

## 403 Meeting of Council

Thursday 7 March 2024 10:30–16:00 GMT

Venue: Hybrid via Zoom and Meeting Rooms 3 and 4, 14–16 Meredith Street, London, EC1R 0AB, UK

**Present:**

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| Gurdial Besra (President, in the Chair)                            | Geertje Van Keulen (co-Chair of Sustainability Committee) |
| John Sinclair (Treasurer)  | Sarah Hooper (co-Chair of Sustainability Committee)       |
| Karen Robinson (General Secretary)                                 | Alan McNally (Elected Member)                             |
| Kalai Mathee (co-Chair of Building Communities Committee)          | David Clarke (Elected Member) for items 1 to 5.3          |
| Paul Hoskisson (co-Chair of Building Communities Committee)        | George Salmond (Elected Member)                           |
| Jo Kite (co-Chair of Early Career Forum Executive Committee)       | Kim Hardie (Elected Member)                               |
| Jack Ferguson (co-Chair of Early Career Forum Executive Committee) | Lorena Fernández-Martinez (Elected Member)                |
| Catrin Moore (co-Chair of Impact and Influence Committee)          | Sheila Patrick (Elected Member)                           |
| Tina Joshi (co-Chair of Impact and Influence Committee)            | Nigel Brown (Elected Member)                              |

**In attendance:**

Peter Cotgreave (Chief Executive)  
Joanne Manning (Chief Operations Officer)  
Sarah Buckman (Chief Programmes and Partnerships Officer)  
Charlotte Mitchell (Associate Director of Communications, Brand and Audiences)  
Curtis Asante (Associate Director of Engagement and Insight)  
Helen Jones (Associate Director of Strategy and Impact)  
Glyn Owen (Governance Executive)

### 1.1 Apologies for absence

The President welcomed everyone to the 403 meeting of Council. No apologies had been received. Tina Joshi and David Clarke joined remotely via Zoom.

## 2. Formal business of Council

### 2.1 Declaration of any new conflicts of interest

There were no new declarations of interest.

## **2.2 Minutes of the 402 meeting of Council**

Kalai Mathee requested amendments to comments reported in section 2.2.2 to remove any direct reference to ASM.

Subject to this amendment, the Minutes of the 402 Meeting of Council were approved as a true and accurate record of the meeting.

## **2.3 Matters arising from the minutes and action points**

The Chief Executive reported that all actions were either completed, in train or included as substantive items on the agenda of the current meeting. Brief updates were included on the actions table.

He drew particular attention to the following actions from several previous meetings of Council:

Action 08 from the 399 Meeting – the Chief Executive reported that it was the intention to bring to Council’s meeting in July 2024 sufficient information to consider a decision regarding the future of the Society’s suite of journals.

Action 07 from the 401 Meeting – the Chief Executive reported that as requested the Associate Director of Communications Brand and Audiences had prepared a draft policy for the conditions and criteria by which Council may be guided in making position statements on significant world events, and that this draft would come to Council for discussion at the 404 Meeting of Council in July.

Action 03 from the 402 Meeting – in addition to the information that Council was already set to receive regarding Annual Conference at the 404 Meeting of Council in July, Council would also receive the outcome of a review of all the grants schemes which bore relevance to Annual Conference costs. The Chief Executive noted that the Chair of the Scientific Conferences Panel would be involved with the review.

## **3. Finance Committee**

The Treasurer opened this item by reporting to Council that, in future, it was the intention that Council would receive the Finance Committee Papers and report further in advance than they previously had as the Finance Committee had moved its meetings to take place approximately a week before Council meetings.

### **3.1 Finance Committee key points**

#### **3.1.1 Investments update**

The Treasurer gave Council a summary of the reports delivered to the Finance Committee by the Society’s investment managers, Evelyn Partners, and investment consultants, Asset Risk Consultants. He remarked that the portfolio managed by Evelyn Partners had performed well with a 9.5% return since inception. as of February 2024. The target return of CPI+4% had been harder for Evelyn Partners to achieve over the last two years but recent good performance meant that this was now looking likely and the portfolio had outperformed the peer group and benchmark.

The Treasurer noted that the Society’s total investments were now £9.7m from £10.3m at the same point last year. Despite the drop, this was a positive figure considering the drawdowns made from

the portfolio over 2023 as a result of Council's decision to operate a deficit and reduce reserves. In previous assessments of the investment market, Council had been advised that the market allowed for the Society to draw down a maximum of approximately £350k annually, but that this figure had been revised to £380k based on the latest assessment.

ARC's assessment of Evelyn Partners indicated that their long-term performance had been good, awarding them three out of four diamonds in their assessment model, which was ahead of reasonable expectation.

Kalai Mathee asked how much the Society paid to Evelyn Partners for their investment management services. The Chief Operations Officer advised that the Society paid its investment managers 0.49% of the size of the portfolio (currently about £50k annually). The Treasurer remarked that this was significantly cheaper than some other alternative managers. The Chief Executive reminded Council that the contract for the Society's investment management had been tendered in 2020, and that the agreed remuneration for the investment managers had been appropriately scrutinised as part of the process.

Kalai Mathee noted that fixed deposit interest returns were high compared to the returns noted in ARC's report. She asked the Treasurer how much of the Society's portfolio was placed in such investments. The Treasurer advised that 13% of the Society's investments were in fixed income investment, 80% in equities and the remainder in cash and alternatives. He advised that the investment managers were up to the limit of what the Society's risk threshold would allow to be held in equities. The Treasurer offered to follow up with Kalai Mathee at a later time to discuss the details of the structure of the Society's investments portfolio.

### **3.1.2 Management Accounts – January-December 2023**

The Treasurer reported an overall deficit of £1.5m in the Society's accounts, which was similar to the expectations set out at the 401 Meeting in December 2023.

While income was strong, overall expenditure was high, especially across conferences and events. The Treasurer reminded Council that it had already discussed the plans to reduce this overspend, and that plans were in motion to reduce it but that with changes to the business model in publishing this would not be easy.

### **3.1.3 Annual salary award 2024**

Members of staff left the room for this item. The Chief Executive remained. The Treasurer reported that after careful consideration of both internal and external factors, including general inflation, wage inflation in the economy, staff morale and affordability, the Finance Committee unanimously agreed to recommend an annual pay award of 4 per cent to all staff.

At the Chief Executive's suggestion, Council authorised him to inform staff of the annual salary award 2024 later the same day.

**Action 02:** Chief Executive to inform staff of the annual salary award for 2024.

### **3.1.4 Journal pricing recommendation 2025**

The Treasurer advised Council of the key details from the presentation given by the Commercial Engagement and Opportunities Lead to the Finance Committee regarding pricing for the Society's journals in 2025. The Treasurer also advised Council of the Commercial Engagement and

Opportunities Lead's plans to visit prospective partners in the United States, China and Germany in the near future to increase expansion into international markets.

Council was advised that the Commercial Engagement and Opportunities Lead had recommended the following price changes across the Society's suite of journals in 2025:

- Increase the price of Publish & Read agreements by 3.5%.
- Increase subscription prices for Subscribe to Open titles (*Journal of Medical Microbiology* and *Journal of General Virology*) by 4.9%.
- Increase the subscription price for *International Journal of Systematic and Evolutionary Microbiology* by 4.9%.
- Increase Article Processing Charges for *Microbial Genomics* by 4.7%.

The Treasurer noted that the Commercial Engagement and Opportunities Lead had also asked Council to allow some leeway with these price increases to leave room for negotiation in the interest of maintaining a high renewal rate.

The Finance Committee unanimously recommended approval of the proposals.

Jo Kite queried why APC increases were proposed for *Microbial Genomics* but no other journals. The Treasurer advised that this was because *Microbial Genomics* had been performing well, with its APC income exceeding the £200k target. This was taken as an indication of *Microbial Genomics'* strength as the Society's leading journal, financially speaking, which had informed the Commercial Engagement and Opportunities Lead's proposal that an APC increase of 4.7% would be a sustainable way of increasing income from the journal.

George Salmond asked what reference points were used to inform the Commercial Engagement and Opportunities Lead's recommendations. The Treasurer advised that these references included his knowledge of the publishing market and the pricing changes introduced by the Society's peers.

Kalai Mathee remarked that even with the recommended increases, the Society's prices were significantly lower compared to some commercial publishers. She anticipated that, as commercial publishers increased their prices, more authors would be motivated to publish with the Society and other organisations who refrained from charging extortionate prices.

Council approved the implementation of the journals' pricing increase recommended by the Finance Committee, as proposed by the Commercial Engagement and Opportunities Lead.

Referring to item 4.2 (morning session), the Treasurer noted that the decision just taken by Council was an example of where the Society might benefit from having a publishing expert sit on the Board of Trustees.

### **3.1.5 Annual review of Trustee expenses 2023**

This was taken as read.

### **3.1.6 Fundraising from other sources**

In addition to the content of Finance Committee paper 183-08, the Chief Programmes and Partnerships Officer advised Council that a taskforce was being set up with responsibility to generate and diversify income on behalf of the Society.

Kalai Mathee queried whether there was a formal process by which Council members could apply for grants as a means of generating income on behalf of the Society.

The Chief Executive explained that the only means by which the Society could be involved was as the applicant for a grant, as it had been for a substantial grant from the Wellcome Trust in relation to the costs of establishing *Access Microbiology* as an online research platform. He also advised that the most significant factor in the Society not yet having secured more income via external grants was that the Society had not yet been pro-active enough in seeking out these grants, rather than the burden of the application process itself. The task force described by the Chief Programmes and Partnership Officer would help in this regard.

### **3.1.7 Update on significant operational matters**

This was taken as read. The Chief Operations Officer added that Council would receive formal advice of the costs and timescales associated with updating the Society's CRM database at the 404 meeting in July 2024.

## **3.2 Collated finance papers**

These were taken as read.

## **3.3 Critical risk register**

The Chief Operations Officer advised Council that the Audit, Risk and Evaluation Committee had introduced a new method of examining risk in February, as proposed by the Committee Chair, Andrew Wilson. As a part of this, relevant staff members were to invited to each of the Committee's meetings to brief the Committee on specific risk areas. These briefings included notes on what the risks were and the mitigations in place. The first such briefing had been from the Chief Executive on income risks, particularly the lines in the risk register where the estimated lever of risk that remained after mitigation was categorised as red.

The updated critical risk register was taken as read.

The General Secretary queried how the potential change to the governance structure as discussed in the morning session might affect the risk register. She noted that the line in the register about culture and decision-making was presently noted as moderate.

The Chief Executive reminded Council of the legal advice that had been presented in the morning session: Council was undertaking a change in governance at a time when it was not in crisis. Council's endeavour to review the Society's governance was a mitigation against risks that the Society was anticipating could become material in the future.

Nigel Brown requested that discussion of the risk register be brought to pre-Council sessions in future to allow Council to discuss it in more detail. The Chief Executive reminded Council that it had conducted a detailed discussion regarding the change in format to the risk register when it was first proposed by the Audit, Risk and Evaluation Committee.

## 4. President / Chief Executive business

### 4.1 General business/report back from CEO

The Chief Executive opened this item by inviting Council members to offer their congratulations to the President for his recent award of a very substantial research grant from the Wellcome Trust, which they enthusiastically did.

#### 4.1.1 Charity Commission visit

The Chief Executive thanked all Council members for confirming via email within the deadline that they had read the letter from the Charity Commission following its monitoring visit in January. He reminded Council that the Charity Commission's closing letter had been extremely positive about the management of the Society's affairs, noting the Commission's particular attention to the robust risk register and editorial process, and its understanding that Council was aware of the need to address the outdated provisions of the Society's governance. The Charity Commission's overall assessment of the Society's governance was that the Trustees were successful in documenting Society decision-making well and running the charity prudently.

Council expressed its thanks to all staff involved in supporting such a high standard for the Society's management. This applied not only to the senior staff, but the staff collectively, who consistently demonstrated the core values set out in the strategy.

#### 4.1.2 Federation of Infection Societies

The Chief Executive reminded Council of the Society's relationship with the *Federation of Infection Societies* (FIS), a group of organisations which hosted an annual conference. He reminded Council that the Society was one of the three larger organisations associated with FIS that took turns to shoulder the financial burden and other risks of hosting the annual conference. The other members of FIS were comprised of approximately thirteen smaller organisations who were not able to sustain the cost of hosting the annual conference but who contributed valuable sessions.

The Chief Executive advised that it was no longer sustainable for the Society to shoulder this burden. The Society had been attempting to address the financial, operational and reputational risks since 2019 by developing a framework with the other FIS member organisations. It would have resulted in a four-way contract between the three main organising societies and a conference organising company. Council had approved this approach in September 2019, subject to proper consideration of the risks, especially the financial risks.

After delays caused in part by the Covid pandemic, recent attempts to revive the approach had failed. The Society had sought legal advice on behalf the main organising group, but that up to twelve major risks remained unaddressed, making the Society's continued agreement to host the conference inadvisable. He added that the Society could and would continue to be involved with FIS in other ways, and that the chair and chair elect of the Society's involvement with FIS had been informed and were content.

Sheila Patrick asked whether the Society's withdrawal would call into question whether FIS could sustain itself in the future. The Chief Executive noted that the Chief Executive of the Healthcare Infection Society had advised that it was committed to continuing to exist in 2024 and 2025, but that the organisers would need to decide whether it could continue beyond that.

Sheila Patrick asked how the Society would cover the gap in infection sciences content in its programme if FIS were to cease operations. She also asked whether it would be possible for the Society to find other ways to support smaller organisations, such as the thirteen smaller members of FIS.

The Chief Executive noted that the Society was already considering how it could develop stronger coverage of infection science in its scientific programmes. Even if FIS ceased to exist, the Society would not be walking away from infection science, which Council had identified as a priority. He also reminded Council that the Society already worked with smaller organisations on scientific events.

Kalai Mathee expressed her support for the decision to cease supporting the FIS annual conference. However, she queried whether a discussion could be had with FIS to establish new collaborations with them, for example absorbing the FIS annual conference as an extension of the Society's annual conference via the Society hosting a day-long infection forum.

Alan McNally advised Council that he had an association with the Infection Prevention Society and would be happy to broker a conversation between the two organisations.

**Action 03:** Chief Executive to follow up with Alan McNally regarding his contact at the Infection Prevention Society.

#### **4.1.3 Environmental Impact Working Group**

The Chief Executive reported that the Environmental Impact Working Group established by Council, chaired by former Council member Jose Bengoechea, had held its first meeting in January 2024. For its second meeting, the Working Group would split into two sub-groups to discuss different aspects of the Society's environmental impact and would then present one report to Council in July, which would probably be an interim report in the first instance.

#### **4.1.4 AMI and other publishers exhibiting at Annual Conference**

The Chief Executive noted that Council had taken a decision some time ago not to allow some other publishers to exhibit at Annual Conference or other events but there remained some uncertainty.

Council considered the various potential benefits and risks involved with allowing other organisations to exhibit at Annual Conference. This included discussion of:

- whether the Society might want to exhibit at other organisations' events in return,
- whether there was an overlap in membership with such organisations,
- whether allowing smaller organisations to exhibit would set a precedent which could make it difficult to refuse larger competitors,
- whether it would be feasible to restrict the subject of exhibitors' presentations, allowing exhibitors to advertise the offerings which were complementary to the Society's portfolio but forbidding them to advertise competing journals.

Summarising Council's discussion, the Chief Executive observed that Council was not opposed to allowing other organisations to exhibit at Annual Conference, but that it did not wish to allow exhibitors to advertise competing journal titles.

Council agreed with the Chief Executive's summary, noting that it would allow other organisations to exhibit at Annual Conference but would not allow exhibition of competing journal titles. Council approved the further provision that if staff came across a grey area in this policy, then they should consult with the Chair of the Scientific Conferences Panel.

#### **4.1.5 Clarifying directives from Council to other branches of the governance structure**

The Chief Executive reported that as part of efforts to ensure that members of governance structures such as Committees and panels, the Chief Programmes and Partnerships Officer would email them following each Council meeting with a summary of Council's deliberations and decisions.

**Action 04:** Chief Programmes and Partnerships Officer to deliver an update to the membership of the governance structure following the meeting, and to do the same after each subsequent meeting of Council.

#### **4.1.6 Books left to the Society by Bernard Dixon**

The Chief Executive reminded Council that member Bernard Dixon had left a collection of books on microbiology to the Society, the majority of which had been sold to raise money for the Unlocking Potential fund. A small number of no financial value had been retained to provide material for communications to keep the story of the bequest alive, as part of efforts to encourage further donations. He requested that members of Council take a book, read it and write some content which could be shared with the membership (such as reviews or perspective articles) to demonstrate the value of this legacy.

#### **4.1.7 Registration to Annual Conference 2024**

The Associate Director of Communications, Brand and Audiences advised Council that the Society's Annual Conference had already received over 1,250 registrations per day for the most popular days. She noted that the maximum capacity for the largest lecture theatre at the venue was 1,200 and that while overselling to some extent was sustainable owing to the likelihood of no, the Society would need to be mindful of its capacity.

As a result, registrations would almost certainly need to close earlier than previously expected. This would be communicated to the membership with as much transparency as possible, with priority being given to conference grant applicants who had not yet all received the result of their applications, who would receive a communication in the afternoon following the meeting.

Kalai Mathee queried whether there was potential to open an overflow room and make some conference material available online. The Chief Executive advised that this would be possible only for the Prize Lectures as it would be too expensive otherwise. There was already an overflow room planned for the Prize Lectures with a capacity of 200-400 people.

#### **4.1.8 Other notes regarding Annual Conference 2024**

The Chief Executive advised Council that the EICC in Edinburgh had unintentionally breached contractual terms and that the Society would now not have access to important parts of the venue until the morning of Monday, 8 April. This meant that some important checks would not be possible on the Sunday. While this did not necessarily jeopardise the running of the conference programme, it posed significant challenges and inconvenience to the Society. As a consequence, the Chief Executive advised Council that he was meeting the Chief Executive of the venue to demand a ensure of a portion of the venue costs as compensation.



**Action 05:** The Chief Executive to contact Edinburgh ICC regarding a partial refund for double booking some of the space at the venue, included in our contract.

The Chief Executive asked Council members to use their role as Trustees to network and emphasise appropriate messages about the Society in their conversations throughout their week at Annual Conference. This included speaking to exhibitors, speaking with members of the governance structure about prospective changes to governance, and asking poster presenters about their posters and encouraging them to publish with the Society.

#### **4.2 Outcomes of morning session**

The Chief Executive summarised the outcomes of the pre-Council session held earlier in the day.

The Chief Executive remarked that the report on strategy implementation received from staff had been useful, and that similar reports would be presented at future pre-Council sessions. Further details relevant to staff presentations were included in the meeting papers.

Council had enjoyed a very useful session with Thea Longley, partner at Bates Wells, who had decades of experience in charity law and governance. Following the outcomes of this session, the Chief Executive advised Council that a paper with full details of proposals and options to change the Society's governance structure would come to Council at the 404 meeting in July 2024. In the meantime, the idea of change would need to be socialised amongst members of the governance structure and the wider membership. Communication would continue between Council and the Chief Executive as the proposal was being developed.

The Chief Executive requested that Council treat the slides delivered by the legal adviser as confidential to avoid causing confusion and misinterpretation by members who did not have the full context of the discussion.

#### **4.3 Trustee indemnity insurance**

Geertje van Keulen explained that a colleague from the Netherlands, who was a Trustee at a similar organisation, had purchased individual Trustee indemnity insurance to protect themselves against certain risks associated with being a Trustee, and that this insurance had been reasonably priced. She had learned during her research that it was possible for charities to purchase Trustee indemnity insurance to cover their board of Trustees collectively. Upon querying with the Chief Executive whether the Society had such an insurance policy, he advised that he would bring a discussion to Council.

The Chief Executive advised that Council had previously considered the purchase of Trustee indemnity insurance, but had decided against doing so because it was too costly considering the negligible number of cases where it would offer protection for Trustees or the Society which were not already covered by the Articles of Association. In lay terms, if Trustees do nothing wrong they should not need indemnity insurance and if they do something wrong it is unlikely to cover them. Since this discussion had taken place, however, some relevant circumstances had changed.

The Chief Executive advised that Trustee indemnity insurance could be beneficial in the hypothetical case where Council was falsely accused of wrongdoing and incurred costs in the process of defending itself. While the Society had £10m against which claims could be made under Article 19 of the Articles of Association, it would obviously be undesirable to use this on litigation. Furthermore, the

Chief Operations Officer noted that the cost of taking out a Trustee indemnity insurance policy had fallen significantly. While premiums had previously stood at £3k-£4k for a small board of Trustees, the premium for a similar policy had by then fallen to £750 and would also cover some senior staff and certainly the Chief Executive in his capacity as Company Secretary.

The Chief Executive reminded Council that it was already indemnified for the vast majority of cases where Trustee indemnity insurance might be relevant by Article 19 of the Society's Articles of Association. He also reminded Council that the Society was a limited company, which in turn limited the personal liability held by members of Council as Trustees and Directors of the company.

Council agreed to purchase trustee indemnity insurance on behalf of Council.

**Action 06:** Chief Operations Officer to acquire trustee indemnity insurance on behalf of Council.

#### **4.4 Council diversity working group update**

The Chief Executive reported that the Council Diversity Working Group set up by Council as an outcome of its pre-Council session in December had met in early February 2024. The working group had produced a number of recommendations, some of which were ready to be implemented in the 2024 governance recruitment cycle. Noting that the first communications regarding the recruitment cycle were due to go out the following week, the Chief Executive requested that Council make a decision on these recommendations imminently.

Alan McNally and Kalai Mathee, who had participated in the Working Group meeting alongside Rowan Casey (Members Panel and Early Career Forum Executive Committee), and the Member Engagement and Communities Manager, reported on the details in the paper.

The Chief Executive drew Council's attention to the Working Group's recommendation to discontinue an Expression of Interest (EoIs) phase in the application process for appointed positions. While the working group felt that the EoIs phase presented a barrier to transparency for prospective applicants, the Chief Executive advised that the EoIs phase had led to an increase in applications when it was first introduced years prior., because it lowered the barrier to initial entry into the process. The General Secretary added that the EoIs phase did not lead to the exclusion of a single applicant during the 2023 cycle. Alan McNally advised Council that the discussion regarding EoIs revolved around the messaging involved, and that if the EoIs phase was to be maintained, then a serious re-thinking would need to be given regarding how its purpose was communicated to prospective applicants.

Alan McNally drew Council's attention to the recommendation that the appointments process for new Officers should include a meeting between prospective applicants and Council and senior staff. He noted that the prohibitive factor against implementing this recommendation was noted as the time commitment required from staff and Council, but argued that such reasons were not strong enough grounds to reject the idea in the long term. Such a meeting would offer better opportunity to assess applicants based on their competencies rather than their credentials as academics, which were not necessarily good indicators of an applicant's effectiveness in their prospective role. Kalai Mathee remarked that she felt there was an appetite from the membership to have a greater say in who was appointed to these roles, but that this had to be reconciled with the Society's need to retain effective leadership.

Sheila Patrick expressed her concern about the recommendation to allow non-members to apply, arguing instead that members should have been required to hold continuous membership for over a year before being eligible to apply. Kim Hardie reminded Council that, on the other hand, allowing external applicants presented opportunities for long-time members to apply in the cases where their membership may have lapsed for a short period, perhaps accidentally.

Sheila Patrick expressed her concern that Council's previous decision to anonymise its election undermined its purpose. Although she agreed with the benefits anonymisation held for the appointments process, she felt that voters in an election must know for whom they were voting, not only the candidates' competencies and motivations as expressed in the nomination form. Alan McNally reminded Council that it had taken the decision to anonymise elections because it wanted people to be elected based on their competencies rather than the recognisability of their names. He also remarked that the Society's election received very low participation rates among the membership. The Chief Executive noted that for most elected positions, there was little or no contest because there were rarely more candidates than vacancies.

Lorena Fernández-Martínez raised a concern that it would be hard for candidates to remain truly anonymous with the current questions laid out in the nomination forms. In response to this concern, the Chief Programmes and Partnerships Officer reminded Council that nomination forms had been updated with new questions which would make anonymisation easier. Alan McNally remarked that the peer review process at another institution he was involved with had undergone anonymisation and, even though it would in theory be easy to subvert, he had not yet experienced anyone attempting to abuse the system.

Lorena Fernández-Martínez also remarked that the phrasing of 'nomination' felt outdated, and that using the term 'application' may have been more appropriate.

Taking on Council's concerns, the General Secretary reminded Council that it could revise these processes in future years if the Working Group's recommendations and the anonymisation process were found to be problematic during the 2024 cycle. Paul Hoskisson seconded the General Secretary's sentiment, remarking that Council would have to trial these recommendations if it was serious about improving its diversity.

Council approved the recommendations of the diversity working group for the 2024 cycle, noting that staff should defer to the General Secretary's discretion where implementing the changes provoked challenges or questions.

#### **4.5 Composition of Council and Committees**

This was taken as read.

#### **4.6 Membership report**

This was taken as read.

Council approved the list of incoming members.

The Chief Programmes and Partnerships Officer drew Council's attention to relevant activities coming up at Annual Conference detailed in the paper. These included:

- The Early Career Forum Networking and Social
- Disabled and Neurodivergent Members Networking and Social
- LGBTQ+ Social
- Equality, Diversity and Inclusion Panel - 'Cultivating diversity: practical ways to make microbiology more inclusive'

#### **4.7 Strategy Implementation Plan Update**

This was taken as read, having been reported in more detail at the morning session.

## **5. AOB**

### **5.1 Pattern of meetings in 2024**

Council considered how it would like to structure the rest of its meetings in 2024. It decided on the following arrangements:

- July 2024 - Council would not hold an informal session in July and would instead hold a full-day meeting of formal business on Thursday 4 July.
  - There would be a dinner on the evening of Thursday 4 July and those who needed it would be offered accommodation that night.
  - No meeting would be scheduled for Friday 5 July, allowing members of Council to make the return journey that morning or on Thursday evening if preferable.
- September 2024 – As originally agreed in September 2023, Council would not hold a meeting in September 2024, using Part 1 of paper 401-09 as the basis for scheduling business that would normally come to the September meeting. The meeting would be replaced with a commitment to organising visits of senior staff to those members of Council who were in their first year over the late summer and autumn.
- December 2024 – Council would hold its formal meeting on Thursday 5 December followed by dinner, and then hold a session of informal business on Friday 6 December.
- If an additional meeting of Council became necessary to cover an overflow of content from the July meeting, an extraordinary meeting would be scheduled.

Sheila Patrick queried how the discontinuation of the September meeting would impact the running of the Society's Annual General Meeting. The Chief Executive advised that Council might consider holding the Annual General Meeting at Committees' Day in October, and that Council should make a formal decision on this matter in July. The legal requirement was to hold the next AGM by 7 December 2024.

### **5.2 Academic freedom**

In light of recent intimidation and abuse she had experienced online following the publication of a recent article, Tina Joshi (co-Chair, Impact and Influence Committee) proposed that Council should endeavour to make certain provisions to support academic freedom in publishing controversial content.

Tina Joshi explained that a recent article of hers had attracted a significant amount of negative attention from the field because its conclusions led to a negative impact on the share prices of certain disinfectant manufacturers. Although Tina Joshi's article had successfully passed the standard peer review and academic rigour processes, she had become the subject of controversy and intimidation online because her findings contradicted the narratives proposed by certain corporations and the academics they funded about the effectiveness of chlorine in disinfectants. Although she was well placed to handle the backlash herself, Joshi remarked that the prospect of such controversy threatened academic freedom within Microbiology, especially for early career researchers and microbiologists whose research could be considered non-traditional or was contrary to industry narratives.

Tina Joshi proposed that the Society should find a way to support scientists experiencing this sort of threat to their academic freedom.

Geertje van Keulen recalled that Jo Kite had received similar backlash from the wet leisure industry for a presentation on a similar topic, indicating that such cases were not isolated incidents.

Kalai Mathee considered whether it would be worth Council issuing a statement regarding their denouncement of intimidation tactics carried out by industry against academics. Geertje van Keulen reminded Council that taking such a blanket position may limit the Society's opportunities to work with partners in industry as a source of alternative funding.

Recalling previous policies published by the Society on hygiene in swimming pools, Nigel Brown queried whether addressing specific cases of intimidation like this could fall under the Society's policy work. The Chief Executive advised that, while this could indeed be considered, most of the policy team's capacity was presently being used to develop the *Knocking Out AMR* project.

Paul Hoskisson invited Tina Joshi to meet him at a later time to discuss how this topic about responses to published work could be brought to the Publishing Panel.

**Action 07:** Paul Hoskisson and Tina Joshi to meet offline to discuss including provisions for academic freedom in the agenda of the next Publishing Panel meeting.

### **5.3 Society involvement in the government's Covid-19 inquiry**

Alan McNally asked the Chief Executive about the status of the Society's involvement with the government's Covid-19 inquiry.

The Chief Executive advised Council that the Inquiry had only just announced the dates of sessions for modules 3, 4 and 5 of the inquiry. He anticipated that the Society could apply to be involved in module 7 of the inquiry, which had not yet been officially announced. Noting that the hearings for module 5 were set to take place in March 2025, the Chief Executive anticipated that the module 6 hearings would likely take place in Summer 2025, and module 7 in Autumn 2025.

The Chief Executive reported that he had been advised by the lawyer working with the Society on the inquiry that an announcement regarding module 7 would be issued "in the coming months", and that the opportunity for the Society to apply to participate would come after the announcement.

The Chief Executive reported that the Head of Engagement and Storytelling and the Projects Delivery Lead were assisting him with a review of the entirety of his e-mail correspondences from 2020 in

order to identify relevant evidence. He reminded Council that it had already decided to apply to be a core participant in module 7 of the inquiry which would cover matters relating to Test and Trace.

#### **5.4 Associate Director of Engagement and Insight**

Council expressed its gratitude to the Associate Director of Engagement and Insight for his three and a half years of service to the Society. The Associate Director thanked Council for its well wishes.

There being no further business, the meeting closed at 4pm.

## 6. Action table

| <b>Actions from the 399 meeting of Council</b> |              |  |  |  |
|--|--------------|--|--|--|
| <b>08</b>                                      | <b>3.4.1</b> | To conduct a comprehensive review of the suite of Society journals, to include product development of potential new titles if appropriate.   | Head of Scientific Programmes  | Completed. On agenda for 404 Meeting of Council. Item 404-13a.       |
| <b>Actions from the 401 meeting of Council</b> |              |  |  |  |
| <b>06</b>                                      | <b>3.1.1</b> | Co-Chair of the Sustainability Committee (GVK) to discuss the ways of highlighting humanitarian organisations and resources to aid microbiologists affected by world events, such as the Council for At-Risk Academics, at Sustainability Committee. | Co-Chair of the Sustainability Committee                               | Completed.   |
| <b>07</b>                                      | <b>3.1.1</b> | Associate Director of Communications Brand and Audiences to prepare a draft policy for the conditions and criteria by which Council may be guided in making position statements on significant world events.   | Associate Director of Communications Brand and Audiences               | Completed. On agenda for 404 Meeting of Council. Item 404-12.        |
| <b>Actions from the 402 meeting of Council</b> |              |  |  |  |
| <b>01</b>                                      | <b>2.2</b>   | Governance Executive to undertake the agreed redactions of the 401 minutes of Council and publish them on the website.   | Governance Executive   | Completed.   |
| <b>03</b>                                      | <b>2.2.2</b> | Chief Operations Officer and Chief Programmes and Partnerships Officer to prepare relevant information on stakeholder expenses, registration rates, including a flat rate, and venue options for July Council 2024.                                  | Chief Operations Officer and Chief Programmes and Partnerships Officer | Completed. See 184 Finance Committee Report for Council for details. |
| <b>Actions from the 403 meeting of Council</b> |              |  |  |  |
| <b>01</b>                                      | <b>2.2</b>   | Governance Executive to undertake the agreed redactions of the 402 minutes of Council and publish them on the website.   | Governance Executive   | Completed.   |
| <b>02</b>                                      | <b>3.1.3</b> | Chief Executive to inform staff of the annual salary award for 2024.   | Chief Executive  | Completed.   |
| <b>03</b>                                      | <b>4.1.2</b> | Chief Executive to follow up with Alan McNally regarding his contact at the Infection Prevention Society.  | Chief Executive  | Completed.   |

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| <b>04</b> | <b>4.1.6</b> | Chief Programmes and Partnerships Officer to deliver an update to the membership of the governance structure following the meeting, and to do the same after each subsequent meeting of Council. | Chief Programmes and Partnerships Officer | In Progress. |
| <b>05</b> | <b>4.1.9</b> | The Chief Executive to contact Edinburgh ICC regarding a partial refund for double booking some of the space at the venue, included in our contract.   | Chief Executive                           | Completed.   |
| <b>06</b> | <b>4.3</b>   | Chief Operations Officer to acquire trustee indemnity insurance on behalf of Council.  | Chief Operations Officer                  | Completed.   |
| <b>07</b> | <b>5.2</b>   | Paul Hoskisson and Tina Joshi to meet offline to discuss including provisions for academic freedom in the agenda of the next Publishing Panel meeting.   | Paul Hoskisson and Tina Joshi             | In Progress. |