

Minutes of the 384 meeting of Council

Friday 3 July 2020 9:00–12:30 GMT

Venue: Virtual meeting, held via Zoom

Present:

Judith Armitage (President, in the Chair)

Ian Roberts (Treasurer)

Mark Harris (General Secretary)

Paul Kellam (Chair of Policy Committee)

Jodi Lindsay (Chair of Publishing Committee)

Stephen Smith (Chair of the Scientific Conferences Committee)

Chloe James (Chair of the Communications Committee)

Tadhg Ó Cróinín (Chair of Professional Development Committee)

Amy Pickering (Chair of the Early Career Microbiologists' Forum Executive Committee)

Charles Dorman (Elected Member)

David Blackbourn (Elected Member)

John Morrissey (Elected Member)

Tracy Palmer (Elected Member)

In attendance:

Kathryn Kerle (Chair of the Audit, Risk and Evaluation Committee) for item 2.2.

Peter Cotgreave (Chief Executive)

Joanne Morley (Chief Operations Officer)

Sarah Buckman (Chief Programmes Officer and Director of Strategy)

Tasha Mellins-Cohen (Director of Technology and Innovation)

Paul Taylor (Head of Conferences and Events)

Maria Fernandes (Head of Membership and Professional Development) from item 3.7

Gillian Perry-Bland (Governance and Operations Executive)

1. Apologies for absence and welcome to new attendees

The President formally welcomed Council members to the 384 meeting of Council. She also welcomed Paul Taylor (Head of Conferences and Events) who was attending the whole meeting as part of an initiative to familiarise senior members of staff with the workings of Council.

Apologies were received from Deirdre Devine and George Salmond.

1.2 Declaration of any new conflicts of interest

The President reminded Council members that they had a responsibility for declaring their own conflicts of interest and should notify the Society of any new conflicts that may arise. The Chief Executive noted Charles Dorman had declared four new conflicts in recent months. No other conflicts were declared.

The Chief Executive reminded members of Council that after the July meeting each year, they would be sent their declarations for an annual check.

1.3 Minutes of the previous meeting

The minutes of the 383 meeting were agreed as a true and accurate record.

1.4 Matters arising from the minutes and action points

Arising from item 1.3, Sam Sheppard had taken on the role of Deputy Editor-in-Chief of *Microbial Genomics*.

Arising from item 2.1.9, Islington Council had turned down the planning application for an accessible entrance and external lift at the Society's headquarters at Meredith Street. This now allowed an appeal process to commence with the support of planning consultants. The process was expected to take between six and twelve months.

Arising from item 3.1.1, the Society had nominated Professor Gurdyal Besra to serve on the Biological Sciences REF panel.

2. Finance and Operations

2.1 Update from Finance and Operations Committee

2.1.1 Key points

Council noted the paper circulated in advance.

2.1.2 Investments update

The Treasurer summarised the points from the Finance and Operations meeting held on 2 July 2020. He emphasised the strong performance by Tilney during its first full quarter and noted that ARC had awarded the portfolio its maximum four diamond rating for the first time. He reported that returns were 14.6% for the quarter with assets in the portfolio valued at £10.3M.

The Treasurer further noted that ARC had modelled a comparison as if the portfolio had remained with Waverton (which necessarily involved assumptions because it was not possible to know what the managers at Waverton would have done in practice). On this basis, the portfolio would have received ARC's two diamond rating and the total portfolio value would have been approximately £9.9M, approximately £400k less than it was currently worth.

Charles Dorman asked about Tilney's upcoming merger with Smith and Williamson, and what impact that might have on the portfolio. The Treasurer reported that this had been discussed, and that he and the other members of the Finance and Operations Committee had felt reassured by Tilney that the merger would not lead to a change in its philosophy.

2.1.3 Management accounts

The Treasurer summarised the paper and reported that the Society's surplus was £1.7M to the end of May 2020. He also noted that the format of the accounts had been revised by JS2 Ltd to make comparisons with the prior year more straightforward and observed that the balance sheet showed the Society's total assets to be worth £17.3M at the end of May 2020, compared with £16.8M at the same point in 2019.

2.1.4 Annual report and summary of audit 2019

Council approved the 2019 Annual Report and Accounts and delegated authority to the Chief Executive to make any minor typographical or cosmetic amendments.

2.1.5 Revised journal pricing

Council approved the revised journal pricing for 2021, freezing the prices at 2020 levels for all subscribers, except those from large private sector companies, each of which negotiated its own individual deal. The Treasurer reported that there was financial pressure on university library budgets due to the Covid-19 pandemic, and that it would be necessary to keep an eye on this situation in the coming months.

2.1.6 Reforecast 2020 and Budget scenarios 2021

The Treasurer summarised the paper that had been discussed by the Finance and Operations Committee meeting. The reforecast for 2020 showed an estimated deficit of £260k. The costs of the cancellation of Annual Conference 2020 had proved to be slightly less than originally anticipated owing to the extensive negotiation of various contracts by staff. Coupled with savings from not running physical events and meetings this has reduced the deficit from expectations in March. The Chief Executive expressed thanks to all of the Society's staff for their hard work in contract negotiations following the decision to cancel Annual Conference.

The Treasurer reported that three illustrative budget scenarios for 2021 had been presented to the Committee, to stimulate debate and to inform the process of bringing a formal budget proposal to Council in September. Finance and Operations Committee strongly and unanimously recommended to Council that the Chief Executive be instructed to ensure that the Society's programmes were preserved in the budget for 2021. The Society's significant reserves allowed the space to develop a plan for the longer term and time to gather more information both about the future of physical events and about the publishing landscape.

The President and General Secretary reiterated the importance of preserving and developing the Society's programmes, and the Chair of the Policy Committee echoed the sentiment, observing that strong financial discipline in previous years allowed the Society to sustain a significant deficit for this period if necessary.

Council approved the recommendation from Finance and Operations Committee to develop a final budget proposal that preserved and advanced the Society's programmes for 2021, authorising the Chief Executive to bring forward a proposal with a substantial deficit if necessary.

2.1.7 Persons of Significant Control Register

Council approved the recommendation of Finance and Operations Committee to continue to submit a blank register of Persons of Significant Control to Companies House for the same reasons as in previous years.

2.1.8 Fundraising update

The Treasurer reported that following approval by Council at its last meeting, the Fundraising Working Group, chaired by former President Professor Nigel Brown, had been formed. Its first meeting had been held on 22 June at which the Working Group had discussed the campaign's case for support.

2.1.9 Update on significant operational matters

The paper circulated in advance was largely taken as read, with the Chief Operations Officer providing a brief summary of two items. The first related to the final payment of a legacy left to the Society by Dr John Millbank, which brought the total to more than £47,000. The second concerned the ongoing planning application to secure permission to install an accessible entrance to the Society's Meredith Street headquarters. The planning application had finally been refused by Islington Council and a planning appeal was therefore underway with support from a planning and accessibility consultant. The Chair of the Policy Committee asked what the timeframe was for the Society to appeal. The Chief Operations Officer reported that Islington Council allows six months from the date of the outcome to make an appeal. Islington Council would then have a further six months thereafter to respond before the final outcome.

The Chair of the Policy Committee asked about the cost of the appeal and who would be responsible for meeting it. The Chief Operations Officer confirmed that unfortunately, the cost lay with the Society. However, the planning consultants had already spotted an inaccuracy in Islington Council's reading of the plans and if this was found to be materially important, the Society could then claim back the application fee. She estimated that in total the cost of the process to the Society would be in the region of £5,000.

2.2 Audit, Risk and Evaluation Committee update

Kathryn Kerle (external Chair of the Audit, Risk and Evaluation Committee) joined the meeting for this item and updated Council on the Committee's work over the previous 18 months.

2.2.1 Audit

The Chair of the Committee began by commenting on the successful outcome of the audit of the accounts for 2019. She observed that the auditors had raised only one specific point in relation to a laptop that according to Council's policy should have been capitalised because it cost more than £1,000 but which had been treated as expenditure. In relation to the narrative report, the auditors had suggested that Council included a statement of security in relation to its status as a 'going concern' in response to the SARS-Cov-2 pandemic.

She reported that there had been some concerns concerning communication with the auditors, but that the audit itself had been carried out well, particularly given the fact it had been conducted remotely. The Audit, Risk and Evaluation Committee agreed at its previous meeting that a re-tender for audit services should take place given that the Society had been working with its current firm of auditors for the last four years. The Chief Operations Officer had begun working on a tender document with the expectation that a decision could be made in October for the new agreement to be in place early next in 2021 ready for the audit of 2020's accounts.

The Chair of the Audit, Risk and Evaluation Committee also reported that the Society's outsourced finance company, JS2 Ltd, had been working with the Society since 2013, and although the

professional relationship was good, it was good practice to re-tender periodically and that this process was underway. The Chief Operations Officer observed that the tendering process for the two contracts would be different with the process for replacing JS2 Ltd taking longer.

2.2.2 Risk

The Chair observed that one of the Committee's objectives was to examine the risk register in detail and that it had conducted a full review. There had been two workshops with the Committee, Senior Management Team and Heads of Departments to identify major risks to the Society and to provide Council with a clearer picture of potential risks, the likelihood of them materialising, and the impact they could have on the Society's ability to deliver on its strategic objectives. As a result, Council had seen a draft revised register at its March meeting, and following its comments, was now presented with an amended version. She further noted that the Committee had revisited the revised register at its last meeting, in the light of the SARS-CoV-2 pandemic, and it was concluded that overall, the register did a good job of capturing real risks. She suggested that this would be a working document and that an update column had been included to track the progress of mitigating actions.

The General Secretary asked about the traffic light system and how this related to mitigation. He raised the fact that 'total IT failure' was coloured green when he felt that this should be considered a higher risk. The Chair of the Audit, Risk and Evaluation Committee confirmed that the traffic light system related to the residual risk, which was subjective, and that the ten broad risks on Council's register were all critical.

The Chair of the Policy Committee asked if the risk register should be looked at more frequently over the next year because of the pandemic. It was agreed that this would be considered at each meeting for the coming year.

The Chair of the Publishing Committee welcomed the revised risk register but reminded Council members that many of the highest rated risks related to publishing and emphasised that this had to be an area of continuing focus for the future.

2.2.3 Evaluation

The Chair of Audit, Risk and Evaluation Committee noted that the other area of responsibility for the Committee related to evaluation and informed Council that a further workshop had been held which included a discussion around the types of metrics the Society had used in the past and what type might be used in the future to better track impact over time.

The Chief Executive reinforced the Committee's conclusion that we needed to be stronger in tracking our impact on the careers of members, which necessarily involved tracking those careers over time.

The Chief Operations Officer reported that it was intended that methods of measuring the Society's longitudinal impact would be built in when the current strategy was reviewed and the next one developed.

The President thanked the Chair of the Audit, Risk and Evaluation Committee and thanked the Committee for its effective and important work.

2.3 Properties update

The Chief Executive confirmed that on 23 April 2020, Charles Darwin House Ltd had been put into liquidation but that there would still be considerable further work to do with the liquidators. The statutory notice in the *London Gazette* had not uncovered any creditors. Tax clearance would be required from three departments within HMRC, covering VAT, PAYE and Corporation Tax, and this could take some time. Six months after this, CDH Ltd would be removed from the register at Companies House. The Chief Executive thought it likely to be at least another year before the process was concluded.

It was also necessary to de-register the CDH Properties Partnership, and the necessary application had been made to HMRC. The timescale for a response was unknown.

3. President/Chief Executive business

3.1 General business/report back from CEO

The President began by expressing her pride at how well the Society had been doing during the pandemic, and that it continued to be very visible and innovative in how it was working on behalf of the membership.

The Chief Executive also praised and thanked Society staff for doing an excellent job in keeping the Society running in difficult circumstances. He said that staff morale was extremely important and was his main concern. He also thanked the President and Council for their continued support, and in particular the President for participating in Staff Meetings.

3.1.1 Funding for Science in Ireland

The Chief Executive reported to Council members that the position statement on funding for science in Ireland appeared to have had an impact beyond microbiology. Following the Irish government's announcement of major changes to the status of science and universities within its structures, Charles Dorman commented on how the paper had encouraged the science community to lobby for its cause.

3.1.2 Potential impact of the pandemic on early career members and microbiology careers

The Chief Executive reported that he had been made aware of one of the Society's early career members who had been made redundant from their institution, despite having grant funding. The individual felt that the decision had been made due to the pandemic, with all resources going towards those working on SARS-Cov-2. Bearing in mind that this was one individual's interpretation of one case, he asked Council members if such problems were more widespread in the university sector.

The General Secretary commented on how shocked and upset he was to learn about such a case. He had not heard of this within his own institution or heard of this elsewhere. Other Council members agreed with the General Secretary but there was a strong feeling that institutions were expecting very significant financial pressures, with voluntary redundancy schemes, freezes on recruitment, and expectations of further cuts in the near future. Some Council members felt that the difficulties were likely to fall most heavily on early career members, although others drew attention to examples of more established researchers whose cases had been reported.

The Chair of the Early Career Microbiologists Forum Executive Committee observed that one important function was to help people likely to be affected to investigate alternative careers.

It was agreed that Professional Development Committee and the Early Career Microbiologists' Forum should consider the matter, examining what support networks the Society could offer.

3.1.3 Online meetings

The Chief Executive highlighted to Council two online meetings that had been scheduled. ECM Online, an event run via LinkedIn, would be taking place on 16 and 17 July, and the SARS-CoV-2 online workshop, was scheduled for 29 July.

3.1.4 YouTube income

The Chief Executive reported that it was now possible for the Society to monetise some of its content on YouTube. YouTube ran adverts on the Society's content, and we had now reached the number of hours of content and the number of followers that allowed us to claim a proportion of the revenue. The amounts would not be great (up to £2,000 per year at present).

3.2 Composition of Council and Committees

Council noted the paper circulated in advance. The Chief Executive noted that Angharad Green's term of office on the ECM Forum Executive Committee had been incorrectly recorded on the paper, and that the Outgoing Members paper that formed part of the collated AGM papers would also need correcting.

3.3 Membership report

3.3.1 Membership report

Council noted the paper circulated in advance.

The Chief Programmes Officer and Director of Strategy reported that the total number of members, at the time of the meeting, was 6,030 and that the Society had a total of 82 champions worldwide, many of whom were involved in SARS-CoV-2 activities in their countries.

3.3.2 New members

Council approved the list of new members.

3.4 Results of the 2020 elections

Council to ratify the results of the Society's elections for 2020. The Chief Executive that he would write to the successful and unsuccessful candidates within the following days.

The Chair of the Professional Development Committee expressed his disappointment in the lack of applications to Committee positions and suggested this should be looked at.

The Chief Executive suggested that the governance changes to the Committees may have had an impact on the number of nominations. He noted that there was great value in Committee members tweeting that they had attended meetings and the positive experience that they had had. The Chair of the Early Career Microbiologist's Forum Executive Committee noted that this was something that Executive Committee members did very well and commented that people were more engaged as a result.

3.5 Annual Conference 2021

The Chief Executive presented the paper outlining options for Annual Conference 2021 and opened up to Council members to discuss, noting that a final decision would be needed by the September meeting. The virologists on Council - Paul Kellam, Chair of Policy Committee, Mark Harris, General Secretary, and David Blackbourn, Elected Member - all commented that they were doubtful that a physical event with the characteristics of Annual Conference would be able to go ahead in April 2021.

Tracy Palmer, Elected Member, commented that moving online meant that the Society could also consider having a smaller environmental impact and, importantly also inclusive to those that might struggle to attend Annual Conference in the circumstances.

After considerable discussion, Council agreed not to hold Annual Conference 2021 as a physical event but instead to focus on developing online alternatives that would deliver the Society's scientific and networking objectives to the standard expected of the Society's events. The Scientific Conferences Committee was meeting the following week and would be able to begin discussions about the timing, nature and form of the alternative activities.

The decision would not preclude smaller physical events from happening and did not altogether rule out the possibility of a moderately large event taking place towards the end of 2021.

3.6 Update on prizes panel

The General Secretary began by providing background on the composition of the Prizes Panel. Where previously the panel had comprised members of Council, following the Prizes Review earlier in the year, the 2020 panel had been formed from members of the Society who had expressed an interest in participating. The General Secretary commended the panel, noting that they had given a significant amount of time to the process in order to assess several very high-quality nominations that had been received this year. The General Secretary further commented that the Society should investigate ways to acknowledge the panelists' participation. He further thanked the Head of Membership and Professional Development and the Grants and Professional Development Officer in supporting the process and the panel's deliberations.

The General Secretary gave a brief overview of the panel's recommendation for the winner of the Microbiology Outreach Prize, details of whom had been circulated by email in advance of the meeting, and asked Council to approve the recommendation. Council approved the Prizes Panel's recommendation to award the 2020 Microbiology Outreach Prize to Sreyashi Basu (UCL) and Sanjib Bhakta (Birkbeck University of London) for their project, "Joi Hok!" designed to spread awareness of tuberculosis in Bengal.

The General Secretary listed the Prizes Panel's recommendations for the Prize Lectures and reminded Council that a full paper detailing these would be submitted to the next meeting of Council for approval.

The General Secretary drew attention to the importance of the content and quality of the nomination forms, noting the usefulness of the unconscious bias training at the start of the session and the panel's subsequent attempts to judge each nomination on its merits, independent of prior

knowledge of candidates. The General Secretary also noted that several panellists had contributed feedback on the process and stated that these would be incorporated for future years.

3.7 Governance implementation update

The Chief Executive updated Council on progress on implementing the changes to the Society's governance structures, noting that all current members of Committees had already been notified of the changes. The next step in the process would be to ensure that current members of Committees were assigned to the appropriate new Committee, and as part of the new structure Elected Members of Council would also need to move to a new Committee. Council agreed that the co-chairing model for new committees should continue until at least 2022.

3.8 Annual Society Showcase and AGM 2020

Council approved the request to change the date of the 2020 AGM to 26 November 2020 and to deliver the Society Showcase and Young Microbiologists' of the Year digitally as appropriate.

3.9 Equality, Diversity and Inclusion following a recent high-profile campaign

The President summarised recent events related to the Black Lives Matter movement. The President highlighted the need for further work in relation to equality, diversity and inclusion.

She stressed the importance of input from Council members and the ECM Forum and invited Council members to provide feedback to her.

John Morrissey supported the President's views that it was not possible to put oneself in others' shoes and asked if there would be a way to encourage members to share their feedback on how the Society runs its activities. David Blackburn added that the GDPR may limit this, and the Head of Membership and Professional Development further commented that the Society had been investigating how far we could go in terms of the Society's annual diversity and inclusion survey but agreed that any case studies should be managed with the utmost sensitivity.

The Chair of Publishing Committee acknowledged that several positive stories and areas for improvement had been relayed about activities at the Society and that it would be important to have protected time to discuss this topic in depth. The President agreed that the topic should be taken forward for further discussion at its September meeting and requested that Council members to feedback to her in the interim.

3.10 Collated AGM papers

Council approved the collated AGM papers, subject to the correction noted under item 3.2 that Angharad Green should be included in the list of Outgoing Members of Committees to be thanked.

3.11 Open Scholarship review

Council noted the paper circulated in advance. Council approved the establishment of an Open Scholarship Working Group to be chaired by Paul Hoskisson.

3.12 Update on Wellcome grant application

The Director of Technology and Innovation reported that the Society had been successful in its application for a grant from the Wellcome Trust and had been awarded the full amount of £124,700.

3.13 The Society's environmental impact

In the interests of time, this matter was deferred for more detailed consideration at the next Thursday session of Council in September.

4. Summary of Progress

Council noted the paper circulated in advance.

5. Committee business (for information only)

5.1 Professional Development Committee minutes, November 2019

Council noted the minutes circulated in advance.

6. AOB

There being no further business, the meeting closed at 13.20pm.