2024 Annual General Meeting minutes

Monday 7 October 10:00-11:00 GMT
Hybrid meeting

Present:
Nigel Brown (Elected Member of Council, in the Chair)
Karen Robinson (General Secretary)
John Sinclair (Treasurer)
Peter Cotgreave (Chief Executive and Company Secretary)

107 members of whom 83 were voting members.

In attendance:
Sarah Buckman (Chief Programmes and Partnerships Officer)
Joanne Manning (Chief Operations Officer)
Charlotte Mitchell (Chief Communications Officer)
Rosie Waterton (Governance Manager)
Pippa Evans (Projects Delivery Lead)
Glyn Owen (Governance Executive)

1. Introduction by the Chair

The Chair, welcomed attendees to the Society's 2024 hybrid Annual General Meeting (AGM). He noted that under Article 5.3 of the Society's Articles of Association, he had been nominated by Council to deputise for the President as Chair of the AGM as the President was unable to attend the meeting. He declared the meeting open and quorate after a show of hands of Full, Full Concessionary, Post Graduate Student and Honorary Members of the Society.

He observed that the papers had been made available on the Society's website. He further confirmed to the meeting that all motions presented at the AGM had been endorsed by Council and any motion submitted by any other person would need a proposer and a seconder.

He reminded members who were in attendance that anyone addressing the AGM should do so by raising their hand (or for those online by digitally raising their hand) and should clearly state their name and affiliation, and that those eligible to vote at the AGM were Full, Full Concessionary, Post Graduate or Honorary Members of the Society.

The Chief Executive gave a brief summary of the achievements of the Society over the reporting period. He highlighted the main areas and reported under the Society's three strategic objectives:

1.1 Building Communities

- 2023 had been the first year of the Society's new strategy. In the five years between 2023 and 2027 the Society's principal goal was to strengthen the culture of being a community-driven

Society by amplifying members' voices, wherever they are in the world, and empowering them to embed the benefits of microbiology in wider society.

- The Society's reputation as a friendly, nurturing and approachable community remained incredibly important and in April 2023, the Society had welcomed 1,666 members to Annual Conference, held at the ICC Birmingham.
  - This four-day showcase of microbiology had included Prize Lectures from world-leading scientists in their fields – Wendy Barclay, Sharon Peacock, Ravindra Gupta, Tanmay Bharat and Iruka Okeke, who joined over 321 speakers in 26 sessions across the event.
- In 2023 the new Equality, Diversity and Inclusion Prize had been launched, to recognise outstanding work of those in the microbiology community driving to create an inclusive culture that supports equality and diversity in microbiology. The Chief Executive noted that the inaugural presentation for this Prize Lecture would feature at Annual Conference 2025.
- The Society had hosted the Federation of Infection Societies (FIS) 2023 in Edinburgh in November. FIS was the largest UK-hosted, international infection conference and alongside our partners the Healthcare Infection Society (HIS) and the British Infection Association (BIA) the Society welcomed 656 delegates over a three-day, extensive programme which had included plenary lectures, debates, clinical cases and networking opportunities.
- The Society's ever-popular meeting programme had continued throughout the year with a major international event taking place across four days in May in Montréal, Canada. *Candida* and Candidiasis had brought together scientists studying diverse aspects of *Candida* biology to present the latest advances in the field and to provide a forum for community-wide discussions, collaboration and local networking.
  - As part of the international focus, links with Canadian microbiologists had been developed further; talking to our members and Editors in Canada to help identify what the Society could offer the local community.
- In 2023, strong progress had been made in our aim to better engage and serve microbiologists working in industry –
  - ExhibtionPlus had been launched in April; an innovative model for the Society to build deeper engagement with organisations and companies to provide mutual benefit to the microbiology community.
  - Discussions were held with Unilever to hold a joint event on microbiome safety which had been held in early 2024.
  - There had been a continuation of conversations with a wide variety of industry partners about engaging with the Society further, gathering intelligence on how our programmes, like our Unlocking Potential Fundraising initiative, align with their own mission.

1.2 Impact and Influence

- As our strategy stated, microbiologists were involved in addressing challenges that include urgent global problems. One such challenge was antimicrobial resistance (AMR) and the 'Knocking Out AMR' project was developed in response to this – it was an ambitious, bold project designed to promote feasible and effective solutions to AMR through cross-disciplinary and multi-sector collaboration worldwide.

- During the year the Society had worked to gather members' knowledge to provide scientific evidence to aid decision making and maximise the impact of microbiology research, in a number of policy areas including Committee inquiries, calls for evidence and consultation responses.
- A review of the Champions Scheme had taken place over 2023 and, following Council's approval a series of recommendations are being implemented, from resources to training days.
- Throughout the year, work had continued with the media, to share members' research and extend their reach. Society driven content had been featured in over 200 news articles and across the media including the *Guardian*, the *Independent*, BBC news, the *Daily Mail* and the *Daily Telegraph.*

1.3 Sustainability

- As the new strategy emphasised the need for the Society to represent the global microbiology community, work with our members, Champions and partners to increase access to the opportunities and benefits offered by the Society internationally, had continued.
    - For example, in 2023 the Society's account on the Chinese social media application, WeChat had been launched, in partnership with journal agents Charlesworth.
- The Society's business model to support Open Access, called Publish and Read had continued successfully. It allowed institutions to pay an annual fee, which gave their readers access to all of our material and their authors unlimited rights to publish without paying APCs – making them freely available without copyright restrictions to everybody.
    - Publish and Read had grown significantly in 2023 with new agreements made all over the world including in countries and territories of focus for the Society, like the US, Canada and Hong Kong.
- As a not-for-profit publisher, the Society continued to demonstrate why and how publishing with it, benefits the wider microbiology community – helping us achieve a world in which the science of microbiology provides maximum benefit to society.
    - In 2023 the 'Publishing for the Community' campaign demonstrated for the first time that just one article published with us generated the funds to give grants to four of our early career members to attend our Annual Conference and that just two articles published with us generated the revenue to fund a Harry Smith Summer Studentship.
- During the year a new initiative had been developed called Publishing Fundamentals, which was designed to aid anyone who has never published, reviewed or edited to get started on their publishing journey. By the end of 2023 a set of digital resources under the 'Publishing Fundamentals' banner was published on the Society's journals website.
- In 2023 the first cohort of our Unlocking Potential grant began their bespoke training, coaching and mentoring activities, tailored to their individual needs.
    - 10 grants were awarded thanks to our first ever fundraising initiative, the Unlocking Potential fund.

- The grants recognise that everyone faces a career challenge at some stage and help provide the right support to overcome those challenges.

The Chief Executive concluded his presentation by expressing thanks to everyone who has donated to the Unlocking Potential fund to date and highlighted that there would be some further details released in the next few weeks about the Society's latest fundraising activity '£80 for 80 years' which would be launching before the end of the year, in time for the Society's 80th anniversary in 2025.

2. Minutes of the 2023 Annual General Meeting

The minutes were approved *nem con* via a show of hands of those voting members in the room and a digital show of hands for those voting members online.

3. Matters arising from the minutes

There were no matters arising from the minutes.

4. Special resolution: Articles of Association

The Chair introduced the Special Resolution to update the Society's Articles of Association and informed attendees that the Chief Executive would outline the resolution and explain the voting procedure. He noted that because of the obvious importance of this item, under Article 5.11.1 of the current Articles, the President has determined that the resolution will be decided by a poll rather than a show of hands. He also stated that under Article 5.14, and with their consent, he was appointing Jerry Reen, University College Cork, and Rebecca McHugh, University of Glasgow, as scrutineers for the poll.

The Chair handed over to the Chief Executive to outline the resolution and explain the voting procedure for the poll.

The Chief Executive thanked the Chair for introducing the item and explained that a vote taken as a poll under Company Law meant that each vote, including any proxy votes, would be counted rather than relying on a simple show of hands for the result. He reminded the members present in the room and online that only those in the Full, Full Concessionary, Honorary or Postgraduate categories could vote, but that any member could speak or ask a question at the Chair's invitation.

The Chief Executive apologised for an error in the covering paper to this item which wrongly stated a date as 1 January 2005 when it should have read 1 January 2025.

The Chief Executive summarised the information in the paper including the background to the item, recounting Council's decision over the last year, to carry out a review of its own structure for several reasons including the time Council members were able to give to the role, changes to the publishing landscape, and the large number of members that Council now comprised. Council had sought external expertise from a specialist charity governance lawyer to help with this review. The Chief Executive also noted that at the same time the Charity Commission for England & Wales had contacted the Society to arrange a "monitoring visit". This was not because the Charity Commission had any concerns about how the Society operated but because it was obliged to check up on charities from time to time. The Commission's final report was very positive, commenting on "robust risk management," "appropriately documenting key decision making", and "managing the Society with prudence", and had raised no specific concerns. It did, however, note that the Society's Articles of Association had been written over fifty years ago and the Commission's representative had been very pleased to learn that Council had already agreed to carry out an imminent review of them with legal advice.

The Chief Executive then described how the charity governance lawyer supported Council with a re-draft of new Articles of Association, based on the Charity Commission's "model Articles", and this had been discussed by Council, re-drafted and added to several times over several meetings involving subsets of Council, before the full Council had agreed a final draft to put to the membership. He continued that this final draft had needed consent from the Charity Commission before being put the membership, and that this had been granted in August as specified in the papers for this meeting.

He further noted that as this process was carried out the President had written to the membership with updates in April and again in July.

The Chief Executive outlined that the set of papers provided to the members included the following:

1. A summary of the changes, with a cover note designed to give members enough information to understand the changes and the reasons for them.
2. The new Articles of Association (for approval)
3. A set of Byelaws (for information)
4. The existing Articles of Association (for reference)
5. A set of transitional provisions (for approval).

The Chief Executive explained the reasons for the proposed changes to the structure of Council as per the new draft Articles of Association:

He firstly noted that the current size of Council was too large to properly fulfil the duties of Company Directors and Charity trustees and it was at the upper end of what the Charity Commission recommended. He secondly noted that in recent years there had been a substantial increase in regulatory and legal responsibilities for trustees, including but not limited to, health and safety, environmental law, planning law, data protection, anti-money laundering regulations, anti-bribery law, pensions law, tax law, employment law, safeguarding regulations, public liability insurance, investment regulations and many others. He noted that often the staff managed these matters but that the trustees remained responsible. Thirdly, he noted that all the members of Council were expert microbiologists but not expert in other areas, such as commercial sector experience and particularly publishing experience.

Council had concluded that in order to better serve the Society, it would propose the following structure to the membership:

The formal, legal business would be conducted by a Board of Trustees, comprised of a maximum of nine members, with the majority of the Board being members of the Society:

3 Executive Officers (the President, the General Secretary, and the Treasurer)

3 Elected Members

Up to 3 co-opted Members (who need not be members of the Society)

There would also be an Advisory Council, which would have a very similar membership to the existing Council, except that the co-Chairs of the Members Panel would join it. It would be responsible for much of the non-legal business that Council currently conducted, such as overseeing conferences and other member programmes. Its constitution was set out in the Byelaws.

The Chief Executive then summarised the set of transitional provisions which were required to regularise what would happen after the vote until the changes could be fully implemented, if the Special Resolution were to be passed.

The Chief Executive then explained that as this was a Special Resolution in Company Law, it required a 75% majority of those who voted and that a Special Resolution was only valid if it was stated on the face of the papers provided that it was a Special Resolution. The paperwork clearly stated this.

The Chief Executive then invited questions from the membership ahead of the poll.

Stephen Oliver, University of Cambridge, asked three questions:

a) Could Advisory Council members nominate members to sit on the Board of Trustees?
b) If so, would Advisory Council members approve the Trustee Board appointments?
c) How would conflicts of interest with Co-opted Members be avoided?

The Chief Executive responded to each of the questions in turn, informing members that the Executive Officers and the Elected Trustees would be elected by the Advisory Council following an open call to the membership to nominate candidates. The Co-opted Trustees would be appointed by a decision of the Board of Trustees with the proviso that the Trustees would have an obligation to consult with the Advisory Council on these appointments. He further noted that conflicts of interest were set out in detail in the draft Articles of Association.

Hilary Lappin-Scott, Former President of the Society, asked three questions:

a) How will co-opted Trustees be recruited?
b) What happens if there is no interest in the positions?
c) How do we prevent the Board of Trustees growing too large in the future?

The Chief Executive responded to the questions in turn informing members that a specialist Trustee recruiter would be appointed to support with the recruitment process for co-opted trustees. If there was no external interest in the position, then the Articles allowed the Trustees to co-opt members to fill the positions instead. The Chief Executive informed members that in order to increase the number of Trustee positions in the future, it would be necessary for members to vote on a further revision to the Articles of Association at a General Meeting.

With no further questions, the Chair and the Chief Executive moved to the poll. The Chief Executive explained that there were two sets of tellers, one set to count the in person votes and one set to count the online votes. He also noted that proxy votes would also need to be tallied and there were five registered in advance who had all appointed the Chief Executive as their proxy.

There were 83 votes cast in total, as follows:

81 votes in favour of the special resolution

2 votes against

There were no abstentions.

Having consulted the scrutineers, the Chair then declared that the Special Resolution was passed with by a majority of 98% to 2%.

5. Financial report

The Chair invited John Sinclair, the Treasurer, to present the financial report for 2023.

The Treasurer opened his presentation by explaining that the financial challenges for the Society, borne about from the changes to the publishing landscape continued into 2023. He noted that the Society had continued to adapt to the changes by evolving the Society's publishing business model, including the flipping of *Microbiology* journal to a fully Open Access title from the start of the year.

He reported that the principal funding sources continued to be income from sale of subscriptions and Publish and Read access to the Society's publications, investment income and membership subscriptions. In 2023 he noted that the Society returned to a full programme of events, with income from event registration fees and exhibitor and sponsorship fees returning to pre-pandemic levels. He continued that the Society had expenditure on journal publishing, grants, policy, and membership activities. Expenditure for the events programme was significant due to inflationary pressures and an increase in travel and accommodation costs, post-pandemic.

He referenced the fact that 2023 had been the first year of the Society's new strategy which had enabled Council to identify and seize opportunities as they had arisen, which he noted would also be key to future growth. He provided several examples to illustrate this point:

- Over 400 institutions signed up to Publish and Read and in 2023, over 100 new global agreements were made in the US, Canada, China, India, Hong Kong and Taiwan.
- ExhibtionPlus was launched: a new initiative to develop partnerships with organisations and companies, ensuring they can work with the Society and benefit from our community beyond having a stand at Annual Conference.
- The Society's ever-popular meeting programme continued throughout the year; with over 1600 delegates attending Annual Conference in Birmingham and the Society's largest international event '*Candida* and Candidiasis' in Montréal, Canada.

He summarised his presentation by emphasising that the Society's continued strength depended on its financial management. He noted that 2023 had seen some turbulence in the global financial markets and high inflation continued to have an impact on the Society's costs and that because if this Council continued to scrutinise costs in detail and carried out a comprehensive 'review of everything'. This included measures to (i) reduce costs; such as developing a roadmap to allow Annual Conference to breakeven by 2026, (ii) increase income; such as diversifying income through the journals portfolio; and (iii) increase the Society's impact, such as developing the Society's 'Publishing for the Community' campaign.

He noted that the Society could not continue to do this without the support of its members, and that he was pleased that members had supported and embraced these plans so far. To ensure the Microbiology Society continued to serve the community in the most financially stable way it can for many years to come he invited members to get in touch with any further thoughts.

He thanked members for their time and invited questions.

There was one question from Stephen Oliver, University of Cambridge, who asked if the financial pressures on the Society's income meant that the Society needed to rely more on investment and fundraising income than it had historically. The Treasurer and the Chief Executive both emphasised that the Society would continue to obtain most of its income through publishing as it had historically. However, they noted that there would need to be a muti-faceted approach with all avenues explored as was being done, to increase income across all areas, such as fundraising, events, industry sponsorship as well as exploring all avenues for increasing income from publishing activities such as increasing the size of the journal portfolio and developing new business models.

With no further questions, the Treasurer thanked the members.

5.1 Receiving of the annual accounts

On the recommendation of the Treasurer, the Chair invited the membership to receive the annual accounts for 2023. The annual accounts for 2023 were received by the membership by a show of hands for those voting members in the room and a digital show of hands for those voting members online.

5.2 Appointment of auditor

The Chair invited the membership to re-appoint Sayer Vincent as auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next general meeting, noting that a review and re-tender of the service would take place during 2025.

This was approved *nem con* by a show of hands for those voting members in the room and a digital show of hands for those voting members online.

5.3 Approval of membership subscription rates

The Chair invited the membership to approve the 2025 subscription rates presented in the papers.

The subscription rates were approved *nem con* by a show of hands for those voting members in the room and a digital show of hands for those voting members online.

6. New Members of the Advisory Council, Committees and Divisions

The Chair announced the Society's President for 2025-2027 would be Gordon Dougan.

He also listed the incoming members of the Advisory Council for 2025 as:

Jonathan Cox – co-Chair of Impact and Influence Committee

Christine Edwards – co-Chair of Sustainability Committee

Kim Hardie – co-Chair of Building Communities Committee and Chair of Publishing Panel

Bruno Lopez – co-Chair of the Members Panel

Kevin Maringer – co-Chair of the Members Panel

Rebecca McHugh – co-Chair of Early Career Forum Executive Committee

Gerald Barry – Elected Member

Arindam Mitra – Elected Member

Justine Rudkin – Elected Member

The Chair confirmed that the names of incoming Committee and Division members were available on the Society's website in the papers for the meeting and welcomed them to their roles and thanked them for engaging with the work of the Society.

The Chair thanked the outgoing members of Council who would step down at the end of 2024, expressing his gratitude for the time, expertise, energy and input contributed to the activities of the Society during their term of office.

He specifically noted the contributions of the members of Council due to stand down in December 2024.

He commended David Clarke for being such an active member of the Society's governance for many years, serving on Council and Impact and Influence Committee and encouraging others to publish with us. He noted that he is also a supporter of the Society's work in Ireland.

He thanked Sarah Hooper for being such an excellent co-Chair of Sustainability Committee and a supportive voice for microbiologists in Cardiff and across Wales and the southwest. He also noted that she did an excellent job chairing the Champions review and growing this important programme of work.

He commended Paul Hoskisson by stating that Paul had worked tirelessly as both co-Chair of Building Communities Committee and Publishing Panel Chair. During his tenure he oversaw significant changes across the Society's publishing portfolio including the move of *Microbiology* fully Open Access, the growth of Publish and Read and the introduction next year of Subscribe to Open.

He thanked Jo Kite for her tenure as co-Chair of Early Career Forum Executive Committee, which she had used to improve communication from the Society with the EC Forum members and made the Early Career Summer Conference the success we all saw this year in Glasgow.

In her absence he also extended thanks to Tina Joshi as co-Chair of Impact and Influence Committee, having championed the development and launch of the ambitious and wide-ranging Knocking Out AMR project (where she continues as co-Chair of the project). He also noted that she would continue her association with the Society as a successful Deputy Editor-in-Chief of the *Journal of Medical Microbiology*.

The Chair also noted that he would be stepping down as an Elected Member of Council at the end of the year.

7. AOB

The Chair invited the General Secretary to present one additional item of business.

The General Secretary thanked Nigel Brown for stepping in to Chair the AGM, but also for his time on Council. She noted that Nigel had been an active member of the Microbiology Society for a large part of his scientific career, having joined as a PhD student in the mid-70s. She noted that he had served as President from 2012—2015 and extended thanks to him for all of his work in support of the Society and its members.

The General Secretary also thanked the President, who was coming to the end of his term. She reflected on his time as President and thanked him for doing such a fantastic job over the past three years, particularly guiding the Society through a period of significant change in terms of how it operates within the publishing landscape. She noted that during his Presidency the Society he had embraced the transition to Open Access publishing with *Microbiology,* the first journal in the portfolio to go fully OA in 2023. He has overseen a full review of our activities which has resulted in the expansion of our rich and varied events programme, seen the launch of our ambitious and wide-ranging project on AMR and the first cohort of recipients of our Unlocking Potential grant.

She continued that from the outset of his Presidency in 2022, the President had been determined to widen access to our community, to make the Microbiology Society more inclusive as the 'home from home' we all value it for. He has worked hard in supporting the Society to better reflect its diverse membership across its governance structures. Under his Presidency, the Society's had introduced the first Equality, Diversity and Inclusion Prize.

The General Secretary thanked him for everything he had done for the past three years on behalf of Council members and staff.

8. Closing comments

The Chair thanked the Society staff on behalf of Council for all of the work they do to deliver Society activities for the benefit of the microbiology community.

He noted that in 2025 it would be 80 years since the Microbiology Society was founded. He continued that the goal of our founding members was to establish a common meeting ground for scientists working in specialised fields through the formation of a new society that would advance and promote microbiology, and that purpose holds true to this day.

He emphasised that the Society is not only a membership charity it is a not-for-profit publisher. All revenue generated by the journals is invested back into our microbiology community. Everyone knew the scientific publishing landscape was changing rapidly and irreversibly and, he encouraged all members to publish their work in a Society journal.

He summarised that as a result of members vote of approval at this AGM, the way the Society was governed would change from 2025 and Council was confident that the establishment of the new

Advisory Council and the Board of Trustees would allow the Society to be nimbler than ever in the face of unprecedented change across our community.

The Chair thanked everyone for their time and their continued support of the Society.

The Chair declared the meeting closed at 11:10am.