

Minutes of the 378 meeting Council

Friday 7 December 2018 09:00-12:30

Venue: Charles Darwin House 2

Present:

Neil Gow (President, in the Chair)
Ian Roberts (Treasurer)
Maggie Smith (General Secretary)
Jodi Lindsay (Chair of Publishing Committee)
Pat Goodwin (Chair of Policy Committee)
Tadhg Ó Cróinín (Chair of Professional Development Committee)
Nicola Stonehouse (Chair of Communications Committee)
Mick Tuite (Chair of Scientific Conferences Committee)
Paul Kellam (Elected Member)
John Morrissey (Elected Member)
Steve Oliver (Elected Member)
George Salmond (Elected Member)
Tracy Palmer (Elected Member)

In attendance:

Judith Armitage (incoming President)
Charles Dorman (incoming Elected Member)
David Blackbourn (incoming Elected Member)
Deirdre Devine (incoming Elected Member)
Amy Richards (incoming Chair of Early Career Microbiologists' Forum)
Peter Cotgreave (Chief Executive)
Tasha Mellins-Cohen (Director of Publishing)
Joanne Morley (Chief Operations Officer)
Tony McBride (Interim Director of Strategy and Members' Programmes)
Gillian Perry-Bland (Governance and Operations Executive)

1.1 Apologies for absence & welcome to new attendees

The President formally welcomed Council members to the 378 meeting.

Apologies were received from Helen Brown (Chair of Early Career Microbiologists' Forum Executive Committee), and Sarah Buckman (Director of Strategy and Members' Programmes, on maternity leave).

1.2 Declaration of any new conflicts of interest

The President reminded all members that they had a responsibility for their own conflicts of interest and to notify the Society of any new conflicts that may arise. John Morrissey and David Blackbourn notified Council of new interests as editors of journals and undertook to update their written declarations accordingly.

1.3 Minutes of the 377 Meeting of Council

Under item 3.4, the word 'Unilever' had mistakenly been italicised.

With these amendments, the minutes were accepted as a true and accurate record of the 377 meeting of Council.

There were no other matters arising.

2. Finance & Operations

2.1 Update from Finance & Operations Committee

Council was provided with a report from the Finance & Operations Committee meeting held on 6 December 2018.

2.1.1 Management Accounts – to end October 2018

Council noted the accounts to the end October 2018.

2.1.2 Audit, Risk and Evaluation Committee Chair

Council approved the recommendation of Kathryn Kerle as the external Chair of the Audit, Risk and Evaluation Committee, for a period of three years from 1 January 2019.

2.1.3 Expenses Policy

Council approved recommendations for changes to the Society's expenses policy, the details of which were set out in the papers for the Finance & Operations Committee.

2.1.4 Philanthropic Fundraising

The Chief Executive presented an update on progress on the plans for the Society to develop a philanthropic fundraising campaign and reported that he had received further information since the last meeting about two potential future legacies. Council approved the proposal to form a fundraising steering group.

2.1.5 Support for CARA

The Chief Executive explained that CARA, the Council for At-Risk Academics had approached the Society for a subscription. In 2014, following a review of the Society's support for external organisations, Council had agreed to discontinue financial support to CARA. In 2016, it had agreed to offer CARA fellows the opportunity to apply for the Society's grants on the same terms as members of the Society.

Council approved the proposal from Finance & Operations Committee that should CARA nominate a microbiologist whom it was supporting, and who required additional support, the Society would consider in the form of one year's free membership of the Society and a financial contribution for consumables up to a maximum of £2,000 per individual per year, for a maximum of two years. Any such support would be considered on a case-by-case basis and funded from the contingency budget.

2.1.6 Update on significant operational matters

Council noted the report.

2.1.7 Contingency budget

Council noted the contingency budget spend to December 2018. There were no new items to approve this quarter.

3. President / Chief Executive Business

3.3 General business

The President formally thanked all the Society's staff and Council members both past and present for all their support and hard work during his presidency. He then summarised the events of the previous day and noted that Council was unanimous in its decisions.

The Chief Executive formally apologised for the issues with the Council papers that were circulated prior to the meeting. He also reported for the record that a nomination for the Peter Wildy prize had not been considered by the panel, as reported to Council by email on 12 November, and repeated his previous sincere apology for the record.

3.4 Thursday session of Council

3.4.1 Financial Management

Council noted the paper circulated in advance.

Council agreed that it was not yet in a position to give detailed consideration to any changes that would be required to its financial strategy as a result of the sales and purchase. The details of the sale proceeds and purchase costs would be important. At present, the most likely outcome was for the proceeds of sale to be roughly equivalent to the purchase costs of new premises, and if this were the case, the overall impact on financial management would be neutral.

It was agreed that any proceeds of sale would be held initially in cash or near-cash equivalents. The Treasurer and Chief Operations Officer agreed to investigate whether any short-term low-risk equivalents might generate any level of return on the considerable sums involved.

He also stated that there were often too many matters to deal with on the Thursday afternoon Council sessions in December and suggested that the new Trustee induction should be moved to an alternative date to allow discussions to continue without interruption.

3.5 Composition of Council and Committees

Council noted the paper circulated in advance.

Council noted there was an error in that the ECM representative for the Prokaryotic Division should have been recorded as Linda Oyama. The Chair of the Policy Committee asked if incoming members of Committees could also be included in the December composition paper, and not just incoming Council members. It was agreed that for future meetings of Council in December, the paper would reflect the Society's governance structure as at 1 January of the following year.

3.6 Membership report

Council noted the paper circulated in advance.

The Chief Executive summarised the findings from the membership survey earlier in the year. In line with previous feedback, localness had been a significant theme. In response to this, the incoming President would be conducting several visits to different places around the country to speak to members. The Chief Executive also observed that other members of Council might in due course be called upon to conduct similar visits.

The membership survey results also identified a proportion of retired members who responded to state that they would like to give back to the Society in some way. Opportunities for this were being explored.

It was reported that incoming elected Council member, Deirdre Devine would chair a meeting on the 18 February 2019 to explore ways to engage the clinical community. Other attendees would be members with relevant experience from Committees, Divisions and Editorial Boards.

Charles Dorman raised a concern about members being able to renew their membership online, after having experienced difficulties himself. This could clearly lead to reputational damage for the Society if the problems were to continue. The Chief Executive and Chief Operations Officer reported that they had been involved in meetings with the Society's technology suppliers earlier in the week, to try to resolve these issues.

Council observed that some communications from the Society were ending up in the junk and spam folders of members. Although there was little the Society could do, it was agreed that a message should be placed on our website, advising members to check their spam filters.

The Chief Executive noted that the Society was now very close to 5000 members and hopeful of reaching this number by the end of the year.

Council approved the list of new members.

3.7 Draft AGM minutes

The draft minutes of the 2018 AGM were approved for circulation to the membership for its approval at the 2019 AGM.

3.8 Council appointed positions

3.8.1 Council appointed positions

Council noted the paper circulated in advance.

The Chief Executive reported the Council-appointed positions for 2019 noting that the Society would be seeking a new General Secretary and a new Treasurer as well as Chairs-elect of the Professional Development Committee, the Publishing Committee and the Scientific Conferences Committee.

He reminded Council that members of Council could not nominate for these positions.

In the first instance, members would be asked to submit an expression of interest in January and the General Secretary would report back to Council on these in March 2019. The Treasurer would report in relation to nominations for the General Secretaryship. Full nominations would then be requested from the candidates the panel wished to take forward after consulting Council.

To avoid conflicts, Council delegated to the General Secretary authority to appoint the Appointments Panel, once the candidates were known.

The Chief Executive reminded Council that the General Secretary is also the FEMS delegate for the Society. It was agreed there was no reason for this necessarily to be the case. It was agreed that the FEMS representative should be either a current member of Council or a recent Council member, or someone with close recent experience in the Society's governance structures. It was agreed that Carol Munroe, a recent Division member with a known interest in FEMS, be contacted in the first instance.

Council approved the appointment of Gavin Thomas as the Deputy Editor-in-Chief of the journal *Microbiology*.

3.8.2 Presidential election process

Noting that it could not decide the matter because it would be a matter for a future Council, Council discussed at length the advantages and disadvantages of changing the process for selecting future Presidents to a ballot of the membership. The Treasurer expressed the opinion that the membership should be allowed to vote, to support the Society's values of transparency and inclusion.

The General Secretary reminded Council that the current system involved the entire membership being asked to nominate candidates. The President stated that the voting could be affected by size of constituency for each nominee's area of microbiology.

The Chair of the Communications Committee believed that often rather than considering statements in detail, some members ended up voting for candidates they knew or whose names they recognised.

Deirdre Devine asked if the membership had given feedback that this was an issue and the Chief Executive stated that to date, the Society had not to his knowledge received any feedback either way.

It was agreed that this was a complex issue and the Officers were charged with establishing a working group set up to examine the matter further.

3.9 Nomination for Honorary Membership

Nic Stonehouse left the room for this item owing to a conflict of interest.

On the nomination of Paul Kellam, Council elected David Rowlands as an Honorary Member of the Society.

3.10 Policy on supporting bids

Council considered the statement of its existing policy.

George Salmond disagreed with the policy, on the grounds that it was inappropriate for the Society to become involved in any way in competitive bids to other organisations, where the Society did not know who else might be bidding. This view was strongly supported by a number of Council members, and after discussion, Council changed its policy accordingly.

The Chief Executive undertook to bring a draft of the new policy for approval at the next Council meeting.

3.11 Equality Diversity and Inclusion Ambassadors Working Group update

David Blackburn summarised the meeting that he chaired in October and which had made six recommendations to Council.

Council approved the recommendations, noting that several would need further discussion by Committees in order for their intentions to be implemented.

3.12 International Ambassadors Working Group update

The Chief Executive summarised the first meeting of this group, which had been held in October 2018.

Council approved the recommended actions, noting that they would need further discussion by Committees in order for their intentions to be implemented.

Council appointed Pat Goodwin as a supernumerary member of the group for two years from 1 January 2019.

Council did not elect a chair of the group, and the matter would be brought back to the next meeting.

3.13 Staff survey report 2018

The Chief Executive presented the results of the annual staff survey and summarised the key points, noting that staff morale had increased and despite some inevitable staff turnover in 2018 was an extremely positive report.

3.14 Nominating a figure for the new £50 note

Council discussed potential figures for the new £50 note. Council agreed that the Society should nominate Marjory Stephenson and delegated authority to make the nomination to the Chief Executive.

4. Key points for Council

4.1 Summary of progress – Strategy 2018-2022

Council noted the paper circulated in advance.

The Chief Executive summarised the Society's progress against the strategy document. In particular, he highlighted the positive work started by the entirely new policy team.

5. Minutes from Committee Meetings

5.1 ECM Forum Executive Committee Minutes

Council noted the minutes circulated in advance.

5.2 Publishing Committee

Council noted the minutes circulated in advance.

The Director of Publishing presented a paper to provide an update on Plan S and explained the rapidly changing environment and communications on this, including the models under investigation. She undertook to update Finance & Operations Committee and Council regularly when she had more information.

5.3 Scientific Conferences Committee Minutes

Council noted the minutes circulated in advance.

The Chief Executive noted the abstract deadline for Annual Conference 2019 was 10 December.

5.4 Policy Committee Minutes

Council noted the minutes circulated in advance.

5.5 Communications Committee Minutes

Council noted the minutes circulated in advance.

The Chair of the Committee highlighted that the 75th Anniversary project *Why Microbiology Matters* was open on the website for nominations and requested that Council members promote this via their networks.

5.6 Professional Development Committee Minutes

Council noted the minutes circulated in advance.

5.7 Diversity Statistics

Council noted the paper circulated in advance.

5.8 Review of the past three years

The Chief Executive presented a summary of the outgoing President's last three years and thanked him on behalf of all staff and Council.

6. AOB

The President thanked the following Council members, who were due to stand down at the end of the year, for their service on Council: Helen Brown *in absentia*, Pat Goodwin, and Steve Oliver.

The meeting closed at 12:26pm