

Minutes of the 382 meeting of Council

Friday 6 December 2019 9:00-12:30 GMT

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

Present:

Judy Armitage (President, in the Chair)
Ian Roberts (Treasurer)
Maggie Smith (General Secretary)
Paul Kellam (Chair of Policy Committee)
Jodi Lindsay (Chair of Publishing Committee);
Nicola Stonehouse (Chair of Communications Committee)
Deirdre Devine (Elected Member)
Charles Dorman (Elected Member)
John Morrissey (Elected Member)
Tracy Palmer (Elected Member)
George Salmond (Elected Member)

In attendance:

Mark Harris (incoming General Secretary)
Steve Smith (incoming Chair of the Scientific Conferences Committee)
Chloe James (incoming Chair of Communications Committee)
Sharon Brookes (Council Shadowing Scheme) – joined from item 1.2
Peter Cotgreave (Chief Executive)
Joanne Morley (Chief Operations Officer)
Tasha Mellins-Cohen (Director of Publishing)
Gaynor Redvers-Mutton (Head of Sales and Business Development)
Maria Fernandes (Head of Professional Development and Evaluation) – joined from item 3.6
Gillian Perry-Bland (Governance and Operations Executive)

1. Apologies for absence and welcome to new attendees

The President formally welcomed Council members to the 382 meeting. She also welcomed Mark Harris (incoming General Secretary), Chloe James (incoming Chair of Communications Committee), and Stephen Smith (Incoming Chair of Scientific Conferences Committee). As part of the shadowing scheme, Sharon Brookes was welcomed as an observer and Gaynor Redvers-Mutton (Head of Business Development and Sales) was attending as staff members.

Apologies were received from David Blackburn (Elected Member), Tadhg Ó Cróinín (Chair of Professional Development Committee), Amy Pickering (Chair of the Early Career Microbiologists'

Forum Executive Committee), Mick Tuite (Chair of Scientific Conferences Committee) and Sarah Buckman (Director of Strategy and Members' Programmes).

1.1 Declaration of any new conflicts of interest

The President reminded Council members that they had a responsibility for declaring their own conflicts of interest and should any new conflicts arise they should notify the Society. None were declared.

1.2 Minutes of previous meeting

The Minutes of the 381 Meeting were agreed as a true and accurate record.

1.3 Matters arising from the minutes and action points

Arising from item 1.4, the Chair of Policy Committee gave an update on his interactions about the Fleming Museum. The Chair of the Imperial College NHS Trust had visited the museum and confirmed that, along with the University, it was keen to pursue conversations in more detail and was setting up a group under Lord Darzi. It was understood that the Society would be invited to send a representative to the first meeting of the group.

Arising from item 3.2, the Chair of Communications Committee reported to Council that she had completed the action assigned to her, to invite additional members with relevant expertise to be co-opted on to the Communications Committee.

Arising from item 3.5.1, the Chief Executive reported that thanks to Kirti Mistry, the Society's Grants and Professional Development Officer, the Society had re-established contact with the Unilever Colworth Laboratory, that it had confirmed its continued financial support towards the Society's Unilever Colworth Prize, and that staff were looking to build on and deepen the relationship.

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 Management Accounts

The Treasurer summarised to Council the key points from the meeting held on 5 December 2019. He noted that the Committee had received an update from the accountants, JS2, who had projected that the main operating budget of the Society would end the year with a small surplus of around £40,000.

2.1.3 Fundraising update

The Treasurer reported to Council that the Committee had discussed the fundraising update, recommending an 18-month pilot fundraising appeal, for which recruitment was underway for a Fundraising Campaign Manager on an 18-month fixed-term contract. The Finance and Operations Committee recommended proceeding with the pilot, subject to further thought about the incentives for donors.

2.1.4 Potential changes to the 2020 grants budget

Council was informed that there was a possibility of an overspend on the 2020 grants budget. In November 2019, the Professional Development Committee had reviewed the offer for the Harry Smith Vacation Studentships and agreed to recommend an increase in the weekly stipend amount to £290 from £185 to take into account student living costs. The proposed new amount was based on the National Living Wage and would bring the Society's offer closer to that of other organisations with broadly similar schemes. This would have the knock-on effect of the current budget being able to cover only 27 studentships, although the revised financial offer could increase rather than depress demand. In addition, it was possible that the Anniversary Year in 2020 would see an increase in demand for grants. The Professional Development Committee had requested that Finance and Operations Committee and Council consider underwriting a maximum of £49,100 to support up to 50 Harry Smith studentships in 2020.

It was also noted that new and as-yet unclear HMRC guidance about the circumstances in which a studentship might qualify as employment, and therefore have implications in terms of national insurance and tax, could also have a potential knock on effect to the budget.

The Finance and Operations Committee supported this recommendation noting that it was somewhat speculative at this stage.

Council approved the recommendation.

2.1.5 Update on significant operational matters

Council noted the paper circulated in advance.

2.1.6 Contingency budget statement

Council noted the paper circulated in advance.

2.1.7 Review of investment managers

The Treasurer reminded Council of the background to the review and that, after five years, with the current investment manager, it had been prudent to conduct a thorough review. He outlined the review process, which had involved a discursive meeting of Council in March, prior to using ARC to seek a number of proposals, which had been thoroughly considered and from which a shortlist of four investment managers had been chosen. Those four had been invited to present to Finance and Operations Committee, together with members of Council who were able to attend; Paul Kellam had been present and Nic Stonehouse had sent detailed questions.

The Treasurer opened the discussion to Council for its feedback.

On a question from Paul Kellam, the Chief Executive reminded Council of its responsibilities in respect of the investment portfolio; namely, that it must be satisfied that the portfolio was under the care of a suitable manager and that it must act to ensure that the manager was adequately scrutinised. Council needed to use its judgement to make an informed decision about investments in the best interests of the Society. The Chief Executive advised that the process used on this occasion was clearly highly thorough, that Council had adequately tested the market, and the decision was now a matter of judgement for Council.

Charles Dorman asked about the 36-month cumulative returns chart (which was tabled), querying what had happened prior to 2015. In the interests of robust diligence, the Treasurer undertook to seek data from a longer track record.

Council unanimously approved the suggestion to move the Society's full portfolio to Tilney as quickly as possible. No further concerns or objections were expressed.

3. Properties Update

Council members noted the paper circulated in advance and the Chief Executive updated Council to remind it that the sale of 107 Gray's Inn Road had been completed on 27 September 2019. The Society no longer owned any share of the property, although it would be some weeks before the relationship with the tenants would come to a formal end because of the need to reconcile their service charge accounts up to the date of completion.

In relation to the disestablishment of the CDH Properties Partnership, liquidation of CDH Ltd, and dissolution of the CDH co-ownership agreement, Council authorised the Chief Executive to take the necessary steps to achieve these objectives, noting that it would need to pass further formal resolutions during the process and that it may be asked to conduct this business electronically.

The Chief Executive reported that there were still some outstanding matters to be completed for the new offices at Meredith Street, including the installation of the main internet connection, where there had been some progress in relation to the necessary roadworks. He further updated Council, that the planning permission for the external lift to make the building more compliant with the Disability Discrimination Act was like to be declined by Islington Council. Professional advice was being taken about the most effective way to proceed.

Charles Dorman asked whether Council would return to the matter of naming the new building, and Council agreed that it wished to consider the matter further at its 383 meeting in March 2020.

4. President / Chief Executive Business

4.1 General business /Report back from CEO

The President informed Council, that after a serious illness, the husband of former Council member Pat Goodwin had sadly died in November. A card would be passed round for Council to sign, offering condolences.

The President then reported on the Roadshow events, which had taken place in Dublin, Plymouth and Reading since the 381 meeting of Council. She reported that they had been successful, attracting microbiologists across all disciplines and career stages, and would be continuing throughout 2020, with six dates booked so far. She asked attendees to pass on any feedback they may have received about the roadshows, so that they could be adjusted as necessary.

The Chief Executive reported that FEMS, which wished to offer Microbiology Society members a discount on Open Access fees for its journals. John Morrissey noted his conflict of interest, as an Editor in Chief of a FEMS journal. FEMS had requested the names and email addresses of the Society's entire membership, which the Chief Executive had refused on the grounds that it would be illegal under Data Protection laws. This did not, however preclude the Society advertising the

benefit to its members. The Chief Executive drew Council's attention to the fact that, whatever the potential benefit to members, it was undeniable that FEMS was a business competitor to the Society and that this should be born in mind when deciding whether and to what extent the Society might promote the offer from FEMS. The Director of Publishing noted that the Society's journals had been offering discounts to affiliated societies' members since mid-2018, but that only three individuals had taken up the option. Gaynor Redvers-Mutton and Jodi Lindsay suggested putting the offer to members, juxtaposed with the Society's own Open Access offer to members.

Council agreed that the Society could promote the benefit offered by FEMS to members in the electronic newsletter, within the context of a wider description of the publishing benefits to members.

On a related topic, Mark Harris asked about competing publishers having stands at the Society's events. The Chief Executive reported that, whilst that would be perfectly possible, it would result in a financial loss to the Society, and it was more generally agreed that such stands make little or no difference to people's choice of journal anyway.

4.2 Composition of Council and Committees

Council noted the paper circulated in advance.

4.3 Outcomes from Thursday session of Council

The Chief Executive summarised the main outcomes from the session held with Editors and Division members on 5 December.

4.3.1 Process

It was agreed that there was significant value in bringing together the Divisions, Editorial Board members and Council. One of the main objectives was to make people who work hard on the Society's behalf feel valued and that Council listened to and understood their views. Several attendees had approached the Chief Executive to comment that this objective had been achieved. A further objective was of course to see if there were ideas that Council could or should implement.

4.3.2 Communication

The meeting had noted the difficulty of effectively communicating with members, and the value of using a variety of channels to reach a variety of different audiences.

4.3.3 Linkage between the content of the Conference programme and the journals

The meeting had highlighted that there was some disjuncture between the journals and the conference programme, a matter which Council had already noted in its review of governance. The General Secretary had been emailed overnight by one of the Editors, who had been disappointed at the lack of specific ideas that had arisen to address the matter in the short term. Tracy Palmer suggested using the slot that would be vacant at Annual Conference 2020 because the Fleming Award winner could not attend to have four fifteen-minute talks by authors in the journals.

The proposal would be considered by the Scientific Conferences Committee, in the wider context of needing to address the disjuncture between conferences and journals on the fastest possible timescale.

4.3.4 Europe

One issue that had not surfaced at the meeting, but which had been discussed in the margins, was the important matter of the Society's relationships with microbiology in the rest of Europe. The incoming General Secretary undertook to bring a paper to the next meeting of Council, to explore Council's European objectives.

4.3.5 Under-represented groups

The Society's strategy commits it to making greater efforts to engage groups of microbiologists who are underrepresented in its activities. To this end, the *ad hoc* group on clinical and health-related microbiologists should be reconvened under the chair ship of Deirdre Devine, having had some success following its first meeting. A further list would need to be generated of other groups to be engaged.

4.3.6 The next Thursday session

The Chief Executive asked Council about the subjects it wished to discuss or training it wished to undertake in the Thursday session of its next meeting in March. Deirdre Devine proposed that training around unconscious bias would be useful.

4.4 Membership report

4.4.1 Membership Report

Council noted the paper circulated in advance.

4.4.2 New members

Council approved the list of new members.

4.5 Draft minutes of the AGM 2019

The draft minutes of the 2019 AGM were approved for circulation to the membership for its approval at the 2020 AGM.

4.6 Nominations for Honorary Membership

On the nomination of Charles Dorman, Council elected Professor Joanna Verran as an Honorary Member of the Society.

On the nomination of the General Secretary, Council elected Professor Neil Gow as an Honorary Member of the Society.

4.7 Governance review

The Chief Executive presented the paper (382-08a), which outlined a revised governance structure for the Society, in line with the Society's strategy, for longer-term sustainability. He reported that the paper had arisen from Council's discussions at the previous Council Meeting in September 2019 at which Council had agreed a set of broad statements to inform its review of governance. The current paper was concerned primarily with generating practical ways of implementing the sentiments expressed in the second of those statements, namely:

The current structure, remits and even the number of the activity Committees are not necessarily optimal for their purpose and should be reviewed and updated to better reflect the Society's strategy, which is explicitly based in a set of values, and which explicitly places the membership at its heart.

The paper had been written in consultation with the Officers following their awayday in October 2019, and a one-summary had been circulated to Council in November so that major questions and concerns could be raised and discussed in advance.

The paper proposed that the five existing activity Committees (Communications, Policy, Publishing, Professional Development, and Scientific Conferences) be replaced by three groups focused on the three objectives of the Society strategy. The benefits of the proposal included greater opportunities for collaboration across functional activities of the Society, joined-up governance and oversight of decisions, and a means for increasing the proportion of elected members on Council without increasing the overall size of Council. The Chief Executive noted that the three new Committees would need to be supplemented by project groups for one-off projects as well as rolling working groups for ongoing activities like the Annual Conference. He apologised that the importance of the latter had not been given sufficient prominence in the paper.

The Chair of the Communications Committee expressed broad support for the suggestion but asked that the Chairs of the new Committees be given a standing agenda item at Council to report back on their activities. The Chief Executive replied that this was the intention, and that the Chairs would be asked to collaborate to produce a joined-up report to Council, at a position of prominence in the agenda.

Stephen Smith said that the overall proposal was very positive but observed that the Scientific Conferences Committee was strongly underpinned with the Divisions. He asked whether this was an opportunity to rebrand Divisions. The Chief Executive replied that there was general agreement that the word 'Divisions' was, by its nature, unnecessarily divisive, and that John Morrissey had suggested the name Panels in place of Divisions. He asked whether all members of the Society should be considered a member of one or more Panels, with a sub-set of Panel members taking responsibility for Conference activities. He also asked Council to consider whether the existing structure was fit for purpose.

Deirdre Devine liked the proposal but asked whether there was a possibility that some individuals may need to spend more time in meetings. The Chief Executive reported that the aim was to reduce the amount of time required; for example, he suggested that there could be one joined-up meeting of all Committees annually, together with one further meeting of each Committee individually. The Chair of the Policy Committee reiterated that Committee business could be handled by email, etc. outside of meetings.

Stephen Smith raised concern over what impact this could have on Society staff. The Chief Executive referred Council to section five of the paper. He confirmed that the Society would be undertaking a process to identify areas of change, and if done correctly, staff should be able to achieve more.

The Chief Executive confirmed that the timeframe and implementation of this would be down to Council to decide. The proposal could be in place for 2021, but with a period of transition during 2020. Should Council approve the proposal, a change plan would need to be developed quickly and any decisions would need to be communicated carefully and members' expectations would need to be managed.

The Chair of the Communications Committee queried, if those who have been offered a position on Council would still have a similar role. She further asked that if the incoming members did not like

the new structure, what could be offered as an alternative. The Chief Executive responded by stating that the Society would need to honour any position on Council that members had been elected to and in each case to find the most appropriate new position for people to fill. He said the size of Council could fluctuate accordingly during the transition since the Articles of Association gave no provision for a maximum number of Council members.

Chloe James suggested that Chairs and Co-Chairs could swap and chair alternative meetings and liked the proposal that the current Chair of the Professional Development Committee could be invited to stay on for a further year. Council agreed and the Chief Executive undertook to invite him to do so.

The Chief Executive confirmed that if Council was happy to approve the proposals in the paper then he would come back in March with a detailed plan, for implementing the new structure. Council requested that this plan be informed by a desire to complete the process as quickly as possible, commensurate with achieving it effectively.

He would also contact the incoming Chairs of the Committees during the following week, informing them of the new structure to the Committees, and copying in the current chairs.

4.8 Council-appointed positions

Council noted the paper circulated in advance.

In the light of decisions taken under item 4.7, Council agreed that it did not need to begin the process of electing a new Chair of Policy Committee.

Council approved the appointment of Dr Chris Randall as the next Editor of *Microbiology Today* to take up his role in 2021.

Council did not approve an appointment to the role of Deputy Editor-in-Chief of *Microbial Genomics*. The matter was referred back to the Publishing Committee.

The Chief Executive reported that as part of the new governance arrangements, there was a plan to review and document the processes of making appointments to Council-appointed positions, which were clear in the case of those roles which included membership of Council, but not in others.

4.9 EDI Ambassadors recommendations

The Chief Executive reported that the Chair of the Equality, Diversity and Inclusion Ambassadors Group had not been able to attend the 382 Council meeting and had sent his apologies. The Chief

Council had further discussion about the logistical difficulties of implementing the recommendation in relation to abolishing the target for gender representation and replacing it with a requirement that activities reflect the membership. The Chief Executive undertook to consider the matter further and draw up, in consultation with relevant parties, some procedures for implementation.

Council discussed the data it would ideally like to see from the EDI survey. The Chief Executive and the Head of Professional Development and Evaluation reminded Council that data protection legislation made many of the desired requirements impossible.

4.10 Diversity Statistics

Council noted the paper circulated in advance.

4.11 Prizes, the nomination process and diversity

Council reviewed the feedback received on social media and from members via other channels regarding the prize winners for 2020. The Chief Executive reminded Council that the prize winners for 2020 had been chosen at different times, that the Prize Medal winner had been selected a full year before the other winners, and that prize winners could only be selected from available nominations, submitted to Council.

Council discussed the nomination and decision processes for prizes.

Deirdre Devine asked whether nominators could be asked for more detail where the nomination is not up to the expected standard. The General Secretary replied that in most instances the nominees' CVs are the most informative aspect of nominations, supported by the texts of the nominations themselves.

Charles Dorman asked whether Council would be debating this matter if the Twitter backlash had not happened. The General Secretary felt that the subject would probably not have come to Council, but that in light of the Society's EDI work, the matter would require further discussion.

The Chair of the Communications Committee expressed the view that nominations must be assessed on their merits, and that awarding prizes based purely on gender could be deemed insulting. Tracy Palmer asked about how the Society takes matters such as long-term care responsibilities into account when considering nominations, as these could have impacted on an individual's output.

Council agreed that a project group was required to investigate the matter in more detail and asked that the outgoing General Secretary chair and populate that group and report back to the next meeting of Council. The incoming General Secretary would also sit on the group.

John Morrissey asked the Chief Executive to ensure a coherent response to the matter of prize diversity be available in advance of Annual Conference 2020.

4.12 Fleming Prize winner 2020

Council noted that owing to family reasons Edze Westra was unable to present his Fleming Prize Lecture at Annual Conference 2020. Council agreed that he should be invited to present instead at Annual Conference 2021, and that the Scientific Conferences Committee consider how to fill the vacant slot, as per the discussion under item 4.3.3.

Council further agreed that a video should be shown at Annual Conference 2020, of Professor Westra explaining why he could not attend and what the prize meant to him.

4.13 Discussions on science funding in Ireland

Council approved the proposed process for agreeing a position paper for Science Foundation Ireland's strategy review, with the Chair of Policy Committee having the final sign-off.

Council noted that there were significant emerging opportunities to continue attempting to influence funding opportunities for members in the Republic of Ireland and that this project had received a very high level of engagement from our members in Ireland.

The Chief Executive cautioned that whilst members wanted us to do more of this, Council members had a responsibility to only try to further the art and science of microbiology, and not science more widely.

Council agreed that the further opportunities should be explored.

4.14 Reappointment to ICSP

Council approved the appointment of Dr Iain Sutcliffe as its delegate to the International Committee on the Systematics of Prokaryotes for a second four-year term.

4.15 Publishing growth opportunities

Council noted the paper circulated in advance.

The Chief Executive and Director of Publishing summarised the potential growth opportunities that had previously been discussed at Publishing Committee. Council agreed that it wished to exclude those that were high risk and/or low reward and in the interests of time, Council members agreed to send on further comments after the meeting.

The Director of Publishing agreed to investigate the remaining options in more detail for the the next meeting of the Publishing Committee, with a view to giving sufficient background information to enable a decision on which might be developed into a full business case.

4.16 Staff survey report 2019

The Chief Executive presented the results of the annual staff survey and summarised the keys points, noting that the report for 2019 was generally very positive, but gave some important areas for action.

5. Summary of progress

Council noted the paper circulated in advance.

6. Committee Business (for information only)

6.1 Early Career Microbiologists' Forum Executive Committee minutes

Council noted the minutes circulated in advance.

6.2 Scientific Conferences Committee

Council noted the minutes circulated in advance.

6.3 Communications Committee minutes

Council noted the paper circulated in advance.

6.4 Professional Development Committee Minutes

Council noted the minutes circulated in advance.

7. AOB

The President extended special thanks to the outgoing General Secretary, Professor Maggie Smith, due to stand down at the end of the year for her service on Council.

The President also thanked the following Council members, who were due to stand down at the end of the year, for their service on Council: Mick Tuite *in absentia*, and Nic Stonehouse.

The meeting closed at 13:30.