

Minutes of the 380 meeting Council

Friday 5 July 2019 09:00-12:30 GMT

Venue: Charles Darwin House, 12 Roger Street, London, WC1N 2JU, UK

Present:

Judy Armitage (President, in the Chair)
Ian Roberts (Treasurer)
Maggie Smith (General Secretary)
Tadhg Ó Cróinín (Chair of Professional Development Committee)
Paul Kellam (Chair of Policy Committee)
Mick Tuite (Chair of Scientific Conferences Committee)
David Blackburn (Elected Member)
Deirdre Devine (Elected Member)
Charles Dorman (Elected Member)
John Morrissey (Elected Member)
Tracy Palmer (Elected Member)
George Salmond (Elected Member)

In attendance:

Peter Cotgreave (Chief Executive)
Joanne Morley (Chief Operations Officer)
Tasha Mellins-Cohen (Director of Publishing)
Tony McBride (Interim Director of Strategy and Members' Programmes)
Sarah Buckman (Director of Strategy and Members' Programmes)
Gillian Perry-Bland (Governance and Operations Executive)

1. Apologies for absence and welcome to new attendees

The President formally welcomed Council members to the 380 meeting. Apologies were received from Nicola Stonehouse (Chair of Communications Committee), Amy Pickering (Chair of the Early Career Microbiologists' Forum Executive Committee) and Jodi Lindsay (Chair of Publishing Committee).

The President observed that the 380 meeting of Council would be the last meeting to be held at Charles Darwin House.

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 that they should notify the Society of any new conflicts that may arise. None were declared.

3. Minutes of previous meeting

The Minutes of the 379 Meeting were agreed as a true and accurate record, subject to the following amendments and corrections:

- The purchase price of the new building had been recorded inaccurately, and should be corrected.
- Tracy Palmer was referred to as Professor Palmer, and this should be corrected to Tracy Palmer, as in the case of others who were not referred to by their titles.

4. Matters arising from the minutes and action points

Under item 5.1.3, approximately 25 members had decided to reclaim their overpayment of membership fees. The time had elapsed for any further members to claim a reimbursement.

All other actions were completed and/or covered under a main agenda item.

5. Finance and Operations

5.1 Update from Finance and Operations Committee

Council noted the paper circulated in advance and the Treasurer summarised the key points from the meeting on Thursday 4 July 2019.

5.1.1 Annual Report

The Treasurer requested that Council approve the Annual Report and Accounts for 2018 subject to proofreading and any minor cosmetic changes.

The President and Council approved the Annual Report and Accounts, and delegated responsibility for minor amendments to the Chief Executive.

5.1.2 Journal Subscriptions

The Treasurer reported that the Society's Head of Sales and Business Development had been invited to the meeting of the Finance and Operations Committee on 4 July to report on paper 164-07, which had given the Committee further details about journal subscription income received for 2019 and future plans for 2020 and beyond. Given the push towards Open Access, the team was charting the numbers month-by-month to more accurately predict income for the new Publish-and-Read model.

The model detailed in the paper would be an alternative offering to traditional subscription deals and would be offered from 2020.

It was noted that an error had been reported in the predicted 2020 income figures under Fig. 1 of the paper. This would be corrected.

5.1.3 Budget

The Treasurer informed Council that the Finance and Operations Committee paper 164-08 had been discussed at the meeting and that the Senior Management Team would bring a final budget proposal to September's meeting for approval.

5.1.4 Persons of Significant Control (PSC) Register

The Treasurer confirmed that the Finance and Operations Committee had reviewed the names that should be listed on the Society's statutory Persons of Significant Control (PSC) Register, which was required to be reviewed annually, and that following a discussion it had been agreed that as no Council members or Society employees had significant control, it would recommended to Council to submit a blank register for 2019.

Council approved the recommendation.

5.1.5 Update on significant operational matters

The Treasurer reported that the majority of this paper had been taken as read by the Committee, with the Chief Operations Officer drawing the Committee's attention to one particular item (Number 3.2) which summarised the progress made with the CRM supplier since the series of mediation meetings held with their senior team earlier in the year. The Chief Operations Officer also reported that since this paper had been written, the Society had been informed that the CRM supplier had entered into a formal partnership with another company. It was agreed that any changes or developments arising from this would be monitored carefully and reported as necessary.

5.2 Property Update

The Chief Executive updated Council on property matters since the 379 Council meeting in March.

Council noted that this Report confirmed that in the Surveyor's opinion the proposed disposition to the Purchaser was on the best terms that could reasonably be obtained by the Charity.

Having considered the Report and the further advice of the Surveyor it was resolved that:

- The Trustees were satisfied that the proposed disposition of the Property to the Purchaser was on the best terms that could reasonably be obtained by the Charity.
- The Trustees were satisfied that they had complied with their obligations under sections 117-121 of the Act.
- Solicitors be instructed to negotiate with the Purchaser's solicitors to exchange contracts for the sale of the Property as soon as possible and that Charles Darwin House Limited

and Hazel Norman be authorized to give the certificate required by section 122 (3) Charities Act 2011.

Council further noted that contracts for the sale had been exchanged on 28 June 2019, with completion set for 27 September 2019. The Chief Executive confirmed that work was ongoing for handing over other matters to the purchaser of Charles Darwin House 2, such as service contracts.

The Chief Executive explained that once the sale of Charles Darwin House 2 was completed on 27 September 2019, it would be necessary to start the process of winding up Charles Darwin House Limited and the Charles Darwin House Properties Partnership. This process would necessarily take some months.

5.2.1 New premises

Council noted that, following its previous meeting, the freehold on 14-16 Meredith Street had been successfully purchased in April and the building was in the process of being fitted out. The Society was scheduled to start the move to the new premises on Thursday 29 August 2019, in advance of the deadline for vacating Charles Darwin House 1, which was 11 September 2019.

The Chief Executive confirmed that the Society was on target to ensure that the combined effect of the sales of the two Charles Darwin House buildings and the purchase and fit out of the new building was cost neutral.

At the proposal of Charles Dorman, Council expressed its appreciation to the Chief Executive and the Chief Operations Officer and for their dedicated and hard work on property matters.

6. President / Chief Executive Business

6.1 General business /Report back from CEO

6.1.1 AMR

The President introduced paper 380-extra; a proposal seeking anti-microbial resistance (AMR) advice. The Interim Director of Strategy and Members' Programmes provided further detail and the background to the proposal. The Chair of the Policy Committee added that in his view this was an important activity for the Society as a chance to expand policy reach, but that it would be necessary to approach the challenge in an innovative, ambitious manner to deliver something beyond what had already been put in place for AMR. He was not sure if this was something that solely sat with Policy as it could have a wider reach.

Charles Dorman suggested potential people whom he thought could be involved in a working group, and whose involvement might be valuable.

The General Secretary described an EPSRC project that had brought physical scientists and engineers into AMR research, which had been very successful, and which could lead to some further contacts.

There was agreement that the question of AMR was a global challenge and required a coordinated global response, with implications well beyond the disciplinary boundaries of microbiology. Council was of the opinion that for the proposed project to be successful, it would need to be genuinely innovative, ambitious and different from what had gone before, and that it would need to be shaped in consultation with the Chief Scientific Adviser's Office.

6.1.2 Lister Institute collaboration

The President introduced the potential for a collaboration with the Lister Institute, for joint AMR summer studentships, declaring an interest as a trustee of the Lister Institute. She reported that the Lister Institute Council would also discuss this within the next few weeks.

Council approved the proposal and, in the context of the earlier discussions in relation to the Chief Scientific Officer's desire, agreed that it would be desirable for the studentships to promote genuinely interdisciplinary work.

6.1.3 Fleming Museum

The Chief Executive reported that the President had been contacted by a member of the Society, regarding the Fleming Museum at St Mary's Hospital in Paddington. Concerned that it was not achieving its potential, he had requested that the Society investigate ways that it could support the museum. Said member had also contacted the National Lottery to explore funding. The Chief Executive, the Chair of the Policy Committee and Wendy Barclay (a former Chair of the Virology Division and winner of the Peter Wildy Prize, employed at the St Mary's site) had been to visit the museum, and all agreed that it had great potential, was a little neglected, and that the Society could potentially find a way to support it. Wendy Barclay had agreed to talk to a member of the hospital Trust in the first instance as the museum was part of its estate, and nothing could be done without its involvement. The Chief Executive reported that he had initially contacted a freelance consultant who worked with museums to plan future projects and developments, declaring an interest because the consultant was his partner. The recommendations included carrying out an initial scoping exercise to explore the museum's potential, reviewing visitor expectations, competitor sites, creative potential, etc. The General Secretary suggested that this project might be the perfect target for philanthropic giving and fundraising activities.

Council approved the recommendation to engage with the Museum and if appropriate, to use some of the contingency budget to carry out a scoping exercise.

6.1.4 Retired members

The President explained that she had been approached by numerous retired members and members nearing retirement wishing to know how they could remain engaged with the Society.

David Blackburn suggested they could be mentors for younger members. The Society could facilitate mentoring training and provide a matching service. The Director of Strategy and Members' Programmes observed that many individuals seeking a mentor often prefer a mentor only a step or

two ahead in their careers, so that their experience was more directly relevant to the mentee's situation.

The Chair of the Scientific Conferences Committee asked whether there were concessions for retired members; the Chief Operations Officer confirmed that there was a concessionary membership rate, which attracted concessionary rates for attendance at Annual Conference.

6.1.5 Negative Strand Meeting

The Chief Executive reported to Council that he had been approached by Paul Duprex and Wendy Barclay, who sit on the organising committee of an event called the Negative Strand Meeting, a virology conference which has run approximately every three years in recent decades. He further reported that it was a very successful event, but as a result of changing cultures in universities and additional regulatory burdens in respect of financial administration was now experiencing problems because it lacked the permanent infrastructure of a formally incorporated legal entity.

Council approved continued discussions with Paul Duprex and Wendy Barclay to gather more information about how the Society could usefully support this meeting, with the potential that funds could be held by the Society as a restricted fund if possible, without it becoming a fully supported event. No action could be taken without detailed further information, particularly concerning the provenance and legal ownership of current funds.

The General Secretary expressed the view that it would be a great shame for this meeting to suffer owing to administrative difficulties, and that the Society should seek to offer support if there were an appropriate method of doing so.

Charles Dorman asked what the benefits would be to the Society; the Chief Executive replied that supporting this meeting might help to fulfil the Society's charitable objectives of supporting the microbiology community and might also help to bring a large and active community of virologists into a closer relationship with the Society.

6.1.6 Outreach Prize

The General Secretary reminded Council that after the Annual General Meeting each year the Society hosted an Outreach Prize Lecture or presentation. She reported that this year four nominations had been received for the prize. Two nominations had related to AMR and two were of a more generalist microbiology nature. The prizes panel for the current year comprised the General Secretary, David Blackburn, Deirdre Devine and John Morrissey, who had unanimously agreed to recommend that that Matthew Hutchings from the University of East Anglia be awarded the Outreach Prize for his work on AMR.

Council approved this recommendation. The General Secretary agreed to contact the Professional Development team to make the award and confirm that the winner would be available to present at the Annual General Meeting.

6.1.7 Members' directory

The President encouraged members of Council to update their records in the Members' Directory.

6.2 Council Meeting dates 2020 and 2021

The Chief Executive drew Council's attention to the meeting dates for 2020 and 2021 and highlighted that for 2020 the last meeting would be held in late November rather than December.

Council members noted the 2020 and 2021 dates.

6.3 Naming the new building

The Chief Executive presented the paper that outlined potential options for Council to select a name for the new building and for the meeting rooms within it. He observed that most buildings were named after people, but that a variety of alternative naming opportunities were available; he gave Portcullis House as an example, where the name of a symbol had been used to confer a sense that a modern building was nevertheless an integral part of the ancient Parliamentary estate. Council agreed to take time over this matter, and it was agreed that discussions should continue over the summer, as naming a building was not simple. Council agreed that the eventual name should be simple and memorable.

Council agreed that the membership should be consulted, with the understanding that Council reserved the right to select the final name.

Council further discussed the method of naming the individual meeting rooms in the building, and broadly preferred the idea of naming them after people, bearing in mind the desirability of choosing a diversity of individuals.

The Chief Executive agreed to come back to Council in September with further information and suggestions.

6.4 Composition of Council and Committees

Council noted the paper circulated in advance.

George Salmond expressed disappointment that no nominations had been received for Elected Members of Council. He suggested that Elected Members of Council should be required to secure the nomination of new members (with their consent), to ensure a suitable pool of candidates. He believed that the members of the Finance and Operations Committee should include more than one Elected Member, given the importance of that Committee to the sustainability of the Society. The Treasurer supported these recommendations.

The Chief Executive echoed the general disappointment in the lack of nominations for elected positions; he reminded Council that in 2018 elections were required for every vacancy, while in 2019 only the Early Career Microbiologists' Forum required elections. Staff were evaluating the potential

reasons for this change and would bring forward recommendations to Council. He further explained that there have been a number of governance issues arising throughout the organisation, individually minor but collectively an appreciable risk. Developing a plan to resolve these issues would be the focus of a meeting scheduled for 15 July with the Senior Management Team and the Officers. A report from that meeting would be brought to the 381 meeting of Council.

Action 18: The Chief Executive to provide an update at the 381 meeting of Council regarding governance processes.

The Director of Publishing noted on behalf of the Chair of Publishing Committee that at the May meeting of the Committee Richard Padley had been co-opted onto the Committee as an external publishing expert, but that he would not formally join until the August meeting. She added that in the last week of June, Janine Burr-Williams, the co-opted external member of the Committee, had stepped down half way through her term due to pressure of work.

6.5 Outcomes from Thursday session of Council

The Chief Executive outlined the decisions of Thursday session, where Council had met with representatives to discuss future options in respect of the Society's investment managers.

John Morrissey raised the question of what impact any discussions about ethical investment might have on the review process. The Chief Executive replied that Council's current mandate was sufficiently clear that long listed managers would need to be able to answer questions of this nature, and that any future changes could be explored by the selected investment manager.

Having missed the Thursday session, Deirdre Devine requested information about the discussion of the merits and disadvantages of potentially splitting the portfolio. The Chief Executive reported that the principal argument for splitting the portfolio had been about decreasing risks by increasing diversification. The principal disadvantages were that it would potentially double the work for Finance and Operations Committee in monitoring performance, and that the level of service and investment proposition might be substantially different for each of two smaller portfolios than for one larger one.

The Treasurer invited all Council members to attend the next meeting of Finance and Operations Committee if they wished, at which the initial bid proposals from potential investment managers would be discussed. If Council members preferred not to attend, the Treasurer requested that comments on the proposal were sent to him ahead of the meeting.

6.6 Membership report

Council noted the paper circulated in advance, which included an update on the Membership Engagement Implementation Plan.

6.6.1 New members

Council approved the list of new members.

6.7 Council Appointed positions

The Chief Executive summarised the 2019 appointments process. He then handed over to the General Secretary.

The General Secretary summarised the nominations that were received for each role, and the panel discussions and reasons for the recommendation for each candidate.

David Blackburn observed that two of the candidates had previously been on Council, and that it was necessary to ensure an adequate balance of experience and new blood.

The Chief Executive undertook to notify the candidates.

6.8 Results of the 2019 elections

The Chief Executive summarised the results of the 2019 elections, in which votes had been required only for the Early Career Microbiologists' Forum vacancies.

Council ratified the results which also included several where the number of nominations for a vacancy matched or was fewer than the number of positions vacant, and the nominees would be slotted into these positions following agreement from the relevant Chair.

Council was content for Committees to co-opt additional members under their Terms of Reference where required.

6.9 Elected member of Council vacancy

George Salmond left the room for this discussion.

The Chief Executive summarised the possible options for dealing with the remaining Elected Member vacancy, as set out in the paper.

Council agreed to ask George Salmond to serve for an additional year, with nominations for an additional vacancy to be sought in 2020.

6.10 Collated AGM papers

Council approved the collated papers for the 2019 Annual General Meeting, noting that the paper was necessarily incomplete until Council had approved the names of incoming members. These would be updated before being circulated to members.

6.11 Annual Society Showcase

Council noted the paper circulated in advance. The Chief Executive summarised the Annual Society Showcase aimed at early career microbiologists. He noted that since this paper had been circulated, Lindsay Hall had confirmed that she would be available on the day of the Showcase.

Council approved the plan for the Annual Society Showcase.

6.12 Council for At-Risk Academics (CARA)

The Chief Executive reminded Council of discussions and decisions taken at previous meetings in respect of supporting individuals through the Council for At-Risk Academics (CARA) and added that there was a need for a framework for making decisions for this support.

The recommendations included in the paper were agreed.

6.13 75th Anniversary Update

Council noted the paper circulated in advance. The Chief Executive drew particular attention to the Fleming Showcase at Annual Conference 2020 and the Why Microbiology Matters campaign. He further noted the introductory film had been completed and would be an excellent start to the session. He also confirmed that there are nine invited speakers including four women. He also confirmed that there will be short films from former Fleming prize winners with the winners answering the question 'what I wish I knew when I won the Fleming Prize' with Tracy Palmer and Charles Dorman to be included in this filming. Other Fleming Prize winners would be included in other ways such as producing for *Microbiology Today*.

Tracy Palmer asked about '*The Mould That Changed the World*', a musical about Fleming's discovery of penicillin, which the organising group had hoped might form part of the session, in an abridged form. The Chief Executive reported that discussions were ongoing with the theatre company, and that he was confident that it would be possible to include short extracts in the Fleming Showcase.

7. Summary of progress

7.1 Summary of Progress - Strategy 2018-2022

Council noted the paper circulated in advance.

The Chair of the Scientific Conferences Committee asked about progress on the microbiology related TV series. The Chief Executive explained that the primary contact at Lion TV had moved organisations, and that it would now be necessary to review options, including contacting the producer at his new organisation, taking it up again with Lion TV, or to seek another company.

8. Committee Business (for information only)

8.1 ECM Forum Executive Committee Minutes

Council noted the minutes circulated in advance.

8.2 Policy Committee Minutes

Council noted the minutes circulated in advance.

8.3 Publishing Committee Minutes

Council noted the minutes circulated in advance. Charles Dorman drew attention to a typographic error, where a name had been mis-spelled. David Blackbourn congratulated the Director of Publishing for her role on the Wellcome Trust, UKRI, and ALPSP group on Plan S.

8.4 Professional Development Committee Minutes

Council noted the minutes circulated in advance.

8.5 Scientific Conferences Committee Minutes

Council noted the minutes circulated in advance.

8.6 Annual Conference 2019 evaluation

Council noted the paper circulated in advance. Following feedback received in the Annual Conference evaluation survey, there was consensus that should a Prize Medal Winner be unable to present their lecture without good reason such as illness, the Prize would not be awarded.

8.7 Collated Committee Terms of Reference

Council noted the terms of reference circulated in advance.

David Blackbourn noted that the Terms of Reference of the Committees did not clarify what constituted a quorum and had noted some further items which he reported directly to the Chief Executive in the interests of time.

9. AOB

There being no further business, the meeting was closed at 12.34pm.