systematics of Prokaryotics. It was suggested to approach Ian Sutcliffe.

- 05.** Redactions for 358th minutes
(none proposed)

- 06.** Plans for next Council meeting
- Unanimous decision to change hotel
 - Preparation for AGM
 - Update on Organisational Relationships
 - Formal submission of Governing documents to go to AGM

1.1 President / Chief Executive Business

- 07.** General business / Charles Darwin House items
The President commented that despite the transition issues the attitudes of staff remain positive. The CEO confirmed that the high level of staff turnover compared to MH is in part due to location and attitude of London-based career-focused individuals. The fact that SGM staff are not located together may also have impacted on turnover. This will be resolved once the renovations of Gray's Inn Road are complete.

- 08.** Update on significant operational matters
The CEO confirmed that SGM is imminently signing contracts for work on 107 Gray's Inn Road to commence but still awaiting planning permission relating to the 5th floor extension and light and noise laws. Although there is a risk involved in signing before planning permission, legally we are entitled to do so, and SGM is in dialogue with Camden Planning.

The CEO confirmed that the outsourced finance service has led to a considerably improved finance function. However there are significant issues with IT and CRM which SGM continues to tackle. Council highlighted some issues regarding the payment of previous expenses. The President confirmed that all expenses claims should be sent through to Jas Dhesi. The CEO explained that in the transition some areas had not been handed over effectively and SGM had encountered some dissatisfied suppliers where payments had not been made. Council requested to be informed of any such supplier issues in future as it had an effect on the reputation of SGM.

- 09.** * Governance – initiate Review of Governing Documents
Council agreed that following a tidy up, the document would be checked by a lawyer and the final copy submitted to July Council for an AGM special resolution in September.
- 10.** Governance – Council Induction Pack
Council have all reviewed the induction process. The CEO confirmed that it is still a work in progress and would be handed over to a member of staff to improve upon after his departure. CT commented that all Trustees have a responsibility to understand the finances of charities that they serve and he felt that all members of Council would benefit from attending a formal training day for Trustees run by one of a number of organisations through for example, the Civil Society.
- 11.** Annual Report – Trustees Report
Council reviewed the report and requested the following amendments:
- insert correct Council member figure

- insert Irish Division meetings under the SCC section
- insert Equality and Diversity Working Group

12. Review of Organisational Relationships – interim report on International

The Chair of the working group confirmed that due to both personal and staff time and workload issues this review remained outstanding and confirmed it would be moved forward immediately. The review of our relationship with FEMS is increasingly urgent as there have been several recent developments within the organisation which the UK Member societies were unaware of i.e.: election for a new treasurer and deadline for 2017 congress bid. CH to attend FEMS in September.

13. Future Challenges and Issues for SGM (from departing CEO)

The President summarised the paper and Council noted positives and concerns in maintaining the identity of SGM through close collaborations with other similar Learned Societies.

The CEO gave some clarity around areas for SB to lead on, such as primary education and career development and some Policy issues, whilst maintaining emphasis on Microbiology and SGM independence. Council agreed that the new CEO should take this relationship forward, while ensuring that all information is brought to SGM Council as well as SB.

Council agreed to re-establish the Membership WG.

Council agreed that the new CEO and new President should continue to develop the relationship with the Society for Applied Microbiology (SfAM)

The CEO noted that there remain significant issues with the CRM, and staff were working to resolve them. Projected dates for completion to be available by current CEO's departure.

14. Critical Risk Register (updated following relocation and with new section on insurance)

CEO confirmed that the register will go to Council every 6 months to be updated. Now we are through the period of change, we can consolidate and cover the action points contained within it.

CEO confirmed the insurance policy is to be reviewed resulting in a likely reduction in costs.

The Treasurer requested that the investment policy statement be recorded within the document.

The Treasurer also pointed out that he wanted SGM to consider whether the reserves should be used deliberately increased as a way of generating higher future income, ie: having a larger sum in investments would mitigate some of the risk of a potential decrease in Publishing income in the future.

15. Chair Elect of SCC to attend Council meetings

Council decided not to take this forward the request for the Chair-Elect to attend Council at this stage.

16. Membership - List of New members for Council

For information only

17. SGM Org Chart 2014-02-07

For information only

Name badges should be available for future Council meetings (for staff and Council members to wear for the lunch)

18. Statement of Responsibilities of Council and Executive (with new section on decision-making within Council)

Council agreed to the revised document.

19. Society of Biology (SB) Benefits of Membership

PG summarised her paper, stating that SB is aiming to provide a single unified voice for Policy. The President clarified that SGM members get 50% reduction on SB membership for first 2 years. SB is our Chartered body; candidates must be a member of SB to gain the CBIol (or other relevant) accreditation.

Council confirmed that the information in the paper should be to be publicised to members via the newsletter and in more detail on our website.

20. CEO recruitment – update

The President updated Council that SGM received 28 applications for the position and working through RAC, interviewed a shortlist of 4 candidates. The panel made a unanimous decision and has made an offer. The candidate is very likely to accept but is on a 3 month notice period. Negotiations into shorter notice period are afoot but the President will be more frequently available at CDH in the interim period between CEOs. The President will notify Council and staff when the post is accepted and a press release will follow.

Council iterated that it was essential to ensure that all documentation for July Council and therefore AGM was in hand as the new CEO may be in place but only for a short period of time. The CEO confirmed that a plan was in place through staff members to ensure this was covered.

1.2 Finance and Administration

All council members had received a report summarising the Finance Committee meeting. The Treasurer took Council through the narrative report.

21. Accounts for the year ended 31 December 2013

The annual result was an operating deficit of £103k, which was significantly better than the Q3 forecast deficit of £680k. This was due to a number of different factors. Most notably a significant underspend on communications activities. Despite the operating deficit, there was an overall increase in SGM's net assets during the year and this was primarily due to investment gains just short of £1m. Overall, SGM ended the year in a strong financial position, with net current assets of £0.5m and cash holdings of £1.9m. The appropriate accounting treatment of both the CDH and GIR properties was discussed and the committee recommends to Council that these are held in SGM's year-end accounts as tangible fixed assets at market value. Council reviewed the Statement of Financial Activities and noted the cost of governance; this will from now on include cost of Council meetings, training of trustees etc. The Treasurer confirmed that these are drafts and the accounts will be finalised for AGM.

22. Quarterly accounts for 2014 (Monthly figures)

For the year-to-date, SGM has generated income of £2.5m and incurred expenditure of £0.2m. While difficult to draw conclusions on performance this early in the year, the committee noted that there were encouraging signs for both publishing and membership income, where, in both cases, approximately 75% of the annual budget had already been secured. The committee also noted that it would be useful for the accounts to include a phased budget and it was agreed that this would be incorporated into the budget setting process for next year. Council requested budget creation be undertaken on a month-on-month basis to compare planned expenditure alongside actual outgoings

23. Audit report

The audit manager had reported that, broadly speaking, the audit had gone well. He did note that that there had been additional challenges this year due to a lack of continuity of staff and the office

relocation taking place around year end. This manifested itself in a lack of understanding of the progress of certain investment transfers and, also, some difficulty locating certain financial and other documentation. However, he was able confirm that an unqualified audit report would be issued and that there were no proposed adjustments to the draft financial statements. The Treasurer urged all Council members to read the letter from auditors, as Council is the responsible body. Bank mandate - the committee recommended to Council that the two outgoing staff members (Suzanne Beaumont and Susan Wong) should be removed from the bank mandate and Jas Dhesi added.

Sale of Marlborough House – the completion did not take place on the due date and an extension of 4 weeks has been agreed with the buyer on condition that the purchase price was increased by £15k and that SGM would be indemnified against additional professional costs arising. The President noted that Council should have been involved in the process; however, the action taken was agreed to be correct. If there are any future issues, different options for action will be brought back to Council.

24. Annual pay award

Recommendation of 1% increase to all staff pay plus £500 per person pay increase to reward outstanding work during a period of turbulence was agreed.

25. Review of investments

Asset Risk Management Consultants (ARC) had reported their conclusions of the review they had undertaken of SGM's investment portfolio performance. In general, the portfolio, while giving a positive return, had underperformed when compared to others in the same category. ARC recommended that an investment policy statement is developed, taking into account the level of risk the Society is prepared to accept. Once this has been done, SGM will then be in a position to better evaluate the investment management options available. Council agreed with the committee recommendation to continue this process.

end of recording

Notes for the remainder of the minutes are drafted from staff members recollections or planning documents

1.3 Scientific Conferences Update:

26. EF raised FIS and how to get together with the other Societies involved to see if we could expand the relationship as the current format doesn't seem to be terribly beneficial for SGM. It was suggested that FIS might also develop educational or policy issues, this should be dealt with through the Communications committee.

27. Progress for the Annual Meeting - update. EF spoke about establishing robust budgets for the meetings going forward so we could keep a clear track of costs. Communication and the potential use of apps etc. at Annual Meetings was discussed and agreed any developments should involve the Communications team.

28. Council discussed the agreement between PCS and SGM and agreed it would be reviewed in December this year and would run until December 2015 when it would be reviewed again.

29. MH reported back on the review of Division structure. It was felt that the 'Matrix' structure was not working and should be replaced. The review proposed that we adopt a more federal approach to Divisional committee composition – Chairs and Chair elects should be permitted to identify the

structure best suited to represent their Division. This should make the process of election to Divisions more transparent as nominations could be sought for individuals with specific areas of expertise to stand for election. An additional advantage would be to increase the chances that Divisions will more accurately represent the breadth of science required, decrease the chance of duplication of roles and reduce the need for extra co-opted members. Council approved this proposal.

30. MH also presented a case prepared by the Irish Division requesting additional funds to support the Spring meeting to be held at UCD March 20-21. UCD had sprung an additional charge on the organisers at the last minute for venue hire. A total of €950 was requested. Council approved this, noting that this was a one-off cost and would be anticipated in future. Council also supported the proposal to conduct a review of the financing of Irish Division activities in the near future.

1.4 Professional Development

31. * Membership Champions Initiative
This was due to launch at the Liverpool Conference and be supported with additional information on the website and the May issue of Microbiology Today. The intention is to recruit a small number of Champions (15 to 20), and work with them over the coming 6 -8 months. They would run a number of test initiatives to raise SGM's profile and recruit more members at a local level, and the Society would support them to do this through the provision of appropriate resources, training and logistic support.
A budget of £20,000 was approved.
Progress of this test phase of the project would be reported at the December Council meeting.

1.5 Communications

32. Rebrand update:
The rebrand went live on time and on budget. This was a major undertaking to ensure consistency across all our both traditional (print) and digital platforms. No negative feedback has been received so far; some positive feedback has reached us via email and in informal conversation. The general opinion is that of a cleaner, clearer look and more consistent application of branding resulting from better internal guidelines. Following the rebrand of the website Ruth Padgett will be doing some user experience (UX) testing at the Annual Conference to people's use of the Conference programme. This will involve screen recordings of people navigating the website to see mouse movements as well as audio recordings of them as they do so. We want to find out what users do on the site, how they navigate and how we can optimise our site to improve what we offer.

1.6 Policy

33. STI launch update:
Dr Julian Huppert MP filed an Early Day Motion on SGM's behalf. 19 MPs signed in addition to Dr Huppert. There was also coverage in local newspapers in Sir Peter Bottomley MP's constituency; Sir Peter spoke at our launch event.
We are conducting a review of the launch event and statement (includes participant survey).
Policy Roadmap:
We are undertaking a joint project with the Society for Applied Microbiology (SfAM) to develop a policy workshop for members. This workshop will use prompt cards and a consensus ranking exercise/discussion to identify the major policy challenges for microbiology and what our policy programme will do about them in the next two years. The report is due in the final half of 2014.

Parliamentary briefings:

Four briefings are planned on topics we believe MPs will want to hear about. They are intended to generate awareness of microbiology as it impacts policy.

- The end of the banana (*Fusarium* disease)
- Endemic diseases of livestock (exact title/topic TBA)
- Building an infection-free hospital
- Waste and the bio-economy (exact title/topic TBA)

1.7 Publishing

34. Update:

Article submissions increased by 12% in 2013 after a period of decline. January and February 2014 have also shown year-on-year increases.

Financial surplus increased from £1.77m in 2012 to £1.88m in 2013. The department is now benefitting from better financial reporting, and publishing managers are meeting each quarter to review performance against the budget, and to reforecast as necessary. To date 83% of subscription revenue has been renewed for 2014. Negotiations with Tier 5 customers will take longer than usual as we wish to create better terms for SGM. The impact is that Tier 5 revenue will take longer to realise in 2014 but will ultimately increase.

The new open access journal JMM Case Reports continues to be well-received by authors and has received over 100 submissions to date, far exceeding expectations.

Council approved a recommendation from the Head of Publishing for SGM journals to be included in Access to Research, an initiative to provide walk-in access to journal articles in UK public libraries.

35. IJSEM:

Council approved a recommendation from the Head of Publishing to review future publishing arrangements for IJSEM. The Chair of Publishing Committee and Head of Publishing will discuss next steps, including initiating discussions with individuals involved in the taxonomy community who should fully understand the issues.

The Chair of Publishing committee reported that he had met with publishing managers and was pleased with continued progress.

1.8 Other

Next meetings of Council in 2014 at CDH:

3/4 July (final accounts & draft budgets)

11/12 September (budgets) 11 September is AGM

4/5 December (CEO appraisal & Council reviews)

2. Action points

- Update employers/affiliations of Council members on website
- Colin Harwood to approach Ian Sutcliffe re: attending International Committee on the Systematics of Prokaryotics.
- Staff to organise alternative accommodation for future Council meetings
- Re-establish the Membership WG
- CEO to add the investment policy statement to the Critical Risk register

- Review insurance policy
- Name badges for future council/staff lunch at meetings
- Information in the benefits of SB membership paper should be to be publicised to members via newsletter and more detailed on our website
- Staff (Jas Dhesi and Rosie Waterton) to liaise with the President to ensure July Council and AGM organisation is undertaken in a CEO's absence