

Minutes of the 362 Meeting of Council

5 December 2014, CDH, 9:00-12:30

Present:

Nigel Brown (President, in the Chair)
Christopher Thomas (Treasurer)
Evelyn Doyle (General Secretary)
Mark Harris (Chair of SCC)
Sara Burton (Chair of PDC)
Maggie Smith (Chair of Policy Committee)
Colin Harwood (Chair of Publishing Committee)
Steve Diggle (Elected Member)
Andrew Davison (Elected Member)
Ian Henderson (Elected Member)
Pat Goodwin (Elected Member)
John Sinclair (Elected Member)

In attendance:

David Whitworth (Chair Elect of PDC)
Charles Dorman (Chair Elect of Publishing Committee)
Mike Skinner (Incoming Elected Member)
Peter Cotgreave (Chief Executive)
Rosie Waterton (Governance Manager)
Dariel Burdass (Director of Strategy and Communications) for items 15-34
Leighton Chipperfield (Director of Publishing) for items 18-34
Isabel Spence (Public Affairs Manager) for items 22-34
Beth Faircliffe (Head of Meetings and External events) for items 22-34
Paul Easton (Acting Head of Membership Services) for items 22-34
Ben Thompson (Public Relations Manager) for items 22-34

01. Apologies for absence & welcome to new attendees

Apologies for absence were received from Paul Hoskisson and David Pearce.

02. Declaration of any new conflicts of interest

Colin Harwood declared his position as the incoming treasurer of FEMS as a new conflict of interest to be recorded. The President requested that all Council Members ensure their employer is included on the register of interests for publication.

03. Minutes of the 361 Meeting of Council

The minutes were accepted as a true and accurate record of the 361 meeting of Council.

04. Matters arising from the minutes and action points

The Chief Executive reported under 37 AOB, relating to the Society of Biology blue plaque scheme, that the next blue plaque was to commemorate Marjorie Stephenson and was to be placed in Burwell, Cambridgeshire; to be unveiled by Sir John Skehel who is both an Honorary Member and a previous Marjorie Stephenson Prize Lecture winner of SGM.

Council discussed the requirement for SGM to have its own mechanism for nominating candidates to the scheme to ensure key microbiologists are included in the initiative. Financial support could be offered in the future.

Charles Dorman suggested that someone should record the history of SGM. The President suggested approaching retired members who may wish to contribute.

The Chief Executive informed Council that in the move from Marlborough House to Charles Darwin House, it was understood that a majority of our records were deposited at the Wellcome Trust. However, he acknowledged that the process was not well documented and there were issues concerning the whereabouts of some archives, including Council meeting minutes for the period 2001 to 2010. Several Members of Council confirmed they were likely to have copies of the missing minutes retained in their personal records and if necessary, it may be feasible to re-collate the missing records. The Chief Executive undertook to audit what records existed and where, and bring a paper to a future Council meeting.

05. Plans for next Council meeting

The President raised the intention to instigate one to one interviews with several individual Council Members at the time of each Council meeting, to ensure best practice and that Members are given an opportunity to raise issues and ideas on the governance of Council. All Members of Council were content with this idea.

The Chief Executive also noted the following items to be included on the agenda for the 363 meeting of Council; Presidential Elections, Articles of Association for approval, Auditors review process, risk register.

1.1 President / Chief Executive Business

06. General business / CDH items

The President urged Council Members to consider and nominate suitable candidates to be his successor and reminded them of the deadline of 31 January 2015.

07. Report back from CEO

The Chief Executive informed Council of a letter received telling the story of a retired female Microbiologist who currently resides in a care home with no family or visitors. Her story depicts the struggle she encountered to become a successful microbiologist and the joy the science still brings her now. He noted that SGM will publish her story in MT and provide a free subscription to the magazine to enable her continuing enjoyment of the community.

10. Composition of Council and Committees

Council reported the following issues with the paper for amendment:

Karen Robinson stands down in 2017 not 2018.

Sarah Buckman should be added as a staff member to the Professional Development Committee.

JG Kusters should be included on the Publishing Committee as new Editor in Chief of JMMCR.

The Chief Executive noted that Pat Goodwin's change of role from Elected Member to Chair of Policy Committee would need in due course to be reflected on this paper.

It was noted that there is a need for clarification if Members are formally in post or if in attendance only, particularly in the Publishing Committee.

Chris Thomas acknowledged the inconsistency in the term of office for the Treasurer. The President supported the suggestion to revisit the term for Treasurer in the future.

Mark Harris made the suggestion that Divisional meeting representatives be included on Council as has historically been the process. The President suggested that a more informal process of Council Members attending Divisional meetings be implemented e.g. a Council representative on each Division. He voiced the growing need for a formal diary, available to Council, of all meetings. PC and RW to look into.

The General Secretary reminded Council of the Presidential election process and requested volunteers to form the working group. She highlighted the need to consider Equality and Diversity in the composition of such a group. It was agreed that Pat Goodwin, Andrew Davison and Ian Henderson would form the WG, chaired by Evelyn Doyle, the General Secretary.

The Chief Executive noted that the Articles of Association state that a member of Council shall retire at the end of their term of office and not be eligible for re-election for three years, unless otherwise

determined by Council which in practice means that, where Council wishes it, nothing prevents a President from being nominated for a second term of office, sequentially or non-sequentially.

11. New Members List

The Treasurer noted how it would be useful for Council to see the institutions of Members in the paperwork provided as it is easier to assess suitability. Council requested the change in the reporting mechanism if possible.

12. President's Dinner/AGM review

Council noted the positive response from attendees of the 2014 AGM. Mark Harris raised a suggestion from a Divisional Member in regards to considering moving the event to the Galway meeting of the Irish Division. However necessary timing of the event prohibited this from being possible. Council supported the suggestion for alternative involvement at the Galway meeting in its place.

The President noted the opportunity provided by inviting the Presidents of other owner Societies of CDH in opening useful conversations. Thought should be given in good time to who we wish to engage with in the future. Council was invited to offer suggestions to the Chief Executive and President over the next few months. Initial suggestions in discussion highlighted funders other than the BBSRC, for example; Innovate UK.

The Chief Executive updated Council that the Special Resolution to change the Articles of Association was not accepted by the Membership without a minor amendment at the 2014 AGM and thus the "substance" of the resolution had been changed. This meant that a new Special Resolution would need to be put to the Membership in 2015.

There was a suggestion to request opinions from the Membership prior to the meeting so issues can be addressed before the final vote. The Chief Executive suggested separate resolutions for each big change, for example a separate resolution for changing the Society name. The President emphasised the importance of Council being familiar and content with the substance of the resolutions.

13. Prize Medal voting process

Council noted the paper setting out the rules for voting on the Prize medal. It was noted that there was no rule specified for the circumstance of a second tie of votes. The President requested not to "tie down" the rule to enable Council the flexibility to use their judgement if the situation were to arise.

14. FEMS nominations

The General Secretary outlined the process and encouraged Council to consider individuals for positions.

Charles Dorman raised that much skilful lobbying was undertaken by nominators of other candidates and SGM had not previously done this. It was suggested that Council should utilise all individual contacts with FEMS representatives etc to encourage support. Colin Harwood offered to circulate the list of FEMS representatives to assist Council in identifying existing links.

15. Strategy

The Chief Executive summarised the main discussion from the Thursday strategy session.

Council agreed to include networking and collaboration as a key element of our mission as a Charity. Council agreed that International issues (influence and Members) should form a core value of SGM and be incorporated into all our activities.

Council requested a collated a list of current international Societies with whom we may wish to engage and agreed to set up an International working group chaired by Pat Goodwin and noted the importance of getting the right mix of external advisors involved. The President invited Council to consider who to approach and to circulate those to Pat or himself.

16. Elections Process Review

The Chief Executive summarised the issues previously encountered and the recommendation from the IT consultancy review to use the electoral reform services to run the elections for SGM. Council approved this recommendation and the associated costs.

17. Trustees Indemnity Insurance

The Chief Executive recommended there was no need to purchase this for trustees. Council approved this recommendation and will not obtain Trustee Indemnity Insurance.

18. Corporate Sponsorship

The Director of Publishing summarised the research on corporate sponsorship packages SGM could offer, provided in the tabled paper. He noted the requirement to conduct further research by meeting with prospective companies to scope the financial potential of the scheme. He highlighted the need to consider how profitable such a scheme could be in practice once the costs associated with managing it are taken into account.

Colin Harwood suggested that one package could offer a discount on the SGM conference fee to employees within the company, which may encourage more industrial presence at our annual conference.

Charles Dorman raised the issue of company access to addresses of attendees being unpopular with Members if, for example, we offer this as part of a package. It was agreed that to offset this, Members should have the opportunity to opt-in rather than opt-out of the scheme. John Sinclair also urged Council to weigh up the risk of minor irritation against the potential income and Chris Thomas highlighted that the packages would create networking opportunities for Members if these sponsors were more engaged. The President confirmed that SGM must preserve its own relationship with its Members and must communicate clearly around the sponsorship packages opportunities and allow Members to make an informed decision to opt in if they wished to engage.

Mark Harris suggested additional links with sponsors to secure Membership benefits such as Members receiving discounts on sponsor company products. It was agreed that this should be reviewed on a case by case basis. Maggie Smith also raised the additional benefit of these sponsors being big employers and potential links for post grads but also raised the question of the process for selection of sponsors and the potential issue of secondary association if any of these companies had relationships with other companies or organisations that SGM would not welcome (eg tobacco). The Director of Publishing noted the need for a clear governance process for issues such as this and on the Chief Executive's suggestion, Council delegated decision of whom to engage with to the Finance Committee but any direct conflicts of interest or examples where Finance Committee felt further discussion necessary should be brought to Council for discussion.

Council approved the recommendation to take the initiative forward.

19. Conferences Review

Council noted the paper.

Mark Harris highlighted that over time Members will engage more with the new structure and that when reviewing the changes, we must allow sufficient time for them to embed. He further emphasised the need for specific conferences budget for the SCC (although the Treasurer pointed out that this year financial planning for 2015 had involved identifying a specific Conferences budget). One of the main costs associated with the conference is venue hire. In recent years the Annual conference has been held in conference centres and it was discussed whether Universities have the facilities we require and may be less costly. Timing is becoming an issue as conference centres are busy over the Easter period and thus the specific dates may need to be flexible in the future.

Ian Henderson raised the issue of objectives for Focused Meetings. The President highlighted that we are creating new networks and communities by putting on the Focused Meetings and the individual experience is extremely positive and will grow over time; the Focused Meetings are a tool to engage smaller communities of microbiologists that are currently less engaged and an opportunity to highlight other Society activities such as Policy etc. Council commented on the importance of maintaining the sustainability of the communities that are formed through these meetings and finding a way to feed these into the Annual Meeting.

The Chair of Scientific Conferences Committee stated that one concept being investigated was to persuade organisers of existing meetings (particularly if organisers are SGM Members and are

applying for SGM funding) to run them as branded Focused Meetings. The suggestion of running cross interdisciplinary meetings with sister societies was also an option for the future. The Chief Executive recommended that SGM terminate the contract and revert to Conferences being run in house. He highlighted that although we have to give 90 days' notice, even by employing another full time member of staff, we will still be paying out less overall. The President thanked Mark Harris and Karen Robinson for their huge efforts in rescuing the conferences. Council supported the recommendation and gave the Chief Executive permission to terminate that contract as soon after Monday 8 December as possible.

Council agreed the formation of a formal Conferences review WG to undertake the 1-year review of the change in structure. The group will comprise of Karen Robinson, Mark Harris and some divisional Members (Mark Harris to source). Ian Henderson volunteered as the Council representative and the Executive Officers agreed to discuss and agree which one of them will chair.

1.2 Finance and administration

20. Collated Finance Committee Papers

21. Report from Finance Committee

The Treasurer summarised the issues with the financial procedures in SGM currently and assured Council that moving to a paper based process in the New Year would improve efficiency and create a thorough audit trail in the future.

The Treasurer noted the IT issues and the costs associated with terminating the current contract with Advanced 365, however in light of the report issued by IndigoBlue consultancy, the Finance Committee made the recommendation to go ahead with the proposed course of action in the paper. Council agreed to this recommendation.

The Finance Committee had received a paper outlining the accounting support that SGM provides to IUMS. Although the service costs the Society slightly more than is paid for the service, the recommendation was to continue the relationship as is, until the International review.

The Treasurer reminded Council of issues that had previously been raised in regards to inconsistency in regulations for division and committee Members expenses claims. The recommendation was to apply the financial allowance rules flexibly whilst a more thorough review is underway. The Treasurer urged those with authority to sign off expenses to use their discretion to avoid appearing "penny pinching" towards volunteers who give up their time and efforts for the Society. It was raised that Council ought not to dictate a limit of £25 on a meal for other Members when the Council dinner is at a cost of approximately £35 a head.

The Treasurer reported that the deficit this year after the reforecast for 2014, is reduced and extended his thanks to those involved in reviewing the budgets to bring us to a better position than in previous years.

The Treasurer drew Council's attention to the recommended finalised budget for 2015. The Professional Development Committee had made the proposed cuts to the grant scheme and a compromise was reached with the Finance Committee which totals approximately £85k as opposed to the originally proposed £100K cuts.

Council adopted the finalised 2015 budget.

Council received the proposals from Waverton which had been presented the day before. Council acknowledged their satisfaction with the management of their investment portfolio.

The Chief Executive acknowledged that forecasting the budgets to work to a reduced deficit means that certain assumptions must be made both in regards to the investment portfolio performing at its current rate and new sources of income as well as any one off spends in each year and any savings that can be made. Thus he presented both a 3-year plan with caveats and comments for specific spend and summarised these in the appendices of the paper.

The Chief Executive confirmed that the budget presented is the most economical it was reasonably possible to forecast and thus, if Council wanted any further reduction to the deficit then the Society would need to cut activity. The recommendation from Finance Committee was not to do so but to

work with current efficiency plans and work to a balanced budget in 3-5 years and expect a positive outturn over that timescale.

Council approved the budget plans moving forward. The President thanked and congratulated staff and the Finance Committee on their efforts in planning to reduce the deficit in such a timescale.

1.3 Scientific Conferences

22. Scientific Conferences key points

These were taken as read.

23. Update

The Head of external meetings, Beth Faircliffe summarised the key points on the papers and elaborated that feedback from the last Focused Meeting demonstrated that 100% of delegates achieved their objectives for the meeting.

1.4 Professional Development

24. Professional Development Committee key points

Acting Head of Membership, Paul Easton updated Council on the Membership and grants department. He confirmed that rolling annual Membership was now in place according to the deadlines set and that the online joining process was in place for the New Year though there were some minor technical issues halting progress currently.

25. SGM Champions 6-month review

The Acting Head of Membership reminded Council of the Champions scheme that had been in formation since April 2014. The initiative has currently come in well below the budget but due to the success of the work and events undertaken by Champions thus far, the Society anticipates an increase in momentum which will lead to an increase in spend. The Acting Head of Membership noted that in future, a longer period should be allowed for implementation before an initiative such as this is reviewed.

Council raised the issue of monitoring and evaluating the initiative and suggested that to ensure continuity and sustainability, there is a need for broader and more diverse group of Champions. The suggestion of utilising prize and award holders to further the Champions' cause was welcomed. Council approved recommendation to continue the programme.

1.5 Communications

26. Communications Committee key points

These were taken as read.

27. Education and Outreach Update – Working Group minutes

28. Small World Initiative update

PhD match funded studentship Information

The Public Affairs Manager, Isabel Spence introduced the paper to Council and requested approval of the intellectual property wording.

Sara Burton asked what perceived outcomes there were for SGM if the intellectual property belongs to the hosting institute, considering the SGM spend of £20K. Dariel Burdass noted that as a PhD programme, any papers that come out of the work involved would cite the Society as a co supervisor and be recognised as a funder for the project. SGM also anticipated the initiative would lead to further academic publications on public engagement activities which we will heavily feature in. Dariel Burdass confirmed that advice on who obtains the intellectual property had been sought from working group member Laura Bowater and through research into initiatives run by the BBSRC. Benchmarking research demonstrated that this agreement is used by other organisations running similar initiatives.

Mark Harris queried the figure as potentially possible to support two studentships. Council approved the wording with the amendment to "up to £20K".

1.6 Policy

29. Policy Committee key points

These were taken as read.

30. Policy Committee minutes

These were taken as read.

31. Update

The Learned Societies Partnership on Antimicrobial Resistance (LeSPAR) would be holding a workshop on AMR in the environment to fit in with Theme 3 of the MRC funding call on AMR. Names suggested as a suitable Chair for the Workshop included David Livermore, Gordon Dougan, Laura Piddock, Liz Sockett and Robert Poole. Maggie Smith requested that any other suggestions for chairs be sent to her or Isabel Spence; Public Affairs Manager.

Maggie Smith reported to Council that the Stop Vivisection European Citizens' Initiative (ECI) was seeking to repeal *European Directive 2010/63/EU* on the protection of animals used for scientific purposes and ban research using animals. As with the previous ECI, Wellcome Trust was producing a joint statement supporting Directive 2010/63/EU, which SGM had been invited to sign (currently 79 signatures and growing). The statement made the following key points:

- We support research using animals where alternative methods are not available, where the potential benefits to health are compelling, and where acceptable ethical and welfare standards are met.
- We support the EU Directive governing animal research which was revised recently to capture advancements in science and promote improvements in the welfare of laboratory animals across the EU. Importantly this embedded the 3Rs, which we feel was a new and welcome inclusion in EU legislation.

Council agreed to sign the statement.

32. Policy roadmap

The Public Affairs Manager Isabel Spence outlined where policy roadmap focused sessions had been run and commented on the success of these. She noted that re-occurring themes were clearly identified and member survey responses were high and engaged.

Dariel Burdass commented on the use of the activity as a resource for Members to use in their institutions to contribute to identifying policy priorities and raised the next steps in planning how best to engage with policy makers etc. once the road map is in place.

The President thanked Isabel for her work and thanked Ben Thompson for his work in increasing the public presence of the Society as a whole.

1.7 Publishing

33. Publishing Committee key points

These were taken as read.

34. Update

The Director of Publishing drew Council's attention to the new Journal cover designs created in line with the new Society brand. He acknowledged that some minor details were likely to change but in the main the layout and feel was as seen. He explained to Council that the print Journals would have a fixed cover but that images for online Journals are rotated from the content of the Journal.

Council approved the concept and design of new Journal Covers and acknowledged that the format of the Journal articles is also to be reviewed.

Colin Harwood commented on the excellence of the publishing department and the President requested the Director of Publishing to pass on Council's thanks to staff.

Council approved that Mark Harris would work with Stacey Efstathiou as co-Editor-in-Chief of JGV and report back to Council as required.

1.8 AOBs

The President noted and thanked the contributions of the outgoing Members of Council: Sarah Burton, John Sinclair and Colin Harwood. He noted their diligence in challenging and supporting the Council throughout their terms and engaging with their role as trustees.

There was no other business and the President declared the meeting closed at 12.29pm.