

Minutes of the 385 meeting of Council

Friday 11 September 2020 09:00-13:00 GMT

Venue: Virtual meeting, held by Zoom

Present:

Judith Armitage (President, in the Chair)

Ian Roberts (Treasurer)

Mark Harris (General Secretary)

Chloe James (Chair of Communications Committee)

Paul Kellam (Chair of Policy Committee)

Jodi Lindsay (Chair of Publishing Committee)

Tadhg Ó Cróinín (Chair of Professional Development Committee)

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

Stephen Smith (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:

Robin May (Incoming Treasurer)

Jose Bengoechea (Incoming Co-Chair of Sustainability Committee)

Paul Hoskisson (Incoming Co-Chair of Building Communities Committee)

Colman Ó Cathail (Incoming Chair of Early Career Microbiologists' Forum Executive Committee)

Andrew Edwards (Incoming Elected Member)

Laura Bowater (Incoming Elected Member)

Sharon Brookes (Incoming Elected Member)

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)

Charlotte Mitchell (Associate Director of Marketing, Brand and Communications)

Alexander Mulhern (Head of Journal Development)

1.1 Apologies for absence and welcome to new attendees

The President formally welcomed Council members to the 385 meeting. She also welcomed Robin May (Incoming Treasurer), Jose Bengoechea (Incoming Co-Chair of the Sustainability Committee), Paul Hoskisson (Incoming Co-Chair of the Building Communities Committee), Colman Ó Cathail (Incoming Chair of the Early Career Microbiologists' Forum Executive Committee), Andrew Edwards

(Incoming Elected Member), Laura Bowater (Incoming Elected Member), and Sharon Brookes (Incoming Elected Member) who were attending as incoming Council members, and Alexander Mulhern (Head of Journal Development) who was attending the whole meeting as part of an initiative to familiarise senior members of staff with the workings of Council.

There were no apologies for absence. The Chair of the Scientific Conferences Committee was only able to attend until 12pm.

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

1.3 Minutes of previous meeting

The Minutes of the 384 Meeting were agreed as a true and accurate record, subject to the following typographical corrections:

- Item 2.1.6, paragraph 3, “allowed the Society can sustain” should be “allowed the Society to sustain”
- Item 2.3, line 4, “HRMC” should be “HMRC”
- Item 3.1.2, paragraph 1, line 2, “members who been” should be “members who had been”

1.4 Matters arising from the minutes and action points

All action points were completed or in train, and matters arising covered under other items.

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 key points from the Finance and Operations Committee meeting held on 9 September 2020. He reported that the investment portfolio was performing well, exceeding returns compared with the ARC Charity Index and with the benchmark. The Treasurer cautioned that financial instability was expected due to political, economic, and social factors expected during the latter half of 2020 and into 2021. Charles Dorman expressed a concern that the stock market might be experiencing a bubble; the Treasurer explained that both ARC and Tilney analyse market behaviour as part of their quarterly reports and that the analysis showed that in September 2020, excluding Facebook, Alphabet, Apple, Amazon, Netflix and Microsoft tech stocks, the market had not inflated significantly in the preceding periods and that Tilney had selected funds and stocks that would do well in turbulent times to protect the Society’s investments. Paul Kellam asked about the Society’s cash reserves, and whether they would cover the anticipated withdrawal for 2021. The Treasurer replied that Tilney held only small cash reserves, and that given anticipated market

volatility ARC recommended that if the Society had a requirement for cash that it should contact Tilney now rather than when the funds were needed to afford Tilney the opportunity to liquidate stocks and hold the necessary funds in reserve at a time they judged to be optimal. The Treasurer noted that this would be discussed under item 2.1.4, the Final budget proposal 2021.

2.1.3 Management accounts

The Treasurer summarised the paper and reported that the Society's surplus was £1.16M to the end of July 2020. He also noted that there was one specific item that required Council approval. Tilney reported our investment income slightly differently to the previous investment managers and do not split the income to show dividends and interest separately from the capital growth; it all gets reported together and shown on the balance sheet. It was proposed that we more accurately reflect the split by setting a fixed percentage to put into the income statements of the Management Accounts, and Finance and Operations Committee recommended that 3% of the value of portfolio was treated as revenue for the year.

2.1.4 Final budget proposal 2021

Council considered the final budget proposal for 2021. The Treasurer noted that as agreed at July's meeting a final budget proposal had now been developed and the proposal presented had a deficit of £527k but emphasised that this was a prudent proposal. He noted that the main difference from the budget presented in July largely came from the agreed changes to the events programme in 2021 as the previous budget scenario assumed that we would run a physical meetings programme in 2021. The final budget proposal assumed that we would run a mostly digital events programme in 2021 with some smaller physical Focused Meetings. The costs for the cancellation of the Birmingham ICC were also included here. The remaining income and expenditure largely reflected decisions taken in July; to freeze 2021 subscription prices at 2020 levels, assumed renewal attrition at 20% rather than 5%, and a reduction in the level of Publish and Read conversions.

The Treasurer noted two further smaller changes to the budget proposal from July relating to salary costs for a post to support the Society to progress its work on diversity as well the salary costs for a post to work on membership communications. This post existed already as a fixed term 75th Anniversary position but the proposal was for this to be made permanent for reasons that had been set out in detail at the meeting of Finance and Operations Committee.

The President expressed some reservations about the post to support with diversity and Council concluded that the question of, and mechanisms for, addressing EDI should be considered by Council, Committees, Panels, Divisions and Editorial Boards, and that no additional staff member was required.

Following agreement for a deficit budget for 2021, Council discussed its requirements during 2021 for a withdrawal of cash from the investment portfolio. It was agreed that the Society should seek advice from Tilney on the optimal time to liquidate £500,000 from the portfolio to meet its requirements in 2021.

2.1.5 Fundraising update

The Treasurer drew Council's attention to the paper circulated in advance.

2.1.6 Update on significant operational matters

The Treasurer provided a brief summary of two items; the first related to the return to the office by staff and the support that had been provided from the Society's IT supplier which had been much improved from the previous supplier. The second covered the ongoing planning application to secure permission to install an accessible entrance to the Society's offices at Meredith Street. The planning appeal had been submitted with support from a planning and accessibility consultant. Islington Council had approximately six months to respond to the appeal.

Council authorised the Chief Operations Officer to arrange to remove the current Treasurer, Ian Roberts, from the bank mandate at the end of 2020 and to add the incoming Treasurer, Robin May, from January 2021.

2.2 Critical Risk Register

The Chief Executive presented the Critical Risk Register and observed that, as agreed at July's meeting, the risk register would be presented to Council at each meeting for the remainder of the year because of the pandemic, rather than just twice per year as was usual. He further observed that the risks themselves remained the same as at the previous meeting, but the final column provided an update on progress to mitigate risks to date.

The Chair of the Policy Committee asked whether the risk to publishing revenue associated with the dissolution of Public Health England (PHE) had been quantified. The Chief Executive explained that PHE had signed a Publish and Read deal for 2021, mitigating the immediate risk, but that until the future shape of PHE's replacement was known the long-term risk remained. The public announcements appeared to suggest that the new body would be exclusively focused on infectious disease, and so it remained possible there would end up being opportunities for the Society.

The Chair of the Publishing Committee questioned the ownership of risks associated with publishing revenue; whether the risk was owned by Finance Committee or by the new Building Communities Committee. The Chief Executive replied that, in line with the approach taken by Council in reorganising its Committees, this was split across the relevant committees depending on the nature of the item. Reports of publishing activity would be taken to the Building Communities Committee.

2.3 Charles Darwin House Ltd liquidation update

The Chief Executive reported that the Charles Darwin House Properties Partnership had been deregistered by HMRC, and had ceased to exist as of July 2020. The liquidation of Charles Darwin House Ltd had progressed with the liquidators reporting that all assets had been collected and all liabilities discharged. There had been an unexplained delay by HSBC Bank in transferring control of the bank account to the liquidators but this had now been completed. The Chief Executive further reported that the next stage of the process was to receive tax clearance from HMRC, but this would take some time owing to the pressures on HMRC during the current economic crisis caused by the pandemic. The liquidators were estimating a further six months for clearance, after which the company would remain on the Companies House register for a further six months before finally being removed.

3. President / Chief Executive Business

3.1 General business / report back from CEO

3.1.1 President's business

The President referred attendees to the discussion held at a closed session of Council on 10 September 2020, at which it had been decided that in future, in line with usual Governance procedures, trustees would meet separately in closed session before the Thursday sessions of Council, to discuss broader strategic areas relating to the Society and, when relevant, would report aspects of those discussions at formal Council meetings under a standing item of Council and Members Business.

3.1.2 Publishing a book on SARS-CoV-2

The Chief Executive had been involved in discussion with a literary agent who was very keen to work with a publisher to produce a book about SARS-CoV-2 before Christmas 2020. The Chief Executive, who would act as Editor for the roughly 50,000-word volume, had spoken to the Officers and several virologists ahead of the meeting who were all very positive about its potential, but noted that the chance of the delivery of a book on this timescale was very low. The Treasurer asked whether, if it went ahead, there would be any revenue associated with the book. The Chief Executive noted that it was difficult to estimate revenue at this stage, but the project was to be financially risk-free with the publisher taking on the financial risk. The General Secretary shared his concerns in respect of the timescale but acknowledged that some of this risk was mitigated by contributors only having to provide raw content from which the Chief Executive would work. The Chair of the Policy Committee agreed that a project for the lay audience was exciting and should be pursued, but warned that the lack of long-term knowledge of SARS-CoV-2 should be borne in mind, with contributors warned not to stray into future-gazing or speculation. The Chief Executive replied that the proposed narrative arc included a chapter specifically recognising the lack of knowledge and the preliminary state of scientific knowledge. The President asked for an estimate of how much time the Chief Executive would have to commit to the book. He responded that the short timeframe associated with the work would make it feasible.

3.2 Composition of Council and Committees

Council noted the paper circulated in advance.

3.3 Update from Thursday session

Council agreed that Equality, Diversity and Inclusion formed an important subject and welcomed the chance to discuss it on the basis of recent survey data from the staff and membership. It noted that issues were different for (a) staff, all of whom were based in London and employed by the Society, and (b) members, who were widely geographically dispersed and employed by a large number of different institutions.

In relation to the Society's staff, Council (a) affirmed its view that staff morale is a key determinant of productivity and achievement, (b) noted that the survey had produced more nuanced views than the more general annual survey, and (c) supported the suggestion of working to better understand the results in order to determine whether changes in practice were desirable.

In relation to the Society's membership, Council (a) agreed to continue to refer to "equality" rather than "equity," acknowledging that in some circumstances, individuals from some groups might need different or additional support or encouragement to put themselves forward for participation in the Society's activities, (b) noted that some groups were underrepresented in the Society's decision making structures, (c) noted that a principal driver of the imbalance was the paucity of nominations and applications for many of the Society's opportunities, (d) noted that the relative seniority of members of different decision making bodies would influence the pool of candidates who came forward, (e) supported action to enhance nominations and applications, in particular placing a stronger expectation on outgoing members to identify possible successors, particularly from underrepresented groups, (f) supported a change in language when calling for nominations and applications to give a clearer indication of a wish to attract candidates from underrepresented groups, (g) supported action to make the benefits of service on Committees and Council less opaque, including even more vigorous efforts to encourage participation in the shadowing scheme, (h) noted that demands on individuals from underrepresented groups were frequently high precisely because they were in those groups and that any actions by the Society would need to be sensitive to these other demands, (i) reminded all committees that minorities serve on committees when their views are heard, respected and differing viewpoints are truly valued, and (j) affirmed its commitment to make decisions based on merit and need without reference to likely external communications, particularly in relation to social media.

3.4 Membership report

3.4.1 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 6,077 and summarised the paper highlighting the plans to hold two virtual President's roadshows, one in Manchester on 6 October and one in Cardiff on 5 November; the recent successful meeting by the Clinical and Health-related Working Group and, the Microbiology Educators Network which had been developed in place of the Teaching in Higher Education Symposium which was due to take place at the Annual Conference 2020.

The Chair of the Early Career Microbiologists' Forum Executive Committee asked whether digital meetings could help extend our reach to international members. The Head of Journal Development replied that the turnout at virtual Editorial Board meetings had been much higher than historical trends with some Editors who had never previously engaged with meetings able to attend.

3.4.2 New members

Council approved the list of new members.

3.5 Prizes Panel recommendations

Council considered the recommendations of the Prizes Panel. Council members welcomed the increase in the number of nominations. Tracy Palmer noted activity on Twitter suggesting some individuals felt unable to nominate as they were not sufficiently senior; she recommended regular reminders that all members are eligible to nominate for prizes.

Council approved the following recommendations:

- Fleming Prize 2021 winner Assistant Professor Britt Koskella
- Unilever Colworth Prize 2021 winner Professor Azra Ghani
- Marjory Stephenson Prize 2021 winner Professor Martin Maiden
- Peter Wildy Prize 2021 winner Dr Elisabeth Bik

Should any winners not be able to take up their prize, Council agreed that the prize should be offered to the runner up for that category. Council approved the runners up as follows:

- Fleming Prize 2021 runner-up Dr Daniel Streicker
- Unilever Colworth Prize 2021 runner-up Professor Paul Griffiths
- Marjory Stephenson Prize 2021 runner-up Professor Geoffrey Gadd
- Peter Wildy Prize 2021 runner-up Professor Iruka Okeke

3.5.1 Prize Medal nominations

Council considered the shortlisted nominations for the 2022 Prize Medal and voted by emailing the Chief Executive. Attendees were reminded that only Council members were eligible to vote, and that observers were not eligible to do so. The Chair of the Professional Development Committee declared a conflict of interest and recused himself from the vote. There was a discussion about whether nominators should be permitted to vote; it was agreed that it was not unusual for nominators to have a vote, provided they did not have a formal conflict of interest. In the event of a tie, it was agreed that the President would have a second, deciding vote. The Chief Executive collated the votes and reported that the winner of the Prize Medal 2022 was Professor Bonnie Bassler.

3.6 Update on digital events

3.6.1 Feedback on previous events

The Chief Executive outlined the progress made on digital events at the Society during 2020. He noted that three sets of events had been held in the period April to August 2020, including three weeks of daily 90-minute workshops with small groups of experts on topics within the *A Sustainable Future project*, the ECM Forum Online and, a one-day seminar on SARS-CoV-2. Paul Hoskisson added that the workshops on the *A Sustainable Future* potentially provided more valuable output than an in-person event. The Chair of the Early Career Microbiologists' Forum Executive Committee similarly stated that the number of questions raised during ECM Forum Online suggested greater engagement than would have been achieved in person. Colman Ó Cathail added that the presence of a poster from a North American undergraduate highlighted the extended reach of digital events. Several Council members and attendees had attended the SARS-CoV-2 event. The Chair of the Policy Committee praised the organisation of and level of interaction at the event, adding that the lack of a networking or social event after the day had highlighted the value of traditional Society events where such things are offered. The General Secretary commended the Conferences and Events Manager, Joe Fitzgerald, who had coordinated the event, saying that he had been calm, professional, and helpful throughout. He added that a key lesson would be to split any future events of this length over at least two sessions, to avoid Zoom fatigue. Sharon Brookes had spoken at the event and agreed that the team had been very supportive. She appreciated the global accessibility of digital events. There was consensus that organising digital events was at least as challenging as organising physical events, for all parties. The Chief Programmes Officer and Director of Strategy added that the

using different technologies for each of the events had provided a valuable learning opportunity for staff.

John Morrissey expressed surprise at the overall positivity towards digital events, and the number of interactions arising from them, as he had participated in several online events organised by other organisations, where there had either been no questions after talks, or where the conversation had taken place purely in chat streams. The Chair of the Communications Committee agreed that digital events could be challenging, particularly when they cross time zones.

Charles Dorman asked about the financial benefits of digital events in comparison with physical ones. The Chief Executive cautioned that there was not sufficient information about the potential costs of the technology, or on the willingness of delegates and sponsors/exhibitors to pay for digital events, to support any assumptions about potential financial benefits as of September 2020. The Chief Programmes Officer and Director of Strategy outlined work undertaken by a staff working group to assess digital events technologies, including an initial estimate of costs.

3.6.2 Future digital events

The Chief Executive drew attendees' attention to the planned "Why Microbiologists Matter" week in November 2020, which would include content originally planned for the Fleming Showcase at Annual Conference 2020, as well as the Young Microbiologist of the Year award, the Outreach Prize, professional development activities and the Society's Annual General Meeting. He reported on the "Why Microbiology Matters" festival, a two-week digital festival of science and collaboration to be held in 2021, following the cancellation of Annual Conference 2021.

The Chair of the Scientific Conferences Committee thanked Council for its previous consideration and discussions in respect of Annual Conference 2020 and 2021. He raised the question of 2022, for which the Scientific Conferences Committee would usually start planning in January 2021 at Divisions Day. He asked whether Council would consider holding Annual Conference 2022 later in the year rather than the traditional April slot, to allow time for planning the event and proposed postponing Divisions Day 2021 until after the digital festival of science and collaboration had been delivered in the spring. The General Secretary supported the possibility of a physical Annual Conference 2022 and suggested Scientific Conferences Committee consider all options to achieve that. The Chair of the Policy Committee added that the warmer months should be considered as a preferable time, as colder weather appeared to exacerbate prevalence of the coronavirus infection. It was agreed that the Scientific Conferences Committee should consider all options for delivering an in-person Annual Conference 2022.

The question of timing for the "Why Microbiology Matters" festival was raised. The Scientific Conferences Committee had previously expressed a preference for the festival to be held over the summer period, but this was not feasible due to the planned Focused Meetings during this period.

The Chair of the Publishing Committee raised the question of support for journals at Annual Conference. The Chief Executive explained that the introduction of a new governance structure to bring content activities together such as journals, events, and policy was designed to facilitate such matters.

Deirdre Devine noted that people might still be concerned about travel in 2022 and questioned whether a hybrid physical-digital event might be possible. The Chief Programmes Officer and

Director of Strategy replied that some venues were making live streaming a standard component of their offering, but that a truly hybrid event outside of venue offerings would potentially be very expensive. John Morrissey added that the world was likely to be permanently changed by the combination of the pandemic and increased environmental awareness, and that digital or hybrid events may well need become a standard part of the Society's offering.

Council thanked the Scientific Conferences Committee for its efforts in adapting to digital events at short notice.

3.7 Policy consultations: processes and sign-off

The Chief Executive and Charles Dorman, in his role as Council representative on the Policy Committee, provided background in respect of paper 385-08, indicating that there was a balance to be struck between including all interested parties in responses to policy consultations and meeting often short deadlines. The Chair of the Policy Committee highlighted the proposal as being in the interests of transparency, without being overly burdensome. Deirdre Devine raised the issue of email messages being missed. She suggested phoning Council members where they have not replied to consultations. It was agreed this could be a sensible option where appropriate.

Council approved the proposed sign-off process for responses to policy consultations.

4. Summary of progress

4.1 Summary of Progress - Strategy 2018-2022

Council noted the paper circulated in advance. The Chief Executive invited the Director of Technology and Innovation to give an update on how the work was progressing on the Wellcome Learned Society Curation Award for converting *Access Microbiology* to an open research platform. The project was progressing well.

5. Committee Business (for information only)

5.1 Scientific Conferences Committee Minutes (January 2020)

Council noted the minutes circulated in advance.

6. AOB

The Chair of the Publishing Committee stated that there had been only one regular Publishing Committee meeting during 2020, plus an extraordinary meeting in June in respect of re-pricing for 2021. She wished to discuss the effect of the governance changes on Society publishing activities with Council. The Chief Executive reminded Council that the changes had been discussed at several meetings and agreed by Council during 2019. Charles Dorman agreed that Council discussions had been extensive but suggested that detail of the impact on publishing should be brought back to Council at its 386 meeting. John Morrissey added that detail was being added to the governance change plans at regular intervals, and that as the 386 meeting was scheduled immediately prior to implementation, it would be appropriate for Council to receive a detailed update on plans. Colman Ó Cathail noted that while Council discussed the governance changes in detail, the same level of discussion had not been held at Committee level. John Morrissey replied that the initiative had come

from Council, and the Chief Executive observed that the majority of Council members were either Chairs or elected represented on the Committees.

There being no further business, the meeting closed at 13:05.