

Minutes of the 383 meeting of Council

Friday 6 March 2020 9:00-12:30 GMT

Venue: 14-16 Meredith St, London, EC1R 0AB, UK

Present:

Judy Armitage (President, in the Chair)
Ian Roberts (Treasurer)
Mark Harris (General Secretary)
Paul Kellam (Chair of Policy Committee)
Jodi Lindsay (Chair of Publishing Committee)
Stephen Smith (Chair of the Scientific Conferences Committee)
Tadhg O’Croinin (Chair of Professional Development Committee)
Amy Pickering (Chair of the Early Career Microbiologists’ Forum Executive Committee)
Deirdre Devine (Elected Member)
Charles Dorman (Elected Member)
David Blackburn (Elected Member)
John Morrissey (Elected Member)
Tracy Palmer (Elected Member)
George Salmond (Elected Member)

In attendance:

Peter Cotgreave (Chief Executive)
Joanne Morley (Chief Operations Officer)
Sarah Buckman (Director of Strategy and Members’ Programmes)
Tasha Mellins-Cohen (Director of Publishing)
Paul Easton (Head of Membership Services)
Laura Crick (Head of Conferences and Events)
Gillian Perry-Bland (Governance and Operations Executive)

1. Apologies for absence and welcome to new attendees

The President formally welcomed Council members to the 383 meeting of Council. She also welcomed Paul Easton (Head of Membership Services) and Laura Crick (Head of Conferences and Events), who were attending as staff members.

Apologies were received from Chloe James (Chair of Communications Committee).

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 notify the Society of any new conflicts that may arise. None was declared.

The Chief Executive reminded Council members that in advance of their next meeting, they would be asked to perform their annual checks on their Declarations of Interest.

1.2 Minutes of the previous meeting

The minutes of the 382 meeting were agreed as a true and accurate record, subject to one minor amendment in Section 4.3.3, paragraph 1, line 6, where “talks be authors” should have read “talks by authors”.

1.3 Matters arising from the minutes and action points

Arising from item 4.6, Professors Neil Gow and Jo Verran had both expressed their delight at becoming Honorary Members of the Society. A short piece had been posted on the website, including a video of them explaining why the Society mattered to them.

Arising from item, 4.8, the senior editors of *Microbial Genomics*, and the Chair-Elect of the Publishing Committee, Professor Paul Hoskisson, had been consulted about the Deputy Editorship of the journal, and their recommendation referred to the Publishing Committee. There was unanimous support for Sam Sheppard to be appointed as Deputy Editor-in-Chief for *Microbial Genomics*. Council approved the appointment.

Arising from item 4.13, the position statement on funding for science in Ireland had been published and had been positively received by members. Charles Dorman asked whether the Director of Science Foundation Ireland had accepted the invitation of a meeting, and the Chief Executive reported that no response had yet been received, but that the request had only been sent a few days earlier.

2. Finance and Operations

2.1 Update from Finance and Operations Committee

2.1.1 Key points

Council noted the paper circulated in advance.

2.1.2 Investments update

The Treasurer reminded Council that the previous day’s meeting of the Finance and Operations Committee had marked the end of Waverton’s tenure as the Society’s investment manager and the beginning of Tilney’s tenure. Rebecca Davidson and Matthew Dickens from Tilney had attended the Finance and Operations Committee meeting and had presented a very helpful and fruitful set of information. He further reported that roughly 50% of the Society’s portfolio had so far been transferred between the managers and that the bulk of the remainder would be completed on 6 March. ARC had requested that Tilney investigate if there was a secondary market for the remaining funds with Aviva (currently ~£26,000) and agreed to come back to the Committee with more information about this in due course. The Treasurer reported that Matthew Dickens had informed

the Committee that there were no fundamental changes to the funds in which the Society's money would be invested since the original proposal, with one exception. Tilney had recently completed due diligence on one new fund and would be investing in it and in turn one other fund would be removed. This was in line with expectations, which were that on average, one new fund would be added per year and one removed.

The Treasurer reported that the representatives of Tilney had been asked about the impact of the novel coronavirus on the portfolio and had responded that the funds in which the Society's assets were invested were well protected from the market effects. The markets were viewing the coronavirus as a relatively short-term problem (in investment terms) and not a problem that would persist over five or more years, which might have a greater impact on long-term returns.

2.1.3 Management Accounts

The Treasurer reported that the Committee had reviewed the draft management accounts for 2019. These showed an overall surplus on the main operational budget for 2019 of £20k, against a budgeted surplus of £1.7k. He reported that there were some minor adjustments still to be made but that the outturn presented was near final at this point. The auditors Kingston Smith would be provided with the draft accounts, in line with the agreed audit timetable. Although the expenditure relating to the sale of Charles Darwin House 1 and 2, and for the 75th Anniversary were shown separately in the accounts, they would be presented collectively in the Annual Report, which would consequently show an accounting deficit of approximately -£660k.

The Chief Executive expressed his thanks to all of the Society's staff for their hard work and commitment in balancing the budget this year.

2.1.4 Annual Salary Award

The Society's staff, excepting the Chief Executive, left the room for this part of the discussion. Council approved the Finance and Operations Committee's recommendation that all staff be awarded an annual pay increase of 2.75%, effective from 1 April 2020. The Chief Executive undertook to inform the staff later the same day.

2.1.5 Journal Pricing Recommendation

Council approved the recommendations set out in the paper, which were recommended by the Finance and Operations Committee.

2.1.6 ICSP

The Treasurer reported that the Finance and Operations Committee recommended to Council that the Society open negotiations with ICSP with a view to purchasing a share of the *International Journal of Systematic and Evolutionary Microbiology*. Charles Dorman expressed concern that the previous appointment of Editor-in-Chief had gone ahead without the approval of the Society's Council. The Director of Publishing agreed that this was also a concern for the Society and that further discussions had taken place to avoid a repeat. Council approved starting negotiations.

2.1.7 ICTV

The Treasurer summarised the existing contract with ICTV, which included publishing virus taxonomy profiles in the *Journal of General Virology*. ICTV wished to extend and expand the contract, but it was now known that Wellcome had turned down the ICTV's request for an extension to its grant. This would change and complicate the relationship. Council approved continuing negotiations.

2.1.8 Fundraising update

The Treasurer reported the appointment of the Society's Fundraising and Development Manager, Andrew Zsigmond, whose role was to support, develop and implement a fundraising campaign. Finance and Operations Committee recommended that Council approve the establishment of a small fundraising group, as outlined in the paper reviewed by the Committee, with the addition of two former Treasurers to the invitation list, Chris Thomas and Colin Harwood. Council approved the formation of the group.

There had been some concern about the use of the phrase "future leaders," which was taken from the wording of Objective 3 of the Society's strategy, partly because it was already in use by other organisations and partly because in the current context, it could be understood to imply a degree of selection and exclusivity on the part of the Society, which had the potential to be perceived as being at odds with its traditions and values.

Charles Dorman suggested that the Society already had a cohort of future leaders in the Fleming Prize winners and suggested that the award could be turned in to a Fleming Fellowship. Tracy Palmer further asked how the funds would work for the Society's international members. The Chief Executive responded that these were matters for the fundraising group to consider.

2.1.9 Operational Matters

The Chief Operations Officer reported on plans for an accessible entrance into the building at 14-16 Meredith Street. The Society's planning application was still with Islington Council. A decision was meant to have been given in December but had still not been taken. The application was very likely to be turned down, on grounds that the Society had been advised could be subject to appeal. A formal complaint would be made by the Society about the delay in the decision-making process.

2.1.10 Properties Update

Council noted that it had held a meeting via email on 30 January regarding the winding up of CDH Ltd, the minutes of which had been signed by the President and would be appended to the minutes of the 383 meeting.

The Chief Executive reported that a meeting of the Directors and Members of CDH Ltd had been set for 23 April (using the authority granted by the meeting of 30 January) at which CDH Ltd would be put into liquidation.

3. President / Chief Executive Business

3.1 General business /Report back from CEO

3.1.1 REF

The Chief Executive reported that the secretariat for the 2021 Research Excellence Framework exercise had put out a call for additional nominations for the panels and had contacted the Society. In particular, expertise in 'molecular bacteriology' was sought. Council noted that it had been successful in the first round of nominations, with Hilary Lappin-Scott, Neil Gow, Ian Henderson and Mark Harris all being appointed. It further noted that it was as a result of Ian Henderson no longer being available that bacteriology expertise was needed. Council agreed that, owing to the diversity requirements of the panels, which would inevitably mean that some strong candidates would be unlikely to be appointed, it would be advisable to make up to three strong nominations.

Del Besra was proposed as a suitable candidate. Council members undertook to provide any additional suggestions to the Chief Executive by 20 March, with the Officers taking a final decision on whom to nominate. The Chief Executive would email Council to remind them during the week beginning 8 March.

3.1.2 UKRI

The Chief Executive reported that UKRI's consultation on Open Access had been published, and that the Society would respond through the Society Publishers' Coalition.

3.1.3 Fleming Museum

The President and Chief Executive had attended a meeting with representatives of the Imperial College Hospital Trust on 5 February, which had proved very interesting. There was clear interest in preserving Fleming's legacy and making more of the museum, although the running of the entire site was complex because it involved the interests of both the Hospital Trust and Imperial College London. A further meeting was set to take place in April.

3.1.4 President's Roadshows

The President reported that at recent roadshow events, following her description of inappropriate behaviour by senior colleagues when she was early in her career, three different early career researchers had approached her to describe similar behaviour still happening today. She sought Council's views on whether the Society could do anything to support such people, who were sometimes mistrustful of or unclear about their own institutions' procedures.

Pointing out that such problems were not necessarily confined to early career scientists, Amy Pickering drew Council's attention to the recent resignation of the Director of the Roslin Institute, alleging occasioned by bullying and harassment.

Council agreed that events which the Society funded should all be required to adopt a Code of Conduct similar or identical to the Society's own, and that greater prominence should be given to the Society's Code of Conduct.

Council agreed to ask the ECM Forum Executive Committee to consider the matter further, but was clear that it did not expect the ECM Forum to be in a position to deal with the issue itself. Rather, it was asked to bring forward suggestions for what the Society might usefully and practically do.

Tracy Palmer felt the Society should be cautious not to re-invent systems that were already in place. Council recognised that one form of support the Society might be able to give was to help members to access those existing systems.

The Chair of Scientific Conferences Committee agreed to discuss the matter at a forthcoming Committee meeting.

3.2 Composition of Council and Committees

Council noted the paper circulated in advance.

3.3 Outcomes from Thursday session of Council

3.3.1 Annual Conference

Council noted that a previously unknown respiratory disease, Covid-19, caused by a novel coronavirus, was spreading rapidly around the world, and that there were approximately 100 cases in the UK. Council further noted that the world's entire human population lacked immunity to the virus, which was spreading in an epidemic manner in China, where it had apparently originated, and that the death rate, although uncertain, was reported to be approximately 1 per cent.

Council received a presentation from senior staff setting out a range of information relevant to the viability of the Society's activities during the global outbreak of Covid-19.

Over the course of the Thursday session (5 March) and the meeting on Friday, 6 March, Council considered:

- All available evidence concerning the global outbreak of Covid-19, caused by a novel coronavirus, and in particular the doubling rate for infections, which suggested that by the date of Annual Conference, the UK would have many thousands of cases
- Official advice from the UK government and other governments about travel during the outbreak
- Information concerning the countries of origin of speakers and delegates registered for Annual Conference
- Information concerning the number of speakers dropping out
- Information about the costs of cancelling Annual Conference, which would be in the approximate range £750,000 to £1 million depending on the exact circumstances
- The effects on staff of asking them to attend a large event during an outbreak of a novel, poorly understood contagious disease with an uncertain death rate somewhere in the region of 1 per cent
- The need, as a body of microbiological experts, to show leadership in the face of highly uncertain circumstances
- Requests from members for clarity about what approach Council was minded to take in the circumstances, and
- The undesirability of being seen to contradict official advice, which was known to be based on significant scientific expertise, and the possible interest of the media in reporting this as a substantial disagreement in the scientific community.

A secret ballot of Council members produced a significant majority in favour of continuing to plan for the delivery of Annual Conference 2020. However, further discussion revealed an almost unanimous belief among those who were minded doing so that, within a week or two, circumstances would change to the point where the decision would have to be reversed.

Council considered delaying a final decision until 13 March.

After further consideration, Paul Kellam summarised what was known about the viral infection, and stressed the implications of the situation being made worse by transmission at Annual Conference, which would involve thousands of people from 48 countries staying together in close proximity for several days.

Reluctantly, Council unanimously agreed that the only appropriate course of action was to cancel the Society's Annual Conference for 2020.

In view of concerns about the decision being presented as the Society's experts disagreeing with those consulted by the government, the Chief Executive undertook to inform the offices of the Chief Medical Officer and the Chief Scientific Adviser immediately.

3.3.2 Other events

Council decided that the Focused Meeting on *Candida* and Candidiasis, scheduled for April, should be postponed.

Council agreed to defer decisions on all future events, but was minded if possible, to run the President's Roadshow events, which were much smaller and more local in nature.

3.3.3 Further decisions

The following further decisions and actions were taken:

- A short public statement was approved for immediate release, promising a final decision early in the week of 9 March; this would give the Society time to prepare its communications appropriately
- The Chair of the Scientific Conferences Committee was asked to convene the Committee as soon as practicable to consider a variety of important matters, such as whether to plan for the content from Annual Conference 2020 to be delivered in 2021 or in others ways; how to select contestants for the Young Microbiologist of the Year Competition in the absence of the largest normal source of finalists; and any other Conference-related matters consequent on the decision to cancel Annual Conference
- Having noted that it was contractually obliged to repay registered delegates' fees, but that the terms and conditions, to which all delegates had agreed, were explicit that the Society bore no further legal liability, Council was nevertheless minded to be benevolent towards students who may find themselves out of pocket, having incurred irrecoverable costs of travel and accommodation, and
- Recognising that it was not possible to consider immediately all the details consequent on the important decisions it had taken, Council delegated to the Chair of Scientific Conferences Committee and the Officers authority to take such decisions as might arise, and for them to refer decisions back to Council as a whole where they felt it necessary or expedient to do so.

3.3.4 Media interest

Council also received a presentation from Charlotte Mitchell, the Head of Communications, about the ways in which the Society had delivered against its objective of showcasing the importance of microbiology and of members' work during the outbreak. The Communications team had worked closely with the Science Media Centre to provide expert comment in a very wide range of local,

national and international media, and had worked hard to support members to inform public discourse with sound scientific information, including communicating where that information was uncertain. Hundreds of pieces of media coverage relating to members' contributions had been tracked.

3.4 Membership report

3.4.1 Membership report

Council noted the paper circulated in advance.

The Director of Strategy and Members' Programmes reported that the total number of members, at the time of the meeting, was 5,953.

3.4.2 New members

Council approved the list of new members.

3.5 Publishing growth opportunities

Council approved the recommendations provided by Publishing Committee regarding priority order of possible future opportunities, and authorised the Officers and Chair of Publishing Committee to approve, if thought appropriate, a grant application to Wellcome for a Learned Society Curation Award, with the final decision resting with the President.

3.6 Governance review

Council noted the paper circulated in advance, which set out a mechanism for implementing the decisions taken by Council in relation to governance at its 382 Council meeting in December 2019. Council approved the proposals.

Council devolved to the Chairs, incoming Chairs and Officers the decision on how many elected spaces to offer on each of the three new Committees in the 2020 round of elections, noting that (a) if everyone eligible to transfer to the new Committees chose to do so, Building Communities Committee and Impact and Influence Committee would be overpopulated, and (b) it was desirable nevertheless to stress the importance Council places on elected membership by offering some spaces.

The Chief Executive and Chair of Early Career Microbiologists' Forum reported that they had further discussed the arrangements for ECM representation on other Committees, and proposed some minor changes, which were agreed by Council.

Council noted that it would need to take a decision on whether to continue the arrangements for co-Chairing in the absence of any information about how they were working, because it would be necessary to hold elections during 2021. The Chief Executive undertook to bring the matter back to the next meeting of Council.

3.7 Progress on international matters

The Director of Strategy and Members' Programmes summarised the paper. Council noted and approved its contents, specifically in relation to the terms of reference of Committees.

3.8 Recommendations of the Prizes Review Working Group

The General Secretary, who had been a member of the Working Group summarised its outcomes as described in the paper circulated in advance. Council approved the recommendations of the Working Group. The General Secretary observed that the timescales for implementing the changes, including significant updating of the website, would be tight, given the need to promote the prizes in the newsletter on 26 March 2020.

The President thanked the group for its rapid and comprehensive work.

3.9 Critical Risk Register

The Chief Executive summarised the paper and highlighted to Council that the new format of the risk register, generated by the Audit, Risk and Evaluation Committee in consultation with senior staff, was substantially different from the old version. It summarised risks in a higher-level way, which would give Council a more realistic way of monitoring them.

Council noted that Kathryn Kerle, the Chair of the Audit, Risk and Evaluation Committee, would attend its meeting in July to present the Committee's work.

3.10 The Society's environmental impact

Council noted the paper circulated in advance. In the interests of time, the matter was deferred for more detailed consideration at the next meeting.

3.11 Potential naming of the Society's headquarters

In the interests of time, it was agreed that this matter would be deferred to a future meeting.

3.12 Revised EDI guidance

Council noted the paper circulated in advance. Council approved the revised guidance.

4. Summary of progress

Council noted the paper circulated in advance.

5. Committee Business (for information only)

5.1 Publishing Committee minutes

Council noted the minutes circulated in advance.

5.2 Scientific Conferences Committee minutes

Council noted the minutes circulated in advance.

5.3 Policy Committee minutes

Council noted the paper circulated in advance.

6. AOB

The General Secretary observed that the role of Deputy Editor in Chief of *Journal of General Virology* had not been formally appointed. The only candidate from a call to the membership was Professor

Alain Kohl, who was considered by the current Editor in Chief to be a highly suitable appointment. Council agreed that his application should be circulated to Council for comment and that unless anyone saw a reason to object, Prof Kohl be appointed.

There being no further business, the meeting closed at 13.13pm.